

AMENDED AND RESTATED BYLAWS

AIA SAN ANTONIO, INC.

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**AMENDED AND RESTATED BYLAWS
OF
AIA SAN ANTONIO, INC.**

**ARTICLE I
ORGANIZATION**

Section 1.1 GENERAL PROVISIONS

(a) **Name.** The name of this organization is **AIA SAN ANTONIO, INC.**, a Texas nonprofit corporation (this “**Chapter**”).

(b) **Certain Definitions.**

(i) “**Allied Member**” is an individual not otherwise eligible for membership in the Institute or this Chapter who (1) either (A) has an established professional reputation and is registered to practice his or her profession where such requirements exist or (B) is employed outside of architectural practice but are involved in positions allied to the field of architecture and (2) is admitted as an “**Allied Member**” in accordance with the provisions of **Section 2.3(a)**. Allied Members may include, by way of example only and not in restriction or limitation of the foregoing definition, engineers, interior designers, planners, landscape architects, sculptors, muralists, artists and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who this Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

(ii) “**Architect Member**” is an Architect member (as defined in the Institute Bylaws) assigned to this Chapter by the Institute.

(iii) “**Assigned Member**” shall refer to any Member assigned to this Chapter by the Institute.

(iv) “**Associate Member**” is an Associate member (as defined in the Institute Bylaws) assigned to this Chapter by the Institute.

(v) “**Board of Directors**” shall mean the governing board of this Chapter.

(vi) “**Bylaws**” shall refer to these bylaws, as amended from time to time as provided for herein.

(vii) “**Chapter Director**” shall refer to each of the duly-elected and then-serving Directors who is an Architect Member in good standing or, subject to the provisions of **Section 6.3(f)**, an Associate Member in good standing and is elected as a Chapter Director by the Voting Members and “**Chapter Directors**” shall refer to any two or more duly-elected and then-serving Chapter Directors, as the context requires.

(viii) “**Director**” shall refer to a duly-elected and then-serving member of the Board of Directors and “**Directors**” shall refer to any two or more duly-elected and then-serving members of the Board of Directors, as the context requires.

(ix) “**Ex-Officio Director**” shall refer to a representative of a school of architecture at a fully accredited college or university within the Territory, as designated by the Dean of that school, and “**Ex-Officio Directors**” shall refer to any two or more then-serving Ex-Officio Directors, as the context requires. Each Ex-Officio Director shall automatically be a Non-Voting Director.

(x) “**Executive Director**” shall refer to the then-serving executive director of this Chapter.

(xi) “**Honorary Member**” shall refer to a person of esteemed character who has rendered the profession of architecture singular and valuable service within the Territory and has conspicuously upheld its aims, but is not otherwise eligible to become a Member of this Chapter or any other chapter of the Institute and who is admitted as an “**Honorary Member**” in accordance with the provisions of **Section 2.3(b)**.

(xii) “**Institute**” shall refer to The American Institute of Architects.

(xiii) “**Institute Board**” shall refer to the governing board of the Institute.

(xiv) “**Institute Bylaws**” shall refer to the bylaws of the Institute, as the same may be amended from time to time.

(xv) “**Institute Code**” shall refer to the Code of Ethics and Professional Conduct of the Institute as in effect from time to time.

(xvi) “**Institute Secretary**” shall refer to the duly-elected and then-serving secretary of the Institute.

(xvii) “**Member**” shall refer to all persons in all classes of membership in this Chapter unless otherwise specified.

(xviii) “**Member Emeritus**” shall refer to a Member who is granted Emeritus status by the Institute in accordance with the Institute Bylaws.

(xix) “**Non-Resident Member**” any Member who resides and have his or her principal place of business outside the Territory and not in the territory of another chapter.

(xx) “**Non-Voting Director**” shall refer to a Director who is automatically a Director by virtue of being (1) the immediate past-President of this Chapter or (2) any Ex-Officio Director. Although Non-Voting Directors may speak at meetings of the Board of Directors, no Non-Voting Director shall have the right to vote at any such meeting.

(xxi) “**Officer**” shall refer to the duly-elected and then-serving President, Vice President/ President-Elect, Secretary and Treasurer, and “**Officers**” shall mean any two or more Officers, as the context requires.

(xxii) “**President**” shall refer to the duly-elected and then-serving president of this Chapter.

(xxiii) “**Public Director**” shall refer to a Director who is elected as a Director by the Board of Directors as provided in **Section 6.3(j)** and who (1) is not an architect, (2) is actively engaged or interested in architecture or the built environment, (3) is a member of the general public, (4) is not employed by the Institute, the TSA or this Chapter, (5) is not in any membership category (except that of Honorary Member), (6) has no financial interest in the practice of architecture and (7) is not an elected official.

(xxiv) “**Secretary**” shall refer to the duly-elected and then-serving secretary of this Chapter.

(xxv) “**Territory**” shall mean and include the territory comprised of the following Counties of the State of Texas: Atascosa, Bandera, Bexar, Comal, Dimmit, Edwards, Frio, Gillespie, Gonzalez, Kendall, Kerr, Kinney, Kimble, Llano, Mason, Maverick, Medina, Real, Uvalde, Val Verde, Wilson and Zavala; these counties were assigned to this Chapter by the Institute.

