

AIA Chicago Bylaws Preface

Professional organizations, such as AIA Chicago serve a critical role in our society by providing opportunities for advancing knowledge and information to its members and the public, facilitating volunteerism and civic engagement, and developing innovative approaches to solving complex issues. In order to effectively serve the community, AIA Chicago must balance maintaining its commitment to excellence, equity, and accountability while successfully realizing its mission, managing resources, and executing proper governance.

Some of the principles we are working toward in AIA Chicago's bylaws are as follows:

1. To ensure that governing board members are competent and knowledgeable, and that the board and its committees represent a diverse, inclusive, and equitable body. The board and its committees should include and seek diverse points of view and experience as needed to provide credible and effective oversight of all aspects of its mission.
2. The full membership of the governing board is responsible for the organization, and each member acts at all times in an ethical manner and in the best interest of the organization and the public.
3. The governing body and staff are aware of and comply with all federal, state, and local laws, regulations, and fiduciary responsibilities applicable to the chapter and its members.
4. The governing body exercises active oversight of the financial affairs of the organization and sets policies to ensure that the organization's resources are used appropriately in furtherance of the organization's mission.
5. The chapter and its board embrace transparency and accountability by making information about its mission, program activities and outcomes, and finances available to its members, and communicates in a clear, timely, and proactive manner.



AIA CHICAGO BYLAWS

REVISED: JANUARY 2023

BY: 2022 AIA CHICAGO BOARD OF DIRECTORS

RATIFIED BY THE MEMBERSHIP THROUGH VOTING ON FRIDAY, DECEMBER 16, 2022

AIA Chicago Chapter of the American Institute of Architects Bylaws

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ARTICLE I. ORGANIZATION

1.0 General Provisions.

- 1.01 Name. The name of this organization is AIA Chicago, a Chapter of The American Institute of Architects. AIA Chicago is a non-profit membership corporation duly incorporated on the 8th day of February 1890, under and by virtue of the provisions of an act concerning corporations of the State of Illinois.
- 1.02 Related Organizations. In these Bylaws, the AIA Chicago chapter is referred to as this Chapter, the Board of Directors of this Chapter as the Board, the Executive Committee of this Chapter as the Executive Committee; and the American Institute of Architects as the Institute.
- 1.03 Territory. The territory assigned to this Chapter is the counties of McHenry, Lake, and Cook, except for the following areas in Cook County: That portion north of Interstate Highway 55 (Stevenson Expressway) and west of Interstate Highway 94 (Eden's Expressway) when said highways are outside the city limits of the City of Chicago; and the southern Cook County Townships of Bloom, Bremen, Calumet, Palos, Rich, Thornton, and Worth, but including all areas of said townships which fall within the city limits of the City of Chicago.
- 1.04 Objectives. The objectives of this Chapter are to promote and forward the objectives of the Institute within the territory of this Chapter. The Institute objectives 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 standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.
- 1.05 Powers. The powers of this Chapter shall be provided in the laws of the State of Illinois and the Institute Bylaws.
- 1.06 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise, provided that the Institute and this Chapter execute a written agreement to that effect.
- 1.07 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

1.1 Goals.

1.11 Chapter Goals. This Chapter shall establish goals, consistent with the objects of the Institute, to guide and further its activities and programs. The goals of this Chapter shall be incorporated in a Long-Range Plan, as described in Article 6 of these Bylaws.

1.2 Affiliations with Other Organizations.

1.21 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry 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.

1.22 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization. A written agreement is not required if the affiliation does not extend beyond one year.

1.22.01 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

1.22.02 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.22.03 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.23 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the President.

1.3 Endorsements.

- 1.31 Endorsements. Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor, or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product.
- 1.32 Policy on public statements by chapter members. From time to time, members of the chapter may want to make public comments on issues affecting architects or architecture. Moreover, members who chair a chapter Knowledge Community (KC) or who serve on public boards or commissions may be called upon to express their views of such issues. It is important to recognize, in these circumstances, that the only statements that represent the official positions of AIA Chicago chapter are those that are endorsed by the Board of Directors. To receive board endorsement, the member and/or KC chair wishing to express a view is required to attend the next scheduled chapter board of directors meeting, present the position orally and in writing prior to board endorsement. Accordingly, whenever a member expresses a position that might otherwise reasonably be thought to be the position of the chapter, but endorsement of that position has not been approved by the Board of Directors, that member should make clear that he or she is speaking in an individual capacity and not on behalf of the chapter. The Executive Committee can, consistent with the responsibilities identified in Article 14 of the Bylaws, review and vote to provide an endorsement of a statement if such endorsement is urgent and is required in a time frame not facilitated by regularly scheduled Board of Directors' meetings.

