

BYLAWS

2009

THE AMERICAN INSTITUTE OF ARCHITECTS, COLORADO NORTH

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ARTICLE 1 – ORGANIZATION

Section 1. Governing Authority.

The Colorado North Chapter of the American Institute of Architects, composed of membership as defined in Article Two of these bylaws, ~~shall be~~ governed and operated in accordance with the laws of the State of Colorado, the state ~~Component bylaws~~, the applicable bylaws of the American Institute of Architects, these bylaws, and the instructions of the Chapter Board of Directors. ~~This Chapter 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 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.~~

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Section 2. Powers.

The Chapter shall have all of the powers and authority which may be conferred upon non-profit corporations under provisions of the laws of the state of Colorado, and may engage in any legal activity which is incidental to its objectives, ~~provided, however, that no act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.~~

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Section 3. Endorsements.

Neither ~~the~~ Chapter, nor anyone representing the Chapter, shall directly or indirectly make endorsements or recommendations of any enterprise operated for profit, or a political party or candidate, or of a commercial material, object, device or process.

Section 4. Chapter Sections.

The Chapter may establish chapter sections located within the territory of the Chapter. Approval of chapter sections shall require approval of 65% of then current eligible voting chapter members. Chapter sections shall adopt ~~bylaws that are consistent~~ with ~~the~~ bylaws of the Chapter ~~and the Institute~~. All sections bylaw amendments shall be submitted to the Chapter Board for action.

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Section 5. Definitions.

In these bylaws, the Colorado North Chapter is referred to as the “Chapter”, the governing board of the Chapter as the “Board”, the state organization as ~~“AIA Colorado”~~ or the ~~“State Organization”~~, the regional organization as the “Western Mountain Regional Council of the American Institute of Architects” or the “Regional Council”, the American Institute of Architects as the “Institute”, and the Board of Directors of the Institute as the “Institute Board”.

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Section 6. Territory.

The territory within which this Chapter shall represent and act for The Institute is that described in its charter or otherwise prescribed by The Institute, (territory includes ~~es~~ Larimer, Logan, Weld, Morgan, Sedgwick, Phillips, Yuma, Washington and Boulder counties) and not within the territory of any other Chapter of ~~The~~ Institute.

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Section 7. Objectives.

The objectives of this Chapter shall be to promote and forward the objectives of the Institute within the assigned territory of this Chapter.

## ARTICLE 2 – MEMBERSHIP

### Section 1. Categories.

The Chapter's membership shall consist of Architect Members and Associate Members who have been assigned to the Chapter by the Institute or who have been admitted to unassigned membership in this Chapter and Allied, Student Affiliate, and Honorary Members, whom the Chapter may admit. Applicant's legal place of residence or place of business shall be within the chapter territory, except for unassigned Architect Members and Associate Members, and those specifically admitted under exceptions in the bylaws of the Institute. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

### Section 2. 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.

### Section 3. Annual Dues and Assessments.

Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 9.

### Section 4. 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.

### Section 5. Assigned Members.

- a. Qualifications and admission requirements of assigned Architect Members and Associate Members are those stated in Institute bylaws.
- b. Membership rights and privileges of assigned Architect Members and Associate Members are those stated in Institute bylaws.
- c. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under Institute Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.
- d. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- e. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.

### Section 6. Unassigned Members.

- a. Architect Members and Associate Members who are assigned to other AIA Chapters may be admitted to unassigned membership in this Chapter as provided in the Institute bylaws.
- b. Unassigned Members may not hold office in this Chapter, may not serve as Chapter delegates or represent this Chapter at any meeting of the Institute, and

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<#>Membership rights and privileges are those stated in Institute bylaws.¶  
<#>Termination, transfer, and readmissions provisions are those stated in Institute bylaws.¶

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<#>Membership rights and privileges are those stated in Institute bylaws.¶  
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¶  
Section 4. Unassigned Members. ¶  
<#>Institute Members and Associate Members who are assigned in other AIA Chapters may be admitted to unassigned membership in this Chapter as provided in the Institute bylaws.¶  
Unassigned Members and Associate Members may not hold office in this Chapter, may not serve as Chapter delegates, and may not vote in this Chapter on matters relating to Institute business or which affect Institute affairs

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**Deleted:** <#>Professional affiliates are non-architects, registered to practice their professions where such requirements exist with established professional criteria and other professionals whose work is related to the practice of architecture.¶  
<#>Professional affiliates may serve on chapter committees. They may not hold chapter office, print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of any chapter or of The Institute.¶  
<#>Professional Affiliates shall be admitted to the Chapter under policy made by the Board of Directors and shall be approved for membership by a unanimous vote of the Board.¶  
<#>Professional affiliates must be sponsored by two Members affiliated with separate firms.¶  
<#>Professional affiliates may use "Professional Affiliate member of the Colorado North Chapter of the AIA" as the manner to identify their membership.¶

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may not vote in this Chapter on those matters described in Section 6 of Article 5 of these bylaws.

