



**A SECTION OF THE NEW JERSEY SOCIETY OF ARCHITECTS;
A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS**

BYLAWS

October 17, 2023

ARTICLE 1 - GENERAL

1.1. GENERAL PROVISIONS

- 1.1.1. **Name.** The name of this organization shall be AIA Central New Jersey, a Section of the New Jersey Society of Architects, and is referred to hereinafter as the Section ("Section"). The New Jersey Society of Architects, more commonly known as AIA New Jersey, which is a Chapter of the American Institute of Architects, is referred to hereinafter as the Chapter ("Chapter"), and The American Institute of Architects is referred to hereinafter as the Institute ("Institute").
- 1.1.2. **Objectives.** The objectives of this Section shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Section. 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 insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. This Section, as part of the global community, champions a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future.
- 1.1.3. **Domain.** The domain of this Section shall be the following Counties of the State of New Jersey: Hunterdon, Mercer, Middlesex, and Somerset Counties.
- 1.1.4. **Organization.** This Section is a non-profit membership corporation incorporated in the State of New Jersey in 1930.
- 1.1.5. **Authority.** This Section shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute. The Institute and this Section 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 Section execute a written agreement to that effect.

- 1.1.6. **Conformity with Institute Policy.** No act of this Section shall directly or indirectly nullify or contravene any act or policy of the Institute. This Section shall cooperate with its state organization and regional organization (if applicable) to further the interests of the membership and, by agreement with these organizations, may represent and act for them within the territory of this Section. In particular, this Section hereby adopts and confirms that it will conform to the Institute's annual written policies on whistleblower protection, conflicts of interest, joint ventures, anti-trust and sexual harassment.

1.2. AFFILIATIONS WITH OTHER ORGANIZATIONS

- 1.2.1. **Purpose of Affiliations.** This Section may affiliate with any local organization of the construction industry operating within the territory of this Section that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Section will be promoted by such affiliation.
- 1.2.2. **Agreements of Affiliation.** Every affiliation must be authorized by (not less than two-thirds vote of) the Board of Trustees and shall be evidenced by a written agreement signed by the Section and the affiliated organization.
- 1.2.2.1. **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 organization, membership, government and operations.
- 1.2.2.2. **Limitations.** No affiliated organization shall have any voice in the affairs of this Section nor shall it bind or obligate this Section to any policy or activity unless the Board of Trustees has voted to be so bound or obligated.
- 1.2.2.3. **Termination.** Any affiliation may be terminated by majority vote of the Board of Trustees upon such notice to the affiliated organization as may be required in the agreement of affiliation.
- 1.2.2.4. **Privileges of Affiliated Organizations.** The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Section, and may speak at the invitation of the presiding officer.

1.3. ENDORSEMENTS

- 1.3.1. Neither this Section, nor the Board of Trustees, nor any Section committee, nor any of the Section's officers, trustees, 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

2.1. GENERAL PROVISIONS

2.1.1. **Categories of Membership.** The membership of this Section shall consist of:

2.1.1.1. The Architect and Associate members of the Institute who have been assigned to the Section, or who have been admitted to unassigned membership in this Section, and

2.1.1.2. The Allied and Affiliate members the Section may admit as provided in Section 2.3.

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.

2.1.2. **Definitions.** In these bylaws, Architect and Associoverate members who have been assigned to this Section by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other sections who have been admitted to membership in this Section pursuant to Section 2.3 of these bylaws. The term "Allied" shall refer to Allied members (as defined in Section 2.4.5), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.4.6) and Honorary Affiliates (as defined in Section 2.4.7). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Section.

2.1.3. **Qualifications.** This Section shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.1.4. **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 Section and not in the territory of another section. 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 Section may lower dues and/or assessments for such members as provided in Article 3.

2.1.5. **Enrollment of Members.** Every member assigned to or admitted by this Section shall be duly notified to that effect by this Section, and shall be enrolled by the Secretary as a member of this Section. New memberships will be announced at the next regular meeting of this Section and in the next issue of the Section's official publication.

- 2.1.6. **Annual Dues and Assessments.** Every member of this Section shall pay the fixed annual dues and assessments of this Section as determined in Article 3.
- 2.1.7. **Resignations.** Any member may resign from this Section by presenting a written resignation to the Secretary. The resignation of an assigned member in good standing 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.
- 2.1.8. **Good Standing Defined.** A member is not in good standing in this Section if and while in default of dues or other obligations to either this Section or the Institute.
- 2.1.9. **Loss or Suspension of Interests, Rights and Privileges.** A member who resigns, or whose membership is suspended or terminated by the Institute, loses all rights in this Section and the Institute, including any right to use the Section's or Institute's name, initials, symbol, 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 Section.