ARTICLE 2. MEMBERSHIP

2.0 General Provisions.

- 2.01 Categories. The membership of this Chapter shall consist of the Architect Members, including Fellows and Emeriti, and Associate Members of the Institute who have been assigned to membership in this Chapter by the Institute and are designated as Assigned Members. Other members of this Chapter are Unassigned Members, Student Affiliates, Honorary Members and Affiliate Members who have been admitted to membership in this Chapter as provided for in these Bylaws. The term "Chapter Members," if not otherwise qualified, shall refer to all categories of membership in this Chapter.

- 2.02 Qualifications. This Chapter shall not establish for Architect Members, (including Fellows and Emeriti) and Associate Members, of the Institute, qualifications in addition to, or which vary from, the Institute's policies for such classes of membership.
- 2.03 Annual Dues. Every Chapter Member shall pay the annual dues of this Chapter in accordance with the provision outlined in these Bylaws.
- 2.04 Termination of Membership. Each Assigned Member of this Chapter shall remain a Chapter Member until membership in the Institute is terminated, or until the Institute reassigns such member to another Chapter. Associate memberships shall be terminated on January 1 of the year following receipt of a license to practice architecture. Affiliate memberships shall be terminated by the resignation of an Affiliate, by admission to or becoming eligible for membership in the Institute and may be terminated for indebtedness as provided in these Bylaws.
- 2.05 Good Standing. A Chapter Member is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a Member, the Member's rights in this Chapter and the Institute are withdrawn until the Member is restored to good standing.
- 2.06 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.1 Assigned Members.

- 2.11 General. The term Assigned Members shall refer to Architect Members, (including Fellows and Emeriti) and Associate Members, of the Institute who have been assigned by the Institute to membership in this Chapter. The qualifications, rights, and privileges of Architect Members (including Fellows and Emeriti) and Associate Members shall be as provided in the Institute Bylaws.
- 2.12 Rights and Privileges of Assigned Members:

- 2.12.01 May attend all meetings of this Chapter and, with prior notice to the Vice President/Secretary and on their invitation may attend Board meetings and on invitation of the President may speak and take part in the discussions.
- 2.12.02 May make motions and vote in Membership meetings but may not make motions nor vote in Board meetings.
- 2.12.03 Shall be eligible to serve as an officer or to chair a committee of this Chapter, and to serve on any of its committees.
- 2.12.04 Shall be notified in advance of all meetings of this Chapter including Membership, Board, Executive Committee and Special Meetings. Notices to be posted on Chapter website of upcoming meeting dates.
- 2.12.05 Members have the right to timely access and review of all meeting minutes and financial records of the Chapter, once approved by the Board at their monthly meeting and posted to the Chapter's website

2.2 Unassigned Members.

- 2.21 General. The term Unassigned Members shall refer to Architect Members (including Fellows and Emeriti), and Associate Members of the Institute who have been assigned by the Institute to membership in another Chapter. An Assigned Member of another Chapter may, without action of the Institute, become an Unassigned Member of this Chapter upon approval by the Board or by a Board designated Chapter employee of an application from such Member.

2.3 Professional Affiliates.

- 2.31 Qualifications. Professional Affiliates of this chapter are non-architects admitted by the board to membership in this chapter who this chapter believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for institute membership. Membership is at the discretion of the board and maybe denied or cancelled.
- 2.32 Rights and privileges of affiliate members. Affiliate members shall have the rights and privileges specified in these bylaws and the institute bylaws. An affiliate member in good standing:
 - 2.32.01 May serve as a member of any committee of this Chapter.
 - 2.32.02 May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues for Professional Affiliates.

2.32.03 Shall not be eligible to serve as an officer or to chair a committee of this Chapter.

2.32.04 May use only the phrase “Affiliate AIA Chicago” after their name to indicate Chapter affiliation.

2.4 Student Affiliates.

2.4.1 Qualifications. Student Affiliates of this Chapter shall be undergraduate or postgraduate students of an architecture school, secondary schools, or allied arts schools within the territory of this Chapter that have been admitted by the Board or by a Board designated Chapter employee to membership in this Chapter.

2.4.2 Rights and Privileges. The rights and privileges shall be as follows:

2.4.1.01 May serve as a member of any committee of this Chapter. May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues for Student Affiliates.

2.4.1.02 Shall not be eligible to serve as an officer or to chair a committee of this Chapter.

2.4.1.03 May use the title “Student Affiliate, AIA Chicago.”

Honorary Members.

2.5

2.5.1 Qualifications. A person of esteemed character who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this chapter, may be admitted by the board to membership in this chapter as an honorary member.

Rights and Privileges. The rights and privileges shall be as follows:

2.5.2

2.5.2.01 Shall not pay annual dues to this chapter, nor have any interest in its property or liabilities.

2.5.2.02 May attend, and on invitation of the president may speak and take part in the discussions but may not make motions nor vote at any meetings of this chapter.

