

THE AMERICAN INSTITUTE OF ARCHITECTS

LONG ISLAND CHAPTER INC.

AKA

AIA LONG ISLAND

BYLAWS

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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.0.1 Name. The name of this organization is American Institute of Architects, Long Island Chapter, Inc., also known as AIA Long Island, hereafter referred to as this Chapter.

1.0.211 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the ~~Executive Committee~~ Board of Directors. The national organization, The American Institute of Architects, is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board. The state organization is the AIA New York State, Inc. ~~Association of Architects~~.

1.0.32 Objects. The objects of this Chapter shall be to promote and forward the objects of the Institute within the assigned 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 and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.0.43 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: Nassau County and ~~Suffolk County~~ counties, excluding that portion of Eastern Suffolk comprised of the townships of Riverhead, Southold, Southampton, Shelter Island and East Hampton, or any territory included in any future county that includes such townships ~~and is indicated on the map attached to these bylaws.~~

1.0.54 Organization. This Chapter, originally chartered by the Institute in 1939, is a non-profit membership corporation association duly incorporated on the 8th day of November, 1954 under, and by virtue of, the provisions of the Membership Corporation Law of the State of New York as The Long Island Society Chapter of the American Institute of Architects, Inc. and became a successor to the Long Island Society of Architects. On February 22, 1973 the name of the Chapter was changed to the Long Island Chapter, AIA, Inc. It was incorporated as not-for-profit in the State of New York on February 2, 1988 under the name American Institute of Architects, Long Island Chapter, Inc.

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

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

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.1.1 Purpose of Affiliations. This Chapter may affiliate with any local organization of the design and construction industry operating within the territory of this Chapter that is not used or maintained for

financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

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

1.1.2.1 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

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

1.1.2.3 Termination. Any affiliation may be terminated by not less than two-thirds vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

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

1.2 ENDORSEMENTS

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

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

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

a) ~~Assigned members including The~~ Architect, ~~Intern,~~ Associate and Emeritus members of the Institute who have been assigned to of this Chapter, or who have been admitted to unassigned membership in this Chapter; and

~~b) Unassigned members including any Architect, Intern, Associate and Emeritus members assigned to another chapter.~~

~~cb)~~ Allied members ~~which include Allied Professional members~~ admitted to this Chapter as provided in paragraph 2.3.

~~d) Affiliate members which include Honorary Affiliate and Student Affiliate members admitted to this Chapter.~~

2.0.2 Definitions. In these bylaws, Architect, Associate and Emeritus members who have been assigned to this Chapter are referred to as "assigned members!". An "unassigned member" is a member

assigned to another chapter who has been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "Allied Affiliate" refers to professionals, affiliates and honorary affiliates.

The term "member," if not otherwise qualified, shall refer to all persons in all categories of membership in this Chapter.

a) 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 in the Institute. Such architects shall demonstrate honorable standing in the profession and their community;

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

- i) 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, or
 - ii) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
 - iii) Those who have a professional degree in architecture, or
 - iv) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture, ~~or~~
- ~~v) 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~~ are eligible for International Associate membership. Such persons may be resident within or outside the U.S.

c) Emeritus Members: Any Architect ~~and Associate~~ member may apply for Emeritus status if:

- (a) The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to their application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and
- (b) The member either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

Any Associate member may apply for Emeritus status if:

- (a) The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to the member's application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

(b) The member either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

~~who has been in good standing in the Institute for fifteen successive years and either (i) has attained the age of 70, or (ii) has attained the age of 60 and is retired from practicing the profession of architecture or is so incapacitated as to be unable to work in the profession;~~

~~[National's Bylaws permit Associate members to apply for Emeritus status under these same conditions.]~~

~~**d) Architectural Member Firms:** (This category **DOES NOT** invoke additional dues or voting rights, it is strictly for administrative purposes) The "Architectural Member Firm" must be composed of sole proprietors, partners or corporate officers in the said firm, all of whom must be licensed Architects and at least half of the partners of the firm or officers of the corporation must be members of this Chapter.~~

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

2.0.4 Non-resident Status. Non-resident status shall be accorded to members who ~~apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members reside and have their principal place of business outside the territory of this Chapter and not in the territory of another chapter. Members who have applied for and been granted such status~~ shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3-0.

