

AIA Cincinnati Bylaws

TABLE OF CONTENTS

Article 1. Names, Objects, Organization, and Jurisdiction, 1.1 – 1.6.3	Page 2
Article 1. Names, Objects, Organization, and Jurisdiction, 1.6.4 – 1.7	Page 3
Article 2. Membership, 2.1-2.4	Page 3
Article 2. Membership, 2.5	Page 4
Article 3. Honorary Membership	Page 4
Article 4. Allied Members, 4.1 – 4.4	Page 4
Article 4. Allied Members, 4.4.1 – 4.4.2	Page 5
Article 5. Member Delegates to AIA Meetings	Page 5
Article 6. Chapter Meetings	Page 5
Article 7. Elections of Officers and Directors, 7.1 – 7.7	Page 6
Article 7. Elections of Officers and Directors, 7.7.1 – 7.9	Page 7
Article 8. The Board of Directors, 8.1 – 8.1.6	Page 7
Article 8. The Board of Directors, 8.1.7 – 8.6.2	Page 8
Article 8. The Board of Directors, 8.6.3 – 8.13.1	Page 9
Article 8. The Board of Directors, 8.14 – 8.15.1	Page 10
Article 8. The Board of Directors, 8.15.2 – 8.15.4	Page 11
Article 9. The Officers, 9.1 – 9.4.2	Page 11
Article 9. The Officers, 9.5 – 9.5.6	Page 12
Article 10. Dues, Fees, Assessments, and Finances, 10.1 – 10.1.3	Page 12
Article 10. Dues, Fees, Assessments, and Finances, 10.2-10.6	Page 13
Article 11. Property, Rights, and Privileges	Page 13
Article 12. Committees	Page 14
Article 13. Professional Conduct	Page 14
Article 14. Awards of Honor	Page 14
Article 15. Relationships 15.1	Page 14
Article 15. Relationships 15.1.2 – 15.4	Page 15
Article 16. General Provisions, 16.1 – 16.3	Page 15
Article 16. General Provisions, 16.4 – 16.8	Page 16
Article 17. Amendments to Bylaws	Page 17

NOTICE: The following Bylaws of AIA Cincinnati, the Cincinnati chapter of the American Institute of Architects are as amended on January 21, 2021. All other editions are void and superseded by this edition.

ARTICLE I. NAMES, OBJECTS, ORGANIZATION, AND JURISDICTION.

1.1 Name.

1.1.1 This Chapter. The name of this organization is AIA Cincinnati, the Cincinnati chapter of The American Institute of Architects.

1.1.2 Related AIA Organizations. In these Bylaws, the above Chapter is referred to as this Chapter; the governing Board of this Chapter as the Board of Directors; AIA Ohio as-is; the American Institute of Architects as The AIA; and the Board of Directors of The AIA as the AIA Board.

1.2 Objects and Powers.

1.2.1 Objects. The objects of this Chapter shall be to promote and forward the profession of architecture and the objectives of The AIA within the territory of this Chapter.

1.2.2 Powers. The powers of this Chapter shall be as provided by the laws of the State of Ohio and The AIA Bylaws.

1.3 Organization. This Chapter is a non-profit association duly incorporated on the 20th day of October, 1899, under and by virtue of the provisions of the laws of the State of Ohio and is a successor to Cincinnati Chapter, The American Institute of Architects, an unincorporated association chartered by The AIA on the 14th day of February, 1870.

1.4 Territory. The territory within which this Chapter shall represent and act for The AIA is that described in its Charter or otherwise prescribed by The AIA. The territory is the counties of Hamilton, Clermont, Highland, Fayette, Clinton, Butler, Brown, Warren, and Adams.

1.5 Governing Board. The affairs of this Chapter shall be conducted by a governing Board called the Board of Directors.

1.5.1 An Executive Committee consisting of the current Officers of the Board shall act as directed in Articles 8.13 and 8.14.

1.6 AIA Ohio.

1.6.1 Representation. This Chapter shall delegate ex-officio to AIA Ohio in the manner provided for by the AIA Ohio Bylaws.

1.6.2 Delegates. The Assigned Members of this Chapter in good standing shall elect one (1) delegate and one (1) alternate delegate to represent them at meetings of AIA Ohio from among the Assigned Members of this Chapter in the manner set forth below. The alternate delegate shall serve in the absence of the elected delegate.

1.6.3 Nominations and Elections of Delegates. Nominations and elections of this Chapter's AIA Ohio delegates shall be made at the same time and in the same manner as for the Officers and Directors of this Chapter.

