

## **Amended and Restated Bylaws AIA Chicago Foundation**

### **ARTICLE I**

#### Name, Principal Office, and Registered Agent

Section 1.1 Name. The name of this corporation is AIA Chicago Foundation, an Illinois not-for-profit corporation.

Section 1.2 Principal Office. The principal office of the Foundation will be designated from time to time by the Foundation and may be within or outside of the State of Illinois. The Foundation may have such other offices, either within or outside of the State of Illinois, as the Board may designate or as the business of the Foundation may require from time to time.

Section 1.3 Registered Office & Agent. The Foundation will have and continuously maintain in the State of Illinois a registered office and a registered agent as required by the Act, and the registered agent and office may be changed from time to time by the Board.

### **ARTICLE II**

#### Definitions

Section 2.1 Defined Terms. As used in this Agreement, the following terms have the meanings set forth below:

- (a) “Act” means the Illinois General Not For Profit Corporation Act of 1986, as amended.
- (b) “AIA Chicago” means AIA Chicago, an Illinois not-for-profit corporation.
- (c) “Articles” means the Articles of Incorporation of the Foundation filed with the Illinois Secretary of State on April 8, 1958.
- (d) “Board” means the Board of Trustees of the Foundation, collectively.
- (e) “Bylaws” means these Amended and Restated Bylaws of the AIA Chicago Foundation, as amended from time to time.
- (f) “Code” means the Internal Revenue Code of 1986, as amended from time to time, and any successor statute.

- (g) “Foundation” means AIA Chicago Foundation, an Illinois not-for-profit corporation.
- (h) “Member” means AIA Chicago.
- (i) “Trustee” means a member of the Board, individually.

### **ARTICLE III**

#### Purpose

##### Section 3.1 Purpose.

- (a) The Foundation is organized for the purposes set forth in its Articles and will operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.
- (b) In addition to the purposes set forth in the Articles, the Foundation is dedicated to the recognition and the support of activities that elevate the ideals of the profession, which illuminate the body of knowledge about architecture, and which exhibit excellence in the making of the built environment. The Foundation considers as its special purpose the concentration of its resources toward the support of educational programs and activities concerned with the exploration and analysis of the built environment.

##### Section 3.2 Rules. The following rules conclusively bind the Foundation and all persons acting for or on behalf of it:

- (a) The Foundation is organized and is operated exclusively for the charitable, and educational purposes described above and no part of the net earnings of the Foundation may inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) No substantial part of the activities of the Foundation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.
- (c) The Foundation may not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section

501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV**

##### Sole Voting Member

AIA Chicago is the sole voting Member of the Foundation. The Member will exercise its membership rights, including the right to vote, through the action of the AIA Chicago Board of Directors or its designee(s). Membership in the Foundation is not transferable or assignable. Notwithstanding anything in these Bylaws to the contrary, the Member has the sole right and authority to (i) appoint and remove Trustees; and (ii) approve any merger, conversion, consolidation, reorganization, dissolution, division, or sale of substantially all of the Foundation's assets.

#### **ARTICLE V**

##### Board of Trustees

Section 5.1 Authority and Responsibility. The business and affairs of the Foundation will be managed by the Board which will supervise, control, and direct the Foundation; determine its policies or changes therein within the limits of these Bylaws; actively promote its purposes; and have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as it deems advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 5.2 Number, Composition, Term & Qualifications.

(a) The Board will be composed of not less than fifteen (15) and not more than eighteen (18) individuals as follows: (i) the AIA Chicago President-Elect; (ii) the AIA Chicago Executive Director; (iii) the Immediate Past President; and (iv) up to fifteen additional Trustees, which may include up to two Public Trustees (as defined below), elected by the Member in accordance with these Bylaws. The number of Trustees will be determined by the Board from time to time. The AIA Chicago Executive Director will serve as an ex officio nonvoting member of the Board and will not be counted for purposes of establishing a quorum.

(b) Trustees (with the exception of the AIA Chicago President-Elect and AIA Chicago Executive Director) will serve a three (3) year term in office or until such time as their successor is duly elected and qualified, or until their death, resignation, or removal in the manner hereinafter provided. The AIA Chicago Executive Director and AIA Chicago President-Elect will serve as Trustees for so

long as they hold such positions. The Trustees Terms will be staggered to the extent possible such that approximately 1/3 of the positions are filled each year.

