

ARTICLE 1	ORGANIZATION
Section 1.0	General Provisions
Section 1.1	Affiliations
Section 1.2	Architectural Foundations of L.A. (AFLA)
Section 1.3	Definitions
Section 1.4	Structure
Section 1.5	Responsibilities
Section 1.6	Government
Section 1.7	Endorsements

Article 2	MEMBERSHIP
Section 2.0	General Provisions
Section 2.1	Architect Members
Section 2.2	Members Emeritus
Section 2.3	Intern Members
Section 2.4	Associate Members
Section 2.5	Allied Members
Section 2.6	Student Affiliate
Section 2.7	Honorary Members
Section 2.8	Individual Membership
Section 2.9	Group Membership

ARTICLE 3	DUES AND ASSESSMENTS
Section 3.0	Dues
Section 3.1	Assessments
Section 3.2	Payment of Dues and Assessments
Section 3.3	Wavier of Dues and Assessments
Section 3.4	Default

ARTICLE 4	MEMBERSHIP MEETINGS
Section 4.0	Annual Meeting
Section 4.1	Election Meeting
Section 4.2	Convention Delegates Meeting
Section 4.3	Chapter Board Meetings
Section 4.4	Special Meetings of the Board
Section 4.5	Membership Meetings
Section 4.6	Quorums and Procedures at Meeting
Section 4.7	Report of Meetings

ARTICLE 5	OFFICERS, DIRECTORS & MEMBERS OF THE BOARD
Section 5.0	Officers
Section 5.1	Directors
Section 5.2	Members of the Board
Section 5.3	Executive Committee
Section 5.4	Terms of Office

Section 5.5 Succession and Recall
Section 5.6 Nomination and Elections
Section 5.7 Election of Officers and Directors
Section 5.8 Duties of the Officers
Section 5.9 Duties of the Board
Section 5.10 Duties of the Executive Director
Section 5.11 Delegation of Authority
Section 5.12 Quorum, Voting Decisions of the Board
Section 5.13 Chapter Rules of the Board
Section 5.14 Annual Report
Section 5.15 Board Policies
Section 5.16 Indemnification

ARTICLE 6 DELEGATES

Section 6.0 Directors of California Council
Section 6.1 Delegates to Institute Convention

ARTICLE 7 COMMITTEES

Section 7.0 Authorization
Section 7.1 Designation - Structure
Section 7.2 Basic Committees
Section 7.3 Standing Committees
Section 7.4 Special (Task Force) Committees
Section 7.5 Function

ARTICLE 8 ADMINISTRATION

Section 8.0 Authority
Section 8.1 Office
Section 8.2 Personnel
Section 8.3 Property
Section 8.4 Fiscal Year
Section 8.5 Budget and Appropriations
Section 8.6 Contracts
Section 8.7 Audits
Section 8.8 General Fund Disbursements
Section 8.9 Special Funds
Section 8.10 Investment Fund
Section 8.11 Members' Interest
Section 8.12 Chapter Financial Records

ARTICLE 9 GENERAL PROVISIONS

Section 9.0 Parliamentary Authority
Section 9.1 Endorsements
Section 9.2 Publications and Notices
Section 9.3 Availability of Records

ARTICLE 10 AMENDMENTS

Section 10.0 Initiation

Section 10.1 Substantive Amendment by the Membership

Section 10.2 Technical Amendments by the Board

Section 10.3 Approval by the Institute

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of the organization is the American Institute of Architects, Los Angeles Chapter, which may also be known as AIA/Los Angeles, or AIA/LA

1.02 Objects. The objects of this Chapter are to promote and forward the purposes of the American Institute of Architects as stated in the Institute Bylaws and in the Chapter Articles of Incorporation.

1.03 Territory. The Territory within the State of California in which this Chapter shall operate is that described in the Chapter Charter and as amended and prescribed by the Institute.

1.1 AFFILIATIONS

If and while affiliation will promote the purposes and objects of the Chapter, and upon approval of the Board of Directors, any organization may be affiliated with the Chapter unless the other organization was formed, used or maintained for financial gain, price-fixing or political purposes.

1.2 ARCHITECTURAL FOUNDATION OF LOS ANGELES (AFLA)

The AFLA has been established by the Chapter as a non-profit, public benefit corporation, charitable and educational in nature, to advance the study, appreciation, development and cause of architecture and related design disciplines. It shall operate independent of the Chapter under its own Articles of Incorporation and Bylaws.

1.3 DEFINITIONS

- a. Chapter: The above named Chapter.
- b. Board: The governing Board of the Chapter, including Officers and other Directors.

- c. Council: The California Council, The American Institute of Architects.
- d. Basic Committees: In conformance with AIA Component Standards of Service:
Membership, Program, Government Affairs and Nominating Committees.
- e. Member: In these bylaws the term member applies to all categories of Chapter membership and Chapter affiliate and honorary membership.
- f. Architect Member: In these Bylaws, the term Architect applies to an individual assigned to the Chapter who is a full Member of the Institutes.
- g. Director: Officers and other Directors.
- h. Intern Member: In these Bylaws, the term Architect applies to an individual assigned to the Chapter by the Institute as an Intern member with limited voting rights.
- I. Associate: In these Bylaws, the term Architect applies to an individual assigned to the Chapter by the Institute as an Associate with limited voting rights.
- j. Intern/Associate Member of the Board: Board members with limited voting rights.

1.4 STRUCTURE

1.4.1 The Chapter was chartered by the Institute in 1894 and is a member of the Council.

1.4.2 The Chapter is a nonprofit mutual benefit membership corporation, duly incorporated on 12 July 1907, with amendments filed on 18 October, 1949, and on 17 July, 1963, under and by virtue of provisions of the Corporation Code of the State of California. Restated Articles were filed in August 1963.

1.4.3 The Chapter shall be composed of individuals members and may have Chapter affiliate membership categories.

1.4.4 The Chapter within its territory, may have one or more categories of group membership, such as:

1.4.4.1 Sections of the Chapter

1.4.4.2 Student Associations of the Chapter

1.4.4.3 Auxiliary Organizations

1.4.4.4 Affiliated Organizations

1.5 RESPONSIBILITIES

1.5 Subject to Instate Bylaws, policies and directives, the Chapter shall represent and act for the Institute within the Chapter territory, coordinate with the Council on State matters, collaborate with its section, Student Associations, and Auxiliary and Affiliated Organization, and represent its membership on all matters concerning Chapter as a whole within its territory.

- b. No action of the Chapter of any of its members shall directly or indirectly nullify or contravene any action or policy of the Institute.

1.6 GOVERNMENT

Subject to Institute Bylaws and to these bylaws, the Chapter shall be governed and its affairs shall be conducted by the board.

1.7 ENDORSEMENTS

1.7.1 Endorsements of Enterprises. The Chapter shall not sponsor or endorse any enterprise, whether public or private, operated for profit.

1.7.2 Endorsement of Material. No officer, director, committee member or employee of the Chapter in his or her official capacity shall approve, endorse, sponsor or do anything that may be deemed or construed to be an approval, endorsement or sponsorship of any material of construction or any method or manner of handling, using, distributing or dealing in any material or product. The Board, however, by a two-thirds majority of the entire Board, may approve of ways of presenting to the architectural profession data relating to such material or products, and relating to architecture or its practice or to the objects and purposes of the Chapter published by others than the Institute of the Chapter provided that the said data, books or other literature have been submitted by the Board. By the same vote, the Board may permit the seal or other insignia of the Chapter to be imprinted on the title page of each of the said books or other literature for a royalty consideration or otherwise provided that the Chapter is protected from all liability that may arise therefrom.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 CATEGORIES OF CHAPTER MEMBERSHIP

- a. Architect Member
- b. Member Emeritus
- c. Intern Member
- d. Associate Member
- e. Honorary Member
- f. Allied Member
- g. Student Affiliate Member

2.02 Non-Resident Status

- a. The Chapter may provide for non-resident status to assigned Chapter members or to Chapter affiliates who apply for such status because of their intended absence from the United States for at least eighteen (18) consecutive months.
- b. Non-resident members shall have the same rights and privileges as other members in the same category; except that the Chapter may lower dues and/or assessments for such members.

