

BYLAWS OF THE FLORIDA NORTH CHAPTER

AMERICAN INSTITUTE OF ARCHITECTS

1989

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BYLAWS

FLORIDA NORTH CHAPTER AMERICAN INSTITUTE OF ARCHITECTS

1989

ARTICLE 1. THE ORGANIZATION

Section 1. Name

(a) The name of this organization is the Florida North Chapter, The American Institute of Architects, Inc., a non-profit incorporated organization chartered by the American Institute of Architects and the State of Florida.

(b) In these bylaws the above named Chapter is referred to as this Chapter; the governing board of this Chapter as the Executive Committee; the Florida Association of Architects of the American Institute of Architects, Inc. as The Association; The American Institute of Architects as The Institute; and The Board of Directors of The Institute as The Institute Board.

Section 2. Purposes

(a) The purpose of the Chapter shall be to promote and forward the objectives of The American Institute of Architects within the Territory of this Chapter.

Section 3. Organization

(a) This Chapter is a non-profit membership corporation association duly incorporated on the 28th day of September, 1955, under and by virtue of the provisions of Chapter 617, Florida Statutes, 1953 of the State of Florida and a successor to the Florida North Chapter, The American Institute of Architects, an unincorporated association chartered by The Institute on the 27th day of April, 1929.

Section 4. Territory

(a) 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.

Section 5. Governing Board

(a) The affairs of this Chapter shall be conducted by a governing board called the Executive Committee.

Section 6. Chapter Sections

(a) The Executive Committee, with the approval of The Institute Board, may organize one or more chapter sections within its territory.

(b) The bylaws of sections and chapters shall be similar to and in accord with the bylaws of this Chapter and the bylaws and policies of The Institute; provided that special clauses pertaining to the particular needs of a section of this Chapter may be added if approved by both this Chapter and The Secretary of The Institute.

(c) The President of any section of this Chapter shall be a member ex officio of the Executive Committee of this Chapter.

Section 7. Florida Association of Architects of the American Institute of Architects

(a) This Chapter shall have representation in the state organization in the manner provided for in the Association bylaws.

(b) Directors to Florida Association: The number and qualifications of the Directors to the Florida Association shall be in accordance with the bylaws of the FAAIA. The immediate Past President shall be designated as one of the Florida Association Directors from this Chapter. Additional Directors shall be elected by the Chapter at the annual meeting in the manner prescribed for other officers. A single alternate shall be elected by the Chapter officers and Directors from among its members. Such elections to take place at the first Board of Directors meeting of the new officers and Directors.

(c) Duties of Directors. Directors representing this Chapter shall act for and in its behalf in all matters that may properly come before the Association.

(d) Term of Directors. Each director shall serve for the term of two years, or until their successor is elected or appointed. The terms of Directors shall be staggered. The Executive Committee shall name the successor of a director for the unexpired

term created by resignation or incapacity of any director.

(e) Expenses of Directors. Unless otherwise provided for in the state organization bylaws, the expenses of directors (in an amount to be determined by the Executive Committee and approved by a majority vote of AIA Members and Associate Members at any properly called meeting of the Chapter) shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the state organization meetings.

(f) Reports. The secretary shall:

- 1) furnish The Association with such reports as may be required from time to time
- 2) at least annually furnish the secretary of The Association with the names and addresses of all members of the Chapter
- 3) keep the Chapter roster up-to-date
- 4) complete and shall periodically report all resignations, suspensions, expulsions, or default of its members.

(g) Dues to the state organization. Each AIA Member, Associate Member or Professional Affiliate of this Chapter shall pay annual dues levied by the state organization in the amounts and at the times required by it for its support, in addition to Chapter dues.

(h) Delinquency. Every AIA Member, Associate Member or Professional Affiliate of the Chapter who has not paid the entire amount of their required annual dues to the Association for the then current fiscal year on or before February 28 (or the date established by The Association) shall be in default for the unpaid amount and shall be subject to the provisions of Article 7, Section 5 covering termination for default in the same manner as therein set forth for default to this Chapter.

