



# AIA Rhode Island – Bylaws

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**AIA Rhode Island, the Rhode Island Chapter of the American Institute of Architects, is an organization of architectural design professionals dedicated to enhancing the quality of our built environment, and thereby the quality of life. The Chapter endeavors to bring together and serve all who are interested in the art and science of architecture. AIA Rhode Island aspires to increase the public’s knowledge and understanding of the architectural profession, expand the knowledge of all participating in the architectural process, and improve the quality of services provided by architectural professionals.**

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## **I.0 ARTICLE I - ORGANIZATION**

### 1.1 GENERAL PROVISIONS

- 1.1.1 Name. The name of this organization is the American Institute of Architects - Rhode Island, Inc., hereafter referred to as AIA Rhode Island.
  - 1.1.1.1 Additional Definitions. In these bylaws the governing board of AIA Rhode Island is referred to as "the Board of Directors." The American Institute of Architects is referred to as "the Institute," and the Board of Directors of the Institute as "the AIA Board."
- 1.1.2 Organization. AIA Rhode Island was a non-profit, unincorporated membership association organized and existing under and by virtue of a charter granted by The Institute on Wednesday, November 10, 1875. It became the seventh chapter in America.
- 1.1.3 Incorporation. AIA Rhode Island is now a non-profit membership corporation association duly incorporated on Thursday, January 7, 1993, under and by virtue of the provisions of the General Laws of the State of Rhode Island and Providence Plantations.
- 1.1.4 Domain. The domain of AIA Rhode Island shall be the State of Rhode Island and Providence Plantations.
  - 1.1.4.1 Sections. AIA Rhode Island has determined there will be no Sections of the state organization or chapter. A revision to the bylaws will be required to change this determination.
- 1.1.5 Objects. The objects of AIA Rhode Island shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of AIA Rhode Island.
  - 1.1.5.1 AIA Rhode Island shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board.
  - 1.1.5.2 The Institute and AIA Rhode Island may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise, provided that the Institute and AIA Rhode Island execute a written agreement to that effect.

### 1.2 CHAPTER RELATIONSHIP TO MEMBERS

- 1.2.1 Informed Members. All members have the right to be informed about the actions and decisions of AIA Rhode Island.
- 1.2.2 AIA Rhode Island Budget. All members have the right to be informed about and participate in the expenditure of dues generated revenue.
- 1.2.3 Voice. All members have the right to address the membership, the Membership Committee and/or the Board of Directors.

- 1.2.4 Committees. All members have the right to participate in the committees of AIA Rhode Island.
- 1.2.5 Meetings open to members. Except when called into Executive Session, all meetings of the Chapter, the Board of Directors, and committees of AIA Rhode Island are open to all members.
- 1.2.6 Records open to members. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of AIA Rhode Island, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of AIA Rhode Island during the business hours fixed by the Board of Directors, by any member of AIA Rhode Island in good standing.

### 1.3 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

- 1.3.1 Conformity with institute policy. No act of AIA Rhode Island shall directly or indirectly nullify or contravene any act or policy of the Institute, to include but not be limited to the Institute Bylaws or the Directory of Public Policies and Position Statements.
- 1.3.2 AIA Rhode Island shall cooperate with AIA New England, its regional organization, to further the interests of the membership. AIA New England may represent and act for AIA Rhode Island within the territory of AIA Rhode Island.
- 1.3.3 AIA Rhode Island shall send representatives to Institute meetings as required, and when funding allows.
- 1.3.4 AIA Rhode Island shall send representatives to AIA New England regional and/or council meetings as required, and when funding allows.

### 1.4 AFFILIATIONS WITH OTHER ORGANIZATIONS

- 1.4.1 Organizational Affiliations. AIA Rhode Island may affiliate with any local organization of the construction industry operating within the territory of AIA Rhode Island that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of AIA Rhode Island will be promoted by such affiliation.
  - 1.4.1.1 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds (2/3) affirmative vote of the Board of Directors, and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.
    - 1.4.1.1.1 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.