2.52.03 Shall not be eligible to serve as an officer or to chair a committee of this chapter, nor serve on any of its committees except as advisor.

2.52.04 May use only the title “Honorary Member, AIA Chicago.”

ARTICLE 3. DUES, FEES AND ASSESSMENTS

3.0 Annual Dues.

3.01 The amount of Annual Dues to be paid by each category of Chapter membership including Supplemental Dues, if applicable, or Special Assessment for the immediate succeeding fiscal year, shall be determined by a majority vote of the Board Members present and eligible to vote at the October Board meeting or a prior Board meeting.

3.02 Default of Annual Dues. Every Chapter Member who has not paid the entire amount of the required Annual Dues or entered an approved payment plan for the then current fiscal year on or before the 31st day of March, or other communicated deadline, shall be in default for the unpaid amount and shall be given previous notice, in writing or by email, of impending termination because of said default.

3.03 Termination or Suspension for Default of Dues or Assessments. If an Assigned member is in default to this Chapter for non-payment of dues on May 1, the Secretary shall so advise the Institute Secretary and request termination of that membership. If an Affiliate Member is in default to this Chapter for non-payment of dues on May 1, such membership shall be terminated and notice of such termination shall be given in writing. A member is not in good standing in this Chapter and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon suspension of a member, the member’s rights in this Chapter and the Institute are withdrawn until the member is restored in good standing.

ARTICLE 4. RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 The Institute.

4.01 Delegates to Institute Meetings. The Board shall select delegates from the Assigned Members of this Chapter to represent this Chapter at meetings of the Institute. The number of such delegates shall be prescribed in the Institute Bylaws. If the Executive Committee neglects, fails, or refuses to select delegates, or should selected delegates fail to qualify, the President may appoint delegates to represent this Chapter, as provided for in the Institute Bylaws. Delegates from this Chapter to Institute meetings shall act for and on behalf of the members of this Chapter in all matters that may properly come before such Institute meetings.

- 4.02 Policy on Chapter Delegates. In accordance with Chapter Bylaws, delegates from AIA Chicago attending the AIA Annual Meeting shall act for and on behalf of the members of AIA Chicago in all matters that may properly come before the AIA Annual Meeting.
- 4.03 Delegate Selection. In order to be selected as a delegate, candidates must make their candidacy known to the Executive Vice President or President of AIA Chicago prior to the Preconvention Delegates Meeting. They must agree to act for and in behalf of the members of AIA Chicago. To effectively fulfill this obligation, candidates must be knowledgeable of AIA Chicago's position on issues, if any, and the implications of matters that may arise at the Convention.
- 4.04 At minimum candidates must familiarize themselves with the issues and positions the Chapter may take through any of the following activities:
 - 4.03.01 Attend Pre-Annual Meeting Delegates Meeting
 - 4.03.02 Participate in AIA Chicago Board or Board Committee activities
 - 4.03.03 Participate in AIA Board or Committee activities
 - 4.03.04 Demonstrate recent prior knowledge and experience with AIA Chicago and AIA issues
- 4.05 In order to be selected as a delegate, candidates must agree to fulfill the duties required of delegates at the Convention, including:
 - 4.05.01 Getting officially accredited as a delegate
 - 4.05.02 Attending all state and local business
 - 4.05.03 Attending all business sessions and participating in all votes
 - 4.05.04 Voting for candidates for national office
 - 4.05.05 Voting in run-off election, if conducted
- 4.06 This policy is not intended to prohibit or discourage the participation of AIA Chicago Members as delegates to the AIA Annual Meeting. Its purpose is to ensure that the Chapter's members have the best representation in all matters that come before the Institute. It is important the delegates recognize that the delegate system established by the Institute is a representative form of governance. And it is essential that delegates agree to represent AIA Chicago and act on behalf of the Chapter's members, not themselves as individuals.

ARTICLE 5. CHAPTER MEETINGS

5.0 Business, Annual and Special Meetings.

- 5.01 Annual Meeting. This Chapter shall hold an Annual Meeting at a time and place determined by the Board of Directors for the purpose of nominating and electing the Officers to succeed any Officers and Directors whose terms are about to expire, for receiving the annual reports of the President and the Vice President of Finance/Treasurer, and for the transaction of any other business that the Board of Directors may deem to be appropriate.
- 5.02 Special Meetings. A Special Meeting of this Chapter may be called by written notice of the President or the Board of Directors or by written petition to the Board signed by not less than 50 Assigned Members of this Chapter in good standing. No business other than that specified in the notice or written petition shall be transacted, and all rules and procedures at the Special Meeting shall be the same as those for an annual meeting.
- 5.03 Location of Meetings. Meetings of this Chapter shall be held at the chapter office or any place within Illinois designated by the Board of Directors. The Board of Directors may authorize voting members who are not present in person to participate by electronic transmission or electronic video screen communication, similar procedures for notice of such remote attendance having been given.