1.6.4 Duties of Delegates. The delegate, and when required, the alternate delegate representing this Chapter shall act for and in its behalf in all matters that may properly come before AIA Ohio. This Chapter's AIA Ohio delegate and alternate delegate shall be Directors of the Chapter and be voting members of the Chapter's Board of Directors.

1.6.5 Term of Delegates. The delegate and alternate delegate shall serve for a term of three (3) years, or until a successor is appointed. The Board of Directors shall name the successor or a delegate for the unexpired term created by resignation or incapacity of the delegate.

1.6.6 Dues to AIA Ohio. Assigned Members pay dues to AIA Ohio as part of their annual membership. Dues are invoiced and processed by The AIA. The AIA distributes state and local dues allocations.

1.6.7 Delinquency. Assigned Members who do not pay their dues will have their membership terminated at the local, state, and national level by action of The AIA.

ARTICLE 2. MEMBERSHIP.

2.1 General Provisions.

2.1.1 Classes of Membership. This Chapter shall be composed of Architect members (including those with Emeritus status), Associate members (including those with Emeritus status), and International Associate Members, who have been assigned to membership in this Chapter by the AIA Board. All of these are referred to throughout these Bylaws as Assigned Members. It shall also include Honorary Members and Allied Members whose rights and privileges are described in Articles 3.3 and 4.4, respectively.

2.1.2 Qualifications. Qualifications for membership in this Chapter shall not be in conflict with the rules, policies or the Bylaws of The AIA.

2.2 Assigned Members and Transfers.

2.2.1 General. All members assigned to this Chapter shall remain members until their membership in The AIA is terminated or they are assigned to another Chapter.

2.2.2 Transfers. The Board of Directors shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another Chapter of The AIA.

2.3 Privileges of AIA Members. Except as prescribed in Articles 3.3, 4.4, and 15.4, every Member of this Chapter may use the titles and exercise the rights and privileges granted to them by The AIA Bylaws under the conditions fixed in said Bylaws.

2.4 Rights and Privileges of AIA Members Not Assigned to AIA Cincinnati. All Members not assigned to AIA Cincinnati shall be subject to all regulations and shall have all rights in this Chapter, co-equal with those of an Assigned Member, except that they shall not be eligible to serve as a Director of the AIA Cincinnati Chapter, vote at any of its meetings on any matter affecting The AIA, nor represent its members as a delegate or otherwise, at any meeting of The AIA.

2.5 Privileges of Associate AIA Members. Associate Members of this Chapter have all rights and privileges afforded them under The AIA bylaws. At least one (1) but not more than one-third (1/3) of

the Directors shall be an Associate Member. Associate Members are ineligible to serve as President, Vice President/President Elect, or Past President.

ARTICLE 3. HONORARY MEMBERSHIP.

3.1 Qualifications for Honorary Membership. The AIA recognizes the notable contributions and service of people outside of the architecture profession with Honorary Membership in The AIA.

3.2 Nominations and Admission to Honorary Membership.

3.2.1 Eligibility. Members of The AIA Board, Strategic Council, chapters, or Knowledge Communities may submit nominations. A jury formed by The AIA reviews applications and admits Honorary Members annually.

3.3 Rights and Privileges of Honorary Members.

3.3.1 Dues. An Honorary Member shall not pay annual dues to this Chapter nor be subject to any assessments levied by it nor have any interest in its property or liabilities.

3.3.2 Attendance. The Honorary Member may attend any meeting of this Chapter, on invitation of the presiding officer, may speak and take part in the discussion on all matters except those relating to The AIA, but may not make motions, vote, or hold office or directorship in this Chapter.

ARTICLE 4. ALLIED MEMBERS

4.1 Qualifications. Allied Members must be registered to practice their profession where such requirements exist, with established professional reputations. They may be engineers, planners, landscape architects, sculptors, muralists, and other artists; professionals in government, education, industry, construction, research, and journalism; and/or others who the Chapter believes will provide a meaningful contribution by virtue of their employment or profession. Allied Members cannot be licensed to practice architecture.

4.2 Application for Allied Membership. Application for Allied Membership shall be made to the Executive Officer on approved forms and shall be promptly acted upon.

4.3 Termination of Allied Membership. An Allied Membership shall be terminated by resignation of the Allied Member, or by their permanent engagement in a vocation other than that related to architecture and it may be suspended or terminated as provided in Articles 4.4.2 and 10.3.2.