- 1.4.1.1.2 Limitations. No affiliated organization shall have any voice in the affairs of AIA Rhode Island and shall not bind or obligate AIA Rhode Island to any policy or activity unless the Board of Directors has voted to be so bound or obligated.
  - 1.4.1.2 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.
  - 1.4.1.3 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of AIA Rhode Island, and may speak at the invitation of the presiding officer.
- 1.4.2 Event Affiliations. AIA Rhode Island may affiliate with any non-profit organization(s) and/or governmental entities operating within the territory of AIA Rhode Island that is not used or maintained for financial gain, price fixing or political purposes, in the co-sponsorship of a specific event, if and while the objects of AIA Rhode Island will be promoted by such affiliation.
  - 1.4.2.1 AIA Rhode Island Sponsorship. Funding shall only be provided through the annual budget.
- 1.4.3 Endorsements. Neither AIA Rhode Island, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

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## 2.0 ARTICLE 2 – MEMBERSHIP

### 2.1 GENERAL PROVISIONS

- 2.1.1 Categories of Membership. The membership of AIA Rhode Island shall consist of the membership categories in chapters 2 and 4 of the Institute Bylaws. There are four membership categories: Architect members, Associate members, Allied members, and Student Affiliate members.
- 2.1.2 Architect members: the Architect members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in AIA Rhode Island.
- 2.1.3 Associate members: the Associate and International Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in AIA Rhode Island.
- 2.1.4 Non-voting members
- 2.1.4.1 Honorary Fellows, Honorary Members, and Allied members: the allied members of the Chapter may be admitted as provided in Paragraphs 2.2.

Per the Institute Bylaws, there are two types of Allied members:

*Individual Allied Members: Those with established professional reputations who are registered to practice their professions where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Individual Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture.*

*Organizational Representatives: Those who are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems.*

- 2.1.4.2 Student Affiliate: the affiliate members of the Chapter may be admitted as provided in Paragraphs 2.2.

Per the Institute Bylaws, student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the chapter or state organization.

- 2.1.4.3 Honorary Affiliate: the affiliate members of the Chapter may be admitted as provided in Paragraphs 2.2, and 2.11.4.

- 2.2 Definitions. In these bylaws, Architect and Associate members who have been assigned to AIA Rhode Island are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in AIA Rhode Island pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in AIA Rhode Island.
- 2.3 Qualifications. AIA Rhode Island shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 2.4 Nonresident status. AIA Rhode Island may provide for nonresident status for members who choose to be assigned to the chapter even though they do not reside or have their principal place of business in the chapter or in the territory of another component. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the chapter may lower dues and/or assessments for nonresidents.
- 2.5 Enrollment of Members. Every member assigned to or admitted by AIA Rhode Island shall be duly notified to that effect by AIA Rhode Island, and shall be enrolled by the Secretary as a member of AIA Rhode Island. New memberships will be announced at the next regular meeting of AIA Rhode Island and in the next issue of the Chapter's official publication.
- 2.6 Fees, Dues and Assessments. Every member of AIA Rhode Island shall pay the fixed annual dues and assessments of AIA Rhode Island.
- 2.7 Resignations. Any member may resign from AIA Rhode Island by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.
- 2.8 Good Standing Defined. A member is not in good standing in AIA Rhode Island if and while in default of dues or other obligations to either AIA Rhode Island or the Institute.
- 2.9 Loss or Suspension of Interests. Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in AIA Rhode Island and the Institute, including any right to use the Chapter's or Institute's name, initials, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.
- 2.10 ASSIGNED MEMBERS
- 2.10.1 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.
- 2.10.2 Action on Applications. Whenever an application for membership in the Institute and/or assignment to the Chapter is filed with AIA Rhode Island, the Executive Director shall promptly verify licensure of the applicant and forward the application to the Institute Secretary to accept or deny the application.
- 2.10.3 Reassignment. The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

- 2.10.4 Termination. Assigned membership in AIA Rhode Island is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.
- 2.10.5 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of AIA Rhode Island. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

## 2.11 ALLIED AND AFFILIATE MEMBERS

- 2.11.1 Admission. Every application for admission to allied or affiliate membership in AIA Rhode Island shall be promptly acted upon by the Board of Directors.
- 2.11.2 Termination. Allied or Affiliate membership is terminated by the death or resignation of an allied or affiliate and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds (2/3) affirmative vote, for conduct detrimental to the interests of the Chapter.
- 2.11.3 Rights and Privileges of Allied and Student Affiliate Members. Allied members and Student Affiliates shall have the rights and privileges specified in the Institute Bylaws.

**Per the Institute Bylaws:**

Allied members may serve on chapter committees in any capacity, may vote on committees, and may use the phrase, "Allied Member of the Rhode Island Chapter of the American Institute of Architects" to describe themselves.

Student Affiliate members may serve on committees but may not vote or serve as chair.

