

# **Bylaws of the Fort Worth Chapter - American Institute of Architects**

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## **Article I. Organization**

### Section 1. Name

The name of this organization is the Fort Worth Chapter, The American Institute of Architects.

### Section 2. Objects

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

### Section 3. Governing Authority

The Fort Worth Chapter of The American Institute of Architects, composed of a membership as defined in Article II of these bylaws, is a 501c6 non-profit membership corporation and governed and operated in accordance with the laws of the State of Texas, the State Corporate Charter, dated August 26, 1966, charter number 226771, the bylaws of the American Institute of Architects, the charter issued by the American Institute of Architects, dated August 15, 1946, these bylaws, and the instructions of the Chapter Executive Committee.

### Section 4. Domain

The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory within which this Chapter will represent and act for the Institute shall consist of the counties of Tarrant, Johnson, Hood, Somervell, Comanche, Erath, Eastland, Parker, Palo Pinto, Stephens, Wise, Jack, Throckmorton, Haskell, and Cooke, in the State of Texas.

### Section 5. Powers

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

### Section 6. Endorsements

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

### Section 7. Definitions

In these bylaws the Fort Worth Chapter is referred to as the "Chapter", the State organization as the "Texas Society of Architects" or "TSA", The American Institute of Architects as "The Institute" and the Board of Directors of the Institute as the "Institute Board".

#### Section 8. Conformity with Institute Policy

No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization 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.

#### Section 9. Chapter Offices and Chapter Executive Director

The offices of the Chapter shall be in the charge of the Chapter Executive Director, who shall be employed by and report to the Executive Committee. The Chapter Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee 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 Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee; attend all meetings of the Executive Committee as an ex-officio member without vote; make reports to the Executive Committee on the affairs and business of the Chapter when requested by the Executive Committee; and carry out all responsibilities as may be defined in the Chapter's Office Policy Manual.

### **Article II. Membership**

#### Section 1. Chapter Members

- a. The Chapter shall consist of Institute Architect, Emeritus, and Fellow members who have been assigned to the Chapter by the Institute; and of unassigned members (who have been admitted by this Chapter), Chapter allied members, student affiliate, and honorary members.
- b. A member's legal residence or place of business shall be within the Chapter territory, except for unassigned Institute members and those specifically admitted under exceptions in the bylaws of the Institute. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted non-resident status shall have the same rights and privileges as resident members in the same category.
- c. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

#### Section 2. Architect Members

- a. Qualifications and admission requirements are those stated in the Institute bylaws.
- b. Membership rights and privileges are those stated in Institute bylaws.
- c. Termination, transfer and readmission provisions are those stated in the Institute bylaws.

#### Section 3. Associate Members

- a. Qualifications and admission requirements are those stated in Institute bylaws.
- b. Membership rights and privileges are those stated in Institute bylaws.
- c. Termination, transfer and readmission provisions are those stated in the Institute bylaws.

#### Section 4. Unassigned Members

- a. Institute members who are assigned to other AIA chapters may be admitted to unassigned membership in this Chapter as provided in the Institute bylaws.
- b. Unassigned members may not serve as Chapter delegate, and may not vote in this Chapter on matters relating to Chapter and/or Institute business or which affect Chapter and/or Institute affairs.

#### Section 5. Allied Members

- a. 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.
- b. Allied members may serve on chapter committees in any capacity and may vote on committees. An Allied member may not hold chapter office, print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of the chapter or of the Institute.

#### Section 6. Student Affiliates

- a. Student affiliates shall be undergraduate or postgraduate students of architectural schools, or secondary school students, within the territory of the chapter.
- b. A Student affiliate member may serve on chapter committees, but may not vote or serve as chair. They may not hold office, print or in any way use the name, title, initials, emblem, seal, symbol or insignia of the chapter or of the Institute.

#### Section 7. Members Emeritus

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

#### Section 8. Fellows

- a. Qualifications and admission requirements are those stated in Institute bylaws.
- b. Membership rights and privileges are those stated in Institute bylaws.
- c. Termination, transfer and readmission provisions are those stated in the Institute bylaws.

#### Section 9. Membership Rights to Examination of Records

Voting members in good standing shall have the right to examine Chapter correspondence, minutes, and the Secretary's records (except for confidential matters relating to charges of unprofessional conduct brought to the National Ethics Council by the chapter, or bestowal of honorary membership) and the Treasurer's accounts, at Chapter offices during regular business hours.