(c) Trustees (with the exception of the AIA Chicago President-Elect and AIA Chicago Executive Director) may not serve more than three (3) consecutive terms on the Board; provided, however, Trustees elected to serve as Officers may remain on the Board for so long as necessary to complete their term in office. Public Trustees may not serve more than three (3) consecutive terms on the Board. Trustees serving more than half of a full term will be deemed to have served a full term in office for purposes of term limits. Notwithstanding anything set forth in these Bylaws to the contrary, the limit of three (3) consecutive terms will not apply until the 2026 election of the Trustees, and at which point, this sentence will automatically be deleted from these Bylaws.

(d) All Trustees (with the exception of the AIA Chicago Executive Director and Public Trustees) must be voting members of AIA Chicago in good standing. A majority of the members of the Board must be Architect Members of AIA Chicago in good standing.

(e) A Public Trustee is any individual who is not a voting member of AIA Chicago and who has such competencies or skillsets as the Board deems necessary for effective and efficient Board operations. Professional Affiliate, Student Affiliate, and Honorary Members of AIA Chicago (each as defined in the AIA Chicago bylaws) are eligible to serve as Public Trustees. A Public Trustee may not serve as an Officer of the Foundation.

Section 5.3 Nomination of Trustees. The Nomination Committee will recommend qualified candidates to the then-current Board to stand for election to fill each seat on the Board that is either vacant or set to expire (collectively, the “Nominated Trustees”). The then-current Board will review and approve such Nominated Trustees as it determines are qualified for the Board. Once approved by the then-current Board, the Member will review the Nominated Trustees and elect such candidates as it determines are qualified to the Board.

Section 5.4 Invited Guests. The Board may, in its discretion, invite one or more guests to attend and participate, without vote, in any regular or special meeting of the Board.

Section 5.5 Meetings.

(a) Annual & Regular Meetings. The Board may take action to determine the time, date, and place of the holding of the annual meeting of the Board and such additional regular meetings of the Board without other notice than such action.

(b) Special Meetings. Special meetings of the Board may be called by, or at the request of, the President or upon a written request to the President of any two (2) Trustees. Notice of any special meeting of the Board must state the time, date, and place of the meeting and must be delivered at least five (5) days prior to the date of such meeting by written or printed notice delivered personally, by mail, or email to each Trustee at their address as shown in the records of the Foundation.

(c) Meetings by Conference Call or Video Call or Other Communications Equipment. Any action to be taken at a meeting of the Board or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting constitutes presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon a minimum of twenty-four (24) hours prior notice.

(d) Quorum. A majority of the voting Trustees constitute a quorum for the transaction of business at a duly called meeting of the Board; provided that when less than a quorum is present at said meeting, a majority of the Board present may adjourn the meeting to another time without further notice.

(e) Manner of Acting. The act of a majority of voting Trustees present at a duly called meeting at which a quorum is present is the act of the Board unless the act of a greater number is required by law, the Articles, or these Bylaws.

(f) Action Without a Meeting/Informal Action. Any action requiring a vote of the Board may be taken without a meeting if a consent, setting forth the action taken, is approved by all Trustees entitled to vote with respect to the subject matter thereof. Such consent may be obtained via email, in writing or other means acceptable under the Act. Any such consent approved by all of the Trustees has the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board.

(g) Waiver of Notice. Notice of any meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. Attendance of a Trustee at any meeting constitutes a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5.6 Resignation and Removal. Any Trustee may resign at any time by giving written notice to the President. In addition, any Trustee may be removed by the Member whenever, in its judgment, the best interests of the Foundation would be served by such removal. Trustees must remain qualified for such office during the duration of their term in office. Trustees ceasing to be qualified automatically will be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 5.7 Vacancies. Vacancies in any Trustee position may be filled by the President, subject to the approval of the Member, without undue delay. A Trustee elected pursuant to this Section will hold their position for the remainder of the original term for which they were elected to fill.

Section 5.8 Compensation. Trustees will not receive any remuneration for their services as Trustees; however, the Board, by the affirmative vote of the majority of the Trustees then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained will be construed to preclude any director from serving the Foundation in any other capacity and receiving reasonable compensation therefore.

## **ARTICLE VI**

### Officers

Section 6.1 Officers. The officers of the Foundation are a President, Vice President, Secretary, Treasurer, and Immediate Past President, and the Board may elect or appoint such other officers as it deems desirable, such officers to have authority to perform the duties prescribed from time to time by the Board (collectively, the “Officers”). The Officers have the authority to perform the duties set forth below and as prescribed by the Board. No two (2) offices may be held simultaneously by the same person.

