

NOTICE: The following Bylaws of AIA Cincinnati, the Cincinnati chapter of the American Institute of Architects are as amended by the November 5 meeting of 2017, in the 147<sup>th</sup> year of its history and membership in The Institute. All other editions are void and superseded by this edition.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 Institute 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 Institute; and the Board of Directors of The Institute as the Institute 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 Institute 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 Institute 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 Institute on the 14th day of February, 1870.

1.4 Territory. The territory within which this Chapter shall represent and act for The Institute is that described in its Charter or otherwise prescribed by The Institute. 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 may be established by the President to prepare agenda for the Board Meetings.

### 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 delegate and one 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 delegates, 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 shall be a director the Chapter and be a voting member of its Board of Directors.

1.6.5 Term of Delegate. The delegate shall serve for a term of three 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. All Assigned Members of this Chapter shall pay annual dues and/or assessments levied by AIA Ohio in the amounts and at the times required by it for its support.

1.6.7 Delinquency. Every Assigned Member of this Chapter who has not paid the entire amount of the required annual dues and/or assessments to AIA Ohio for the then current fiscal year on or before April 1 of said year, shall be in default for the unpaid amount, and shall be subject to the provisions of Article 14; 14.3, covering termination for default in the same manner as set forth for default to this Chapter.

## 1.7 AIA Ohio Valley Region

1.7.1 Nominations for Director of Region. Whenever the office of directorship for the region within which this Chapter is located is about to become vacant, the Board of Directors, by unanimous vote, may select a candidate for this office. This Chapter's representative shall submit the candidate's name to the AIA Ohio Board for its consideration for this position.

## ARTICLE 2. MEMBERSHIP

### 2.1 General Provisions

2.1.1 Classes of Membership. This Chapter shall be composed of AIA and Associate Members, who have been assigned to membership in this Chapter by the Institute Board. These are referred to throughout these Bylaws as Assigned Members. It shall also include Unassigned Members under the provisions of Article 2, 2.3, and of Student Affiliates, Honorary, Professional Affiliates, and Emeritus Members.

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

### 2.2 Assigned Members and Transfers

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

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

### 2.3 Unassigned Members

2.3.1 Admission. The Board of Directors, without action by The Institute shall admit to Unassigned Membership in this Chapter any Assigned Member of another Chapter, provided that the Member applies for such membership in writing directly to the Board of Directors and if accepted, the Board of Directors shall enroll within thirty days, any Member so applying.

2.3.2 Rights and Privileges. All Members so admitted by the Board of Directors shall be subject to all regulations and shall have all rights in this Chapter, co-equal with those of a Member assigned to, except they shall not hold any office or directorship in this Chapter, vote at any of its

meetings on any matter affecting The Institute, nor represent its members as a delegate or otherwise, at any meeting of The Institute.

2.3.3 Termination. If The Institute membership of a member admitted as provided in Article 2, 2.3.1 is terminated then the membership in this Chapter terminates. Such member may terminate membership in this Chapter by resignation in writing to the Board of Directors if not indebted to this Chapter.

2.4 Enrollment of Members. Every member of this Chapter shall be duly enrolled by the Secretary as a Member of this Chapter and shall be notified to that effect.

2.5 Privileges of Members. Except as prescribed in Article 2, 2.3.2; Article 3, 3.3; Article 4, 4.4; Article 5, 5.3 and Article 6, 6.4; every Member of this Chapter may use the titles and exercise the rights and privileges granted to them by law, and The Institute Bylaws, under the conditions fixed in said Bylaws.

### ARTICLE 3. ASSOCIATE MEMBERS

3.1 Qualifications. The following persons shall be eligible for Associate Membership in The Institute:

Those without architectural licenses who are employed under the supervision of a licensed architect in a professional or technical capacity directly related to the practice of architecture.

Those who have degrees from a school of architecture and intend to obtain a license to practice architecture, or: Those who are eligible by experience and employed, enrolled, or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensing.

3.2 Declaration by Applicants. Every application for admission to Associate Membership, in the application shall agree to comply with these Bylaws and the Code of Ethics, and the rules and published supplementary interpretations, and to accept the rights and privileges granted to and the duties, responsibilities, obligations and liabilities undertaken by an Associate Member.

3.3 Privileges of Associate Members. Except as prescribed in Article 2, 2.3, every Associate Member of this Chapter may use the suffix "Associate Member, The American Institute of Architects" and exercise the rights and privileges granted to them by law, and The Institute Bylaws under the conditions fixed in said Bylaws. One Assigned Associate member shall be elected as a director of this Chapter and be a voting member of the Board of Directors.

