

## **BY LAWS**

### **THE AMERICAN INSTITUTE OF ARCHITECTS**

#### **NEW ENGLAND**

#### **AIA/NE**

*(Adopted as Amended 21 August 2014)*

- ARTICLE 1

ORGANIZATION, COMPOSITION, AND GENERAL POWERS

#### **1.1 NAME**

**1.1.1** The name of the Organization is the American Institute of Architects New England (AIA/NE).

**1.1.2** In these Bylaws, this Organization is referred to as “AIA/NE”, the governing body as the “Board of Directors” or “Board”; The American Institute of Architects as the “Institute”; and the Board of Directors of the Institute as the “Institute Board”.

## **1.2 GOALS**

**1.2.1** The Goals of AIA/NE are: to promote communication among its Components; to promote Regional interests to the Institute through the Regional Directors; and to promote leadership within the profession and our society.

## **1.3 POWERS**

**1.3.1** No act of AIA/NE shall directly or indirectly nullify or contravene any act or policy of the Institute.

**1.3.2** AIA/NE may levy and collect annual dues from its Component members.

## **1.4 ORGANIZATION**

**1.4.1** AIA/NE is a nonprofit, self-governing, incorporated membership association.

- ARTICLE 2  
MEMBERSHIP

## **2.1 GENERAL**

**2.1.1** All Components of the Institute in the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont are members of AIA/NE. A Component shall be defined as a local or state chapter or council of the Institute duly constituted in accordance with the requirements of the Institute.

**2.1.2** Annual Dues: Every Component member of AIA/NE shall pay the fixed annual dues of AIA/NE as determined by the Board.

## **2.2 REPRESENTATION**

**2.2.1** Each Component shall be represented in AIA/NE by its elected President or designee. Each Component shall have one (1) vote in all AIA/NE business.

- ARTICLE 3

BOARD OF DIRECTORS

**3.1 MEMBERSHIP**

**3.1.1** The Board shall be composed of voting and non-voting members:

**3.1.1.1** Members With Vote: the President of each Component (or designated representative), the officers of AIA/NE, the Regional Directors, the Regional Associate Director, and the Young Architects Regional Director.

**3.1.1.2** Ex-officio Members Without Vote: The Executive Director and Executive of each Component.

**3.1.2** Vacancies:

**3.1.2.1** Officers, Regional Directors, and Executive Director: If a vacancy occurs in the membership of the Board, other than on account of the regular expiration of a term of office, the Board shall appoint a replacement for the unexpired term.

**3.1.2.2** Other Board Members: If a vacancy occurs in the membership of the Board, other than on account of the regular expiration of a term of office and other than the vacancy or vacancies described in subsection 3.1.2.1 above, the appointing body shall fill the vacancy for the unexpired term.

## **3.2 AUTHORITY**

**3.2.1 Powers:** The management, direction, control, and administration of the property, affairs, and business of AIA/NE shall be vested in the Board, which shall exercise all authority, rights, and powers granted to it by law, by the Institute, and by these Bylaws.

**3.2.2 Custodianship:** The Board shall be and act as the custodian of the properties and interests of AIA/NE. Within the appropriations made therefore, the Board shall do all things required and permitted by these Bylaws to forward the Goals of AIA/NE.

**3.2.3 Delegation of Authority:** The Board shall not delegate any of the authority, rights, or power conferred by law or these Bylaws except as provided in subsection 3.3.1 below.

## **3.3 EXECUTIVE DIRECTOR**

**3.3.1** The Board may employ an Executive Director and establish his/her compensation. It may designate the Executive Director an assistant secretary/treasurer and the Executive Director shall assume such responsibilities and duties of those and other offices as may be delegated under these Bylaws. The Executive Director shall be directly responsible to the Board, shall act for the secretary/treasurer and attend all meetings of the Board except when the position is under discussion.

- ARTICLE 4  
OFFICERS

#### **4.1 OFFICERS**

**4.1.1** The officers of AIA/NE shall include a President, Vice President/President-Elect, a Secretary/Treasurer, and the immediate Past President. The term of office of each officer shall be one (1) year.

**4.1.2** The officers described in subsection 4.1.1 above shall constitute the Executive Committee, which may be authorized to act on behalf of the Board as the Board itself determines appropriate.