4.4 Privileges of Allied Members. An Allied Member who is in good standing in this Chapter may serve on Chapter committees, but may not make motions, vote, or hold Chapter office. Allied Members may not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol, or insignia of this Chapter or The AIA; provided, however, notwithstanding any other provisions hereof, Allied Members may use the phrase "Allied Member of the Cincinnati Chapter of the American Institute of Architects" or "Allied Member of AIA Cincinnati" to describe themselves.

4.4.1 Dues for Allied Members. The Board of Directors shall annually determine the dues payable by Allied Members.

4.4.2 Termination. Violations of paragraph 4.4 shall make an Allied Membership subject to suspension or termination.

ARTICLE 5. MEMBER DELGATES TO AIA MEETINGS.

5.1 Delegates. Member delegates shall be appointed from among the Assigned Members of this Chapter by the Board of Directors. If this Chapter neglects, fails, or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President may appoint delegates to represent this Chapter, as provided in The AIA Bylaws.

ARTICLE 6. CHAPTER MEETINGS.

6.1 Regular Meetings. This Chapter shall hold periodic meetings. Written or electronic notice is to be sent to all Members at least three (3) days prior to meeting date.

6.2 Annual Meeting. This Chapter shall hold an annual meeting during the month of January, or at a time designated by the Board of Directors, and receive a report from the Board of Directors of the condition, interests, activities, and accomplishments of this Chapter. A copy of this report shall be available upon request to any Assigned Member of this Chapter from the Chapter office.

6.3 Voting.

6.3.1 Roll-call Vote. A roll-call vote shall be taken whenever these Bylaws require or whenever a majority of the Assigned Members present at a meeting shall call for a roll-call vote.

6.3.2 Voting. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by direct mail, e-mail, or facsimile ballot.

6.3.3 AIA Affairs. Only Assigned Members in good standing may vote on matters relating to AIA business or which affect AIA affairs.

The following matters are AIA business or matters which affect AIA affairs, but this list shall not be deemed to be exclusive:

- a. Amending Chapter Bylaws, except as specified elsewhere in these Bylaws.
- b. Matters so designated elsewhere in these Bylaws.
- c. Elections of Chapter Officers, Board Members, and delegates.
- d. Instructions to delegates.
- e. Any matters relating to membership.
- f. Chapter assessments of Assigned Members, except that voting on assessments for Architect Members shall be limited to Architect Members.
- g. Other matters relating to government, meetings, affiliations, budget, and finances of The AIA, and of this Chapter, except as otherwise specified in these Bylaws.
- h. All other matters so ruled by the President. Such rulings can only be reversed by a two-thirds (2/3) vote of the Assigned Members present at the meeting and eligible to vote.

ARTICLE 7. ELECTIONS OF OFFICERS AND DIRECTORS.

7.1 Nominating Committee. A nominating committee led by the Vice President/President Elect shall meet at least twelve (12) weeks prior to the election of Officers and Directors. This Nominating Committee shall include a Past President, a Board Member, and an Assigned Member. Members of the Nominating Committee may not seek election on the slate they are preparing. If the Vice President/President elect role is vacant or they are unable to chair the committee, the board shall appoint a chair.

7.2 Duties of the Nominating Committee. The Nominating Committee shall prepare a full slate of Officers and Directors for presentation to the general membership. All persons so nominated shall

be personally contacted by the Committee to ascertain their willingness to be nominated and to serve, if elected. The Committee shall nominate the most qualified, eligible, Assigned Member for each position which will be vacant at the time of the election and, in the event of equally qualified candidates willing to run, the Committee may submit more than one (1) nomination for the office. All proceedings of the Committee shall be held in the strictest confidence. The Committee shall request, through publications, at least eight (8) weeks prior to the election, recommendations from the general membership of Assigned Members eligible and well qualified to serve.

7.3 Report of the Nominating Committee. The Nominating Committee shall report its slate of eligible candidates to the Board of Directors for their approval at least four (4) weeks prior to the election.

7.4 Nomination by the General Membership. Upon submission of a petition signed by at least ten (10) Assigned Members of the Chapter and received at the Chapter office at least three (3) weeks prior to the election, any eligible Assigned Member of the Chapter may be nominated to run for any vacant office. Any Assigned Member so nominated will be listed on the official ballot, provided the Assigned Member indicates his or her willingness to run and serve, if elected. Additional nominations may be made from the floor at the election meeting.

7.5 Ballots. Official ballots shall be prepared, listing all candidates and providing spaces for write-in candidates. The current Vice President/President Elect shall automatically advance to the Presidency and no name or space for a write-in candidate shall be on the official ballot, except in the event that the Vice President/President Elect is unable or unwilling to ascend to the Presidency.

7.6 Time of the Election. The election shall be held at the Chapter meeting in the month of October or at a time designated by the Board of Directors.

