



# Orlando

## Chapter Bylaws

2023

Orlando Chapter of the American Institute of Architects

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## ARTICLE 1. ORGANIZATION, AUTHORITY, AND COMPOSITION

### 1.1 Names

- 1.1.1 Chapter Name. The name of this membership corporation is the Orlando Chapter of the American Institute of Architects. In these Bylaws the corporation is called the Chapter. Except for reports to governments, property transfer, and transactions requiring legally correct identification, the commonly used name for the Chapter shall be AIA Orlando.
- 1.1.2 Related Institute Components. The Florida Association of the American Institute of Architects (FA/AIA or AIA Florida), herein referred to as the Association, is the State Organization. The Florida/Caribbean Region of the American Institute of Architects, herein referred to as the Region, is the Regional Organization; and the American Institute of Architects, herein referred to as the Institute, is the National Organization.
- 1.1.3 This Chapter is a nonprofit membership corporation duly incorporated in the State of Florida on the 8th day of December, 1983, under and by virtue of the provisions of the laws of the State of Florida and is a successor to the Mid-Florida Chapter of the American Institute of Architects (an unincorporated association) duly chartered by the Institute on the 1st day of December, 1955.

### 1.2 Objects and Purposes

The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, which are to organize and unite in fellowship the members of the architectural profession of the United States of America; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning 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.

### 1.3 Chapter Domain

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. The territory of this Chapter is Flagler, Lake, Orange, Osceola, Seminole, and Volusia Counties.

### 1.4 Authority and Duties of the Chapter

- 1.4.1 Within the territory assigned to it, this Chapter shall represent and act for its assigned membership under a charter issued to it by the Institute.
- 1.4.2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.
- 1.4.3 This Chapter shall not establish qualifications for membership that vary from the Institute's.
- 1.4.4 This Chapter shall not establish or maintain categories of membership other than as set forth in the Institute Bylaws (Chapters 2 and 4).
- 1.4.5 This Chapter shall not limit the rights or privileges of any category of membership as set forth in

the Institute Bylaws. This Chapter shall permit assigned members to participate in the affairs of the Chapter to the fullest extent permitted in the Institute Bylaws. Persons in other authorized categories of membership may participate in the affairs of the Chapter except as may be prohibited in the Institute Bylaws.

- 1.4.6 This Chapter shall cooperate with the State and Regional organizations to further the interests of the members, and by agreement with these organizations, may represent and act for them within the Chapter's domain.
  - 1.4.7 This Chapter may establish allied member, student affiliate, and honorary affiliate membership categories, under conditions set forth in these Bylaws.
  - 1.4.8 This Chapter may levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates. This Chapter may levy and collect admission fees for admission of allied members and student affiliates.
  - 1.4.9 This Chapter may form one or more sections within its territory under guidelines set by the Institute Board.
- 1.5 Chapter Composition

This Chapter shall be composed of the Architect and Associate members of the Institute assigned to it, including those on non-resident status, and may include allied and student affiliate members.

## ARTICLE 2. MEMBERSHIP

### 2.1 General Provisions - Membership

- 2.1.1 Categories of Membership. The membership of this Chapter shall consist of:
  - 2.1.1.1 Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.
  - 2.1.1.2 Associate Members. Associate membership is open to those who have a professional degree in architecture, work under the supervision of an architect, are enrolled in AXP, or are a faculty member in a university architecture program. Associate members may also hold the title of Emeritus.
  - 2.1.1.3 Honorary Fellows, Honorary Members and Allied Members. These are three categories of non-voting membership.
  - 2.1.1.4 Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate member (including those with Emeritus status) assigned to this Chapter.
- 2.1.2 Non-Resident Status. The Chapter may provide for non-resident 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 domain or in the territory of another component. 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 non-residents.

### 2.1.3 General Rights and Duties of Members

Every member of the Chapter in good standing shall have and may exercise and use all of the rights and privileges of their category of membership conferred by law or granted by the provisions of the Institute Bylaws or by the Institute Board.