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

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

2.0.7 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Board of Directors 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.

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

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

2.1 ASSIGNED MEMBERS

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

2.1.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. ~~Where the applicant is ineligible under AIA Bylaws, the Chapter will send, within 30 calendar days after the date the application was filed, make~~ a recommendation to the Institute Secretary to ~~accept or~~ deny the application.

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

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

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

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

2.2 UNASSIGNED MEMBERS

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

2.2.2 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 any directorship, make any motion, nor vote on matters described in ~~section other sections~~ 5.2.4 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.2.3 Termination. Unassigned membership in this Chapter is terminated by the death of the member or by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter.

2.3 ALLIED AND ~~HONORARY AFFILIATE~~ MEMBERS

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

2.3.2 Admission Fees. Every applicant for allied ~~and affiliate~~ membership shall pay an admission fee in an amount determined by the Board of Directors.

2.3.3 Termination. Allied membership is terminated by the death, resignation or the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate

the membership of an allied member for indebtedness to the Chapter or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.3.4 Rights and Privileges of Allied ~~and Affiliate~~ Members. Allied members shall have the rights and privileges specified in the Institute Bylaws ~~- and if Affiliates~~ in good standing:

- a) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- b) May attend and speak but may not make motions or vote at any ~~regular~~ meeting of this Chapter;
- c) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; and
- d) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute, except as provided in the Institute Bylaws. -

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

~~**2.3.6 Honorary Members-Qualifications.** **2.36 Student Affiliate Members-Qualifications.** Student Affiliate members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, who study or reside within the territory of this Chapter.~~

~~**2.37 Honorary Affiliate Members-Qualifications.** A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith may be admitted as an Honorary ~~Affiliate~~ member of this Chapter.~~

~~**2.3.67.1 Nomination and Admission.** A person eligible for Honorary membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors may, after a two-month period for review, at any of its regular meetings of the Chapter, admit a nominee as an Honorary ~~Affiliate~~ member upon two-thirds vote of the members present provided that a quorum is assembled. Only one Honorary Affiliate may be elected in any one calendar year.~~

~~**2.3.67.2 Rights and Privileges.** Honorary members of this Chapter shall not pay any admission fee, annual dues nor be subject to any assessment, nor make any motions or vote at any meeting of this Chapter.~~

~~**2.373 Nomination and Admission to Honorary Affiliateship.** All nominations for honorary affiliateship and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor.~~

2.3.6.374 Acceptance of Honorary ~~Affiliate~~ Membership. When the Board of Directors has elected a person to Honorary ~~Affiliateship~~ membership, it shall ascertain the nominee's willingness to accept the honor. If the nominee accepts, the Board of Directors shall request the nominee to be present at an upcoming the next annual meeting of this Chapter for the presentation of the honor.

2.3.6.475 Withdrawal of Honorary ~~Membership~~.~~Affiliateship~~. The Board of Directors, by not less than two-thirds vote, may terminate any Honorary ~~membership~~Affiliateship in this Chapter and strike the name of the Honorary ~~Affiliate-member~~ for any reason it deems sufficient; provided it has offered the Honorary ~~Affiliate-member~~ an opportunity to be heard in the matter.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.0.1 Obligation to Pay Dues. All members except Emeritus members and Honorary ~~Affiliate~~-members shall pay annual dues on or before ~~January 15 of each year~~ the date required for payment in the Institute's invoice(s) for such dues.

3.0.2 Amount of Annual Dues. The Board of Directors by the concurring vote of all but one of its entire membership, shall fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year, and the amount of admission fees required of allied or Affiliate members.

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

3.0.4 Dues For ~~Non-(Unassigned)~~ Members. Unassigned members shall pay reduced dues. The amount of dues shall be determined by the Board of Directors pursuant to section 3.0.2.

