

BYLAWS
AIA TENNESSEE
A STATE SOCIETY OF
THE AMERICAN INSTITUTE OF ARCHITECTS
Revised August 2014

ARTICLE 1 ORGANIZATION, COMPOSITION AND GENERAL POWERS

1.1 Name

1.1.1 This "Society". The name of this organization is AIA Tennessee, a State Society of The American Institute of Architects.

1.1.2 Related Institute Organizations. In these Bylaws the above named AIA Tennessee is referred to as this "Society"; the governing Board of this Society as the "Board of Directors"; the Chapter or Sections of Chapters as "Local Chapters" or "Sections of Chapters" within the State of Tennessee; the Gulf States Regional Council as the "Regional Organization"; The American Institute of Architects as the "Institute" and the Board of Directors of the Institute as the "Institute Board".

1.2 Objects and Powers

1.2.1 Objects. The objects of this Society shall be to promote and forward the objects of the American Institute of Architects within the State of Tennessee, which 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 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.

1.2.2 Powers. The powers of this Society shall be as provided in the laws of the State of Tennessee and the Institute Bylaws.

1.3 Organization

This Society is a nonprofit membership organization duly incorporated on the 14th of December 1967 as a general welfare organization pursuant to the laws of Tennessee, particularly TCA Section 48-51-101, et sequitur.

1.4 Territory

The territory within which this Society shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute as the State of Tennessee.

ARTICLE 2 MEMBERSHIP

2.1 Members: General Provisions

2.1.1 Classes of Membership. The members of this Society shall consist of the Institute Members who have been assigned by the Institute to membership in a Chapter or Section of a Chapter within the State of Tennessee, or who have been admitted to membership in a Chapter or Section of a Chapter within the State of Tennessee as provided in paragraph 2.3; Allied Members as provided in paragraph 2.4; and of the Honorary Affiliates it may admit as provided in Paragraph 2.5.

2.1.2 Qualifications. This Society shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.1.3 Non-Resident Status. Non-resident status shall be provided for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members shall have the same rights and privileges as other members in the same category, except that this Society may lower annual dues, supplemental dues and/or assessments for such members as provided in Article 7.

2.1.4 Enrollment of Members. Every member assigned to or admitted by this Society shall be duly notified to that effect by the Institute and this Society, and shall be enrolled by the Secretary as a member of this Society.

2.1.5 Annual Dues and Assessments. Every member of this Society shall pay the annual dues and assessment of this Society as determined in Article 7.

2.1.6 Resignations. Any member admitted to this Society, other than an assigned member, may resign from this Society provided such member present a resignation in writing to the Secretary and if the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter was received by the Secretary.

2.2 Assigned Members

- 2.2.1 General. The qualifications, rights and privileges of assigned Institute Members and Associate Members shall be as provided in the Institute Bylaws.
- 2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to a Chapter or Section of a Chapter within the state of Tennessee is filed with this Society, the Secretary shall forthwith enroll the applicant as a member and shall announce such membership in its next official roster publication.
- 2.2.3 Transfers. This Society shall not delay or impede the transfer of any assigned member of this Society in good standing, who has applied for admission to another Chapter of the Institute.
- 2.2.4 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Society.
- 2.2.5 Termination. Each assigned member of this Society shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute. Associate membership shall ipso facto be terminated on January 1 of the year following receipt by an associate member of the initial license to practice architecture.
- 2.2.6 Members Emeriti. Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member Emeritus of the Society. All rights, interests, privileges, titles, liabilities and obligations, other than the payment of annual and/or assessments, shall remain unchanged.

2.3 Unassigned Members

- 2.3.1 Admission. This Society without action by the Institute, shall admit to unassigned membership in this Society an Institute Member or Associate Member assigned to another Chapter and admitted to a Chapter or Section of a Chapter within the State of Tennessee, provided that such Chapter notifies this Society in writing directly to the Board of Directors explaining the reasons for such unassigned membership. This Society will so notify acceptance in writing to the requesting Chapter.
- 2.3.2 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Society of an assigned member, except that an unassigned member shall not hold any office or directorship in this Society, vote at any of its

meetings on matters described in paragraph 4.3.4 nor represent its members as a delegate or otherwise at any meeting of the Institute.

- 2.3.3 Termination. An unassigned member shall remain a member of this Society until such membership in the Institute is terminated or until such member resigns in accordance with paragraph 2.1.6. The Board of Directors of this Society may terminate unassigned membership in this Society for indebtedness to it.

