

Bylaws of

The American Institute of Architects

San Diego Chapter

February 20, 2001

ARTICLE 1: ORGANIZATION

1.0 General Provisions

1.01 Name. The name of this organization is the San Diego Chapter, The American Institute of Architects, hereafter referred to as this Chapter.

1.011 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 forwards 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 by advancing the stands 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.

1.031 General. The domain of this Chapter shall be that territory described in its charter or otherwise established by The Institute.

1.032 Specific Territory. The territory of this Chapter is confined to San Diego and Imperial Counties.

1.04 Organization. This Chapter is a non-profit membership corporation duly incorporated on the 17th day of August, 1955, and duly chartered by The Institute on the 27th day of April, 1929.

1.05 Authority. This Chapter will represent and act for The Institute membership within the territory assigned to it, under a charter issued to it 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 AIA Board and this Chapter execute a written agreement to that effort.

1.051 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 organizations to

further the interest of The Institute, and by agreements with these organizations, may represent and act for them within the territory of this Chapter.

1.052 Membership Categories. This Chapter may establish professional affiliate, student affiliate, honorary affiliate, and non-resident membership categories, under conditions set forth in these Bylaws.

1.053 Dues. This Chapter may levy and collect annual dues from its assigned Members, Associates, Professional Affiliates, and Student Affiliates, and may levy and collect admission fees for admission of Professional Affiliates and Student Affiliates.

1.054 Sections. This Chapter may establish a section of the Chapter when approved by the AIA Board.

ARTICLE 2: MEMBERSHIP

2.0 General Provisions

2.01 Categories of Membership. The membership shall consist of:

- a) The Institute Members and Associates who have been assigned to it by The Institute, or who have been admitted to membership in this Chapter as provided in paragraphs 2.1 through 2.3, and
- b) The Professional Affiliates, Student Affiliates, and Honorary Affiliates it may admit as provided in paragraphs 2.35 through 2.37.

2.02 Definitions. In these Bylaws, Institute Members and Associates who have been assigned to this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to Institute members other than assigned members. The term "affiliate" shall refer to Professional Affiliates, Student Affiliates, and Honorary Affiliates. The term "Member", if not otherwise qualified, shall refer to all classes of membership in this Chapter. "CCAIA" shall refer to the California Council / AIA, California's Regional Organization to The Institute.

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 provided for members who apply for such status because of this 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 7.

2.05 Enrollment of Members. Every Member or Associate 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 members of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.

2.06 Annual Dues and Assessments. Every Member or Associate of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.07 Resignations. Any person admitted to this Chapter, other than an assigned Member or Associate, may resign from this Chapter; provided that such member presents a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the Member or Associate eligible to

resign, the resignation shall be effective as of the date the letter of resignation was received by The Institute Secretary.

2.1 Assigned Members

2.12 AIA Members

2.121 Qualifications. Individuals who are legal residents of, and who are currently entitled under law to practice architecture and use the title Architect in any state of the United States are eligible to be Members in The Institute. Such architects shall demonstrate honorable standing in the profession and in their community.

2.122 Rights and Privileges. Members have full rights and privileges, including but not limited to the following:

1. To serve as voting members on Section, Chapter and CCAIA Boards.
2. To speak on and vote in Section, Chapter, CCAIA meetings on business matters in elections on all issues.
3. To be appointed as members of committees at all levels of The Institute.
4. To serve as Chapter delegates to CCAIA and National AIA conventions.
5. To serve as a national officer, Regional Director or Component officer to chair a national committee.
6. To use the gold AIA lapel pin and AIA emblem within the limitations established by the Institute Board.

2.123 Action on Applications. Where an application for membership in The Institute and assignment to the Chapter is filed with this Chapter, the Board of Directors shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to The Institute Secretary.

2.124 Reassignment. The Board shall not delay nor impede the transfer of any assigned Member or Associate of this Chapter in good standing who has applied for admission to another Chapter of The Institute.

2.125 Admission Fees Prohibited. An assigned Member or Associate shall not pay any admission or initiation fee for membership in this Chapter.

2.126 Termination. Each assigned Member or Associate of this Chapter shall remain a member of it until

such membership in The Institute is terminated or is reassigned by The Institute to another Chapter. Associate membership shall ipso facto be terminated on January 1, of the year following receipt by an Associate Member of an initial license to practice architect.