2.2. ASSIGNED MEMBERS

- 2.2.1. **General.** The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.
- 2.2.2. **Enrollment of Members.** Every Member assigned to or admitted by this Section shall be duly notified to that effect by this Section and shall be enrolled by the Secretary as a member of this Section. Applications are handled at the State and/or National level.
- 2.2.3. **Admission Fees Prohibited.** An assigned member shall not pay any admission or initiation fee for membership in this Section.
- 2.2.4. **Termination.** Assigned membership in this Section is terminated by the death of the member, resignation or termination of membership in the Institute, reassignment of the member to another section, or as otherwise provided in the Institute Bylaws or these bylaws.
- 2.2.5. **Emeritus Members.** A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Section. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged unless otherwise provided in the Institute Bylaws.

2.3. UNASSIGNED MEMBERS

- 2.3.1. **Admission.** This Section, without action by the Institute, may admit to unassigned membership any Architect or Associate member assigned to another section who applies for such membership in writing in the manner

prescribed by the Board of Trustees.

- 2.3.2. **Rights and Privileges.** Subject to whatever conditions the Institute Bylaws may provide, an unassigned member shall be subject to all regulations and shall have all rights in this Section of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.3.4 of these bylaws, nor represent this Section as a delegate or otherwise at any meeting of the Institute.
- 2.3.3. **Termination.** Unassigned membership in this Section is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Trustees may terminate unassigned membership for indebtedness to the Section as provided in Section 3.4.2.

2.4. ALLIED AND AFFILIATE MEMBERS

- 2.4.1. **Admission.** Every application for admission to Allied or Affiliate membership in this Section shall be promptly acted upon by the Board of Trustees.
- 2.4.2. **Admission Fees.** Every applicant for an Allied or Affiliate membership, except Honorary Affiliate members, may pay an admission fee in an amount determined by the Board of Trustees as provided in Section 3.02 of these bylaws.
- 2.4.3. **Termination.** Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Trustees may terminate the membership of an Allied or Affiliate member for indebtedness as provided in Section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Section.
- 2.4.4. **Rights and Privileges of Allied and Affiliate Members.** Allied members shall have the rights and privileges specified in the Institute Bylaws, including the use of the phrase “Allied Member of the Central New Jersey Section of the New Jersey Society of Architects” to describe themselves. Allied and Affiliate members in good standing:
- 2.4.4.1. May serve, with the approval of the Board, on any committee of this Section and may serve as a Chairperson on any committee of this Section;
 - 2.4.4.2. Shall not be eligible to serve as an officer or trustee or to chair a committee of this Section; and
 - 2.4.4.3. May not in any way use the name, initials, seal, symbol or insignia of this Section, the Chapter, or of the Institute.
 - 2.4.4.4. Shall not have access to AIA member rosters.
- 2.4.5. **Allied Members.** Individuals not otherwise eligible for membership in the Institute or the Section 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, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Section believes will provide a meaningful contribution by reason of their employment or occupation.

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

2.4.7. **Honorary Affiliates:**

2.4.7.1. **Qualifications.** A person of esteemed character who is otherwise ineligible for membership in the Institute or this Section but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Section, may be admitted as an Honorary Affiliate member of this Section.

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

2.4.7.3. **Rights and Privileges.** In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Section may use the title "Honorary Affiliate of the Central New Jersey Section of the New Jersey Society of Architects Section," and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 - DUES, FEES, AND ASSESSMENTS

3.1. ANNUAL DUES

3.1.1. **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.

3.1.2. **Amount of Annual Dues (and Admission Fees).** The Board of Trustees (by the concurring vote of at least two thirds of its members present and voting may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by the Institute, 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).

- 3.1.3. 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.
- 3.1.4. Dues for Nonresident Members.** Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Trustees pursuant to Section 3.1.2.
- 3.1.5. General Waiver of Annual Dues and Admission Fees.** This Section, by the concurring vote of not less than two-thirds 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.
- 3.1.6. Hardship Dues Reduction.** The Board of Trustees may, in exceptional circumstances and by a vote of two thirds of the members present and voting, 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 Trustees may, in exceptional circumstances and by a vote of two thirds of the members present and voting, 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 proportions across all levels of membership.
- 3.1.7. Exemptions.** Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Section. Emeritus members who wish to receive mailings from the Section shall pay a fee in an amount determined by the Board of Trustees pursuant to Section 3.1.2.

