

## **Bylaws of the American Institute of Architects, Houston Chapter**

Revised October 2010

### **ARTICLE I ORGANIZATION**

#### **1.1 Name**

The name of this organization is American Institute of Architects, Houston Chapter, hereafter referred to as AIA Houston or the Chapter.

#### **1.2 Governing Authority**

AIA Houston, composed of a membership as defined in Article II of these bylaws, is governed and operated in accordance with the laws of the State of Texas, the state corporate Charter, the bylaws of The American Institute of Architects, hereafter referred to as the Institute, these bylaws, and the instructions of the AIA Houston Board of Directors.

#### **1.3 Objectives**

The objectives of AIA Houston shall be to promote and forward the objectives of the American Institute of Architects: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific, and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to advance the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

#### **1.4 Organization**

AIA Houston is a non-profit membership corporation incorporated in the State of Texas on April 11, 1956, and chartered by the Institute 1913-1914.

#### **1.5 Powers**

AIA Houston shall have all of the powers and authority which may be conferred upon non-profit corporations under provisions of the laws of the State of Texas, and may engage in any legal activity which is incidental to its objectives.

#### **1.6 Conformity with Institute Policy**

No act of AIA Houston shall directly or indirectly nullify or contravene any act or policy of the Institute.

### **1.7 Affiliations with Other Organizations**

AIA Houston may affiliate with any local organization that is not used or maintained for financial gain, price fixing, or political purposes if and while the objectives of this Chapter will be promoted by such affiliation. Every affiliation must be authorized by the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the appropriate officers(s) of the affiliated organization. Every affiliation agreement shall state the purposes and objects of the affiliation and the terms and conditions of the affiliation and the terms, conditions, and duration. No affiliated organization shall have any voice in the affairs of AIA Houston and shall not obligate the Chapter to any policy or activity unless approved by the Board of Directors. Any affiliation may be terminated by a majority vote of the Board of Directors.

### **1.8 Endorsements**

Neither AIA Houston, nor anyone representing the Chapter, shall directly or indirectly make endorsements or recommendations for:

- a) any enterprise operated for profit;
- b) any commercial product, object, device or process;
- c) any political party.

AIA Houston, may however:

- a) issue position statements, by a majority vote of the Board, regarding public or political issues that are relevant to the objectives of this Chapter;
- b) support, by a majority vote as defined in section 7.8, a political candidate whose policies and programs align with the objectives of this Chapter.

## **ARTICLE II MEMBERSHIP**

### **2.1 Categories of Membership**

The membership of AIA Houston shall consist of Architect, Associate, and Emeritus members assigned to the Chapter by the Institute and unassigned members, student affiliates, honorary members, Allied members, and Affiliate Firm members. AIA Houston Architect, Associate, and Emeritus members are automatically members of the Texas Society of Architects (TSA).

#### **2.11 Architect Members**

Admission requirements, qualifications, rights, and privileges of assigned members are those as stated in the Institute bylaws. Termination, transfer, and readmission provisions are those stated in the Institute bylaws.

### 2.12 Associate Members

Admission requirements, qualifications, rights, and privileges of assigned Associate members are those as stated in the Institute bylaws. Termination, transfer, and readmission provisions are those stated in the Institute bylaws.

### 2.13 Emeritus Members

A Chapter member who becomes an Emeritus member of the Institute shall automatically become a member Emeritus of the Chapter with the rights, duties, and privileges stated in Institute bylaws.

### 2.14 Unassigned Members

Architect, Associate, and Emeritus members who are assigned to other AIA chapters may be admitted to unassigned membership in this Chapter as provided in the Institute bylaws.

Unassigned members may not hold office in the Chapter, may not serve as Chapter delegates, and may not vote in this Chapter on matters relating to Institute business.

### 2.15 Student Affiliate Members

A student pursuing a degree in architecture in a recognized school of architecture is qualified for admission as a student affiliate member with an application signed by the Dean of the school. A student affiliate member may use the phrase "Student Affiliate of AIA Houston" as a title to the student's name, may serve on Chapter committees, may speak at Chapter meetings, but may not make motions, vote, hold office, nor use the name, title, initials, symbol or insignia of the AIA.