2.03 Eligibility for Individual Membership

- a. Eligibility for individual Chapter Membership of each category shall be limited to those who are of good character and reputation, who agree to comply with these Bylaws and who agree to accept the rights and privileges granted to and the duties undertaken by their category of membership as described herein.
- b. Qualifications, admission requirements, privileges of individual Chapter membership shall follow Institute and Chapter Bylaws and procedures.

2.04 Changes Affecting Membership

- a. Changes in these Bylaws or the Chapter Rules of the Board Eligibility and qualifications for any category of Chapter membership shall be consistent with the Institute Bylaws.
- b. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

2.05 Property Interests

No Chapter member shall have any right, title or interest in chapter property at any time.

2.1 ARCHITECT MEMBERS

2.1.1 Qualifications. Architect Members of the Chapter are Architect Members of the Institute who are assigned to the Chapter by the Institute in accordance with the Institute Bylaws. Architect members are defined as individuals who are currently entitled under law to practice architecture and use the title Architect in any state, the District of Columbia or any territory of the United States. Such architects shall demonstrate honorable standing in the profession and in their community.

2.1.2 Admission. Architect Members of the Chapter shall be assigned by the Institute or, is assigned to another Chapter, may be admitted as unassigned Members by the Board.

2.1.3 Rights and Privileges of Architect Members

2.1.3.1 Title. Architect Members in good standing may bring or otherwise use in connection with their practice and work:

- a. the initials AIA as a suffix to their names, and
- b. the titles Member of the American Institute of Architects and Member of the American Institute of Architects, Los Angeles Chapter.

2.1.3.2 Pin and Emblem. Architect Members may use gold AIA lapel pin and AIA emblem within the limitations established by the Institute.

2.1.4 Privileges of Assigned Architect Members.

- a. May speak and vote on all issues submitted to or otherwise voted upon by the membership.
- b. May be appointed as members of committees at all levels of the Institute.
- c. May serve as Chapter delegates to state, regional and national AIA conventions.
- d. May serve on any Chapter committee and chair any committee.
- e. May be a delegate or representative of the Chapter.
- f. May serve as an Officer or Director of the Chapter.
- g. Exercise any other right or privilege by the Council or the Institute.

2.1.5 Privileges of Unassigned Architect Members. Unassigned Architect members shall be equal with assigned Architect Members except that they shall not hold office or directorship, vote for officers and directors, vote on membership, matters of unprofessional conduct and finances, nor represent the Chapter as delegates or otherwise at any Institute meetings.

2.2 MEMBERS EMERITUS

2.2.1 Qualifications. A Members Emeritus of the Chapter is a Member Emeritus of the Institute assigned to that Chapter in accordance with Institute Bylaws.

2.2.2 Eligibility. An Architect Member who has been in good standing in the Institute for fifteen successive years and either (i) has attained the age of 70, or (ii) has attained the age of 60 and is retired from the profession or architecture or is so incapacitated as to be unable to work in the profession may apply to the Institute for emeritus status.

2.2.3 Rights and Privileges. All member rights, interests, privileges, titles, liabilities and obligations shall remain unchanged upon advancement to emeritus status, except that Members Emeritus shall no longer be required to pay either regular or supplemental dues nor to maintain the right under law to practice and use the title Architect.

2.3 INTERN MEMBERS

2.3.1 Qualifications. Intern members of the Chapter are Intern members of the Institute who are assigned to the Chapter by the Institute in accordance with the Institute Bylaws.

2.3.2 Eligibility. Those individuals without architectural licenses who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure are eligible to be Intern members of the Institute and the Chapter.

2.3.3 Rights and Privileges.

2.3.3.1 Title. Interns in good standing may indicate that they are Intern members of the American Institute of Architects, Los Angeles Chapter, subject to applicable state laws, and may use the title Intern AIA/Los Angeles, but not AIA Intern, Los Angeles not the Initials AIA Alone as a suffix to their names.

2.3.3.2 Pin and emblem. Interns in good standing may wear the silver pin. Interns shall not be permitted to use the gold AIA pin nor the AIA emblem.

2.3.3.3 Privileges. Interns shall have the same rights and privileges as Architects, except as noted below and in Sections 2.3.3.1 and 2.3.3.2 above.

- a. Interns may serve as voting members on Chapter and State boards, provided that Interns and Associates together may hold no more than two seats or one-third of the total seats, whichever number is greater, on such board.
- b. Interns may speak on and vote in Chapter, State and regional meetings and in elections on all issues except dues for members.

- c. Interns may be appointed as members of committees at all levels of the Institute, except those involved with formal or informal charges of unprofessional conduct by members.
- d. Interns and Associates together may not constitute more than one-third of any component delegation to state, regional and national AIA conventions.
- e. Interns shall not be eligible to serve as a national officer, national director, component officer, or on the National Judicial committee.
- f. Interns may serve on any Chapter committee except Finance and Ethics; may chair any committee except as Basic committee.
- g. Interns may not act as a representative of the Chapter.

2.3.3.4 Membership on the Board. When their number in the Chapter reaches one hundred (100), Interns and Associates together may elect a representative from their ranks to serve as a member of the Board. This representative shall be permitted to speak and vote on all issues except dues for members.

2.4 ASSOCIATE MEMBERS

2.4.1 Qualifications. Associate members of the Chapter are Associate members of the Institute who are assigned to the Chapter by the Institute in accordance with Institute Bylaws.

2.4.2 Eligibility. Individuals without architectural licenses from a U.S. licensing authority but who are ineligible for Intern membership and meet any of the following requirements shall be eligible for Associate membership in the Institute and the Chapter:

- a. Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture or
- b. Those with a degree in architecture, or
- c. Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture or
- d. Those who have an architectural license of the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

2.4.3 Rights and Privileges of Associates.

2.4.3.1 Title. Associates in good standing may indicate that they are Associates of the American Institute of Architects/Los Angeles Chapter, subject to applicable state laws,

and may use the title Associate AIA/Los Angeles, but not AIA Associate or AIA Associate/Los Angeles not the initials AIA alone as a suffix to their names.

2.4.3.2 Pin and Emblem. Associates in good standing may wear the silver AIA pin. Associates shall not be permitted to use the gold AIA pin nor the AIA emblem.

2.4.3.3 Privileges. Associates shall have the same rights and privileges as Interns, except as noted below in 2.4.3.1 above.

2.5 ALLIED MEMBERS

2.5.1 Eligibility for Allied Membership. Individuals or those who are not otherwise eligible for membership in the Institute and who meet one or more of the following requirements shall be eligible for Allied membership in the Chapter:

- a. Allied Professional: Those individuals with established professional reputations who are registered to practice their professions where those requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied Professional members may include engineers, planners, landscape architects, sculptors, muralists, artists, professionals in government, education and research, interior designers, graphic designers, lighting designers, writers and photographers.
- b. Allied Industry: Those individuals who are employed by or representing firms in the construction industry engaged in research, design, development, testing manufacture, distribution, or training for building and construction products or systems.
- c. Allied Organization: Organizations or companies that provide some step in the process of production, distribution, or sale of products or systems for the construction design industry.
- d. Allied Media: Those individuals employed full-time as writers or reporters by the media, including newspapers and trade or professional journals that are distributed to the general public.