ARTICLE 2 MEMBERSHIP

Section 1. General

(a) All AIA Members, Associate Members of

the AIA, and Members Emeritus whose legal place of residence or place of business is within the Chapter territory shall automatically be members of this Chapter. Qualifications, admission requirements, and privileges of members are those stated in The Institute bylaws.

Section 2. Student Affiliate

(a) A student in an architectural school or college in the Chapter territory.

(b) The Chapter may establish and sponsor student chapters in schools of architecture in the Chapter territory.

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

Section 3. Member Emeritus

(a) A member who qualifies for status as Member Emeritus of The Institute shall be exempted from payment of dues except as noted under Article 7, but their rights and privileges, benefits, and obligations of full membership shall remain unabridged.

Section 4. Honorary Associate

(a) A person of esteemed character who is not eligible for AIA membership in The Institute, but who has rendered a distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of the Chapter, may become an Honorary Associate.

(b) The nomination for Honorary Associateship shall be made in writing by five members of the Chapter, not more than three of whom may be from one firm, and shall be sponsored by a member of the Executive Committee. The written nomination shall be signed by the nominators/sponsor and shall give the full name of the nominee, reasons for the nomination, the biography of the nominee,

a history of their attainments and their qualifications for the honor.

(c) The Executive Committee shall vote on the nomination by written ballot. The concurring vote of three-fourths of the voting members of the entire Executive Committee is required for the election, and the vote shall remain confidential until the honor has been accepted by the nominee. Only one Honorary Affiliate Member may be elected in each calendar year.

Section 5. Professional Affiliates

(a) Professional Affiliates are non-architects registered to practice their professions where such requirements exist with established professional reputations.

(b) Professional Affiliates may include engineers, planners, landscape architects, interior designers, architectural photographers, sculptors, muralists, and other artists, professionals in government, education, industry, research, and journalism, and other professionals whose work is related to the practice of architecture.

Section 6. Other Membership

(a) Other types of membership may be created as the need arises and when permitted by The Institute.

Section 7. Status of Members

(a) The status of a member admitted prior to an amendment of the bylaws relating to the eligibility or qualifications for membership shall not be changed because of the amendment.

(b) The grant to and the exercise and use by a member of the rights and privileges vested in the member by the charter and bylaws shall be conditioned upon the payment of dues to their Chapter, The Association, and The Institute.

Section 8. Termination of Membership

(a) AIA membership shall be terminated by the death of the member, by their resignation, or default in payment of obligations under the conditions prescribed in the bylaws, and it may be terminated for

conviction of a felony or other legal violation.

(b) None of the above Members, Associates of the AIA, or Professional Affiliates may resign from the American Institute of Architects or The Association and remain a member of the Chapter.

Section 9. Privileges of Members

(a) An AIA Member in good standing may exercise all the rights and privileges granted them under these bylaws.

(b) An Associate Member of the AIA in good standing may:

1) Serve as a member of any committee of the Chapter that does not perform any duty of the Executive Committee;

2) Speak and make motions at any meeting of the Chapter and vote thereat on any matter that does not concern the affairs of the business of The Institute, or the nomination of a delegate to an Institute meeting.

3) Hold any office or directorship of the Chapter as directed within the bylaws.

(c) Professional Affiliates in good standing may serve on Chapter committees. They may not make motions, vote, serve as chairpersons, hold office, print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of any component or of The Institute.

ARTICLE 3

MEETINGS OF THE CHAPTER

Section 1. Annual Meetings

(a) This Chapter shall hold an annual meeting during the month of September or the month just prior to the annual meeting of the State Association, whichever comes earlier.

(b) New officers for the ensuing year shall be elected to succeed those whose terms are about to expire (see Section 9 of this Article).

Section 2. Regular Meetings

This Chapter shall hold a minimum of five meetings per annum. The dates and times

of meetings shall be determined by the Executive Committee.

Section 3. Special Meetings

(a) A special meeting shall be held if a call therefore, stating its purpose, is made by any of the following:

- 1) The annual meeting, by concurring majority vote.
- 2) A regular meeting, by concurring majority vote
- 3) The Executive Committee, by concurring two-thirds concurring roll-call vote of the entire membership of the Committee
- 4) or by a written petition to the Executive Committee signed by not less than 25 percent of the total number of Members of this Chapter then in good standing. In this event, the Executive Committee shall call the special meeting for the purposes set out in the petition within 30 days after receiving same.

