

BY-LAWS OF THE MID-MISSOURI COMPONENT - AMERICAN INSTITUTE OF ARCHITECTS  
Amended Nov. 15, 1991, Nov, 15, 1996, Nov. 16, 2001, April 19, 2002, and Sept. 20, 2013

**ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS**

1.1 **Name**

- 1.11 **This Component.** The name of this organization is AIA Mid-Missouri, a Component of The American Institute of Architects.
- 1.12 **Related Institute Organizations.** In these Bylaws the above named component is referred to as this Chapter the governing Board of this Chapter as the Executive Committee; AIA Missouri as the State Organization; the Central State Regional Council as the Regional Organization; the American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.
- 1.13 **Graphic Identity.** All items identifying the Chapter, including but not limited to newsletters, banners, stationary, logos, etc. shall conform to the Institute's graphic identity guidelines.

1.2 **Objects and Powers**

- 1.21 **Objects.** 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; 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.
- 1.22 **Powers.** The powers of this Chapter shall be as provided in the laws of the State of Missouri, the certificate of incorporation and the Institute Bylaws.

1.3 **Organization**

- 1.31 This Chapter is a nonprofit membership corporation duly incorporated on the first day of December, 1970, under and by virtue of the provisions of General Not-For-Profit Corporation Law of the State of Missouri, duly chartered by the Institute on the fifth day of December, 1970.

1.4 **Territory**

- 1.41 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 indicated on the map, Exhibit A, and on the Chapter's Charter, Exhibit B, both attached to these Bylaws.

## 1.5 Collaborations with Other Organizations

- 1.51 **Purpose of Collaborations.** This Chapter may collaborate 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 collaboration.
- 1.52 **Agreements of Collaboration.** Every collaboration must be authorized by the Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the collaborating organization.
- 1.521 **Statement of Purpose.** Every agreement of collaboration shall state the purposes and objects of the collaboration, the terms and conditions under which it is entered into, the duration, the objects of the collaborator and the nature of its organizations, membership, government and operations.
- 1.522 **Limitations.** No collaborating 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 Executive Committee has voted to be so bound or obligated.
- 1.523 **Termination.** Any collaboration may be terminated by majority vote of the Executive Committee upon such notice to the collaborating organization as may be required in the agreement of collaboration.
- 1.53 **Privileges of Collaborating Organizations.** The representatives of a collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

## ARTICLE 2. MEMBERSHIP

### 2.1 Members: General Provisions

- 2.11 **Categories of Membership.** The members of this Chapter shall consist of (a) Architect and Associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to unassigned membership in this Chapter and (b) the allied and affiliate members it may admit as provided section 2.4.
- 2.12 **Qualifications.** This Chapter shall not establish qualifications in addition to, or which vary from the Institute's policies for membership.
- 2.13 **Enrollment of Members.** Every member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and this Chapter, and shall be enrolled by the Secretary as a member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.
- 2.14 **Annual Dues and Assessments.** Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.
- 2.15 **Resignations.** Any member may resign from this Chapter by presenting a written resignation to the Secretary/Treasurer. The resignation of an assigned member, if the Secretary/Treasurer 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.

- 2.16 **Good Standing.** A member is not in good standing in this Chapter while under charges of unprofessional conduct, and is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

## 2.2 **Assigned Members**

- 2.21 **General.** The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.
- 2.211 **Limitations of Associate members.** Associates may not hold more than two seats or one-third of the total seats, whichever number is greater, on the Chapter Executive Board. Associates may not vote on dues for Architect members. Associates may not constitute more than one-third of any Chapter delegation to state, regional, and national AIA conventions. Associates shall not be eligible to serve as a Chapter officer.
- 2.22 **Action on Applications.** Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Committee shall promptly complete the application and shall forward it to the Institute Secretary.
- 2.23 **Transfers.** The Executive Committee shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another Chapter of the Institute.
- 2.24 **Admission Fees Prohibited.** An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- 2.25 **Termination.** Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another Chapter.
- 2.26 **Emeritus Members.** Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall automatically be an Emeritus Member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

## 2.3 **Unassigned Members**

- 2.31 **Admission.** The Executive Committee, without action by the Institute, shall admit to unassigned membership in this Chapter any Architect or Associate member assigned to another Chapter, provided that such member applies for such membership in writing directly to the Executive Committee in the manner prescribed by it.