Section 7. Allied Members.

7.01 Professional Allied Members. Individuals not otherwise eligible for membership in the Institute or the Component may become Professional Affiliate (PA) 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 related to the field of architecture. Professional Affiliate members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields related to architecture who the Component believes will provide a meaningful contribution by reason of their employment or occupation.

7.02 Rights and Privileges of Allied Members.

Allied Members in good standing:

- 1) May serve as a member of any committee of this Component.
- 2) May not serve as chair of any committee unless that committee is specifically formed for the purpose of serving the needs of that specific membership group.
- 3) Professional Allied (PA) members may serve on the Board of Directors in the positions of Public Director or Professional Allied Director, as appointed per Section 4, paragraph 1.
- 4) Otherwise may not vote in AIA Colorado elections or on AIA Colorado business.
- 5) May not in any way use the name, initials, seal, symbol or insignia of this Component or of the Institute, but may use the initials set forth in paragraph 7.01.

Section 8. Student Affiliate Members

- a. Student Affiliate Members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.
- b. Student Affiliate (SA) members may serve on the Board of Directors in the position of Student Affiliate Director, as described in Section 4, paragraph 1.
- c. Student Affiliate members shall use the phrase “Student Affiliate Member of the Colorado North Chapter of the AIA” as the manner to identify their membership, may serve on Chapter committees that do not perform any duty of the Board, may speak at Chapter meetings, but may not make motions, vote, hold office, serve as a Director (except the Student Affiliate Director as prescribed in Section 8, paragraph b and Section 4, chair a committee of this Chapter unless the committee is formed to serve the specific needs of this specific membership group, nor use the name, title, initials, seal, symbol or insignia of the Chapter or the Institute

Section 9. Non-Resident Status.

Architect Members, Associate Members, Allied Members and Student Affiliates may apply for non-resident status if they do not reside or have their principal place of business in the chapter or in the territory of another component. If the Board grants such status, it may waive all or part of the financial obligations of such person to the Chapter, depending on the circumstances. The rights and privileges of such person shall not be diminished by virtue of this status.

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Section 10. Members Emeritus.

A Member who becomes a Member Emeritus of the Institute shall automatically become a Member Emeritus of the Chapter. The rights, duties, and privileges of Members Emeriti shall be those stated in Institute bylaws.

Section 11. Membership Rights to Examine Records.

Architect Members and Associate members have the right to examine Chapter correspondence, Chapter minutes and Secretary’s records (except for confidential matters relating to charges of un-professional conduct or bestowal of honorary membership or other awards) and the Treasurer’s accounts, at Chapter offices during regular business hours as such that those records exist.

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Section 12. 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.

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Section 13. Termination of Membership.

- a. Membership may be terminated for non-payment of dues or assessments. Institute procedures shall apply for Architect Members and Associate Members.
- b. A membership which is terminated by the Institute, the Regional Council or the State Organization shall be terminated by the Chapter.
- c. Should a member change professional status so that such person is no longer qualifies for membership, that membership shall be terminated within one year of the change of status.

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ARTICLE 3 – HONORARY MEMBERSHIP

Section 1. Qualifications and Election.

- a. A person of esteemed character who has rendered to the profession of architecture a signal and valuable service within the territory of the Chapter, and has conspicuously upheld the aims of the profession, but who is not eligible for membership in the Institute or the Chapter, may be elected to Honorary Membership.
- b. A candidate for Honorary Membership shall be nominated by five members of the Chapter, not more than three of who may be from one firm, and shall be sponsored by a member of the Board of Directors.
- c. The Board shall vote on the nomination by written ballot. The concurring vote of three-fourths of the voting members of the entire Board is required for election, and the vote shall remain confidential until the honor has been accepted by the nominee. Only one Honorary Member may be elected in each calendar year.
- d. Presentation of Honorary Membership shall be made in an appropriate ceremony at a designated Chapter meeting.

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Section 2. Rights and Privileges.

Honorary Members shall use the phrase “Honorary Member of the Colorado North Chapter of the AIA” as the manner to identify their membership, may

attend Chapter Meetings and serve as advisors to Chapter committees, and may take part in discussions on matter which are not related to Institute affairs. They may not vote nor hold office, not use the name, title, initials, seal, symbol, or insignia of the Chapter or Institute.