2.6 Honorary Affiliate Members

- 2.6.1 Qualifications. A person of esteemed character who is not eligible for membership in the Institute or this Society but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith, within the territory of this Society, may be admitted to honorary affiliate membership as an Honorary Affiliate Member.

- 2.6.2 Nominations and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. 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 of its regular meetings, after the nomination of a person for Honorary Affiliate membership, may admit such person as an Honorary Affiliate Member.

2.6.3 Rights and Privileges

- .1 Shall not pay any admission fee or annual dues to this Society, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
- .2 May attend, and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motions, nor vote at any meeting of this Society;
- .3 Shall not be eligible to serve as an officer or director or to chair a committee of this Society, nor serve on any of its committees except as advisor;
- .4 May use the title "Honorary Affiliate Member of AIA Tennessee", which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Affiliate Member" be printed in smaller size type than the remainder of the title, but may not use the initials AIA nor the phrase

"the American Institute of Architects" alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Society or the Institute.

2.7 Member Classification

Any member of the Society whose membership classification has been changed in the Chapter of which he or she is a member, shall automatically be reclassified as to this membership in the Society upon notice to the Secretary of this Society from the Chapter Secretary, indicating that such reclassification has been accomplished.

2.8 Membership Roll

2.8.1 Data from Chapters. The Society shall obtain from all Chapters of the American Institute of Architects and organizations sponsored by AIA Tennessee within the State of Tennessee, not later than the 15th of January of each year, the names, classifications and addresses of all Institute members, Associate members, Emeritus members, Directors and Officers of each Chapter or Section of a Chapter in good standing as of the first day of January of that year.

2.8.2 Roster Update. Each Chapter and/or Section of a Chapter shall periodically, not less than twice yearly, update to this Society all resignations, suspensions, expulsions, or defaults of its members to keep the Society's records up to date and complete for membership.

ARTICLE 3 CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

3.1 The Institute

3.1.1 Delegates to Convention of the Institute. The Society shall be represented at the Annual Meeting of the American Institute of Architects in accordance with the Institute ByLaws relating to State organizations. The representation of such Annual Meeting shall be by delegate, who shall be the President. In the absence of the President, the order of succession shall be the President-Elect, the Vice President and the Secretary and the Treasurer.

3.1.2 Reports. The Secretary shall furnish the Institute with reports, as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Society required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfer or defaults of its assigned members.

ARTICLE 4 MEETINGS

4.1 Meetings

4.1.1 Annual Meeting. This Society shall hold an annual Meeting of the Membership not later than November 30 of each year, at such time and place as shall be designated by the President, within the State of Tennessee or some other location subject to the approval of the Executive Committee, for the purpose of electing the officers of the Society to succeed those whose terms are about to expire, for receiving the annual reports of the President, the Secretary and the Treasurer; and for the transaction of such other business as may properly come before such meeting.

4.1.2 Special Meetings. Special meetings of the Membership of the Society shall be held whenever such a meeting is called by: (a) a vote of a majority of the Members at a meeting of the Society; (b) a two-thirds vote of the entire Board of Directors; (c) resolutions adopted by a majority of the Chapters within the State of Tennessee; or (d) a written petition to the Board of Directors signed by not less than 25 percent of all Members of the Society. Any resolution, whether adopted by a vote or a majority of the Chapters, or any written petition shall spell out the purposes for which the meeting is to be called and held. The Board of Directors shall call a Special Meeting for the purposes set out in such resolution or petition within thirty (30) calendar days after the proposal is received. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2 Notice; Quorum; Minutes

4.2.1 Notice and Call of Meetings. A notice of each meeting of this Society, stating the time and place thereof shall be served by the Secretary on every member, by mailing it to the address of such member on file with the Secretary. The notice of each annual meeting, and the call and notice of each special meeting, shall be served at least fifteen (15) calendar days before the date fixed for the meeting except as otherwise required by paragraph 7.2.2 and 13.1.1 of these Bylaws. The time of serving shall be deemed to be the date on which the notice or the call and notice was mailed or sent by e-mail prior to the meeting.

4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Society. A quorum for a meeting of this Society shall consist of those members present, provided the entire membership has been notified in writing, at the last known address, or by e-mail at least seven (7) days in advance.

4.2.3 Minutes of Meetings. Written minutes of every meeting of this Society, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Society. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Society.

4.3 Decisions at Meetings, Eligibility for Voting

4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present in person and eligible to vote except as required by Paragraph 4.3.2, 4.3.4, 4.5.3, 7.1.1 and 7.2.1 of these Bylaws.

