



AIA Detroit

# **Bylaws**

## INDEX

<b>ARTICLE 1 - ORGANIZATION</b>	<b>1</b>
Section 1 – Name	1
Section 2 – Definitions	1
Section 3 – Purpose	1
Section 4 – Organization and Legal Structure	2
Section 5 – Relationship to the State Organization	2
Section 6 – Sections	2
<b>ARTICLE 2 - DUES AND ASSESSMENTS</b>	<b>3</b>
Section 1 – Annual Chapter Dues	3
Section 2 – Assessments	3
Section 3 – Payment of Dues and Assessments	3
Section 4 – Dues Waivers	3
Section 5 – Non-Payment of Dues and Assessments	4
<b>ARTICLE 3 - BUDGETS AND FINANCE</b>	<b>4</b>
Section 1 – Budgets and Appropriation	4
Section 2 – Audits or Compilations	5
Section 3 – Fiscal Year	5
Section 4 – Property	5
Section 5 – Dividends Prohibited	5
<b>ARTICLE 4 - RIGHTS AND CATEGORIES OF MEMBERSHIP</b>	<b>5</b>
Section 1 – Categories of Membership	5
Section 2 – Rights and Privileges of Members	5
Section 3 – Unassigned Members	6
Section 4 – Allied Members	6
Section 5 – Member Emeritus	7
Section 6 – Non-Resident Status	7
Section 7 – Rights to Examine Records	7
Section 8 – Resignations	7
Section 9 – Termination of Membership	7
Section 10 – Reinstatement	8
<b>ARTICLE 5 – MEETINGS</b>	<b>8</b>
Section 1 – Regular Meetings	8
Section 2 – Annual Meeting	8
Section 3 – Special Meetings	8
Section 4 – Notice of Meetings	8
Section 5 – Quorum	9
Section 6 – Voting Members	9
Section 7 – Minutes of Meetings	9
Section 8 – Member Delegates to Institute Meetings	9

Section 9 – Electronic and/or Telephonic Meetings	10
<b>ARTICLE 6 – ELECTIONS</b>	<b>10</b>
Section 1 – Election Committee	10
Section 2 – Nominations	10
Section 3 – Election Publications	10
Section 4 – Balloting Procedures	10
Section 5 – Elections	11
<b>ARTICLE 7 - THE BOARD OF DIRECTORS</b>	<b>11</b>
Section 1 – Composition of the Board of Directors	11
Section 2 – Terms of Office of Officers and Directors	12
Section 3 – Vacancy on the Board of Directors	12
Section 4 – Functions and Duties of the Board	13
Section 5 – Meetings of the Board	13
Section 6 – Annual Report of the Board	14
<b>ARTICLE 8 – OFFICERS</b>	<b>14</b>
Section 1 – Titles	14
Section 2 – The President	14
Section 3 – The Vice President/President-Designate	14
Section 4 – The Secretary	14
Section 5 – The Treasurer	15
Section 6 – The Past President	15
<b>ARTICLE 9 - COMMITTEES</b>	<b>16</b>
Section 1 – Formation and Composition of Committees	16
Section 2 – Limitations on Authority	16
<b>ARTICLE 10 - GENERAL PROVISIONS</b>	<b>16</b>
Section 1 – Action on Applications for Membership	16
Section 2 – Limitation on Chapter Actions	16
Section 3 – Executive Office	16
Section 4 – Endorsements	17
Section 5 – Affiliations with Organizations	17
<b>ARTICLE 11 – AMENDMENTS</b>	<b>18</b>
Section 1 – Amendments by Meetings of this Chapter	18
Section 2 – Amendments by the Board of Directors	18
<b>ARTICLE 12 - INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS</b>	<b>19</b>
Section 1 – Extent of Indemnification	19
Section 2 – Advancement of Funds	19

## **ARTICLE 1 ORGANIZATION**

### **Section 1 – Name**

A. The name of the organization is AIA Detroit.

### **Section 2 – Definitions**

A. As used in these Bylaws

1. AIA Detroit is referred to as the “Chapter”.
2. The AIA Detroit governing board is referred to as the “Board of Directors”
3. AIA Michigan is referred to as the “State Organization”
4. The American Institute of Architects is referred to as the “Institute”
5. The Board of Directors of the Institute is referred to as the “AIA Board of Directors”
6. Members who have been admitted to Architect membership in the Institute are referred to as “Architect Members.”
7. Members who have been admitted to Associate membership in the Institute are referred to as “Associate Members.”
8. Architect and Associate Members who have been assigned to the Chapter are referred to as “Assigned Members.”
9. Members assigned to other chapters who have been admitted to membership in the Chapter are referred to as “Unassigned Members”.
10. Professional allied members, student allies and honorary allied members are referred to as “Allied Members”
11. If not otherwise qualified, the term “Member” shall refer to all persons in all classes of membership.

