



AIA Central Pennsylvania

A Society of The American Institute of Architects

CHAPTER BYLAWS

AIA CENTRAL PENNSYLVANIA CHAPTER

Chartered and incorporated in 1909, includes all of the Commonwealth of Pennsylvania embraced in the following counties: Cumberland, Dauphin, Franklin, Fulton, Juniata, Lancaster, Lebanon, Montour, Northumberland, Perry, Snyder, and York.

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TABLE OF CONTENTS

ARTICLE 1 – ORGANIZATION

1.0	GENERAL PROVISIONS.....	1
1.0.1	NAME.....	1
	1.0.1.1 RELATED INSTITUTE ORGANIZATIONS.....	1
1.02	OBJECTIVES.....	1
1.03	DOMAIN.....	1
1.04	ORGANIZATION.....	1
1.05	AUTHORITY.....	1
1.06	CONFORMITY WITH INSTITUTE POLICY.....	1
1.1	AFFILIATIONS WITH OTHER ORGANIZATIONS.....	2
1.1.1	PURPOSE OF AFFILIATIONS.....	2
1.1.2	AGREEMENTS OF AFFILIATIONS.....	2
	1.1.2.1 STATEMENT OF PURPOSE.....	2
	1.1.2.2 LIMITATIONS.....	2
	1.1.2.3 TERMINATION.....	2
1.1.3	PRIVILEGES OF AFFILIATED ORGANIZATIONS.....	2
1.2	ENDORSEMENTS.....	2

ARTICLE 2 – MEMBERSHIP

2.0	GENERAL PROVISIONS.....	3
2.0.1	CATEGORIES OF MEMBERSHIP.....	3
2.0.2	DEFINITIONS.....	3
2.0.3	QUALIFICATIONS.....	3
2.0.4	ENROLLMENT OF MEMBERS.....	3
2.0.5	ANNUAL DUES AND ASSESSMENTS.....	3
2.0.6	RESIGNATIONS.....	3
2.0.7	GOOD STANDING DEFINED.....	3
2.0.8	LOSS OR SUSPENSION OF INTERESTS, RIGHTS AND PRIVILEGES.....	3
2.1	ASSIGNED MEMBERS.....	4
2.1.1	GENERAL.....	4
2.1.2	ACTION ON APPLICATIONS.....	4
2.1.3	ADMISSION FEES PROHIBITED.....	4
2.1.4	TERMINATION.....	4
2.1.5	EMERITUS MEMBERS.....	4
2.2	UNASSIGNED MEMBERS.....	4
2.2.1	ADMISSION.....	4
2.2.2	RIGHTS AND PRIVILEGES.....	4
2.2.3	TERMINATION.....	4
2.3	AFFILIATE MEMBERS.....	5
2.3.1	ADMISSION.....	5
2.3.2	ADMISSION FEES.....	5
2.3.3	TERMINATION.....	5
2.3.4	RIGHTS AND PRIVILEGES OF AFFILIATE MEMBERS.....	5
2.3.5	AFFILIATE MEMBERS.....	5
2.3.6	STUDENT AFFILIATES – QUALIFICATIONS.....	5
2.3.7	HONORARY AFFILIATES.....	6
	2.3.7.1 QUALIFICATIONS.....	6
	2.3.7.2 NOMINATION AND ADMISSION.....	6
	2.3.7.3 RIGHTS AND PRIVILEGES.....	6