### ARTICLE 4. MEMBER EMERITUS

4.1 Status. Any member who has been granted Member Emeritus status in accordance with The Institute Bylaws 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.

### ARTICLE 5. STUDENT AFFILIATES

5.1 Qualifications for Student Affiliate Membership. Any under-graduate or post-graduate student in a school of architecture located within the territory of a Chapter may be admitted by the Board of Directors of this Chapter as a Student Affiliate.

5.2 Application for Student Affiliate Membership. Application for admission to Student Affiliate Membership shall be made to the Board of Directors on Institute forms properly executed.

5.3 Termination of Student Affiliate Membership. A Student Affiliate shall be terminated by resignation, completion of academic studies or by permanent engagement in a vocation other than architecture, and it may be suspended or terminated as provided in Article 14, 14.3.1.

#### 5.4 Privileges of Student Affiliates

5.4.1 Committees. While in good standing, a Student Affiliate may serve on any committee(s) that is concerned exclusively with Student Affiliate affairs, and may speak at any meeting of this Chapter, but shall not make any motions or vote or hold any office.

5.4.2 Insignia. A Student Affiliate shall not print or permit to be printed or otherwise use in any manner or for any purpose the name title, initials, seal, symbol, or insignia of this Chapter or of The Institute. Violation of the provisions of this paragraph 4.4.2 shall make a Student Affiliate's Membership subject to suspension or termination.

### ARTICLE 6. HONORARY MEMBERSHIP

6.1 Qualifications for Honorary Membership. A person of esteemed character who has rendered the profession of architecture significant and valuable service within the territory of this Chapter and has conspicuously upheld its aims, but is not eligible for membership in this Chapter or any other Chapter of The Institute, may be admitted to Honorary Membership in it as an Honorary Member.

#### 6.2 Nominations and Admission to Honorary Membership

6.2.1 Eligibility. A person eligible for Honorary Membership may be nominated by any member of the Board of Directors and the reasons for the nomination fully documented.

6.2.2 Admission. The Board of Directors, at any of its regular meetings may admit such a person as an Honorary Member by the concurring roll-call vote of three-fourths of the Board of Directors. No more than one Honorary Member shall be elected in any one calendar year.

6.2.3 Acceptance. When the Board of Directors has elected a person to Honorary Membership, it shall ascertain his/her willingness to accept the honor. If the person accepts, the Board of Directors shall request the person to be present at the next regular meeting of this Chapter for the presentation of the honor.

6.2.4 Announcement and Presentation. At the regular meeting, the Secretary shall announce the election of the Honorary Member and read the citation of achievements, and the President shall admit the person as an Honorary Member and present the Certificate of Honorary Membership. If the Honorary Member is unable to attend the meeting, then the presentation may be postponed to a later regular meeting at which he/she can be present, or the election may be announced and the citation read by the Secretary and the Certificate presented in absentia by the President.

#### 6.3 Rights and Privileges of Honorary Members

6.3.1 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.

6.3.2 Attendance. The Honorary Member may attend any meeting of this Chapter, on invitation of the president officer, may speak and take part in the discussion on all matters except those relating to The Institute, but may not make motions, vote or hold office or directorship in this Chapter, or serve on any of its committees except as an advisor or as its representative or agent.

6.3.3 Title. The Honorary Member shall have the right to use the title "Honorary Member of

AIA Cincinnati" which they not change by further abbreviation, amplification, or otherwise, but shall not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise as prescribed above, nor the symbol, seal, or insignia of The Institute of this Chapter.

6.4 Withdrawal of Honorary Membership. The Board of Directors, by affirmative roll-call of its entire membership, may terminate an Honorary Membership in this Chapter and strike the name of Honorary Member from the records for any reason it deems sufficient, provided it has offered the person an opportunity to be heard on the matter.

## ARTICLE 7. PROFESSIONAL AFFILIATES

7.1 Qualifications. Professional Affiliates 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. Professional Affiliates cannot be licensed to practice architecture.

7.2 Application for Professional Affiliateship Membership. Application for admission to Professional Affiliateship shall be made to the Board of Directors on approved forms and shall be promptly acted upon by the Board of Directors.

7.3 Termination of Professional Affiliateship. A Professional Affiliate Membership shall be terminated by resignation of the Professional Affiliate, or by his/her permanent engagement in a vocation other than that related to architecture and it may be suspended or terminated as provided in Article 14, 14.3.2.

7.4 Privileges of Professional Affiliates. A Professional Affiliate who is in good standing in this Chapter may serve on Chapter committees, but may not make motions, vote, or hold Chapter office. A Professional Affiliate may not print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of any Chapter of The Institute.