2.1.3.1 Literature. Architect and Associate members in good standing shall have their names published in any membership listing of the Chapter and shall receive documents, periodicals, and literature from the Chapter under terms which the Board shall fix.

2.1.3.2 Chapter Membership. All assigned members of the Institute shall maintain membership in the Chapter to which they are assigned.

2.1.4 Application for Membership. Application for membership shall be made in a manner determined by the Institute. Applications are subject to verification of eligibility for membership.

2.1.5 Action on Admission. 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 to the membership in its digital communication.

2.1.6 Good Standing. To be in good standing in the Chapter, members must have paid all dues and other obligations to the Institute and all of its component organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

2.1.7 Annual Dues and Assessments. Every member of this Chapter shall pay the affixed annual dues and assessments of this Chapter as determined in Article 7.

### 2.1.8 Termination of Membership

Membership shall be terminated: 1) by resignation from the Institute; 2) by default in payment of obligations to the Institute or its components under the conditions prescribed in these Bylaws; 3) for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of the Institute Bylaws; or 4) by the death of the individual in the membership.

2.1.8.1 Resignations from Membership. A member in good standing may resign from the Institute by presenting a written resignation to the Secretary. If the Secretary finds the member eligible to resign, he/she shall forward the resignation to the Institute in a timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by the Institute.

2.1.8.2 Termination for Default. If a member is in default to the Institute, to the Association, or to the Chapter, membership shall be terminated, and the member so notified. Termination for default of Chapter dues will be initiated on the request of the Board.

2.1.8.3 Termination without Prejudice. When the Institute finds that a member is no longer

eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided. However, the member shall be given full opportunity to explain their position before being terminated.

2.1.8.4 Membership While Ethics Charge is Pending. Notwithstanding any other provision of the Institute Bylaws, a member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

2.1.8.5 Loss or Suspension of Interest, Rights and Privileges. Any individual who resigns, is suspended, or is terminated from membership by the Institute loses all rights and privileges granted by law or Institute Bylaws, including the right to use the Chapter or Institute's name, initials, or symbol until reinstated in good standing.

2.1.8.6 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Institute or to any of its component organizations.

#### 2.1.9 Readmission to Membership

Any person whose membership was terminated for violation of the Code of Ethics and Professional Conduct may be readmitted only with the approval of the Institute Board. In other cases of termination, or of resignation while in good standing, an application for readmission shall be considered in the same manner as an original application.

## 2.2 Assigned Members

2.2.1 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws, (AIA Institute Bylaws, June 2021 Edition).

2.2.2 Architect Members. Individuals who are currently entitled under law to practice architecture and use the title "Architect" in any state of the United States are eligible to be Architect members of the Institute. Such architects shall demonstrate honorable standing in the profession and in their community.

2.2.3 Associate Members. Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership in the Institute:

2.2.3.1 Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure.

2.2.3.2 Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture

2.2.3.3 Those who have a professional degree in architecture

2.2.3.4 Those who are faculty members in university programs in architecture and who are

actively involved in research, administration or the teaching of architecture.

2.2.4 International Associate Members. Individuals without architectural licenses from a U.S. licensing authority who meet the following requirements shall be eligible for International Associate membership in the Institute:

2.2.4.1 Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

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

2.2.6 Fellows. Architect members who have been in good standing for at least ten years may be nominated for Fellowship. Architect members may be advanced to Fellowship under guidelines set by the Institute Board if they have contributed notably to the advancement of the profession of architecture.

### 2.3 Allied Members

2.3.1 Individual Members. Individuals not otherwise eligible for membership in 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. Individual 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.

2.3.2 Organizational Representatives. Individuals not otherwise eligible for membership in the Chapter may become Allied members if they are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems.