### **Section 3 – Purpose**

A. The purpose of the Chapter shall be:

1. To promote and forward the Objects of the Institute.
2. To foster an improved built environment and make the architectural profession of ever-increasing service to society.
3. To promote design excellence, research and technical advancement.
4. To advance the art and science of building by strengthening the standards of architectural education, professional development and the practice of architecture.

5. To advocate the protection, preservation and enhancement of our cultural and natural resources and provide leadership and guidance to the decision-making processes which affect the environment and the practice of architecture.
6. To coordinate activities within the architectural profession that increase public awareness of architecture, the profession and the significance of the built environment.
7. To organize and unite in common purpose the members of the architectural profession.

#### **Section 4 – Organization and Legal Structure**

- A. The Chapter is a non-profit membership corporation incorporated on February 15, 1954, under the provisions of the state of Michigan, and is a successor to the Detroit Chapter, the American Institute of Architects, an unincorporated association chartered by the Institute on March 11, 1925.

#### **Section 5 – Relationship to the State Organization**

- A. State Organization Directors: AIA Michigan Directors serving on the AIA Michigan State Board will also hold seats on the AIA Detroit Board of Directors. The AIA Michigan Directors shall collectively hold one (1) vote on the AIA Detroit Board. These Directors will not be assigned to AIA Detroit committees or task forces unless they express personal interest in serving.
- B. Terms of Directors: Each State Director shall serve a term directed by the State Organization, for a number of years designated by the State Organization.

#### **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.

### **ARTICLE 2**

## **DUES AND ASSESSMENTS**

### **Section 1 – Annual Chapter Dues**

- A. Amount of Annual Dues: The Board of Directors, by the concurring vote of all but one of its entire membership, shall fix, before the end of any fiscal year, the annual dues for each membership category for the immediately succeeding fiscal year. In the event the Board of Directors is unable to achieve the required vote by the designated date, dues for the prior year shall be effective for the immediately succeeding year. No dues increases adopted by the Board of Directors for Assigned Members under this section shall exceed 5 percent in any year. Nothing herein shall preclude the adoption of a greater dues increase at a duly convened meeting of the members, provided that such increase shall require a two-thirds majority vote of those members present and voting at the meeting. Voting on dues and assessments for Architect Members, whether at a meeting of the Board or a meeting of the members, shall be limited to Architect Members.
- B. Period of Annual Dues: Annual dues shall be for the period of the fiscal year of this Chapter.

### **Section 2 – Assessments**

- A. The Chapter may, by two-thirds vote of the members present and voting, levy an assessment on members, which shall be in proportion to, and shall not exceed, the annual dues of each member.
- B. Notice of a vote on an assessment shall be mailed to every member not less than 15 days prior to the date fixed for the Chapter meeting at which the question will be considered.

### **Section 3 – Payment of Dues and Assessments**

- A. Chapter dues are payable in accordance with Institute requirements and practices. Chapter assessments are payable within 30 days after they are billed.

### **Section 4 – Dues Waivers**

- A. Members may, in exceptional circumstances, apply to the Secretary for a waiver of annual Chapter dues in whole or in any part for any year. The Secretary shall act on a request for waiver in a manner consistent with rules promulgated by the Board of Directors. Under no circumstances may a member be granted a whole

or partial waiver in more than 3 consecutive calendar years.

### **Section 5 – Non-Payment of Dues and Assessments**

- A. Members whose dues remain unpaid in accordance with Institute requirements and practices shall be labeled “lapsed”, or their membership may be automatically terminated subject to Institute policies and procedures.

## **ARTICLE 3 BUDGETS AND FINANCE**

### **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).

### **Section 2 – Audits or Compilations**

- A. Whenever a new Treasurer is elected, the books of the retiring Treasurer and the rolls of this Chapter shall be audited or compiled by an independent certified accountant employed by the incoming Board of Directors, unless the incoming

Board of Directors waives the requirements of audit or compilation by a vote of the Board. Each audit or compilation shall be filed with the Board of Directors and a copy shall be filed with both the Treasurer and the Secretary.