7.4.1 Termination. Violations of paragraph 6.4 shall make a Professional Affiliate's Membership subject to suspension or termination by the Board of Directors of this Chapter.

7.5 Education Affiliate: Educational Affiliates shall have the opportunity to present continuing education sessions to gatherings of the Members according to Board policies.

## ARTICLE 8. ADMISSION FEES AND ANNUAL DUES

8.1 Admission Fees. There shall be no admission or initiation fees for any classification of membership in this Chapter.

8.2 Annual Dues. All members of this Chapter shall pay annual dues to this Chapter in accordance with the provisions under Article 14; 14.1 of this bylaws.

## ARTICLE 9. MEMBER TO INSTITUTE MEETINGS

9.1 Delegates. The Assigned Members of this Chapter, in good standing, shall elect Member delegates to represent them at meetings of The Institute in the manner prescribed in the Bylaws of The Institute.

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.

## ARTICLE 10. MEETINGS

### 10.1 Regular Meetings

10.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of January 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.

10.1.2 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.

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

10.1.4 Voting. Unless the laws of the State require otherwise, there shall be no voting by proxy at a meeting of this Chapter, nor any vote taken by letter ballot unless specifically approved by the Board of Directors and unless the Membership has had a least thirty (30) days advance notice of the questions and of the date on which the ballots will be counted.

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

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

1. Amending Chapter bylaws, except as specified elsewhere in these Bylaws.
2. Matters so designated elsewhere in these Bylaws.
3. Elections of Chapter Officers, Board Members and delegates.
4. Instructions to delegates.
5. Any matters relating to membership.
6. Chapter assessments of Assigned members, except that voting on assessments for Institute Members shall be limited to Institute Members.
7. Other matters relating to government, meetings, affiliations, budget, and finances of The Institute, and of this Chapter, except as otherwise specified in these bylaws.
8. All other matters so ruled by the Chair. Such rulings can only be reversed by a two-thirds vote of the Assigned Members present at the meeting and eligible to vote.

## ARTICLE 11. ELECTIONS OF OFFICERS AND DIRECTORS

11.1 Nominating Committee. At least fourteen (14) weeks prior to the election of Officers and Directors, the Board of Directors shall appoint a Nominating Committee. This Nominating Committee shall consist of a Past President, a Board Member and an Assigned Member.

11.2 Duties of the Nominating Committee. The Nominating Committee shall prepare a full slate of Officers and directors for presentation to the general membership at the election. 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 nomination for the office. All proceedings of the Committee shall be held in the strictest confidence. The Committee shall request, through publications, at least twelve (12) weeks prior to the election, recommendations from the general membership of Assigned members eligible and well qualified to serve.

11.3 Report of the Nominating Committee. The Nominating Committee shall report its slate of eligible candidates to the Board of Directors for the approved at least eight (8) weeks prior to the election.

11.4 Nomination by the General Membership. Upon submission of a petition signed by at least ten 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 printed ballot, provided the Assigned Member indicates his or her willingness to run and serve, if elected.

11.5 Ballots. Office 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. Additional nominations may be made from the floor at the election meeting.

11.6 Time of the Election. The election shall be held at the Chapter meeting in the month of October.

11.7 Conduct of the Election. The Chapter President shall preside at the Election Meeting. He shall first appoint three (3) tellers who are Assigned members, to assist in the conduct of the election. The tellers will then distribute one printed 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.

11.8 Tabulation of Ballots. If there is only one 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 his 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.

## ARTICLE 12. THE BOARD OF DIRECTORS

12.1 Membership of the Board of Directors. The Board of Directors shall consist of ten Assigned Members of this chapter, each of whom shall be called a director. Four of these directors shall be the Officers of this chapter. Three of the remaining seven directors shall be the immediate Past President, AIA Ohio delegate, and an Associate Member. Each of the directors shall be from a different Firm, such that there shall be no more than one (1) Director from any one (1) Firm serving at the same time.

### 12.2 Terms of Office of Directors

12.2.1 Terms. The term of the office of each officer shall be one year, and of each of the other three directors, three years. The latter terms of office shall be so arranged that normally no more than one shall expire in any one year. The term of office for the directorship filled by the Past President shall be for one year immediately following his/her term as President. The term of office for AIA Ohio delegate shall be as stipulated in Section 1.6 herein. The term of office for the Associate Director shall be two years or until he/she no longer is eligible for Associate Membership, as stipulated in Section 3.1 herein, whichever is shorter.