Neither Allied nor Student Affiliate members may hold chapter office, or (except as otherwise expressly provided herein) print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of any chapter or of the Institute.

### 2.11.4 Honorary Affiliates.

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

2.11.4.2 Nomination 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 regular meeting, may admit a nominee as an Honorary Affiliate member.

2.11.4.3 Rights and Privileges. In addition to the rights and privileges set forth above, Honorary Affiliate members of AIA Rhode Island may use the title "Honorary Affiliate of the AIA Rhode Island Chapter," and shall not pay any admission fee or annual dues nor be subject to any assessment". '

#### 2.11.5 Corporate Affiliates of AIA Rhode Island

2.11.5.1 Organizations and firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems may apply to "join" with the AIA Rhode Island chapter as a local Corporate Affiliate of AIA Rhode Island.

2.11.5.1.1 Upon application, the Board of Directors, at any regular meeting, may admit the applying organization or firm by majority vote.

2.11.5.2 The Board of Directors may extend local Corporate Affiliate membership to select employees as organizational representatives. Said employees shall be considered Allied Members of AIA Rhode Island.

2.11.5.2.1 Rights and Privileges. Unless noted otherwise Allied Members of AIA Rhode Island shall have the full rights and privileges of Allied members, but only in AIA Rhode Island. They may use the title "Allied member of the AIA Rhode Island Chapter.

#### 2.11.6 Code of Ethics and Professional Conduct

2.11.6.1 All provisions of the Code of Ethics and Professional Conduct of the Institute shall apply to all members of AIA Rhode Island.

### **3.0 ARTICLE 3 – ELECTED REPRESENTATIVES**

#### 3.1 OFFICERS OF AIA RHODE ISLAND

- 3.1.1 Officers. The officers of AIA Rhode Island shall be the President, Vice President/ President-elect, Secretary, Treasurer and, the Past-President.
- 3.1.2 The President. The President shall exercise general supervision over the affairs of AIA Rhode Island, 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. The President shall act as spokesperson of AIA Rhode Island and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors.
  - 3.1.2.1 Meetings. The President shall preside at meetings of AIA Rhode Island and the Board of Directors.
  - 3.1.2.2 Committee Appointments. The President shall appoint, with the concurrence of the Board of Directors, all members to committees.
  - 3.1.2.3 Contracts. The President shall sign all contracts and agreements to which AIA Rhode Island is a party.
  - 3.1.2.4 General Authority. The President shall have charge of and exercise general supervision over the offices, and employees of AIA Rhode Island, and shall perform all other duties usual and incidental to the office. The President shall not obligate or commit AIA Rhode Island unless the obligation or commitment has been specifically authorized by the Board of Directors.
- 3.1.3 The Vice President/ President-elect. The Vice President/ President-elect shall possess all of the powers and shall perform all the duties of the President in the event of the absence of the President or of disability, refusal, or failure to act. The Vice President/ President-elect shall perform other duties properly assigned by the Board of Directors.
- 3.1.4 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings;
  - 3.1.4.1 Property. The Secretary shall have custody of and shall safeguard and keep in good order all property of AIA Rhode Island, except property that is placed under the charge of the Treasurer.
  - 3.1.4.2 Notices. The Secretary shall issue all notices of AIA Rhode Island; keep its membership roll; sign all instruments and matters that require the attestation or approval of AIA Rhode Island, 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 AIA Rhode Island.

- 3.1.4.3 Reports. The Secretary shall furnish the Institute and the Regional Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of AIA Rhode Island and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.
  - 3.1.4.4 General Authority. The Secretary shall in collaboration with the President, have charge of all matters pertaining to the meetings of AIA Rhode Island, and shall perform all other duties usual and incidental to the office.
  - 3.1.4.5 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by AIA Rhode Island the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of AIA Rhode Island, 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.
- 3.1.5 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs, and keep the records and books of account of AIA Rhode Island; prepare the budgets, collect amounts due AIA Rhode Island, 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.
- 3.1.5.1 Reports. The Treasurer shall make a written report to each annual meeting of AIA Rhode Island and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of AIA Rhode Island, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of AIA Rhode Island.
  - 3.1.5.2 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of AIA Rhode Island 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 AIA Rhode Island the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of AIA Rhode Island, or the signing of any document requiring the signature of the Treasurer.
  - 3.1.5.3 Liability. The Treasurer shall not be personally liable for any loss of money or funds of AIA Rhode Island 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.
- 3.1.6 Past-President
- 3.1.6.1 The Past-President shall perform other duties properly assigned by the Board of Directors.