7.7 Conduct of the Election. The Chapter President shall preside at the Election Meeting. The President shall first appoint three (3) tellers who are Assigned Members, to assist in the conduct of the election. The tellers will then distribute one (1) ballot to each Assigned Member, present and eligible to vote. The President will then read the slate of nominees of the Nominating Committee, and then the names of persons nominated by petition. The President will then open the floor for further nominations, which may be made by any Assigned Member and shall be seconded. Any persons so nominated must be present at the meeting and accept the nomination. At such time that no further nominations are made from the floor, the President shall announce that the nominations are closed.

7.7.1 Virtual Election. Meeting in person is expected, however in special circumstances as recognized by the Board or staff, members may participate via telephone, video-conference, or other electronic means as long as the Member's identity can be recognized and all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

7.7.2 Virtual Voting. Members who attend a Virtual Election Meeting may vote electronically provided the method prohibits multiple votes and can be tabulated automatically.

7.8 Tabulation of Ballots. If there is only one (1) nominee for any office, the President shall direct the Secretary to cast a unanimous ballot for that nominee and said nominee shall be elected by acclamation. The President shall then direct the membership to vote their preference for all contested election offices. The President shall cast a ballot voting a preference for each and every

contested office, which shall be kept separate from all other ballots and opened and counted only in the event of a tie vote. The tellers shall then collect the ballots and retire to a private place to tabulate the votes cast. Each teller shall count the ballots individually, and when the tallies agree, they shall deliver the results to the President who shall then announce the elected candidates to the membership. The ballots shall be sealed in a packet and kept, for a reasonable time, as part of the records of the Chapter. The number of votes cast for each candidate shall not be disclosed.

7.8.1 Virtual Tabulation. In the event of a Virtual Election and Virtual Voting, the system utilized by Members to vote shall automatically tabulate the results.

7.9 Minutes of Election Meeting. Written minutes of the Election Meeting, recording the slate of candidates, all other nominations, and the actions taken, shall be kept by the Secretary. The minutes 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.

ARTICLE 8. THE BOARD OF DIRECTORS.

8.1 Membership of the Board of Directors. The Board of Directors shall consist of no less than ten (10) and no more than fifteen (15) Assigned Members of this chapter, each of whom shall be called a Director.

8.1.1 Four (4) of these Directors shall be the Officers of this chapter as defined in Article 9.

8.1.1.1 The position of President, Vice-President/President Elect, Secretary, and Treasurer must be held by an Assigned AIA Member of AIA Cincinnati.

8.1.2 One (1) of these Directors shall be the Immediate Past President.

8.1.3 One (1) of these Directors is the AIA Ohio delegate.

8.1.4 One (1) of these Directors is the Alternate AIA Ohio delegate.

8.1.5 One (1) of these Directors is the Associate Director. The Associate Director must be an Assigned Associate Member working toward licensure at the time of their election. Should the Associate Director become licensed during their term, that person may serve out the remainder of the term.

8.1.6 The remaining Directors are at-large.

8.1.7 At least one (1), but not more than one-third (1/3) of all Directors shall be an assigned Associate Member.

8.1.8 At the time of their election or appointment, each of the Directors shall be from a different firm such that there shall be no more than two (2) Directors from any one (1) firm serving at the same time.

8.2 Terms of Office of Directors

8.2.1 Terms. The terms of office of the President, the Vice President/President Elect, Secretary, and Treasurer shall be one (1) year. The term of office of the Past President shall be one (1) year immediately following the term as President. The term of office of the AIA Ohio delegate shall be as stipulated in Section 1.6 herein. The term of the Associate Director

shall be two (2) years. The terms of office of each of the other Directors shall be three (3) years, arranged so that no more than 60% shall expire in any one (1) year.

8.2.2 Term Limits. Directors may serve up to eight (8) consecutive years on the AIA Cincinnati Board of Directors after which the Director shall not be re-elected for at least one (1) year.

8.2.3 Vacancies. Should the President be unable to fulfill the requisite duties, the Vice President/President Elect shall immediately assume the Presidency for the remainder of the term and the following term. Should the Vice President/President Elect office become vacant, a special election shall be held to fill the office at the earliest, practical, regular, or special Chapter meeting. Should the Past President office become vacant, the Board of Directors may fill the vacancy for the unexpired term of the office by appointing any other Past President of the chapter. If any other office shall become vacant, the Board of Directors shall, by appointment, fill the vacancy for the unexpired term of the office.