2.3.3 Rights and Privileges. Allied members may serve in any capacity on committees, attend meetings and conventions, and participate in the scheduled activities and programs of this Chapter. They may not vote (except on committees) or be appointed or elected as an officer, director, or as a delegate or serve in any other policy setting position (except as otherwise expressly provided herein). Allied members may use the phrase "Allied Member of the Orlando Chapter of the American Institute of Architects" or "Allied Member of AIA Orlando" to describe themselves. Allied Individual members may not print or permit to be printed, or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component. Firms that employ Allied Organizational representatives in good standing may say that they are an "Allied Organization of the AIA Orlando" as long as the use of this phrase may not be construed as Institute endorsement, sponsorship or approval of any construction material, product, or service. Except as stated above, neither Allied Organizations nor their representatives may print or permit to be printed, or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component.

2.3.4 Admission. Every application for admission to Allied membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.3.5 Admission Fees. There is no admission fee established for Allied membership other than those outlined in Article 7.

## 2.4 Honorary Members

2.4.1 Honorary Fellowship. An architect of esteemed character and distinguished achievements who is not entitled to practice architecture in any State of the United State, is not a resident of the United States, and does not primarily practice architecture within the domain of the Institute may be admitted to Honorary Fellowship.

2.4.2 Honorary Membership. A person of esteemed character who is otherwise ineligible for membership in the Institute but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, may be admitted to Honorary Membership.

2.4.3 Nomination and Election. Any member of the Institute may nominate qualified individuals for Honorary Fellowship or Honorary Membership. Individuals shall be elected to Honorary Fellowship or Honorary Membership in the manner prescribed in the Institute Bylaws.

2.4.4 Termination. The Institute Board may terminate the membership and withdraw the privileges of any Honorary Fellow or Honorary Member in the manner prescribed in the Institute Bylaws, for any reason it may deem sufficient.

## 2.5 Student Affiliates

2.5.1 Qualifications of Student Affiliates. Student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the Chapter or state organization.

2.5.2 Rights and Privileges. Student Affiliate members may serve on committees but may not vote or serve as chair, and may use the phrase "Student Affiliate of the Orlando Chapter of the American Institute of Architects" or "Student Affiliate of the AIA Orlando" to describe themselves. Student Affiliate members may not hold Chapter office, or (except as otherwise expressly provided herein) print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of the Chapter, the Association, or the Institute.

2.5.3 Admission. Every application for admission to Student Affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.5.4 Admission Fee. There is no admission fee established for Student Affiliate membership other than those outlined in Article 7.

## ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE COMPONENTS

### 3.1 The Institute

- 3.1.1 Delegates to Institute Meetings. The assigned members (represented by the Officers and the Board of Directors) of this Chapter in good standing shall select the number of members' delegates they are entitled to represent the Chapter at meetings of the Institute.
- 3.1.2 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 3.1.3 Nominations for Institute Directors. Whenever the office of directorship for the region within which the Chapter is located is about to become vacant, the Board of Directors, or the Chapter in meeting assembled, shall select a nominee or nominees for the office, and transmit the nominations to the Institute Secretary within the period of time fixed by the Institute Secretary. Nominations for directors may also be made by petition containing the signatures of not less than ten members in good standing who are assigned members of Chapters in the region.
- 3.1.4 Elections of Institute Directors. Elections of directors shall be held, in accordance with the Institute Bylaws.

### 3.2 Regional Organization

- 3.2.1 Delegates to Regional Organization Meetings. The assigned members (represented by the Officers and the Board of Directors) of this Chapter in good standing shall select delegates to represent the Chapter at meetings of the Regional Organization.
- 3.2.2 Representation. This Chapter shall have representation in the Regional Organization as provided in the Bylaws of the Regional Organization. The President or another officer appointed by the Executive Committee shall be a representative of (the members of) this Chapter in the Regional Organization.