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Section 3. Termination of Honorary Membership.

The Board of Directors may terminate an honorary membership for reasons it deems sufficient, provided it has offered the Honorary Member an opportunity to be heard in the matter.

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ARTICLE 4 – OFFICERS AND DIRECTORS

Section 1. Titles.

- a. The Officers of the chapter shall be the President, President-Elect, Secretary, Treasurer, Treasurer-Elect, and Past President. The Directors shall include three Chapter Directors, an Associate Director, and an additional number as determined by the Board.
- b. The President shall be the Director to the State Organization.
- c. There may also be a Public Director, an Allied Director, a University Director and a Student Director appointed by the Board from the allied membership of the Chapter.

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Section 2. Eligibility.

- a. Chapter officers shall be assigned Members of the Chapter, with the exception of the Public Director, Allied Director, and Student Affiliate Director. Chapter Directors shall be assigned Members or Associate Members. The Associate Director shall be an Associate Member at the time of election to office.
- b. No officer is eligible to serve for more than two consecutive terms in the same office.

Section 3. Terms of Office.

- a. The President, President-Elect, Past-President, Secretary, Treasurer, Treasurer-Elect and the Associate Director shall hold offices for one year, and/or until their successors are chosen. Chapter Directors and Associate Directors shall hold offices for two years with staggered terms served (i.e., half of the directors will be elected in even years, the other half in odd years), Student Directors shall hold office for one year.
- b. Terms of the office shall begin on January 1, following election.

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Section 4. President.

- a. The President shall be the chief administrative officer of the Chapter. The President shall exercise general supervision of the Chapter's affairs, except those which are placed under the administration of the Secretary or Treasurer. The President shall preside at all meetings of the Chapter and of the Board, and shall be a member ex-officio of all committees and commissions. The President shall sign all formal instruments to which the Chapter is party, and perform such other duties usual and incidental to the office, and as may be authorized in its minutes.
- b. The President shall act as the representative of the Chapter to the public and at meetings of other organizations. A statement by the President shall obligate

or present the policy of the Chapter only insofar as it is specifically approved by the Board and authorized in its minutes.

Section 5. President-Elect.

- a. The President-Elect shall perform such duties usual and incidental to the office, and as may be authorized by the Board. In the absence or disability of the President, the President-Elect shall perform the duties of the President.
- b. The President-Elect may act as the representative of the Chapter as authorized by the Board of Directors.

Section 6. Secretary.

The Secretary shall be an administrative officer of the Chapter, and shall act as its recording and corresponding secretary. The Secretary shall issue required notices, keep membership rolls, have custody of any corporate seal and sign for the Chapter at all formal instruments under the seal, and shall perform such duties usual and incidental to the office, and as may be prescribed by the Board. The duties of the Secretary, under authority of the Board, may be assigned in whole or in part to an Executive Director or other appointed assistant secretaries, as the Board may determine.

Section 7. Treasurer.

- a. The Treasurer shall be an administrative officer of the Chapter, and shall have charge of its financial affairs and keep the records and accounts thereof. The Treasurer shall work with the State Organization's Director of Local Chapters to prepare budgets, collect and deposit amounts due, and issue receipt for and have custody of Chapter funds and monies, and make monies, and disbursements thereof. The treasurer shall have custody of Chapter securities and of its instruments involving finances. The Treasurer shall conduct correspondence relating to the office, and as may be authorized by the Board. The duties of the Treasurer, under authority of the Board, may be assigned in whole or in part to an Executive Director or other appointed assistant treasurers as the Board may determine.
- b. The Treasurer shall render to the Board, when it so directs, an account of transactions, and of the financial condition of the Chapter, and may, after the close of the fiscal year, present a report of the examination, tax returns, records, and transactions of the Chapter by a disinterested, independent certified public accountant or Chapter audit committee as designated by the Board determined on the basis of the Chapter's ability to pay for such service.

Section 8. Treasurer-Elect.

- a. The Treasurer-Elect shall possess all the powers and perform all the duties of the Treasurer in the event of the absence of the Treasurer or of the Treasurer'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. In addition the Treasurer-elect shall assist the Treasurer in the preparation of materials required by these Bylaws and as requested by the Board of Directors.
- b. Succession. The Treasurer-Elect shall succeed to the office of Treasurer upon expiration of the term of office of the Treasurer.

Section 9. University Director.