### **Section 3 – Fiscal Year**

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

### **Section 4 – Property**

- A. The Chapter may acquire real and/or personal property for Chapter use. The Board of Directors may authorize Officers to approve expenditures up to an aggregate sum of \$10,000.00 in advance in its discretion. No expenditures in excess of \$10,000.00 may be made unless the Board of Directors specifically authorizes such expenditures by separate Board vote.
- B. The right to solicit, receive, take, or accept any gift, bequest, or devise for or on behalf of this Chapter shall be vested exclusively in the Board of Directors.

### **Section 5 – Dividends Prohibited**

- A. Unencumbered balance of income at the close of a fiscal year shall not be distributed as profits, dividends or otherwise to the Members of this Chapter.

## **ARTICLE 4 RIGHTS AND CATEGORIES OF MEMBERSHIP**

### **Section 1 – Categories of Membership**

- A. Chapter membership shall consist of Architect Members and Associate Members who have been admitted to membership in the Institute and assigned to the Chapter, or who have been admitted as unassigned members by the Chapter, together with any Allied Members the Chapter may admit.

### **Section 2 – Rights and Privileges of Members**

- A. The qualifications, rights and privileges of assigned Architect and Associate Members shall be as provided in the Institute Bylaws.
- B. The Chapter shall not establish rights and privileges of, or qualifications for any category of membership in addition to, or which vary from, the Institute's policies.

### **Section 3 – Unassigned Members**



- A. Architect or Associate Members who are assigned to other Institute Chapters may be admitted to unassigned membership in this Chapter as provided in Institute Bylaws.
- B. Unassigned Members shall be subject to all regulations and shall have all rights in this Chapter of an Assigned Member, except an Unassigned Member may not hold office in this Chapter, may not serve as Chapter delegate, and may not vote in this Chapter on matters relating to Institute business or which affect Institute affairs.

#### **Section 4 – Allied Members**

- A. Professional Allied Members
  - 1. To qualify for Professional Allied Membership, a member may not be otherwise eligible for Institute membership in any membership category.
  - 2. Professional Allied Members may serve on the Chapter Board of Directors as a Professional Allied Director and may use “Professional Allied Member of the AIA Detroit Chapter” as the manner of identifying their membership. Except as otherwise provided in the Institute Bylaws, or these Bylaws, Professional Allied Members may not exercise any of the privileges of other classes of membership.
- B. Student Allied Members
  - 1. A Student pursuing a degree in architecture in a recognized school of architecture or a secondary school student is qualified for admission as a Student Allied Member.
  - 2. Student Allied Members may use “Student Allied Member of the AIA Detroit Chapter” as a manner of identifying their membership. Except as otherwise provided in the Institute Bylaws, or these Bylaws, Student Allied Members may not exercise any of the privileges of other classes of membership.
- C. Honorary Allied Membership
  - 1. A person who is not otherwise eligible for membership in the Institute in any Membership category may be elected to Honorary Allied Membership.
  - 2. The Board of Directors confers the nominations for Honorary Allied Members by simple majority of the Board of Directors.
  - 3. Honorary Allied Members may use the phrase “Honorary Allied Member of the AIA Detroit Chapter” as the manner of identifying their membership. Except as otherwise provided in the Institute Bylaws, or these Bylaws, Honorary Allied Members may not exercise any of the privileges of other classes of membership.

4. The Board of Directors may terminate an Honorary Allied Membership for good cause as it may determine in its sole and exclusive judgment.

### **Section 5 – Member Emeritus**

- A. A member who becomes a Member Emeritus of the Institute shall automatically become a Member Emeritus of the Chapter. The rights, duties, and privileges of Emeritus Members shall be those stated in Institute Bylaws.

### **Section 6 – Non-Resident Status**

- A. Non-resident status shall be accorded to members who apply to the Secretary for such status because of their intended absence from the United States or its territories for a period of at least 18 consecutive months. If the Secretary grants such status, he or she may waive all or part of the financial obligations of such person to the Chapter, depending on the circumstances in the manner as provided otherwise in these Bylaws. The rights and privileges of such member shall not be diminished by virtue of this status.

### **Section 7 – Rights to Examine Records**

- A. Architect Members and Associate Members have the right to examine any and all Chapter documents, accounts, books and records (except for matters designated confidential by the Board of Directors), at Chapter offices during regular business hours.