Section 6.2 Election and Term of Office. The Nomination Committee will recommend qualified candidates to the Board to stand for election to fill the positions of Vice President, Secretary, Treasurer, and any other Officer position that is either vacant or set to expire. The Board will hold elections at the annual meeting of the Board and will elect the Officers from amongst the voting members of the Board. If the election of Officers is not held at such meeting, the election will be held as soon thereafter as convenient. The Vice President automatically will succeed to the office of President upon the conclusion of the President’s term in office, and in the event of the death, resignation, removal, or incapacity of the President. The President automatically will succeed to the office of the Immediate Past President upon the conclusion of the President’s term in office. The Officers will serve a one-year term in office or until their successor has been duly elected and qualified, or until their death, resignation, or removal in the manner hereinafter provided. The Secretary and Treasurer may not serve more than three (3) consecutive terms in office. Except as

otherwise set forth in these Bylaws, Officers will remain on the Board until the completion of their term in office.

Section 6.3 Qualifications. Only Trustees may serve as Officers; provided, however, the AIA Chicago Executive Director, AIA Chicago President-Elect, and Public Trustees may not serve as Officers. The individual elected to serve as President must have served on the Board for a minimum of two (2) years prior to their election as President. Officers must be AIA Chicago Architect Members in good standing.

Section 6.4 President. The President is the principal elected officer of the Foundation and in general supervises all the affairs of the Foundation, subject to the direction and control of the Board. The President is a member, without vote, of all committees, except as otherwise provided by these Bylaws. The President presides at all meetings of the Board and Executive Committee. The President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except documents the execution of which is expressly delegated by law, the Articles, these Bylaws, or the Board to some other officer or agent of the Foundation. The President, in general, performs all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board. The President automatically succeeds to the office of Immediate Past President upon the expiration of their term in office.

Section 6.5 Vice President. The Vice President assists the President in the discharge of the duties of the President as from time to time may be assigned by the President and performs such other duties as may be assigned from time to time by the President or the Board. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President performs the duties of the President and, when so acting, has all the powers of and is subject to all the restrictions upon the President. The Vice President automatically succeeds to the office of President upon expiration of the President's term in office and in the event of the death, resignation, removal, or incapacity of the President.

Section 6.6 Treasurer. The Treasurer is the principal accounting and financial officer of the Foundation and has charge of and is responsible for the maintenance of adequate books of account for the Foundation; supervises custody of all funds and securities of the Foundation, and is responsible, therefore, and for the receipt and disbursement thereof; deposits all funds and securities of the Foundation in such banks, trust companies or other depositories as may be selected in accordance with the provisions of these Bylaws; and in general, performs all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board. If required by the Board, the Treasurer will give a bond for the faithful discharge of their office and duties in such sum and with such surety as the Board determines. With the approval of the Board, the cost of any such bond or surety may be paid from the funds of

the Foundation. The duties of the Treasurer may be assigned by the Board, in whole or in part, to the Executive Director or their designee(s).

Section 6.7 Secretary. The Secretary keeps minutes of the meetings of the Board in one or more books maintained for that purpose; sees that all notices are duly given in accordance with applicable law, the Articles, and these Bylaws; is custodian of the Foundation's corporate records; keeps a record of the mailing address of each Trustee and Officer, which is furnished to the Secretary by the such Trustee or Officer; and in general performs all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board. The duties of the Secretary may be assigned by the Board, in whole or in part, to the Executive Director or their designee(s).

Section 6.8 Immediate Past President. The Immediate Past President performs such duties as may be assigned from time to time by the President or the Board.

Section 6.9 Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by the Board, whenever, in its judgment, the best interests of the Foundation would be served by such removal. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent does not in itself create any contract rights. Officers ceasing to be qualified automatically will be removed from office and such vacancy will be filled in accordance with these Bylaws.

Section 6.10 Officer Vacancies. Vacancies in any office will be filled by the Board at its next scheduled meeting, or at a special meeting called for that purpose. An Officer elected pursuant to this section will hold office until the next regularly scheduled election. Notwithstanding the foregoing, in the event of a vacancy in the office of the Immediate Past President, such office will remain vacant for the remainder of the unexpired term of such office.

## **ARTICLE VII**

### **Executive Director**

The administrative and day-to-day operation of the Foundation shall be the responsibility of the Executive Director of AIA Chicago who shall also serve as the Executive Director of the Foundation and be responsible to the Board. The Executive Director has the authority to execute contracts on behalf of the Foundation and as approved by the Board. The Executive Director may carry out such other duties as may be specified by the Board. The Executive Director may employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation.



## **ARTICLE VIII**

### Committees and Task Forces

#### Section 8.1 Executive Committee.

(a) Composition. The Executive Committee consists of the Officers. The Executive Director is invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive session. The President serves as the chair of the Executive Committee.