(b) No business other than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

Section 4. Notice and Calls of Meetings

(a) A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every Member, Associate Member and Professional Affiliate by mailing it to their address on file with the Secretary.

(b) The notice of each meeting shall be served at least ten calendar days before the date fixed for the meeting.

Section 5. Quorums at Meetings

A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless these bylaws otherwise require, a quorum shall be twenty (20) percent of the total number of the assigned Members of this Chapter, or three such Members, whichever is the greater number.

Section 6. Rules of Order

All meetings shall be conducted in

accordance with *Robert's Rules of Order*, latest edition.

Section 7. Voting

(a) Every decision at a meeting shall be by a majority vote unless otherwise required by these bylaws.

(b) A roll call vote shall be taken whenever these bylaws require or whenever a majority of the meeting shall so vote.

(c) Unless the laws of the state otherwise require, there shall be no voting by proxy at a meeting of this Chapter, nor shall any vote be taken by letter ballot unless specifically permitted by these bylaws.

(d) Only assigned Members and Associate Members in good standing may vote on the following matters:

- 1) Amending of Chapter bylaws.
- 2) Matters so designated elsewhere in these bylaws.
- 3) Elections of Chapter officers, directors and delegates.
- 4) Instructions to delegates.
- 5) Any matters relating to membership.
- 6) Other matters relating to the Government, meetings, affiliations, budget and finances of the Chapter and The Institute.
- 7) All other matters so ruled by the Chair. Such rulings can only be reversed by a two-thirds vote of the members present at this meeting and entitled to vote.

(e) Associate Members may not vote on dues and matters pertaining to unprofessional conduct.

Section 8. Letter Ballots

(a) No vote shall be taken by letter ballot.

Section 9. Election of Officers and Directors

(a) 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 Regular Meeting of the Chapter held at least one month prior to the Annual Meeting nominations may be solicited from the entire eligible membership. The

nominations for office made this way shall be presented to the eligible membership at least ten days prior to the Annual Meeting.

(b) In the event no contest develops, the election may be declared by acclamation.

(c) For contested elections, voting shall be by ballots made available to each eligible member and as follows:

- 1) Balloting shall be in the charge of three tellers appointed by the President
- 2) tellers shall be members qualified to vote at the meeting
- 3) they shall tally the votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

(d) The President shall announce to the meeting the results of all balloting and shall declare all elections.

(e) The nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.

Section 10. Suspension of Bylaws

(a) These bylaws may be suspended at any meeting for the transaction of any special business by a two-thirds roll call vote of the Members and Associate Members present. When the special business has been consummated, the bylaws shall be immediately in force again.

Section 11. Minutes of Meetings

(a) The Secretary shall cause written minutes of every meeting of this Chapter to be kept in the Book of Minutes of this Chapter and all reports and other matter presented to the meeting shall be attached to the minutes as a part thereto. The minutes of each meeting shall record the names of all members and others present and every action taken at the meeting. Each of the minutes shall be signed by the Secretary of the meeting and approved at a meeting of this Chapter.

ARTICLE 4. DELEGATES TO MEETINGS OF THE ASSOCIATION AND THE INSTITUTE

(a) The assigned Members of this Chapter in good standing shall elect Member delegates to represent them at meetings of The Association and The Institute in the manner prescribed in the respective bylaws of those organizations.

(b) Any section of this Chapter shall be entitled to elect its own delegates to such meetings.

(c) The number of delegates shall be apportioned as follows: the total number of delegates assigned to this Chapter by The Institute shall be divided among the section or sections of this Chapter in direct proportion to the number of AIA Members not under suspension of this Chapter and its section or sections as of the date when The Institute calculation was made and said proportion shall be calculated to one decimal place and rounded off to the nearest integer.