### **Section 8 – Resignations**

- A. Members may resign by affording written resignation to the Secretary. If the Secretary finds that the Member is qualified to resign, the resignation shall be effective as of the date it is received.

### **Section 9 – Termination of Membership**

- A. Membership may be terminated by the Institute for non-payment of dues or assessments, or due to a change in professional status such that the Member no longer qualifies for membership.
- B. Where a membership in the Institute is terminated, membership in the Chapter shall also be terminated.

### **Section 10 – Reinstatement**

- A. A Member who has resigned or has been terminated may be reinstated upon application to the Institute in the manner prescribed by the Institute. If membership is restored by the Institute, it shall also be restored by the Chapter.

## **ARTICLE 5 MEETINGS**

### **Section 1 – Regular Meetings**

- A. Regular meetings of the Chapter shall be conducted as deemed necessary by the Board of Directors.

### **Section 2 – Annual Meeting**

- A. The Annual Meeting of the Chapter shall be held each year between September 1st and November 30th for purposes of conducting election of officers to succeed those whose terms of office are about to expire, together with any and all other necessary and proper business.

### **Section 3 – Special Meetings**

- A. A Special meeting shall be held when a call for such a meeting receives a majority vote at any meeting of the Chapter, or of the Board of Directors, or when a written petition signed by 10 percent of the Assigned Members of the Chapter is presented to the Board of Directors.
- B. Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

### **Section 4 – Notice of Meetings**

- A. A notice of each meeting of the Chapter shall be mailed or emailed to every member, postmarked or time stamped not less than 10 days prior to the date fixed for the meeting, stating the time and place of the meeting, and the business to be considered.

### **Section 5 – Quorum**

- A. The quorum for transaction of business at any Chapter meeting shall be 5 percent of the Assigned members of the Chapter.

### **Section 6 – Voting Members**

- A. Voting members for matters relating to Chapter business or which affect Chapter affairs shall be limited to Assigned Members in good standing. Matters which relate to Chapter business or which affect Chapter affairs are:
  - 1. Chapter Bylaws amendments relating to Member rights, duties and privileges, subject to the limitation that amendments relating to Architect Member rights, duties and privileges shall be limited to Architect Members.
  - 2. Matters so designated by these Bylaws or the Institute Bylaws.
  - 3. Election of Chapter Directors and Officers, delegates to meetings of the Institute and the State Organization.
  - 4. Voting on dues and assessments for Architect Members shall be limited to Architect Members.
  - 5. Other matters relating to the government, meeting, affiliation, budget and finances of the Chapter.
  - 6. Matters so ruled by the chair or the meeting at which the vote is taken. Such rulings may be reversed only by a two-thirds vote of the voting members present and voting.
- B. Voting members for all other matters shall be Assigned Members only. Unassigned Members and Professional Allied Members shall have no voting rights.

### **Section 7 – Minutes of Meetings**

- A. 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 by the Committee Chair (in the case of Committees). A copy shall be made a part of the minutes of the next Chapter meeting.

### **Section 8 – Member Delegates to Institute Meetings**

- A. The Assigned Members of this Chapter in good standings may elect delegates to represent them at meetings of the Institute. In the absence of Chapter action, the President may, with the approval of the Board of Directors, appoint Delegates to a meeting of the Institute.

### **Section 9 – Electronic and/or Telephonic Meetings**

- A. Nothing in these Bylaws shall be construed to prohibit or limit participation in a meeting by electronic, video, or telephonic means in accordance with rules promulgated by the Board of Directors.

## **ARTICLE 6 ELECTIONS**

### **Section 1 – Elections Committee**

- A. The Elections Committee shall consist of at least five (5) Members in good standing. Members shall serve a term for up to 3 years and may not serve more than two consecutive terms.

### **Section 2 – Nominations**

- A. The Elections Committee shall recommend one or more nominations each for the office of Vice President/President-Elect every year, and a nomination for Secretary, Treasurer, and Chapter Directors whose terms of office are about to expire, as well as an Associate Director and an Allied Director.
- B. In addition to the work of the Elections Committee, the Chapter shall solicit nominations from the membership, through an announcement to the membership at least 60 days prior to the date fixed for the Annual Meeting.
- C. The Elections Committee shall make a report to the Board of Directors at the regularly scheduled Board meeting prior to the date fixed for the Annual Meeting of the Chapter. The report shall enumerate those nominations offered by the Elections Committee as well as those received from the membership.