ARTICLE 3 – DUES, FEES AND ASSESSMENTS

3.0	ANNUAL DUES	7
3.0.1	OBLIGATIONS TO PAY DUES.....	7
3.0.2	AMOUNT OF ANNUAL DUES AND ADMISSION FEES.....	7
3.0.3	DUES UPON ADMISSION.....	7
3.0.4	GENERAL WAIVER OF ANNUAL DUES AND ADMISSION FEES.....	7
3.0.5	HARDSHIP DUES REDUCTION	7
3.0.6	EXEMPTIONS.....	7
3.1	ASSESSMENTS	7
3.1.1	AUTHORITY	7
3.1.2	NOTICE OF ASSESSMENTS	7
3.2	DEFAULT OF ANNUAL DUES AND ASSESSMENTS	8
3.2.1	ANNUAL DUES	8
3.2.2	ASSESSMENTS.....	8
3.2.3	NOTICE OF DEFAULT TO MEMBER.....	8
3.3	TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS	8
3.3.1	ASSIGNED MEMBERS.....	8
3.3.2	UNASSIGNED MEMBERS AND AFFILIATES.....	8

ARTICLE 4 – CHAPTER RELATIONSHIPS TO OTHER INSTITUTE ORGANIZATIONS

4.0	THE INSTITUTE	9
4.0.1	DELEGATES TO INSTITUTE MEETINGS.....	9
	4.0.1.1 DELEGATES SELECTION PROCEDURE	9
	4.0.1.2 ALTERNATE DELEGATE SELECTION PROCEDURE	9
4.0.2	NOMINATION AND ELECTION OF INSTITUTE DIRECTORS	9
4.1	STATE ORGANIZATION	9
4.1.1	DELEGATES TO THE STATE CONVENTION	9
	4.1.1.1 SELECTION OF DELEGATES	9
4.1.2	REPRESENTATION ON STATE ORGANIZATION BOARD.....	9
4.1.3	NOMINATIONS AND ELECTIONS	9
4.1.4	TERM OF REPRESENTATIVES.....	10
4.2	SECTIONS	10
4.2.1	ESTABLISHMENT OF SECTIONS.....	10
	4.2.1.1 PROCEDURE	10
4.2.2	SECTION MEMBERSHIP VOLUNTARY	10
4.2.3	SECTION DUES AND ASSESSMENTS	10

ARTICLE 5 – CHAPTER MEETINGS

5.0	REGULAR, ANNUAL AND SPECIAL MEETING	11
5.0.1	ANNUAL MEETING.....	11
5.0.2	REGULAR MEETINGS.....	11
5.0.3	SPECIAL MEETINGS.....	11
5.1	NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS	11
5.1.1	NOTICE OF CHAPTER MEETINGS	11
5.1.2	QUORUM AT MEETINGS	11
5.1.3	MINUTES OF MEETINGS.....	11
5.2	DECISIONS AT MEETINGS, ELIGIBILITY OF VOTING	11
5.2.1	MAJORITY VOTE.....	11
5.2.2	ROLL CALL VOTE	12