12.2.2 Vacancies. Should the chapter President be unable to fulfill his 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. If any other office shall become vacant, the Board of Directors shall, by appointment, fill the vacancy for the unexpired term of the office.

12.3 Removal from Office. If a Member of the Board of Directors misses two (2) consecutive, unexcused meeting or four meetings within one calendar year, that position shall automatically become vacant, and the Board of Directors shall appoint another eligible Assigned Member to serve the balance of that term.

12.4 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of its or his/her authority, rights, or power conferred by statute or the Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws.

12.5 Meetings of the Board of Directors Required. The Board of Directors must actually meet in regular or special meetings in order to transact business.

#### 12.6 Regular Meetings of the Board of Directors

12.6.1 Time of Meetings. The Board of Directors shall hold a regular meeting on the second Tuesday of each month. The newly elected Officers and directors shall attend the November, December and January regular Board of Directors meetings, so that an orderly transition of authority may be made.

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

12.6.3 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.

#### 12.7 Special Meetings

12.7.1 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.

12.7.2 Notice of Special Meeting. The Secretary shall issue a written call and notice of each special meeting, stating the date, time and place, and purpose of the meeting, and the business to be transacted. 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.

12.7.3 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.

12.8 Quorum of Board of Directors Meetings. Fifty percent plus one 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.

12.9 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.



12.10 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 Chairman 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.

#### 12.11 Minutes

12.11.1 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 the Book of Minutes of this Chapter. The Book of Minutes shall be placed with the Chapter's Executive Officer for safe keeping.

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

12.12 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.

#### 12.13 Executive Officer

12.13.1 Duties. The Board of Directors shall be empowered to employ an Executive Director to be the administrator and to supervise the day to day affairs of this Chapter. The records of this Chapter, including but not limited to, the Book of Minutes, the financial records and the membership rolls, shall be placed with the Executive Officer for safekeeping.

12.13.2 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.

12.13.3 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.

12.13.4 Office Staff. With the approval of the Board of Directors, the Executive Officer shall employ additional staff, at his/her 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 13. THE OFFICERS

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

#### 13.2 The President.

13.2.1 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. He/she 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.

13.2.2 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 his duties as President when he/she assumes office.

13.3 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.

13.4 The Secretary.

13.4.1 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 attest or approval of this Chapter except as otherwise provided in these bylaws; and perform all duties usual and incidental to this office.

13.4.2 Right to Delegate. The Secretary may delegate to an assistance 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.

13.5 The Treasurer.

13.5.1 Duties. The Treasurer shall exercise general supervision of its 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 its funds and monies and all disbursements. The Treasurer shall be responsible for its securities and its instruments and papers involving finances and financial commitments and perform all duties usual and customary to this office.

13.5.2 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, this 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.

13.5.3 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.

13.5.4 Delegation of Authority. The Treasurer may delegate to an assistant treasurer or the Executive Officers 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.

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

13.5.6 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 his acts performed in good faith in conducting the usual business of this Chapter.

## ARTICLE 14. DUES, FEES ASSESSMENTS AND FINANCES

14.1 Annual Dues

14.1.1 Amount of Annual Dues. The Board of Directors, by the concurring vote of all but one

of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by all Members for the immediately succeeding fiscal year.

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

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 in accordance with the policy of The Institute.

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.

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 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.

## 14.2 Assessments

14.2.1 Manner of Assessments. This Chapter, by the concurring vote of not less than two-thirds 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.

14.2.2 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.

## 14.3 Default and Termination for Unpaid Dues and/or Assessment

14.3.1 Default and Termination of Assigned Members and Student Affiliates. Every Assigned Member and Student Affiliate who has not paid the entire amount of required annual dues for the then current fiscal year on or before April 1 of said year shall be in default of the unpaid amount. Any assessments not paid by April 1, shall also place the Assigned Member or Student Affiliate in default.

14.3.2 Default and Termination of Professional Affiliates. Every Professional Affiliate Member who has not paid the entire amount of required annual dues within ninety (90) days past his/her anniversary date shall be in default and his/her membership in this Chapter shall automatically be terminated. Every Professional Affiliate Member who has not paid any required assessment to this Chapter by August 31, shall be in default and his/her membership terminated by the Board of Directors.

14.4 Budgets and Appropriations: At the December Board of Directors meeting, by the majority vote of the Board of Directors it 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 to pay the expenditures when due.

14.5 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 copy shall be made a part of the permanent records of this Chapter.

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

## ARTICLE 15. PROPERTY, RIGHTS AND PRIVILEGES

### 15.1 Acquirement of Property

15.1.1 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.

15.1.2 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.