4.3.2 Roll Call Vote. A roll call vote shall be taken at the chair's discretion or whenever one third of the voting members present in person shall so require.

4.3.3 Proxies. There shall be no voting by proxy at a meeting of this Society.

4.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

- .1 Amendments to these Bylaws relating to assigned members;
- .2 Matters so designated elsewhere in these Bylaws;
- .3 Election of Officers;
- .4 Instructions to Delegates;
- .5 Any matters relating to membership, such as passing on admission of applicants;
- .6 Dues and assessments for Institute members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
- .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Society;
- .8 Any matters relating to the Institute's Code of Ethics and Professional Conduct, on which voting shall be limited to Institute Members.

- .9 All other matters so ruled by the Chair, such rulings being reversible only by a three-fourths vote of the assigned members present and voting at the meeting.

4.4 Election of Officers and Directors

4.4.1 Nominations.

- .1 Nominations for each office of this Society about to become vacant shall be made at the Annual Meeting.
- .2 There shall be a Nominating Committee, composed of one member from each Chapter or Section of Chapter, whose members shall be appointed by the President; said Committee shall nominate a candidate for the office of President, President-Elect, Vice President, Secretary and Treasurer, to be elected at the Annual Meeting of the Society. The Chairman of the Nominating Committee, who shall be appointed by the President, shall coordinate the work of the committee.
- .3 Chapters or Sections of Chapters may nominate candidates by resolution signed by the President and Secretary of the Chapter. Said resolutions will be sent to the President of the Society 30 days prior to the Annual Meeting.
- .4 Gulf States Regional Director: AIA Tennessee shall provide ONE candidate to the Gulf States Regional Council for election as an AIA National Director as spelled out in the Regional By-Laws when the state rotation returns to Tennessee. The candidate shall be elected at the annual membership meeting of AIA Tennessee preceding the January Grassroots meeting. Nominees shall be solicited through the newsletter and other regular means of communication. If more than one nominee is brought forward, a majority vote of the membership at its annual meeting shall determine the Candidate for Regional Director, to be ratified by the Gulf States Regional Council.

- 4.4.2 Voting. The Chairman of the Nominating Committee shall make a report of the nominations at the Annual Meeting, after which the presiding officer will receive nominations from the floor. If there is only one nominee for each office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting

shall be by secret ballot in accordance with the procedure prescribed by law and the provisions of Paragraph 4.5.

4.5 Balloting Procedures

4.5.1 Tellers. Balloting shall be in the charge of three tellers appointed by the President, who shall be assigned 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.

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

4.5.3 Election. The nominee for an office who receives a plurality of the ballots cast for the office shall be elected thereto.

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

ARTICLE 5 THE BOARD OF DIRECTORS

5.1 Affairs of the Society

The conduct of the affairs of the Society, and its administration, shall be committed to the following officers and directors, whose authority shall be set out hereinafter.

5.2 Membership

5.2.1 Chapter Representation. The members of the Board of Directors shall be chosen by the individual Chapters and Sections of Chapters. Each Chapter President shall automatically serve as a director on the Board of Directors or shall designate another Chapter member to serve in his stead. In addition to the Chapter President or his or her designee, each Chapter shall elect one additional Director for each 100 assigned members or portion thereof. Additional persons eligible to represent such Chapters may be chosen, in the following order of priority, as to their eligibility:

.1 The Immediate Past Chapter President

.2 The Chapter Vice-President

.3 Such other Members as the Chapter may elect.

The foregoing order of priority shall serve as a guide only in the election of Directors and is not mandatory.

5.2.2 Officers of the Society. President, President Elect, Vice President, Past President, Secretary, Treasurer. Membership of the Board of Directors shall automatically include the following, each of which shall serve as a director on the Board of Directors. Their membership on the Board of Directors shall be included in determining the number of directors to which their individual Chapters are entitled.

.1 The President, President Elect and Vice President of the Society shall be elected at the Annual Meeting of the Society from the membership of the Society as here before provided to serve a term of one year, by vote of the Members of the Society. The terms of office of said officers shall begin on January first of the year following their election. The offices of Secretary and Treasurer are elected in the same fashion, but for a two year term; and the offices of Secretary and Treasurer may be held by a single individual qualified for such office.

.2 The immediate Past-President of the Society shall serve as a Director for one year. His or her term shall begin upon assumption of office by the new president.

5.2.3 Ex Officio Members of the Board of Directors.

.1 The Dean of any College of Architecture of an NAAB accredited curriculum shall serve as an ex officio member of the Board of Directors with full voting powers, provided the Dean is a member of the American Institute of Architects. The Dean may on occasion send a proxy when prohibited from attending board meetings.