5.2.3	PROXIES	12
5.2.4	LIMITATIONS ON VOTING ELIGIBILITY	12
5.2.5	MAIL BALLOT.....	12

ARTICLE 6 – THE BOARD OF DIRECTORS

6.0	AUTHORITY OF BOARD OF DIRECTORS.....	13
6.0.1	POWERS.....	13
6.0.1.1	CUSTODIANSHIP	13
6.0.2	DELEGATION OF AUTHORITY	13
6.0.3	FREEDOM FROM COMMITMENTS.....	13
6.1	BOARD OF DIRECTORS.....	13
6.1.1	MEMBERSHIP OF THE BOARD OF DIRECTORS	13
6.2	ELECTION OF OFFICERS AND DIRECTORS	13
6.2.1	NOMINATIONS	13
6.2.2	ELECTIONS	14
6.2.3	TELLERS	14
6.2.4	TIE VOTE	14
6.2.5	RESULTS.....	14
6.3	TERMS OF OFFICE OF OFFICERS AND STATE DIRECTORS	14
6.3.1	TERM	14
6.3.2	VACANCIES.....	14
6.3.3	RESIGNATION.....	14
6.3.4	REMOVAL OF OFFICER OR STATE DIRECTOR.....	14
6.4	OFFICERS	14
6.4.1	OFFICERS	14
6.4.2	THE PRESIDENT.....	14
6.4.2.1	AUTHORITY	15
6.4.3	THE VICE PRESIDENT/PRESIDENT-ELECT.....	15
6.4.3.1	SUCCESSION	15
6.4.4	THE SECRETARY	15
6.4.4.1	REPORTS.....	15
6.4.4.2	DELEGATION OF AUTHORITY	15
6.4.4.3	SUCCESSION	16
6.4.5	THE TREASURER	16
6.4.5.1	REPORTS.....	16
6.4.5.2	DELEGATION OF AUTHORITY	16
6.4.5.3	LIABILITY	16
6.4.5.4	SUCCESSION	16
6.4.6	OFFICER PRO TEM.....	16
6.5	EXECUTIVE COMMITTEE	16
6.5.1	EXECUTIVE COMMITTEE.....	16
6.6	MEETINGS OF THE BOARD OF DIRECTORS	17
6.6.1	MEETINGS REQUIRED.....	17
6.6.1.1	REGULAR MEETINGS	17
6.6.1.2	SPECIAL MEETINGS.....	17
6.6.1.3	WAIVER OF NOTICE	17
6.6.2	QUORUM AND VOTE	17
6.6.3	MINUTES.....	17
6.7	REPORTS OF THE BOARD OF DIRECTOR.....	17
6.7.1	REPORT TO MEMBERS	17
6.7.2	REPORT TO INSTITUTE	17
6.8	COMMITTEES	18
6.8.1	FORMATION AND COMPOSITION	18

ARTICLE 7 - FINANCES

7.0	FINANCES	19
7.0.1	BUDGETS AND APPROPRIATIONS	19
7.0.2	EXPENDITURE LIMITATIONS	19
	7.0.2.1 GENERAL	19
	7.0.2.2 THE BOARD OF DIRECTORS	19
7.0.3	REVIEW OF FINANCIAL RECORDS	19
7.0.4	FISCAL YEAR	19
7.1	REAL AND PERSONAL PROPERTY	19
7.1.1	AUTHORITY	19
7.1.2	GIFTS	19
7.2	DIVIDENDS PROHIBITED	20
7.3	INSTITUTE PROPERTY INTERESTS	20

ARTICLE 8 – GENERAL PROVISIONS

8.0	EXECUTIVE OFFICE	21
8.1	RECORDS OPEN TO MEMBERS	21
8.2	PARLIAMENTARY AUTHORITY	21
8.3	LIABILITY, INDEMNIFICATION AND INSURANCE	21
8.3.1	LIABILITY	21
8.3.2	INDEMNIFICATION	21
8.3.3	INSURANCE	22

ARTICLE 9 - AMENDMENTS

9.0	AMENDMENTS AT MEETINGS OF THIS CHAPTER	23
9.0.1	NOTICE OF PROPOSED AMENDMENTS	23
9.0.2	BYLAWS RELATING TO ASSIGNED MEMBERS	23
9.1	AMENDMENTS BY THE BOARD OF DIRECTORS	23
9.1.1	CONFORMITY WITH INSTITUTE BYLAWS	23
9.1.2	DELEGATION OF AUTHORITY	23

ARTICLE 10 – DISSOLUTION OF CHAPTER

10.0	DISSOLUTION OF THIS CHAPTER	25
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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.0.1 Name. The name of this organization is AIA Central Pennsylvania Chapter, hereafter referred to as this Chapter.

1.0.1.1 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.0.2 Objectives. The objectives of this Chapter shall be to promote and forward the objectives of The American Institute of Architects within the assigned territory of this Chapter. The Institute objectives are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. (AIA Bylaws Section 1.0.2 and 4.0.3)

1.0.3 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: the counties of Adams, Cumberland, Dauphin, Franklin, Fulton, Juniata, Lancaster, Lebanon, Montour, Northumberland, Perry, Snyder, and York in the Commonwealth of Pennsylvania.