2.5.2 Rights and Privileges. An Allied member of the Chapter:

- a. May use the designation “Affiliate AIA/LA,” but may not print or permit to be printed or in any way use the seal, symbol or insignia of the Chapter or the Institute.
- b. May not make motions or vote at any meeting of the Chapter.
- c. May serve on committees but may not chair any committee

d. May not be an Officer, Director or delegate or serve in any other policy setting position or act as a representative or agent of the Chapter.

e. An Allied member of the Chapter may, but is not required to, join as an Allied member of the Institute, subject to Institute Bylaws.

2.5.3 Membership on the Board. An Allied member shall not serve on the Board.

2.6 STUDENT AFFILIATE

2.6.1 Qualifications. Any undergraduate or postgraduate student pursuing a career in an accredited school of architecture or a school or program approved by the Board and whose home or place of study is located within the Chapter territory may be admitted by the Board as a Student Affiliate of the Chapter.

2.6.2 Rights and Privileges. A Student Affiliate of the Chapter:

a. May not use the name of the Los Angeles Chapter or the American Institute of Architects in any way, nor use the symbol, seal or insignia of the Institute of the Chapter.

b. May not make motions or vote; may speak at any meeting of the chapter

c. May serve on committees, but may not chair any committee

d. May not be an Officer or Director or act as a representative of the Chapter.

2.6.3 Membership on the Board. When their number in the Chapter reaches one hundred (100), the Student Affiliates may elect a representative from their ranks to serve as an ex-officio Student Affiliate Member of the Board. This representative shall not be permitted to make motions or vote.

2.7 HONORARY MEMBERS

2.7.1 Qualifications. Any person of esteemed character who is otherwise ineligible for membership but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, within the Chapter territory may be admitted by the Board as an Honorary Member of the Chapter. Not more than two Honorary Members shall be admitted by the Board within one calendar year. Consideration of nominees for Honorary Membership shall be confidential and shall conform with procedures set forth in the Rules of the Board.

2.7.2 Rights and Privileges. An Honorary Member of the Chapter:

- a. May use the title “Honorary Member of the American Institute of Architects, Los Angeles Chapter”, which title shall not be changed or abbreviated in any way nor used with the symbol, seal, or insignia of the Institute or Chapter
- b. May attend any meeting of the Chapter and, upon invitation of the presiding officer, may speak and take part in the discussions of all matters except those which concern membership, unprofessional conduct or finances but may not make motions or vote.
- c. May not be an Officer or Director, may not serve on its committees except as an advisor, and may not act as representative or agent of the Chapter.

2.7.3 Obligations. An Honorary Member of the Chapter shall not be subject to any admission fee, dues, or assessment nor have any monetary liability to the Chapter.

2.8 INDIVIDUAL MEMBERSHIPS

2.8.1 Good Standing. The rights and privileges of those holding an individual Chapter membership of any category shall be conditioned upon said member being in good standing in the Institute where applicable and in the Chapter.

- a. An Individual Member of the Chapter shall be in good standing provided said Member is not in default of any financial obligation to the Chapter, as set forth elsewhere in these Bylaws, the state organization as set forth in its Bylaws, and and to the Institute, as set forth in Institute Bylaws, and is not under suspension by the Institute. For good and sufficient reasons the Board may waive financial obligation to the Chapter, in whole or in part for the current calendar year.

2.8.2 Rules of conduct. Members, Members Emeritus, Associate members and Affiliate members of the Chapter shall be bound by the California Business and Professions Code sections governing the practice of architecture in this state.

2.8.3 Discipline.

- a. All members of the Chapter are subject to discipline for infraction of the Rules of Conduct set forth in section 2.8.2 above.
- b. Disciplinary action for Chapter members shall be administered in accordance with institute Bylaws and procedures.
- c. Disciplinary action for Chapter Affiliates of any category shall be administered by the Board in accordance with procedures established herein and in the Chapter Rules of the Board. Action shall be taken after hearing the parties concerned and shall be limited to withdrawal of rights and privileges, censure, suspension or termination of Chapter membership.

2.8.4 Transfer of Membership.

a. Transfer of Chapter Member and Associate Members to or from the Chapter shall be in accord with Institute procedures.

b. Transfer of Chapter Affiliate memberships to or from the Chapter shall be in accord with the Chapter Rules of the Board.

2.8.5 Termination of Membership.

a. Termination of Chapter and Associate Members shall be by action of the Institute at the death of the member, at resignation, for default under the conditions prescribed in the Institute Bylaws and in these Bylaws, or for unprofessional conduct by the Institute Board of Directors or its delegated authority.

b. Individual membership in the Chapter in other categories of membership shall be terminated by the Board at the death of the member, by resignation, or by failure to maintain membership in good standing.

2.8.6 Reinstatement of Memberships.

a. A resigned or terminated member or associate member may be reinstated subject to the Institute Bylaws and procedures and the approval of the Board.

b. A resigned or terminated member of any other category may be reinstated subject to the approval of the Board.

2.9 GROUP MEMBERSHIP.

2.9.1 Classes of Group Membership

- a. Section of the Chapter
- b. Student Associations of the Chapter
- c. Auxiliary Organizations of the Chapter
- d. Affiliated Organizations of the Chapter

2.9.2 Sections of the Chapter

a. Formation A section of the Chapter may be established by the Board with the approval of the Institute provided.

a-1. It shall contain not less than one hundred (100) Chapter Members residing or working within a specialized area within the Chapter territory.

a-2. It shall have the approval of two-thirds of the Chapter Members

residing or working within that specified area as listed in the paid-up membership rolls current at the time of application to establish such Section.

b. Bylaws. Sections of the Chapter shall be governed by the Chapter Bylaws and Rules of the Board but may adopt their own supplemental Bylaws as approved by the Board.

c. Policy Statements of the Section policy concerning community interest presented to a public or quasi-public official or agency shall be in concert with Chapter policies. If no such policy exists, prior approval of the

Chapter

Board must be obtained.

shall

d. Membership. Members of all categories of a Section of the Chapter retain membership in the Chapter with all interests, rights, privileges, and obligations thereto unaltered.

2.9.3. Student Associations of the Chapter

a. Formation. The Board may sponsor a Student Chapter of the AIA in any school of architecture approved by the Board and within the Chapter territory. Such a Chapter shall be composed of architectural students of the school and shall be titled in accordance with the AIA's Bylaws.

2.9.4 Auxiliary Organization

a. Formation. The Board for the extension of the Chapter activities, may establish an Auxiliary Organization of the Chapter, such as the Women's Architectural League, by the concurring vote of two-thirds of the entire membership of the Board. The Organization shall function primarily within the Chapter territory. Auxiliary Organizations may not obligate the Chapter or its membership in any way whatsoever.

b. Agreement. Establishment of such an Auxiliary Organization shall be evidenced by a written agreement, duly executed, which shall set forth the interests, rights, privileges and obligations of said Organization.

c. Rights, Privileges, and Obligations. The conditions under which an Auxiliary Organization of the Chapter shall operate and the generic rights, privileges and obligations of such an organization shall be as set forth in the Chapter Rules of the Board.