5.1 Notice, Quorum, Minutes for Chapter Meetings.

- 5.11 Notice. A notice stating the time, location, and purpose of each meeting of this Chapter shall be served by postal mail or by e-mail by the Secretary to every Chapter Member and also posted on the Chapter Web site. The notice of each Annual Meeting shall be served at least thirty (30) calendar days before the date fixed for the meeting and the time of serving shall be deemed to be the date on which the notice was issued. For any Special Meeting, the President or the Board of Directors or Assigned Members petitioning shall provide a position statement of no more than one page that will be attached to the notice for the Special Meeting. Chapter management shall provide a reasonable deadline for submitting such statement for inclusion with the notice.
- 5.12 Quorum. A quorum shall be necessary for the transaction of any business, including election of officers or amendments to these Bylaws, at any meeting of this Chapter. At any meeting of this Chapter, ten percent (10%) percent of the members or 100 members, whichever is less, of the assigned members entitled to vote shall constitute a quorum for the transaction of any business.
- 5.13 Speaking Time at Special Meetings. For any Special Meeting called by written petition, the Members who petitioned for the Special Meeting shall be guaranteed at least thirty (30) minutes

and not more than sixty (60) minutes of speaking time at the Special Meeting to present their position. The petitioning Members shall determine how to allocate speaking time among themselves, within the given (30) to (60) minute time slot. For Special Meetings called by the President or the Board of Directors, the President or a designee of the Board of Directors shall have not more than sixty (60) minutes to present their position.

- 5.14 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are affirmed by vote of the Board of Directors at the next regular meeting of the Board. Minutes of each meeting shall be filed in the Chapter's records and posted on the Chapter's website promptly after the minutes are approved by the Board of Directors.

5.2 Decisions at Meetings, Eligibility for Voting.

- 5.21 Majority Vote. Every decision at a meeting shall be by a majority vote of the Chapter Members present and voting at the time of the vote at such meeting. Voting Chapter Members shall be given the option to vote "yes," "no," or "abstain." Only the total of "yes" and "no" votes shall be counted, and a decision passing shall require 50%+1 "yes" votes. An abstention vote means a non-vote in either direction. Prior to any vote, all Members present shall be informed of the voting process.
- 5.22 Limitations on Voting Eligibility. Only Assigned Members in good standing may vote on the following matters:
- 5.22.01 Amendments to these Bylaws
 - 5.22.02 Matters so designated elsewhere in these Bylaws
 - 5.22.03 Elections of Chapter Officers and Directors
 - 5.22.04 Matters relating to membership
 - 5.22.05 Annual dues of Assigned Members, except that Associate Members may not vote on dues.
 - 5.22.06 Other matters relating to the governance, meetings, affiliations, budget and finances of the Institute and this Chapter
 - 5.22.07 All other matters so ruled by the President, such rulings being reversible only by a vote of two-thirds (2/3) of the Assigned Members present and voting at the meeting

- 5.23 Remote Ballot. Any vote that may be taken at a meeting of this Chapter may also be taken via direct mail or online platform ballot of the members of this Chapter present at such meeting where the matter for vote was introduced, provided that the matters voted on have been introduced at a regular or special meeting of this Chapter.

ARTICLE 6. THE BOARD OF DIRECTORS

6.0 Authority of the Board of Directors.

- 6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Illinois, the articles of incorporation and by these bylaws. This will include, but not necessarily be limited to, the establishment of committees, task forces and commissions to carry out the work of this Chapter; approve dues for Members and the annual budget by affirmative voice vote of the majority of the Board; review quarterly the Chapter's budget performance.
- 6.02 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.
- 6.03 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.
- 6.04 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.
- 6.05 Composition and Voting Status. The Board of Directors shall consist of twenty-two (22) members. The twenty-two (22) members of the Board shall consist of: the President, First Vice President/President elect, the Vice Presidents the immediate Past President, the seven Directors, the two Associate Directors, the three (3) Student Affiliate Directors, and the two Professional Affiliates. Illinois Regional Directors shall be non-voting members.

6.06 Vacancy. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors, in consultation with the Nominating Committee, shall fill the vacancy for the period of time remaining until the next annual election, at which point the remaining term of office for that position shall be filled through the normal nomination and election process identified in Section 6.1.

6.1 Nominations and Terms of Officers and Directors.

6.10 Nominating Committee. There shall be a Nominating Committee of Nine assigned members of this Chapter. Committee shall be constituted by the President, 1st Vice President/President-Elect, Immediate Past President, (2) former Board members, Associate member and three members of the AIA Chicago membership who have not served on the Board in the last three (3) years. The Past President shall call the first meeting of all Nine members on or before September 1, at which time the Committee shall elect its own chairperson.