### 3.3 The Association

- 3.3.1 Delegates to FA/AIA Meetings. The assigned members of this Chapter in good standing shall select State Directors to represent them at meetings of the FA/AIA from among the assigned members of this Chapter in the number prescribed in the Bylaws of the FA/AIA.
- 3.3.2 Representation. This Chapter shall have representation in the FA/AIA as provided in the Bylaws of the FA/AIA.
- 3.3.3 State Directors. At the annual meeting of this Chapter, the assigned members of this Chapter in good standing shall elect one or more additional State Directors, as may be required by the FA/AIA Bylaws, to represent (the members of) this Chapter on the FA/AIA Board of Directors for a term of two years. State Directors shall be elected from assigned members only.
- 3.3.4 Nominations and Elections. Nominations and elections of State Directors shall be made at the same time and in the same manner as for the Officers and Directors of this Chapter.
- 3.3.5 Duties of State Directors. State Directors of (the members of) this Chapter shall act for and on their behalf in all matters that may properly come before the FA/AIA.



- 3.3.6 Term of State Directors. Each State Director shall serve for the term of two years, or until a successor is elected or appointed. Terms of office shall be staggered to allow half (or nearly half) to be elected each year. The Executive Committee shall name the successor of a State Director for the unexpired term created by the resignation or incapacity of any State Director.

#### ARTICLE 4. MEETINGS

##### 4.1 Meetings

- 4.1.1 Annual Meetings. This Chapter shall hold an annual meeting during the month of September unless an alternative date prior to November 15 is selected by a majority of the Board for the purpose of nominating and electing the officers, directors and representatives to the FA/AIA to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer, approving the dues, and for the transaction of such other business as may be appropriate.
- 4.1.2 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Executive Committee, or by a written petition to the Executive Committee signed by not less than 35 percent of the total number of assigned members of this Chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. 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.

##### 4.2 Notice. Quorum. Minutes

- 4.2.1 Notices and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by letter, electronic notice, digital communication, or in an official publication of the Chapter. The notice of each regular meeting, and the call and notice of each special meeting, shall be sent at least 7 calendar days before the fixed date 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 was transmitted prior to the meeting.
- 4.2.2 Quorums at Annual and Special 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 be 10 percent of the total number of the assigned members of this Chapter, or 20 such members, whichever is the greater number.
- 4.2.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

#### 4.3 Decisions at Meetings. Eligibility for Voting

- 4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.
- 4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- 4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by physical or electronic ballot as provided in Paragraph 4.5.1.
- 4.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:
  - 4.3.4.1 Amendments to these Bylaws relating to assigned members
  - 4.3.4.2 Matters so designated elsewhere in these Bylaws
  - 4.3.4.3 Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Institute and the Florida/Caribbean Region and FA/AIA; and Directors to the FA/AIA
  - 4.3.4.4 Instructions to delegates
  - 4.3.4.5 Chapter dues and assessments of assigned members
  - 4.3.4.6 Other matters relating to the government, meetings, affiliations, budget and finances of this Chapter
  - 4.3.4.7 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting

#### 4.4 Election of Officers and Directors

- 4.4.1 Nominations. Nominations for each office and each directorship of this Chapter about to become vacant shall be made at the Annual Meeting from the floor. However, at the meeting of the Executive Committee held at least one month prior to the Annual Meeting, the Executive Committee may select a nominating committee to prepare and present to the members slates of candidates for office and directorships.
- 4.4.2 Voting; When Required. If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 4.5.

#### 4.5 Balloting Procedures

- 4.5.1 In-person or Electronic Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by in-person or electronic 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.
- 4.5.2 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.
- 4.5.3 Election. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.4 Tie Votes. In the event of a tie vote, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the run-off election shall be elected to the office or directorship.

#### ARTICLE 5. THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

5.1 Membership of the Board of Directors. The Board of Directors shall consist of the following: the President, who shall be chair; the Vice President/President-Elect; the Secretary; the Treasurer; the Immediate Past President, each State Director of the FA/AIA; four (4) Directors at Large, one of whom shall be the Emerging Professionals Director as described in 5.1.1; and the non-voting Allied Director. Also, the Executive Director shall be a non-voting member of the Board of Directors.