- 2.32 **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 hold any office or directorship in this Chapter, vote at any of its meetings on matters described in Article 4, Section 3.4, nor represent its members as a delegate or otherwise at any meeting of the Institute.
- 2.33 **Termination.** An unassigned member shall remain a member of this Chapter until such membership in the Institute is terminated or until such member resigns. The Executive Committee may terminate unassigned membership in this Chapter for indebtedness to it.

## 2.4 **Affiliate Members**

- 2.41 **Admission.** Every application for admission to affiliate membership in this Chapter shall be made to the Executive Committee and shall be promptly acted upon by the Executive Committee. Allied members of the Institute shall be eligible as Affiliate members of the Chapter as provided in the Institute By-Laws.
- 2.42 **Admission Fees.** Every applicant for an affiliate membership shall pay an admission fee as provided in Article 7 of these Bylaws.
- 2.43 **Termination.** Affiliate memberships shall be terminated by the death or resignation of an affiliate; shall automatically be terminated by admission to or becoming eligible for Architect or Associate membership, and may be suspended or terminated for unprofessional conduct as provided in Paragraph 2.16 or for indebtedness as provided in Section 7.4. Student affiliates shall be automatically transferred to the professional affiliate classification by the Executive Committee whenever they become eligible for that classification.
- 2.44 **Professional Affiliate Members.** Individuals who are not otherwise eligible for membership in the Chapter shall be eligible for Professional Affiliate membership in the Chapter 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. Such 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.
- 2.45 **Student Affiliate Members.** Student affiliates shall be undergraduate or post-graduate students of architectural schools or secondary school students within the territory of this Chapter.
- 2.46 **Affiliate Member Rights and Privileges.** Affiliate members in good standing:
1. May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee or that is not involved with formal or informal charges of unprofessional conduct;
  2. May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for professional affiliates;

3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
4. May not use the initials AIA nor the phrase American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.

## 2.5 **Honorary Affiliate Members**

- 2.51 **Qualifications.** A person of esteemed character who is not eligible 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 the territory of this Chapter, may be admitted to Honorary Affiliate Membership in this Chapter.
- 2.52 **Nomination and Admission.** Any member of the Executive Committee may nominate a person eligible for honorary affiliate membership. 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 Executive Committee, at any of its regular meetings, after the nomination of a person for honorary affiliated membership, may admit such person as an honorary affiliate member.
- 2.53 **Rights and Privileges.** In addition to the rights and privileges set forth in paragraph 2.46 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of AIA Mid-Missouri" and shall not pay any admission fee or annual dues nor be subject to any assessment by this Chapter.

## **ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTEORGANIZATIONS**

### 3.1 **The Institute**

- 3.11 **Delegates to Institute Meetings.** The assigned members of this Chapter in good standing shall select, in the manner set forth below, the member delegates to represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws.
- 3.12 Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee. No more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent, this Chapter, as provided in the Institute Bylaws.

### 3.2 **Regional Organization**

- 3.21 **Delegates to Central States Regional Meetings.** The assigned members of this Chapter in good standing shall select, in the manner set forth below, member delegates to represent them at meetings of the Regional organization from among the assigned members of this Chapter in the number prescribed in the Bylaws of the Central States Region.

- 3.22 Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee.

3.3 **State Organization**

- 3.31 **Representatives on State Organization Board.** The President-Elect shall be a representative of the members of this Chapter on the AIA Missouri Board. At the annual meeting of this Chapter, the members in good standing shall elect two additional representatives as required by the AIA Missouri Bylaws.

**ARTICLE 4. MEETINGS**

4.1 **Meetings**

- 4.11 **Annual Meeting.** This Chapter shall hold an annual meeting during the month of September, for the purposes of nominating and electing the officers, directors, and representatives to the State Organization 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.

- 4.12 **Regular Meetings.** This Chapter shall hold regular meetings as called.

4.2 **Notice, Quorum; Minutes**

- 4.21 **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 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 10 days before the date fixed for the meeting. Notice is sufficient if sent by e-mail newsletter at least 10 days prior to the meeting.