#### Section 10. Resignations

- a. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

#### Section 11. Termination of Membership

- a. Membership shall be terminated for non-payment of dues or assessments, pursuant to Chapter 2 of the Institute Bylaws, for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of the Institute Bylaws, by resignation or by death of the individual in the membership.
- b. A membership which is terminated in the Institute or TSA shall also be terminated in the Chapter.
- c. Should the professional status of a member change so that the member no longer qualifies for membership, the membership shall be terminated within one year.

d. If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated by the Executive Committee, 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.

#### Section 12. Loss or Suspension of Interests, Rights and Privileges.

a. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, 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.

### **Article III. Honorary Membership**

#### Section 1. Qualifications and Election

- a. A person of esteemed character who has rendered to the profession 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.
- b. A candidate for Honorary membership shall be nominated by the Honors Committee.
- c. The concurring vote of three-fourths of the voting members of the entire executive committee is required for election. The vote shall remain confidential until the honor has been accepted by the nominee.

#### Section 2. Rights and Privileges

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

#### Section 3. Termination of Honorary Membership

The Executive Committee may terminate an Honorary membership for reasons it deems sufficient, provided it has offered the member an opportunity to be heard in the matter.

### **Article IV. Officers & Directors**

#### Section 1. Titles

The officers and directors of the Chapter shall be the President, President-Elect, Vice President of Communication, Vice President of Education, Vice President of Honors, Secretary and Treasurer. The Board of Directors shall consist of the Past-President Director, TSA Director, Intern/Associate Director, Public Member Director, UTA Dean, Director-at-Large, Director of Fundraising, and the Chapter Executive Director (Ex-Officio).

#### Section 2. Eligibility

a. The President, President-Elect, Vice President of Communication, Vice President of Education, Vice President of Honors, Secretary, Treasurer, and the Past-President Director shall be Architect members of the Chapter. The Chapter TSA Director, Intern/Associate Director, Director-at-Large, Director of Fundraising, Public Member Director, and the UTA Dean shall have qualifications as stated in their respective Sections below.

#### Section 3. Terms of Office

a. The President, President-Elect, Vice President of Communication, Vice President of Education, Vice President of Honors, Secretary, Treasurer, Past-President Director, Director-at-Large,

Director of Fundraising, and the Intern/Associate Director shall hold office for one year, or until their successors are chosen. The TSA Director and Public Member Director shall hold office for two years, or until their successors are chosen.

b. Terms of office shall begin on January 1 following an election.

c. In the event that an elected officer of the Chapter shall move where their residence and office is no longer within the domain of this Chapter, they shall immediately resign their position and a successor be chosen per Article VIII, Section 7 of these bylaws.

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

#### Section 4. President

a. The President shall be the administrative head of the Chapter and shall exercise general supervision of its affairs, except those which are placed under the administration of the Secretary and Treasurer. The President shall preside at all meetings of the Chapter and the Executive Committee, and be a member ex-officio of all committees. The President shall sign all formal instruments to which the Chapter is a party; and shall perform such other duties usual and incidental to the office and as may be prescribed by the Executive Committee.

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

#### Section 5. President-Elect

a. 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.

b. The President-Elect shall chair the Office Management Committee and shall oversee the operations of the Chapter office. The President-Elect shall administer the office operations and Chapter staff functions and perform such other duties as are properly assigned by the Executive Committee.

c. The President-Elect shall succeed to the office of President upon expiration of the President's term of office.

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

#### Section 6. Vice Presidents

a. The Vice President of Communication shall chair the communication commission and perform such duties as are assigned by the Executive Committee.

b. The Vice President of Education shall chair the education commission and perform such duties as are assigned by the Executive Committee.

c. The Vice President of Honors shall chair the honors commission and shall perform such duties as are assigned by the Executive Committee.

#### Section 7. Secretary

The Secretary shall be an administrative office of the Chapter and shall act as its recording and corresponding Secretary. The Secretary shall issue required notices, keep membership rolls, have custody of the corporate seal and sign for the Chapter all formal instruments under the seal and shall perform such duties as usual and incidental to the office and as may be prescribed by the Executive Committee. The duties of the Secretary, under the authority of the Executive Committee, may be assigned in whole or in part to the Executive Director or other assistants as the Executive Committee may determine.