5.1.1 The Emerging Professionals Director shall be either an associate member with a professional degree from an accredited school of architecture or an architect member licensed less than ten years.

5.1.2 Notwithstanding any other provisions of these Bylaws, the component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of the component.

#### 5.2 Authority of the Board of Directors

5.2.1 Powers. The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Florida and by these Bylaws.

5.2.2 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.

5.2.3 Awards. As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one of the Executive Committee, after due consideration of the nominees and their work, or as may be specified for a particular award. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship or otherwise as the Board of Directors shall determine.

- 5.2.4 Delegation of Authority. The Board of Directors may delegate (to the Executive Committee or AIA Orlando staff) any of the authority, rights or power conferred by law of the Bylaws, unless such delegation is specifically prohibited by these Bylaws and is not contrary to law.
- 5.3 Terms of Office of Officers and Directors
- 5.3.1 Term. The term of office for each officer or director shall be as follows: President (1 year); Vice President/President Elect (1 year ); Secretary (1 year) and Treasurer (1 year); FL/AIA State Directors (2 years) to be elected per Article 3.3.6; Chapter Directors at Large (1 years); Allied Director (1 year). Section Presidents and Immediate Past Presidents shall serve by virtue of their office. Elected officers and directors shall take office January 1 following their election, except for those who are appointed by the Board to fill a vacancy shall take office immediately. No person may serve more than a total of five consecutive years in any combination of offices of Secretary, Treasurer, and Vice President/President-Elect.
- 5.3.2 Vacancies. If a vacancy occurs in the membership of the Board other than on account of the regular expiration of office, the Executive Committee shall recommend a replacement to serve the remainder of the unexpired term of office. This recommendation is to be approved by the Board of Directors.
- 5.4 Meetings of the Board of Directors
- 5.4.1 Meetings Required. The Board of Directors may 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 call or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.
- 5.4.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting monthly at the time and place last determined by it.
- 5.4.3 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the President. The President shall give 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 meetings.
- 5.4.4 Annual Planning Meeting of the Board. The annual planning meeting of the Board shall take place no later than November 15 of each year.
- 5.5 Notices and Calls of Meetings
- 5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than three days before the date fixed for the meeting.
- 5.5.2 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.
- 5.5.3 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of

the Board of Directors shall not invalidate the meeting or any action taken thereat.

5.6 Quorum at Meetings. Decisions. Minutes

- 5.6.1 Quorum. The majority 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.
- 5.6.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law.
- 5.6.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary.

5.7 Reports of the Board of Directors

- 5.7.1 Report to Members. The Board of Directors may render a report in writing at each annual meeting of this Chapter of the condition, interest, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.
- 5.7.2 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.

5.8 Executive Committee

- 5.8.1 Composition. There shall be an Executive Committee of the Board composed of the President, the Vice President/President Elect, the Secretary, the Treasurer, and the Immediate Past President who shall serve on the Executive Committee the year following their term as President. The Executive Director shall serve without vote.
- 5.8.2 Powers Delegated to the Executive Committee. The Executive Committee shall have full authority, right and power to act for the Board during periods between Board meetings on all matters except that it shall not:
  - 5.8.2.1 adopt a general budget
  - 5.8.2.2 change the policies, rules of the Board or the Bylaws
  - 5.8.2.3 make an award of honor, unless adopted in Board policies and procedures
  - 5.8.2.4 purchase, sell, lease or hypothecate any real property
  - 5.8.2.5 form an affiliation
  - 5.8.2.6 fix assessment and annual dues

5.8.3 Decisions of the Executive Committee

5.8.3.1 The President, who shall be the Chair of the Executive Committee shall fix the time and place for the meetings of the Executive Committee

5.8.3.2 A quorum of a majority of its voting members shall be necessary in order to transact business at a meeting

5.8.3.3 The Executive Committee must actually meet physically or virtually in order to transact business, otherwise the acts and decisions of the Executive Committee are not binding on the Board of the Chapter

5.8.3.4 The actions of the Executive Committee shall be recorded in minutes and ratified by the Board at its meeting following such action

ARTICLE 6. OFFICERS

6.1 Officers. The Officers of this Chapter shall include a President, Vice President/President Elect, a Secretary, and a Treasurer.