### 2.16 Honorary Members

A person of esteemed character who has rendered to the professional of architecture a signal and valuable service within the territory of the Chapter, and has conspicuously upheld the aims of the profession, but who is not eligible for membership in the Institute or the Chapter, may be elected to honorary membership.

A candidate for honorary membership shall be nominated by five (5) members of the Chapter, no more than three of whom may be from one firm, and shall be sponsored by a member of the Executive Committee. A candidate for Honorary Membership must be approved by the Board of Directors. Only one honorary member may be elected in each calendar year.

An honorary member may use the phrase "Honorary Member, AIA Houston" as a title, may attend Chapter meetings, may serve as an advisor to Chapter committees, and may take part in discussions on matters not related to Institute affairs, membership dues, or disciplinary matters. An honorary member may not vote nor hold office nor use the name, title, seal, symbol, or insignia of the AIA.

### 2.17 Allied Members

Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Chapter believes will provide a meaningful contribution by reason of their employment or occupation. Allied members may serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee; may attend and speak but may not make motions or vote at any meeting of this Chapter; shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; and may not in any way use the name, initials, symbol or insignia of this Chapter or of the Institute.

### 2.18 Affiliate Firm Members

Firms not eligible for Firm membership in the Institute may become local Affiliate Firms of AIA Houston if they are involved in professional activities allied to the field of architecture. Affiliate Firms may appoint an Allied member(s) according to their category and in accord with Section 2.17 above.

## **2.2 Termination of Membership**

Termination of assigned members shall be by the Institute according to Institute policies and procedures. All other members shall be terminated for non-payment of dues or assessments, or unprofessional conduct.

## **ARTICLE III DUES, FEES, AND ASSESSMENTS**

### **3.1 Obligation to Pay Dues**

All members except Emeritus and Honorary members shall pay annual dues. The AIA Houston Board of Directors may fix, before the end of the fiscal year, the annual local dues to be paid by each category of membership for the following year.

### **3.2 Hardship Dues Reduction**

The Executive Committee may, in exceptional circumstances, waive all or any part of the annual dues of any member after consultation with the Institute Secretary. Such a waiver must be in equal proportions across all levels of membership.

### **3.3 Assessments**

AIA Houston, by two-thirds vote of the voting members present and voting at a meeting, may levy an assessment on members, which shall be in proportion to, and shall not exceed, the annual dues of each member. Notice of a vote on an assessment shall be mailed or emailed to every member not less than fifteen days prior to the date fixed for the Chapter meeting whereat the question will be considered.

## **ARTICLE IV OFFICERS**

### **4.1 Executive Committee**

The officers of the Chapter shall be the President, President-elect, Secretary, Treasurer, and immediate Past President. These five officers shall comprise the Executive Committee. The Executive Director shall be an ex-officio member of the Executive Committee without vote.

#### **4.11 Powers**

The business of AIA Houston shall be managed by the Executive Committee, which shall exercise all authority, rights, and powers granted to it by the laws of the State of Texas, the articles of incorporation, and by these bylaws. The Executive Committee shall act as the custodian of the property and interests of AIA Houston. The Executive Committee shall be custodian of the properties and interests of the Chapter, except those which are placed in the custody of the Treasurer in these bylaws. Within the appropriations made therefore, it shall do all things required and permitted in these bylaws to forward the objectives of the Chapter.

#### **4.12 Terms of Office**

Officers shall hold office for one year or until their successors are chosen. No officer or director is eligible to serve more than two consecutive terms in the same office. Directors shall hold office for two years with staggered terms. Terms of office shall begin on January 1 following election.

#### **4.13 Duties and Responsibilities**

**4.131 President.** The President shall exercise general supervision of the Chapter's affairs, except those which are placed under the administration of the Secretary and Treasurer. The President shall preside at all meetings of the Chapter, the Executive Committee, and the Board of Directors, be a member ex-officio of all committees and commissions except the nominating committee; and shall perform such other duties usual and incidental to the office and as may be prescribed by the Executive Committee or the Board. The President shall act as spokesperson and representative of AIA Houston at meetings of other organizations. A pronouncement by the President shall obligate the Chapter only insofar as it is specifically approved by the Board of Directors.