ARTICLE 5. THE EXECUTIVE COMMITTEE

Section 1. Membership of the Executive Committee

(a) There shall be an Executive Committee (hereafter known as the Committee) consisting of:

- 1) The officers of this Chapter
- 2) The State Directors
- 3) The Chapter Directors (3)
- 4) The president of a section shall be an ex officio member.

Section 2. Terms of Office

(a) The term of office for each member of the Executive Committee shall be:

- 1) Officers and State Directors shall be on the Executive Committee during their respective term of office
- 2) Chapter Directors shall serve three year terms, staggered such that one new Director is elected every year.

(b) Each officer and director shall serve until his successor has qualified.

(c) 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 said Committee, by roll call vote, shall fill the vacancy for the unexpired term of office.

Section 3. Meetings of the Executive Committee

(a) Regular Meetings:

- 1) The Committee shall hold at least four regular meetings each year.
- 2) One of the regular meetings shall be an organization meeting prior to the annual meeting of the Association at which the Committee shall organize and take over the affairs of the retiring Committee.
- 3) The Committee shall fix the time and place of its meetings.
- 4) Written notice of any regular meeting other than the organization meeting shall not be required.

(b) Special Meetings:

- 1) A special meeting of the Committee shall be held if so voted by it, or if requested in writing by a majority of the members of the said Committee, or at the call of the President.
- 2) The Secretary shall issue a call and a notice of each special meeting, stating therein the time, place, and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting; provided, however, that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the consent of every member of the Committee.

Section 4. Notice of Meetings and Minutes

(a) Every call or notice of an organization meeting or special meeting shall be served not less than three days before the date fixed for the meeting but any irregularity in or failure of notice of the organization meeting of the Committee shall not invalidate the meeting or any action taken thereat.

(b) Minutes of the meeting of the Committee shall be recorded by the

Secretary and approved by the Committee in its succeeding meeting.

Section 5. Quorum of Executive Committee Meetings

(a) Four members of the 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.

Section 6. Decisions of Executive Committee

(a) Every decision of the Executive Committee shall be by a concurring majority vote, unless otherwise required by these bylaws or by law. The vote of a member of the Committee shall be entered on the minutes at his request, and whenever a roll call is taken.

Section 7. Officer Pro Tem

(a) In the absence of the President and Vice President, the Secretary or the Treasurer, the Committee shall elect from its membership a Chairman Pro Tem, a Secretary Pro Tem, or a Treasurer Pro Tem, as the case may be. Each thereof 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.

Section 8. Reports of the Executive Committee

(a) The Executive Committee shall make a written report to the Institute Board at such times as that Board requests.

Section 9. Custodianship

(a) The Committee shall be and act as the custodian of the properties and interests of this Chapter except such thereof as are placed by these bylaws in the custody or under the administration of the Treasurer, and within the appropriations made therefore shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

Section 10. Nominations of Director of

Region

(a) Whenever the office of directorship for the Region within which the Chapter is located is about to become vacant, the Committee, or the Chapter in meeting assembled, or the duly appointed representatives of the Chapter or the Association may select a nominee or nominees for the office, and transmit the nominations to the Secretary of The Institute, as provided in The Institute Bylaws.

Section 11. Delegation of Authority

(a) Neither the Committee nor any officer or director of this Chapter shall delegate any of its or their authority rights or power conferred by statute or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws.

(b) The Committee may designate the Association as the Chapter's agent for the collection of Chapter dues.

**ARTICLE 6
THE OFFICERS****Section 1. Titles**

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

Section 2. The President

(a) The President shall be the administrative head of this Chapter, and shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the Secretary and the Treasurer, and shall preside at meetings of this Chapter and of the Executive Committee. The President shall sign all contracts and agreements whereof this Chapter is a part and perform all other duties usual and incidental to the office.

(b) The President shall act as spokesman of this Chapter and as its representative at meetings with other organizations and committees unless some other member is delegated to so act in any instance by the President or the Executive Committee. A

pronouncement shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

(c) The President shall serve a term of one year.

Section 3. The Vice President / President-elect

(a) The Vice President 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 to the Vice President by the Executive Committee.

(b) The Vice President/President-elect shall serve a term of one year, and the following year shall assume the office of President.