8.3 Removal from Office. If a Member of the Board of Directors misses one-third (1/3) of scheduled board meetings within one (1) calendar year, such director shall automatically be removed from office, and the Board of Directors shall appoint another eligible Assigned Member to serve the balance of that term.

8.4 Delegation of Authority. Neither the Board of Directors nor any Officer or Director of this Chapter shall delegate any of its or their authority, rights, or power conferred by statute or the Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws.

8.5 Meetings of the Board of Directors Required. The Board of Directors must actually meet in regular or special meetings in order to transact business. Meeting in person is expected, however in special circumstances as recognized by the Board or staff, members may participate via telephone, video-conference, or other electronic means as long as the Board member's identity can be recognized and all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

8.6 Regular Meetings of the Board of Directors.

8.6.1 Time of Meetings. The Board of Directors will hold at least four (4) quarterly meetings annually. The newly elected Officers and Directors shall attend the fourth quarter meeting(s), so that an orderly transition of authority may be made.

8.6.2 Time and Place. The Board of Directors shall fix the time and place of its meetings.

8.6.3 Notice of Meetings. A written notice of any of the regular meetings shall be sent to each Member of the Board of Directors seven (7) days prior to the meeting.

8.7 Special Meetings.

8.7.1 Call for Meeting. A special meeting of the Board of Directors shall be held if so voted by it, or if requested in writing by a majority of the Members of the Board of Directors, or at the call of the President.

8.7.2 Notice of Special Meeting. A written call and notice of each special meeting, stating the date, time, place, purpose of the meeting, and the business to be transacted shall be issued.

Only the business stated in the call and notice shall be transacted provided that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the written consent of every Member of the Board of Directors.

8.7.3 Service of Notice. Every call or notice of a special meeting shall be served not less than three (3) days prior to the date of the meeting.

8.8 Quorum of Board of Directors Meetings. Fifty percent (50%) plus one (1) of the number of currently serving Directors shall constitute a quorum for the transaction of its business, and if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

8.9 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a majority vote, unless otherwise required by these Bylaws or by law. The vote of a Board Member shall be entered into the minutes at the Member's request and whenever a roll-call vote is taken.

8.10 Officer Pro Tem. In the absence of the President and Vice President/President Elect, or the Secretary or the Treasurer, the Board of Directors shall elect from its Membership a President Pro Tem, a Secretary Pro Tem, or a Treasurer Pro Tem, as the case may be. Each 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.

8.11 Minutes.

8.11.1 Keeping of Minutes. Written minutes of every meeting of the Board of Directors, setting out the Members in attendance, those absent, the matters before the meeting and every action taken shall be kept in organization records and maintained according to the document retention and destruction policy.

8.11.2 Signing of Minutes. Each meeting's minutes shall be approved by the Board of Directors and signed by the Secretary.

8.12 Custodianship. The Board shall be and act as the custodian of the properties and interests of this Chapter except that which are placed by the Bylaws in the custody or under the administration of the Executive Officer, and shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

8.13 The Executive Committee.

8.13.1 Composition. There shall be an Executive Committee of the Board composed of the President, Vice President/President Elect, Secretary, and Treasurer. The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors; however, all actions of the Executive Committee shall not originate any major policy, or take any action which would conflict in whole or in part with any action of the Board of Directors, or of any Meeting of the State Chapter, or any rule or policy of The AIA.

8.14 Meetings of the Executive Committee.

8.14.1 Meetings Required. The Executive Committee must actually meet in a regular or special meeting in order to transact business. Meetings may be in person, electronically, or online when all participants are able to interact simultaneously by audio and/or visual means.

8.14.2 Regular Meetings. The Executive Committee will hold at least four (4) quarterly meetings annually. The newly elected Officers shall attend the fourth quarter meeting(s), so that an orderly transition of authority may be made. A written call and notice of each meeting, stating the time, place, and purpose of the meeting and the business to be transacted shall be issued, and only the business stated in the call and notice shall be transacted at the meeting.

8.14.3 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third (1/3) of the members of the Executive Committee, or at the call of the President. 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 shall be issued, and only the business stated in the call and notice shall be transacted at the special meeting.

8.14.4 Waiver of Notice. Either the call and notice of a 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 Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

8.14.5 Quorum and Vote. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the unanimous vote of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee 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.

8.14.6 Minutes. The Secretary shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records and shared with the entire Board of Directors.