.2 The Board of Directors can create such ex officio members as it deems necessary, with such powers and restrictions as it sets forth.

5.2.4 Director Replacement. In the event a Director's office shall become vacant for nonparticipation or for any other reason, the Secretary shall immediately notify the Chapter in which such Director holds membership and which shall designate another Director from within 60 days following date of such notice. In the event such chapter

shall not designate a director within said 60 day period, the Board of Directors may designate a successor Director, following the provisions as to eligibility hereinbefore set out.

5.3 Authority

5.3.1 Rights of Powers Vested. All of the rights and powers which may be exercised by this Society shall be vested in the Membership. These rights and powers shall be subject to exercise or change by the Membership at the Annual Meeting or a duly called Special Meeting of the Society.

5.3.2 Board of Directors Authority. The Board of Directors shall, within limits of the governing provisions of the American Institute of Architects, the Regional Council, and the provisions of these Bylaws, and the laws of the State of Tennessee, make all decisions as to policy to be followed and actions to be taken, funds to be appropriated and disbursed, and shall be the governing body for this Society.

.1 The Board of Directors shall have authority to manage, direct, control and administer property, affairs and business of the Society and in the interim between annual meetings, within the appropriations made therefor, shall put into effect all general policies, directions and instructions adopted at any meeting of the Society; shall authorize the issuance and mailing of such bulletins and publications to its members and others as it shall deem expedient; and shall establish and adopt rules and other regulations, supplementing, but not to conflict with these Bylaws, to govern the use of the property, name, initials, symbols and insignia of the Society; and to govern affairs of the Society.

.2 The Board of Directors shall govern the expenditure of all funds of whatever nature. No officer, director, committee or committee member shall incur any financial obligation for the Society without first having obtained the approval of the Board of Directors and its authority to act for the Society.

.3 The Board of Directors shall not borrow money on behalf of the Society, except by express approval adopted by resolution of the Membership.

5.3.3 Chief Staff Executive

- .1 The Board of Directors may, by resolution, establish the office of Chief Staff Executive who shall have charge under the supervision of the President and Secretary and Treasurer, of the administrative and executive offices of the Society. The Board of Directors may also establish an assistant or assistants to the Chief Staff Executive.
- .2 The Board of Directors shall select and employ the Chief Staff Executive, and such assistant(s) as it shall deem necessary; upon such terms and conditions as the Board of Directors shall negotiate. The Chief Staff Executive shall serve as Assistant Secretary-Treasurer and shall have such authority as shall be delegated to him/her by the Secretary-Treasurer with the approval of the Board of Directors.
- .3 The Chief Staff Executive shall be the administrative officer of the Society, and shall have general management of the administrative affairs subject to the general direction and control of the President and the Board of Directors.

5.3.4 **Executive Committee.** The Board of Directors may establish within its membership an Executive Committee, which shall include the duly elected officers of the Society and other designated representatives. Such Committee shall have such power to act for the Board of Directors between regular meetings as shall be granted by the Board, but shall have no power to fix, determine or assign dues or to incur financial obligation not previously authorized.

5.4 Awards

As funds or other means become available, this Society may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Society. Each award shall be bestowed for and on behalf of this Society by the concurring vote of two-thirds of total membership of the Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship, or otherwise as the Board of Directors shall determine.

5.5 Delegation of Authority

Neither the Board of Directors, Executive Committee, Chief Staff Executive, nor any officer or director of this Society shall delegate any of the authority, rights or powers conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

5.6 Meetings

5.6.1 Meetings required. The Board of Directors must hold at least two (2) regular meetings each, at such time and place as the President shall delegate in order to transact business. Provided, however, one meeting shall be held immediately prior to the opening of the Annual Meeting of the Society.

5.6.2 Special Meetings. A special meeting of the Board of Directors may be called by the President, or upon resolution adopted by a majority of the members of the Board of Directors. 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 thereat, and only the business stated in the call and notice shall be transacted at the special meeting.

5.6.3 Officer Pro Tem. In the absence of the President, President Elect, Vice President, Secretary or the Treasurer, the Board of Directors shall elect from its membership a Chairman Pro Tem, a Secretary Pro Tem or a Treasurer Pro Tem, as the case may be. Each such officer 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.

5.7 Notices and Calls of Meetings

5.7.1 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be sent in writing by the Secretary to each member of the Board of Directors, posted in the United States mail or sent by email to the email address on file with the Secretary not less than fourteen (14) days prior to the date fixed for the meeting.