2.9.5 Affiliated Organizations

- a. Affiliations. The Board, for the promotion of Chapter purposes, may affiliated the Chapter with any local professional, civic, or construction organization operating within the territory of the Chapter which is not used or maintained for financial gain, price fixing, or political purposes. Affiliated organizations may not obligate the Chapter or its membership in any way whatsoever.
- b. Authorization of such affiliation shall be approved by the Board by two-thirds vote for the entire membership of the Board.
- c. Establishment of such affiliation shall be evidenced by a written agreement, duly executed by the Board and the Affiliated Organization shall be as set forth in the Chapter Rules of the Board.
- d. Conditions. The general conditions of Chapter affiliation with an organization shall be set forth in the Chapter Rules of the Board.
- e. Interests, Rights and Privileges. Affiliated Organizations shall have no financial interests, rights or privileges in the Chapter, nor the Chapter in them other than those specially agreed to by the Board at the time of the affiliation.
- f. Restrictions. The Board shall not enter into any affiliation with an individual.

ARTICLE 3 DUES AND ASSESSMENTS

3.0 DUES

3.01 Annual Dues

- a. Architect, Intern, Associate or Allied members terminated for non payment of dues and applying for reinstatement in the same year must pay back all indebtedness to the Chapter in the year of termination before being readmitted.
- b. Architect, Intern, Associate or Allied members terminated for non-payment of dues and applying for reinstatement in any year following termination must pay a reinstatement fee, established by the Chapter Finance Committee, in addition to full payment of current Chapter dues.
- c. Base dues for all AIA/LA Chapter members will automatically be raised yearly by a percentage equal to the CPI applicable to the Los Angeles Area. The Board, by a majority vote, shall have the discretion to increase, decrease or eliminate this dues adjustment for the subsequent year only.

- d. The Board shall establish the annual Base and Supplemental Dues for all classes of individual membership for the following calendar year.
- e. A quorum for the Board's action in determining the annual Base and Supplemental Dues shall be a majority of members of the Board eligible to vote on dues and assessments, which number shall include the Vice President Elect and two of the Board members whose term of office continues into the following year.

3.02 Base Dues

- a. Members Base Dues shall be established by the board annually
- b. Members Emeritus. No dues shall be charged. A fee to cover administration and mailing costs may be assessed by the Board
- c. Intern/Associate Members. Base Dues shall be established by the Board annually.
- d. Allied Members. Base Dues shall be established by the Board annually.

3.03 Supplemental Dues

a-1 Beginning in the second and in later calendar years of Chapter membership, every Member who is a proprietor, partner, owner or co-owner, manager, or director of a firm or corporation using registered architects to perform services for the public or who is a manager, managing partner or managing officer of a branch office of an architectural firm located within the Chapter domain is jointly and severably liable for the payment of Supplemental Dues annually in addition to Base Dues.

a-2 A sole proprietor shall be obligated to pay Supplemental Dues. "Sole Proprietor" is defined as an AIA Member who is self-employed and has no employees.

a-3 AIA Members employed in a non-AIA office providing architectural services shall be considered as "Sole Proprietors" and shall be obligated to pay Supplemental Dues.

a-4 AIA Members employed in a governmental agency, or full-time in an educational institution, or in an office or institution that does not provide architectural services, and who are not engaged in practicing architecture, are exempt from Supplemental Dues to the extent that said Members do not profit personally beyond their base salary as employees.

- b. Supplemental Dues need be paid only once for the firm, either by one person

or divided among those so obligated.

c. Supplemental dues shall be based on the number of Registered Architects in offices that are located in the AIA/LA Chapter area.

d. In firms with more than one partner where one or more of said partners are members of other Chapter, Supplemental Dues payment for their Registered Architect employees shall be proportionally divided, e.g.: three partners are Members of AIA/LA and one partner is a Member of another Chapter: AIA/LA receives Supplemental Dues for 75% of the firm's Registered Architect employees.

3.1 ASSESSMENTS

3.1.1 Chapter Assessment.

a. The Chapter may levy assessments against members of all classes at the discretion of the Board.

b. A quorum to approve such an assessment shall consist of one-fifth of the members in good standing present in person or represented by written proxy at a Chapter meeting. A 2/3 vote shall be required to approve any assessment.

c. In any calendar year, the approved assessment, shall not exceed the current annual Base dues.

d. Notice of intention to levy an assessment stating its necessity, purposes, amount, date payable, and time allowed before default for nonpayment, as described in section 3.2 below, shall be mailed to every member who would be assessed prior to taking a vote for approval.

3.2 PAYMENT OF DUES AND ASSESSMENTS

3.2.1 Base and Supplemental Dues and all Chapter assessments shall be paid annually, and shall be due and payable upon receipt of invoice.

3.3.2 Base Dues for the remainder of the first calendar year of Membership shall be prorated by the Board and shall become due and payable when application for membership is made.

3.3 WAIVER OF DUES AND ASSESSMENTS

The Board for what it deems adequate cause, may waive a financial obligation to the Chapter of any member in whole or in part for the current year.

3.4 DEFAULT

3.4.1 Condition of Default

- a. Any member who has not paid annual Base and Supplemental Dues for any calendar year within sixty (60) days after billing shall be in default.

3.4.2 Notice of Default

- a. At each established due date, all members shall be notified of their default, if any, and of the amount.
- b. The Institute and the Council shall be promptly notified when any individual is found to be in default or has satisfied a default, and the amounts involved.
- c. A member in default is not in good standing. By direction of the Board, the Chapter Secretary may publish in a publication of the Chapter a list of those members in default or otherwise not in good standing by shall not state amounts owing.

3.4.3 Termination for Default

- a. Institute Notification. When assigned Members or Associate Members are in default as of the 31st of August in any calendar year, the Board may recommend to the Institute that their memberships be terminated provided they have been sent written notice at least thirty (30) days prior to such warning of impending termination.

ARTICLE 4 MEMBERSHIP MEETINGS

4.0 ANNUAL MEETING

There shall be an annual meeting of the Chapter in the month of January at which the new officers and directors shall be installed and the annual report shall be given

4.1 ELECTION MEETING

A Chapter meeting shall be held in November at which the new officers and directors and Council delegates for the ensuing year shall be elected in accordance with the provisions set for the herein.

4.2 CONVENTION DELEGATES MEETING

A meeting shall be held at least four days before the start of the annual institute convention for delegates to that convention.

4.3 CHAPTER BOARD MEETINGS

4.3.1 Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another.

4.3.2 Notice of meetings need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.3.3 Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent of consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

4.4 SPECIAL MEETING OF THE BOARD

4.4.1 Special meeting of the Board for any purpose(s) may be called at any time by the President, any Vice President, Secretary, or by any two directors.

4.4.2 Special meetings of the Board shall be held upon four day's written notice or forty-eight (48) hours given personally or by telephone, telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation by the director for purposes of notice or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

4.4.3. A majority of the members of the Board eligible to vote constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act or the board, unless a greater number be required by law or by the Articles. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting.

4.5 MEMBERSHIP MEETINGS

4.5.1 Chapter meetings shall be held in accordance with the institute's "Component Minimum Standards".

4.5.2 Special Meetings of the Membership.

a. A quorum for action on business carried on at Special Meetings shall be ten percent of the assigned Members present or represented by written proxy. Decisions made at such meetings shall be referred to the Board for appropriate action. Voting shall be by voice vote as determined by the presiding officer. If requested by one Member, a standing vote shall be ordered and taken or a roll call vote may be directed in either of which case, the proxy vote shall be counted. A majority vote shall govern.

b. Meetings to consider only the special matters stated in the notice of meeting may be called by the President of the board, and shall be called if petitioned by five percent of the assigned members.

4.5.3 Notice of Meetings

a. Notice of the purpose, day, place and hour of required meetings, of any meeting concerning changes in the status of Bylaws, assessments, Chapter property of Bylaws, assessments, Chapter property or Investment Fund; and of Special Meetings shall be mailed to the membership at least fourteen (14) days in advance of such meeting, if by first class, registered or certified mail and at least twenty (20) days if by any other class. In no event shall notice be given more than ninety (90) days in advance.

b. The Secretary of the Chapter shall prepare and sign an affidavit that notice of the meeting has been properly given to all persons who must be notified.

c. Persons at the close of business on the business day preceding the day on which notice is given and who are entitled to vote at the meeting, are entitled to notice of the meeting, subject to the power of the Board to fix a different record date.