### **Section 3 – Election Publications**

- A. The Chapter shall publish a notice to the entire membership at least 20 days prior to the Annual Meeting. The notice shall restate the date, time and location for the meeting, list the nominations, shall provide background on the nominees, and shall give instructions for absentee ballot voting if there are contested positions.

### **Section 4 – Balloting Procedures**

- A. The name of each nominee for each office shall be placed on a ballot by the Secretary for consideration of each voting member. Such voting shall be by voice or secret ballot in accordance with the procedure prescribed by law.
- B. Members who are eligible to vote but who anticipate that they will be unable to attend the Annual Meeting may obtain absentee ballots from the Executive Director by requesting said absentee ballot, in writing or by electronic means, at least one week prior to the Annual Meeting. Such ballots shall be returned in a manner to ensure secrecy of the ballot and shall be received by the Secretary to

the start of the Annual Meeting. The Secretary shall follow a procedure to ensure that no member votes more than one ballot.

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

## **Section 5 – Elections**

- A. Election shall be determined by a simple majority of the votes cast for each office.
- B. Should two or more nominees receive the same number of votes or should a clear majority vote not be apparent, an additional ballot shall be taken, listing only the names of the two nominees with the highest number of votes on the first ballot.
- C. Should there be only one nomination for any office, a motion to close nominations and declare the nominee elected shall require a majority vote of those members present at the Annual Meeting.

## **ARTICLE 7 THE BOARD OF DIRECTORS**

### **Section 1 – Composition of the Board of Directors**

- A. Eligibility: Each member of the Board of Directors shall be an Assigned Member as provided in the Institute Bylaws, with the exception of the Allied Director.
- B. Composition: The elected officers and directors shall constitute and be the Board of Directors
- C. Officers: The officers shall be the President, the Vice President/President-Elect, the Secretary, the Treasurer and the Immediate Past President. The office of Secretary or Treasurer may be held by an Associate Member; all other officers shall be Architect Members.
- D. Associate Director: One Associate Director shall be elected by the Chapter and shall serve on the Board. The Associate Director shall be an Associate Member at the time of nomination.
- E. Number of Chapter Directors: The Board of Directors shall be composed of Chapter Directors. as defined by the Board of Directors Policy.
- F. Allied Director: One Professional Allied member shall be elected by the membership to serve as Allied Director.
- G. State Organization Directors: State Organization Directors will be elected by the State Organization and shall serve on the Chapter Board of Directors as liaisons.

### **Section 2 – Terms of Office of Officers and Directors**

- A. Newly elected Officers and Directors shall take office on January 1 in the year following the Annual Meeting at which they were elected.
- B. Terms of Officers:
  - 1. After serving one year as Vice President / President-Elect, the Vice President / President-Elect shall ascend automatically to the office of President. The President shall serve a one-year term, subject to a 2-term lifetime limit.
  - 2. The Vice President / President-Elect may be elected to serve any number of terms, subject to the limitation that he or she may not serve more than two terms as President as described above.
  - 3. The Secretary shall serve a term of two years and shall not serve more than two terms. The Secretary's term of office shall expire in the odd-numbered years.
  - 4. The Treasurer shall serve a term of two years and shall not serve more than two terms. The Treasurer's term of office shall expire in the even-numbered years.
  - 5. The Immediate Past President shall serve a term of one year.
- C. The Chapter Directors shall serve a term of three years; provided that their terms shall be staggered so one-third expire each year. A Chapter Director shall not serve more than two terms.
- D. The Associate Director shall serve a term of one year. An Associate Director shall not serve more than three terms.
- E. The Allied Director shall serve a term of one year. The Allied Director shall not serve more than three terms.

### **Section 3 – Vacancy on the Board of Directors**

- A. Unexpired terms of Board members shall be filled as follows:
  - 1. If an office, except that of President or Vice President/President-Elect, becomes vacant, the Board shall, within 60 days of the vacancy, fill the office for the remainder of the term by appointment.
  - 2. If the office of President becomes vacant, the Vice President / President-Elect shall become President and shall complete the unexpired term and continue to serve as President for the following term.
  - 3. If the office of Vice President / President-Elect becomes vacant, the Chapter membership shall elect a successor in accordance with the regular election procedures, as well as a President to serve for the next term.