- a. The University Director shall be the dean of the College of Architecture and Planning at the University of Colorado Boulder or the dean's representative,

subject to Board approval. The dean may appoint a representative who shall serve a term of two years, beginning at the date of appointment, and may be re-appointed subject to Board approval. The University Director shall be a voting member of the Board.

Section 10. Student Director.

- a. The Student Director (SA) shall be president of the American Institute of Architecture Students (AIAS), University of Colorado Boulder Chapter, or such equivalent representative of the student architectural community as is appointed by student elections or jointly by the dean of the College of Architecture and Planning at University of Colorado Boulder and the president of AIA Colorado North. The Student Director shall also be a Student Affiliate member of AIA Colorado North. The Student Director shall serve a term concurrent with the term of AIAS president. If a representative is appointed, that representative shall serve a term of one year concurrent with the school year and may be reappointed subject to Board approval. The Student Director shall be a non-voting member of the Board.

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Section 11. Paid Personnel.

- a. An executive director or other paid personnel may be employed by the board to serve at the pleasure of the board.
- b. The duties of paid personnel shall be defined by the Board. Their reimbursed for expenses incidental to their assigned work in amounts approved by the Board.

ARTICLE 5 – GENERAL MEMBERSHIP MEETINGS

Section 1. Semi-Annual Meetings.

- a. ~~Chapter meetings shall be held at minimum twice per year, including the annual meeting, as designated by the Board.~~
- b. ~~There shall be held an annual meeting, during the month of September, October, or November, of the membership of the Chapter for the purpose of announcing nominations for and electing new officers and directors and transacting any other business which may properly come before the meeting.~~

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Section 2. Annual Meetings.¶

Section 2. Special Meetings.

- a. A special meeting shall be held when a call for such a meeting is voted by a meeting of the Chapter or the Board, or by written petition of the Board signed by fifteen percent of the voting members of the Chapter.
- b. Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

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Section 3. Notices of Meetings.

- a. A notice of each meeting of the Chapter shall be distributed to every member not less than 10 days prior to the date fixed for the meeting, stating the time and place of the meeting. A notice for a special meeting shall list the business to be considered.

Section 4. Voting Procedures.

- a. Transaction of business at any meeting shall be a simple majority of attending members.

Section 5. Voting Members.

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a. Voting members for matter relating to Institute business or which affect Institute affairs shall be limited to assigned Members. Matters which are Institute affairs or which affect Institute affairs are:

1. Any matters relating to membership.
2. Matters so designated elsewhere by these bylaws.
3. Elections of Institute Directors; delegates to meetings of the Institute and the State Organization and Regional Council.
4. Instructions to delegates.
5. Voting on dues and assessments for Architect Members shall be limited to Architect Members.
6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

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<#>Other matters so ruled by the chair. Such rulings can be reversed only by a two-thirds vote of voting members present and voting.¶

b. Voting members for all other matters shall be Architect Members, Emeritus, Associate members, and Allied Members.

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Section 6. Proxy Voting.

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

ARTICLE 6 – DELEGATES TO INSTITUTE MEETINGS

Section 1. Election by Members.

a. At a Chapter meeting immediately prior to a meeting of the Institute, the voting members may elect Architect Members or Associate Members as Member Delegates to the Institute meeting.

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Section 2. Appointment of Delegates.

a. In the absence of Chapter action the President may, with the concurrence of two-thirds of the Board, appoint Architect Members and Associate Members as Member Delegates to a meeting of the Institute.

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Section 3. Nomination and Election of Institute Directors.

a. This Chapter shall participate in the nomination and election of the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Council.

ARTICLE 7 – NOMINATION AND ELECTION OF OFFICERS, DIRECTORS AND DELEGATES

Section 1. Nominating Committee.

- a. The Nominating Committee must include a minimum of three people, including the President and President-Elect.
- b. The Nominating Committee shall make its report to the Board at least one month prior to the date fixed for the election of officers of the Chapter, but not later than August 31.

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Section 2. Nominations.

The Nominating Committee shall make one or more nominations each for the office of President-Elect, Secretary, Treasurer-Elect, and Chapter Directors. The

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Nominating Committee shall also solicit one or more nominations for the position of Associate Director from the Associate Members of the Chapter with the assistance of the Associate Director. The notice of the annual meeting shall include the report of the Nominating Committee.

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Section 3. Elections.