#### **4.2 PRESIDENT**

**4.2.1** The President shall be responsible for all contracts and agreements to which AIA/NE is a party, have charge of and exercise general supervision over the offices and employees of AIA/NE, and shall perform all other duties usual and incidental to the office.

**4.2.2** The President shall act as spokesperson for AIA/NE and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board. The President shall not obligate or commit AIA/NE unless the obligation or commitment has been specifically authorized by the Board.

### **4.3 VICE-PRESIDENT/PRESIDENT ELECT**

**4.3.1** The Vice-President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board to the President. The Vice-President/President Elect shall automatically assume the presidency in his/her second year after joining the Board as Vice-President/President Elect.

### **4.4 SECRETARY/TREASURER**

**4.4.1** The Secretary/Treasurer shall act as the recording and corresponding Secretary and as Secretary of the meetings of AIA/NE and of the Board; have custody of and shall safeguard and keep in good order all property of AIA/NE; issue all Notices of AIA/NE; keep its membership roll; sign all instruments and matters that require the attestation or approval of AIA/NE, except as otherwise provided in these Bylaws; prepare the reports of the Board and AIA/NE; in collaboration with the President, have charge of all matters pertaining to the meetings of AIA/NE and shall perform all other duties usual and incidental to the office of Secretary.

**4.4.2** The Secretary/Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of AIA/NE; prepare the budgets, collect amounts due AIA/NE, and give receipts for and have the custody of its funds and monies and make all disbursement of funds; have custody of its securities and

of its instruments and papers involving finances and financial commitments; conduct the correspondence related to the office; and shall perform all duties usual and incidental to the office of Treasurer.

**4.4.3 Reports:** The Secretary/Treasurer shall make a written report to each annual meeting of AIA/NE and at each regular meeting of the Board. Each report shall set forth the financial condition of AIA/NE and its income and expenditures for the period of the report and recommendations on matters relating to the finances and general welfare of AIA/NE.

**4.4.4 Delegation of Authority:** The Secretary/Treasurer may delegate to the Executive Director the actual performance of any or all duties as Secretary/Treasurer, but shall not designate responsibility for the property of AIA/NE, or the making of any attestation or certification required to be given by the Secretary, or the signing of an order, statement, agreement, or the signing of any document requiring the signature of the Secretary/Treasurer.

**4.4.5 Liability:** The Secretary/Treasurer shall not be personally liable for any loss of money of funds of AIA/NE 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.

- ARTICLE 5  
ELECTIONS

## **5.1 ELECTIONS**

**5.1.1** Nominations: Nominations for President, Vice-President/ President-Elect, Secretary/Treasurer, and Regional Directors of the Institute shall be made by the Nominating Committee prior to the Annual Meeting. Notice thereof shall be included with the Notice of the Annual Meeting which shall be mailed to each Component not fewer than thirty (30) days prior to the date of the meeting. Additional nominations may be made by a Component at the Annual Meeting from the floor provided that such nominations are seconded by two (2) other Components and that the Nominee has indicated a willingness to serve.

**5.1.2** Intent: It is the intent of AIA/NE to nominate the most qualified candidates who are members of AIA/NE in good standing to serve in the following positions:

**5.1.2.1** Regional Directors:

**5.1.2.1.1** Terms shall be as determined by the Institute.

**5.1.2.1.2** A Regional Director shall be elected one year before a current Regional Director's term ends and shall serve in an "elect" capacity until taking office.

**5.1.2.1.3** One of the Regional Directors shall be a BSA or AIA/CT member and the other director shall be a member of one of the other Components. The intent of this guideline is to assure equal representation at the Regional Director level between the two larger

Components (BSA & AIA/CT) and the other, less populous Components so that the entire region will be represented.

**5.1.2.1.4** The Regional Directors shall be Members of AIA in accordance with Institute By Laws.

**5.1.2.2** Officers of AIA/NE:

**5.1.2.2.1** Officers terms shall be one (1) calendar year each, commencing the first January 1, following their election.

**5.1.2.2.2** Each officer shall be a member of any of the AIA/NE Components.

**5.1.2.2.3** The Secretary/Treasurer shall be elected from the Component Presidents or their designated representatives. It is expected that the person taking the position of Secretary/Treasurer shall move up through each office. In the event that progression is not possible, the nominating committee will make a different nomination for the vacant position.

**5.1.2.2.4** Candidates are required to be AIA or Assoc. AIA members. Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on the AIANE Board.