#### **Section 4 – Functions and Duties of the Board**

- A. The Board of Directors shall manage, direct, control, and administer the property, affairs, and business of the Chapter; shall put into effect all general policies, directions and instructions adopted at meetings of the Chapter; and shall act for and on behalf of the Chapter in all matters within its jurisdiction.
- B. The Board of Directors may not authorize others than the Board to perform its duties under these Bylaws.

#### **Section 5 – Meetings of the Board**

- A. Regular meetings of the Board shall be held at times and places fixed by the Board.
- B. A special meeting of the Board shall be held if a majority of the members of the Board of Directors vote for it or request it in writing. A special meeting may also be held if called for by the President. The Board shall transact only the business stated in the call and notice for the special meeting unless this provision is waived in writing by every member of the Board. A notice of the time and place of each meeting of the Board shall be sent to every Officer and Director not less than 10 days before the date fixed for the meeting; provided, however, that an Officer or Director may waive such notice.
- C. A quorum for a meeting of the Board shall consist of not less than a majority of the entire membership of the Board. In the absence of a quorum, those Officers and Directors present may adjourn the meeting to a later date.
- D. Decisions: Each decision of a meeting of the Board shall be by a majority vote, unless a larger vote is required by these Bylaws.
- E. Nothing in these Bylaws shall be construed to prohibit or limit participation in a meeting by electronic, video, or telephonic means in accordance with rules promulgated by the Board of Directors.
- F. Minutes of each meeting of the Board shall be kept by the Secretary.

#### **Section 6 – Annual Report of the Board**

- A. The Board shall render a full report in writing to each Annual Meeting of the Chapter of the condition, interests, activities, and accomplishments of the Chapter, making such recommendations with respect thereto as it deems proper.

### **ARTICLE 8 OFFICERS**

#### **Section 1 – Titles**



- A. The Officers of this Chapter shall be the President, the Vice President / President-Elect, the Secretary, the Treasurer, and the Immediate Past President.
- B. The Executive Committee shall be comprised of the Officers of this Chapter, along with the Executive Director of the Organization, who shall serve as a non-voting ex-officio member.

## **Section 2 – The President**

- A. The President shall be the administrative officer of the Chapter. The President shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the Secretary, the Treasurer, or the Executive Director, and shall preside at meetings of the Chapter and the Board of Directors. The President shall sign all contracts and agreements whereof the Chapter is a party and perform all other duties usual and incidental to the office, and as may be authorized by the Board of Directors.
- B. The President shall act as representative of the Chapter to the public and at meetings with other organizations and committees. A statement by the President shall not obligate or commit the Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

## **Section 3 – The Vice President / President-Elect**

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

## **Section 4 – The Secretary**

- A. The Secretary shall have custody of and shall safeguard and keep in good order all property of the Chapter, except such thereof that is placed under the charge of the Treasurer. The Secretary shall issue all notices of the Chapter; keep its membership rolls; sign all instruments and matters that require the attestation or approval of the 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 the Chapter in collaboration with the President; have charge of all matters pertaining to the meetings of the Chapter; and perform all duties usual and incidental to the office.

## **Section 5 – The Treasurer**

- A. The Treasurer shall have charge and shall exercise general supervision of all Chapter financial affairs and shall keep the records and books of account. The Treasurer shall prepare the budgets, collect amounts due to the Chapter, and receipt for and have the custody of its funds and monies and make all disbursements. The Treasurer shall have custody of any securities, instruments and papers involving finances and financial commitments and shall conduct the correspondence relating to the office and perform all duties usual and incidental to the office.
- B. The Treasurer shall make a written annual report to each Annual Meeting of the Chapter and a written report to each regular meeting of the Board of Directors. Each report shall set forth the financial conditions of the 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 the Chapter.
- C. The Treasurer shall not authorize any person to sign any order, statement, check or other financial instrument of the Chapter that requires his or her signature.
- D. The Treasurer, personally, shall not be liable for any loss of money or funds of the Chapter or for any decrease in the capital, surplus, income or reserve of and fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

#### **Section 6 – The Past President**

- A. The Past President shall be the person who held the office of President immediately prior to the current President's election and shall serve as a resource to the Executive Committee and the Board.

### **ARTICLE 9 COMMITTEES**

#### **Section 1 – Formation and Composition of Committees**

- A. Committees may be established by the Board of Directors for each calendar year as the Board of Directors, in its sole discretion, deems necessary.
- B. The Chairperson of every committee shall be appointed by the President with the concurrence of the Board.

