

BY-LAWS OF THE AMERICAN INSTITUTE OF ARCHITECTS / VENTURA COUNTY

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is American Institute of Architects/Ventura County, 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/California is referred to as State Organization. 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 forward 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 and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to ensure 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. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: Ventura County, California.

1.04 Organization. This Chapter is a non-profit mutual benefit corporation organized under the Non-profit Mutual Benefit Corporation Law. The Chapter was incorporated in the State of California on 4 October 1966, and chartered by the Institute on 1st day of January, 1965.

1.05 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.

1.06 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 this organization may represent and act for it within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 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.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 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.

1.122 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 has voted to be so bound or obligated.

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

1.13 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 presiding officer.

1.2 ENDORSEMENTS

Neither this Chapter, nor the Board, 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.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) the Allied and Affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

Architect members may also hold the titles Fellow and/or Emeritus. Unless otherwise provided, the term "Associate member(s)" in these bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to Section 2.2 of these bylaws. The term "Allied" shall refer to Allied members and the term "Affiliate" refers to student and honorary Affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The term "voting member" shall refer to the assigned members (and the Allied members), and only the assigned members (and the Allied members) shall be considered "members" within the meaning of California Corporations Code Section 5056. The term "non-voting member" shall refer to the unassigned members [and the Affiliate members/and the Affiliate and Allied members]. For the avoidance of doubt, references in these bylaws to the "members," if not otherwise qualified, shall mean the voting members and the non-voting members collectively, but no such reference shall constitute any non-voting member as a "member" within the meaning of California Corporations Code Section 5056.

2.021 Membership Rights and Privileges. The voting members shall have the right to vote, as set forth in these bylaws, on the election of members of the Board of Directors, on the disposition of all or substantially all of the assets of the Chapter, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Chapter. In addition, the voting members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. The non-voting members shall have the rights and privileges set forth in these bylaws or as otherwise determined by the Board of Directors from

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 accorded to members who reside and have their principal place of business outside the territory of the Chapter and not in the territory of another Chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member 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 member of this Chapter. New

memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

2.05 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

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.

2.07 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.07 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in these Bylaws and the Institute Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Board of Directors shall, within thirty (30) calendar days after the date the application was filed, complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.13 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another Chapter of the Institute.

2.14 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.15 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or term termination of membership in the Institute, or reassignment of the member to another Chapter.

2.16 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another Chapter who applies for such membership in writing in the manner prescribed by the Board.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in Section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.32 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these Bylaws.

2.33 Termination. Allied or affiliate membership is terminated by the death or resignation of an allied or affiliate and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds (2/3) vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified these Bylaws and in the Institute Bylaws, including the use of the phrase "Allied Member of the AIA Ventura County Chapter of the American Institute of Architects" to describe themselves. An Affiliates (or "Allied" 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 or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer of this Chapter;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, contractors, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

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

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 therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board. 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 regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Chapter shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amounts of Annual Dues and Admission Fees. The Board of Directors by the concurring vote of two-thirds (2/3) of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of Allied or Affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues for Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board pursuant to Section 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by allied or affiliate members.

3.06 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportion across all levels of membership.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board pursuant to Section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds (2/3) of the total number of its assigned members may levy an assessment on its Associate members and/or Allied or Affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed twenty-five (25) percent of the amount of the annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than thirty (30) days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty (30) days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Allied or Affiliates. If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending

suspension or termination at least thirty (30) days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one third (1/3) of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.1 STATE ORGANIZATION

4.11 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates elected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.111 State Delegate Selection Procedure. Chapter delegates to meetings of the State Organization shall be selected from among the assigned members of this Chapter by the voting members attending the annual meeting of the Chapter.

4.12 Representation on State Organization Board. The AIACA Delegate Director shall be a representative of the members of this Chapter in the State Organization. At the annual meeting of this Chapter, the voting members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization Bylaws, to represent this Chapter in the State Organization.