2.127 Members Emeriti. Any member who has been granted Member Emeritus status in accordance with The Institute Bylaws shall ipso facto be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.13 Associates.

2.131 Qualifications. Associates shall include:

1. Those without architectural licenses who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
2. Those without architectural licenses who have degrees from a school of architecture (such as a degree in architecture, environmental design, building technology, planning, urban design, interior design, etc.) and intend to obtain a license to practice architecture, or
3. Those without architectural licenses who are eligible by experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural registration.

2.132 Rights and Privileges. Associates in good standing:

1. May serve as voting members on section, Chapter and state boards, provided that Associates may hold no more than two seats or one-third of the total seats, whichever number is greater, on such boards;
2. May speak on and vote in section, Chapter and CCAIA meetings on business matters and in elections on all issues except dues for Members;
3. May be appointed as members and chairs of committees at all levels of The Institute;
4. May serve as Chapter delegates to CCAIA and national AIA Conventions but may not constitute more than one-third of any component delegation to such conventions;
5. Shall be eligible to participate in all Institute group insurance, retirement, and other benefit programs on the same basis as Members;
6. Shall not be eligible to serve as a national officer, national director, component officer, nor on the National Judicial Council;

7. May use the title "Associate of The American Institute of Architects" or "Associate AIA" and may wear the silver AIA pin, but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA Associate" or "AIA" alone as a suffix to their names.

2.2 Unassigned Members

- 2.21 Admission. The Board of Directors, without action by The Institute, shall admit unassigned membership in this Chapter any Member or Associate assigned to another Chapter, provided that such individual applies for such membership in writing directly to the Board of Directors in the manner prescribed by it.
- 2.22 Rights and Privileges. An unassigned Member or Associate shall be subject to all regulations and shall have all rights in this Chapter as an assigned member, except that an unassigned Member or Associates shall not vote at any of its meetings for delegates on matters affecting The Institute, or as described in Article 4, paragraph 4.24, nor represent its members as a delegate or otherwise at any meeting of The Institute.
- 2.23 Termination. An unassigned Member or Associate shall remain a member of this Chapter until such membership in The Institute is terminated or until such Member or Associate resigns in accordance with paragraph 2.07. The Board of Directors may terminate unassigned Members in this Chapter for indebtedness to it.

2.3 Affiliate Members

- 2.31 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.
- 2.32 Reassignment. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another Chapter may be transferred to the other Chapter by the Board of Directors; provided that the applicant applies for the transfer in writing and that the Board of Directors of this Chapter and of the other Chapter mutually agree to the transfer. Under similar circumstance, affiliates transferred from other Chapter may be admitted to this Chapter by the Board of Directors without examination; provided that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.
- 2.33 Admission Fees. An Affiliate Member shall not pay admission or initiation fee for membership in this Chapter.
- 2.34 Termination. Affiliate memberships shall be terminated by the death of resignation of an affiliate; shall ipso facto be terminated by admission to or becoming eligible to become an Institute Member or Associate, or for indebtedness as provided in paragraph 7.32. Student Affiliate shall be

automatically transferred to the Associate classification by the Board of Directors whenever they become eligible for that classification.

2.35 Professional Affiliates.

2.35.1 Qualifications. Professional Affiliates are non-architects with established professional reputations, registered to practice their professions where such requirements exist. Professional Affiliates may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and / or other the Chapter believes with provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for Institute membership.

2.35.2 Rights and Privileges. Professional Affiliates in good standing:

1. May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
2. May attend and speak but may not make motions nor vote at any meeting of this Chapter;
3. Shall not be eligible to serve as an office or director or to chair a committee of this Chapter;
4. May not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol or insignia on this Chapter or The Institute.

2.36 Student Affiliates.

2.631 Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of this Chapter.

2.362 Rights and Privileges. Student Affiliates in good standing:

1. May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
2. May attend and speak but may not make motions nor votes 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 use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol and insignia of this Chapter or The Institute.

2.37 Honorary Affiliates.

2.371 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 there with within the territory of this Chapter, may be admitted to

honorary affiliate membership in its as Honorary Affiliate Member.

