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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is The North Carolina Chapter, The American Institute of Architects, hereafter referred to as this Chapter, except for reports to government and other instances requiring official identification, the commonly used name for the chapter shall be AIA North Carolina.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is the State of North Carolina.

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of North Carolina on the 8th day of August, 1913, by virtue of the provisions of G.S. 55 et. seq., and chartered by the Institute on the 25th day of September, 1913.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it on state matters under a charter issued by the AIA Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

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

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

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

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

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

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

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members and the term "honorary affiliate" shall refer to honorary affiliate members. The term "member", if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Non-resident Status. This Chapter will provide for nonresident status for members who choose to be assigned to the Chapter even though they do not reside or have their principal place of business in the Chapter and do not reside or work in the territory of another Chapter. Assigned members with non-resident status have the same rights and privileges as those with resident status, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

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

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

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

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

2.1 ASSIGNED MEMBERS

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

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

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

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

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

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

2.2 UNASSIGNED MEMBERS

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

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

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

2.3 ALLIED AND HONORARY AFFIUAATE MEMBERS

2.31 Admission. Every application for admission to allied or honorarv affiliate membership in this Chanter

2.32 Admission Fees. Every applicant for an allied membership shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

2.33 Termination. Allied or honorary 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. By two-thirds vote, the Board of Directors may terminate the membership of an allied or honorary affiliate member for conduct detrimental to the interests of the Chapter. .

2.34 Rights and Privileges of Allied and Honorary Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Honorary affiliates in good standing:

- 1) May serve as a member *of* any committee of this Chapter that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

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

2.36 Honorary Affiliates.

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

2.362 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member by the concurring vote of three-fourths of its entire membership.

2.363 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 234 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the North Carolina Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

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

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

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

3.05 Ipso Facto Waiver of Annual Dues. A member of this Chapter who is exempted from the payment of dues to the Institute by his attainment of an emeritus membership ipso facto shall be exempted from the payment thereafter of annual dues to this Chapter.

3.06 Individual Waiver of Annual Dues. The Board of Directors by the concurring vote of all but one of its members may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Such members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.

3.1 ASSESSMENTS

3.11 Authority. The Board of Directors, by the concurring vote of not less than two-thirds of its members, may levy an assessment on the members of the Chapter and establish date for the payment thereof. Assessments shall be a percentage of the annual membership dues, and the percentage shall be applied equally to the dues of each membership category. The amount of the assessment on each member in any fiscal year shall not exceed 50% of the amount of the annual dues required to be paid by the member for that year.

3.21 Notice of Assessment. Notice of the desirability and/or necessity to levy an assessment, stating the amount thereof, the reasons and necessity therefore, when it shall be payable and the time within which it must be paid before a member will be in default for nonpayment thereof, shall be mailed to every member of the Board of Directors not less than 30 days prior to the meeting at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

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

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

3.4 READMISSIONS

3.41 Reassignments of Assigned Members. Except for those individuals terminated without prejudice by The Institute, a terminated member formerly assigned to this Chapter who is readmitted to the Institute and again assigned to this Chapter shall pay the then current regular annual dues fixed for members and shall pay also any dues balance owed this Chapter for the period prior to the termination.

3.42 Allied Members. Any former allied member readmitted to this Chapter shall pay the then current regular annual dues fixed for the classification of membership and shall pay also any dues balance owed this Chapter for the period prior to the termination.

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure. A Statewide Chapter delegate and a number of member delegates shall be appointed from among the assigned members of this Chapter by the President. The Statewide Chapter delegate shall be an Architect member and no more than one third of the Chapter's member delegation shall be Associates.

4.02 Nomination and Election of Institute Directors. This Chapter shall nominate and elect an Institute Director for this Chapter's region according to the schedule provided in the bylaws of the South Atlantic Regional Council and utilizing the nomination and election procedure described in Section 6.1 of these bylaws.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization. This Chapter shall participate in the South Atlantic Regional Council in the manner provided in the bylaws of that organization. The President and President-Elect or another member appointed by the Board of Directors shall represent this Chapter at meetings of the SARC.

4.2 SECTIONS

4.21 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.211 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

4.22 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute unless that Section has requested and received authorization to make membership mandatory as provided by AIA Bylaws 4.22.