Section 4. The Secretary

(a) The Secretary shall be an administrative officer of this Chapter, and shall act as its recording and its corresponding secretary, as secretary of meetings of this Chapter and of the Executive Committee, and a Resident Agent of the corporation.

(b) Specific Duties of the Secretary:

1) Secretary of State The Secretary shall keep the Secretary of State informed of the current city and street address of the office, and the name of the Resident Agent as prescribed by law.

2) Custody of Property Shall have custody of and shall safeguard and keep in good order all property of this Chapter, except such property that is placed under the charge of the Treasurer.

3) Issue Notices Shall be responsible for the preparation and issuance of all notices, all calls, and all notices of meetings of this Chapter.

4) Affix Seal and Sign Papers Shall keep the seal of the Chapter and affix it on such instruments as require it and sign all papers that require the attest or approval of the Chapter.

5) Reports Shall prepare the reports of

the Executive Committee and this Chapter.

6) Meetings In collaboration with the President, shall have charge of all matters pertaining to the meetings of this Chapter.

7) Miscellaneous And shall perform all duties usual and incidental to the office.

(c) The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all of the Secretary's duties as recording and corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the affixing of the seal 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 Secretary's signature.

(d) The Secretary shall serve a two year term, which shall be staggered with the Treasurer's two year term.

Section 5. The Treasurer

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

(b) The Treasurer shall make a written annual report to each annual meeting of this Chapter and a written report to each regular meeting of the Executive Committee when it so directs. Each of said reports shall set forth the financial condition of this Chapter, the state of its budget and appropriations at the date of the report, 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.

(c) The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the Treasurer's signature, unless such delegation is expressly permitted in these bylaws.

(d) When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit of the treasury, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in custody and possession of the Treasurer. The incoming Treasurer shall check same, and if found correct, shall give the retiring Treasurer a receipt therefore and a complete release of the retiring Treasurer from any liability thereafter with respect thereto.

(e) The Treasurer personally shall not be liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from any of his/her acts performed in good faith in conducting business of this office.

(f) The Treasurer shall serve a two year term, which shall be staggered with the Secretary's two year term.

ARTICLE 7 FISCAL AFFAIRS

Section 1. Fiscal Year

(a) The fiscal year of the Chapter shall be determined by the Executive Committee to correspond with the fiscal year of the Florida Association.

Section 2. Annual Dues

(a) Annual dues shall be determined and adopted by the membership at the meeting next following the meeting at which the new Executive Committee takes office and after adoption of the annual budget. An affirmative vote by two-thirds of the voting Members present and voting shall be required for adoption of Chapter dues. In

the event the Chapter fails to take action for the adoption of annual dues or the two-thirds affirmative vote of the voting Members present cannot be obtained, then the last previously adopted annual dues shall remain in effect until such time as new dues might be adopted in accordance with this outlined procedure.

(b) Members Emeritus and Honorary Associates are exempt from payment of Chapter dues.

(c) Members are obligated for Institute dues, fees, and assessments in accordance with Institute policies and procedures and for the Association fees and assessments in accordance with the policies and procedures of that organization, subject to approval by the Chapter under these bylaws. The Chapter may be authorized to collect any of these dues, fees and assessments.

Section 3. Assessments

(a) The Chapter may, by two-thirds vote of the voting members present and voting, levy an assessment on members and/or firms, which shall be in proportion to, and shall not exceed, the annual dues of each member and/or firm.

(b) Notice of a vote on an assessment shall be mailed to every member and/or firm not less than fifteen days prior to the date fixed for the Chapter meeting whereat the question will be considered.

Section 4. Payment of Dues and Assessments

(a) Chapter dues are payable in full on the date established by the Association. Chapter dues will be billed in the same manner as by the Association with respect to any pro rata discount when a Member is admitted during the calendar year. Chapter assessments are payable within thirty days after they are billed.

Section 5. Non-Payment of Dues and Assessments

(a) Default

1) Dues of every member for the current calendar year are due on the date established by the Association.

2) Every member who has not paid full dues owed for the current calendar year on or before the late payment date established by the Association shall be in default, and shall be given thirty days notice in writing by the Secretary of impending termination because of said default.