(xxvi) “**Treasurer**” shall refer to the duly-elected and then-serving treasurer of this Chapter.

(xxvii) “**TSA**” shall refer to The Texas Society of Architects.

(xxviii) “**TSA Board**” shall mean the governing board of the TSA.

(xxix) “**TSA Bylaws**” shall refer to the bylaws of the TSA, as the same may be amended from time to time.

(xxx) “**TSA Director**” shall refer to the Director who is elected (1) to represent this Chapter and to act for and in its behalf in all matters that may properly come before the TSA, (2) to serve as a Director and (3) to keep the Board of Directors and this Chapter apprised of significant issues and activities of the TSA. The TSA Director may be an Architect Member, an Associate Member or a Member Emeritus.

(xxxi) “**Vice President/ President-Elect**” shall refer to the duly-elected vice president/ president-elect of this Chapter.

(xxxii) “**Voting Director**” shall refer to each Director who is either (1) the President, (2) the Vice President/ President-Elect, (3) the Secretary, (4) the Treasurer, (5) a Chapter Director, (6) the TSA Director, (7) the Public Director or (8) the Emerging Professional Director.

(xxxiii) “**Voting Member**” shall refer to each Member who is (1) either an Architect Member *or* an Associate Member *and* (2) an Assigned Member *and* (3) in good standing.

(xxxvi) “**Emerging Professional Director**” shall refer to a Director who is either (1) an Associate member or (2) an Architect member who has been licensed less than ten years.

(c) **Objects.**

(i) Objects of this Chapter. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned Territory.

(ii) Objects of the Institute. The objects of the Institute are:

- (1) to organize and unite in fellowship the members of the architectural profession;
- (2) to promote the aesthetic, scientific and practical efficiency of the profession;
- (3) to advance the science and art of planning and building by advancing the standards of architectural education, training and practice;
- (4) 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
- (5) to make the profession of ever-increasing service to society.

(d) **Organization.** This Chapter is a non-profit corporation incorporated in the State of Texas on February 28, 1956, and successor-in-interest to West Texas Chapter, The American Institute of Architects, an unincorporated association, chartered by the Institute on March 24, 1924.

(e) **Authority.** This Chapter shall represent and act for the Institute membership within the Territory. 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, however*, the Institute and this Chapter execute a written agreement to that effect.

(f) **Conformity with Institute Policy.** No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with the TSA to further the interests of the Members and, by agreement between the TSA and this Chapter, may represent and act for the TSA within the Territory.

Section 1.2 AFFILIATIONS WITH OTHER ORGANIZATIONS.

(a) **Purpose of Affiliations.** This Chapter may affiliate with any local organization of the construction industry operating within the Territory that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

(b) **Agreements of Affiliation.** Every affiliation must be authorized by not less than two-thirds ($\frac{2}{3}$) vote of the Board of Directors and shall be evidenced by a written agreement signed by this Chapter and the affiliated organization.

(i) Statement of Purpose. Every agreement of affiliation shall state 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.

(ii) 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.

(iii) 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.

(iv) 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.

ARTICLE II MEMBERSHIP

Section 2.1 GENERAL PROVISIONS

(a) **Categories of Membership.** The membership of this Chapter shall consist of:

- (i) Architect Members;
- (ii) Associate Members;
- (iii) Members Emeritus;
- (iv) Allied Members this Chapter may admit as provided in **Section 2.3(a)**; and
- (v) Honorary Members this Chapter may admit as provided in **Section 2.3(b)**.

(b) **Qualifications.** This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

(c) **Non-resident Status.** Non-resident status shall be accorded to Members who reside and have their principal place of business outside the Territory and not in the territory of another chapter. Members who have applied for and been granted such status shall have the

same rights and privileges as resident Members in the same category, except that this Chapter may lower dues and/or assessments for such Members as provided in **Article III**.

(d) **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. . New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

(e) **Annual Dues and Assessments.** Every Member shall pay the fixed annual dues and assessments of this Chapter in accordance with the provisions of **Article III**.

(f) **Resignations.** Any Member may resign from this Chapter by presenting a written resignation to the Secretary or the Executive Director, who shall deliver such resignation to the Secretary. The resignation of an Member assigned by the Institute, 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 or the Executive Director, as the case may be.

(g) **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.

(h) **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, the TSA and the Institute, including any right to use this Chapter's, the TSA's or Institute's respective 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 this Chapter.

Section 2.2 **ASSIGNED MEMBERS**

(a) **General.** The qualifications, rights and privileges of Architect Members and Associate Members shall be as provided in the Institute Bylaws.

(b) **Action on Applications.** Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the Executive Director or, in the absence of the Executive Director, the Secretary, shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the Institute Bylaws, this Chapter will send a recommendation to the Institute Secretary to deny the application.

(c) **Admission Fees Prohibited.** An Assigned Member shall not pay any admission or initiation fee for membership in this Chapter.

(d) **Termination.** Membership in this Chapter is terminated by the death of the Member, resignation or termination of membership in the Institute or reassignment of the Member to another chapter.

(e) **Members Emeritus.** A Member Emeritus of the Institute is automatically an Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations

of Members Emeritus, other than the payment of regular and supplemental dues, shall remain unchanged.