4.6 QUORUMS AND PROCEDURES AT MEETINGS

4.6.1 The quorums required to carry on business at Chapter meetings for the election of Chapter officers and directors, for action on proposed changes in the status of Bylaws, assessments, Chapter property or Investment Fund, shall be as set forth in these Bylaws.

4.6.2 Chapter business at any meeting, other than at those meetings described in this section may be conducted at the discretion of the presiding officer and any decision shall be reported to the Board.

4.6.3 The presiding officer at all Chapter meetings shall be the President, Vice President-President Elect, Secretary, Treasurer or the President's designee, in that order.

4.7 REPORT OF MEETINGS

The Secretary shall cause to be prepared a written report of any action at a meeting where a vote was taken and such report shall be make available to the membership. The report shall contain the name of the person making any motion on which action was taken as well as the name of the seconder of that motion.

ARTICLE 5 OFFICERS, DIRECTORS AND MEMBERS OF THE BOARD

5.01 There shall be four Chapter officers who shall be Members in good standing:

- a. President
- b. Vice President-President Elect
- c. Secretary
- d. Treasurer

5.1 DIRECTORS

5.1.1 The number of Architect Directors shall not exceed twelve, as specified in the Chapter's Articles of Incorporation. Chapter Architect Directors shall consist of:

- a. Officers of the Chapter
- b. Seven additional directors chosen as follows:
 - b-1. Not more than two Presidents of Chapter Sections elected by those Sections and , if more than two sections exist, by the combined vote of the members of all section.
 - b-2. The remainder to be elected at large from the Chapter.
- c. The immediate past-president of the Chapter, for a period of one year following said president's term of office.

5.2 MEMBERS OF THE BOARD

5.2.1 The Board shall consist of Chapter Officers, other Architect Directors, Intern/Associate Director(s) and Associate Members of the Board.

5.2.1.1 Public Director (s)

“The Public Directors(s) shall be non-architect(s) who are not in any membership category (except Honorary Membership) nor employed by the Institute or the Chapter. Public Director(s) of the Chapter may not number more than two. The Public Director(s) shall take part in the deliberations of the Board and vote.

5.2.1.1.1 Power to elect the Public Directors.

The Board has the power to elect the Public Director(s).

5.2.1.1.2 Public Director(s) Term of Office. The Public Director(s) shall serve a two-year term and shall be eligible to be re-elected for one additional two-year term, per rules of the Board of Governing Directors.

5.2.1.1.3 Nomination of Public Director(s)

Any member of the Chapter may make nominations for the office of Public Director(s). Nominations shall be made at the October Board Meeting of the Chapter.

5.2.1.1.4 Election of the Public Director(s)

The Public Director(s) shall be elected by a majority of the Board at the November Board Meeting following nominations, and shall take office on January 1st of the year following the election.

5.2.2 Intern/Associate Directors(s) shall consist of elected representative(s) of those membership categories, Inter/Associate Directors together may not constitute more than two seats, or one-third of the number of Architect Directors, whichever number is greater, on the Chapter Board. Election of the Intern/Associate Members(s) of the Board and their voting rights are outlined under 2.3.3.4 above.

5.2.3 Elected representative(s) of Auxiliary Organization(s) as approved by the Board, shall be Associate Member(s) of the Board with limited voting rights as indicated in the Rules of the Board. Such representative(s) shall reside and/or work within the territory of the Los Angeles Chapter.

5.2.4 If any Chapter Officer, Director, and/or Associate member of the Board fails to attend three (3) Board Meetings without an excuse deemed valid by the Board, then said member shall be removed by vote of the Board and the President, with Board approval, shall appoint a successor to complete the unexpired term of office, with priority given to the candidate for that office who had received the next highest number of votes.

5.3 EXECUTIVE COMMITTEE

The Executive Committee, whose responsibilities and authority shall be determined by the Board, shall be composed of the President, the Vice President, the Secretary, the Treasurer, and one other Director, who shall be chosen by the Board by secret ballot. A tie vote in this secret ballot shall be broken by the President.

5.4 TERMS OF OFFICE

5.4.1 The President's term is for one year. The President may serve only one term. The immediate past-president shall not be eligible for election to the Board.

5.4.2 The Vice President shall serve for one year ascending automatically to the Office of President.

5.4.2.1 The Secretary, whose term shall be for two years, may run for a second two-year term upon completion of his/her first term. The Secretary will be limited to only two consecutive terms beyond which, the immediate past Secretary shall be eligible only for the office of Vice President.

5.4.2.2 The Treasurer, whose term shall be for two years, shall serve only one full term; however, after filing out an unexpired term, the Treasurer may serve a full term. The immediate past Treasurer shall be eligible only for the office of Secretary of Vice President.

5.4.2.3 The Secretary's and Treasurer's term shall not be co-terminal

5.4.2.4 The Secretary and/or the Treasurer may not run for higher office without completing his/her current term of office.

5.4.3 Directors

5.4.3.1 The terms of Directors elected at large from the Chapter shall be for three years, arranged so that the terms of not more than three Directors expire in any one year.

5.4.3.2 Directors elected at large shall serve only one full term; however after filing out an unexpired term, Directors may serve a full term. An immediate past Director elected at large shall be eligible to serve as a Chapter Officer.

5.4.3.3 A Director may not run for higher office without completing his/her current term of office.

5.4.4 Associate Members of the Board. The terms of Associate Members shall be for two years each.

5.5 SUCCESSION AND RECALL

In case of vacancy of office by death, disability, or other cause of any Chapter Office or Director, such vacancy shall be filled as follows:

5.5.1 Office of President

5.5.1.1 The succession to the presidency shall be Vice President, Secretary, and Treasurer, in that order.

5.5.1.2 The President shall first be succeeded by the Vice President whose office shall then remain vacant until the end of the year. After completing the unexpired term, the President Elect shall continue as President for the year for which he or she was duly elected.

5.5.2 Office of Vice President

5.5.2.1 If the vacancy occurs after the annual election, a Special Election of the membership shall be held within forty-five days (45) to elect a new Vice President who shall serve in that office until the next regular election. This person shall be eligible to stand for the office of Vice President at this next regular election.

5.5.3 Other Vacancies

5.5.3.1 Vacancies in the offices of Secretary, Treasurer and Director, except in the directorship of the Chapter Section Presidents, shall be filled within one month by interim appointment for the remainder of the term by affirmative vote of all remaining members of the Board. If a vacancy occurs in the first year of a two-year term and there is sufficient time to permit the Chapter to elect a successor to complete the term, the vacancy shall be filled in the manner; otherwise, the interim appointment shall prevail for the balance of the vacated term.

5.5.3.2 A vacancy in the office of a Chapter Section President who is serving as a Director shall be filled within one month by election by the Section or Sections, as described in section 5.1 of these Bylaws.

5.5.3.3 Vacancies in the office(s) of Associate Member(s) of the Board shall be filled by election in their respective membership group.

5.5.4 Any officer or Director may be recalled by the membership upon petition of fifty percent (50%) plus one (1) of the assigned members casting ballots at the election of said Officer or Director. Upon receipt by the Board of said recall petition, a recall election shall be held within 45 days and shall be conducted according to the Rules of the Board then in force.