Section 6. Remission of Dues and Assessments

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

Section 7. Reinstatement

(a) A member who has resigned or who has been terminated may be reinstated upon payment of unpaid dues, assessments, and other obligations or by having such unpaid dues, assessments, or other obligations waived by the Executive Committee. A member who has been terminated for disciplinary reasons may apply for readmission not earlier than three years after the date of termination.

Section 8. Annual Budget and Expenditures

(a) Prior to the beginning of the fiscal year, the Executive Committee shall prepare and propose a budget showing in detail the anticipated expenditures and income. The proposed budget shall be approved by an affirmative vote of two-thirds of the new Executive Committee and submitted to the membership for adoption by affirmative vote of two-thirds of the voting members present and voting at the first meeting, or as soon thereafter as is possible, after the new Executive Committee take office.

(b) The Executive Committee shall not make any appropriation nor authorize any expenditures which, in the aggregate, will exceed the net anticipated income for the fiscal year, unless authorized at a Chapter meeting by a vote of two-thirds of the voting members present and voting.

(c) The Executive Committee, within the

aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve.

(d) Unless otherwise determined by the Executive Committee, the annual budget shall provide for reasonable reimbursement of the expenses for the President and President-elect or their designated representative to attend the annual meetings of the Institute, the Regional Council, the Association, and Institute and Association "Grassroots" meetings.

Section 9. Fiscal Policy

(a) The Chapter as a corporation shall not have capital stock, and no part of the income of the corporation shall inure to the private profit of any individual, except in payments of authorized services for the administration and conduct of its affairs.

(b) In the event of the dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall be conveyed or transferred for such non-profit purposes as the assigned Members and Associate Members of the Chapter may determine, but no funds or property shall revert to or be distributed to members of the Chapter.

(c) The private property of the members and officers of the Chapter shall not be subject to the payment of corporate debts whatsoever.

Section 10. Audits

(a) At their discretion the Executive Committee may authorize that the books of the Treasurer and the rolls of this Chapter be audited by a competent accountant employed by the Executive Committee or by an auditing committee comprised of two AIA Members and one Associate Member appointed by the Executive Committee. Each of said audits shall be filed with the Executive Committee and a copy thereof shall be filed with the Treasurer and another copy with the Secretary of The Institute.

ARTICLE 8

PROPERTY, RIGHTS AND PRIVILEGES

Section 1. Acquirement of Property

(a) In furtherance of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use but shall not execute any chattel mortgage.

(b) Only the Executive Committee shall have any right or authority to solicit, receive, take or accept any gift, bequest or devise for or on behalf of this Chapter, and 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.

Section 2. Dividends Prohibited

(a) An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the Members, Associates or Professional Affiliates of this Chapter.

Section 3. Suspension of Interest, Rights and Privileges

(a) Good Standing Defined. A Member is not in good standing in this Chapter if and while in default to either this Chapter, The Association or The Institute or under suspension by The Institute; and an Associate or Professional Affiliate is not in good standing if and while in default to this Chapter or The Association.

ARTICLE 9

COMMITTEES

Section 1. Classes of Committees

(a) Chapter committees may be established to perform service for this Chapter, and each such committee may create one or more subcommittees.

(b) The Chapter committees may consist of Standing committees, established in these bylaws, and Special Committees, established by either the Executive

Committee or meeting of this Chapter.

(c) Every Special Committee shall expire with the calendar year but any such committee may be recreated. Every subcommittee shall expire with or at the will of the committee that created it.

(d) The membership terms of office, and duties of each Standing Committee shall be as prescribed in these bylaws. The membership, terms of office and duties of each Special Committee and of each subcommittee shall be prescribed by the body that established it, but the Executive Committee may assign supplementary duties to any Chapter committee at any time.

Section 2. Chapter Committee Members

(a) The members and the chairman of every Standing Committee shall be elected by the Executive Committee at its organization meeting, and the members and the chairman of every Special Committee shall be appointed by the President.

(b) The term of office of each member of each Standing Committee shall be such that not more than one-third of the total membership of the committee normally shall expire in any one year. The term of office of each member of each Special Committee and of each subcommittee shall expire with the committee.