Section 2.3 ALLIED MEMBERS, HONORARY MEMBERS AND NON-RESIDENT MEMBERS

(a) Allied Members

(i) Admission. Every application for admission to this Chapter as an Allied Member shall be promptly acted upon by the Executive Director or, in the absence of the Executive Director, the Secretary.

(ii) Admission Fees. Every applicant for membership as an Allied Member shall pay an admission fee in an amount determined by the Board of Directors as provided in **Section 3.1**.

(iii) Rights and Privileges. Allied Members shall have the rights and privileges specified in the Institute Bylaws.

(iv) Termination. An individual's status as an Allied Member is terminated by the death or resignation of the Allied Member and by the admission or eligibility to be admitted as an Assigned Member. The Board of Directors may terminate the membership of an Allied Member (1) for failure to pay indebtedness as provided in **Section 3.4**, (2) for engaging (on a permanent basis) in a vocation or in a profession not related to architecture, (3) by becoming eligible to be an Architect Member or an Associate Member or (4) for conduct detrimental to the interests of this Chapter, as determined by a concurring vote of two-thirds ($\frac{2}{3}$) of all the Voting Directors.

(b) Honorary Members.

(i) Application for Admission. Every application for admission to this Chapter as an Honorary Member shall be promptly acted upon by the Executive Director.

(ii) Nomination. A person eligible to become an Honorary Member may be nominated by any Voting Member in good standing at any meeting of the Board of Directors. The name of the nominee shall be reflected in the minutes of the meeting.

(iii) Admission Procedure. The Board of Directors, at any of its regular meetings held more than two (2) months after the nomination of a person to become an Honorary Member, may admit such person as an Honorary Chapter Member by the concurring roll-call vote of two-thirds ($\frac{2}{3}$) of those Voting Directors present and voting.

(iv) Confidentiality. All nominations for admission as an Honorary Member and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor.

(v) Acceptance by Honorary Member. When the Board of Directors has voted to admit a person as an Honorary Member, the Board of Directors shall ascertain his or her willingness to accept the honor. If (s)he accepts, the Board of Directors shall

request him or her to be present at a meeting of this Chapter or a special ceremony for the presentation of the honor.

(vi) Rights and Privileges. Honorary Members in good standing:

- (1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- (2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- (3) Shall not be eligible to serve as an Officer or Director or to chair a committee of this Chapter;
- (4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute; and
- (5) May use the title "Honorary Member of the San Antonio Chapter of the American Institute of Architects."

(vii) Admission Fees, Annual Dues and Assessments. Honorary Members shall not pay any admission fee or annual dues nor be subject to any assessment.

(viii) Termination. An individual's status as an Honorary Member is terminated by the death or resignation of the Honorary Member and by the admission or eligibility to be admitted as an Assigned Member. The Board of Directors, by the affirmative roll-call vote of all the Voting Directors, may terminate the membership of any Honorary Member of this Chapter and strike the name of such Honorary Member from the records for conduct detrimental to the interests of this Chapter; *provided, however*, prior to terminating such membership, the Board of Directors shall offer such Honorary Member an opportunity to be heard by the Board of Directors.

(c) **Non-Resident Members.** Non-Resident Members shall have the same rights and privileges as resident Members in the same category, except that this Chapter may lower dues and/or assessments for such Members as provided in **Article III**.

ARTICLE III DUES, FEES AND ASSESSMENTS

Section 3.1 ANNUAL DUES

(a) **Obligation to Pay Dues.** All Members (except Members Emeritus and Honorary Members) shall pay annual dues on or before January 1st of each year.

(b) **Amount of Annual Dues and Admission Fees.** The Board of Directors by the concurring vote of two-thirds ($\frac{2}{3}$) of all the Voting Directors may fix:

- (i) the annual dues to be paid by Architect Members, Associate Members and Allied Members for the immediately succeeding fiscal year; ***provided, however***, only Voting Directors who are Architect Members may vote on dues to be paid by Architect Members;
- (ii) the amount of admission fees required of Allied Members;
- (iii) the amount of annual dues to be paid by Non-Resident Members; and
- (iv) the fees to be paid by Members Emeritus who wish to receive mailings from this Chapter.

(c) **Notification of Amount of Annual Dues and Admission Fees.** Subject to the provisions of **Section 1.1(e)**, each Architect Member and Associate Member shall be notified of the amount of the dues fixed by the Board of Directors for the immediately succeeding fiscal year no later than ten (10) days prior to the last regular business meeting before the January meeting.

(d) **Veto by Architect Members.** Unless vetoed by a majority of the Architect Members present at the last regular business meeting before the January meeting, the amount fixed by Board of Directors shall be effective in January of the immediately succeeding fiscal year. In the event of a veto, the dues and fees in effect for the immediately succeeding fiscal year shall be the same as those for the present fiscal year.

(e) **Dues Upon Admission.** A newly admitted Assigned Member or Allied Member shall pay full annual dues, except that those admitted during the last six (6) months of the year shall pay one-half ($\frac{1}{2}$) the annual dues in the year they are admitted.

(f) **General Waiver of Annual Dues and Admission Fees.** This Chapter, by the concurring vote of not less than two-thirds ($\frac{2}{3}$) 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 Allied Members or Honorary Members.