#### Section 8. Treasurer

- a. The Treasurer shall be an administrative officer of the Chapter, and shall have charge of its financial affairs and keep the records and books of account thereof. The Treasurer shall prepare budgets, collect amounts due, and have custody of Chapter funds and moneys, and make disbursements thereof; shall have custody of its securities and of its instruments involving finances; shall conduct correspondence relating to the office, and shall perform such duties usual and incidental to the office, and as may be prescribed by the Executive Committee. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or in part to the Executive Director or to other assistants as the Executive Committee may determine.
- b. The Treasurer shall render to the Executive Committee monthly an account of transactions of the office and of the financial condition of the Chapter, and a written annual report at the annual meeting of this Chapter.
- c. The Treasurer shall not be personally liable for any loss of money or funds, nor for any decrease 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.

#### Section 9. Past-President Directors

The Past-President Director shall be the Chapter president from the previous year and shall perform the duties assigned by the Executive Committee.

#### Section 10. Chapter TSA Director

The Chapter TSA Director shall be selected from Chapter members and shall represent the Fort Worth Chapter at TSA. Qualifications and requirements for this position shall be as stated in the Texas Society of Architects (TSA) Bylaws.

#### Section 11. Intern/Associate Director

The Intern/Associate Director shall be an Associate member of the chapter and shall perform the duties assigned to this person by the Executive Committee. In the event that the Intern/Associate Director shall become licensed during their term of office, he/she may continue to serve through the end of the current term.

#### Section 12. Public Member Director

The Public Member Director shall be a non-architect who is not in any membership category (with the exception of Honorary Membership) nor an employee of the Chapter. The Public Member Director shall be limited to two terms. The Public Member Director may not vote on items relating to dues and assessments, Institute business, Chapter budget and finances, professional conduct (as defined in Article XI), and Chapter Bylaws.

#### Section 13. UTA Dean

The UTA Dean shall be the current Dean of the School of Architecture at the University of Texas at Arlington. The term of office for the UTA Dean shall be continuous and shall change whenever a new Dean of the School of Architecture is selected. As a member of the Executive Committee, the UTA Dean may not vote on items relating to dues and assessments, Institute business, Chapter budget and finances, professional conduct (as defined in Article XI), and Chapter Bylaws. Outside of the Executive Committee the UTA Dean shall retain all normal member rights and privileges if the UTA Dean is also an Architect member of the Chapter.

#### Section 14. Director-at-Large

The Director-at-Large shall be an at large selection from the assigned members (AIA or Associate members) and shall perform the duties assigned to this person by the Executive Committee.

#### Section 15. Director of Fundraising

The Director of Fundraising shall be a selection from the assigned members (AIA or Associate members) and shall lead the Executive Committee in efforts that gather funds and services needed to carry out the mission of AIA Fort Worth.

### **Article V. Chapter Meetings**

#### Section 1. Regular Meetings

Regular meetings of the Chapter shall be held on the fourth Tuesday of every month, unless otherwise designated by the Executive Committee at least ten days prior to the date of the regular meeting to be changed or before the designated date of the meeting, whichever should occur first.

#### Section 2. Annual Meeting

- a. The regular meeting in September shall be the annual meeting.
- b. Election of officers to succeed those whose terms of office are about to expire shall be held at the annual meeting.

#### Section 3. Special Meetings

- a. A special meeting shall be held when a call for such a meeting, stating its purpose, is voted by a meeting of the Chapter, or three-fourths of the entire membership of the Executive Committee, or by written petition to the Executive Committee signed by 25 percent of the voting members of the Chapter. In the latter event, the Executive Committee shall call the special meeting for the purpose set out in the petition within thirty days after receiving same.
- b. Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

#### Section 4. Notices of Meetings

A notice of each meeting of the Chapter shall be mailed/emailed to every member or posted to the Chapter website not less than seven days prior to the date fixed for the meeting. A notice for a special meeting shall list the business to be considered.

#### Section 5. Quorum

The quorum for transaction of business at any meeting shall be 20 percent of the voting members. When a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding a lack of quorum and the notice shall so inform the members; however, a quorum is required for consideration of amendments to Bylaws.

#### Section 6. Voting Members

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) Voting on dues and assessments for Architect members shall be limited to Architect Members. Voting on dues and assessments of all other members shall be open to Architect and Associate members.
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

### **Article VI. Delegates to Institute Meetings**

The Chapter executive committee shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute bylaws.