(c) The unexpiring terms of office shall expire with the calendar year provided, however, that a member of a Standing Committee whose term has expired shall serve until their successor has accepted the committee membership.

Section 3. The Standing Committees

(a) This Chapter shall establish Standing Committees which serve the special needs of this Chapter and shall cooperate with similar committees of the Association and appropriate committees and commissions of The Institute.

(b) The Standing Committees shall be:

- 1) Membership Committee
- 2) Program Committee
- 3) Nominating Committee
- 4) Government Affairs Committee

(c) These committees shall be responsible for the functions assigned to the respective Institute commissions which are appropriate at the Chapter level.

(d) Other Committees. The Chapter may establish other Standing Committees which are not specifically mentioned in these bylaws, upon adoption of a motion to that effect.

ARTICLE 10

PROFESSIONAL PRACTICE

Section 1. Standards of Practice

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

Section 2. Unprofessional Conduct of Institute Members and Associate Members

(a) A charge of unprofessional conduct against any Member or Associate Member of the Institute shall be heard and adjudged only by the Institute.

(b) The Chapter may attempt to conciliate a problem of alleged unprofessional conduct involving Members or Associate Members of the Chapter; normally, however, the Chapter will not become involved in a private or legal dispute. Prior to the filing of a formal charge with the Secretary of the Institute, the Executive Committee may hold an informal hearing or meet with the parties involved and:

- 1) endeavor to help the parties resolve the matter informally;
- 2) decide to leave the matter for the parties to resolve themselves, without further intervention by the Chapter, or,
- 3) aid the complaining party or the defending party in its involvement in any formal charges filed with the Institute.

If the Chapter decides to become a co-complainant, or to assist the defending party, it shall so notify the Secretary of the Institute and shall appoint an officer to be in charge of the case in the Chapter's behalf, in accordance with Institute regulations.

(c) When actions by members or Associate Members of any chapter appear to harm or demean the Chapter, the Institute, the profession, or the public (such as conflict of interest, bribery or improper influence of a public body or official), the Chapter should initiate charges of unprofessional conduct if justified by the available evidence.

(d) Upon notice from the Institute that a Member or Associate Member of the Chapter has been censured or that such membership has been suspended or terminated, such notice in full shall be read at the next meeting and duly entered in the minutes of the Chapter.

Section 3. Unprofessional Conduct of Other than Institute Members

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

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

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

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

(e) If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of the Executive Committee, the Executive Committee may dismiss the charge.

(f) The Executive Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence submitted.

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

(h) Should the accused be exonerated, the Member and the complainant shall be so informed, and on written request of the accused, the Secretary shall send notice of the exoneration to Members of the Chapter.

(i) Decisions of the Executive Committee in every matter concerning the conduct of Members, other than Institute Members and Associate Members, shall be conclusive and without recourse to the Member and any person acting for the Member.

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

Section 11. Delegation of Authority

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

ARTICLE 11 AWARDS OF HONOR

This Chapter, from time to time as funds or other means become available therefore, may make awards to persons, firms, corporations or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and in behalf of this Chapter by the concurring vote of a duly authorized panel established by the Executive Committee, after due consideration of the nominees and their work. The token of each award shall be in

the form of a medal, a certificate, a scholarship, or otherwise as the Executive Committee shall determine or the deed of gift shall fix.

ARTICLE 12

GENERAL PROVISIONS

Section 1. Action on Applications for Membership in the Institute

(a) Whenever an application for membership in the Institute and assignment to this Chapter is filed with their Chapter, the Executive Committee shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to the Secretary of the Institute.

Section 2. Resignations

(a) Any person admitted to this Chapter, except an assigned member may resign therefrom; providing, that they present their resignation in writing to the Secretary and is in good standing at the time of their resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.

Section 3. Transfers of Associates and Professional Affiliates

(a) Any Associate or Professional Affiliate in good standing who has changed their residence or place of business or employment from the territory of this Chapter to the territory of another chapter, may be transferred to the other chapter if the Executive Committees of this Chapter and the other chapter mutually agree to the transfer.