5.7.2 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both may be waived by the written waiver of consent of all members of the Board of Directors.

5.7.3 Irregularity in or Failure of Notice. Any irregularity in or failure of notice of a regular meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.

5.8 Quorum at Meetings; Decisions; Minutes

- 5.8.1 Quorum. A quorum of the members of the Board of Directors shall be composed of those members present, provided the entire Board has been notified in writing, at the last known address, at least seven days in advance.
- 5.8.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a majority of the total members present except as otherwise required by paragraphs 4.1.2, 5.4, 7.1.1, 7.2.1, 11.2, 11.3, 13.1.3 of these Bylaws.
- 5.8.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Society. The minutes of each meeting shall be signed by the Secretary, the President or other officer who presided at the meeting and shall be approved by a subsequent meeting of the Board of Directors.

ARTICLE 6 OFFICERS

6.1 Officers

The officers of this Society shall include a President, President-Elect, Vice President, a Secretary and a Treasurer, all of which shall be assigned members of Chapters or Sections of Chapters within the State of Tennessee.

6.2 Election of Officers

- 6.2.1 President, President Elect, Vice President, Secretary and Treasurer. The officers of the Society consisting of a President, President-Elect, Vice President, Secretary and Treasurer shall be elected at the Annual Meeting of the membership of the Society as here before determined. The President shall not be elected directly unless the President-Elect is unable or unwilling to assume the office of President. Provided the Society has no President- Elect at the time of the Annual Meeting, a President will also be elected.
- 6.2.2 Terms of Office. All officers will serve a one year term, beginning January first of the year following the Annual Meeting except for the Secretary and the Treasurer who shall serve for two year terms. The President of the Society shall not serve concurrently as President of any Chapter.

6.3 The President

6.3.1 Duties. The President shall be the administrative head of the Society; shall exercise general supervision over the affairs of this Society, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision over the affairs of this Society, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer; and shall preside at every meeting of this Society and of the Board of Directors; shall appoint all Committees; shall, together with the Secretary, sign all contracts, legal documents and agreements for and in the name of this Society, but only when so authorized by the Board of Directors; have charge of and exercise general supervision over the offices and employees of this Society; and shall perform all other duties usual and incidental to the office.

6.3.2 Authority. The President shall act as spokesperson of this Society 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 Society unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.4 The President-Elect

6.4.1 Duties. The 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.

6.4.2 Succession. The President Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.5 The Vice President

6.5.1 Duties. The Vice President shall possess all the powers and perform all the duties of the President-Elect in the event of the absence of the President-Elect or of the President-Elect'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.

6.5.2 Succession. The Vice President shall succeed to the office of President-Elect upon expiration of the term of office of the President-Elect.

6.6 The Secretary

6.6.1 Duties. The Secretary shall together with the President and when so authorized by the Board of Directors, or the membership, sign all contracts, legal documents and agreements for and in the name of this Society; shall present a written report of the affairs of his or her office at each regular meeting of the Board of Directors; shall act as the recording and corresponding secretary and as secretary of meetings of this Society and of the Board of Directors; have custody of and shall safeguard and keep in good order all property of this Society, except property that is placed under the charge of the Treasurer; issue all notices of this Society; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Society, 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 Society; in collaboration with the President, have charge of all matters pertaining to the meetings of this Society; shall cause to be exhibited any and all data, records, correspondence, documents and any other information, whenever so required by the President or Board of Directors; and shall perform all other duties usual and incidental to the office.

6.6.2 Delegation of Authority. The Secretary may delegate to the Chief Staff Executive or other assistant employed by this Society the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the property of this Society, 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.

6.7 The Treasurer

6.7.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Society; prepare the budgets, collect amounts due this Society, and give receipts for and have the custody of its funds and monies and together with the President or Chief Staff Executive sign all checks for the Society; 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 shall perform all duties usual and incidental to the office.

6.7.2 Reports. The Treasurer shall make a written report to each Annual Meeting of this Society and a written report to each meeting of the Board of Directors. Each of said

reports shall set forth the financial condition of this Society, 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 Society.

6.7.3 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Society that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate the signing of checks to any other officer of the Society, provided that this delegation is made in writing, is for a specific term, and is on file with the President and the Society office prior to implementation. The Treasurer may delegate to the Chief Staff Executive or other assistant employed by this Society the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Society or the signing of any document requiring the signature of the Treasurer.