**4.132 President-Elect.** The President-elect shall perform such duties usual and incidental to the office and as may be prescribed by the Executive Committee. In the absence or disability of the President the President-Elect will perform the duties of the President. The President-elect shall succeed to the office of President upon expiration of the President's term of office.

**4.133 Secretary.** The Secretary shall act as its recording and corresponding secretary. The Secretary shall issue required notices, keep membership records, and shall perform such duties as usual and incidental to the office and as may be prescribed by the Executive Committee or the Board. The duties of the Secretary, under the authority of the Executive Committee or the Board may be assigned in whole or in part to the Executive Director or other assistants as the Executive Committee or the Board may determine. The Secretary shall serve as a Director of the TSA and represent the Chapter at TSA Board meetings.

**4.134 Treasurer.** The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of AIA Houston. The Treasurer shall prepare budgets, collect amounts due, and have custody of Chapter funds and monies, and make disbursements thereof. The Treasurer shall also have custody of its securities and of its instruments involving finances; shall conduct correspondence relating to the office, shall establish and maintain written policies regarding financial procedures, and shall perform such duties usual and incidental to the office, and as may be prescribed by the Executive Committee or the Board. The duties of the Treasurer, under authority of the Executive Committee or the Board, may be assigned in whole or in part to the Executive Director or to other assistants at the recommendation of the Executive Director. The Treasurer shall render to the Executive Committee or the Board, when it so directs, an account of transactions of the office and of the financial condition of the Chapter, and shall, after the close of the fiscal year, present a report of the examination, records and transactions of the Chapter made by a disinterested, independent certified public accountant designated by the Executive Committee or the Board.

The Treasurer shall not be personally liable for any loss of money or funds, nor for any deficit in capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of his office.

**4.135 Past President.** The immediate past President shall have oversight of committee as designated by the Executive Committee. The Past President shall serve as a board member of the Houston Architecture Foundation for one term.

**4.136 Officer Pro Tem.** If any officer is absent or unable to act, the Executive Committee may elect from the Board of Directors a President-elect pro tem, Secretary pro tem, or Treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act or until the next annual election of officers. The pro tem officer shall perform the duties and exercise the power and authority of the office.

**4.137 Executive Director.** The Chapter shall employ a full-time Executive Director, who shall be the chief executive and administrative officer of the Chapter and an ex-officio member of the Executive Committee and Board, without vote. The Executive Director shall be responsible for the management and administration of the affairs of the Chapter and shall perform such other duties as may be assigned by the Board or Executive Committee. The administrative and executive offices of the Chapter shall be in the charge of the Executive Director. The Executive Director shall have full responsibility and authority in Chapter day-to-day operations and office staff personnel matters, and policies relative to employees of the Chapter. The Executive Director shall also establish and maintain a written human resource policy approved by the Executive Committee.

## **ARTICLE V BOARD OF DIRECTORS**

### **5.1 Composition**

The Board of Directors of AIA Houston shall consist of 16 voting members: five (5) officers plus eleven (11) directors, one of whom shall be an Intern/Associate Director as described in 5.12, and one of whom shall be a Public Director as described in 5.13.

#### **5.11 Intern/Associate Director**

The Intern/Associate Director shall be either an intern member with a professional degree from an accredited school of architecture or a newly registered architect member within one year of registration.

#### **5.12 Public Director**

A member of the general public, who is not a registered architect or family member of an architect and who has no financial interest in the practice of architecture, shall be a Public Member Director and a voting member of the Board. The term of office for said Public Member Director shall be two years running concurrent with the calendar year and limited to two terms.

### 5.13 Ex-Officio Members

The following ex-officio members shall serve on the Board: Presidents (or their designates) of the AIAS at Rice University, the University of Houston, and Prairie View A&M University; the Deans (or their designates) of the schools of architecture at Rice University, the University of Houston, and Prairie View A&M University; a representative of the Rice Design Alliance (as appointed by the President of the Rice Design Alliance), a representative of the Houston Architecture Foundation (as appointed by the President of the Houston Architecture Foundation); and the Executive Director. Ex-officio members are without vote.