6.11 Nomination. Nominations for this committee shall be made at the regular Board of Directors meeting in June of each year. The Board of Directors may, at its next regular meeting make additional nominations.

6.12 Terms of Service. The term of each member of this committee shall be for one (1) year.

6.13 Duties and Responsibilities. The Nominating Committee shall give careful consideration to the qualifications of individuals who are members in good standing of the Chapter and shall prepare a slate of nominations consisting of at least one candidate for each Office, Director and Illinois Council Representative(s), to be filled from those who have consented to serve if elected. At least a majority of the Nominating Committee must agree on each nomination. The report of the Nominating Committee shall be communicated to members on or before November 15. The Nominating Committee will also prepare the annual slate of nominations for the AIA Chicago Foundation, in accordance with the AIA Chicago Foundation Bylaws, to fill the open positions accordingly.

6.14 Meetings. The Nominating Committee upon call of its Chair shall meet from time to time a necessary to perform its duties. Seven members shall constitute a quorum and a concurring vote of seven members shall be necessary to confirm any action of this committee.

6.15 Selection Criteria for Board of Director Candidates. The Nominating Committee shall strive to nominate a slate of Board of Director candidates, who are representative of the diversity of the

Chapter membership, including age, gender, ethnicity, race, experience, firm size, education, and practice type. Moreover, prior service on a Chapter committee shall not preclude consideration by the Nominating Committee for positions on the Board of Directors.

- 6.16 Nominations and Terms of Office. In preparing the annual slate of Chapter nominations, the Nominating Committee shall select a nominee for:
- 6.16.01 First Vice President/President-elect, who shall serve a one-year term as President-elect, a one-year term as President, and a one-year term as Past President.
 - 6.16.02 Two or three Directors to total seven, who, if elected, will serve a three-year term each.
 - 6.16.03 Delegates to AIA Illinois in the number allowed by AIA Illinois, who will each serve a three-year term. The Delegates shall select one from their number to be the voting Representative of the Delegation to AIA Illinois.
 - 6.16.04 Two Associate Directors, selected from among the Associate Membership, who, if elected, will serve a three-year term each.
 - 6.16.05 Two Professional Affiliate Directors, to be selected from among the Professional Affiliate membership, who, if elected, will each serve a three-year term.
 - 6.16.06 One Vice President who will be responsible for chairing the Advocacy/Public Outreach Committee and the Vice President/Treasurer, each of whom shall serve a two-year term.
 - 6.16.07 Vice President of Membership/Secretary and the five remaining Vice Presidents, each of whom shall serve a two-year term, such that their terms alternate with the aforementioned Vice President/Advocacy and the Vice President of Finance/Treasurer.
 - 6.16.08 Up to one (1) Student Director nominated from each of the three (3) NAAB accredited schools of architecture in the Chapter's territory shall serve a one-year term. The Student Director's term shall be from September 1 – August 31, to follow the standard academic calendar. Each AIAS chapter will elect the student board nominee. The student directors shall select one from their number to be the voting Representative of the student directors.
 - 6.16.09 Other vacancies resulting from uncompleted terms due to resignation or promotion.
- 6.17 Nominations by Petition. Nominations may also be made by petition, signed by at least twenty-five (25) Assigned Members of this Chapter in good standing. Any such petition shall be sent to the Secretary of the Chapter, and if received prior to October 15, shall be circulated to the

members, post-marked no later than November 15. No name shall be placed in nomination without the consent of the Nominee.

6.18 Term Limits.

6.18.01 All Officers and Board Members shall assume their offices on January 1.

6.18.02 No member of this Chapter shall serve on the Board of Directors for more than eight (8) consecutive years, except when elected to the office of First Vice President/President-elect, in their eighth year, in which case the member may serve for not more than ten consecutive years, including as President and Immediate Past President. All other members who have served eight (8) consecutive years shall not be eligible for further service on the Board of Directors for at least twenty-four (24) months after the end of that member's most recent term.

6.2 Elections of Officers and Directors.

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

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

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

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

6.25 Board of Directors Contract and Conflicts. All members of the Board of Directors, upon their appointment, shall sign and be bound by the “Board of Directors Contract” attached hereto as Exhibit A. All members upon their appointment shall also sign and be bound by the AIA Chicago Conflict of Interest Policy attached hereto as Exhibit B.

6.3 Officers.

6.31 Officers. The Officers of this Chapter shall be the President, First Vice President, three (3) vice Presidents, Secretary, and Treasurer.

6.32 The President. The president shall be the administrative head of this Chapter. The President shall exercise general supervision of Chapter affairs and shall act as spokesman for this Chapter and be its representative at meetings with other organizations and committees unless another member is delegated to act in any instance by the President or the Board. No representative shall in any way obligate or commit this chapter unless the Board has previously and specifically authorized the obligation or commitment. The President shall preside at all meetings of this Chapter, the Board, and the Executive committee; sign all contracts and agreements whereof this Chapter is a party; and shall perform such other duties as are usual and incidental to the office.