4.13 Nominations and Elections. Nominations and elections of Chapter representatives to the State Organization Board of Directors shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.14 Term of Representatives. Each representative shall serve for the term of one (1) year, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the Vice President shall serve in the case of resignation or incapacity of the President.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting during the month of November, for the purpose of nominating and electing the Chapter officers and directors and nominating and electing the representative to the AIA/California Board of Directors to succeed those whose terms are about to expire, for receiving the annual reports of the Board of Directors and Treasurer, and for the transaction of such business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings on a quarterly basis, or more frequently as required.

5.03 Special Meetings. A special meeting of this Chapter for any lawful purpose may be called by the President or the Board of Directors or by the written request of not less than 33 percent of the total number of this Chapter's voting members in good standing. Any such written request shall be addressed to the attention of the President, Vice President, or Secretary of the Chapter, and such officer shall cause notice in

accordance with Section 5.11 of these bylaws to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board of Directors. However, the meeting date shall be at least thirty (30) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.04 Location of Meetings. Meetings of this Chapter shall be held at any place within or outside California designated by the Board of Directors or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A written notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it as least ten (10) days prior to the meeting. The notice of any meeting at which members of the Board of Directors are to be elected shall include the names of all persons who are nominees when notice is given. The notice of the annual meeting or any regular meeting shall state the matters that the Board of Directors, at the time notice is given, intends to present for action by the voting members. 5.12 Quorum at Meetings. At any meeting of this Chapter, ten (10) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The voting members present may adjourn the meeting despite the absence of a quorum

5.13 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 approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.14 Notice of Certain Agenda Items. Approval by the voting members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- 1) Removing a member of the Board of Directors without cause;
- 2) Filling vacancies on the Board of Directors;
- 3) Amending the Articles of Incorporation;
- 4) Electing to dissolve the Chapter;
- 5) Approving a contract or transaction between the Chapter and one (1) or more Board of Directors members, or between the Chapter and any entity in which a Board of Director member has a material financial interest; or
- 6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or Bylaws, when the Chapter is in the process of dissolution.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, is required by these bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

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

5.24 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 Institute Directors; delegates to meetings of the Institute and the State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on 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.

5.25 Written Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the voting members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

ARTICLE 6 THE BOARD

6.0 AUTHORITY OF THE BOARD

6.01 Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the voting members, the business, activities, and affairs of this Chapter shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

6.02 Number of Board Members. The Board of Directors shall be composed of the officers (and directors) 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.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. In addition, at a meeting of the Board of Directors held at least one (1) month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.12 Elections. The nominee for an office or directorship who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. 6.13 Tie Votes. In the event of a tie vote, the list of nominees for each office and each directorship 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.

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

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of one year or until a successor has qualified.

6.22 Vacancies. If a vacancy occurs in the membership of the Board other than on account of the regular expiration of a term of office (including a vacancy occurring by reason of the removal of a member of the

Board of Directors), the Board of Directors shall fill the vacancy for the unexpired term of office by appointment.

6.23 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.

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

6.3 OFFICERS AND DIRECTORS

6.31 Officers. The officers of this Chapter shall be the President, Vice President/President-elect, Secretary and Treasurer.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office, and other duties as assigned.

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees 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.

6.33 The Vice President/President-elect. The Vice President 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.

6.331 Succession. The Vice-President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under 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 as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and 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 and other duties as assigned.

6.341 Reports. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary 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.

6.35 The Treasurer. 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 perform all duties usual and incidental to the office, or other duties as assigned.

6.351 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 and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 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 signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.353 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.

6.36 Directors. The directors of this Chapter shall be the President, Vice-President, Secretary, Treasurer and three members at large, who shall be the AIA/California Delegate Director, Architect Member Director and Associate Director.

6.4 MEETINGS OF THE BOARD

6.41 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.

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

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third (1/3) of the members of the Board of Directors, or at the call of the President. At least four (4) days prior to the date of the special meeting, the Secretary shall issue a written call and notice of the 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.

