



Bylaws
for the
Northern Virginia Chapter
of the
American Institute of Architects

October 2019

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DESCRIPTION:

The following are the amended and restated bylaws ("Bylaws") of the Northern Virginia Chapter of the American Institute of Architects (AIA) effective as of the above date.

DRAFTED BY:

The Board of Directors of the Northern Virginia Chapter of the AIA,
September 1976

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October 20, 1976

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ARTICLE 1: ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name

The name of this organization is “Northern Virginia Chapter of The American Institute of Architects”, hereafter referred to as this Chapter.

1.011 Related Institute Organizations

In these Bylaws the governing board of this Chapter is referred to as the Board of Directors, the State Organization is called AIA Virginia, the governing body of the State Organization is called the AIA Virginia Board of Directors, and the governing body of the Region is called the Region of the Virginias. The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects

The objects of this Chapter shall be to promote and forward the objects of the Institute within the assigned territory of this Chapter. The Chapter is dedicated to serving its members, advocating for the profession and improving the quality of the built environment in our communities. It strives to empower and inspire its members to create a better environment in which to live, work and play.

1.03 Domain

The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is that area of Northern Virginia prescribed by the Institute.

1.04 Organization

This Chapter is a non-profit membership corporation incorporated in the Commonwealth of Virginia on November 8, 1976 and chartered by the Institute in January 1975. This Chapter is governed by the United States Internal Revenue Code.

1.05 Authority

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

1.06 Conformity with Institute Policy

No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with AIA Virginia and the Region of the Virginias 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.

These Bylaws are subject to the Institute's bylaws and, to the degree any provisions of these Bylaws are inconsistent with those of the Institute, the Institute's bylaws shall govern.

1.07 Interpretation

These Bylaws shall be interpreted according to the laws of the Commonwealth of Virginia.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations

This Chapter may affiliate with any organization if and while the objects of this Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation

Every affiliation must be authorized by the Board of Directors and shall be by an agreement between the Chapter and the affiliated organization.

1.121 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, the duration and the objects of the affiliate and the nature of its organization.

1.122 Limitations

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

1.123 Termination

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

1.2 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 product or service.

ARTICLE 2: MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership

The membership of this Chapter shall consist of the following membership categories: Architect, Associate, Allied and Honorary. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.011 Architect

The qualifications, terms and conditions of an "Architect" membership, and any special status such as "Emeritus" or "Fellow", are established by the Institute's bylaws.

2.012 Associate

The qualifications, terms and conditions of an "Associate" membership, and any special status such as "Emeritus", are established by the Institute's bylaws. Unless otherwise provided, the term "Associate" member(s) in these Bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

2.013 Allied

"Allied" membership is for individuals employed outside of architectural practice who are not otherwise eligible for membership in the Institute or this Chapter, but are involved in positions allied to the field of architecture. Allied members are only associated with this Chapter and are not associated with the Institute.

2.014 Honorary

The qualifications, terms and conditions of an "Architect" membership are established by the Institutes' bylaws.

2.02 Definitions

In these Bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members".

The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these Bylaws.

2.03 Qualifications

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

2.04 Enrollment of Members

According to Institute policies, assigned members shall be enrolled by the Institute as a member of this Chapter. Unassigned members shall be admitted as Chapter members by Chapter staff. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter.

2.05 Annual Dues and Assessments

Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.06 Resignations

Any member may resign from this Chapter by presenting a written resignation to the Executive Director. The resignation of an assigned member in good standing, 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 Executive Director.

2.07 Good Standing Defined

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

2.08 Loss or Suspension of Interests, Rights and Privileges

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

2.1 ASSIGNED MEMBERS

2.11 General

The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute's bylaws.

2.12 Action on Applications

Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, Chapter staff shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the Institute's bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.13 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, or as otherwise provided in the Institute's bylaws or these Bylaws.

2.14 Emeritus Members

A member who is granted Emeritus status in accordance with the Institute's 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 unless otherwise provided in the Institute's bylaws.