6.33 The First Vice President/President-Elect. The First Vice President/President-Elect shall serve as aide to the President and shall assume the duties of that office in the President’s absence or disability. This Officer shall automatically accede to the office of president. In the case of vacancy in the office of the President, the First Vice President/President-Elect shall become President for the unexpired portion of that term, and the term for which the Officer was elected. The First Vice President/President-Elect shall be responsible for chairing the Strategic Plan committee and for developing the overall program for the subsequent year, and performing such additional duties as directed by the Board.

6.34 First Vice President/President-elect shall serve a one-year term as President-elect, a one-year term as President, and a one-year term as Past President.

- 6.35 The Vice Presidents. The Vice presidents shall perform such duties as shall be delegated to them by the Board or assigned by the President. Vice Presidents will chair the following committees: Development, Advocacy, Education & Programs, Honors & Awards, Membership and Finance. In the absence of the President and first vice President, the Board shall name one of the Vice Presidents to serve as President. The Vice Presidents shall possess all the powers and perform all the duties of the First Vice President/President-elect as directed by the President in the event of the absence of the First Vice President/President-elect or the First Vice President/President elect's disability, refusal, or failure to act. The Vice Presidents shall perform such other duties as are properly assigned the Board of Directors or the President.
- 6.36 The Vice President of Membership/Secretary. The Secretary shall maintain minutes of all meetings of the members, of the Board, and of the Executive Committee; see that all notices are duly given in accordance with the provision of the Bylaws or as required by law; be the custodian of the corporation records; and in general, perform duties incidental to the office of Secretary.
- 6.36.1 Delegation of Authority. The Secretary may delegate to an employee of this Chapter the actual performance of the Secretary's duties but may not delegate the responsibility of the Secretary. The Secretary shall Chair the Membership Committee and shall support the activities of the President in the President's capacity as spokesperson for the Chapter.
- 6.37 The Vice President of Finance/Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks or other depositories as approved by the Board; in general, performance of all duties incidental to the office of Treasurer.
- 6.37.1 Delegation of Authority. The Treasurer may delegate to an employee of this Chapter the actual performance of his duties, but he shall not delegate his responsibility thereof. The Treasurer shall Chair the Finance Committee and shall assist the Executive Director in the formation of the Chapter's annual budget, which shall be presented to and approved by the Board. The Treasurer shall assist the Executive Director in the formation of quarterly annual reports, which shall be presented and reviewed by the Board.
- 6.37.2 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report.
- 6.37.3 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or

account resulting from any acts performed in good faith in conducting the usual business of the office.

6.38 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.39 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors, when there is a quorum of not less than two thirds (2/3) of the Board members present at the meeting at which the vote is taken.

6.4 Meetings of the Board of Directors.

6.41 Meetings Required. The Board of Directors must meet in a regular or special meeting in order to transact business. Any one or more members of the Board of Directors who are not present may participate in the meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

6.41.1 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it.

6.41.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third 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, and only the business stated in the call and notice shall be transacted at the special meeting.

6.41.3 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.41.4 Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the committee consent to the action in writing.

6.42 Quorum and Vote. Eleven members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the

Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

- 6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.
- 6.44 Board Member Attendance at Meetings. Members of the Board of Directors who fail to attend three (3) consecutive Board meetings or a total of four (4) meetings during a twelve-month period will be asked to resign from the Board.
- 6.45 Procedures. At all Meetings of the Board of Directors, the Board will abide by and follow The Rules and Procedures of the Board of Directors as contained in the AIA Chicago Board of Directors Handbook. These Rules and Procedures will be reviewed annually and updated as necessary and appropriate.

6.5 Reports of the Board of Directors.

- 6.51 Report to Members. The Board of Directors shall render a full report annually of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.
- 6.52 Report to Institute. The annual report shall be sent to the Institute each year.

ARTICLE 7. COMMITTEES

7.0 Executive Committee. The Executive Committee, composed of the Officers, shall carry on the necessary business of this Chapter between meetings of the Board and conduct such business as the Board may request, to the extent permitted by law.

- 7.01 Meetings. The Executive Committee shall hold regular meetings, as called by the President. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

7.1 Chapter Policy on Member Participation in Committees.

7.11 Chapter Committee Objectives. The Objectives of the Chapter are to promote and forward the objectives of the institute and those objectives are met, in part, by authorizing the formation of, and supporting the work of standing committees of the Chapter. It is important to recognize, in these circumstances, that the work of these committees is vital to the objectives of the Chapter and is at the same time a reflection of the stature and status of the Chapter in the professional life of the community.