2.372 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 Board of Directors, at any of its regular meetings, after the nomination of a person for honorary affiliate membership, may admit such person as an honorary affiliate member. Not more than 1 honorary affiliate member shall be elected in any one calendar year.

2.373 Rights and Privileges. An honorary affiliate member of this Chapter:

1. Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
2. May attend, and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motions nor 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 the Chapter, nor serve on any of its committees except as adviser;
4. May not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol or insignia of this Chapter or The Institute.

ARTICLE 3: CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

3.0 The Institute

3.01 Delegates to Institute Meetings. The assigned members in good standing of this Chapter shall select the number of member delegates they are entitled to have represent them at meetings of The Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws in the manner set forth below.

3.02 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in The Institute Bylaws.

3.03 Nominations for Institute Directors. Whenever the office of Regional Director for the CCAIA is about to become vacant, the Board of Directors, or the Chapter in meeting assembled, shall select a nominee or nominees for the office, and transmit the nominations to the California Council / AIA within the period of time fixed in their Bylaws.

3.04 Elections of Institute Directors. Elections of Regional Directors shall be held, in accordance with the Institute Bylaws.

3.05 Reports. The Secretary shall furnish The Institute with such reports as may be required from time to time; shall, at least annually, furnish The Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep The Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfers or defaults of its assigned members.

3.1 State Organization

3.11 Delegates to State Organization Meetings. The assigned members in good standing of this Chapter shall elect delegates to represent them at meetings of the CCAIA from among the assigned members of this Chapter in the number prescribed in the CCAIA Bylaws.

3.12 Representation. This Chapter shall have representation in the CCAIA as provided in the CCAIA Bylaws.

3.13 Nominations and Elections. Nominations and elections of Chapter representatives shall be made at the same time and in the same manner as for the officers and directors of this Chapter's Board of Directors.

3.14 Duties of Representatives. Representatives of the members of this Chapter shall act for and in their

behalf in all matters that may properly come before the CCAIA.

3.15 Terms of Representatives. Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Board shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.

3.16 Reports. The Secretary shall furnish the CCAIA with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the CCAIA with the names and addresses of all officers, directors and members of this Chapter required to keep the CCAIA records up-to-date and complete; and shall periodically report all resignations or defaults of its members.

3.17 Dues to the CCAIA. Each Member or Associate of this Chapter shall pay annual dues and assessments levied by the CCAIA in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments.

ARTICLE 4: MEETINGS

4.0 Meetings

4.01 Annual Meeting. This Chapter shall hold an annual meeting during the month of September for receiving the annual reports of the Board of Directors and for the transaction of such other business as may be appropriate.

4.02 Regular Meetings. This Chapter shall hold regular meetings as prescribed by the Board of Directors.

4.03 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Board of Directors, or by a written petition to the Board of Directors signed by not less than 5 percent of the total number of this Chapter's members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an Annual Meeting.

4.1 Notice, Quorum, Minutes

4.11 Notices and Call of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served on every member, by mailing to the address of such member on file with the Chapter office. The notice of each regular meeting and the call for notice of each special meeting, shall be served at least 20 calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

4.12 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be twenty percent (20%) of the total number of Institute assigned members. The members present at a duly called meeting at which a quorum is present may transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.2 Decisions at Meetings, Eligibility for Voting

4.21 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.

4.22 Roll Call Vote. A roll call shall be taken whenever one-third of the voting members present shall so

require.

4.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in paragraph 4.42.

4.24 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 Regional Directors' delegates to meetings of The Institute and the CCAIA;
3. Instructions to delegates;
4. Any matters relating to membership, such as passing on admission of applicants;
5. Dues and assessments for Institute members shall be limited to Institute members;
6. Other matters relating to the government, meetings, affiliations, budget and finances of The Institute.

4.3 Election of Officers and Directors

4.31 Nominations. The President shall name a Nominating Committee to prepare a slate of Officers and Directors for each office and for each directorship of this Chapter and CCAIA delegates to become vacant. The Nominating Committee's slate shall be approved by the Board of Directors and published in the Chapter's Newsletter at least 60 days prior to the election. Noticed in this same publication will be the qualifications for each officer/director position and a time schedule and procedure that would allow more names to be added to the slate by the general membership. All Institute assigned members, in good standing, may be added to the Nominating Committee's Slate by producing letters from the five Institute assigned members (in good standing) nominating him/her for a specific officer or director position. Additional nominations are to be received by the Chapter no later than 25 days after the mailing of the Chapter's newsletter announcing the Nominating Committee's slate. Profiles of all qualified candidates shall be published in the Chapter's newsletter and mailed to the membership 20 days prior to the election.