6.413 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. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.414 Meeting Requirements. Any one (1) or more members of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone or similar equipment that allows all persons participating in the meeting to hear one (1) another at the same time. Participation by such means shall constitute presence in person at such a meeting.

6.415 Voting. Each member of the Board of Directors shall have one (1) vote on each matter presented to the Board of Directors for action. 6.42 Quorum and Vote. A majority of the Board shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, or unless the vote of greater than a majority is required by the Articles of Incorporation or these Bylaws, 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.

6.5 REPORTS OF THE BOARD

6.51 Report to Members. The Board of Directors cause an annual report to be prepared within one hundred twenty (120) days after the end of the Chapter's fiscal year.

That report shall contain the following information in appropriate detail:

- 1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Chapter that they were prepared without audit from the Chapter's books and records;
- 2) A statement of the place where the names and addresses of current voting members are located; and
- 3) Any information required by Section 6.52 of these bylaws.

This Chapter shall annually notify each voting member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a voting member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. If the Board of Directors approves, the Chapter may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

This Section shall not apply if the Chapter receives less than \$10,000 in gross revenues or receipts during the fiscal year.

6.52 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all voting members, or as a separate document if no annual report is issued, the Chapter shall annually prepare and mail, deliver, or send by electronic transmission to its voting members and furnish to its Board of Directors members a statement of any transaction or indemnification of the following kinds within one hundred twenty (120) days after the end of the Chapter's fiscal year:

- 1) Unless approved by voting members under Corporations Code §7233(a), any transaction (a) to which the Chapter, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one (1) of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest): (i) Any Board of Directors members of the Chapter, its parent, or its subsidiary; (ii) Any holder of more than ten (10) percent of the voting power of the Chapter, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Chapter, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.
- 2) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Board of Director member of the Chapter, unless the loan, guaranty, indemnification, or advance has already been approved by the voting members, or the loan or guaranty is not subject to Corporations Code §7235(a).

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

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. Subject to and in compliance with Section 6.611 through 6.613, the Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors.

6.611 Board Committees. The Board of Directors, by resolution adopted by a majority of the members of the Board of Directors then in office, provided that a quorum is present, may create any number of "Board Committees," each consisting of two (2) or more members of the Board, and no one who is not a member of the Board of Directors, to serve at the pleasure of the Board of Directors. Appointments to any Board Committee shall be by a majority vote of [the members of the Board of Directors then in office/the number of Board of Directors members authorized in or pursuant to the Bylaws. Any such Board Committee may be delegated and may act with the authority of the Board of Directors to the extent and with the scope provided by the Board of Directors.

6.612 Advisory Committees. The Board of Directors, by resolution adopted by a majority of a quorum of members of the Board of Directors present at the meeting, may establish one (1) or more “Advisory Committees” to the Board. The members of any Advisory Committee may include both members of the Board of Directors and persons who are not members of the Board of Directors. Appointments to any Advisory Committee shall be by a majority of a quorum of members of the Board of Directors present at the meeting and/or the President with the concurrence of the Board of Directors. Advisory Committees may not exercise the authority of the Board of Directors to make decisions on behalf of this Chapter, but shall be restricted to making recommendations to the Board of Directors or Board Committees, and implementing Board of Directors or Board Committee decisions and policies under the supervision and control of the Board of Directors or Board Committee.

6.613 Limitations. Notwithstanding the foregoing provisions of this Section 6.61, no committee, whether a Board Committee or an Advisory Committee, may:

- 1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the voting members or approval of a majority of all voting members;
- 2) Fill vacancies on the Board of Directors or any Board Committee;
- 3) Fix compensation of members of the Board of Directors for serving on the Board of Directors or any committee;
- 4) Amend or repeal any bylaws or adopt new bylaws;
- 5) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- 6) Create any other Board Committees or appoint the members of Board Committees;
- 7) Expend corporate funds to support a nominee for director or officer if more people have been nominated than can be elected; or
- 8) With respect to any assets held in charitable trust, approve any contract or transaction between this Chapter and one (1) or more of its Board of Directors members or between this Chapter and an entity in which one (1) or more of its Board of Directors members have a material financial interest, subject to the approval provisions of California Corporations Code Section 5233(d)(3).