5.6 NOMINATIONS AND ELECTIONS

5.6.1 During the third and fourth weeks of July of each calendar year, the Nominations Committee, appointed by the President with the approval of the Board, shall nominate, solicit and/or receive nominations for available Chapter officer and/or director positions and CCAIA director-delegate positions. These nominations shall be compiled into a list and shall be e-mailed (or mailed) to all Chapter Members. After said date of e-mailing (or mailing), all Chapter Members shall have three weeks in which to nominate additional candidates as per the Rules of the Board then in force and announced in said e-mailing

(or mailing). At the end of said three week period, nominations shall be closed and the names so nominated shall, after accreditation by the Secretary, be placed upon the ballot. The ballot shall be e-mailed (or mailed) to all assigned Chapter members, listing all nominees and stating all voting procedures, at least twenty-one (21) days prior to the November election Meeting.

5.7 ELECTION OF OFFICERS AND DIRECTORS

5.7.1 Election of Officers and Directors shall take place at the November meeting by secret ballot. If there is only one nominee for any office of Officer or Director, the President shall declare the nominee elected by acclamation.

5.7.2 A quorum for the election of Officers and directors shall consist of not less than one-tenth of the assigned Chapter Members in good standing present in person or represented by written proxy. A plurality vote shall govern.

5.7.3 Tie vote for President or Vice President. Should two or more candidates for the office of President or Vice President receive the same number of votes, another secret ballot shall be taken listing only the names of those candidates. This ballot shall be sent to the Members by first class, registered or certified mail not less than fourteen (14) days before the December meeting, which shall be called specifically for this purpose. The same voting and quorum provisions as stated above shall prevail. Should the tie vote not be broken by this procedure, a secret ballot shall be taken among the current members of the Board. A plurality vote shall govern with a minimum of nine (9) votes, excluding the President's vote, required for a quorum. If a tie still persists, the current President shall break the tie.

5.7.4 Tie vote for other Officers or Directors. Should two or more candidates for the office of Secretary, Treasurer or Director at large receive the same number of votes, the tie vote(s) shall be broken by a secret ballot taken from among the current members of the Board as described above.

5.7.5 Associate Members(s) of the Board shall be elected in November by their respective membership group.

5.8 DUTIES OF THE OFFICERS

5.8.1 The President

5.8.1.1 The President, as administrative head of the Chapter, shall exercise general supervision of its affairs; preside at its meetings and the meetings of the Board, sign all contracts and agreements of this Chapter other than those specifically exempted therein, and perform such other duties of office as may be required by the Bylaws or by direction of the Board.

5.8.1.2 The President may not obligate or commit the Chapter to any specific course of action unless the obligation or commitment has been specifically authorized by the Board.

5.8.2 The Vice President

In the absence or disability of the President, the Vice President shall act in the President's place, and shall otherwise perform such duties as may be assigned by the Board.

5.8.3 The Secretary

5.8.3.1 The Secretary, as an administrative officer, shall be recording and corresponding Secretary of meetings of the Chapter and of the Board, except as noted in 5.9.3.2. The Secretary shall safeguard and keep in good order all property of the Chapter, except that assigned to the Treasurer. The Secretary shall issue all notices, keep membership rolls, supervise the Chapter office and employees, sign all instruments and matters which require Chapter approval except as otherwise provided in these Bylaws, keep the Chapter seal and affix it on such instruments as required, prepare the reports of the Board and chapter in collaboration with the President and perform all other normal or assigned duties of the office.

5.8.3.2 Delegation. The Secretary, with the approval of the Board, may delegate to a Chapter employee the actual performance of any or all of the Secretary's duties as recording or corresponding Secretary, but not the responsibility for Chapter property, the affixing of its seal, or attestation, certification, or signing of documents requiring the Secretary's signature.

5.8.4 The Treasurer

5.8.4.1 The Treasurer, as an administrative officer, shall have charge of and supervise financial affairs, records and books, except as noted in 5.8.4.3. The Treasurer shall prepare the budget, collect funds payable to the Chapter, have custody of funds, and make all disbursements, having the custody of securities, instruments and papers involving finances and shall make appropriate reports to the Chapter concerning them. The Treasurer shall perform all the other normal or assigned duties of that office.

5.8.4.2 Signature. The Treasurer shall sign all Chapter checks or other financial instruments that require the Treasurer's signature except those specifically expected under 8.9.2 herein.

5.8.4.3 Delegation. The Treasurer, with the approval of the Board may name a Chapter employee the Assistant Treasurer to whom the actual performance of any or all the Treasurer's routine duties may be delegated but not the responsibility for the custody of securities, instruments or papers involving finances or the signing of instruments requiring the Treasurer's signature.

5.8.4.4 Liability. The Treasure shall not be personally liable for loss of money or funds of the Chapter, or for any decreases in its capital, surplus, income, reserve fund or account resulting from any of the acts performed in good faith.

5.9 DUTIES OF THE BOARD

The Board shall meet once every calendar month, except that no more than two such meetings may be waived by its vote. The Board shall by Rule fix the time and place of the monthly meeting. If called by the President or by a majority vote of all its members, the Board shall hold a special meeting, after giving four (4) day's notice by first class mail or forty-eight (48) hour's notice by telephone, telegraph or delivery.

5.10 DUTIES OF THE EXECUTIVE DIRECTOR

5.10.1 The administrative office of the Chapter shall be in the charge of an Executive Director who shall be employed by the Board and shall report to the President.

5.10.2 The Executive Director shall be responsible for the management of the administration of the Chapter office subject to the direction and control of the Board and shall report to the President.

5.10.3 The Executive Director shall carry out the general policies and directives of the Board.

5.11 DELEGATION OF AUTHORITY

Neither Board nor any Chapter Officer or Director shall delegate any authority, rights, or powers conferred by statute to these Bylaws unless such delegation is specifically prescribed or permitted herein.

5.12 QUORUM, VOTING AND DECISIONS OF THE BOARD

5.12.1 Quorum. A majority of members of the Board eligible to vote on any matter shall constitute a quorum for any meeting of the Board. Directors may vote on any matters coming before the Board.

5.12.2 Minutes. The Board shall maintain a written record of its proceedings.

5.12.3. Voting. Any action of the Board shall be by majority vote of those present unless these Bylaws require otherwise. The vote of a Member of the Board shall be entered in the minutes at said member's request and whenever a roll call vote is taken.

5.12.4 Intern/Associate members of the Board may vote on all matters coming before the Board except those excluded under sections 2.3, 2.4 and 2.6 of these Bylaws. Intern/Associate Members of the Board shall not attend any executive session of the Board.

5.12.5 Chapter members of all categories may attend any regular meeting of the Board and may participate in its deliberations with approval from the Chair, but may not vote.

5.13 CHAPTER RULES OF THE BOARD

5.13.1 Purpose. The Board shall adopt and keep current and available a book called “Chapter Rules of the Board.” This document shall contain rules and regulations which supplement these Bylaws and which appear necessary or desirable to govern the affairs and business of the Chapter.

5.13.2 Revision. The Rules of the board shall be revised, i.e. by addition, deletion or amendment, by a two-thirds vote of the Board. A Rule of the Board shall not be changed more than once during a calendar year. The Rules of the Board shall remain in full force from year to year until rescinded by the Board.

5.13.3 Updating. The Secretary shall keep current the Rules of the Board and shall make any changes necessary therein, according to directives from the Board, to eliminate any inconsistencies.

5.14 ANNUAL REPORT

5.14.1 The President shall render an annual report on the condition, interests, activities and accomplishments of the Chapter during the year making recommendations with respect thereto. This report shall include reference to all changes in the Bylaws or Chapter Rules of the Board during the year.

5.14.2 The annual report shall also include the following financial information in appropriate detail, and each Member shall be notified each year of said Member’s right to receive a copy of this information.