3.0.5 General Waiver of Annual Dues. This Chapter will not permit a general waiver of annual dues.

3.0.6 Individual Waiver of Annual Dues. The Board of Directors by not less than a two-thirds vote may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

3.0.7 Exemptions. Emeritus members and Honorary ~~Affiliate~~-members shall pay no dues or assessments to the Chapter. ~~Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors.~~

~~**3.0.8 Section Dues Appropriation.** Sections shall receive a percentage of the dues collected from Chapter members in the Section geographic area and shall be determined and/or changed by at least two-thirds vote of the Board of Directors and the approval of the Section's Board.~~

3.1 ASSESSMENTS

3.1.1 Authority. This Chapter, by the concurring vote of two-thirds of the total number of Architect members present at a meeting, not less than two-thirds vote of the Board of Directors, may levy an assessment on its Architect members and by the concurring vote of two-thirds of its assigned members present at a meeting, levy an assessment on its Associate or allied members. The amount of the assessment in any fiscal year shall not exceed 10% percent of the amount of the annual dues required to be paid by such member for that year.

3.1.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be electronically published in the Chapter newsletter mailed to every member not less than 30 days prior to the ~~request for payment meeting of this Chapter at which the proposed assessment is to be voted on.~~

3.1.3 Individual Waiver of Assessment. The Board of Directors, by not less than a two-thirds vote may, in exceptional circumstances, waive the assessment of any member in whole or in part for any year, and such waiver may be made retroactive.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

3.2.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days' notice in writing by the Secretary or a designate of impending termination proceedings because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

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

3.3.2 Unassigned Members, Allied ~~or Affiliate~~ Members. If an unassigned member, or allied member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

~~3.4 DUES MATRIX (for reference only)~~

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.0.1.1 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one-third of the Chapter's delegation shall be ~~Interns or~~ Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.0.1.2 Obligations of Institute Delegates. The Institute Delegates representing this Chapter shall act for this Chapter under the direction of the Board of Directors. Delegates shall report to the Board of Directors regularly.

~~4.0.2 Petition for Nomination of Regional Representatives to the Institute's Strategic Council~~~~Institute Directors, for the State Organization.~~ The Board of Directors shall nominate and the Regional Representatives to the Institute's Strategic Council~~Institute Director(s), also known as Regional Director,~~ for this Chapter's region in the manner provided in the bylaws of the State Organization. Such nominee~~nominee to the State Organization for Institute Directorship~~ shall have served on the Board of Directors and/or have the support of at least two-thirds of the Board of Directors.

4.1 STATE ORGANIZATION

~~4.11 Delegates to State Convention and Meetings.~~ The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

~~4.111 Selection of Delegates.~~ Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the State Organization Bylaws.

~~4.112 Obligations of State Organization Delegates.~~ The State Organization Delegates representing this Chapter shall act for this Chapter under the direction of the Board of Directors. Delegates shall report to the Board of Directors regularly.

~~4.1.12 Representation on State Organization Board.~~ The ~~The~~ Board of Directors shall nominate a Director and ~~Alternate Director~~ to the State Organization~~..~~ These nominees shall be selected from among the current or past members of the Board of Directors, and shall act within the guidelines of the State Organization and Chapter bylaws.

~~4.1.23 Nominations and Elections.~~ Nominations and elections of Chapter to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

~~4.1.34 Term of Director and Alternate Director.~~ Each representative shall serve for the term of two years, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation, or removal, ~~or incapacity~~ of any representative. This ~~position~~ ~~se positions~~ may be declared vacant by upon the concurrence of not less than two-thirds vote of the Board of Directors ~~at a regular meeting~~ for but not limited to one of the following reasons: resignation, physical disability, other incapacity or neglect of duties. Other than for reason of resignation this action shall not become effective until and unless the Board of Directors has offered the office holder the opportunity to be heard at a duly called meeting of the Board of Directors. Should a vacancy occur, a successor shall be chosen to fill the unexpired term by a majority vote of the Board of Directors present at a meeting called for this purpose.

~~4.1.45 Obligations of Directors and Alternate Directors.~~ The ~~Director and Alternate~~ Director representing this Chapter shall act for and on its behalf in all matters that may properly come before the

State Organization and shall report to the Board of Directors monthly. Failure to report at two consecutive meetings of the Board of Directors may, at the discretion of the Board of Directors, constitute a neglect of duty.