4.23 Section Dues and Assessments. Sections may levy dues and assessments on members of the section.

4.24 Section Bylaws. The bylaws of Sections of this Chapter shall be similar to and in accord with the bylaws of this Chapter and the bylaws and policies of the Institute.

4.25 Section Representation on the Chapter Board. The President and President-elect of each Section of this Chapter shall serve as a member of the Board of Directors of this Chapter. Such Section representatives to the Chapter Board shall be selected in accordance with the Section Bylaws.

4.26 Reorganization. Should the governing board of any Section grossly neglect its functions as prescribed by Chapter and Section bylaws, the Chapter Board may notify each member of that Section of their Section's delinquency and require reorganization of that Section.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting at a time and place approved of by the Board of Directors for the purpose of nominating and electing the officers, directors, and representatives to the Regional Organization, when appropriate, to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall annually hold at least one regular meeting at a time and place determined by the Board of Directors.

5.03 Special Meetings. A special meeting of this Chapter shall be held if a call for such meeting, stating its purpose, has been voted at a meeting of the Chapter, or by roll call vote of not less than two-thirds of the entire membership of the Board of Directors, or by a written petition to the Board of Directors signed by not less than 25 percent of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. In the latter event, the Board of Directors shall call the special meeting for the purpose set out in the petition within 30 days after receiving same. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meeting. A notice of each meeting of this chapter, stating the time and place thereof shall be served by the Secretary on every member by mailing it to the address of such member on file with the Secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least fifteen calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members the requisite number of days prior to the meeting.

5.12 Quorum at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall comprise at least 2 elected officers, at least one-half the total number of elected directors, and not less than twenty-five members at large. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and eligible to vote, unless otherwise required by law or these bylaws.

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

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

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

- 1). Matters so designated elsewhere in these bylaws;
- 2). Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;
- 3). Instructions to delegates;
- 4). Any matters relating to membership;
- 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;

5.25 Mail Ballot. At the discretion of the Board of Directors, any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter. Fourteen days shall be allowed from the date the mail ballot is postmarked for the ballots to be returned and counted.

ARTICLE 6 BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of North Carolina, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.012 Membership. The Board of Directors shall consist of members of this Chapter as follows: The four Chapter officers, the immediate past president of the Chapter, ~~four~~ **five** at-large directors, one associate director, one Young Architect Forum (YAF) director, the president of each section of the Chapter and section membership representatives as provided for in Section 4.25 of these bylaws, each of whom shall be called a director. In addition, the Heads or Deans of the Schools of Architecture within the State may serve on an annual basis at the discretion and by appointment of the Executive Committee of the Board of Directors.

6.013 Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of the four Chapter officers, the immediate past president of the Chapter, the ~~four~~ **five** at-large directors, the associate director and the YAF director. The Executive Committee is empowered to carry out any responsibilities specifically assigned to it in these bylaws or specifically delegated to it by the Board of Directors in accordance with the provisions of Section 6.02 of these bylaws.

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law. The Board of Directors may by the concurring two-thirds vote of its membership authorize the Executive Committee to act on its behalf on any specifically defined matters.

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

6.11 Elected Positions. At the Chapter meeting designated by the Board of Directors for the purpose, to be held no later than October 31, the following Officers and Directors shall be elected: President Elect, Secretary, Treasurer, two **at-large** Directors **for odd year service and three at-large Directors for even year service**, one associate or YAF director and when appropriate, Institute Director. The then current President Elect shall become the next President without election, and the current President shall become the next immediate Past President on the Board of Directors without election.

6.12 Nominations. A Nominating Committee, comprised of the Past three Presidents, the current President, President Elect, the Treasurer and Secretary, shall meet at least 60 days prior to the designated meeting of the Chapter to prepare a list of nominees showing at least one name for each elective office to become vacant. This list of nominees shall be presented to all eligible voting members of the Chapter at least 30 days prior to the designated meeting. At the meeting designated for the election of Officers and Directors, the members in attendance may present additional nominations from the floor provided that all nominees presented must have given prior consent to serve if elected.

6.13 Elections. Upon completion of the list, the nominees shall be presented to the members in attendance for voting and election in accordance with Section 5.2 of these Bylaws. In the event of a tie vote, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the run-off election shall be elected to the office.