6.7.4 Succession. The retiring Treasurer shall submit an audit of the books, prepared by a firm authorized and designated by the Board of Directors at the completion of his term of office and turn over to his or her successor a copy of the closing financial statement and audit all the records and books of account, and all monies, securities, and other valuable items and papers belonging to the Society that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same, and if found correct, shall give the retiring Treasurer a receipt therefor a complete release of the retiring Treasurer from any future liability.

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

6.7.6 Fidelity Bond. The Board of Directors shall provide either a Policy of Insurance or require a fidelity bond for the President, Secretary, Treasurer and Chief Staff Executive, in favor of this Society, in a sum which shall be fixed from time to time by the Board of Directors. Such policy or bond shall be issued by a company satisfactory to the Board of Directors, and shall insure reimbursement to this Society by said company the sum fixed by the Board of Directors, in the event of the death, resignation, or removal from office of the above named officers, for any and all loss this Society may sustain or monies, funds, securities, negotiable instruments, or other personal property belonging to this Society that may have come into the hands or possession of the above named officers, including that for which the Treasurer is responsible.

ARTICLE 7 DUES, FEES, ASSESSMENTS AND FINANCES

7.1 Basic Annual Dues

7.1.1 Amount of Basic Annual Dues. The Board of Directors, by the concurring vote of two thirds of its entire membership and by the concurring vote of not less than a majority of the Society's assigned Institute Members present in person at its regular Annual Meetings, may change, before the end of any fiscal year, the Basic Annual Dues to be paid by each category of membership for the immediately succeeding fiscal year, unless changed by action above at the Annual Meeting of the Society, the amount of Basic Annual Dues shall remain unchanged.

.1 Every Institute Member shall pay Annual Dues as may be fixed from time to time by action of the membership in 7.1.1 above.

.2 Every Associate Member shall pay such Basic Annual Dues as may be fixed from time to time by action of the membership in 7.1.1 above.

7.1.2 Payment of Dues. Society Dues shall be billed by the Executive Office and all members shall remit dues to the Executive Office.

7.1.3 Period of Annual Dues. All dues shall be due and payable to this Society on the first day of January of each fiscal year.

7.1.4 Allocation of First Year Basic Annual Dues. If an Assigned Member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall bill the entire basic annual dues for the year of the admission, if such a member is admitted during the second or third quarter of the fiscal year, the Treasurer shall allocate an amount equal to two-thirds of the basic annual dues as dues for the year of the admission; and if the member is admitted during the last quarter of the fiscal year the Treasurer shall bill an amount equal to one-third of the basis annual dues as the dues for the year of the admission.

7.1.5 Individual Exemption from Payment of Dues. A Member of this Society who is exempted from the payment of dues to the Institute shall be exempted from payment of Annual Dues for this Society.

7.1.6 Individual Remission of Annual Dues. The Board of Directors, by the vote of a majority of those present at any meeting may, in exceptional instances and under exceptional

circumstances and for what it deems adequate cause, remit the Annual Dues of any member in whole or in part for any year and such remission may be made retroactive.

7.2 Assessments

7.2.1 Authority. This Society by a vote of the Board of Directors and the Membership as described in 7.1.1 above may levy an assessment on its assigned Institute Members and its Associate Members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed the amount of the annual dues required to be paid by such members for that year.

7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, shall be mailed to every member not less than 30 days prior to the meeting of this Society at which the proposed assessment is to be voted on.

7.3 Default of Annual Dues and Assessments

7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount of the required Annual Dues for the then current fiscal year on or before March 31, shall be in default for the unpaid amount.

7.3.2 Due Date for 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.

7.3.3 Notice of Default of Member. Every member who is in default to this Society shall be given thirty days notice in writing of the Society's request for termination by the Institute because of said default.

7.3.4 Notice of Default to the Institute. At the end of the first three months period of each fiscal year, at the end of each fiscal year, and at such other times as the Institute requests, the Secretary of this Society shall send to the Institute Secretary a list of all assigned members in default to this Society, with the amount of each default. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

7.4 Termination or Suspension for Default of Dues or Assessments

7.4.1 Assigned members. If an assigned member is in default to this Society for nonpayment of dues and assessments on April 30th of the fiscal year, the Secretary shall so advise the Institute Secretary, and request termination of that membership.

7.4.2 Unassigned Members. If an unassigned member is in default to this Society for nonpayment of dues and assessments on April 30th of the fiscal year, 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 thirty 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.