2.2 UNASSIGNED MEMBERS

2.21 Admission

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

2.22 Rights and Privileges

Subject to whatever conditions the Institute's bylaws provide, an unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 5.24 of these Bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute. Unassigned members shall not hold office in this Chapter.

2.23 Termination

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

2.3 ALLIED MEMBERS

2.31 Admission

Every application for admission to Allied membership in this Chapter shall be promptly acted upon by Chapter staff.

2.32 Admission Fees

Every applicant for an Allied membership shall pay dues in an amount determined by the Board of Directors as provided in section 3.02 of these Bylaws.

2.33 Termination

Allied membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an Allied member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied Members

Allied members in good standing shall have the rights and privileges specified in the Chapter Bylaws, including:

1. May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors, but may not vote;
2. May attend and speak but may not make motions or vote at any meeting of this Chapter;
3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
4. May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute;
5. Allied members shall have the rights and privileges specified in the Institute's bylaws regarding specific language to describe themselves as Allied members.

ARTICLE 3: DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues

All members except Emeritus members shall pay annual dues by the due date.

3.02 Amount of Annual Dues

The Board of Directors shall fix the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of dues required of Unassigned and Allied members.

3.03 Hardship Dues Reduction

In accordance with Institute policy, the Executive Committee or the Executive Director may, in exceptional circumstances, request from the Institute to waive all or any part of the annual dues of any member, after consultation with the Institute Secretary and other affected components.

3.04 Exemptions

Emeritus members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter may pay a fee in an amount determined by the Board of Directors pursuant to section 3.02.

3.05 Contributions

The Board of Directors may, at the annual meeting, a Board of Directors meeting or at any special meeting called therefore, by a concurring majority vote of the members present, authorize the raising of, and thereupon raise, for any designed special purpose consistent with the purpose of the Chapter, money by voluntary contribution from its members and prescribe the manner in which such contribution shall be collected. Non-payment of such voluntary contributions shall not abridge, suspend, or terminate the privileges and rights of any member.

3.1 ASSESSMENTS

3.11 Authority

This Chapter, by the concurring vote of a majority of Architect members present at a Member Meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members present at a meeting may levy an assessment on its Associate members and/or Allied members. The amount of the assessment on a member in any fiscal year shall not exceed 50% of the amount of the Chapter's annual dues required to be paid by such member for that year.

3.12 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 sent to every member not less than 30 days prior to the Member Meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES

3.21 Annual Dues

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

3.22 Notice of Default to Member

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES

3.31 Assigned Members

If an assigned member is in default to the Institute or this Chapter for nonpayment of dues and assessments, such membership shall be subject to termination.

3.32 Unassigned Members and Allied

If an unassigned member or Allied member is in default to this Chapter for nonpayment of dues, 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.

ARTICLE 4: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings

This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute's bylaws as follows:

4.011 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 Associate members. 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's bylaws.

4.02 Nomination and Election of Institute Directors

This Chapter shall participate in the nomination and election of the Regional Representatives for this Chapter's region to the Institute Strategic Council in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Region of the Virginias

The President or another member appointed by the Board of Directors shall represent the members of this Chapter at meetings of the Region of the Virginias.

4.2 STATE ORGANIZATION

4.21 Delegates to AIA Virginia

The assigned members in good standing of this Chapter shall be represented at meetings of AIA Virginia by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of AIA Virginia as follows:

4.22 Representation on AIA Virginia Board of Directors

The President or another member appointed by the Board of Directors shall be a representative of the members of this Chapter at AIA Virginia. At the Member Meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the AIA Virginia bylaws, to represent the members of this Chapter in AIA Virginia. The number of representatives shall be as provided for in the bylaws of AIA Virginia. Not more than three alternate directors may be

elected. An alternate director designated by the President may serve in place of any director in the event such director cannot fulfill his/her duties at any time.

4.23 Nominations and Elections

Nominations and elections of Chapter representatives to the AIA Virginia Board of Directors shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.24 Term of Representatives

Each representative shall serve for the term of two years, so arranged that approximately half of the representatives shall be elected each year to provide continually overlapping terms. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the President-Elect shall serve in the case of the President's resignation, incapacity, or unwillingness to serve.