6.2 The President

6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are place by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Board of Directors and Executive Committee; shall 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 duties usual and incidental to the office.

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

6.3 The Vice President/President-Elect

6.3.1 Duties. The Vice President/President Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act, and shall perform such other duties as are properly assigned by the Board of Directors, the Executive Committee or the President.

6.3.2 Succession. The Vice President/President-Elect shall succeed to the office of President upon expiration of the term of office of the President, or if the office of President becomes vacant, in which case the Vice President/President-Elect shall become President and shall complete the unexpired term and continue to serve as President the following year.

#### 6.4 The Secretary

- 6.4.1 Duties. The Secretary shall act as the recording and corresponding secretary of meetings of this Chapter, of the Board of Directors, and of the Executive Committee; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.
- 6.4.2 Delegation of Duties. 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 as 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.
- 6.4.3 Reports. The Secretary shall furnish the Institute, the Regional Organization, and the Association with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary, the Regional Organization, and the Secretary of the Association with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up to date and complete; and shall periodically report all resignations, requests for transfer or defaults of its assigned members.

#### 6.5 The Treasurer

- 6.5.1 Duties. 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 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 shall perform all duties usual and incidental to the office.
- 6.5.2 Delegation of Duties. The Treasurer shall not authorize any person other than the President of the Chapter 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.
- 6.5.3 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.
- 6.5.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of

account, and all monies, securities and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same, and if found correct, shall give to the retiring Treasurer a receipt thereof and a complete release of the retiring Treasurer from any future liability.

- 6.5.5 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in capital, surplus, income or reserve of fund or account resulting from any acts performed in good faith in conducting the usual business of the office.
- 6.6 .Director at Large
  - 6.6.1 Duties. DAL shall have liaison authority over a specific committee(s) per term.
  - 6.6.2 Succession. DAL shall recruit a replacement near the end of their term if they choose not to run again.
- 6.7 Emerging Professional Director
  - 6.7.1 Duties
- 6.8 Allied Director
  - 6.8.1 Duties
- 6.9 State Director
  - 6.9.1 Duties

## ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES

- 7.1 Annual Dues
  - 7.1.1 Amount of Annual Dues and Admission Fees. The Board of Directors (by the majority vote of its voting membership) may fix, before the end of any fiscal year, the annual dues to be paid by each category of membership for the immediately succeeding fiscal year (and the amount of admission fees required of allied and student affiliate members). This amount shall be approved by majority vote of the assigned members attending the Annual Meeting of the Chapter.
  - 7.1.2 Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.
  - 7.1.3 Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.
  - 7.1.4 Notwithstanding the foregoing, annual Chapter dues will be due and payable consistent with the Institute Bylaws and Rules of the Board, including any applicable dues payment plans approved by the Institute Board of Directors.
  - 7.1.5 Dues to the FA/AIA. Each member of this Chapter shall pay annual dues and assessments levied by the FA/AIA in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments.
- 7.2 Assessments
  - 7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned members present at a meeting, may levy an assessment on its assigned members; by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its allied and student affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed 25 percent of the amount of the annual dues.



7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for non-payment, shall be mailed by letter, electronic notice, or in an official publication of the Chapter to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

### 7.3 Default of Annual Dues & Assessments

7.3.1 Due Date for Annual Dues. Dues shall cover a calendar year and, except as otherwise provided in these Bylaws, shall be due and payable in full on or before January 15 of each year. Every member who has not paid full regular dues owed for the calendar year shall be in default provided, however, that no member shall be considered as in default so long as he or she is current in their dues payments made in accordance with any programs approved by the Institute Board.