4.32 Voting, When Required. If there is only one nominee for any office or directorship, 20 days before the election date, the Secretary may cast a ballot of the full number of votes of the membership of the said nominee, whereupon the President shall declare the candidate(s) elected by acclamation. Otherwise, the name of each contested office and each directorship shall be placed on ballots for the voting thereof. Such voting shall be by ballot in accordance

with the provisions of these Bylaws.

- 4.33 Mailing Lists for Candidates. On written request by any nominee for election and accompanying payment of the reasonable costs, the Chapter shall provide a mailing list of the Chapter's membership in order for the candidate to send material that is reasonably related to the election.

4.4 Balloting Procedures

4.41 Tabulation. Balloting shall be in charge of three (3) tellers appointed by the President, who shall be members qualified to vote, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

4.42 Mail Ballot. Voting by mailed ballot shall be permitted provided that ballots are mailed to those entitled to vote at least ten days (10) prior to the date on which such votes will be tabulated in accordance with these Bylaws. Unless the statutes of these Bylaws require the number of ballots returned for tabulation shall constitute a quorum of those entitled to vote.

4.43 Results. The President shall declare all elections.

4.44 Election. The nominee for an office or directorship who received a plurality of the ballots cast for the office or directorship shall be elected thereto.

4.45 Tie Votes. If a tie votes exists, it shall be resolved by the Board of Directors, exclusive of any nominee involved in the tie vote.

ARTICLE 5: THE BOARD OF DIRECTORS

5.0 Membership of the Board of Directors

The Board of Directors shall consist of ten (10) Directors, each of whom shall be a Institute assigned members of this Chapter Director. Four Directors shall be the Officers of this Chapter.

5.1 Authority of Board of Directors

5.11 Powers. The management, directions, control, and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the State of California and by these Bylaws.

5.12 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interest 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 therefore, the objects of this Chapter.

5.13 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

5.14 Rules of the Board. The Board, subject to each instance to the conditions fixed in these Bylaws, shall establish, adopt and/or modify rules and regulations to supplement these Bylaws. These instruments shall be knows as "Rules of the Board" and shall be maintained in the same manner as the Book of Minutes. The "Rules of the Board" shall be adopted and modified by concurring vote of not less than seven (7) members of the board.

5.2 Terms of Office of Officers and Directors

5.21 Term.

4- one year officers

- 1 President
- 1 Vice President
- 1 Secretary
- 1 Treasurer

2- two year directors of Governmental Relations and Public Awareness

8- one year directors

- 2 being a Board member of the San Diego North County Section
- 2 being Directors of Professional Practice and Young Architects
- 1 being the immediate past President

- 1 being the President of San Diego Architectural Foundation
- 2 being Directors at Large

The terms of the two-year directors shall be so arranged that only one shall expire in any one year. Terms of office shall be from January 1 through December 31.

5.22 Succession. The officers shall not be permitted to succeed themselves to their respective offices for more than two consecutive terms.

5.23 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term in office, the Board, by a majority roll-call vote, shall fill the vacancy for the unexpired term of office.

5.3 Meetings of the Board of Directors

5.31 Meetings Required. The Board of Directors must actually meet in regular or special session in order to transact business, except that in case of emergency the President may poll the entire Board by telephone and act with concurrence of three quarters of the membership of the Board.

5.32 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting a minimum of twice monthly at a time and place determined by it.

5.33 Organizational Meetings. After the election of officers/directors but prior to the beginning of the following year, the Board shall meet in preparation for taking over the affairs of the retiring board on the first day of the following year.

5.34 Special Meetings. A special meeting of the Board of Directors shall be held if requested by a majority of the members of the Board of Directors or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.

5.35 Officer Pro Tem. In the absence of the President and the Vice President, the Secretary, the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as the case may be. Each such officer 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.

5.4 Notice and Calls of Minutes

5.41 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served if by First Class Mail, not less than four (4) days before the date fixed for the meeting or 48 hours notice if delivered personally, by telephone, or FAX.