#### **Section 2 – Limitations on Authority**

- A. No committee, nor any member or chairperson thereof, may incur financial obligations without prior authorization by the Board of Directors.

- B. No committee, nor any member or chairperson thereof, may speak publicly on behalf of the Chapter, or in any way obligate the Chapter without prior authorization by the Board of Directors.

## **ARTICLE 10 GENERAL PROVISIONS**

### **Section 1 – Action on Applications for Membership**

- A. Whenever an application for Membership in the Institute and assignment to this Chapter is filed with this Chapter, the Secretary shall examine and act thereon within 30 calendar days after the date the application was filed and shall certify such action thereon to the Secretary of the Institute.

### **Section 2 – Limitation on Chapter Actions**

- A. No action of the Chapter, the Board of Directors, any Chapter committee, or any officer or director may directly or indirectly nullify or contravene any act or policy of the Institute.

### **Section 3 – Executive Offices**

- A. The executive offices of this Chapter shall be at 440 Burroughs Street, Suite 524, Detroit, MI 48202.
- 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 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.

### **Section 4 – Endorsements**

- A. Neither the Chapter, the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members, or employees, in their respective

official capacities, shall approve, sponsor, endorse, recommend, warrant or vouch for, either directly or indirectly, any enterprise, whether public or private, operated for profit, or any material, facility, product, or device made, sold, or used in or for the construction or erection of buildings, or any method or manner of handling, using, distributing, or dealing in any such material, facility, product, or device.

## **Section 5 – Affiliations with Organizations**

- A. This Chapter shall not form nor enter into any affiliation with any individual, but it may affiliate with any local professional or civic organization or any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain or price fixing, if and while the objects of this Chapter will be promoted by such affiliation. Every affiliation must be authorized by the concurring vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement duly executed by the Board of Directors and the affiliated organization; provided that the Board of Directors by a like vote, may collaborate with one or more organizations for any emergency purpose to forward or maintain the objects of standing of this Chapter without such written agreement if said collaboration does not extend longer than one year.
- B. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered, the period thereof, the objects of the Affiliate, and the nature of its organization, membership, government and operations.
- C. Every affiliation shall be subject to termination by the Board of Directors by the concurring vote of not less than two-thirds of its entire membership. A provision pertaining to termination by the affiliated organization must be included in the agreement.
- D. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of the Chapter and may speak on invitation of the presiding officer.
- E. An organization affiliated with this Chapter but not a collaborating organization as specified in item B of this Section, may use and print the phrase, “Affiliated with the American Institute of Architects Detroit Chapter” as a suffix to the name of the affiliated organization. Any abbreviation of such phrases or any of such title by any individual Member, Associate, or Affiliate of the affiliated organization, or by any person, firm, association, or corporation connected therewith shall make the agreement of affiliation cancelable forthwith.

## **ARTICLE 11 AMENDMENTS**

### **Section 1 – Amendments by Meetings of this Chapter**

- A. These Bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is mailed or emailed to every Member, postmarked or time stamped not less than 30 days prior to the date set for said meeting.
- B. Amendment of these Bylaws shall require a concurring vote of not less than two-thirds of the Assigned Members, and Members Emeritus, who are present at the meeting.
- C. Every resolution amending these Bylaws shall state that the amendments will become effective only if and when it is approved by the Institute. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment to the Institute for approval, and such amendment shall become effective on the date of the approval.

### **Section 2 – Amendments by the Board of Directors**

- A. The Board of Directors, by a concurring vote of not less than two-thirds of its entire membership, and without action by the membership of the Chapter, may rearrange, retitle, renumber various articles, sections and paragraphs of these Bylaws, and make minor changes in wording for purposes of clarity and consistency; provided that such changes do not change the meaning or intent of any part of these Bylaws. Each such amendment shall become effective only if and when approved by the Institute.

## **ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS**

### **Section 1 – Extent of Indemnification**

- A. To the full extent permitted by law, the Chapter shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:
  - 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.
  - 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 Chapter director, officer, employee, or committee member.

3. Amount Indemnified: Indemnification shall extend to all sums paid by the person in the way of judgment, fines, amounts paid in settlement, and reasonable expenses (including attorney's fees) actually and necessarily incurred in condition with the act, suit, or proceeding.

- A. No money shall be paid by the Chapter under this section except upon 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.

## **Section 2 – Advancement of Funds**

- B. The Chapter shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding.

**END OF BYLAWS**