1.0.4 Organization. This Chapter is a non-profit membership corporation, incorporated in the Commonwealth of Pennsylvania on the eleventh day of November 1909, and chartered by the Institute on the eighth day of November 1909.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. (AIA Bylaws Section 4.051) The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.0.6 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. (AIA Bylaws Section 4.0.5.2 and 4.4.6.2) This Chapter shall cooperate with its state organization and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter. (AIA Bylaws Section 4.1.3)

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.1.1 Purpose of Affiliations. This Chapter may affiliate with 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 objectives of this Chapter will be promoted by such affiliation.

1.1.2 Agreements of Affiliation. Every affiliation must be confirmed by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement authorized by the Chapter and signed by a representative in good standing of the affiliated organization.

1.1.2.1 Statement of Purpose. Every agreement of affiliation shall state the purposes and objectives of the affiliation, the terms and conditions under which it is entered into, the duration, the objectives of the affiliate and the nature of its organizations, membership, government and operations.

1.1.2.2 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.1.2.3 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.1.3 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

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

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.0.1 Categories of Membership. The membership of this Chapter shall consist of:

a) Registered Architect members and Associate members of the Institute, who have been assigned to the Chapter (AIA Bylaws Section 4.1.4), or who have been admitted to unassigned membership in this Chapter, and

b) Affiliate members of the Chapter, who may be admitted to the Chapter as provided in Paragraphs 2.3.5 through 2.3.7.

2.0.2 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "affiliate" shall refer to affiliate members, student affiliates, and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.0.3 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership. (AIA Bylaws Section 4.0.5.3)

2.0.4 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication. (AIA Bylaws Section 4.1.5)

2.0.5 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3. (AIA Bylaws Section 3.1.5)

2.0.6 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary. (AIA Bylaws Sections 2.0.8.1 and 2.0.8.4)

2.0.7 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute. (AIA Bylaws Section 2.0.4)

2.0.8 Loss or Suspension of Interests, Rights and Privileges. A member who resigns,

or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter. (AIA Bylaws Sections 2.0.4, 2.0.8.4-2.0.8.5)

2.1 ASSIGNED MEMBERS

2.1.1 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws. (AIA Bylaws Sections 2.0.2 and 4.0.5.5)

2.1.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary/Executive Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application. (AIA Bylaws Section 2.0.5.2)

2.1.3 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter. (AIA Bylaws Sections 4.1.5, 4.3.2 and 4.4.6.3)

2.1.4 Termination. The death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter terminates assigned membership in this Chapter. (AIA Bylaws Section 2.0.8).

2.1.5 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. (AIA Bylaws Section 2.3.1) All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged. (AIA Bylaws Section 2.3.2)

2.2 UNASSIGNED MEMBERS

2.2.1 Admission. This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.2.2 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 5.2.4 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute. (AIA Bylaws Section 2.0.7.4)

2.2.3 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of

Directors may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.3.2.

2.3 AFFILIATE MEMBERS

2.3.1 Admission. The Board of Directors shall promptly act upon every application for admission to affiliate membership in this Chapter.

2.3.2 Admission Fees. Every applicant for an affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.0.2 of these bylaws.

2.3.3 Termination. Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an affiliate member for indebtedness as provided in section 3.3.2 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.3.4 Rights and Privileges of Affiliate Members. Affiliate members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee or commission of this Chapter.
- 2) May serve as a member at large of the Board of Directors.
- 3) May attend and speak but may not make motions or vote at any meeting of this Chapter, except while serving on any committee or as a member at large of the Board of Director of this Chapter.
- 4) Shall not be eligible to serve as an officer or state director.
- 5) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute. (AIA Bylaws 4.1.4.3).

2.3.5 Affiliate Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become affiliate members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Affiliate members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation. (AIA Bylaws 4.1.4.1)

2.3.6 Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter. (AIA Bylaws 4.1.4.2)

2.3.7 Honorary Affiliates.

2.3.7.1 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.3.7.2 Nomination and Admission. Any member of the Board of Directors may nominate a person eligible for Honorary Affiliate membership. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.3.7.3 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.3.4 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA Central PA Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.0.1 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.0.2 Amount of Annual Dues and Admission Fees. The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of affiliate members.