- a. Within 15 calendar days after such notice, there may be filed with the Secretary nominating petitions signed by not less than five (5) chapter members eligible to vote, placing in nomination one or more candidates other than those filed by the Nominating Committee.
- b. The Secretary shall, on the fifteenth day after the Nominating Committee has filed its report with the Secretary, place all nominations for each office to be contested, both those by the Nominating Committee and those by petition, on a ballot which shall be mailed to all Chapter members eligible to vote, so they may express their choice for the three Officers to be elected.
- c. Each Architect Member, Member Emeritus, and Associate Member in good standing shall be entitled to one (1) vote. Voting by proxies shall not be permitted.
- d. The Board shall fix the day for election which shall be at least 10 days after the mailing of ballots and not later than November 30. The Board shall appoint a committee of three (3) judges, none of whom shall be an Officer or Director or a candidate for election. These judges shall certify the voting right of all persons mailing or presenting ballots. The judges shall file with the Secretary an official record of the election.
- e. With each ballot shall be sent also an envelope addressed to the Judges of Election. Each member desiring to vote shall mark his/her preferences upon the official ballot, and shall mail or deliver it to the office of the Chapter so that it shall be received not later than 5 p.m. of the day immediately preceding the day set for counting by the judges, at which time the polls shall be closed. Each ballot, whether delivered in person or mailed, shall be enclosed in a sealed envelope and the name of the member voting written on the outside.
- f. No envelope containing a ballot shall be opened until after the polls are closed. The judges shall destroy unopened all envelopes not signed and all envelopes signed by the persons not entitled to vote. The remaining envelopes shall then be opened and destroyed before any ballot is unfolded or examined. The judges shall then proceed, with the assistance of such tellers as they may appoint to count the ballots. The candidate receiving the highest number of votes shall be declared elected. Tie vote may be broken by the judges by the toss of a coin.
- g. Results of the election shall be announced by the Nominating Committee Chair in December by letter, and the newly elected Officers will be installed at the December Board Meeting.

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ARTICLE 8 – BOARD OF DIRECTORS

Section 1. Composition.

- a. The Board shall consist of the elected and appointed Officers and Directors of the Chapter.

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Section 2. Regular Meetings.

- a. The Board shall meet each month at the President's discretion.

Section 3. Special Meetings.

a. A special meeting shall be held on call of the President, or by the Board, or on written request of a majority of its members.

Section 4. Notice of Meetings.

a. A notice of each meeting shall be served on each member of the Board not less than three days prior to the date fixed for the meeting.

Section 5. Quorum.

a. A simple majority of the Board of Directors in addition to the president shall constitute a quorum for the transaction of its business, or the number to be determined by the Board of Directors.

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Section 6. Vacancies.

a. Should a vacancy occur on the Board, except for the offices of the President and President-Elect, the Board may fill the vacancy for the unexpired term of office. A vacancy in the office of the President-Elect shall be filled only on election by the Chapter membership.

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Section 7. Reports.

a. At the end of the fiscal year, the Board shall render a full written report to the Chapter members, stating the condition, interests, activities and accomplishments of the Chapter for the year, with appropriate recommendations. A copy of the report shall be sent to the Secretary of the Institute and the Secretary of the State Organization. Additional reports shall be made on the request of the Institute Board.

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Section 8. Custodianship.

a. The Board shall be custodian of the properties and interests of the Chapter, except those which are placed in the custody of the Treasurer in these bylaws. Within the appropriations made therefore, it shall do all things required and permitted in these bylaws to forward the objectives of the Chapter.

Section 9. Committees and Commissions.

a. The Board may establish committees and commissions, and name the members to serve thereon.

Section 10. Proxies.

a. The Board may use a form for its members to vote via proxy. Any member of the Board, however, should hold no more than one proxy vote in addition to his/her own vote.

**Deleted:** <#>The Board, by a three-fourths concurring vote of its entire members, may fix, before the end of any fiscal year the annual dues paid by Members, AIA Associates, Professional Affiliates, and Members Emeritus.¶  
<#>The board shall also levy an assessment in an amount to cover the cost of chapter meetings. Such assessment shall be on an annual basis, subject to annual review by the Board, and may be raised or lowered by them depending upon the prevailing cost of meals or other costs incurred by the Chapter.¶  
<#>Student Affiliates, Members Emeriti and Honorary Members are excluded from the annual assessment for meals but are required to pay the prevailing rate at each meeting attended.¶  
<#>Members are obligated for Institute dues, fees, and assessments in accordance with Institute policies and procedures and subject to approval by the Chapter under these bylaws. The Chapter may be authorized to collect any of these dues, fees, and assessments.¶  
¶  
¶

ARTICLE 9 – FISCAL AFFAIRS

Section 1. Fiscal Year.

a. The fiscal year of the Chapter shall be from January 1 through December 31.