7.3.2 Due Date for 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.

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

### 7.4 Termination or Suspension for Default of Dues or Assessments

7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments the Board of Directors shall so advise the Institute Secretary, and request termination of that membership.

7.4.2 Allied Members and Student Affiliates. If an allied member or student affiliate is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated.

### 7.5 Finances

7.5.1 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 voting membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

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

### 7.6 Expenses of State Directors

Unless otherwise provided in the FA/AIA Bylaws, the expenses of the State Directors, in an amount to be approved by the Board of Directors shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to FA/AIA meetings.

## ARTICLE 8. PROPERTY, RIGHTS & PRIVILEGES

### 8.1 Acquisition of Property

8.1.1 Authority. In order to carry on its affairs and exercise its powers, this Chapter may acquire real and personal property for its own use, (but shall not execute any chattel mortgage).

8.1.2 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 if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

8.2 Dividends Prohibited. Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the objects of the Chapter, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the members of this Chapter.

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

## ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 Composition. The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.

9.2 Committee Members. The members and the chair of every committee are to be members in good standing as defined in these bylaws.

9.3 Reports. Every committee chair shall make a report, either verbal or written, at such times as the Board of Directors requests such reports.

## ARTICLE 10. PROFESSIONAL CONDUCT AND DISCIPLINE

### 10.1 Code of Ethics and Professional Conduct

10.1.1 Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.

10.1.2 Chapter Amendments Prohibited. No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

### 10.2 General Provisions Relating to Hearings and Procedure

10.2.1 Confidentiality. The charges, evidence and action of the Executive Committee in any case of unprofessional conduct shall not be made public. Charges of unprofessional conduct shall be made only in executive session and all proceedings of and before the meeting at which such charges are made shall be and remain confidential.

## ARTICLE 11. GENERAL PROVISIONS

11.1 Executive Office. The executive offices of this Chapter shall be located at the business address of the Chapter's Executive Director.

11.2 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 charges of unprofessional conduct, 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 Executive Committee, by any member.

11.3 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, the Executive Committee, and the Chapter committees in all cases in which such Rules of Order 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.

### 11.4 Liability, Indemnification and Insurance

11.4.1 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.

11.4.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify, and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of their position with that degree of diligence,

care and skill which ordinarily prudent persons would exercise under similar circumstances In like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe their conduct to be unlawful.

- 11.4.3 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 12. AMENDMENTS AND INTERPRETATIONS OF THE BYLAWS

### 12.1 Bylaw Amendments at Meetings of this Chapter

- 12.1.1 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Chapter, provided that a notice, mailed or electronically transmitted, stating each proposed amendment and the reason thereof is sent to every member eligible to vote on the amendment not less than 30 days prior to the date of the meeting at which the proposed amendment is to be considered.
- 12.1.2 Adoption of Bylaw Amendment. 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.

### 12.2 Amendments by the Board of Directors

- 12.2.1 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 as soon as it can properly do so after Institute Bylaws or any amendments thereto become effective.
- 12.2.2 Delegation of Authority. The Board of Directors may 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.
- 12.2.3 Titling and Number of Bylaws. From time to time and without further action of the Chapter, the Secretary shall rearrange, retitle, and renumber the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

### 12.3 Bylaws of the Chapter

The Chapter shall adopt bylaws consistent with the Institute Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the Institute Secretary for approval before the bylaw or amendment becomes effective.

### 12.4 Interpretation of Bylaws

These bylaws shall be interpreted according to the laws of the State of Florida.

End of Bylaws - amended 9/30/2011; amended 11/13/2014; amended 9/20/2018; amended 9/17/2020; amended 9/9/2021; amended 9/14/2023