## **Article VII. Nominations & Elections**

### Section 1. Nominating Committee

- a. The nominating committee shall consist of four Architect members and one Associate member of the Chapter. One seat on the nominating committee shall be filled by the immediate Chapter past-president. No potential candidate for office may serve on the nominating committee.
- b. The Chapter President shall appoint the nominating committee at the same time other committees are selected and with sufficient time for the nominating committee to be able to select and solicit a potential slate of candidates.
- c. The chairman of the nominating committee shall be appointed from a member of the previous years nominating committee.

### Section 2. Nominations

- a. The nominating committee shall make one or more nominations each for the office of the President-Elect, Vice President of Communication, Vice President of Education, Vice President of Honors, Secretary, Treasurer, Intern/Associate Director, Director-at-Large, Director of Fundraising, and every other year the TSA Director and Public Member Director.
- b. The notice for the annual meeting shall include the report of the nominating committee.
- c. Nominations for the office of President-Elect shall be made from members of this Chapter, in good standing, who are currently serving on the Executive Committee or who have previously served as Chapter President.

### Section 3. Elections

- a. The nominating committee shall present its report to the annual meeting, after which the chairman of the nominating committee (or President if the chairman is not present) shall entertain nominations from the floor.
- b. The name of each nominee for each office shall be placed on a ballot for consideration of each voting member.
- c. The President shall appoint a tellers committee consisting of three voting members, who shall tally and tabulate the votes, and report the results to the Secretary.
- d. Election shall be determined by a plurality of the votes cast for each office.
- e. In the event of a tie vote, the list of nominees for each office 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.
- f. Should there be only one nomination for each office, a motion to close nominations and declare the candidates elected by acclamation shall require a two-thirds vote for approval.
- g. The chairman of the nominating committee (or President if the chairman is not present) shall announce the results of all balloting, and declare all elections.

## **Article VIII. Executive Committee**

### Section 1. Composition

The Executive Committee shall be composed of the President, President-Elect, Vice President of Communication, Vice President of Education, Vice President of Honors, Secretary, Treasurer, Chapter TSA Director, Past-President Director, Intern/Associate Director, Public Member Director, UTA Dean, Director-at-Large, Director of Fundraising, and the Chapter Executive Director (Ex-Officio). Associate members may not hold more than two seats or one third of the total seats, whichever is greater, on the Executive Committee.

### Section 2. Powers

The business of this Chapter shall be managed by the Executive Committee of this Chapter and 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.

### Section 3. Regular Meetings

The Executive Committee shall hold regular meetings within seven days of each regular Chapter meeting.

#### Section 4. Special Meetings

A special meeting shall be held on call of the President, or by vote of the Executive Committee, or on written request of a majority of its voting members.

#### Section 5. Notices of Meetings

A notice of each meeting shall be served on each member by mail, email, or notice on the Chapter's website not less than three days prior to the date fixed for the meeting.

#### Section 6. Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.

#### Section 7. Vacancies

Should a vacancy occur in the membership of the Executive Committee, except for the offices of President and President-Elect, the Executive Committee may fill the vacancy for the unexpired term of office.

#### Section 8. Reports

At the end of the fiscal year the Executive Committee shall render a full written report to Chapter members, stating the condition, interests, activities and accomplishments of the Chapter for the year, with appropriate recommendations. A copy of the report shall be made and sent to the appropriate party on request of the Institute Board.

#### Section 9. Custodianship

The Executive Committee shall be custodian of the properties and interest of the Chapter, except those which are placed in the custody of the Treasurer in these Bylaws. Within the appropriations made thereof, it shall do all things required and permitted in these bylaws to forward the objects of the Chapter.

#### Section 10. Delegation of Authority

Neither the Executive Committee 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.

#### Section 11. 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 Executive Committee.

#### Section 12. Liabilities

This Chapter will indemnify and officer and/or director for expenses incurred in litigation costs any attorney's fees arising from any litigation involving said officers and/or directors in the performance of their duties on behalf of the Fort Worth Chapter, American Institute of Architects.

#### Section 13. Ex-Officio Members

The Chapter Executive Director shall serve on the Executive Committee as an ex-officio member without vote.

### **Article IX. Commissions, Committees, and Task Forces**

### Section 1. Formation and Composition

The Executive Committee may form commissions and committees to carry out the work of the Chapter as necessary. The President may form task forces to carry out the work of the Chapter as necessary for special issues. The charge and duration of each commission, committee, and task force shall be determined by the Executive Committee. The chairpersons of commissions, committees, and task forces shall be appointed by the President with the concurrence of the Executive Committee. The members of commissions, committees, and task forces shall be appointed by the Commission or Committee Chairperson with the concurrence of the Executive Committee.