Section 2. Annual Dues.

a. Dues to the State Organization. Each member of the Chapter shall pay annual dues and assessments levied by AIA Colorado in the amounts and at the times

required for its support. Membership in AIA Colorado constitutes membership in AIA Colorado North without additional dues.

Section 3. Reinstatement.

- a. A member who has resigned or has been terminated may be reinstated upon payment of unpaid dues, assessments, or other obligations or by paying such unpaid dues, assessments, or other obligations waived by the Board. A member who has been terminated for violation of the Code of Ethics and Professional Conduct may be readmitted only in accordance with Institute Bylaws.

Section 8. Annual Budget and Expenditures.

- a. Prior to the beginning of the fiscal year, the Board, by two-thirds vote of its entire Board membership, shall adopt a budget for the fiscal year, showing in detail the anticipated income and schedule expenditures. A copy of the approved budget shall be distributed to the membership of the Chapter.
- b. The Board shall not adopt any budget, make any appropriation nor authorize any expenditure, which, in the aggregate, will exceed the net anticipated income for the fiscal year, unless authorized at a Chapter meeting by a vote of two-thirds of the voting members present and voting.
- c. The Board, within the aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve.
- d. Unless otherwise determined by the Board, the annual budget shall provide for the reasonable reimbursement of the expenses for the President and President-elect or their designated representatives to attend the annual meetings of the Institute, the Regional Council, the State Organization, and the Institute's "Grassroots" meeting. An Executive Director may also be provided funds to attend one or more of these meetings, at the discretion of the Board.

Section 9. Fiscal Policy.

- a. The Chapter as a corporation shall not have capital stock, and no part of the income of the corporation shall inure to the private profit of any individual, except in payment of authorized services for the administration and conduct of its affairs.
- b. In the event of the dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall be conveyed or transferred for such non-profit purposes as the assigned Members of the Chapter may determine, but no funds or property shall revert to or be distributed to members of the Chapter.
- c. The private property of the members and officers of the Chapter shall not be subject to the payment of corporate debts whatsoever.
- d. 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.

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<#>The Chapter may, by two-thirds vote of the voting members present and voting, levy an assessment on members, which shall be in proportion to, and shall not exceed, the annual dues of each member.¶

<#>Notice of a vote on an assessment shall be mailed to every members not less than 15 days prior to the date fixed for the Chapter meeting whereat the question will be considered.¶

¶  
Section 4. Payment of Dues and Assessments.¶

Chapter dues are payable in full on the first day of the calendar year or may be paid in two equal installments. Initial dues for members admitted during the year shall be prorated as if payable in installments. The first payment shall be the amount of the last previous installment billing to members. Chapter assessments are payable within thirty days after they are billed.¶

¶  
Section 5. Non-Payment of Dues and Assessments.¶

Members who have elected to pay dues in installments and whose dues remain unpaid in full on June 30, or any member who elects to pay yearly and whose total dues remain unpaid on March 31, or whose assessment remains unpaid 120 days after being billed, shall be deemed to have automatically terminated their membership in accordance with Institute procedures; provided, however, that the member has been notified in writing 30 days in advance of the impending termination. Termination or resignation shall not relieve a member of prior obligations to the Chapter.¶

¶  
Section 6. Remission of Dues and Assessments.¶

The Board may, by a vote of three-fourths of its membership, remit or waive the current Chapter annual dues or assessments of any member in whole or in part, for exceptional reasons.¶

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Section 7.

**Deleted:** Executive Committee. A member who has been terminated for disciplinary reasons may apply for readmission not earlier than three years after the date of termination

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ARTICLE 10 – PROFESSIONAL PRACTICE

Section 1. Standards of Practice.

- a. The Code of Ethics and Professional Conduct of the Institute, including interpretations made by the Institute Board, shall be the standards of practice of the members of the Chapter.

Section 2. Unprofessional Conduct of Institute and Chapter Members.