- 4.22 **Quorums 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 be 1/4 of the total number of assigned members of this Chapter.

- 4.23 **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 in the Book of Minutes of this Chapter. 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**

- 4.31 **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.

- 4.32 **Roll Call Vote.** A roll call vote shall be taken whenever one-third of the voting members present shall so require.

- 4.33 **Proxies.** Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.
- 4.34 **Limitations on Voting Eligibility.** Only assigned members in good standing may vote on the following matters:
  - 4.341 Amendments to these Bylaws relating to assigned members;
  - 4.342 Matters so designated elsewhere in these Bylaws;
  - 4.343 Elections of Chapter officers and directors; Institute Directors; delegates to meetings of the Institute and the Regional and State Organization; and representatives to the State Organization;
  - 4.344 Instructions to delegates;
  - 4.345 Any matters relating to membership, such as passing on admission of applicants;
  - 4.346 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Architect members shall be limited to Architect members;
  - 4.347 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
  - 4.348 Any matters relating to the Institute's Code of Ethics and Professional Conduct, on which voting shall be limited to Architect members;

#### 4.4 **Election of Officers and Directors**

- 4.41 **Nominations.** Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members slates of candidates for offices and directorships.
- 4.42 **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 therefor by law and the provisions of Section 4.5.

#### 4.5 **Balloting Procedures**

- 4.51 **Election.** The nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.

- 4.52 **Results.** The President shall announce to the meeting the results of all balloting, and shall declare all elections.

## **ARTICLE 5. THE EXECUTIVE COMMITTEE**

### **5.1 Membership of the Executive Committee.**

- 5.11 The Executive Committee shall consist of the officers, the immediate past President and up to six directors, each of whom shall be an assigned member of this Chapter.

### **5.2 Authority of Executive Committee**

- 5.21 **Powers.** The Management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Executive Committee, which shall exercise all authority, rights and powers granted to it by the laws of the State of Missouri and by these Bylaws.

### **5.3 Terms of Office of Officers and Directors**

- 5.31 **Term.** The term of office of each officer shall be one year, except the Secretary-Treasurer which shall be a two-year term. The term of office of each director shall be three years. Each shall serve until a successor has qualified. The Director's term of office shall be so arranged so that no more than two terms expire in any one year.
- 5.32 **Vacancies.** If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office.

### **5.4 Meetings of the Executive Committee**

- 5.41 **Meetings Required.** The Executive Committee must actually meet in a regular or special meeting in order to transact business.

### **5.5 Notices and Calls of Meetings**

- 5.51 **Notice required.** Every call and notice of a regular or special meeting of the Executive Committee shall be served not less than three days before the date fixed for the meeting.

### **5.6 Quorum at Meetings; Decisions; Minutes**

- 5.61 **Quorum.** Four members of the Executive Committee 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.
- 5.62 **Decisions of the Executive Committee.** Every decision of the Executive Committee shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law.



- 5.63 **Minutes.** Written minutes of every meeting of the Executive Committee, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of minutes of this Chapter. The minutes of each meeting shall be signed by the President or other officers who presided at the meeting.

## ARTICLE 6. OFFICERS

### 6.1 Officers

- 6.11 The officers of this Chapter shall include a President, President-Elect, and a Secretary-Treasurer. The offices of President and President-Elect will each be one-year terms. The office of Secretary-Treasurer will be a two-year term. The term shall start January 1<sup>st</sup> and run through December 31<sup>st</sup>.

### 6.2 President

- 6.21 **Duties.** The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these Bylaws or by the Executive Committee under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the 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 other duties usual and incidental to the office.
- 6.22 **Authority.** The President shall act as spokesperson of this Chapter and of 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 specially authorized by the Executive Committee.

### 6.3 President-Elect

- 6.31 **Duties.** 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 Executive Committee or the President. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President

### 6.4 The Secretary-Treasurer

- 6.41 **Duties as Secretary.** The Secretary-Treasurer shall act as the recording and corresponding secretary and as secretary of meetings of this Chapter and of the Executive Committee; have custody of and safeguard and keep in good order all property of this Chapter, 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 Executive Committee and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and perform all other duties usual and incidental to the office.