8.15 Executive Officer

8.15.1 Duties. The Board of Directors shall be empowered to employ an Executive Officer to be the administrator and to supervise the day to day affairs of this Chapter as outlined in the Executive Officer's job description and contract. The records of this Chapter shall be placed with the Executive Officer for safekeeping

8.15.2 Authority. The Executive Officer shall act for any Officer of this Chapter, at the direction of the Board of Directors, in any capacity which is not expressly forbidden elsewhere in these bylaws. The Executive Officer shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign, subject to the Bylaws, and the rules, policies, and directions of the Board of Directors.

8.15.3 Signature. The Executive Officer shall be empowered to sign ordinary contracts and agreements and required tax forms, for the purpose of administering the day to day affairs of this Chapter.

8.15.4 Office Staff. With the approval of the Board of Directors, the Executive Officer shall employ additional staff, at the Executive Officer's discretion, and within the confines of the

budget, for the continued, successful operation of this Chapter. Such staff shall be under the direct supervision of the Executive Officer.

ARTICLE 9. THE OFFICERS.

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

9.2 The President.

9.2.1 Duties. The President shall act as a spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless some other member or person is delegated to do so in any instance by the President or the Board of Directors. The President shall also preside at all meetings of this Chapter, including the Board of Directors meetings, and perform all other duties usual and incidental to the office.

9.2.2 Continuity. The President shall cause copies of all correspondence to be sent to the Vice President/President Elect and shall advise the Vice President/President Elect of all important activities and actions of the President, and strive to prepare the Vice President/President Elect for the requisite duties as President upon assuming office.

9.3 The 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, disability, refusal, or failure of the President to act, and shall perform such other duties as are properly assigned by the Board of Directors.

9.4 The Secretary.

9.4.1 Duties. The Secretary of this Chapter shall act as its recording secretary, and as secretary of meetings of this Chapter and of the Board of Directors, sign all instruments and matters that require the attestation or approval of this Chapter except as otherwise provided in these Bylaws; and perform all duties usual and incidental to this office.

9.4.2 Right to Delegate. The Secretary may delegate to an assistant secretary or the Executive Officer, the actual performance of any or all of the duties as recording or as corresponding secretary, but shall not delegate responsibility for or the making of any attestation or certification required to be given, or the signing of any document requiring the signature of the Secretary.

9.5 The Treasurer.

9.5.1 Duties. The Treasurer shall exercise general supervision of the financial affairs of this Chapter. The Treasurer, along with a Financial Committee appointed by the President, shall prepare the annual budgets and be responsible for the custody of Chapter funds and monies and all disbursements. The Treasurer shall be responsible for Chapter securities, instruments, and papers involving finances and financial commitments and perform all duties usual and customary to this office.

9.5.2 Written Reports. The Treasurer shall make a written annual report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. The reports shall set forth the financial condition of this Chapter, the income and expenditures for the period of the report, and the Treasurer's recommendation on matters related to the finances and general welfare of this Chapter.

9.5.3 Authorized Signature. 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 unless such delegation is expressly permitted in these Bylaws.

9.5.4 Delegation of Authority. The Treasurer may delegate to an assistant treasurer or the Executive Officer of this Chapter, the actual performance of any or all of the 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.

9.5.5 Accountability. When a new Treasurer takes office, the retiring Treasurer shall turn over to the succeeding Treasurer a copy of the closing financial statement and a report of the accounts of this Chapter.

9.5.6 Liability. The Treasurer, personally, shall not be liable for any loss of money or funds of this Chapter or for any decreases in the capital, surplus, income, or reserve of any fund or accounting resulting from any of the Treasurer's acts performed in good faith and with reasonable care in conducting the usual business of this Chapter.

ARTICLE 10. DUES, FEES, ASSESSMENTS, AND FINANCES

10.1 Annual Dues

10.1.1 Amount of Annual Dues. The Board of Directors, by the vote of a majority of Directors, must establish, prior to deadlines established by The AIA, the annual dues to be paid by all Assigned Members for the immediately succeeding fiscal year.

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

10.1.2 Period of Annual Dues. Annual dues of Assigned Members shall be for the period of the fiscal year of The AIA and shall be due and payable in accordance with the policy of The AIA.

10.1.3 Allocation of First Annual Dues. Each Assigned Member's first annual dues allocation will be determined by The AIA's pro rata policy in effect for the fiscal year in which that membership becomes effective.

10.1.4 Hardship Dues Reduction. Any Assigned Member in good standing can request a dues adjustment through a form filed with the Executive Officer and submitted to The AIA. All requests are reviewed and are subject to approval by The AIA Secretary.

10.2 Assessments

10.2.1 Manner of Assessments. This Chapter, by the concurring vote of not less than two-thirds (2/3) of the total number of Assigned Members present at a meeting may levy an assessment on all its Members. Such an assessment on the Members shall be alike and equal for each category of membership, and the amount of the assessment on each Member in any fiscal year shall not exceed the amount of the annual dues required to be paid by same for that year.