- a. A charge of unprofessional conduct against any Architect Member, Associate Member, or any other member of the Institute shall be heard and adjudged only by the Institute.
- b. The Chapter may attempt to conciliate a problem of alleged unprofessional conduct involving Architect Members or Associate Members of the Chapter; normally, however, the Chapter will not become involved in a private or legal dispute. Prior to the filing of a formal charge with the Institute's National Ethics Council, the Board may meet or consult with the parties involved and;
- endeavor to help the parties resolve the matter informally;
  - decide to leave the matter for the parties to resolve themselves, without further intervention by the Chapter;
  - file a complaint with the National Ethics Council; or
- e. If the Chapter decides to file a complaint, provide evidence, or otherwise participate in a case before the National Ethics Council, the Chapter shall appoint an officer to be in charge of the case on the Chapter's behalf.
- c. When the Chapter has substantial information that leads to a reasonable belief that a member of the Institute has committed a violation of the Institute's Code of Ethics and Professional Conduct which raises a serious question as to that member's honesty, trustworthiness, or fitness as a member, the Chapter should file a complaint with the National Ethics Council.
- d. Upon notice from the Institute that an Architect Member or Associate Member of the Chapter has been censured or that such membership has been suspended or terminated, such notice in full shall be read at the next meeting and duly entered in the minutes of the Chapter.

Section 3. Unprofessional Conduct of Other than Institute Members.

- a. Upon a showing of unprofessional or unethical conduct or other good cause, the Board may take any of the following actions with respect to any member who is not a member of the Institute: admonition; censure; suspension of membership; termination of membership.
- b. Any final decision by the Board under this section shall be made only after the member has been offered an opportunity to be heard in the matter.
- c. In taking action under this section, the Board shall consider whether such action would violate antitrust laws or other federal, state, or local laws or regulations, and shall act in compliance with such laws.

Section 4. Delegation of Authority.

The Board may appoint a committee to make a preliminary confidential investigation of disciplinary matters, but shall not delegate any of its duties or authority.

ARTICLE 11 – AWARDS OF HONOR

The Chapter may make awards to persons, firms or associations for meritorious work in their respective fields within the State related to the objectives of the Chapter. The award

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**Deleted:** Institute regulations.¶ <#>When actions by members or associate members of any chapter appear to hard or demean the Chapter, the Institute, the profession or the public (such as conflict of interest, bribery or improper influence of a public body or official), the Chapter should initiate charges of unprofessional conduct if justified by the available evidence.¶

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**Deleted:** <#>Every charge of unprofessional conduct against members other than Institute Members or Associate Members shall be in writing, state the alleged facts, be signed by the person or body making the charge, and be sent to the Chapter Secretary.¶ <#>When a charge has been so filed, the Board shall request in writing the complainant and the member against whom the charge is made to appear for a hearing, and shall fix the time, place and procedure for such hearing, and shall furnish all parties with a copy of this Article.¶ <#>Every formal charge of unprofessional conduct shall be privileged. Charges of unprofessional conduct shall be heard only in executive session, and all proceeding of such charges shall be confidential.¶ <#>The hearing shall examine the complainant and accused and such other witnesses it desires to hear. Should either the complainant or the accused fail to appear, the hearing may proceed without that person.¶ <#>If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of ... [3]

shall be made by ~~vote of three-fourths of the entire Board~~. The form of the award shall be determined by the Board, and shall be presented in an appropriate ceremony.

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## ARTICLE 12 – AFFILIATIONS

### Section 1. Organizations.

The Chapter may affiliate with professional, civic, or construction industry organizations, operating within the State or Region, which are not used or maintained for financial gain, price-fixing or political purposes. The Chapter shall not affiliate with any individual.

### Section 2. Conditions of Affiliation.

- a. Affiliation shall be by ~~agreement approved by two-thirds of the entire Board~~ and by the affiliated organization. The period of each agreement shall not exceed three years. By a two-thirds vote of Board recorded in its minutes, the Chapter may collaborate with such organizations without written agreement, for a period not to exceed one year.
- b. The agreement shall fully set out the purposes of affiliation, the terms and conditions of entry, and the nature of its organization, membership, government and operation.
- c. An affiliated organization shall have no voice in affairs of the Chapter, and may not bind or obligate the Chapter, except by direct action of the Board.
- d. Affiliation shall be cancelable by two-thirds vote of the entire Board, provided that written notice to the affiliated organization shall be given, allowing it the opportunity to be heard in the matter, with a ~~like provision for cancellation by the affiliate organization~~.
- e. After three years, the affiliation may be extended from year to year by a two-thirds vote of the entire Board until terminated by either party.

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### Section 3. Privileges of Representatives of Affiliated Organizations.

- a. Representatives of an affiliated or collaborating organization may attend regular meetings of the Chapter, and may speak thereat on invitation of the presiding officer.
- b. An affiliated organization, but not a collaborating organization, may use the phrase, “Affiliated with the Colorado North Chapter of the American Institute of Architects” to identify its relationship with the Chapter. Any abbreviation of the phrase by anyone connected with the affiliated organization without the consent of the Board shall make the agreement cancelable forthwith.