4.2 SECTIONS

~~4.21 Establishment of Sections.~~ This Chapter may establish Sections upon two-thirds vote of the Board of Directors and with the approval of the Institute Secretary.

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

~~4.22 Section Membership.~~ Membership in any Section shall be mandatory based on the geographic area of the Section as established by resolution of the Board of Directors.

~~4.23 Section Dues and Assessments.~~ Sections may not levy dues or assessments.

~~4.24 Section Bylaws.~~ Section bylaws shall be annexed to this article.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting at a time and place determined by the Board of Directors during the month of November, for the purpose of nominating and electing the Chapter's officers, and directors ~~to the Executive Committee, and the Director~~ Directors and Alternate Directors to the State Organization ~~and Institute Delegates~~ to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.0.2 Regular Meetings. This Chapter ~~shall~~ may hold regular meetings, at on first Thursday of each month, except during July and August times and places determined by . ~~When circumstances may require,~~ the Board of Directors ~~may change the date of the meeting.~~

5.0.3 Special Meetings. A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than 10% percent of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.1.1 Notice of Regular Chapter Meetings. A notice of each ~~regular~~ meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail or by electronic mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) days nor more than fifty (50) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten (10) days prior to the meeting.

5.1.2 Quorum at Meetings. At any meeting of this Chapter, ten (10) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.1.3 Minutes of Meetings. Written minutes of every meeting of this Chapter ~~where Chapter business is conducted, shall be recorded. T~~ recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

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

5.2.3 Proxies. ~~Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter. Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable by the member executing it, except as otherwise provided by law.~~

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

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

5.2.5 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members and discussed at a regular or special meeting of this Chapter.

ARTICLE 6 THE BOARD of DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.0.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the Executive Committee and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of New York, the articles of incorporation and by these bylaws.

~~6.011 Custodianship.~~ The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter. The Board of Directors shall adopt a conflict of interest policy for its directors, personnel and other key persons

which shall contain procedures for disclosing conflicts to the Board of Directors, and other policies as may be required by law.

6.0.2 Delegation of Authority. Neither the Board of Directors nor any ~~Executive Committee member or~~ director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

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

6.1 ELECTION OF ~~EXECUTIVE COMMITTEE OFFICERS~~ and DIRECTORS

6.1.1 Nominations. Nominations for each ~~Executive Committee member~~ officer 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 Board of Directors held at least ~~three one month~~ months prior to the annual meeting, the ~~President may select a nominating committee~~ Nominating Committee shall to prepare and present to the ~~Board of Directors members~~ a slate or slates of candidates for ~~Executive Committee member officers~~ and directorships ~~to be ratified at the next meeting of the Board of Directors~~. Nominations shall be listed on the general notice for the annual meeting and presented at the preceding regular meeting of membership.

6.1.1.1 Nominating Committee. The Nominating Committee ~~shall~~ may consist of the current President, Vice - President / President Elect, and the immediate Past President with the Vice - President as chair of the committee.

6.1.1.2 Potential Nominations. Any members seeking office or a position on the Board ~~or Executive Committee~~ must submit interest in writing to the Chapter nominating Committee ~~a minimum of four (4) months prior to annual meeting. If not nominated by nominating committee and still wishing to run for an available Executive Committee position or Director position must submit a petition signed by a minimum of five (5) percent of the membership at least two (2) months in advance of annual meeting.~~

6.1.2 Elections. The nominee for an office or directorship who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. 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 that 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 voting by secret ballot.

6.1.3 Tellers. The President may appoint three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.1.4 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 runoff election shall be elected to the office.