5.42 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a special meeting of the Board shall invalidate the meeting or any action taken thereat.

5.5 Quorum at Meetings, Decisions, Minutes

5.51 Quorum. Five (5) Members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

5.52 Decisions of the Board of Directors. Every decision of the Board shall be a concurring majority vote, unless otherwise required by these Bylaws or by law. The vote of a member of the Board shall be entered on the minutes upon request, and whenever a roll call is taken.

5.53 Minutes. Written minutes of every meeting of the Board, recording the members attendance, the matters before the meeting, and every action taken thereat shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes shall be approved by the Board at the next meeting and then signed by the President or other officer who presided at the meeting.

5.6 Reports of the Board of Directors

5.61 Reports to Members. The Board of Directors shall render a full report in writing to the membership prior 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.

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

5.7 Committee of the Board

5.71 Long Range Planning Committee. The Long Range Planning Committee shall develop, for Board consideration, goals in support of the purposes of the Chapter and Objectives directed towards their achievement. It shall monitor and examine Chapter programs for their effectiveness in goals achievements, and shall identify trends affecting the profession which should be considered in the establishment of Chapter Goals. This committee shall be composed of six members; three members at-large of the Chapter, each

serving a staggered three year term; the Executive Directors, Vice President/President Elect and the Immediate Past President.

5.72 Planning and Finance Committee. The Planning and Finance Committee shall consider all dues and budget matters and shall develop and propose for Board approval, operational and programmatic strategies and tactics directed at the attainment of Board-approved Goals and Objectives. This Committee shall be composed of six members; the Treasurer Elect and 2nd year member of the Long Range Planning Committee. The Treasurer shall chair meetings which consider dues, budget and other finance issues. The Vice President/President Elect shall chair meeting considering planning issues.

ARTICLE 6: OFFICERS

6.0 Officers

6.01 Officers. The officers of this Chapter shall include a President, Vice President/President Elect, a Secretary and a Treasurer.

6.1 The President

6.11 Duties. The President shall be the administrative head of this Chapter. The President shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the Secretary and the Treasurer, and shall preside at meetings of this Chapter and of the Board of Directors. The President shall sign all contracts and agreements whereof this Chapter is a party and perform all other duties usual and incidental of the office.

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

6.2 The Vice President/President Elect

6.21 Duties. 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.

6.22 Succession. The Vice President/President Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.3 The Secretary

6.31 Duties. The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of this Chapter and the Board of Directors; have custody of and shall safeguard and keep in good order of property of this Chapter, except property that is placed in 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 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.

6.32 Delegation of Authority. The Secretary may delegate to the Executive Director 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.

6.33 Personal Liability. The Secretary, personally, shall not be liable for any loss of property of this Chapter resulting from any acts performed in good faith in conducting the usual business of the office.

6.4 The Treasurer

6.41 Duties. 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 shall perform all duties usually and incidental to the office.

6.42 Reports. The Treasurer shall make a written annual report to this Chapter no later than 120 days after the close of the Chapter's fiscal year and a written report monthly to the Board. Each of said reports shall set forth the financial conditions of this Chapter, and the state of its budget and appropriations at the date of the reports, 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. Said annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the Chapter that such statements were prepared without audit from the books and records of the Chapter.

6.43 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 Treasurer's signature, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to the Executive Director or other assistant employed by this Chapter, the actual performance of any or all of the duties pertaining to bookkeeping and accounting, but shall not delegate the responsibility for the property of this Chapter, or the making of any attestation or certification required to be given or the signing of any document requiring the Treasurer's signature.

6.44 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit of the treasury, all records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall give to the retiring Treasurer a receipt thereof and a complete release of the retiring Treasurer from any liability thereafter with respect thereto.

6.45 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.

6.46 Bonding Insurance. Any officer or employee of this Chapter who may be authorized to receive or disburse the assets of this Chapter shall be bonded as prescribed for the Treasurer.