(g) **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 the TSA; ***provided, however***, any such waiver must be in equal proportions across all levels of membership (*i.e.*, the percentage of the dues waived by this Chapter must equal the percentage of the dues waived by each of the Institute and the TSA).

(h) **Exemptions.** No Member Emeritus or Honorary Member shall pay any dues or assessments to this Chapter. Each Member Emeritus who wishes to receive mailings from this Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to **Section 3.1(b)**.

Section 3.2 ASSESSMENTS.

(a) **Authority.** This Chapter, by the concurring vote of not less than two-thirds ($\frac{2}{3}$) of the total number of Voting Directors shall fix the annual assessments to be paid by each category of Member for the immediately succeeding fiscal year and the amount of admission fees required of Allied Members; *provided, however*, only Voting Directors who are Architect Members may vote on assessments to be paid by Architect Members. Each Member shall be notified no later than thirty (30) days prior to the date such assessments become due and payable.

(b) **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 delivered to every Member not less than thirty (30) days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

Section 3.3 DEFAULT IN PAYMENT OF ANNUAL DUES AND ASSESSMENTS

(a) **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.

(b) **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.

(c) **Notice of Default to Member.** Every Member who is in default to this Chapter shall be given thirty (30) days' notice in writing of impending termination because of said default.

Section 3.4 TERMINATION OR SUSPENSION FOR DEFAULT IN PAYMENT OF DUES OR ASSESSMENTS

(a) **Assigned Members.** If any Assigned Member is in default to this Chapter for nonpayment of dues as of March 31st of the fiscal year, the Secretary shall send to the Institute Secretary a list of all such Assigned Members with the amount of such default of each such Assigned Member and request termination of the membership of each such Assigned Member. If any Assigned Member is in default to this Chapter for nonpayment of any assessment ninety (90) days after the date such assessment is due and payable to this Chapter, the Secretary shall send to the Institute Secretary a list of such Assigned Members with the amount of such default of each such Assigned Member and request the termination of the membership of each such Assigned Member. When any default is cured, the Secretary shall immediately notify the Institute Secretary.

(b) **Allied Members.** If an Allied Member is in default to this Chapter for nonpayment of dues and assessments, the membership of such Allied Member shall be suspended or terminated; *provided, however*, in all cases such Allied Member shall have been given a written notice of impending suspension or termination at least thirty (30) days prior to the effective date of such action, during which period the Allied Member shall remain in good standing and such default may be cured.

**ARTICLE IV
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS**

Section 4.1 THE INSTITUTE

(a) **Delegates to Institute Meetings.** This Chapter shall select the delegates to represent the Assigned Members at meetings of the Institute from among the Assigned Members in the number prescribed in the Institute Bylaws. Delegates shall be appointed from among the Assigned Members of this Chapter by the President, except that no more than one-third ($\frac{1}{3}$) of this Chapter's delegation shall be Associate Members. If the President neglects, fails or refuses to select all its delegates or should any appointed delegates fail to be accredited, then the Board of Directors or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

Section 4.2 TSA

(a) **Delegates to State Convention.** The Assigned Members in good standing of this Chapter shall be represented at meetings of the TSA by the TSA Director.

(b) **Representation on TSA Board.** The TSA Director shall be a representative of this Chapter in the TSA. At the annual meeting of this Chapter, the Voting Members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the TSA Bylaws, to represent this Chapter in the TSA.

(c) **Nominations and Elections.** Nominations and elections of the TSA Director shall be made as set forth in **Section 6.3(c)**.

Section 4.3 SECTIONS

(a) **Establishment of Sections.** This Chapter may establish sections with the approval of the Institute Secretary.

(i) Procedure. Members in a geographic area within the Territory may petition the Board of Directors to form a section.

(b) **Section Membership.** Membership in any section shall be voluntary and not required as a condition of membership in this Chapter or the Institute.

(c) **Section Dues and Assessments.** Sections may levy dues and assessments on members of the section.

**ARTICLE V
CHAPTER MEETINGS**

Section 5.1 REGULAR, ANNUAL AND SPECIAL MEETINGS

(a) **Annual Meeting.** This Chapter shall hold an annual meeting during the month of October for:

- (i) the purpose of nominating and electing the Officers, Directors and representatives to the TSA to succeed those whose terms are about to expire; and
- (ii) the transaction of such other business as may be appropriate.

Section 5.2 Regular Meetings. This Chapter shall hold regular meetings on the dates and at such times and locations as established by the Board of Directors.

Section 5.3 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 ten percent (10%) 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. All rules and procedures at the meeting shall be the same as those for an annual meeting.

Section 5.4 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

(a) **Notice of Regular Meetings.** No notice is required for regular meetings of this Chapter.

(b) **Notice of Annual Meetings.** A notice of each annual meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given to each Member entitled to vote at the meeting in any manner permitted by Texas Nonprofit Corporation Law, as the same may be amended from time to time. Notice shall be given not less than ten (10) days nor more than sixty (60) days prior to the date of the annual meeting.