## **5.2 Duties and Responsibilities**

The Board of Directors of AIA Houston will

- a) Determine and advance the organization's mission and objectives.
- b) Support the Executive Director and assess performance periodically – usually measured against the strategic plan.
- c) Ensure effective organizational planning
- d) Ensure adequate resources (funds, time, volunteers, staff, technology, etc.).
- e) Promote a positive image of AIA Houston.
- f) Ensure legal and ethical integrity of its own actions.
- g) Maintain accountability for actions of the Board of Directors and Executive Committee.

A majority vote of the Board is required for approval of a Chapter policy statement.

## **5.3 Quorum**

A quorum of the Board is required to vote on any motion, resolution, or action. A quorum of the Board of Directors is nine (9) voting members.

## **ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

### **6.1 Nominating Committee**

The Nominating Committee shall consist of five (5) members of the Chapter. Not more than two members of the Board shall serve on the nominating committee. The Executive Director shall be an ex-officio member of the Nominating Committee without vote. The President-elect shall appoint the nominating committee and serve as its chairman.

### **6.2 Eligibility**

All Officers and Directors shall be active Architect members in good standing of the Chapter, with the exception of one public member and one Associate member.

### **6.3 Nominations**

The nominating committee shall:

- a) Solicit nominations for Board positions from the voting members of the Chapter at least 1 month prior to the September Board meeting.
- b) Identify and recommend candidates for each Officer and Board position available.
- c) Present the slate of officers and directors to the Board of Directors for approval at the September meeting.
- d) Notify the membership of the slate of Board candidates and Officers.

#### **6.4 Election**

- a) Elections for officers and directors shall be held annually; the date of the election is to be determined by the Executive Committee. Ballots may be sent to all voting members by email, fax, or regular U.S. mail or a voice vote may be taken at the Annual Meeting.
- b) A simple majority of those voting is required for election of an officer or director.
- c) The President or Presiding officer shall announce the results of the vote at the Annual Meeting.

### **ARTICLE VII MEETINGS**

#### **7.1 Executive Committee**

The Executive Committee shall meet no less than twice per month.

#### **7.2 Board of Directors**

The Board of Directors shall meet no less than once per month.

#### **7.3 Annual Meeting**

The date of the Annual meeting shall be set by the Executive Committee.

#### **7.4 Special Meetings**

A special meeting shall be held on call of the President, or by vote of the Executive Committee, or by written petition to the Board signed by ten percent of the voting members of the Chapter. Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

#### **7.5 Notice of Meetings**

A notice of Chapter meetings, including the Annual Meeting, shall be sent to every member by email, fax or regular U.S. mail not less than ten days prior to the date fixed for the meeting, stating the time and place of the meeting. A notice for a special meeting shall list the business to be considered.

## **7.6 Voting Members**

Architect, Associate, and Emeritus Members in good standing may vote on matters so designated elsewhere in these bylaws, and on any matters relating to membership; dues and assessments; and other matters relating to the government, meetings, affiliations, budget, and finances of AIA Houston.

## **7.7 Delegates**

Delegates, representing the Chapter to vote in National and State elections or other components or organizations to which the Chapter sends official representatives, shall be designated by the President and ratified by majority vote of the Board.

## **7.8 Quorum**

A quorum of the Membership is required to vote on any motion, resolution, or action concerning the transaction of business as described within these by-laws. A quorum of the Membership is 10% of members eligible to vote and shall be established according to membership records of the Institute. Votes shall be cast via paper, facsimile, or electronic ballot or by other fair and equitable procedure as may be determined by the tellers committee.

# **ARTICLE VIII FISCAL AFFAIRS**

## **8.1 Fiscal Year**

The fiscal year of AIA Houston shall be from January 1 through December 31.

## **8.2 Annual Budget and Expenditures**

At its December meeting the Board, by majority vote, shall adopt a budget for the coming fiscal year, showing in detail the anticipated income and scheduled expenditures. The Board shall not adopt any budget, make any appropriations, nor authorize any expenditure that, in the aggregate, will exceed the new 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.

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

## **8.3 Fiscal Policy**

As a 501 (c)(6) Corporation, AIA Houston 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 payment of authorized services for the administration and conduct of its affairs.