ARTICLE 7: DUES, FEES, ASSESSMENTS & FINANCES

7.0 Annual Dues

7.01 Amount of Annual Dues (and Admission Fees). The Board by the concurring vote of all but one of its entire membership, may fix before the end of any fiscal year, the annual dues to be paid by each classification of member, any increase shall not exceed 5% of the then current dues; Or the Chapter, by the concurring vote of not less than two-thirds of the total number of members may increase the Annual Dues. Notice of the intention to increase annual dues stating the amount thereof, the reasons and necessity therefore, shall be mailed to every member not less than twenty (20) days prior to the proposed increase is to be voted on.

7.02 Period of Annual Dues. Annual dues shall be for the period of the fiscal year of the Chapter, the Treasurer shall allocate the annual dues for the year of admission as follows: One twelfth of the annual dues for each month remaining in the year.

7.03 Allocation of First Annual Dues. When a member is admitted to this Chapter, the Treasurer shall allocate the annual dues for the year of admission as follows: One twelfth of the annual dues for each month remaining in the year.

7.04 Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to The Institute ipso facto shall be exempted thereafter or annual dues to this Chapter.

7.05 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 its members may remit for any fiscal year any part of all of the annual dues required to be paid by any class of members, or any part of the admission fees required to be paid by Affiliate Members.

7.06 Individual Waiver of Annual Dues. The Board of Directors, by the concurring votes of but one of its entire membership, may in exceptional instances and for what it deems adequate cause, remit the annual dues for nay member, in whole or in part or any year, and such remission may be made retroactive.

7.1 Assessments

7.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Institute assigned members present at a meeting or responding to a mail ballot, may levy an assessment on its members. Such an assessment on the members shall be alike and equal within each classification of

members thereof; and the amount of the assessment on each member, in any fiscal year, shall next exceed, the amount of the annual dues required to be paid by him for that year.

7.12 Notice of Assessment. Notice of the intention to levy an assessment, stating the amount thereof, the reasons and necessity therefore, when it shall be payable, and the time within which it must be paid before a member will be in default for non-payment thereof, shall be mailed to every member not less than twenty (20) days prior to the date on which the votes will be tabulated in accordance with these Bylaws.

7.2 Supplemental Dues

7.21 Requirements. In addition to the current annual dues, each Member who is a proprietor, partner, owner, or co-owner of an architectural firm or an office or member of the Board of Directors of a corporation offering architectural services shall pay annual supplemental dues to the Chapter in an amount fixed by the Board as described for Annual Dues, computed as follows:

1. For full-time employees, the scheduled amount per employee.
2. For part-time employees, the scheduled amount times the total number of part time hours work by all part-time employees divided by 528.

7.22 Responsibility. In the event two or more Members are partners, co-owners, officers, or directors of a firm or corporation, supplemental dues shall be applicable to each such firm or corporation only once annually.

7.23 Payment Schedule. Supplemental dues shall be computed and paid quarterly.

7.3 Default of Annual Dues and Assessments

7.31 Due Date for Annual Dues. Every member who has not paid the entire amount required annual Chapter dues for the current fiscal year on or before February 28 shall be in default for the unpaid amount and shall be notified of pending termination.

7.32 Due Date for Assessments. Every member who has not paid the entire amount of his required Chapter assessment on or before the date fixed for said payment shall be in default for the unpaid amount.

7.33 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty days notice in writing of implementing termination because of said default.

7.34 Notice of Default to Institute. At the end of the first quarter of each fiscal year, at the end of each fiscal year, and at such other times as the Secretary of The Institute requests, the Secretary of this Chapter shall send to the Secretary of The Institute a list of all members in default to this Chapter with the amount of each default; and when any such default is cured, the Secretary of this Chapter shall immediately notify the Secretary of The Institute.

7.4 Termination or Suspension for Default of Dues or Assessments

7.41 Assigned Members. If an assigned member is in default to this Chapter for non-payment in full of his dues as of March 31, the Secretary or the Board of Directors shall so advise The Institute Secretary and request termination of that membership.

7.42 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for non-payment of dues as of March 31, such membership shall be suspended or terminated, provided that in all cases such members shall have been given a written notice of impending suspension or termination at least thirty days prior to the effective date of such action, during which prior the member shall remain in good standing and such default may be cured.

7.5 Finances

7.51 Fiscal Year. The fiscal year of this Chapter shall be January 1 through December 31.

7.52 Budgets and Appropriations. Prior to the beginning of each and every fiscal year, The Board, by a concurring vote of two-thirds of its total membership, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for at least the immediately succeeding year, make annual appropriations in accordance therewith, authorize the expenditure thereof, and authorize the Treasurer to pay the authorized expenditure when due.