(c) **Notice of Special Meetings.** A notice of each special meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given to each Member entitled to vote at the meeting in any manner permitted by Texas Nonprofit Corporation Law, as the same may be amended from time to time. The notice shall state the purpose for which the meeting is being called and may be given in any manner permitted by Texas Nonprofit Corporation Law, as the same may be amended from time to time. Notice shall be given not less than ten (10) days nor more than sixty (60) days prior to the date of the special meeting.

(d) **Quorum at Meetings.** At any meeting of this Chapter, five percent (5%) of the membership entitled to vote shall constitute a quorum for the transaction of any business; *provided, however*, no Voting Member voting by proxy shall be counted in determining whether a quorum is present. The Voting Members present may adjourn the meeting despite the absence of a quorum.

(e) **Minutes of Meetings.** Written minutes of every meeting of this Chapter at which the business of this Chapter is discussed, 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 this Chapter and thereafter filed in this Chapter's records.

Section 5.5 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

(a) **Majority Vote.** Every decision at a Chapter meeting shall be by a majority vote of those Voting Members in good standing who are present and voting, unless otherwise required by applicable law or these Bylaws.

(b) **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.

(c) **Proxies.**

(i) Any one or more Voting Members may vote in person or by proxy executed in writing by the Voting Member.

(ii) A Voting Member present by proxy at a meeting may not be counted toward a quorum.

(iii) A proxy automatically expires three (3) months after the date such proxy is executed.

(iv) A proxy is revocable unless otherwise provided by the proxy.

(d) **Limitations on Voting Eligibility.** Only Assigned Members in good standing may vote on the following matters:

(i) Matters so designated elsewhere in these Bylaws;

(ii) Elections of Institute Directors and delegates to meetings of the Institute and the TSA;

(iii) Instructions to delegates;

(iv) Any matters relating to membership;

(v) Voting on dues and assessments for Architect Members shall be limited to Architect Members; or

(vi) Other matters relating to the government, meetings, affiliations, budget and finances of this Chapter.

(e) **Ballot.** Any vote of the membership of this Chapter entitled to vote on the matter that may be taken at a meeting of this Chapter may be conducted by mail, by facsimile transmission, by electronic message or by any combination of the foregoing methods; *provided*,

however, the matters voted on must be introduced and discussed at a regular or special meeting of this Chapter.

ARTICLE VI THE BOARD OF DIRECTORS

Section 6.1 COMPOSITION OF BOARD OF DIRECTORS

(a) **Number.** The Board of Directors shall consist of nine (9) Voting Directors and the Non-Voting Directors. The nine (9) Voting Directors shall be two (2) Chapter Directors, one (1) Emerging Professional Director and two (2) Public Directors in addition to the TSA Director, the President, the Vice-President/ President-Elect, the Secretary and the Treasurer; the Non-Voting Directors shall be the Immediate Past-President, and the Ex-Officio Directors.

(b) **Qualifications.** The TSA Director shall be an Architect Member in good standing or a Non-Voting Member in good standing; each Chapter Director, an Architect Member in good standing; and the Emerging Professional Director, an Associate Member or an Architect member who has been licensed fewer than ten years, in good standing.

Section 6.2 AUTHORITY OF BOARD OF DIRECTORS

(a) **Powers.** The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the Directors and shall exercise all authority, rights and powers granted to it by the laws of the State of Texas, the articles of incorporation and by these Bylaws.

(i) **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 therefor, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

(b) **Delegation of Authority.** Neither the Board of Directors nor any Officer or Director of this Chapter shall delegate any of the authority, rights or power conferred by applicable law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to applicable law.

(c) **Freedom from Commitments.** No committee, commission, Officer, Director, Member, employee or agent of this Chapter shall initiate or carry on any activity that may commit this Chapter to (i) a non-budgeted and non-de minimis expense or (ii) any policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

Section 6.3 ELECTION OF OFFICERS AND DIRECTORS

(a) **Nominations.** Nominations for each Officer and each Director (other than the Public Director who shall be elected in accordance with the provisions of **Section 6.3(j)**) which are 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 Vice

President/ President-Elect may select a nominating committee to prepare and present to the Voting Members a slate or slates of candidates for offices and directorships. Directors whose term of office is not expiring at the end of such year may also prepare and present to the Voting Members a slate or slates of candidates for offices and directorships. Notice of the proposed slate(s) of Officers and Directors shall be provided to each Voting Member no later than ten (10) days prior to the annual meeting.

(b) **Election of Officers.** The nominee for an office who receives a plurality of the votes cast at the annual meeting for such office shall be elected thereto. If there is only one nominee for any office, 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 name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot in accordance with applicable law and the terms and provisions of this **Section 6.3**.

(c) **Election of the TSA Director.** The nominee for the TSA Director who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for such 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 name of each nominee for such directorship shall be placed by the Secretary on ballots for voting by secret ballot in accordance with applicable law and the terms and provisions of this **Section 6.3**.

(d) **Election of the Emerging Professional Director.** The nominee for the Emerging Professional Director who receives a plurality of the votes for Emerging Professional Director at the annual meeting shall be elected thereto. If there is only one nominee for such 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 name of each nominee for such directorship shall be placed by the Secretary on ballots for voting by secret ballot in accordance with applicable law and the terms and provisions of this **Section 6.3**.