7.01.01 Good Standing. For these reasons, it is necessary that the Chairperson, Co-Chairperson, and other voting members of the Chapter's committees and steering committees shall be AIA Chicago members in good standing. All committees are accountable to the AIA Chicago Board of Directors for what they do to the same extent that the Board of Directors is accountable for what they do. This policy is not intended to limit in any way the participation of persons who are not Chapter members in the events planned and sponsored by the committee. Committee events are vehicles for recruiting new Chapter members. Persons who are not members of AIA Chicago may attend and participate in committee meetings as guests or volunteers, but they may not have a voice in the commitment of Chapter resources. Guests and volunteers who are interested in long-term participation in the activities of any committee should be encouraged to join AIA Chicago.

ARTICLE 8. FINANCES

8.0 Finances.

8.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

8.02 Audits. Every four (4) years, the Chapter books shall be audited by a certified public accountant. In intervening years, the Chapter books shall be reviewed by a CPA and a compilation report shall be provided annually. A copy of each audit and/or review shall be reviewed by the Finance Committee and provided to each Board Member.

8.03 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

- 8.04 Reserve Fund. In order to provide for long-term economic stability, the Chapter shall establish a Reserve Fund. The level of the Reserve Fund shall be maintained at twenty percent (20%) of the Chapter operating expenses or \$100,000, whichever is greater, unless otherwise approved by a vote equal to two-thirds of the entire Board.
- 8.04.01 At the January meeting of the Board of Directors, the level of the Reserve Fund shall be compared with that year's budget and monies added to the reserve to bring the fund up to the required level.
- 8.04.02 Monies may be transferred from the Reserve Fund only by the recommendation of the Finance Committee and vote equal to two-thirds of the entire Board.
- 8.05 Acquisitions of Property. In furtherance of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.
- 8.06 Gifts. No person, committee, representative, or agent of this Chapter other than the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for or on behalf of this Chapter, unless specifically authorized and empowered to do so by the Board.
- 8.07 Institute Property Interests. This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other financial obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.
- 8.08 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.
- 8.1 Borrowing.**
- 8.11 General. This Chapter may have total debt from borrowing money up to an aggregate amount not exceeding fifty percent of the total of the then current annual dues, which sum may be used to pay any extraordinary expenses essential to the advancement of the objective of this Chapter, providing that such borrowing is authorized at a meeting of the Board by a vote of not less than two-thirds of the membership of the Board.
- 8.12 Execution of Note. When such borrowing is authorized by vote of the Board, the President and the Treasurer shall execute the note therefore on behalf of this Chapter.
- 8.13 Repayment. The Treasurer shall pay the interest on the loan, and the principal thereof, as and

when due, from current income and accumulated funds respectively, and the amounts necessary to make such payment shall be a lien upon the current income and unexpended funds until the loan is paid.

8.2 Investment Fund.

8.21 Investment Fund. The investment fund shall consist of, but not be limited to Invested Funds, interest or dividends from invested funds, proceeds from the sale of securities, gifts to the fund, bequests, and money which has been designated by the Board for transfer from the General or Special Funds. The Investment Fund shall be administered by the Board.

8.22 Dividends and Interest. All dividends and interest on securities together with all proceeds from the sale of securities shall be deposited as received in a savings institution and shall not exceed the amount fully insured by the FDIC, FSLIC, respectively, or its successor(s), respectively. When said account contains an amount considered by the Board for investment promising a better return, its major part may be invested.

8.23 Investment Documents. The Treasurer shall cause all Chapters securities and/or other investment documents to be kept in a safe deposit box or by the safe-keeping department of an investment institution, in which case the Treasurer shall obtain from said institution at least one annual statement listing the Chapter securities held by it.

8.24 Transactions. Investment funds may be withdrawn, securities, and other investments sold and the sums thus or otherwise obtained shall be invested or re-invested by affirmative vote of two-thirds vote of the Board after consultation with the Executive Committee and recording the written recommendation of this committee with regard to the proposed transaction.

8.25 Investments. Investments shall be limited to those appropriate for a prudent person.

8.3 Member's Interest.

8.31 Unencumbered Balance. An unencumbered balance of income at the close of a fiscal year shall not be distributed as profits, dividends, or otherwise.

8.32 Rights or Privilege. If a membership of any class is terminated for any reason, or this Corporation is dissolved, then in either event no Member nor any of said Member's heirs or assigns shall have title to interest in, or right to use any property, of this Chapter, or any right or privilege granted by its officers by reason of such membership.

ARTICLE 9 - PROFESSIONAL CONDUCT

9.0 General Provisions.

- 9.01 Code of Ethics. The Canons of Ethics, Ethical Standards and rules of conduct referred to as the "Code of Ethics and Professional Conduct" of the Institute are hereby made the Code of Ethics of this Chapter.
- 9.02 Code of Ethics Interpretation. Every interpretation of the Code of Ethics made by the Institute or its National Ethics Council shall be deemed the interpretation of this Chapter. This Chapter shall not make interpretations of or clarifications to the code.
- 9.03 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Assigned Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associations, or as members, stockholders, executive officers, directors or employees of any association, corporation, or other legal entity.

