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**Article 1
Nominating Committee Report
and
Call for Nominations**

The Board of Directors approved the following Nominating Committee’s slate of candidates with terms commencing January 2010:

President-Elect	Randal Merrill, AIA
Secretary	Chris Patek, AIA
Treasurer	Paul Muller, AIA
Director	Jeff Parker, AIA

The following 2010 Board members will continue their previously elected or appointed positions:

President	Douglas Richards, AIA
Past President	Michael Mauch, AIA
Director(s)	William Casler, AIA Larry Tokarsky, AIA
Associate Director	Patrick Quinn, Assoc. AIA
AIA Ohio Director	Alan Warner, AIA
AIA Ohio Alt. Rep.	Michael Schuster, FAIA



Call for Nominations is now open to the general membership. Please fax or e-mail your nominee’s name and position by **noon on Monday, September 14, 2009.**

Voting will take place at the October 20, 2009 Chapter Meeting.

President-Elect _____
Secretary _____
Treasurer _____
Director _____

**Article 2
2009 Proposed Bylaw Amendments**

The following Bylaw Amendments will be voted on at the October 20 Chapter Meeting.

Bylaw Amendment 09-01:

NOTICE: The following Bylaws of AIA Cincinnati, the Cincinnati chapter of the American Institute of Architects are as amended by the October meeting of 2007 **2009**, in the 137th **139th** year of its history and membership in The Institute. All other editions are void and superseded by this edition.

Reason: To reflect amendment year if amendments are passed.

Bylaw Amendment 09-02:

ARTICLE 1. NAMES, OBJECTS, ORGANIZATION AND JURISDICTION.

1.5.1 An Executive Committee consisting of the current Officers of the Board may be established by the President to prepare agenda for the Board Meetings.

Reason: Addition of text to reflect the establishment of an Executive Committee and their purpose.

Bylaw Amendment 09-03:

ARTICLE 4. MEMBER EMERITUS.

4.1.1 Any member who has been granted Member Emeritus status in accordance with The Institute By-laws shall be a Member Emeritus of this Chapter. All rights, interest, privileges, title, liabilities, and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

Reason: Moved Article 7 to Article 4 to keep membership categories together. Following Articles will be renumbered accordingly.

Bylaw Amendment 09-04:

ARTICLE 9. MEMBER TO INSTITUTE MEETINGS

9.2 Nomination and Election of Institute Directors. This Chapter (the Assigned Members of this Chapter) shall nominate and elect The Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the AIA Ohio Valley Region.

Reason: Addition recognizes one of the functions of the AIA Ohio Valley Region.

Bylaw Amendment 09-05:

ARTICLE 10. MEETINGS

10.1.2 This Chapter shall hold a regular meeting on the third Tuesday of every month, except May, June, July, August, and December, unless a written **or electronic** notice is sent to all members at least ten **three** (10 **3**) days prior to a different meeting date. The written notice must contain the reason for the change.

Reason: Current practice.

Bylaw Amendment 09-06:

ARTICLE 14. DUES, FEES, ASSESSMENTS AND FINANCES

14.1.1.1 Exemptions. Emeritus Members and Honorary Affiliate Members shall pay no dues or assessments to the Chapter.

Reason: Clarifies Chapter exemptions.

Bylaw Amendment 09-07:

ARTICLE 14. DUES, FEES, ASSESSMENTS AND FINANCES

14.1.2 Period of Annual Dues. Every annual dues of Assigned Members, **Professional Affiliates** and Student Affiliates shall be for the period of the fiscal year of this Chapter and shall be due and payable on the first day of each such fiscal year **in accordance with the policy of The Institute.** Professional Affiliates dues are due on the anniversary date of his/her admission date.

Reason : Aligns payment structure.

Bylaw Amendment 09-08:

ARTICLE 14. DUES, FEES, ASSESSMENTS AND FINANCES

14.1.3 Allocation of First Annual Dues. Each Assigned Member's, **Professional Affiliate Member's** or Student Affiliate Member's first annual dues allocation will be based on The Institute's pro rata policy in effect for the fiscal year in which that membership becomes effective.

Reason: Aligns payment structure.

Bylaw Amendment 09-09:

ARTICLE 14. DUES, FEES, ASSESSMENTS AND FINANCES

14.1.4 Hardship Dues Reduction. The Secretary may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Secretary may, in exceptional circumstances, waive all of 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.

Reason: Current bylaws do not address hardship.

Bylaw Amendment 09-10:

14.5 Audits. At the end of each fiscal year, the books of this Chapter shall be audited by a competent accountant, employed by the Executive Officer, and subject to the approval of the Board of Directors. **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. A copy of the audit **report** shall be distributed to each Board Member and one copy shall be made a part of the permanent records of the Chapter. Reason: Audits are costly and the Chapter hires an accountant to prepare monthly reports to the Board of Directors.

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Bylaw Amendment 09-11:

ARTICLE 16. COMMITTEES

16.3 Reports. **The President** and every committee shall make an **written** annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors directs.

Reason: Provides content for the annual report and provides historical documentation.

Bylaw Amendment 09-12:

ARTICLE 20. GENERAL PROVISIONS

20.5 Publications. The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official Chapter notices in any official bulletin of communication with the Assigned Members, Professional Affiliates and Student Affiliates shall satisfy the requirements of law and of these bylaws regarding publication, provided that the official bulletin of communication be mailed **or emailed** on a date which meets the requirements specified by law or in these bylaws.

Reason: Reflects current practices.

Bylaw Amendment 09-13:

ARTICLE 20. GENERAL PROVISIONS

20.8 LIABILITY, INDEMNIFICATION AND INSURANCE

20.8.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former Officers, Directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

20.8.2 Indemnification: If a Director or Officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the Director or Officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, 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.

20.8.3 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.

Reason: Article added to address Liability, Indemnification and Insurance. Subsequent Articles will be renumbered.

Bylaw Housekeeping:

The words Officer(s) and Director(s) shall be initial capped throughout the entire document. Articles will be renumbered based on approved amendment insertions.



**Article 3
September Calendar**

<http://www.aiacincinnati.org/events/eventCalendar.cfm?month=9&year=2009>