3.0.3 Dues Upon Admission. A newly admitted assigned or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay pro-rated annual dues in the year they are admitted.

3.0.4 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by affiliate members.

3.0.5 Hardship Dues Reduction. The Board of Directors 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 Board of Directors 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. (AIA Bylaws Section 3.1.2)

3.0.6 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.0.2.

3.1 ASSESSMENTS

3.1.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members at a Chapter meeting may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members at a Chapter meeting may levy an assessment on its Associate members and/or allied or affiliate members.

3.1.2 Notice of Assessment. Notice of the intention to levy an assessment stating the

amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.2.1 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.2.2 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.2.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.3.1 Assigned Members. At appropriate intervals, the Executive Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.3.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.0.1 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows (AIA Bylaws Section 5.2.1.3):

4.0.1.1 Delegate Selection Procedure. The Board of Directors shall appoint member delegates from among the assigned members of this Chapter, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.0.1.2 Alternate Delegate Selection Procedure. The Board of Directors may select the current Chapter President or an Executive Officer designee to block vote the assigned ballots for this Chapter.

4.0.2 Nomination and Election of Institute Directors. This Chapter shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization. (AIA Bylaws Section 4.4.1.1)

4.1 STATE ORGANIZATION

4.1.1 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.1.1.1 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors /members attending the annual meeting of the Chapter.

4.1.2 Representation on State Organization Board. At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more representatives, as may be required by the State Organization bylaws, to represent the members of this Chapter in the State Organization, as state directors.

4.1.3 Nominations and Elections. Nominations and elections of Chapter representatives

to the State Organization board shall be made at the same time and in the same manner as for the officers of this Chapter.

4.1.4 Term of Representatives. Each representative shall serve for the term of one year, or as required by the State Organization. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the President-Elect shall serve in the case of resignation or incapacity of the President.

4.2 SECTIONS

4.2.1 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.2.1.1 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

4.2.2 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute. (AIA Bylaws Section 4.22)

4.2.3 Section Dues and Assessments. Sections may levy dues and assessments on members of the section.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting at a time designated by the Board of Directors, for the purpose of nominating and electing the officers, directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.0.2 Regular Meetings. This Chapter shall hold regular meetings at times designated by the Board of Directors.

5.0.3 Special Meetings. A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than fifteen percent (15%) of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.1.1 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten (10) business days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten (10) business days prior to the meeting.

5.1.2 Quorum at Meetings. At any meeting of this Chapter, ten percent (10%) of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.1.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.2.1 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.2.2 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.2.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

5.2.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: (AIA Bylaws Sections 2.0.7.4 and 4.0.5.5)

- 1) Matters so designated elsewhere in these bylaws;
- 2) Elections of Institute Directors; delegates to meetings of the Institute and the State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Architect members shall be limited to Architect Members;
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute;

5.2.5 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

ARTICLE 6 THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.0.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers, state directors, immediate past president, committee chairpersons, and appointed members at large of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the Commonwealth of Pennsylvania, the articles of incorporation and by these bylaws.

6.0.1.1 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objectives of this Chapter.

6.0.2 Delegation of Authority. Neither the Board of Directors nor any officer or state director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.0.3 Freedom from Commitments. No committee, commission, officer, state director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 BOARD OF DIRECTORS

6.1.1 Membership of the Board of Directors. The assigned members of the board shall consist of the Officers, State Directors, Immediate Past President, and Committee/Commission chairpersons. The Board of Directors may also appoint five (5) members at large to the Board of Directors with the concurrence of the Executive Committee; two (2) Associate members, one (1) Affiliate member, one (1) Student affiliate, and one (1) Honorary Affiliate member to serve a term of one year or until a successor is appointed.