15.1 Dividends Prohibited. An unencumbered balance of income at the close of a fiscal year shall never be distributed a profits, dividends or otherwise to the Assigned Members, Professional Affiliates, or Student Affiliates of this Chapter.

15.2 Institute Property Interest. This 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.

## ARTICLE 16. COMMITTEES

### 16.1 Compositions

16.1.1 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.

16.1.2 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.

### 16.1 Committee Members

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

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

16.3 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 17. PROFESSIONAL CONDUCT

### 17.1 Code of Ethics and Professional Conduct

17.1.1 Institute Code. The Code of Ethics and Professional Conduct of The Institute shall apply to the professional activities of the members of this Chapter, and every interpretation made by the Institute Board of Directors shall be deemed to be the interpretation of this Chapter.

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

## ARTICLE 18. AWARDS OF HONOR

18.1 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 in behalf of this Chapter by the concurring vote of all but one 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 or plaque or certificate, artfully designed and bearing the Chapter name and appropriate Institute symbols.

## ARTICLE 19. AFFILIATIONS

### 19.1 Affiliations with Organizations

19.1.1 Type of Affiliation. This Chapter shall not form nor enter into any affiliation with any individual, but it may affiliate 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 affiliation.

19.1.2 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.

19.2 Agreements of Affiliation. Every affiliation must be authorized by the concurring roll-call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement duly executed by the Board of Directors and the affiliating organization; provided the Board of Directors, by a like vote, may collaborate with one 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 year.

### 19.3 Conditions of Affiliations

19.3.1 Purposes and Objects. Every agreement of affiliation shall set out in full the purposes and objects of affiliation, the terms and conditions under which it is entered into, the length of time, the objects of the affiliate, and the nature of this organization, membership, government and operations.

19.3.2 Voice in Chapter Affairs. It shall be a condition of every affiliation that the affiliate 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.

19.3.3 Trusts. An affiliation 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.

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

## 19.4 Privileges of Affiliates

19.4.1 Meetings of this Chapter. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter and may speak upon invitation of the presiding officer.

19.4.2 Titles. An organization affiliated with this Chapter but not a collaborating organization as specified in 19.2 of this Article, may use and print the phrase, "Affiliated with The Cincinnati Chapter, The American Institute of Architects," as a suffix to the name of the affiliated organization. Any abbreviation of such phrase or any use of such title by any individual member, associate, or affiliate of the affiliated organization, or by any person, firm associating or corporation connected therewith, shall make the agreement of affiliation cancelable immediately.

## ARTICLE 20. GENERAL PROVISIONS

20.1 Action on Applications for Membership in The Institute. Whenever an application for membership in The Institute and assignment to this Chapter is filed with this Chapter, the application is to be processed promptly and in compliance with The Institute's policy and practice.

20.2 Resignations. Any person admitted to this Chapter, except an Assigned Member, may resign from it providing that the person presenting the resignation in writing to the secretary is in good standing at the time of the resignation. If the secretary finds the person qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the secretary.

20.3 Limitation on Chapter Actions. No action of this Chapter, the Board of Directors, any Chapter committee, or any officer or director, or any employee, shall directly or indirectly nullify or contravene any act or policy of The Institute.

20.4 Endorsements. Neither this Chapter, the Board of Directors, any Chapter committee, or 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.

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 time requirements specified by law or in these bylaws.

20.6 Records Open to Members. The correspondence and the Minute Books (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.

20.7 Parliamentary Authority. The rules contained in Robert's "Rules of Order Newly Revised" 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.

## 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.

20.9 Counsel. The Board of Directors shall obtain the written opinion of counsel concerning all agreements, and concerning any Amendment to these Bylaws before any shall become effective.

20.10 Student Chapters. This Chapter may establish and sponsor Student Chapters in the Schools of Architecture located within the territory of this Chapter, under conditions established by The Institute.

## ARTICLE 21. AMENDMENTS TO BYLAWS

### 21.1 Amendments at Meetings of this Chapter

21.1.1 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.

21.1.2 Institute Affairs. It shall require a concurring vote of not less than two-thirds of the Assigned Members of this Chapter, who are present at the meeting, to amend a Bylaw that relates to Institute affairs.

21.1.3 Non-Institute Affairs. It shall require a concurring vote of not less than two-thirds of the members of this Chapter, who are present at a meeting, to amend a Bylaw that does not relate to Institute affairs.

21.1.4 Institute 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 Institute Board. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for such approval. Upon receipt of said approval, the amendment shall become effective and the Secretary shall enter the amendment and the approval of the proper place in these Bylaws, with the date of the amendment and approval.