#### **8.4 Dissolution of the Corporation**

In the event of the dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall first be conveyed or transferred to the Houston Architecture Foundation or second to such purposes as the assigned members of the Chapter in their absolute discretion may determine, but no funds or property shall revert or be distributed to any individual member of the Chapter.

#### **8.5 Corporate Debt**

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

### **ARTICLE IX GENERAL PROVISIONS**

#### **9.1 Code of Ethics and Professional Conduct**

The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. Architect members or Associate members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

##### **9.11 Interpretations and Actions**

Any conduct or ethical complaint received by AIA Houston shall be referred to the Ethics Committee of the Institute. The National Ethics Committee shall be sole authority to act on interpretations, actions, or complaints and shall have the sole right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.

##### **9.12 Ethics Committee**

The Executive Committee of AIA Houston may establish an Ethics Committee, which, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Ethics Committee, or may, in its sole discretion, extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.

### 9.13 Confidentiality

All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt to informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be destroyed or returned to the party who submitted it and may not be introduced in further proceedings.

### 9.2 Records

Any member of the Chapter in good standing may, during normal operating business hours of the executive offices, inspect correspondence and the minutes, Treasurer's reports and books of account, and the Secretary's records of this Chapter (except in confidential matters relating to membership applications and bestowal of honorary memberships, fellowship nominations, and Chapter Awards).

### 9.3 Parliamentary Authority

The rules contained in *Robert's Rules of Order, Newly Revised* shall supplement the rules and regulations adopted by the Chapter and shall govern this Chapter, and all committees unless such rules are in conflict with the law, these bylaws, national AIA policy, or rules and regulations adopted by AIA Houston or its Executive Committee.

### 9.4. Honor Awards

The Chapter may make awards to persons, firms, or associates for meritorious work in their respective fields related to the objectives of the Chapter determined by the Board. Each award shall be made by majority vote of the Board. The form of the award shall be determined by the Board, and the award shall be presented at an honor awards meeting of the Chapter or in an appropriate ceremony.

### 9.5 Liability, Indemnification and Insurance

#### 9.51 Liability.

In the absence of misconduct, fraud, or bad faith, the present and former officers, directors, and employees of the Chapter shall not be personally liable for its debts, obligations, or liabilities.

#### 9.52 Indemnifications.

If a Director or Officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the Director or Officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceedings may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and

reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

#### 9.53 Insurance

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

### **ARTICLE X AMENDMENTS**

#### **10.1 Amendments at a Chapter Meeting**

These bylaws may be amended or revised at any meeting of the Chapter by two-thirds vote of a quorum (see 7.8) provided that a notice stating the purpose of the amendment, and a copy of the amendment, shall be sent to every voting member not less than fifteen days prior to the date fixed for the meeting.

10.12 Lack of Quorum Should a quorum not be convened, the President may direct the Secretary to submit amendments or revisions to the voting members. A two-thirds vote from not less than 10% of the voting members shall be required and shall be received in Chapter offices no later than three weeks after distribution to amend these bylaws. A Tellers Committee of three voting members shall tally, and tabulate the votes, and report the results to the Secretary. Results shall be published to the members.

#### **10.2 Amendments by the Executive Committee**

The Executive Committee shall be authorized to amend these bylaws if the power to do so has been delegated to it by a two-thirds vote from not less than 10% of the Chapter membership. The Executive Committee, without action by a meeting of the Chapter, shall also amend any of these bylaws as may be necessary for conformity with Institute Bylaws.

#### **10.3 Compliance with Institute Bylaws**

The Chapter shall amend these bylaws to conform to amendments of Institute bylaws which relate to matters within the scope of these bylaws.

#### **10.4 Approval by the Institute**

Amendments to these bylaws shall become effective only on approval by the Secretary of the Institute. Immediately following Chapter action, the Secretary or Executive Director shall submit, by certified mail, a

copy of the adopted amendments to the Secretary of the Institute for approval. On receipt of approval the Chapter Secretary shall enter the amendment, and the date of approval, in these bylaws.

#### **10.5 Notification of Amendments**

Notice of the effective date of the amendments shall be published to the members of the Chapter, in print or digitally within 30 days of the date of approval.