7.5 Finances

7.5.1 Budgets and Appropriations. At its first meeting of each calendar year the Board of Directors, by vote of not less than two-thirds of those present shall adopt an annual budget showing in detail the anticipated income and expenditures of this Society for the immediate succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

7.5.2 Audits. Whenever a new Treasurer is elected, and when the Board of Directors appropriates the necessary funds, the books of the Treasurer and the rolls of this Society shall be audited by a certified public accountant authorized and designated by the Board of Directors as here before determined.

7.5.3 Fiscal Year. The fiscal year of this Society shall be January 1 to December 31.

7.5.4 Expenditures

.1 The Treasurer shall deposit all funds of the Society in a depository authorized and designated by resolution of the Board of Directors. Checks for the withdrawal of such funds shall be signed by the Treasurer and countersigned by the President or Chief Staff Executive, as the Board of Directors shall designate by appropriate resolution.

.2 No member, officers or representatives of the Society shall have authority to contract any obligation for the Society unless:

a. Included in the annual budget;

b. The contract or commitment shall have been authorized by the Board of Directors, or by a specific resolution at a duly called meeting of the members of the Society;

c. The Board of Directors shall have made an appropriation of the funds for the purpose.

.3 No funds of the Society shall be spent to pay for any expense or obligation unless budgeted or an appropriation for that purpose shall have been made by the Board of Directors, nor shall any payment be made for any expense or obligation in excess of the unexpended and unencumbered balance of the specific appropriation. However, a petty cash fund not to exceed **ONE HUNDRED (\$100.00) DOLLARS** in amount shall be maintained, and expenditures may be made from that fund for any normal minor expense by authorized officers or the Chief Staff Executive.

ARTICLE 8 PROPERTY, RIGHTS AND PRIVILEGES

8.1 Acquisition of Property

8.1.1 Authority. In order to carry on its affairs and exercise its power, this Society may acquire real and personal property for its own use, but shall not execute any chattel mortgage.

8.1.2 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or device for or on behalf of this Society; it shall not accept any gift, bequest or device if it will not promote the objects and purposes of this Society, or if it and its administration will place an undue financial or other burden on this Society. The Society may act as trustee for scholarships, endowments or trusts of a philanthropic nature.

8.2 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 Society.

8.3 Institute Property Interests.

This Society 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 Society, and the Institute shall not be liable for any debt or other obligation of this Society.

8.4 Suspension of Interest, Rights and Privileges; Good Standing Defined.

A member is not in good standing in this Society while under charges of unprofessional conduct, and is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Society or the Institute. Immediately upon the suspension of a member, the member's rights in this Society and the Institute are withdrawn until the member is restored to good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

ARTICLE 9 COMMITTEES

9.1 Committees of the Society

9.1.1 Society Committees. There may be established Committees of the Society, which will be generally designated "Society Committees," and which will be established to perform services for the Society. Such a committee may create, within its membership, one or more sub-committees.

9.1.2 Establishment of Committees. The "Society Committees" shall consist of Standing Committees, established by the Bylaws; and Special Committees established by the Board of Directors pursuant to resolutions adopted at meetings of this Society.

9.2 Standing Committees

9.2.1 Types Permitted. The Society shall establish two types of Standing Committees, each of which shall cooperate with the appropriate National Commission of the Institute.

9.2.2 Type Serving Society Needs. The first type of Standing Committee shall be one which serves the special needs of the Society and cooperates with similar committees of the Chapters or Sections of Chapters of the Institute located within the State of Tennessee. These Committees shall include:

- .1 Committee on Governmental Relations. There shall be a Committee on Governmental Relations consisting of at least one Institute Member from each chapter or Section of a Chapter. It shall be duty of this Committee to promote the usefulness of the professional and the Society to the various governmental bureaus and agencies having charge of the planning and designing of public buildings and monuments and their environment; to promote the employment of Architects in private practice to plan and design such public works; to maintain liaison with the legislative bodies within the State; to forward statewide and local legislation that would promote the

welfare of the Architectural profession and the construction industry and the public health and welfare. It shall cooperate with the National Commission on Governmental Affairs of the Institute.

- .2 Committee on Relations with the Building Industry. There shall be a Standing Committee on Relations with the Building Industry consisting of at least one Institute Member from each Chapter or Section of a Chapter. It shall be the duty of the Committee to foster a cooperative relationship between architects and contractors, promoters of building materials and equipment and other elements of the building industry. It shall cooperate with the National Commission of Professional Practice of the Institute.

9.2.3 Type Relating to Chapter and Institute needs. The second type of Standing Committee is one which has as its scope of concern the same matters as those which are considered by Chapter and National Committees with similar titles and duties.