10.2.2 Notice of Intent. A Notice of the intention to levy an assessment, stating the amount, the reason and necessity for the assessment, when it shall be payable, and the time within

which it must be paid before a Member will be in default for non-payment shall be mailed to every Member, not less than thirty (30) days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

10.3 Default and Termination for Unpaid Dues and/or Assessment.

10.3.1 Default and Termination of Assigned Members. Assigned Members of The AIA who do not pay their dues will have their membership terminated at the local, state, and national level by The AIA.

10.3.2 Default and Termination of Allied Members. Every Allied Member who has not paid the entire amount of required annual dues within ninety (90) days past the member's anniversary date shall be in default and membership in this Chapter shall automatically be terminated.

10.4 Budgets and Appropriations. Prior to December 15, the Board of Directors, by majority vote shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, authorize the expenditures, and authorize the Treasurer and Executive Officer to pay the expenditures when due.

10.5 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 report shall be distributed to each Board Member and one (1) copy shall be made a part of the permanent records of this Chapter.

10.6 Fiscal Year. The Fiscal Year of this Chapter shall be from January 1 to December 31.

ARTICLE II. PROPERTY, RIGHTS, AND PRIVILEGES.

11.1 Acquirement of Property.

11.1.1 Authority. In carrying on its affairs this Chapter may acquire real property and personal property for its own use but shall not execute any chattel mortgage.

11.1.2 Gifts. Only the Board of Directors shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for or on behalf of this Chapter, and it shall not accept any gift, bequest, or devise if it and its administration will place undue financial or other burden on this Chapter.

11.2 Dividends Prohibited. An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to any Member of this Chapter.

11.3 AIA Property Interest. This Chapter shall not have any title to or interest in any property of The AIA nor be liable for any debt or other pecuniary obligation of The AIA. The AIA shall not have any title to or interest in the property of this Chapter, and The AIA shall not be liable for any debt or other obligation of this Chapter.

ARTICLE 12. COMMITTEES.

12.1 Compositions.

12.1.1 Assignment. The committees' designations and duties shall be as determined by the President of this Chapter. The Board of Directors may assign additional duties to any committee at any time.

12.1.2 Terms. Committee terms of office shall be for one (1) year, running concurrently with that of the office of the Chapter President. A committee's term of office may be extended if its duties so require. A committee whose term of office has been extended shall expire at the completion of its duties.

12.2 Committee Members.

12.2.1 Appointment of Chairperson. The Chapter President shall appoint a chairperson for each committee.

12.2.2 Appointment of Committee Members. Committee members shall be appointed by the Committee Chairperson.

12.3 Reports. The President and every committee shall make a 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.

ARTICLE 13. PROFESSIONAL CONDUCT.

13.1 Code of Ethics and Professional Conduct.

13.1.1 AIA Code. The Code of Ethics and Professional Conduct of The AIA shall apply to the professional activities of the members of this Chapter, and every interpretation made by the AIA's National Ethics Council shall be deemed to be the interpretation of this Chapter.

13.1.2 Chapter Amendments Prohibited. No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

ARTICLE 14. AWARDS OF HONOR.

14.1 Recipient and Kind. This Chapter, from time to time, may make awards to persons, firms, corporations, or other types of associations for meritorious work in their respective fields. Either the recipient or the project which is being honored must be within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter either by a juror/jury as delegated by the Board of Directors, or by the concurring vote of all but one (1) of the members of the Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of an appropriate medallion, plaque, or certificate, artfully designed and bearing the Chapter name and appropriate AIA symbols.

ARTICLE 15. RELATIONSHIPS.

15.1 Relationships with Organizations.

15.1.1 Type of Relationship. This Chapter shall not form nor enter into any relationship with any individual, but it may establish a relationship with any local professional or civic organization, or any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price-fixing, or political purposes, if and while the objects of this Chapter will be promoted by such relationship.

15.1.2 Assisting in Formation of Other Organizations. This Chapter may assist in the formation of new organizations or corporations that will benefit the architectural profession, and may have a continuing interest in such activity or provide, on occasion, funding for such organizations or for programs which they sponsor, only on a year to year basis.

15.2 Agreements of Relationship. Every relationship must be authorized by the concurring roll-call vote of not less than two-thirds (2/3) of the entire Board of Directors and shall be evidenced by a written agreement duly executed by the Board of Directors and the other organization; provided the Board of Directors, by a like vote, may collaborate with one (1) or more organizations for any emergency purpose to forward or maintain the objects or standing of this Chapter without such written agreement if said collaboration does not extend longer than one (1) year.