3.2. ASSESSMENTS

- 3.2.1. Authority.** This Section, by the concurring vote of not less than two-thirds 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 of the total number of its assigned members may levy an assessment on its Associate members and/or Allied or Affiliate members (other than Honorary Affiliate members). (The amount of the assessment on a member in any fiscal year shall not exceed 10 percent of the amount of the annual dues required to be paid by such member for that year.)
- 3.2.2. 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 30 days prior to the meeting of this Section at which the proposed assessment is to be voted on.

3.3. DEFAULT OF ANNUAL DUES AND ASSESSMENTS

- 3.3.1. 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.

- 3.3.2. **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.

3.4. TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

- 3.4.1. **Assigned Members.** If an assigned member is in default to the Institute or this Section for nonpayment of dues and assessments, such membership shall be subject to termination.
- 3.4.2. **Unassigned Members and Allied or Affiliates.** If an unassigned member or Allied or Affiliate member is in default to this Section 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 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 - SECTION RELATIONSHIP TO OTHER ORGANIZATIONS

4.1. DELEGATES

- 4.1.1. **Delegates to Chapter, Institute, and Other Meetings.** This Section shall select delegates to represent the Assigned Membership at meetings of the Chapter and Other Meetings from among the Assigned Members of this Section. Member delegates shall be appointed from the Assigned Members of this Section by the Section President, except that no more than one-third of the Section's delegation shall be Associate Members.

ARTICLE 5 - SECTION MEETINGS

5.1. REGULAR, ANNUAL AND SPECIAL MEETINGS

- 5.1.1. **Annual Meeting.** This Section shall hold an annual meeting during the month of October at such time and place as the Board of Trustees may provide for the purpose of nominating and electing the officers and trustees (and representatives to the State and Regional Organizations,) to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Trustees and the Treasurer; and for the transaction of such other business as may be appropriate.
- 5.1.2. **Regular Meetings.** This Section shall hold regular meetings
- 5.1.3. **Special Meetings.** A special meeting of this Section may be called by the President or the Board of Trustees, and shall be called by the President at the written request of not less than five per cent of the total number of this Section's

members in good standing. 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.

5.2. NOTICE, QUORUM, MINUTES FOR SECTION MEETINGS

- 5.2.1. **Notice of Section Meetings.** A notice of each meeting of this Section, 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 days before the date fixed for the meeting. Notice is sufficient if published electronically or otherwise published to the members in time for them to receive it at least ten days prior to the meeting.
- 5.2.2. **Quorum at Meetings.** At any meeting of this Section, ten percent of the membership in attendance who are entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.
- 5.2.3. **Minutes of Meetings.** Written minutes of every meeting of this Section, 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 Section and thereafter filed in the Section's records.

5.3. DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

- 5.3.1. **Majority Vote.** Every decision at a Section meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.
- 5.3.2. **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.
- 5.3.3. **Proxies.** Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Section.
- 5.3.4. **Limitations on Voting Eligibility.** Only assigned members in good standing may vote on the following matters:
- 5.3.4.1. Matters so designated elsewhere in these bylaws;
 - 5.3.4.2. Elections of Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives to the State Organization;
 - 5.3.4.3. Instructions to delegates;
 - 5.3.4.4. Any matters relating to membership;
 - 5.3.4.5. Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
 - 5.3.4.6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

- 5.3.5. **Mail Ballot.** Any vote that may be taken at a meeting of this Section may be taken by direct mail or electronic ballot of the members of this Section, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Section.

ARTICLE 6 - THE BOARD OF TRUSTEES

6.1. AUTHORITY OF BOARD OF TRUSTEES

- 6.1.1. **Powers.** The business of this Section shall be managed by the Board of Trustees, which shall be composed of the officers and trustees of this Section and shall exercise all authority, rights and powers granted to it by the laws of the State of New Jersey, by the articles of incorporation, and by these bylaws.
- 6.1.1.1. **Custodianship.** The Board of Trustees shall be and act as the custodian of the properties and interests of this Section except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefor, the Board of Trustees shall do all things required and permitted by these bylaws to forward the objects of this Section.
- 6.1.2. **Delegation of Authority.** Neither the Board of Trustees nor any officer or trustee of this Section 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.
- 6.1.3. **Freedom from Commitments.** No committee, commission, officer, trustee, member, employee or agent of this Section shall initiate or carry on any activity that may commit the Section to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Trustees.
- 6.1.4. **Remote Participation and Voting.** The Board of Trustees may allow, in its sole discretion, participation and voting at meetings telephonically or via video conferencing.