9.3.1 Committees Not Mentioned in Bylaws. The Society may establish, by resolution of the Membership or of the Board of Directors, other Standing Committees which are not specifically mentioned in these Bylaws.

9.3.2 Special Committees. Special Committees may be appointed by the President at any time for any specific purpose, and their duties shall be determined at the time of creation of such committee.

9.3.3 President Ex-Officio. The President shall be ex-officio, a member of all committees, and the Secretary may act as Secretary for the committees if so elected by those committees. Members of any committee present shall constitute a quorum.

9.4 Reports

Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors or the President directs.

ARTICLE 10 PROFESSIONAL CONDUCT AND DISCIPLINE

10.1 Code of Ethics and Professional Conduct

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

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

ARTICLE 11 AFFILIATIONS AND ENDORSEMENTS

11.1 Affiliations with Other Organizations

This Society shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organization of the construction industry operating within the territory of this Society if and while the objects of this Society will be promoted by such affiliation.

Every affiliation must be authorized by the concurring roll-call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement executed by the Society and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations any purpose to forward or maintain the objects or standing of this Society without such written agreement if the collaboration does not extend beyond one year.

11.3 Conditions of Affiliation

11.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organizations, membership, government and operations.

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

11.3.3 Termination. Any affiliation may be terminated by the concurring roll-call vote of not less than two-thirds of the entire membership of the Board of Directors, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

11.4 Privileges of Affiliated Organizations

The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Society, any may speak thereat on invitation of the presiding officer.

11.5 Endorsements Prohibited

Neither this Society, nor the Board of Directors, nor any Society 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, of any material of construction or of any method of handling, using, distributing or dealing in any material or product.

ARTICLE 12 GENERAL PROVISIONS

12.1 Executive Office

The Executive Offices of this Society shall be at a place designated by the Board of Directors.

12.2 Records Open to Members

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

12.3 Parliamentary Authority

The rules contained in "Robert's Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Society and shall govern this Society, the Board of Directors and the Society Committees in all cases in which the said Rules of Order are applicable and insofar

as they are not inconsistent or in conflict with law, these Bylaws, or the rules and regulations adopted by this Society or by the Board of Directors.

12.4 Counsel

The Board of Directors may obtain the written opinion of counsel on all procedures and/or matters of this Society.

12.5 Liability, Indemnification and Insurance

12.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Society shall not be personally liable for its debts, obligations or liabilities.

12.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Society shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorney's fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Society or in any other capacity at the request of this Society; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Society; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

12.5.3 Insurance. The Board of Directors may authorize the purchase and maintenance by this Society 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 Society as may protect them against any liability asserted against them in such capacity, whether or not this Society would have the power to indemnify such persons under applicable law.

12.6 Titles Which May be Used

- 12.6.1 Society. As a State Organization of the American Institute of Architects, the Society may use the following title for official business: "AIA Tennessee, a Society of the American Institute of Architects."
- 12.6.2 Institute Members. An Institute Member of one of the Tennessee Chapters of the AIA may, in addition to his or her AIA designation use the title of: "Member of AIA Tennessee."
- 12.6.3 Member Emeritus. A Member Emeritus of one of the Tennessee Chapters of the AIA may in addition to his or her AIA designation, use the title: "Member Emeritus of AIA Tennessee."
- 12.6.4 Associate Member. An Associate Member of one of the Tennessee Chapters of the AIA may use the title: "Associate Member of AIA Tennessee."
- 12.6.5 Honorary Affiliate. An Honorary Affiliate of one of the Tennessee Chapters of the AIA may use the title as described in Para. 2.4.3.4 of these Bylaws.

ARTICLE 13 AMENDMENTS

13.1 Amendments at Meetings of this Society

- 13.1.1 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Society, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.
- 13.1.2 Bylaws relating to Assigned Members. It shall require a vote of not less than a majority of a quorum of the assigned members of this Society who are present at the meeting to amend Bylaws relating to such assigned members and further provided same shall be ratified by vote of two thirds of the members of the Board of Directors.
- 13.1.3 Other Bylaws Provisions. It shall require a vote of not less than a majority of a quorum of the members of this Society who are present at the meeting to amend other provisions of these Bylaws and further provided same shall be ratified by vote of two thirds of the members of the Board of Directors.

13.2 Amendments by the Board of Directors

The Board of Directors without action by a meeting of this Society, shall 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.

13.3 Effective Date of Bylaws Amendments

Every amendment and addition to these Bylaws shall be effective immediately provided the Bylaws are approved by the Institute Secretary for conformance with Institute Bylaws.