6.14 Results. Within 30 days following election, the current Chapter Secretary shall notify the Institute office of the results of the election. The Chapter membership shall be notified in the next member publication.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. The immediate past president and each of the four officers shall serve a term of one year or until a successor has qualified. At-large directors and the Associate Director shall serve two-year terms, which shall be staggered so that two of the ~~four~~ **five** at-large directors shall be elected in an ~~each~~ **even year and three of the five will be elected in an odd year**. The Associate and YAF Directors shall serve two-year terms which shall be staggered so that one of the two shall be elected each year. Section

regular organizational meeting described in Section 6.42, and they shall serve until their successors are likewise installed.

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

6.23 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.24 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

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

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

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.322 Voting at National Convention. Prior to the annual business meeting of the Institute, the Board of Directors shall convene and consider the business issues and candidates for national office. The Board's official position and the Chapter's responsibility for voting shall be delegated to the President subject to specific instructions, if any, approved by the Board. - The President shall cast the Chapter's votes on candidates and issues based on consultations with the South Atlantic regional directors, the performance of candidates during regional caucuses and the President's perception of what is in the best interest of the Chapter.

6.33 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 Directors or the President.

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

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors of this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.36 Officer Pro Tern. If any officer is absent or unable to act, the Board of Directors 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.

6.4 MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

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

6.42 Regular Meetings of the Board of Directors. The Board of Directors shall hold a regular organizational meeting prior to the first month of the calendar year at which the retiring board shall review and recommend a budget for the ensuing year in the presence of the new board. Upon installation, the new board shall organize and take over the affairs of the retiring board and shall review and adopt the budget recommended in the earlier portion of the meeting. The President shall establish a schedule of regular meetings for the Board of Directors, which shall include at least the organizational meeting described above and a meeting immediately prior to the regular annual business meeting of the Chapter.

6.43 Regular Meetings of the Executive Committee of the Board of Directors. The Executive Committee shall meet every two months or upon call of the President at times and places of the President's choosing. **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**

6.44 Special Meetings. A special meeting of the Board of Directors shall be held if so voted or if requested in writing by a majority of the members of the Board of Directors, 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 thereat, and only the business stated in the call and notice shall be transacted at the special meeting.

6.45 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors or the Executive Committee shall be served not less than seven days before the date fixed for the meeting.

6.46 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors.

6.47 Quorum. A majority of the members of the Board of Directors 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 date.

6.48 Decision of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote of those present unless otherwise required by these bylaws or by law. The vote of a member of the Board of Directors shall be entered in the minutes upon request, and whenever a roll call vote is taken.

6.49 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors and of the Executive Committee, recording the members present, the matters considered at the meeting, and the action taken. Minutes shall be distributed to the members of the Board of Directors and Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

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

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors.

6.62 Committee Members. The members and the chair of every committee shall be selected by the President and approved by the Board of Directors.

6.63 Reports. Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors request.

6.64 Commissions. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

6.65 Authority. No commission, committee, task force, nor any member or chairperson thereof, shall incur financial obligations unless authorized to do so by the Board of Directors. None of the foregoing shall commit the Chapter on any matter without specific written authority.

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors 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 Chapter for the immediately succeeding year.

7.011 Budget and Finance Committee. This committee composed of the President, the President-Elect, the immediate Past-President, the Secretary, the Secretary-Elect, the Treasurer, the Treasurer-Elect, and the Executive Director of the Chapter (ex-Officio) shall be chaired by the Treasurer and shall meet by November 15 of each year to recommend a budget for the ensuing fiscal year. The budget shall be presented to the Board of Directors for review and adoption prior to the new fiscal year.

7.02 Expenditure Limitations.

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

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter'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.

7.03 Review of Financial Records. At appropriate intervals, the Board of Directors shall employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be from January 1 to and including December 31.

7.1 REAL AND PERSONAL PROPERTY

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

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

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Vice President, who shall be employed by and report to the Board of Directors. The Executive Vice President shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Vice President shall:

- 1). Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
- 2). Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
- 3). Attend all meetings of the Board of Directors as a member ex officio without vote;
- 4). Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

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

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

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

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.

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

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

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

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

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.