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

6.2 MEMBERSHIP AND TERMS OF OFFICE OF ~~BOARD of EXECUTIVE COMMITTEE AND DIRECTORS~~

6.2.1 Membership of the Board of Directors and Executive Committee. The Board of Directors ~~shall~~ may consist of ~~between seventeen-eight (8) and~~ between seventeen-eight (8) and fourteen (14) assigned members of this Chapter, each of whom shall be called a Director. ~~Five (5) of these directors-The officers and the Chapter's Past President shall be the Executive Committee of this Chapter. Except as otherwise provided in and the Institute Bylaws or these Bylaws, Only balance, twelve (12) nine (9), shall be directors. Only~~ Architect members ~~who have been members of the A.I.A. for at least (3) years~~ may serve on the Executive Committee as officers or on the Board of Directors as directors; provided, however, and that no more than ~~two (2) one-third of four (4) three (3)~~ two (2) one-third of four (4) three (3) Director ~~positions~~ positions may be held by ~~a Associates members. interns or associates. A minimum of one (1) Directorship shall be a representative and liaison for each section. The Chairperson of a committee or commission, who is not a member of the Board of Directors, shall be an ex-officio member.~~ Associates members. interns or associates. A minimum of one (1) Directorship shall be a representative and liaison for each section. The Chairperson of a committee or commission, who is not a member of the Board of Directors, shall be an ex-officio member.

~~**6.2.1.1 Past Presidents.** All past Presidents are honorary directors of the Board of Directors. Such directors may participate at all meetings of the executive committee and Board of Directors in a non-voting capacity with the exception of the immediate past president who shall have full voting privileges.~~

6.2.2 Terms of Office of Executive Committee and Directors. The term of office of each Executive Committee member shall be ~~one-two~~ one-two years. ~~Each and each~~ of the other Directors shall serve a be ~~electd for one~~ be elected for one three-year term with the terms arranged so that not all terms end in one, ~~in groups of four (4) three (3) directors each year, commencing in the year 2001,~~ begin at the Installation Meeting ~~(no more than sixty (60) days after the election. The latter terms of office shall be so arranged that normally only four (4) three (3) thereof shall expire in any one year.~~ A Director shall be permitted eligible to succeed himself/herself for only one full term. The Executive Committee members, other than the President and 1st-Vice President – President Elect, shall be permitted eligible for one additional term of ~~one-two~~ one-two years, but in no case shall an Executive Committee ~~executive committee~~ member serve more than two terms in the same office.

6.2.2.1 Each Executive Committee member and ~~dDirector~~ director shall serve until his or her successor has been qualified.

6.2.3 Vacancies. If a vacancy occurs in the membership of the ~~Executive Committee or~~ Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors, by a majority vote, shall fill the vacancy for the unexpired term of office.

6.2.4 Resignation. Any Executive Committee member or Director may resign at any time, in writing, which shall take effect immediately upon receipt by the Executive Committee unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an Executive Committee member or ~~dDirector~~ director.

6.2.5 Removal of an Executive Committee ~~mMember~~ member or Director. Any or all of the Executive Committee ~~executive committee~~ members and ~~dDirectors~~ directors may be removed for cause, failure to

attend meetings, failure to discharge their duties or for dishonorable conduct by a ~~two-thirds~~ vote of the members when a quorum is present, or for cause by a two-thirds vote of the Board of Directors. Failure to attend three (3) meetings of the Board of Directors in any one year may be considered cause for removal, after notice and consideration by the Board of Directors.

6.3 OFFICERS ~~EXECUTIVE COMMITTEE~~

~~6.3.1 Executive Committee Officers.~~ The ~~Executive Committee consisting of five (5)~~ officers of this Chapter ~~who~~ shall be the President, ~~First~~ Vice President/President-elect, ~~2nd Vice President,~~ Treasurer, and Secretary and shall be Architect members.

~~6.3.2 The President.~~ The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the other officers ~~of the Executive Committee~~; preside at meetings of this Chapter, of the Board of Directors, and of the Executive Committee; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

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

~~6.3.3 The Vice Presidents.~~ ~~There shall be Two (2) Vice Presidents, one of which shall be a First Vice President / President-elect/President-elect. , and a 2nd Vice President.~~ The ~~First~~ Vice President / President-elect shall 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 Vice Presidents shall assume, at the direction of the President, the posts of Chairpersons of the various committees ~~and commissions~~ of the Chapter.