7.53 Invested Funds. The Board may invest or reinvest assets of this Chapter in high grade interest-bearing securities having maturates not greater than fifteen (15) years of in government or municipal bonds provided that there shall be retained in one or more bank accounts an amount equivalent to all obligations outstanding and/or authorized. Special accounts or trust funds may be established by this Chapter. Restrictions and provisions therefore shall be established.

7.54 Contracts. Every contract in excess of five hundred dollars (\$500.00) other than those included in the adopted annual budget, shall be evidenced by a duly executed written agreement signed by the President and Treasurer upon of the Board.

7.55 Chapter Books. Chapter books shall be so kept that the accounts are separately kept in accordance with a recognized chart of accounts. All deposits and withdrawals shall be entered in the Chapter books at least monthly, and each month all accounts shall be balanced and reconciled with the statement from the bank. Chapter books shall contain a membership ledger, listing all individuals in the various classes of membership and showing the status of their accounts of dues, and/or assessments, and amount and allocation of contributions made by them.

7.56 Deposits and Withdrawals. The Treasurer shall deposit all money of this Chapter in its name when received by him in one of more banks designated by The Board. Every disbursement or transfer from one bank account to another, or any of the funds shall be made nor any obligation to expend such funds, except upon resolution of The Board.

7.57 Transfer of Title. The Board shall not transfer the title of any real or personal property of this Chapter of value in excess of \$500.00 unless so authorized by resolution adopted at any regular meeting by vote of not less than two-thirds of its members in good standing. Notice of such action shall be given to the members at least twenty (20) days before such regular meeting.

7.58 Audits. Once annually, and at such other times as The Board shall make the appropriation therefore, the books of the Treasurer and the rolls of this Chapter shall be audited by a competent accountant employed by The Board or as provided for in Article 6, Section 6.42 of these Bylaws. Each of said audits shall be filed with The Board, and a copy thereof shall be filed with the Treasurer and another copy with the Secretary of The Institute.

7.59 Annual Statement of Certain Transactions and Identifications. No later than the time the Chapter give its annual reports, if any, to the members, and in any event no later than 120 days after the close of the Chapter's fiscal year, the Chapter shall prepare and mail to deliver to each member a statement of the amount and circumstances of any transaction of indemnification of the following kind:

1. Any transaction(s) in which the Chapter was a party, and in which either of the following had a direct or indirect financial interest:
 - a. Any director or officer of the Chapter (a mere common directorship shall not be considered such an interest);
 - b. Any holder of more than 10% of the voting power of the Chapter; if such transaction involved over \$40,000.00, or was one of a number of transactions with the same person involving in the aggregate over \$40,000.00,

2. Any indemnifications or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the Chapter pursuant to Article 7, Section 2, hereof unless such indemnification has already been approved by the members.

ARTICLE 8: PROPERTY, INVESTMENTS, ACCOUNTINGS & FUNDS

8.0 Acquirement of Property

8.01 Authority. In order to carry on this affairs and exercising its powers, this Chapter may acquire real property and personal property for its own use, but shall not execute any chattel mortgage.

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

8.1 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.

ARTICLE 9: COMMITTEES AND COMMISSIONS

9.0 Committees and Commissions

9.01 Composition. The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board may assign additional duties to any committee at any time.

9.02 Committee Members. The members and the chair of every committee shall be endorsed by the Board of Directors.

9.03 Reports. Every committee shall make an annual report to the Board at the close of its work, and at such other times as the Board of Directors directs.

9.04 Commissions. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

ARTICLE 10: AFFILIATIONS AND ENDORSEMENTS

10.0 Affiliations with Other Organizations

This Chapter shall not form nor enter into any permanent affiliations with any individual, but may affiliate with any local organizations operating within the territory of this Chapter that is not used or maintained for financial gain, price-fixing, or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

10.1 Limitations

No action of this Chapter, The Board, any Chapter committee, or any Officer or Director shall directly or indirectly nullify or contravene any act or policy of The Institute.