15.3 Conditions of Relationships.

15.3.1 Purposes and Objects. Every agreement shall set out in full the purposes and objects of the relationship, the terms and conditions under which it is entered into, the length of time, the objects of the relationship, how the relationship will be recognized and acknowledged publicly, and the nature of this organization, membership, government, and operations.

15.3.2 Voice in Chapter Affairs. It shall be a condition of every relationship that the organization shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board of Directors has duly and specifically voted to be so bound or obligated.

15.3.3 Trusts. A relationship may take the form of a trust in memory of or dedicated to some Chapter member in such case the agreement shall specifically indicate under what terms the interest or principal may be expended.

15.3.4 Legal and Tax Ramifications. No relationship agreements shall be made without first obtaining opinion of legal counsel as to the legal and tax ramifications of the action.

15.4 Privileges of Relationships.

15.4.1 Meetings of this Chapter. The representatives of the organization may attend any of the regular meetings of this Chapter and may speak upon invitation of the presiding officer.

ARTICLE 16. GENERAL PROVISIONS.

16.1 Applications for Membership in The AIA. Application for membership in The AIA and assignment to this Chapter is filed directly with The AIA. This Chapter follows The AIA's policy and practice.

16.2 Limitation on Chapter Actions. No action of this Chapter, the Board of Directors, any Chapter committee, any Officer, or Director, or any employee, shall directly or indirectly nullify or contravene any act or policy of The AIA.

16.3 Endorsements. Neither this Chapter, the Board of Directors, any Chapter committee, any of its Officers, Directors, committee members, or any of its employees, in their respective official capacity, shall approve, sponsor, endorse, recommend, warrant, or vouch for, either directly or indirectly, an enterprise, whether public or private, operated for profit, or any material, facility, product, or device made, sold or used in or for the construction or erection of buildings, or any method or manner of handling, using, distributing, or dealing in any such material, facility, product, or device.

16.4 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 Members 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 time requirements specified by law or in these Bylaws.

16.5 Records Open to Members. The correspondence and the minutes of the Board of Directors (except the confidential matters relating to membership applications and bestowal of honorary memberships), the Treasurer's books of account, and the Secretary's records of this Chapter, shall be open to inspection at the executive offices of this Chapter during the regular business hours by an Assigned Member in good standing.

16.6 Parliamentary Authority. Rules of Order established by Board of Directors policy shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and in so far as they are not inconsistent or in conflict with the statutes, these Bylaws, or the rules and regulations adopted by this Chapter or by the Board of Directors.

16.7 Liability, Indemnification, and Insurance.

16.7.1 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.

16.7.2 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 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 that person 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.

16.7.3 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.

16.8 Student Chapters. This Chapter may sponsor Student Chapters in the Schools of Architecture located within the territory of this Chapter, under conditions established by The AIA.

ARTICLE 17. AMENDMENTS TO BYLAWS.

17.1 Amendments at Meetings of this Chapter.

17.1.1 Publication. These Bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose, the reason, and a copy of the proposed amendment is sent to every eligible, voting member of this Chapter, not less than thirty (30) days prior to the date of the meeting when they shall vote on the proposed amendment.

17.1.2 AIA Affairs. It shall require a concurring vote of not less than two-thirds (2/3) of the Assigned Members of this Chapter, who are present at the meeting, to amend the Bylaws.

17.1.3 AIA Approval. Every resolution of this Chapter amending these Bylaws, shall state that the amendment will become effective only if and when it is approved by the AIA. Immediately following the adoption of such a resolution, the Chapter Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of The AIA for such approval. Upon receipt of said approval, the amendment shall become effective and the Chapter Secretary shall enter the amendment and the approval of the proper place in these Bylaws, with the date of the amendment and approval.

17.1.3.1 Implementation of Amendments. Amendments to the AIA Cincinnati Bylaws that impact the number of Directors or their terms shall be implemented as Directors complete the term under which they were elected.

17.2 Conformity with AIA Bylaws. The Board of Directors, without action by a meeting of this Chapter, shall amend any of these Bylaws as may be necessary for conformity with AIA Bylaws, State Organization Bylaws, or with applicable laws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the AIA for review for conformity with AIA Bylaws.

17.2.2 Corrections. Corrections deemed insubstantial (grammar, punctuation, formatting) may be made at the discretion of the Board of Directors.

Bylaws as amended by AIA Cincinnati membership on November 1, 2023.