6.2. ELECTION OF OFFICERS (AND TRUSTEES)

- 6.2.1. **Nominations.** Nominations for each office of this Section about to become vacant shall be made at the annual meeting from the floor. In addition, at a meeting of the Board of Trustees held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates to be nominated for offices.
- 6.2.2. **Elections.** The nominee for any office who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office (or trusteeship), 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 shall be

placed by the Secretary on ballots for voting by secret ballot.

- 6.2.3. **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.
- 6.2.4. **Tie Votes.** In the event of a tie vote, the list of nominees for each office 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.
- 6.2.5. **Results.** The President shall announce to the meeting the results of all balloting, and shall declare all elections.

6.3. TERMS OF OFFICE OF OFFICERS (AND TRUSTEES)

- 6.3.1. **Term.** Beginning with the expiration of the term of each current officer, each newly elected or appointed officer shall serve a term of one year or until a successor has qualified. In no event shall any officer, except the Treasurer, serve more than two consecutive terms in any one office.)
- 6.3.2. **Vacancies.** If a vacancy occurs in any office or the membership of the Board of Trustees other than on account of the regular expiration of a term of office, the Succession provision of these By-Laws shall apply. The full Board of Trustees, in the first instance, or any remaining Trustee, shall fill the vacancy for the unexpired term of any other office.
- 6.3.3. **Resignation.** Any Officer or Trustee 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.
- 6.3.4. **Removal of Officer or Trustee.** Any or all of the officers and trustees may be removed for or without cause by vote of the members, or for cause by vote of the Board of Trustees when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.4. OFFICERS

- 6.4.1. **Officers.** The officers of this Section shall be the President, President-Elect, Secretary and Treasurer.
- 6.4.2. **The President.** The President shall exercise general supervision over the affairs of this Section, except those matters placed by these bylaws or by the Board of Trustees under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Section and of the Board of Trustees; appoint, with the concurrence of the Board of Trustees, all committees; sign all contracts and agreements to which this Section is a party; have charge of and exercise general supervision over the offices and employees of this Section; and shall perform all other duties usual and incidental to the office.

- 6.4.2.1. **Authority.** The President shall act as spokesperson of this Section and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Trustees. The President shall not obligate or commit this Section unless the obligation or commitment has been specifically authorized by the Board of Trustees.
- 6.4.3. **The President-Elect.** The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Trustees or the President.
- 6.4.3.1. **Succession.** The President-Elect shall succeed to the office of President upon expiration of the term of office of the President.
- 6.4.4. **The Secretary.** The Secretary shall act as the recording and corresponding secretary of the Section and the Board of Trustees, 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 Section, except property that is placed under the charge of the Treasurer; issue all notices of this Section; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Section, 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 Trustees and this Section; in collaboration with the President, have charge of all matters pertaining to the meetings of this Section; and shall perform all other duties usual and incidental to the office.
- 6.4.5. **Reports.** The Secretary shall furnish the Institute, 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 trustees) of this Section and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.
- 6.4.6. **Delegation of Authority.** The Secretary may delegate to an assistant secretary or other assistant employed by this Section the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Section, 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.
- 6.4.7. **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 Section; prepare the budgets, collect amounts due this Section, 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.

- 6.4.7.1. Reports.** The Treasurer shall make a written report to each annual meeting of this Section and a written report to each regular meeting of the Board of Trustees. Each of said reports shall set forth the financial condition of this Section, 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 Section.
- 6.4.7.2. Delegation of Authority.** The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Section 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 Section the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Section, or the signing of any document requiring the signature of the Treasurer.
- 6.4.7.3. Liability.** The Treasurer shall not be personally liable for any loss of money or funds of this Section or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith and with reasonable care in conducting the usual business of the office.
- 6.4.8. Officer Pro Tem.** If any officer is absent or unable to act, the Board of Trustees may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.5. MEETINGS OF THE BOARD OF TRUSTEES

- 6.5.1. Meetings Required.** Except as otherwise provided in these bylaws, the Board of Trustees must actually meet in a regular or special meeting in order to transact business.
- 6.5.1.1. Regular Meetings.** The Board of Trustees may hold regular meetings without notice at a time and place determined by it.
- 6.5.1.2. Special Meetings.** A special meeting of the Board of Trustees shall be held if requested in writing by one-third of the members of the Board of Trustees, 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.
- 6.5.1.3. 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 documented consent of every member of the Board of Trustees. Any irregularity in or failure of notice of a meeting of the Board of Trustees shall not invalidate the meeting or any action taken.