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

~~6.3.4 The Secretary.~~ ~~The secretary shall be an officer of this Chapter. They shall be known as the Secretary.~~

~~6.341 The Secretary.~~ The Secretary shall act as the recording and corresponding secretary of the Chapter and of the Executive Committee and attend all of their meetings and keep minutes of the proceedings; have custody of and ~~shall~~ safeguard and keep in good order all membership records of this Chapter, as well as all correspondence of this Chapter. ~~The Secretary~~The secretary shall take minutes of the meetings of this Chapter, the Board of Trustees, and the Executive Committee. ~~The secretary~~ shall issue all notices of this Chapter, have the custody of and safeguard and keep in good order all minutes and similar records of this Chapter. The Secretary shall sign all instruments and matters that require the approval or attest of this Chapter except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; and shall perform all other duties usual and incidental to the office.

6.3.4.12 Reports. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this

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

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

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

6.3.5.1 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.

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

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

6.3.5.4 Upon Succession. When a new treasurer takes office, the retiring treasurer shall turn over to the succeeding treasurer a copy of the closing financial statement, 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. An independent audit shall be provided at least every four years and more often if requested by the Board of Directors.

6.3.6 Officer Pro Tem. If any officer is absent or unable to act, the ~~Executive Committee~~ Board of Directors may elect from its membership a chairperson pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.4.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. Any one or more members of the Board of Directors may participate in the meeting by conference telephone or similar device that allows all persons participating in the meeting to hear one another at the same time. Any action required or permitted to be taken by the Board of

Directors may be taken without a meeting if all members of the committee consent to the action in writing.

6.4.1.1 Regular Meetings. The Board of Directors ~~or the Executive Committee~~ may hold regular meetings ~~with notice~~ at a time and place determined by it.

6.4.1.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.4.1.3 Waiver of Notice. Either the call and notice of a special meeting 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. ~~;~~ ~~an~~ Any irregularity in or failure to receive notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.4.1.4 Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members consent to the action in writing, which may be written or electronic.

6.4.2 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided in these bylaws, the vote of a majority of the Board of Directors members present or participating at the time of the vote shall be the act of the Board of Directors if a quorum is present or participating. If a quorum is not present or participating, those present and participating may adjourn the meeting from day to day, or to a later date.

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

6.5 REPORTS OF THE BOARD OF DIRECTORS

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

6.5.2 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.

6.6 COMMITTEES ~~AND COMMISSIONS~~

6.6.1 Formation and Composition. ~~The Board of Directors may form committees or commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.~~

ARTICLE 7 FINANCES

7.0 FINANCES

7.0.1 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 membership shall adopt an annual budget showing in detail the anticipated income, expenditures and appropriations of this Chapter for the immediately succeeding year.

7.0.2 Expenditure Limitations.

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

7.0.2.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds vote at a duly called meeting of ~~the its~~ members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.0.3 Review of Financial Records. ~~At appropriate intervals~~ At regular intervals, the Board of Directors shall employ ~~a-an independent qualified accounting~~ firm to prepare ~~a compilation- compilations and audits~~ of all the financial records of the Chapter as the basis for a financial report to the members.

7.0.4 Fiscal Year. The fiscal year of this Chapter shall ~~be January 1 through December 31~~ be determined by the Board of Directors.

7.1 REAL AND PERSONAL PROPERTY

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

7.1.2 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 that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

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

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

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

8.1 RECORDS OPEN TO MEMBERS

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

8.2 PARLIAMENTARY AUTHORITY

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

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.3.1 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.

8.3.2 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, will indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.3.3 Insurance. The Board of Directors will 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 ~~will~~may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.0.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter, provided that notice stating the purpose of each amendment and the reason therefor, a copy of the proposed amendment and notice of the meeting at which it will be voted on is issued to the membership not less than 30 days prior to the date of the meeting.

9.0.2 Voting of Proposed Amendments. It shall require a vote of not less than ~~atwo-thirds~~ a majority of the members of this Chapter who are present at the meeting to amend a bylaw.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORSEXECUTIVE COMMITTEE

9.1.1 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may, by a two-thirds vote of the Board of Directors present, amend any of these bylaws as may be necessary for conformity with Institute Bylaws or any model Bylaws that may be issued by the Institute. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

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

9.1.3 By Board. The Board of Directors, without action by a meeting of this Chapter, may, by a two-thirds vote of the Board of Directors present, amend any of these Bylaws.

AIA LONG ISLAND BYLAWS

~~PAGE§ Adopted December 3, 1992, Revised 12 August 1995~~