## **Article X. Fiscal Affairs**

### Section 1. Fiscal Year.

The fiscal year of the Chapter shall be from January 1 through December 31.

### Section 2. Annual Dues

- a. Annual dues shall be as determined by the Executive Committee, and voted on by two-thirds vote of the voting members present at any Chapter meeting, for the immediately succeeding fiscal year. Associate members may not vote on dues of Architect members per the Institute's bylaws.
- b. Notice of a vote on annual dues shall be mailed, emailed, and/or posted on the Chapter website to every member not less than twenty days prior to the date fixed for the Chapter meeting where the question will be considered.
- c. Dues shall cover a calendar year, and shall be due and payable in full on or before January 15 of each year.
- d. The Chapter, in exceptional circumstances may waive all or any part of the dues or fees, in equal proportion across all components, owed by a member at any level of membership in the AIA.
- e. An individual admitted to Honorary membership or Honorary Fellowship shall not pay any admission fees, annual dues, or assessments.

### Section 3. Assessments

- a. Dues assessments shall be as determined by the Executive Committee, and voted on by two-thirds vote of the voting members present at any Chapter meeting, for the immediately succeeding fiscal year.
- b. Notice of a vote on an assessment shall be mailed to every member not less than twenty days prior to the date fixed for the Chapter meeting where the question will be considered.

### Section 4. Payment of Dues and Assessments

Persons who are admitted to membership by the American Institute of Architects between January 1 and March 31 of any year shall pay the full amount of annual dues and shall be in good standing through December 31 of the current year. Persons admitted between April 1 and June 30 shall pay 75% for the remainder of the current year, between July 1 and September 30 shall pay 50% for the remainder of the current year, and between October 1 and December 31 of any year shall pay the full amount of annual dues and shall be in good standing through December 31 of the following year.

### Section 5. Default in Payment of Dues and Assessments

Every member who has not paid full regular dues owed for the calendar year, or whose assessment remains unpaid 60 days after the levy, shall be considered in default and the member shall be notified of impending termination of membership. Other than the first notice, the Chapter shall not be required to notify any member of his default.

#### Section 6. Non-Payment of Dues and Assessments

Any member who has not paid full regular dues, or whose assessment remains unpaid 90 days after it is levied, shall be deemed to have terminated the membership in accordance with Institute procedures, provided however, that the member has been notified 30 days in advance of impending termination. Termination or resignation shall not relieve a member of prior obligation to the Chapter.

#### Section 7. Remission of Dues and Assessments.

The Executive Committee (by vote of two-thirds of its members) may, in exceptional circumstances, waive all or any part of the Chapter annual dues of any member. After consultation with the Institute Secretary and other affected components, the Executive Committee may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

#### Section 8. Reinstatement.

A member who has resigned or has been terminated may be reinstated upon payment of unpaid dues, assessments, and other obligations, plus a reinstatement fee, as determined by the Executive Committee, not to exceed 50% of the current annual dues.

#### Section 9. Annual Budget and Expenditures.

- a. At its January meeting, the Executive Committee, by two-thirds vote of its entire membership, shall adopt a budget for the fiscal year, showing in detail the anticipated income and scheduled expenditures. A copy of the approved budget shall be distributed to any member upon request.
- b. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or 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 Executive Committee.
- 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. This capital reserve item shall be a line item in the annual budget.

#### Section 10. 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 payment 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 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 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.
- d. The Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter. The Institute and the Chapter are not agents for each other unless they so agree in writing.

### **Article XI. Professional Conduct**

#### Section 1. Code of Ethics and Professional Conduct

- a. Applicability of Institute Code. 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 such 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.

b. Interpretations. Every interpretation of the Code of Ethics and Professional Conduct issued by the National Ethics Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter, nor any individual member, officer, director, or employee has the authority to make a binding interpretation or amendment of the Code. However, this Chapter may respond to inquiries regarding the Code by furnishing written materials provided by the Institute.

c. Advisory Opinions. In the event of an inquiry concerning the Code of Ethics and Professional Conduct that cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Ethics Council.