(b) Authority. The Executive Committee has the authority to perform the business and functions of the Foundation in between meetings of the Board, except as otherwise set forth in the Articles, these Bylaws, or the Act, reporting to the Board any action taken; but the delegation of authority to the Executive Committee does not operate to relieve the Board or any individual Officer or Trustee of any responsibility imposed by law.

(c) Action Outside of a Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Committee. Such filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

#### Section 8.2 Nomination Committee.

(a) Composition. The Nomination Committee consists of the President, Immediate Past President, and up to three (3) additional Trustees as may be appointed by the Board; provided, however, that the Executive Director and AIA Chicago President-Elect may not serve as a member of the Nominations Committee. The President serves as Chair of the committee. Members of the Nomination Committee serve a one (1) year term on the committee.

(b) Responsibility. The Nomination Committee will solicit and recommend qualified candidates to stand for election to fill each seat on the Board and the slate of Officer positions that is either vacant or set to expire. Members of the Nomination Committee are ineligible to stand for appointment to any office.

Section 8.3 Other Committees. The President or Board may appoint such standing, ad hoc, advisory, other committees, or task forces (collectively, committees) as are necessary or appropriate in the exercise of its authority and responsibility as set forth in these Bylaws. The action establishing such a committee will set forth the committee's purpose, authority,

and required qualifications for membership on the committee. The Board, or its designee(s), will determine the composition of the committees and the term of its members; provided, however, that a majority of all members of any committee having the authority of the Board must be Trustees.

#### Section 8.4 Committee Governance.

(a) Chair. Unless otherwise provided by these Bylaws or the action establishing the committee, one member of each committee will be appointed chairperson of the committee by the President or such other person or persons authorized to appoint the members of the committee. Committee chairpersons may succeed themselves if so requested by such person or persons authorized to appoint the chair.

(b) Quorum and Manner of Acting. Unless otherwise set forth herein, at all meetings of any committee, a majority of the members thereof constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present is required for any action. Unless otherwise specified, committee members will serve a two (2) year term in office.

(c) Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee will be filled by appointments made in the same manner as the original appointments to that committee.

(d) Policies and Procedures. The Board will develop and approve general policies and procedures for the operation of all committees. All committees, except the Executive Committee, report to the Board.

## **ARTICLE IX**

### Finance

Section 9.1 Contracts. The Board may authorize any Officer or Officers, agent or agents of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 9.2 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation, will be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as from time to time may be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer.

Section 9.3 Deposits. All funds of the Foundation will be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

Section 9.4 Gifts. The Board may accept on behalf of the Foundation any contribution, gift, or bequest for the general purposes or any specific purpose of the Foundation.

Section 9.5 Books and Records. The Foundation must keep correct and complete books and records of account and also keep minutes of the proceedings of the Board. The books and accounts of the Foundation must be audited or reviewed (as determined by the Board) annually by outside accountants selected by the Board.

Section 9.6 Fiscal Year. The fiscal year of the Foundation will align with AIA Chicago's fiscal year.

## **ARTICLE X**

### Electronic Meetings & Communication

Section 10.1 Meetings. Any action to be taken at a Board or committee meeting may be taken through the use of a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting constitutes presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

Section 10.2 Actions & Notice. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

## **ARTICLE XI**

### Indemnification

The Foundation will indemnify all past and present Officers, Trustees, employees, committee members, and all other volunteers of the Foundation to the full extent permitted by the Act and will be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

## **ARTICLE XII**

### Amendments

Section 12.1 Bylaws. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board by a two-thirds vote of the Trustees present and voting at any meeting of the Board at which a quorum is present, subject to the approval of the Member. A copy of all proposed Bylaw amendments must be provided to each Trustee along with the notice of the meeting at which they will be considered and to the Member prior to consideration by the Board.

Section 12.2 Articles of Incorporation. The Articles may be amended by a vote of two-thirds of the Trustees present at any meeting of the Board at which a quorum is present, subject to the approval of the Member. Notice of the proposed amendment must be delivered to each Board member with the notice of the meeting at which the proposed amendment will be presented to the Board for action and to the Member prior to consideration by the Board.

## **ARTICLE XIII**

### Dissolution

In the event of the dissolution of the Foundation, the Board will, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the remaining assets of the Foundation (except any assets held by the Foundation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets will be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Foundation in such manner, or to such organization or organizations as may at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue statute, as the Board may determine, subject to the approval of the Member. Any such assets not so disposed of will be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court may determine.

Amended and Restated: December 15, 2023