- 6.42 **Duties as Treasurer.** The Secretary-Treasurer shall have charge and 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.
- 6.43 **Reports.** The Secretary-Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Executive Committee. 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.
- 6.44 **Permissible Delegation of Authority.** The Secretary-Treasurer 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, and may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, except as prohibited in Article 6, Section 4.5.
- 6.45 **Non-permissible Delegation of Authority or Responsibility.** The Secretary-Treasurer shall not delegate responsibility for the property of this Chapter, nor the making of any attestation or certification required to be given by the Secretary-Treasurer, nor the signing of any document requiring the signature of the Secretary-Treasurer. The Secretary-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 Secretary-Treasurer, unless such delegation is expressly permitted in these Bylaws.
- 6.46 **Succession.** When a new Secretary-Treasurer takes office, the retiring Secretary-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 Secretary-Treasurer's custody and possession. The incoming Secretary-Treasurer shall check the same, and if found correct, shall give to the retiring Treasurer a receipt therefor and a complete release of the retiring Treasurer from any future liability.
- 6.47 **Liability.** The Secretary-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.
- 6.48 **Withdrawals.** The Secretary-Treasurer shall maintain a Chapter account of funds in a member bank of the FDIC. All withdrawals upon said account shall be authorized by the President or by Executive Committee action.
- 6.49 **Terminology.** In all instances where reference is made throughout these Bylaws to the "Secretary" or to the "Treasurer", it shall be taken to mean the "Secretary-Treasurer".

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

### 7.1 Annual Dues

- 7.11 **Amount of Annual Dues.** The Executive Committee shall have prepared recommended schedule of dues for the immediately succeeding fiscal year and shall mail same to all members at least ten days previous to the annual meeting. At the annual meeting the proposed budget and dues schedule shall be approved as submitted or as revised by a majority vote.
- 7.12 **Period of Annual Dues.** Dues shall be due and payable as determined by the national component of the American Institute of Architects billing schedule.
- 7.13 **Allocation of First Annual Dues.** If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall allocate the entire annual dues as dues for the year of admission; if such a member is admitted during the second or third quarter of the fiscal year, the Treasurer shall allocate an amount equal to two-thirds of the prepaid annual dues as dues for the year of the admission and the remainder as a prepaid installment of the annual dues for the succeeding fiscal year; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-third of the prepaid dues as the dues for the year of admission and the remainder as a prepaid installment of the annual dues for the succeeding fiscal year.
- 7.14 **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.
- 7.15 **General Remission of Annual Dues and Admission Fees.** This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members and affiliate members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of the admission fee required to be paid by affiliate members.
- 7.16 **Individual Remission of Annual Dues.** The Executive Committee, may, in exceptional instances and under the exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year.

### 7.2 Assessments

- 7.21 **Authority.** This Chapter, by the concurring vote of the assigned Architect members present at a meeting, may levy an assessment on its assigned Architect members present at a meeting, may levy an assessment on its Associate members, or an assessment on its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed the annual dues required to be paid by such member for that year.
- 7.22 **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 nonpayment, shall be

mailed 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 and Assessments**

- 7.31 **Due Date for Annual Dues.** Every member who has not paid the entire amount of the required annual dues for the then current fiscal year by the date for said year as determined by the national component of the American Institute of Architects billing schedule shall be in default for the unpaid amount.
- 7.32 **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.
- 7.33 **Notice of Default to Member.** Every member who is in default to this Chapter shall be given thirty days notice in writing in advance by the Secretary of their impending termination because of said default.

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

- 7.41 **Assigned Members.** If an assigned member is in default to this Chapter for nonpayment of dues on the last day of March of said year, or for nonpayment of an assessment of the thirtieth day past the date fixed for payment, then the Secretary of the Executive Committee shall so advise the Institute Secretary, and request termination of that membership.
- 7.42 **Unassigned Members and Affiliates.** If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments on the last day of March of said year, 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 thirty 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.

### 7.5 **Finances**

- 7.51 **Budgets and Appropriations.** Prior to the beginning of every fiscal year, the Executive Committee 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.
- 7.52 **Audits.** Whenever a new Treasurer is elected, and whenever the Executive Committee shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter shall be audited by a certified public accountant employed by the Executive Committee.
- 7.53 **Fiscal Year.** The fiscal year of this Chapter shall be from October 1<sup>st</sup> through September 30<sup>th</sup>.

## ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES

### 8.1 Acquisition of Property

- 8.11 **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.
- 8.12 **Gifts.** Only the Executive Committee 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

- 8.21 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.

### 8.3 Institute Property Interests

- 8.31 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

### 9.1 Composition

- 9.11 The Executive Committee may form committees to carry out the work of the Chapter. The charge and duration of each committee shall be determined by the Executive Committee. The members of each committee shall be prescribed by the body that established it, but the Executive Committee may assign additional duties to any committee at any time.

## ARTICLE 10. PROFESSIONAL CONDUCT AND DISCIPLINE

### 10.1 Code of Ethics and Professional Conduct

- 10.11 **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.
- 10.12 **Chapter Amendments Prohibited.** No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.
- 10.13 **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.**

11.11 The executive offices of this Chapter shall be located within the territory of this Chapter.

### 11.2 **Records Open to Members.**

11.21 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 of this Chapter in good standing.

### 11.3 **Parliamentary Authority**

11.31 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 Executive Committee, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not consistent or in conflict with law, these Bylaws, or the rules and regulations adopted by this Chapter or by the Executive Committee.

### 11.4 **Counsel**

11.41 The Executive Committee shall obtain the written opinion of counsel on all procedures relating to unprofessional conduct concerning every disciplinary case wherein the action of the Executive Committee may result in the expulsion of an affiliate member, concerning all agreements, and concerning any amendment to these Bylaws, before any such actions take effect.

### 11.5 **Liability, Indemnification and Insurance**

11.51 **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.

11.52 **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 Executive Committee 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.

- 11.53 **Insurance.** The Executive Committee 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 13. EDUCATIONAL SCHOLARSHIPS**

#### **12.1 Roy J. Pallardy Memorial Scholarship**

- 12.11 An educational scholarship is hereby established, formally as "Mid-Missouri Chapter of the American Institute of Architects (AIA Mid-Missouri) / Roy J. Pallardy Memorial Scholarship."
- 12.12 The purpose of the scholarship is to assist serious students of architecture who are residents of the Chapter area by means of a monetary grant-in-aid to offset college expenses.
- 12.13 A trust is established in the name of "AIA Mid-Missouri, a Chapter of the American Institute of Architects, Roy J. Pallardy Memorial Scholarship" at the Central Trust Bank per trust agreement dated December 14, 1983 for the purpose of administration and investment of the scholarship funds.
- 12.14 The President shall annually appoint a Scholarship Committee ratified by the Executive Committee, comprised of a minimum of four (4) corporate members and a maximum of six (6) corporate members to oversee the selection process.
- 12.15 A written scholarship procedure shall be proposed and ratified by a 3/4 vote of the Chapter. The written procedure may be amended from time to time by 3/4 vote of the Chapter at any regular or special meeting provided that formal notice of such action is sent to each member eligible to vote at least 10 days prior to the date of the meeting at which the proposed amendment is to be considered.
- 12.16 The written procedure shall comply with the following minimum guidelines.
- 12.161 The scholarship shall be awarded annually.
- 12.162 The minimum scholarship per year shall be 90% of the yearly interest earnings.
- 12.163 The scholarship amount shall be divided among one or more students of architecture who have completed their third year at an accredited school of architecture and who are enrolled in architecture at an accredited school during semester of receipt.
- 12.164 The scholarship shall be formally awarded by written resolution of the Executive Committee signed by the President and Secretary/Treasurer with a copy of such resolution sent to the Scholarship Trustee, AIA Mid-Missouri Chapter, AIA members, applicants and Mid-Missouri area news media.

## ARTICLE 13. AMENDMENTS

### 13.1 Amendments at Meetings of this Chapter

- 13.11 **Notice of Proposed Amendments.** These Bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than 10 days prior to the date of the meeting at which the proposed amendment is to be considered.
- 13.12 **Bylaws Relating to Assigned Members.** It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these Bylaws.

### 13.2 Amendments by the Executive Committee

- 13.21 **Conformity with Institute Bylaws.** The Executive Committee, 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.
- 13.22 **Delegation of Authority.** The Executive Committee 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.

## END ##