5.14.2.1 The Chapter’s asset and liabilities, including trust funds, as of the end of the fiscal year.

5.14.2.2 The principle changes in assets and liabilities, including any trust funds during the fiscal year.

5.14.2.3 The Chapter’s revenues or receipts for the fiscal year, whether restricted or unrestricted as to their purposes.

5.14.2.4 The expenses or disbursements of the Chapter to both general and restricted purposes during the fiscal year.

5.14.3 Each year the membership shall be notified of any transaction in which one of the following parties was indemnified or advanced more than \$10,000 or any transaction of more than \$40,000 involving the following: The California Council, the Institute, or any Director or Officer of the Chapter, The California Council or Institute. If no such transactions took place during the preceding year, no notifications need be made.

5.15 BOARD POLICIES

5.15.1 Definitions of Policies. The Board may issue general statements that concern architects and architecture and a relationship with entities outside the AIA. They are to be effective until rescinded, “sunsetting”, or changed.

5.15.2 Positions. The Board or its authorized representatives may make statements concerned with specific matters. These may be pertinent for only a short time. Positions shall not contravene Board Policies.

5.16 INDEMNIFICATION

5.16.1 To the full extent permitted by law, the Chapter shall indemnify directors, officers, employees, and commission and committee members against reasonable expenses incurred when such person is or was a party or threatened to be made a party to any action, suit or proceeding by reason that he or she is or was a director, officer, employee, or commission or committee member of the Chapter.

5.16.2 Indemnification under this section shall be available with respect to any action, suit or proceeding, whether civil, criminal, administrative, or investigative.

ARTICLE 6 DELEGATES

6.0 DIRECTORS OF CALIFORNIA COUNCIL

Each year the Chapter members shall elect Directors and Alternate Directors to serve on the Board of the Council. Council Directors shall be the Delegates of Chapter members to the Council. Council Directors and Alternate Directors shall be members of the Institute in good standing.

6.01 Terms of Office

6.01.1 Directors shall serve for a term of two years. Directors whose terms have expired or are about to expire are eligible to stand for election for another two year term in that year or any other year, unless such term is automatically extended by virtue of election as a Chapter or Council Officer.

6.01.2 Alternate Directors shall serve for a term of one year.

6.02 Election

6.02.1 Directors of the California Council shall be the Chapter President, Vice President, Secretary and Treasurer.

6.02.2 The remaining Council Director positions shall be elected as described by these Bylaws for Chapter Officers and Directors.

6.02.3 The Chapter Board member elected by the Board to serve at-large on the Chapter Executive Committee shall also serve as First Alternate Council Director.

6.02.4 The immediate Past President of the Chapter shall serve as Second Alternate Council Director.

6.02.5 Any remaining positions for Alternate Council Director shall be elected by the Chapter Executive Committee.

6.02.6 In the event that a Council Director is elected as a Council Officer during or at the commencement of his/her term of office as Council Director, said Council Director's position shall be filled by one of the Alternate Council Directors in order of precedence.

6.03 Council Directors shall be obliged to attend all of the Chapter Board meetings and all pre-Council Board Meeting Caucuses scheduled by the Chapter as well as all Council Board Meetings. Failure to attend fifty percent (50%) of the scheduled Chapter Board Meetings shall result in removal as Council Director, at the discretion of the Chapter Board, and the position shall be filled by one of the Alternate Directors in order of precedence.

6.1 DELEGATES TO INSTITUTE CONVENTION

6.1.1 Chapter Architect Members and Intern and Associate members in good standing may volunteer to be delegates to the annual Institute Convention, provided they meet institute requirements for that position.

6.1.1.1 Only those Architect Members and/or Intern/Associate members who have indicated their willingness to attend the Convention, its business sessions, and such Convention-related meetings as may be called by the Board or the California Council are eligible.

6.1.1.2 Intern/Associate members delegates together may not comprise more than 33% of the number of delegates apportioned to the Chapter by the Institute, unless otherwise directed by the Institute.

6.1.2 Not less than forty-five days prior to the annual Institute Convention, the Chapter shall send notice, by mail to the membership, that volunteers are needed to serve as Chapter delegates to the Convention. The notice shall contain all information pertinent to the requirements of such service.

6.1.3 In the event that no eligible Chapter member can attend the Convention as a delegate, then the President shall appoint a proxy to cast the Chapter's vote in accordance with Institute Bylaws.

ARTICLE 7 COMMITTEES

7.0 AUTHORIZATION

The Board may authorize one or more committees to function in any field or activity within the powers of the Chapter and purposes of the institute. Each committee shall be of the size and composition, have the powers and duties, and perform the services prescribed by the Board, but none of them shall be delegated the authority of the Board itself.

7.1 DESIGNATION-STRUCTURE

7.1.1 Committees shall be designated as Basic committees, Standing Committees, or Special (Task Force) Committees dealing with subjects not already covered by the other committees as determined by the President. Such committees shall be dissolved upon completion of their assignment as determined by the President.

7.5 FUNCTION

The work of all committees shall be coordinated by an assigned member or members of the Board and may be assisted by assigned staff personnel as directed by the Board. Every committee may call and holding meetings and meet with other organizations or their representatives but no committee or any chairperson or member thereof shall obligate the Chapter financially or otherwise without prior approval of the Board.

ARTICLE 8 ADMINISTRATION

8.0 AUTHORITY

The affairs of the Chapter shall be governed by the Board.

8.1 OFFICE

The principal administrative office of the Chapter shall be within the Chapter boundaries, in the County of Los Angeles, State of California.

8.2 PERSONNEL

8.2.1 The general administration of the Chapter affairs shall under the direction of an Executive Director who shall be appointed by the Board and directed by and shall report to the President of the Board.

8.2.2 The Board may employ such other administrative professional, and technical personnel as it may deem necessary. Such personnel shall report, administratively, to the Executive Director.

8.2.3 Employed personnel shall have their duties and tenure, salaries, and compensation fixed, and reimbursement for expenses incidental to their responsibilities approved by the Board. No contract shall be made for tenure in excess of three years.

8.3 PROPERTY

8.3.1 All title to and interest in the assets and real and personal property of the Chapter are vested and shall remain in the Chapter until it is dissolved and its affairs terminated. In such event, its property shall be deemed to such corporations or organizations as may then be deemed by the Board best able to carry on the work of the Institute and the objects and purposes of this corporations as described in paragraph "Second" of the Article of Incorporation and in accordance with the provisions of paragraph "Seventh" of said Articles. In no event shall any distribution be made to any member of the Board or to Members, affiliates, or employees of the Chapter.

8.3.2 In furtherance of carrying on its affairs and exercising its powers, the Chapter may take and acquire real property for its own use by shall execute any chattel mortgage.

8.3.3 Only the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or device for or on behalf of their Chapter, and it shall not accept any gifts, bequest, or device if it will not promote the objects and purposes of the Chapter or if it and its administration will place an undue financial or other burden on the Chapter.

8.3.4 No assets or property of the Chapter valued in excess of one-fifth of the approved annual budget shall be acquired, leased, sold, mortgaged or hypothecated; except in the event of Chapter dissolution or for the purpose of exchange for asset or property of like value, without a prior affirmative vote of the Chapter.

8.3.4.1 A quorum for such action shall consist of not less than one-fifth of the assigned Members in good standing present in person or represented by written proxy at the meeting where this business is to be conducted. A two-thirds vote shall govern.

8.3.5 No property shall be acquired or disposed of by purchase sale, or lease, involving amounts in excess of one-fifth of the approved annual budget without a resolution of the Chapter at one meeting to take such action at a stated subsequent meeting and at that meeting, an affirmative vote of the Chapter. A quorum for such action is defined immediately above.