**5.1.3** Voting at Annual Meeting:

**5.1.3.1** Vote for officers of AIA/NE and Regional Directors shall be by attending members in good standing from AIA/NE Components.

**5.1.3.2** If there is only one nominee for any elective office, the President may cast a ballot for the full number of votes of those attending the meeting for the said nominee and shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee shall be placed on ballots for voting at the meeting.

**5.1.3.3** Elections: The nominee for any elective office receiving a majority of the ballots cast shall be elected.

**5.1.3.4** Tie Votes: In the event of a tie vote, the list of nominees for each elective 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. In the event of a further tie vote, the remaining nominees shall have their names drawn by lot.

**5.1.3.5** Results: The President shall announce at the meeting the results of all balloting and shall declare all elections.

- **ARTICLE 6**  
**MEETINGS**

## **6.1 ANNUAL MEETINGS**

**6.1.1** AIA/NE shall hold an Annual Meeting in each year for the purpose of nominating and electing a President, Vice-President/President-Elect, Secretary/Treasurer and the Regional Directors of the Institute to succeed those whose terms are about to expire and for the transaction of such other business as may be appropriate.

**6.1.2** The location of the Annual Meeting will rotate among the Component members and each year the host Component shall administer the Annual Meeting, shall assume responsibility for the collection of all revenues and payment of all expenses related to the Annual Meeting, and shall pay AIA New England a host's fee as determined by the Board in its annual budget.

## **6.2 OTHER MEETINGS**

**6.2.1** Other meetings will be held prior to the scheduled Institute Board meetings, or at the call of the President, or by a two-thirds (2/3) vote of the Board.

**6.2.2** All meetings are open to all Institute members in New England; to New England representatives of special-interest and special-constituency Institute groups, and to all others the Board chooses to engage in the advocacy and furtherance of the interests of AIA New England.

## **6.3 NOTICE; QUORUM; MINUTES**

**6.3.1** Notices of Meetings: A notice of each meeting, stating the time and place thereof, shall be served by the Secretary or Executive Director on every Component at least seven (7) calendar days before the date fixed for the meeting, unless a longer notice is required herein or by law, and the time of serving shall be deemed to be the date on which the notice is mailed.

**6.3.2** Quorum for Board Meetings: A quorum shall be necessary for the transaction of any business at a Board meeting. Unless otherwise required by law, a quorum shall be a simple majority of the AIA/NE Components.

**6.3.3** Minutes: Written minutes of every meeting, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary or Executive Director. The minutes shall be approved at the following meeting of AIA/NE.

#### **6.4 DECISIONS AT MEETINGS**

**6.4.1** Majority vote: Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required herein.

**6.4.2** Proxies: Unless otherwise required by law, there shall be no voting by proxy at a meeting.

- **ARTICLE 7**  
**COMMITTEES**

#### **7.1 GENERAL**

**7.1.1** Composition: The committees, their membership, terms of office, and duties shall be as determined by the Board or as prescribed herein.

#### **7.1.2 Executive Committee**

**7.1.2.1 Membership:** The Executive Committee shall consist of the officers of AIA/NE: President, Vice President/President-Elect, Secretary/Treasurer, and the immediate Past President.

**7.1.2.2 Authority:** The Executive Committee may be authorized to act on behalf of the board, as the Board itself determines appropriate.

### **7.1.3 Nominating Committee**

**7.1.3.1 Membership:** The Nominating Committee shall consist of the two Regional Directors and the President, who shall chair the Committee.

### **7.1.4 Special Committees**

**7.1.4.1** The Board may create special committees for specific purposes and shall determine their membership, terms of office, and duties. The members and chair of special committees shall be selected by and serve at the pleasure of the Board.

**7.1.5 Reports:** Every committee shall make an annual report to the Board and at such other times as the Board directs.

- **ARTICLE 8**

- **DUES AND FINANCES**

## **8.1 ANNUAL DUES AND FINANCES**

**8.1.1** Amount: The Board may fix, prior to the Annual Meeting, the annual dues to be paid by each Component for the immediately succeeding fiscal year. The basis of the dues shall be an amount per Institute member to be estimated at each Annual Meeting and established as the actual number of Institute members per Component at the time of final annual payment. Dues shall be paid annually on the first day of the fiscal year or quarterly on the first day of each Calendar quarter.