(b) Under similar circumstances, Associates and Professional Affiliates transferred from other chapters may be admitted to this Chapter by the Executive Committee without examination; provided that each thereof files a written application for associateship or professional affiliateship as the case may be, and makes the payments required of an applicant.

Section 4. Limitation on Chapter Actions

(a) No action of this Chapter, the Executive Committee, any Chapter committee, or any officer or director shall directly or indirectly nullify or contravene any act or policy of the Institute.

Section 5. Executive Office

(a) The executive offices of this Chapter and of the Resident Agent of the corporation shall be at the Secretary's office.

Section 6. Endorsements

(a) Neither this Chapter, the Executive Committee, any Chapter committee, or any of its officers, directors, committee members, or employees, in their respective official capacities, shall approve, sponsor, endorse, recommend, warrant or vouch for, either directly or indirectly, any enterprise, whether public or private, operated for profit, or any material, facility, product or device made, sold or used in or for the construction or erection of buildings, or any method or manner of handling, using, distributing or dealing in any such material, facility, product or device.

Section 7. Publications

(a) The Executive Committee may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official Chapter notices in any official bulletin of communication with the corporate Members, Associates and Professional Affiliates, shall satisfy the requirements specified by law or in these bylaws.

Section 8. Records Open to Members

(a) The correspondence and the minute books (except the confidential matters relating to charges of unprofessional conduct and to bestowal of honorary associateships), the Treasurer's books of account, and the Secretary's records of this Chapter, shall be open to inspection at the executive offices of this Chapter during the

business hours fixed by the Executive Committee, by a Chapter Member, Associate, or Professional Affiliate in good standing

Section 9. Parliamentary Authority

(a) The rules contained in *Robert's Rules of Order*, latest edition 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 in so far as they are not inconsistent or in conflict with the statutes, these bylaws, or the rules and regulations adopted by this Chapter or by the Executive Committee.

Section 10. Counsel

(a) The Executive Committee may obtain the written opinion of counsel on all disciplinary procedures relating to unprofessional conduct, concerning every disciplinary case wherein the action of the Executive Committee may result in the expulsion of an Associate or Professional Affiliate concerning the Standards of Practice and Rules of Conduct of this Chapter, and concerning all agreements, before any thereof shall become effective.

ARTICLE 13

AMENDMENTS TO BYLAWS, OR ARTICLES OF INCORPORATION

Section 1. Amendments by Meetings of this Chapter

(a) These bylaws or the Articles of Incorporation may be amended at any meeting of this Chapter, provided that the proposed amendment has been approved by a roll call concurring vote of not less than five members of the Executive Committee, and that a notice stating the purpose of each proposed amendment is sent to every Member, Associate Member and Professional Affiliate not less than ten days prior to the date of the meeting at which the proposed amendment is to be voted on.

(b) It shall require a roll call concurring vote

of not less than two-thirds of the assigned Members of this Chapter who are present at the meeting to amend a bylaw relating to matters as described in Article 3, Section 7 (d) or to amend the Articles of Incorporation.

(c) It shall require a roll call concurring vote of not less than two-thirds of the assigned AIA Members, Associate Members and Professional Affiliates of this Chapter who are present at the meeting to amend a bylaw that does not relate to matters as described in Article 3 Section 7 (d).

(d) Every resolution of this Chapter amending these bylaws shall state that the amendment will become effective only if and when it is approved by the Secretary of the Institute for consistency with Institute bylaws. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for such approval. Upon receipt of said approval the amendment shall become effective and the Secretary shall enter the amendment and the approval at the proper place in these bylaws, with the date of the amendment and approval.

Section 2. Amendments by the Executive Committee

(a) The Executive Committee of this Chapter, without action by a meeting of this Chapter, shall amend any of these bylaws if, when and as may be necessary for consistency with AIA bylaws.

These bylaws approved:

BY: SECRETARY OF THE INSTITUTE
ON _____

BY: FLORIDA NORTH CHAPTER
ON _____

REVISIONS:

ARTICLE ____, SECTION ____
DATE _____

ARTICLE ____, SECTION ____
DATE _____