4.3 SECTIONS

This Chapter may form one or more "sections" under the rules established by the Institute's bylaws and under guidelines set by the Board of Directors. If a section is established, this Chapter will follow the requirements established in the Institute's bylaws.

ARTICLE 5: CHAPTER MEETINGS

5.0 MEMBER, BOARD OF DIRECTORS AND SPECIAL MEETINGS

5.01 Member Meeting

This Chapter shall hold an annual Member Meeting for the purpose of nominating and electing the officers, directors, and representatives to AIA Virginia and to succeed those whose terms are about to expire and for the transaction of such other business as may be appropriate.

5.02 Board of Directors Meetings

This Chapter shall hold regular Board of Directors meetings, at a time agreed to by the Board of Directors.

5.03 Special Meetings

A special meeting of this Chapter may be called by the President or the Board of Directors and shall be done so by written request of not less than 5% 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 a Member Meeting.

5.1 NOTICE, QUORUM, MINUTES FOR MEETINGS

5.11 Notice of Member Meetings

A notice of each Member Meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, in an official chapter communication, to each member entitled to vote at the meeting. Notice shall be given not less than ten 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 days prior to the meeting.

5.12 Quorum at Meetings

At any Member Meeting of this Chapter, 5% of the membership total number of assigned members of the Chapter in good standing on January 1st of the year in which the meeting is taking place, 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.

5.13 Absence of a Quorum

If a quorum cannot be reached at any meeting of the membership, whether in person or by absentee ballots, the business of the Chapter may be transacted, including all matters which by these Bylaws require a vote of the membership, provided that notification of the meeting is issued as required, that not less than 3% of the eligible members are in attendance, and that each matter is approved by no less than two thirds of those members attending.

5.14 Minutes of Meetings

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

5.2 DECISIONS AT MEMBER MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote

Every decision at a Member Meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these Bylaws.

5.22 Mail Ballot

Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot or electronic ballot of the members of this Chapter, provided that the matters voted on have been introduced at a Member Meeting or special meeting of this Chapter or in a Chapter publication and that the ballot has been received by the designated deadline.

5.23 Proxies

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

5.24 Limitations on Voting Eligibility

Only assigned members in good standing may vote on the following matters:

1. Matters so designated elsewhere in these Bylaws;
2. Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;
3. Instructions to delegates;
4. Any matters relating to membership;
5. Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

ARTICLE 6: THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Qualifications

Only an Architect or Associate member who is a member-in-good-standing is qualified to serve on the Board of Directors.

6.1 AUTHORITY OF BOARD OF DIRECTORS

6.11 Powers

The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the Commonwealth of Virginia, the articles of incorporation and by these Bylaws. The immediate past president shall be an ex-officio member of the Board of Directors.

6.111 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 therefor, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

6.12 Delegation of Authority

Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

6.13 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.

6.2 ELECTION OF OFFICERS AND DIRECTORS

6.21 Nominations

Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the Member Meeting from the floor. In addition, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.211 Nominating Committee

The nominating committee shall consist of not less than three AIA members, one of whom shall be the Immediate Past-President who shall serve as chairperson and the others appointed by the Board of Directors.

6.212 Announcement of Nominees

A proposed slate of one or more candidates for each position to be filled shall be placed before the membership of the Chapter by written notice at least 15 days prior to the Member Meeting. Additional nominations may be made from the floor of the Member Meeting.

6.22 Elections

The nominee for an office or directorship who receives a plurality of the ballots cast at the Member 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.

6.23 Tellers

The President may appoint at least two and up to three 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.

6.24 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.

6.25 Results

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

6.3 TERMS OF OFFICE OF OFFICERS, DIRECTORS AND AIA VIRGINIA REPRESENTATIVES

6.31 Term

Each officer shall serve a term of one year or until a successor has qualified. Each director shall serve a term of office of three years, so arranged that one third of the nine directors shall be elected each year to provide continually overlapping terms. Each AIA Virginia representative shall serve a term of office of two years, so arranged that approximately half of the representatives shall be elected each year to provide continually overlapping terms.