### Section 2. Action on Complaints of Unprofessional Conduct by Members

a. Formal action Prohibited. A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjudged by this Chapter, the Executive Committee or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.

b. Ethics Committee. The Executive Committee may establish an Ethics Committee which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.

c. Informal Settlement Prior to Filing of Complaint with the Institute. The Ethics Committee, 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 Council, and 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.

d. Informal Settlement Following Filing of Complaint with the Institute. The Ethics Committee, upon receipt from the National Ethics Council of a formal Complaint against a member of this Chapter and the Response thereto, may in its sole discretion extend to the parties the opportunity to seek an informal resolution of the matter through the Committee. If the parties wish to seek such an informal resolution, the Ethics Committee shall so advise the Institute and attempt to mediate the matter, either directly or through the offices of a third party. In attempting informal settlement, the Ethics Committee shall comply with the Rules of Procedures of the National Ethics Council, where applicable.

e. 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 at 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 returned to the party who submitted it and may not be introduced in further proceedings except by the party.

### Section 3. Chapter Participation in Disciplinary Proceedings.

a. Any request that the Chapter initiates or joins as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Executive Committee. The Executive Committee may, with due consideration given to the advice of counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of the Chapter, against an Architect member or associate member.

b. Authority of the Executive Committee. The Executive Committee shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.

c. Confidentiality. Any discussion or decision by the Executive Committee relating to an informal or formal Complaint against an Architect member or associate member shall occur in Executive

Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.

d. Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Executive Committee, but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official publication.

## **Article XII. Awards of Honor.**

The Chapter may grant awards to persons, firms or associates for meritorious work in their respective fields which relate to the objectives of the Chapter as determined by the Chapter's Honors and Awards Committee. The nominees for such awards shall be presented to the Executive Committee by the Honors and Awards Committee for final approval. They shall be presented at an honor awards meeting of the Chapter in an appropriate ceremony.

## **Article XIII. Affiliations**

### Section 1. Organizations.

The Chapter may affiliate with professional, civic, or construction industry organizations operating within the territory of the Chapter, which are not used or maintained for financial gain, price fixing or political purposes. The Chapter shall not affiliate with any individual.

### Section 2. Conditions of Affiliation.

- a. Affiliation shall be by written agreement approved by three-fourths vote of the entire Executive Committee and by the affiliated organization. The period of each agreement shall not exceed three years. By a like vote of the Executive Committee, the Chapter may collaborate with such organizations without written agreement, for a period not to exceed one year.
- b. The agreement shall fully set out the purposes of affiliation, the terms and conditions of entry and the nature of its organization, membership, government and operation.
- c. Affiliates shall have no voice in affairs of the Chapter, and may not bind or obligate the Chapter, except by direct action of the Executive Committee.
- d. Affiliation shall be cancelable by two-thirds vote of the entire Executive Committee, provided that written notice to the affiliate shall be given, allowing it the opportunity to be heard in the matter, with a like provision for cancellation by the affiliate organization.
- e. After three years, the affiliation may be extended from year to year by a two-thirds vote of the entire Executive Committee until terminated by either party.

### Section 3. Privileges of Affiliates.

- a. Representatives of an affiliated or collaborating organization may attend regular meetings of the Chapter, and may speak thereat on invitation of the presiding officer.
- b. An affiliated organization, but not a collaborating organization, may use the phrase "Affiliated with the Fort Worth Chapter of the American Institute of Architects" as a suffix after its name. Any abbreviation of the phrases by anyone connected with the affiliate shall make the agreement cancelable forthwith.

## **Article XIV. Parliamentary Authority.**

The rules contained in Robert's Rules of Order (latest edition) shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Chapter may adopt.

## **Article XV. Amendments to Bylaws.**

### Section 1. Chapter Action.

- a. These bylaws may be amended at any meeting of the Chapter by a two-thirds vote of the

voting members present, provided there is a quorum and 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 thirty days prior to the date fixed for the meeting.

b. Should a quorum not be convened, the presiding officer may direct the Secretary to submit the amendment(s) to the voting members by mail ballot. A two-thirds vote from not less than twenty-five percent of the voting members shall be required and shall be received in Chapter offices no later than three weeks after mailing, 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, and announced at the next Chapter meeting.

#### Section 2. Conformity with Institute Bylaws

The Executive Committee, without action by a meeting of this Chapter, shall amend any of these bylaws as may be necessary for conformity with Institute bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute bylaws.

#### Section 3. Approval by The Institute.

a. Amendments to these bylaws shall become effective only on approval by the Secretary of the Institute.

b. Immediately following Chapter action the Secretary shall submit, by mail or email, 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.

c. Notice of the effective date of the amendments shall be published to the members of the Chapter, and a copy of the amended bylaws shall be distributed to the Chapter members, by mail or email or posted on the chapter website, after they have been approved by the AIA.

**End of Bylaws**