## ARTICLE 13 – ~~PARLIAMENTARY~~ PROCEDURE

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The rules contained in Roberts Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules the Chapter may adopt.

## ARTICLE 14 – AMENDMENTS

### Section 1. Chapter Action.

- a. These Bylaws may be amended at any meeting of the Chapter by two-thirds vote of the eligible voting members present and voting, provided that ~~notice~~ (either electronic or mailed) stating the purpose of the amendment shall be

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sent to every voting member postmarked not less than thirty (30) days prior to the date fixed for the meeting.

- b. After a 30 day comment period Bylaws amendments will be voted on and approved by a simple majority at a general membership meeting. Results shall be published to the members.

Section 2. Compliance with Institute Bylaws.

The Board shall amend these bylaws to conform to amendments of Institute bylaws which relate to matters within the scope of these bylaws. Such changes shall be sent to all Architect Members and Associate Members within 30 days after adoption.

Section 3. Approval by the Institute.

- a. Amendments to these bylaws shall become effective only on approval by the Institute.
- b. Immediately following Chapter action, the Secretary shall submit a copy of the adopted amendments to the Institute for approval. On receipt of approval the Chapter Secretary shall enter the amendment, and the date of approval, in these bylaws.

**Deleted:** Should a quorum not be convened, the presiding officer may direct the Secretary to submit the amendment(s) to the voting members by mail ballot. A two-thirds vote from not less than twenty-five percent of the voting members to be received in Chapter offices not later than three weeks after mailing shall be required to amend these bylaws. A tellers committee of three voting members shall tally and tabulate the votes, and report the results to the Secretary. Results shall be published to the members, and announced at the next Chapter meeting

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ARTICLE 15 – GENERAL PROVISIONS

Section 1. Reclassification.

- a. An Architect Member or Associate Member of the Chapter may change his/her membership classification by making application to the Board for consideration of such reclassification. Upon Board approval, the Chapter Secretary shall notify the State Organization of said reclassification.

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Professional affiliates are non-architects, registered to practice their professions where such requirements exist with established professional criteria and other professionals whose work is related to the practice of architecture.

Professional affiliates may serve on chapter committees. They may not hold chapter office, print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of any chapter or of The Institute.

Professional Affiliates shall be admitted to the Chapter under policy made by the Board of Directors and shall be approved for membership by a unanimous vote of the Board.

Professional affiliates must be sponsored by two Members affiliated with separate firms.

Professional affiliates may use "Professional Affiliate member of the Colorado North Chapter of the AIA" as the manner to identify their membership.

A student pursuing a degree in architecture in a recognized school of architecture is qualified for admission as a student affiliate member. Student Affiliates must be sponsored by two Members.

Student Affiliate members shall use the phrase "Student Affiliate Member of the Colorado North Chapter of the AIA" as the manner to identify their membership, may serve on Chapter committees, may speak at Chapter meetings, but may not make motions, vote, hold office, nor use the name, title, initials, seal, symbol or insignia of the Chapter or the AIA.

Every charge of unprofessional conduct against members other than Institute Members or Associate Members shall be in writing, state the alleged facts, be signed by the person or body making the charge, and be sent to the Chapter Secretary.

When a charge has been so filed, the Board shall request in writing the complainant and the member against whom the charge is made to appear for a hearing, and shall fix the time, place and procedure for such hearing, and shall furnish all parties with a copy of this Article.

Every formal charge of unprofessional conduct shall be privileged. Charges of unprofessional conduct shall be heard only in executive session, and all proceeding of such charges shall be confidential.

The hearing shall examine the complainant and accused and such other witnesses it desires to hear. Should either the complainant or the accused fail to appear, the hearing may proceed without that person.

If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of the Board, the Board may dismiss the charge.

The Board shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted.

Should the Board find the charge to be true, and deems the accused guilty of unprofessional conduct, it may censure the member by written pronouncement, or may suspend or terminate membership, as in its judgment, it deems appropriate. The Secretary shall enforce any penalty, and shall send, under confidential cover, a notice stating the facts, the judgment made, and the penalty imposed, to all members of the Chapter.

Should the accused be exonerated, the member and the complainant shall be so informed, and on written request of the accused, the Secretary shall send notice of the exoneration to the members of the Chapter.

Decisions of the Board in every matter concerning the conduct of members, other than Institute Members and Associate Members, shall be conclusive and without recourse to the member and any person acting for the member.

The Board may obtain written opinion of legal counsel on the validity of all disciplinary procedures relating to the unprofessional conduct, before any action shall become effective.