9.1 Code of Ethics Violations.

- 9.11 Code of Ethics Compliance. It is the duty of all assigned members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations.
- 9.12 Code of Ethics Charges of Violations. Any State Board that registers architects or issues licenses to practice architecture, or any person, firm, or corporation may bring to the attention of the Institute any case of alleged unprofessional conduct of members of this Chapter.
- 9.13 Limitations of Actions. Except as provided herein, or as may be directed by the By-laws and Rules of the Board of the Institute, a charge of violation of the Code of Ethics against any member of the Institute shall not be adjudged by this Chapter, the Board of Directors, or any Chapter committee, nor shall any have the right or authority to censure that nor to suspend or terminate membership in this Chapter, nor to recommend any penalty.

9.2 Action by the Institute

- 9.21 Action by the Institute. Whenever notice is received from the Institute that an assigned member of this Chapter has been censured or that membership has been suspended or terminated by the Institute Board, such notice, in full, shall by duly entered into the minutes and records of this Chapter.

ARTICLE 10. GENERAL PROVISIONS

10.0 Executive Office

10.01 Executive Director. 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 Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

10.01.01 Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;

10.01.02 Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;

10.01.03 Attend all meetings of the Board of Directors as a member ex officio without vote;

10.01.04 Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

10.1 Transition (of Executive Director) Plan

10.11 Operations and Business Continuity. In order to ensure consistent coverage of key personnel duties and ongoing operations without interruption, the Board of Directors has adopted the following procedures and policies in selecting an Executive Director as part of a planned or unplanned succession. The security of the resources of AIA Chicago shall be a priority of the Board of Directors. The succession plan document shall be safeguarded with a copy provided to the American Institute of Architects Legal Counsel.

10.12 Emergency Transition. An emergency absence is one in which essential personnel are unable to return to work for the short or long-term. An acting director will be appointed to consult with the board. The board or a designated group will be responsible for seeing that operations continue without interruption until a temporary or permanent replacement is appointed or hired following the steps outlined in the planned transition section of this policy.

- 10.13 Planned Transition. A planned succession is a dialog and full awareness of anticipated transition between the job holder and the Board of Directors. There shall be agreement in writing of timelines, resources and processes among appropriate persons and the board of directors.
- 10.14 Appoint an Interim Executive Director. Upon notice of the Executive Director departure, appoint one person to act as the Interim Executive Director to carry out the responsibilities of the organization. This should continue until a new executive director is named and begins employment.
- 10.15 Appoint of Selection Committee. The board shall appoint an Executive Director Search Task Force to interview applicants. The current board chair should act as the task force chair or appoint an individual to serve in that capacity. The task force shall consist of the Chair, Executive Committee, and other members as needed subject to the approval of the Executive Committee.
- 10.16 Selection Process. The selection committee shall use all resources at their disposal while seeking Executive Vice President candidates and will identify, contact, and consider candidates after all information and resumes are received. Interviews and reference checks will be completed before hiring. Once interviews are complete, the board will select the new Executive Vice President and notify the candidates of the decision. The board will then strategically introduce the new Executive Vice President to the membership and allied organizations.

10.2 Records Open to Members

- 10.21 Minutes. The Secretary's records of this Chapter, except confidential matters relating to personnel matters, membership and fellowship applications and bestowal of honorary memberships, shall be open to inspection via a password-protected page on the Chapter website or at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

10.3 Liability, Indemnification, and Insurance

- 10.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors, and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.
- 10.32 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on

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

- 10.33 Insurance. The Board of Directors 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.

10.4 Authority

- 10.41 Parliamentary Authority. The rules contained in the most current version of Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

ARTICLE II. AMENDMENTS

II.0 Amendments.

- 11.01 Amendments of these Bylaws These Bylaws may be amended at the annual meeting of this Chapter, or at a Regular Meeting of this Chapter called for the purpose of amending the Bylaws, by a vote of two-thirds (2/3) of the Assigned Members in good standing, in attendance at the meeting, provided that a copy of such proposed amendment and a statement of purpose and the reason therefore is included in the notice for this meeting.
- 11.02 Technical Amendments by the Board. The Board may direct the Secretary or the Executive Director to rearrange, retitle, or renumber the various Articles and Sections of these Bylaws as may appear necessary because of such amendment, ease of reference or for clarification.
- 11.03 Conformity with Institute Bylaws. The Board, without action by a meeting of this Chapter, shall amend any of these Bylaws as may be necessary for conformity with Institute Bylaws or Illinois State Law. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

[END OF THE BYLAWS]