**8.1.2** Budgets: Prior to the start of each fiscal year, the Board by two-thirds (2/3) affirmative vote of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of AIA/NE for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget and authorize the Secretary/Treasurer to pay the authorized expenditures when due.

**8.1.3** Fiscal Year: The fiscal year of AIA/NE shall be January 1 through December 31 of any calendar year.

- **ARTICLE 9**

- **GENERAL PROVISIONS**

**9.1 EXECUTIVE OFFICE**

**9.1.1** The Executive Offices of AIA/NE shall be located as determined by the Board.

**9.2 RECORDS OPEN TO MEMBERS**

**9.2.1** The correspondence and minutes, books of account and the Secretary/Treasurer's records of AIA/NE, except confidential matters relating to membership and employment,

shall be open to inspection by any member of any Component at the Executive Offices of AIA/NE during the business hours fixed by the Board.

### **9.3 PARLIAMENTARY AUTHORITY**

**9.3.1** The rules contained in Roberts Rules of Order Newly Revised issue shall supplement the rules and regulations adopted by AIA/NE and shall govern the Board, and AIA/NE Committees in all cases in which the said Rules of Order are applicable and are not inconsistent or in conflict with law, these bylaws, or the rules and regulations adopted by AIA/NE or the Institute.

### **9.4 COUNSEL**

**9.4.1** The Board at its sole discretion may obtain the written opinion of counsel on all procedures concerning all agreements and concerning any amendments to these Bylaws.

### **9.5 LIABILITY, INDEMNIFICATION, AND INSURANCE**

**9.5.1** Liability: In the absence of misconduct, fraud, or bad faith, the present and former officers, directors, and employees of AIA/NE shall not be personally liable for its debts, obligations, or liabilities.

**9.5.2** Indemnifications: To the greatest extent authorized or permitted by law, AIA/NE shall defend, indemnify, and hold harmless any person from and against any and all

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

**9.5.3 Insurance:** The Board may authorize the purchase and maintenance by AIA/NE of such insurance on behalf of the present and former officers, directors, employees, and persons acting in any other capacity at the request of AIA/NE as may protect them against any liability asserted against them in such capacity whether or not AIA/NE would have the power to indemnify such persons under applicable law.

## **9.6 PUBLICATIONS**

**9.6.1** The Board may prepare, edit, publish, print, sell, or otherwise distribute any printed or electronic document, book, data, information, or other literature concerning any matter that will tend to promote the objects of AIA/NE. The publication of official AIA/NE notices in any official bulletin of communication with the members shall satisfy the requirements of these bylaws regarding publication, provided that the official bulletin of communication be mailed on a date which meets the requirements specified in these bylaws.

## **9.7 REIMBURSEMENT**

**9.7.1** The Board may reimburse the officers and directors or any designated member or employee of AIA/NE for expenses incurred in carrying out their assigned duties. Normal reimbursable expenses shall include, but not be limited to, long-distance telephone calls, postage, reproduction, secretarial services at direct payroll costs, and automobile mileage at a predetermined rate per mile. All reimbursable expenses must be supported by invoices and/or receipts and be approved by the Secretary/Treasurer for payment; the Treasurer's own reimbursement claims shall be approved by the President.

## **9.8 DISSOLUTION**

**9.8.1** In the event of dissolution of AIA/NE all remaining assets after payment of all due debts, shall be paid to the successor organization, if any, or in the absence thereof, to the regional chapters on a prorated by membership basis or to the Institute or another duly authorized charitable organization as deemed appropriate by the Board. All records of AIA/NE shall be forwarded to the successor organization, if any, or in the absence thereof, to the Institute.

- **ARTICLE 10**  
**AMENDMENTS**

## **10.1 AMENDMENTS AT MEETINGS OF AIA/NE**

**10.1.1** Notice: These bylaws may be amended at any meeting of AIA/NE provided that a

notice stating the purpose of each proposed amendment is sent to every Component not fewer than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered. No amendment shall be considered for voting that would directly or indirectly nullify or contravene any act or policy of the Institute.

**10.1.2** Voting: Passage shall require a two-thirds (2/3) affirmative vote of the member Components.

## **10.2 AMENDMENTS BY THE BOARD OF DIRECTORS**

**10.2.1** Conformity with the Institute Bylaws. The Board without action by a meeting of AIA/NE, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and the amendments to them, shall be forwarded, at the request of the Secretary of the Institute, for review for conformity with Institute Bylaws.