8.3.6 Approval for acquisition and/or disposal of any Chapter asset or property valued or less than one-fifth of the approved annual budget shall be by vote of two-thirds of the Board.

8.3.7 The privilege to use the seal, insignia, name and other intangible property of the Chapter in any manner is a revocable right granted only by the Board.

8.4 FISCAL YEAR

The Chapter fiscal year shall be the calendar year.

8.5 BUDGET AND APPROPRIATIONS

8.5.1 In November of each year the Board shall adopt an annual balanced budget for the following year showing the anticipated income and expenditures for that year and authorizing the necessary appropriations.

8.5.2 The Board may adjust expenditures and appropriations within the aggregate total fixed in the budget, or as may become necessary to maintain a balanced budget.

8.6 CONTRACTS

Every contract in excess of an amount as defined in the Rules of the Board shall be evidenced by a duly executed written agreement upon authority as stipulated in the Rules of the Board.

8.7 AUDITS

At the close of each Chapter Treasurer's term of office, the Chapter books shall be audited by a certified public accountant, In intervening years, the Chapter books shall be reviewed by a CPA. A copy of each audit and/or review shall be reviewed by the Finance Committee and provided to each Board Member.

8.8 GENERAL FUND DISBURSEMENTS

8.8.1 All money received as Chapter dues, assessments or contributions and those which do not fall under the classification of Special or Investment Funds, as later described, shall be deposited by the Treasurer to the General Fund in a commercial account in one or more banks designated by the Board.

8.8.2 Every disbursement of money from the General Fund shall be made by check of the Chapter signed by any two of the following: President, Vice President, Treasurer, Secretary or the Executive Director; however, whenever possible, one of the signatures shall always be that of the Treasurer. All bills shall be paid by such check except that small office bills may be paid in cash from a petty cash fund not to exceed two hundred dollars controlled by the Executive Director. Such cash payments shall be duly recorded in accordance with accepted accounting procedures and shall be available to review upon request.

8.9 SPECIAL FUNDS

8.9.1 The Board, by vote of two-thirds of its Members, may establish Special Funds from the General Fund or from other sources as appear to be in the Chapter's interests.

8.9.2 Such Special Funds shall be deposited in a commercial bank or a savings institution and shall not exceed the amount fully insured by the Federal Deposit Insurance Corporation (FDIC), the Federal Savings & Loan Insurance Corp. (FSLIC), respectively or its successor(s), receptively. They may be kept separate from, or assigned to other Chapter funds deposited in such bank or institution but shall be recorded separately.

8.10 INVESTMENT FUND

8.10.1 The investment fund shall consist of, but not be limited to Invested Funds, interest or dividends from invested funds, proceeds from the sale of securities, gifts to the fund, bequests, and money which has been designated by the Board for transfer from the General or Special Funds. The Investment Fund shall be administered by the Board.

8.10.2 All dividends and interest on securities together with all proceeds from the sale of securities shall be deposited as received in a savings institution and shall not exceed the amount fully insured by the FDIC, FSLIC, respectively, or its successor(s), respectively. When said account contains an amount considered by the Board for investment promising a better return, its major part may be invested.

8.10.3 The Treasurer shall cause all Chapters securities and/or other investment documents to be kept in a safe deposit box or by the safe-keeping department of an investment institution, in which case the Treasurer shall obtain from said institution at least one annual statement listing the Chapter securities held by it.

8.10.4 Investment funds may be withdrawn, securities, and other investments sold and the sums thus or otherwise obtained shall be invested or re-invested by affirmative vote of two-thirds vote of the Board after consultation with the Finance Committee and recording the written recommendation of this committee with regard to the proposed transaction.

8.10.5 Investment shall be limited to those appropriate for a prudent person.

8.11 MEMBER'S INTEREST

8.11.1 An unencumbered balance of income at the close of a fiscal year shall not be distribute as profits, dividends or otherwise.

8.11.2 If a membership of any class is terminated for any reason, or this Corporation is dissolved, then in either event no Member nor any of said Member's heirs or assigns shall have title to interest in, or right to use any property of this Chapter, or any right or privilege granted by its or its officers by reason of such membership.

8.12 CHAPTER'S FINANCIAL RECORDS

8.12.1 Chapter books shall be kept so that the General Fund account, Special Fund account(s) and the Investment Fund account are separately kept accounts.

8.12.2 All deposits with withdrawals shall be entered in the Chapter books and at least quarterly the Treasurer shall balance all accounts and reconcile them with the statement from the bank(s).

8.12.3 Membership Ledger. Chapter books shall include a membership ledger listing all individuals in the several classes of membership and showing the status of their accounts of Chapter dues and the amount and allocation of payments made by them. Such ledger findings shall be recorded monthly to show the number of each class of membership in good standing, in default, under recommended suspension or termination by the Chapter or the Council, under suspension by the Chapter or Council or Institute, if terminated, the date thereof.

8.12.4 Audit. As early as possible each year after completion of the annual audit or review for the prior year, the membership shall be informed of its basic items and total sums together with the corresponding information in the current budget.

ARTICLE 9 GENERAL PROVISIONS

9.0 PARLIAMENTARY AUTHORITY

9.01 The rules contained in “Robert’s Rules of Order, Revised” shall supplement both these Bylaws and the Chapter Rules of the Board and shall govern in all applicable cases which are not inconsistent or in conflict therewith.

9.02 The Board shall choose from its own members a ‘Parliamentarian’ and ‘Sergeant-at Arms’ to act in those capacities at all Board Meetings.

9.1 ENDORSEMENTS

Neither the Chapter, any or its Auxiliary Organizations, or its Sections, the Board, Officers, Directors, Committee members or employees in their capacities shall approve, sponsor, endorse, recommend, warrant or vouch for either directly or indirectly, any business enterprise 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 building, using distributing or dealing in such.

9.2 PUBLICATIONS AND NOTICES

9.2.1 The Chapter may prepare, edit, print sell or otherwise distribute any document, book, data, information or other literature promoting its object.

9.2.2 Chapter notices required to be issued by law or by these Bylaws which are printed in an official bulletin or communication and mailed to the members of all classes shall be considered as properly given and served.

9.3 AVAILABILITY OF RECORDS

Except to confidential files pertaining to individual Chapter Members as provided herein or as determined by the Board, all Chapter records and correspondence shall be open to inspection by any Chapter Member or Associate at the Chapter office during regular business hours.

ARTICLE 10 AMENDMENTS

10.0 INITIATION

Amendments to these Bylaws may be initiated by recommendation of the Board or by written petition of not less than five percent of the assigned Members in good standing.

10.1 SUBSTANTIVE AMENDMENT BY THE MEMBERSHIP

After due notice in accordance with provisions stated in Article 4, herein, these Bylaws may be amended at any regular meeting of the Chapter. A quorum at that meeting to take such action shall consist of not less than one-fifth of the assigned Members in good standing present or represented by written proxy. A two-thirds majority vote shall govern.

10.2 TECHNICAL AMENDMENTS BY THE BOARD

10.2.1 The Board, by affirmative vote of two-thirds, may amend any provision of these Bylaws to eliminate inconsistencies with amendments made by the Chapter or any other inconsistency.

10.2.2 The Board may direct the Secretary or the Executive Director to rearrange, retitle, or renumber the various Articles and Sections of these Bylaws as may appear necessary because of such amendment, ease of reference or for clarification.

10.3 APPROVAL BY THE INSTITUTE

10.3.1 After Chapter adoption, amendments to these Bylaws shall be forwarded promptly by the Secretary to the Institute, the Council and to Chapter Sections.

10.3.2 Amendments to these Bylaws shall not become effective until approved by the Institute, and for Council matters, by the Council.