6.32 Vacancies

If a vacancy or temporary vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors may fill the vacancy for the unexpired term of office or until such time that the officer may resume their duties.

6.33 Resignation

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

6.34 Removal of Officer or Director

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

6.4 OFFICERS

6.41 Officers

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

6.42 The President

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

6.421 Authority

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

6.43 Vice President / President-Elect

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

6.431 Succession

The Vice President / President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.44 The Secretary

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

6.441 Reports

The Secretary shall furnish the Institute, the Region of the Virginias and AIA Virginia with such reports as may be required, from time to time and at least annually, to the Secretary of each of those organizations, where applicable, with the names and addresses of all officers and directors.

6.442 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.

6.45 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.

6.451 Reports

The Treasurer shall make a written report annually of this Chapter and a verbal report to each meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.452 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, except for the President or 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.

6.453 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 and with reasonable care in conducting the usual business of the office.

6.46 Officer Pro Tem

If any officer is absent or unable to act, the Board of Directors may elect from its membership a president 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.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required

The Board of Directors, consisting of the officers, directors and the executive director must meet in a regular or special meeting in order to transact business.

6.511 Regular Meetings

The Board of Directors must hold more than one regular meeting per year and may do so without notice at a time and place determined by it.

6.512 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.

6.513 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. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.514 Meeting Requirements

Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board of Directors may act without meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action.

6.52 Quorum and Vote

One-third of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Director's members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.53 Minutes

The 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.

6.6 REPORTS OF THE BOARD OF DIRECTORS

6.61 Report to Members

The Board of Directors shall render a full report in writing at the Member Meeting of this Chapter, in a publication of this Chapter or in an electronic correspondence to its members of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.62 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.

6.7 COMMITTEES AND COMMISSIONS

6.71 Formation and Composition

The Board of Directors may form committees and 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

7.01 Budgets and Appropriations

Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations

7.021 General

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

7.022 The Board of Directors

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

7.03 Review of Financial Records

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

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority

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

7.12 Gifts

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

7.2 PROPERTY INTERESTS

Neither the Institute nor AIA Virginia shall have any title or interest in any property of the Chapter nor be liable for any debt of the Chapter, nor shall the Chapter have any title or interest in any property of the Institute or AIA Virginia or be liable for any debt of the Institute or AIA Virginia. The Chapter shall have no financial interest in the property, assets or liabilities of any organization in which it may hold membership or with which it may be affiliated, unless specifically agreed to in writing by both parties and approved by a two-thirds vote of the members present at any meeting of the Chapter, provided that written notice of the proposed action has been sent to the membership.

ARTICLE 8: GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, 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. Specifically, the Executive Director shall:

- Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
- Employ such staff as the Board of Directors may authorize to perform the duties assigned by the Board of Directors;
- Attend all meetings of the Board of Directors as a member ex officio without vote;
- 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 meeting minutes, the accounting records 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, by appointment, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

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

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability

In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities if and only if the person acted in good faith in a manner the person reasonably believed to be in or not opposed to the best interests of the Chapter; and with respect to any criminal action, had no reasonable cause to believe that the person's conduct was unlawful

8.32 Indemnification

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

8.33 Insurance

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

8.4 ETHICS

8.41 Ethics Charges

This Chapter will not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. Such claims may be referred to the Institute's National Ethics Council for adjudication.

ARTICLE 9: AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments

These Bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws

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

9.12 Delegation of Authority

The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter who are present at a meeting.

CERTIFICATION

The undersigned as Secretary of the Northern Virginia Chapter of the American Institute of Architects certifies that the foregoing is a true copy of the Bylaws of the Northern Virginia Chapter of the AIA effective as of the 22 (twenty-second) day of October 2019.

Secretary

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Secretary

A handwritten signature in blue ink, appearing to read "John Justice", is written over a horizontal line. The signature is cursive and extends above and below the line.