6.2 ELECTION OF OFFICERS AND DIRECTORS

6.2.1 Nominations. Nominations for each office and for each state directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and state directorships.

6.2.2 Elections. The nominee for an office or state directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or state directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the Secretary on ballots for voting by secret ballot shall place the name of each nominee for each office and each state directorship.

6.2.3 Tellers. The President may appoint up to three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.2.4 Tie Votes. In the event of a tie vote, the list of nominees for each office and each state directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

6.2.5 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

6.3 TERMS OF OFFICE OF OFFICERS AND STATE DIRECTORS

6.3.1 Term. Each officer shall serve a term of one year or until a successor has qualified. Each state director shall serve a term as defined by the State Organization.

6.3.2 Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the un-expired term of office.

6.3.3 Resignation. Any officer or state director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or state director.

6.3.4 Removal of Officer or State Director. Any or all of the officers and state directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.4 OFFICERS

6.4.1 Officers. The officers of this Chapter shall be the President, Vice President/President-elect, Secretary and Treasurer. If only three of the four positions are filled, the Vice President/President-elect shall undertake the duties and responsibilities of Secretary.

6.4.2 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

6.4.2.1 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the Board of Directors has specifically authorized the obligation or commitment.

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

6.4.3.1 Succession. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.4.4 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.4.4.1 Reports. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and state directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.4.4.2 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.4.4.3 Succession. The Secretary shall succeed to the office of Vice President/President-elect upon expiration of the term of office of the Vice President/President-elect.

6.4.5 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.4.5.1 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.4.5.2 Delegation of Authority. 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. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all 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.

6.4.5.3 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, and income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.4.5.4 Succession. The Treasurer shall succeed to the office of Secretary upon expiration of the term of office of the Secretary.

6.4.6 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who 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.

6.5 EXECUTIVE COMMITTEE

6.5.1 Executive Committee. There shall be an Executive Committee of the Board composed of the President, President-elect, Secretary and Treasurer. The Board of

Directors may select, by a majority vote of the directors in attendance, from the directors, one (1) director to serve as a fifth member of the Executive Committee. This director may serve as a temporary or as a continuing member of the Executive Committee at the discretion of the Board.

6.6 MEETINGS OF THE BOARD OF DIRECTORS

6.6.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.

6.6.1.1 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it.

6.6.1.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.6.1.3 Waiver of Notice. Either the call or notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.6.2 Quorum and Vote. A majority of the assigned members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

6.7 REPORTS OF THE BOARD OF DIRECTORS

6.7.1 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.7.2 Report to Institute. The Board of Directors or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matters and in the form

required by it.

6.8 COMMITTEES

6.8.1 Formation and Composition. The Board of Directors may form committees to carry out the work of the Chapter. The Board of Directors shall determine the charge and duration of each committee. The President shall appoint the members of committees with the concurrence of the Board of Directors.

ARTICLE 7 FINANCES

7.0 FINANCES

7.0.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.0.2 Expenditure Limitations.

7.0.2.1 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.0.2.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.0.3 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.

7.0.4 Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

7.1.1 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

7.1.2 Gifts. Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objectives and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter. (AIA Bylaws Section 7.2)

7.3 INSTITUTE PROPERTY INTERESTS

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. (AIA Bylaws Section 4.0.8)

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Secretary, who shall be employed by and report to the Board of Directors. The Executive Secretary shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Secretary shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors as a member ex officio without vote;
4. Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

8.2 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 such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.3.1 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.

8.3.2 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.

8.3.3 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.

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.0.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.0.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.1.1 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws. (AIA Bylaws Section 4.0.6)

9.1.2 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

**ARTICLE 10
DISSOLUTION OF CHAPTER**

10.0 DISSOLUTION OF THIS CHAPTER

Upon dissolution of this Chapter, its net assets, after payment of claims and expenses, shall be paid to the American Institute of Architects, or, if the Institute Board so resolves, to any other non-profit organization or organizations, the purposes of which are similar to this Society.

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