6.5.1.4. **Meeting Requirements.** Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

6.5.1.5. **Executive Committee.** Meetings. At the Board's discretion, an Executive Committee consisting of the Board Officers may be established. The membership of the executive committee shall include the Board Officers and any other members of the Board that the Board deems appropriate. The primary function of the Executive Committee is to:

- 6.5.1.5.1. Focus the Board's work.
- 6.5.1.5.2. Set goals and development agenda.
- 6.5.1.5.3. Coordinate the work of the full Board.
- 6.5.1.5.4. Review and evaluate the Component Director's work and performance.

The Executive Committee shall meet at the officers' discretion. Discussions and recommendations made by the Executive Committee will be reported back to the Board for voting and or other further action that may be required.

6.5.2. **Quorum and Vote.** A simple majority of members of the Board of Trustees present for a properly noticed meeting shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later time or date. The vote of a member of the Executive Committee shall be entered on the minutes at their request. In the event of a tie the President shall cast the deciding vote.

6.5.3. **Minutes.** The Secretary shall keep written minutes of each meeting of the Board of Trustees, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Trustees for approval at the next meeting and thereafter signed by the Secretary and filed with the Section's records.

6.6. REPORTS OF THE BOARD OF TRUSTEES

6.6.1. **Report to Members.** The Board of Trustees shall render a full report in writing to each annual meeting of this Section of the condition, interests, activities and accomplishments of this Section, making such recommendations with respect thereto as it deems proper. The Board of Trustees shall provide that full report by any means reasonably calculated to reach the Members.

6.6.2. **Report to Institute.** The Board of Trustees 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.

6.7. COMMITTEES AND COMMISSIONS

6.7.1. **Formation and Composition.** The Board of Trustees may form committees and commissions to carry out the work of the Section. The charge and duration of each committee or commission shall be determined by the Board of Trustees. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Trustees.

ARTICLE 7 - FINANCES

7.1. FINANCES

7.1.1. **Budgets and Appropriations.** Prior to the beginning of every fiscal year, the Board of Trustees (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Section for the immediately succeeding year.

7.1.2. Expenditure Limitations.

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

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

7.1.3. **Fiscal Year.** The fiscal year of this Section shall be from January 1, until December 31.

7.2. REAL AND PERSONAL PROPERTY

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

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

7.3. DIVIDENDS PROHIBITED

- 7.3.1. 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 Section.

7.4. INSTITUTE PROPERTY INTERESTS

- 7.4.1. This Section 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 Section, and the Institute shall not be liable for any debt or other obligation of this Section.

ARTICLE 8 - GENERAL PROVISIONS

- 8.1. SECTION DIRECTOR.** The Director shall be employed by the Section and report to the Executive Committee of the Board. The Director shall be responsible for the administration of the affairs of the Section and such other duties as the Executive Committee of the Board may assign. Specifically, the Director shall:

- 8.1.1. Be responsible for preparing and distributing meeting and event notices via e-mail;
- 8.1.2. Coordinating site logistics and assisting in the administration of all Section Events and Meetings;
- 8.1.3. Attend all meetings of the Executive Committee and the Board of Trustees as a member ex officio without vote; and
- 8.1.4. Any other activities as directed by the President and Executive Committee, and/or the Signed Contract.

8.2. RECORDS OPEN TO MEMBERS

- 8.2.1. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Section, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at such time and place as may be fixed by the Board of Trustees, by any member of this Section in good standing.

8.3. PARLIAMENTARY AUTHORITY

- 8.3.1. 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 Section and shall govern this Section, the Board of Trustees, and the Section 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 Section or by the Board of Trustees.

8.4. LIABILITY, INDEMNIFICATION AND INSURANCE

8.4.1. Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, trustees and employees of this Section shall not be personally liable for its debts, obligations or liabilities.

8.4.2. Indemnification. If a trustee or officer of the Section is made a party to any civil or criminal action or proceeding arising from the performance by the trustee or officer of his or her duties on behalf of the Section, then, to the full extent permitted by law, the Board of Trustees by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such trustee 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.

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

8.5. ETHICS

8.5.1. Ethics Charges. This Section 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

9.1. AMENDMENTS AT MEETINGS OF THIS SECTION

9.1.1. Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Section by two-thirds vote of the members present, 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 30 days prior to the date of the meeting.

9.1.2. Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Section who are present at the meeting to amend a bylaw relating to such assigned members.

9.2. AMENDMENTS BY THE BOARD OF TRUSTEES

9.2.1. Conformity with Institute Bylaws. The Board of Trustees, without action by a meeting of this Section, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to

them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws.

- 9.2.2. **Delegation of Authority.** The Board of Trustees 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 vote of the members of this Section eligible to vote thereon.