ARTICLE 7 FINANCES

7.0 FINANCES

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

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board or a specific resolution at a meeting of the Chapter.

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so at a duly called meeting of the members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one (1) year and may set aside a reserve to be funded with a portion of the Chapter's income in one (1) or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. At appropriate intervals but at least every two (2) years, the Board of Directors shall appoint an auditing committee to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

7.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 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.

7.3 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 pecuniary 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.

ARTICLE 8 GENERAL PROVISIONS

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection 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.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in 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.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 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.

8.32 Indemnification. If a director or officer of the Chapter is made a party to any proceeding (as such term is defined in California Corporations Code Section 7237(a)) 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, upon a determination by (i) the Board of Directors by a majority vote of a quorum of its members who are not parties to the proceeding, (ii) approval of the voting members, with the person(s) to be indemnified not being entitled to vote thereon, or (iii) the court in which the proceeding is or was pending, that indemnification of the director or officer is proper under the circumstances because the director or officer has met the applicable standard of conduct set forth in California Corporations Code Section 7237(b) or (c), the Chapter may indemnify such director or officer against expenses (as such term is defined in California Corporations Code Section

7237(a)), judgments, fines, settlements, and other amounts actually and reasonably incurred, in connection with the proceeding.8.33 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.

8.3 Ethics

8.31 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Chapter held in accordance with the provisions of Article 5, by two-thirds (2/3) vote of the voting members present, provided that a quorum is present and provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than thirty (30) days prior to the date of the meeting. Amendments shall become effective on January 1 of the year following adoption.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds (2/3) of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members. Without limiting the generality of the foregoing, it shall require approval by the members of a class of voting membership if the adoption, amendment, or repeal of a bylaw would (a) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (b) materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class; (c) increase or decrease the number of memberships authorized for such class; (d) increase the number of memberships authorized for another class of voting membership; (e) effect an exchange, reclassification, or cancellation of all or part of the memberships of such class; or (f) authorize a new class of voting membership.

9.1 AMENDMENTS BY THE BOARD

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendments to them, may be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws. The Board of Directors shall notify the membership when these Bylaws are amended in this manner.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds (2/3) vote of the members of this Chapter eligible to vote thereon.

9.13 Restrictions on Board of Directors Power to Amend Bylaws. Notwithstanding any other provision of these Bylaws, without the approval of the voting members, the Board of Directors shall not have the power to:

- 1) Adopt a bylaw (a) specifying or changing a fixed number of Board of Directors members; (b) specifying or changing the maximum or minimum number of Board of Directors members; or (c) changing from a fixed number of Board of Directors members to a variable number of Board of Directors members or vice versa;
- 2) Adopt, amend, or repeal any bylaw that would (a) increase or extend the terms of officers or directors; (b) allow any officer or director to hold office by designation or selection rather than by election by the voting members; (c) increase the quorum for meetings of the voting members; (d) repeal, restrict, create, expand, or otherwise change proxy rights; (e) authorize

cumulative voting; or (f) provide that the Board of Directors may fill vacancies occurring in the Board of Directors by reason of the removal of a Board of Directors member; or

- 3) Adopt, amend, or repeal any bylaw if such action would (a) materially and adversely affect the rights of voting members as to voting, dissolution, redemption, or transfer; (b) increase or decrease the number of voting members authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or part of the voting memberships; or (d) authorize a new class of voting membership.

9.2 AMENDING SUPERMAJORITY REQUIREMENTS

9.21 Supermajority Requirements. Any provision of these Bylaws that requires the vote of a larger proportion of the Board of Directors than is otherwise required by law, or that requires the vote of a larger proportion of the voting members than is otherwise required by law, may not be altered, amended, or repealed except by that greater vote.

Approved 12/12/2024