10.2 Endorsements of Materials Prohibited

Neither this Chapter, The Board any Chapter committee, or any of its Officers, Directors, committee members, or employees, in an official capacity as shall approve, sponsor or endorse, any public enterprise operated for profit, or any material of construction or any method of manner of handling, using, distributing, or dealing any such material or produce.

ARTICLE 11: GENERAL PROVISIONS

11.0 Executive Office

The executive offices of this Chapter shall be located in the County of San Diego.

11.1 Records Open to Members

Except for confidential matters relating to changes of unprofessional conduct to bestowal of Honorary Affiliates, the correspondence and the minute book, the Treasurer's book of account and the Secretary's records of this Chapter including members' names, addresses. And voting rights shall be open to inspection at the executive offices of this Chapter during the business hours fixed by The Board, by any member in good standing for a purpose reasonably related to such person's interest as a member.

11.2 Parliamentary Authority

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

11.3 Executive Director

An Executive Director may be employed by The Board for such duties as it may assign. The Executive Director shall represent this Chapter and The Institute to the local community as directed by The Board. The Executive Director shall be responsible to the President. A job description of the specific duties of the Executive Director shall be maintained current as "Rules of the Board."

11.4 Student Chapters

This Chapter may establish and sponsor student Chapters in schools located within the territory of this Chapter under conditions established by The Institute.

11.5 Liability, Indemnification, Insurance and Publications

11.51 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.

11.52 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend

indemnify and hold harmless any person from and against any and all liability, settlements, costs, and expenses, including attorney's fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director, or employee of this Chapter or in any other capacity at the request of the Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interest of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

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

11.54 Publications. The Board may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official Chapter notices in any official bulletin of communication with the members shall satisfy the requirements of law and of these Bylaws, regarding publications, provided that the official bulletin of communication be mailed on a date which meets the time requirements specified by law or in these Bylaws.

ARTICLE 12: AMENDMENTS

12.0 Amendments at Meetings of this Chapter

12.01 Notice of Proposal Amendments. 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 therefore and a copy of the proposed amendment is sent to every member not less than twenty (20) days prior to the date of the meeting at which the proposed amendment is to be voted on. Such meetings shall be conducted in accordance with requirements of these Bylaws for Meetings and Elections.

12.02 Bylaws Relating to Assigned Members. It shall require a roll-call concurring vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend of this Chapter who are present at the meeting to amend these Bylaws.

12.1 Amendments Mailed By Ballot

12.11 Notice of Proposed Amendments. These Bylaws may be amended by mailed ballot provided that a notice stating the purpose of each proposed amendment, the reason therefore, a copy of the proposed amendment, and a ballot form are sent to every member not less than twenty (20) days prior to the date on which ballots will be tabulated.

12.12 Bylaws Relating to Unassigned Members. It shall require a concurring vote of not less than two-thirds of the valid ballots required to amend these Bylaws.

12.13 Ballot Process. Ballot form and validation procedure shall be established by The Board in each instance to insure compliance with the provisions of this section.

12.14 Tabulation Committee. The President shall appoint three members as tellers who tabulate the ballots, tall the qualified votes for each amendment, and immediately notify the Secretary thereof.

12.2 Approval of National AIA

Every resolution of this Chapter amending these Bylaws shall state that the amendment will become effective when it is approved by The Institute Board. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment and the adopting resolution to The Secretary of The Institute for such approval. Upon receipt of said approval, the amendment shall become effective and the Secretary shall enter the amendment and the approval at the proper place in these Bylaws, with the date of the amendment and approval.

12.3 Amendments by the Board of Directors

12.31 Conformity with Institute Bylaws. The Board of this Chapter, without action by a meeting of this Chapter, shall amend any of these Bylaws, if, when and as directed by The Institute Board.

12.4 Amendments by the Institute

The Institute Board unless the statutes forbid, may amend any provisions of these Bylaws that The Board fails to amend after due notice so to do from The Institute Board. Each amendment made by The Institute Board shall have the same force and effect as it made by this Chapter in the manner herein above provided, and shall be effective immediately on receipt of the notice of the Secretary of The Institute containing the amendment, and the Secretary shall enter the amendment at the proper place in these Bylaws, with the date it was made.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the San Diego Chapter, The American Institute of Architects, a California non-profit corporation, and the above Bylaws of this corporation as adopted at a meeting of the Board of Directors held on _____.

Dated: _____

Secretary: _____