(e) **Election of Chapter Directors.** For each vacant Chapter Director seat, the nominee who receives the greatest number of votes of all the nominees for Chapter Director at the annual meeting shall be elected as Chapter Director(s). If there is only one nominee for each such directorship and the election of such nominees would not result in there being less than two (2) Chapter Directors who are Architect Members, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for such nominees, whereupon the President shall declare such nominees to be elected by acclamation. Otherwise the name of each nominee for such directorship shall be placed by the Secretary on ballots for voting by secret ballot in accordance with applicable law and the terms and provisions of this **Section 6.3**.

(f) **Tellers.** The President shall appoint 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.

(g) **Tie Votes.** In the event of a tie vote which would affect the outcome of an election, only those nominees involved in the tie for each office and each directorship shall be placed by the Secretary on runoff ballots for voting by secret ballot in accordance with applicable law and the terms and provisions of this **Section 6.3**; the nominee receiving a majority in the runoff election shall be elected to the office or directorship, as the case may be.

(h) **Results.** The President shall announce to the meeting the results of all balloting and shall declare all elections.

(i) **Public Directors.** Public Directors shall be elected by the Board of Directors at the January meeting of this Chapter.

(j) **Cumulative Voting.** Cumulative voting is not permitted.

Section 6.4 DIRECTORS

(a) **Term.**

(i) Each Director who is a Chapter Director shall serve a term of two (2) years or until a successor has qualified so established as to have the terms of one (1) of the Chapter Directors expire in a given year and the terms of other Chapter Director expires in the immediately succeeding year.

(ii) Each Director who is a Public Director shall serve a term of one (1) year or until a successor has qualified.

(iii) Each Director who is a TSA Director shall serve a term of two (2) years or until a successor has qualified so established.

(iv) Each Director who is an Emerging Professional Director shall serve a term of one (1) year or until a successor has qualified.

(v) Each Director who is an either an Officer or the past-President of this Chapter shall serve a term of one (1) year or until a successor has qualified.

(b) **Vacancies.** If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

(c) **Resignation.** Any 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 a Director.

(d) **Removal of Director.** Any or all of the Directors may be removed for or without cause by vote of the Voting Members. Notwithstanding the foregoing provisions of this **Section 6.4(d)**, the failure of any Director (other than a Public Director) to (i) attend a regular meeting of the Board of Directors on more than three (3) occasions for any reason, with or without notice to the President or the Executive Director shall be deemed by the Board of

Directors to be cause for the removal of such Director, provided such removal is approved by a majority vote of the Board of Directors. The vacancy created by such removal shall be filled in accordance with the provisions of **Section 6.4(b)**.

Section 6.5 OFFICERS

(a) **Term.** Each Officer shall serve a term of one (1) year or until a successor has qualified.

(b) **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.

(i) **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 to any non-budgeted or non-de minimis obligation or commitment without first receiving authorization to do so by the Board of Directors.

(c) **Vice President/President-Elect.** The Vice President/President-Elect shall (i) 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 (ii) perform such other duties as are properly assigned by the Board of Directors or the President.

(i) **Succession.** The Vice President/President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

(d) **Secretary.** The Secretary shall act as the recording and corresponding secretary of this 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 act as Parliamentarian at such meetings; and perform all other duties usual and incidental to the office.

(i) **Reports.** The Secretary shall furnish the Institute and the TSA 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 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.

(ii) 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 (A) the property of this Chapter, (B) the making of any attestation or certification required to be given by the Secretary or (C) the signing of any document requiring the signature of the Secretary.

(e) **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.

(i) Reports. The Treasurer shall make a written annual report to the Members of this Chapter and a written report to the Board of Directors upon request by 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, to the extent necessary or appropriate, the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

(ii) 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 (A) the property of this Chapter or (B) the signing of any document requiring the signature of the Treasurer.

(iii) 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, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

(f) **Officer Pro Tem.** If any Officer is absent or unable to act, the Board of Directors may elect from its membership a president 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.

(g) **Vacancies.** If a vacancy occurs in any office other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

(h) **Resignation.** Any Officer 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.

(i) **Removal of Officer.** Any or all of the Officers may be removed (i) for or without cause by vote of the Voting Members or (ii) 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. The vacancy created by such removal shall be filled in accordance with the provisions of **Section 6.5(g)**.

Section 6.6 MEETINGS OF THE BOARD OF DIRECTORS

(a) **Meetings Required.** Except as otherwise expressly permitted herein or by Texas Nonprofit Corporation Law, as the same may be amended from time to time, the Board of Directors must actually meet in a regular or special meeting in order to transact business.

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

(ii) Special Meetings. A special meeting of the Board of Directors shall be held (A) if requested in writing by one-third ($1/3$) of the Voting Directors or (B) 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. Such call and notice may given in any manner permitted by Texas Nonprofit Corporation Law, as the same may be amended from time to time. Only the business stated in the call and notice shall be transacted at the special meeting.

(iii) Waiver of Notice. Either the call and 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 Director. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

(iv) Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Voting Directors necessary to take that action at a meeting at which all of the Voting Director are present and voting. The consent must state the date of each Voting Director's signature.

(v) Participation in Meetings. Any one or more Directors may participate in a meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

(vi) Proxies.

(1) Any one or more Voting Directors may vote in person or by proxy executed in writing by the Voting Director.

(2) A Voting Director a present by proxy at a meeting may not be counted toward a quorum.

(3) A proxy automatically expires three (3) months after the date such proxy is executed.

(4) A proxy is revocable unless otherwise provided by the proxy.

(b) **Quorum and Vote.** A majority of the Voting Directors shall constitute a quorum for the transaction of its business; *provided, however*, a Voting Director present by proxy at a meeting may not be counted toward a quorum. Except as otherwise provided by applicable law, if a quorum of the Voting Directors is present, the vote of a majority of the Voting Directors present at the time of the vote shall be the act of the Board of Directors. If a quorum is not present, those present may adjourn the meeting from day to day or to a later date.

(c) **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 Directors for approval at the next meeting and thereafter signed by the Secretary and filed with this Chapter's records.

Section 6.7 REPORTS OF THE BOARD OF DIRECTORS AND PRESIDENT

(a) **Report of Board of Directors 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.

(b) **Report of President to Members.** Once per year, near the expiration of his or her term, the President shall render a full report in writing to this Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

Section 6.8 COMMITTEES AND COMMISSIONS

(a) **The Executive Committee.**

(i) Organization and Purpose. The Executive Committee shall be composed of the President, President-Elect, the Secretary and the Treasurer. The Executive Committee shall act for the Board of Directors between Board meetings; *provided, however*, the Executive Committee shall not originate any major policy or take any action which would conflict in whole or in part with any action of the Board of Directors, any action taken at a meeting of this Chapter or any rule or policy of the Institute. The Executive Committee shall have the authority to guide daily operations of this Chapter in accordance with the policies established by the Board of Directors and the Voting Members.

(ii) Meetings. Meetings of the Executive Committee may be held as determined by the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall report to the Board of Directors at their next meeting following the Executive Committee meeting.

(b) **Standing Committees.**

(i) Charge and Duration. The charge and duration of each standing committee shall be determined by the President.

(ii) Selection of Chairperson. The chairperson of every standing committee shall be appointed by the President.

(iii) Members. The members of standing committees shall be appointed by the President with the concurrence of the Board of Directors.

(iv) Terms of Members. The expiring terms of office shall coincide with the fiscal year of this Chapter; *provided, however*, a member of a standing committee whose term has expired shall serve until his or her successor has accepted his or her committee membership.

(v) Subcommittees. Each standing committee may create one (1) or more subcommittees, each of which shall expire with or at the will of the standing committee which created it.

(c) **Special Committees.**

(i) Charge. The charge of each special committee shall be determined by the President.

(ii) Duration. Each special committee shall expire at the end of the calendar year, or as otherwise determined by the President.

(iii) Selection of Chairperson and Members. The chairperson and members of every special committee shall be appointed by the President.

(iv) Subcommittees. Each special committee may create one (1) or more subcommittees, each of which shall expire with or at the will of the special committee which created it.

(d) **Other Committees.** This Chapter may establish other committees which are not specifically mentioned in these Bylaws upon adoption of a motion to that effect by the Board of Directors.

(e) **Reports by Committees.** Every committee shall make a report to the Board of Directors at the close of its work, and at such other times as the Board of Directors directs.

(f) **Supplementary Duties of Committees.** The Board of Directors may assign supplementary duties to any committee at any time.

ARTICLE VII FINANCES

Section 7.1 FINANCES

(a) **Budgets and Appropriations.** Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of two-thirds ($2/3$) of the total number of Voting

Directors) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

(b) **Expenditure Limitations.**

(i) General. No Member, Officer, Director, committee, employee or agent of this Chapter shall have any right, authority or power to expend any money of this Chapter, incur any liability for or in its behalf or make any commitment that will or may be deemed to bind this 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 this Chapter.

(ii) The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of this Chapter for the year unless specifically authorized to do so by two-thirds ($\frac{2}{3}$) majority vote of the Board of Directors; *provided, however*, the Board of Directors may enter into leases and employment contracts for terms longer than one (1) year and may set aside a reserve to be funded with a portion of this Chapter's income in one (1) or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

(c) **Review of Financial Records**. At appropriate intervals, the Board of Directors shall employ a firm to prepare a compilation of the financial records of this Chapter as the basis for a financial report to the Members.

(d) **Fiscal Year**. The fiscal year of this Chapter shall be the calendar year.

Section 7.2 REAL AND PERSONAL PROPERTY

(a) **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.

(b) **Gifts**. This Chapter shall not accept any gift, bequest or devise that (i) will not promote the objects and purposes of this Chapter or (ii) will place an undue financial or other burden on this Chapter.

Section 7.3 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.

Section 7.4 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. The Institute shall not be liable for any debt or other obligation of this Chapter.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1 EXECUTIVE DIRECTOR

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

- (i) Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
- (ii) Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
- (iii) Attend all meetings of the Board of Directors as a member ex officio without vote; and
- (iv) Make reports to the Board of Directors on the affairs and business of this Chapter when requested by the Board of Directors.

Section 8.2 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 in good standing.

Section 8.3 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 this Chapter's committees in all cases in which such rules are applicable and are not inconsistent or in conflict with applicable law, these Bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

Section 8.4 LIABILITY, INDEMNIFICATION AND INSURANCE

(a) **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.

(b) **Indemnification.** If a Director or Officer of this 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 this Chapter, then, to the full extent permitted by applicable law,

the Board of Directors by affirmative vote of a quorum the Voting Directors 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.

(c) **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.

Section 8.5 ENDORSEMENTS

Neither this Chapter nor the Board of Directors nor any committee, any commission, any Officer, any Director, any committee member or any employee, in his or her respective capacity as such shall approve, sponsor, endorse, recommend, warrant or vouch for, either directly or indirectly:

- (i) an enterprise, whether public or private operated for profit;
- (ii) any material, facility, product or device made, sold or used in or for the construction or erection of buildings; or
- (iii) any method or manner of handling, using, distributing or dealing in any such material, facility, product or device.

Section 8.6 PUBLICATIONS

The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official chapter notices in any official bulletin of communication with the Architect Members, Associate Members and Allied Affiliates shall satisfy the requirements of law and of these Bylaws regarding publication, *provided* the official bulletin of communication be delivered on a date which meets the time requirements specified by law or in these Bylaws. Any official bulletin of communication may be disseminated in any manner permitted by Texas Nonprofit Corporation Law, as the same may be amended from time to time.

ARTICLE IX PROFESSIONAL CONDUCT AND DISCIPLINE

Section 9.1 CODE OF ETHICS AND PROFESSIONAL CONDUCT.

(a) **Applicability of Institute Code.** The Institute Code shall apply to the professional activities of all Assigned Members of this Chapter, wherever such activities occur. It is the duty of all Assigned Members to conduct themselves at all times in conformity with the standards established by the Institute in the Institute Code and its published interpretations. Architect Members or Associate Members are not immune from charges of violations of the

Institute Code or disciplinary action by reason of their practice or position as partners, associates or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

(b) **Interpretations.** Every interpretation of the Institute Code issued by the National Ethics Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter, nor any individual member, officer, director or employee has the authority to make a binding interpretation or amendment of the Institute Code; *provided, however*, this Chapter may respond to inquiries regarding the Institute Code by furnishing written materials provided by the Institute.

(c) **Advisory Opinions.** In the event an inquiry concerning the Institute Code cannot be answered by reference to the Institute Code or any published interpretations, this Chapter may request an advisory opinion or interpretation from the National Ethics Council.

Section 9.2 ACTION ON COMPLAINTS OF UNPROFESSIONAL CONDUCT BY MEMBERS

(a) **Formal Action Prohibited.** A charge of unprofessional conduct against any Assigned Member shall not be heard or adjudged by this Chapter, the Executive Committee or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such Assigned Member for unprofessional conduct.

(b) **Ethics Committee.** The Executive Committee may establish an ethics committee the membership of which shall be limited to Assigned Members, which shall be responsible for educating the Members about the Institute Code and facilitating the informal resolution of complaints.

(c) **Informal Settlement Prior to Filing of Complaint with the Institute.** The ethics committee, upon receipt of a charge of unprofessional conduct against a Member, shall advise the Member making the charge of the procedures for filing a formal complaint with the National Ethics Council and may, in its sole discretion, extend the opportunity to seek an informal resolution of the matter through the ethics committee. If the Member wishes to seek such an informal resolution, the ethics committee shall advise the Member against whom the charge is made and, with the consent of such Member attempt to mediate the matter, either directly or through the offices of a third party.

(d) **Confidentiality.** All inquiries made to the ethics committee, correspondence, evidence presented by the parties and all other matters relating to a charge or complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

Section 9.3 CHAPTER PARTICIPATION IN DISCIPLINARY PROCEEDINGS

(a) **Joinder by this Chapter.** Any request that this Chapter initiate or join as co-complainant in a proceeding under the Institute Code shall be referred to the Executive Committee. The Executive Committee may, with due consideration given to the advice of

counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of this Chapter, against an Architect Member or Associate Member.

(b) **Authority of the Executive Committee.** The Executive Committee may not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.

(c) **Confidentiality.** Any discussion or decision by the Executive Committee relating to an informal or formal complaint against an Architect Member or Associate Member shall occur in executive session, shall be and remain confidential and shall not be announced or disclosed to the membership or the public.

(d) **Notice of Institute Discipline.** Whenever notice is received from the Institute that a Member has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Executive Committee, but not otherwise, such notice of discipline shall be read at the next meeting of this Chapter and published in the next official publication of this Chapter.

ARTICLE X AMENDMENTS

Section 10.1 AMENDMENTS AT MEETINGS OF THIS CHAPTER

(a) **Notice of Proposed Amendments.** These Bylaws may be amended at any meeting of this Chapter by two-thirds ($\frac{2}{3}$) vote of the Voting 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.

(b) **Bylaws Relating to Assigned Members.** It shall require a vote of not less than two-thirds ($\frac{2}{3}$) of the Assigned Members of this Chapter who are present at the meeting to amend a bylaw relating to such Assigned Members.

Section 10.2 AMENDMENTS BY THE BOARD OF DIRECTORS

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

(b) **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 ($\frac{2}{3}$) vote of the Members of this Chapter eligible to vote thereon.