### 3.2 DIRECTORS ON THE BOARD OF DIRECTORS

#### 3.2.1 Directors at-large

3.2.1.1 Directors at-large shall perform other duties properly assigned by the Board of Directors.

#### 3.2.2 Emerging Professionals Director

3.2.2.1 The Emerging Professionals Director shall perform other duties properly assigned by the Board of Directors.

### 3.3 OTHER REPRESENTATIVES ON THE BOARD OF DIRECTORS

#### 3.3.1 Dean (or representative) from select schools of architecture

3.3.1.1 Reserved

#### 3.3.2 Student Affiliate representative from select schools of architecture

3.3.2.1 Student Affiliate representatives on the Board of Directors may vote, except on matters of finance, or affairs of the Institute.

#### 3.3.3 Public Member

3.3.3.1 The Public Director shall perform other duties properly assigned by the Board of Directors.

#### 3.3.4 Executive Director

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

3.3.4.2 Specifically, the Executive Director shall:

3.3.4.2.1 Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;

3.3.4.2.2 Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;

3.3.4.2.3 Attend all meetings of the Board of Directors as a member ex officio without vote;

3.3.4.2.4 Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

3.4 OTHER REPRESENTATIVES OF AIA RHODE ISLAND

3.4.1 Reserved

3.5 LIABILITY, INDEMNIFICATION AND INSURANCE

- 3.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of AIA Rhode Island shall not be personally liable for its debts, obligations or liabilities.
- 3.5.2 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.
- 3.5.3 Insurance. The Board of Directors may authorize the purchase and maintenance by AIA Rhode Island of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity "at the request of AIA Rhode Island as may protect them against any liability asserted against them in such capacity, whether or not AIA Rhode Island would have the power to indemnify such persons under applicable law.



#### **4.0 ARTICLE 4 – ELECTIONS AND APPOINTMENTS**

##### **4.1 ELECTION OF OFFICERS AND DIRECTORS**

- 4.1.1 Nominations. Nominations for each office and for each directorship of AIA Rhode Island about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.
- 4.1.2 Elections. The nominee for an office or directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or 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 each office and each directorship shall be placed by the Secretary on ballots for voting by secret ballot.
- 4.1.3 Tellers. The President may appoint three tellers, who shall be members qualified to vote at the meeting, but are not themselves nominated for any position. These tellers shall tally the qualified votes for each nominee, tabulate the results, and immediately notify the Secretary of the results.
- 4.1.4 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 a runoff election shall be elected to the office.
- 4.1.5 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

##### **4.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS**

- 4.2.1 Term of Office. Terms shall coincide with the fiscal year.
- 4.2.2 Vice-President/President Elect, President, and Past-President. Each officer shall serve a term of one year.
  - 4.2.2.1 The Vice President/ President-elect shall succeed to the office of President, upon expiration of the term of office of the President.
  - 4.2.2.2 The President shall succeed to the office of Past-President, upon expiration of the term of office of the President.
- 4.2.3 Secretary. The Secretary shall serve a term of two years or until a successor has qualified. The Secretary shall serve no more than two consecutive two year terms.
- 4.2.4 Treasurer. The Treasurer shall serve a term of two years or until a successor has qualified. The Treasurer shall serve no more than two consecutive two year terms.

- 4.2.5 Directors. Each director shall serve a term of two years or until a successor has qualified. A director shall serve no more than two consecutive two year terms.
  - 4.2.5.1 No more than two (2) Allied members may serve as a director at the same time.
  - 4.2.5.2 The Emerging Professionals Director shall be an Associate member, or a member licensed ten (10) years or less.
- 4.2.6 Filling Temporary Vacancies with an Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

#### 4.3 Resignation and/or Removal

- 4.3.1 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.
- 4.3.2 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by two-thirds (2/3) affirmative-vote of the Board of Directors.
- 4.3.3 Filling permanent 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.
  - 4.3.3.1 Past-President. If the position of Past-President needs to be filled, as the immediate past president is unable to continue in that role, then the Board of Directors shall solicit from and select an available and willing replacement from the pool of past presidents listed in the appendix to these bylaws.

#### 4.4 Election of other Representatives to the Board of Directors

- 4.4.1 Department Head (or representative) from Architecture Department at Rhode Island School of Design (RISD). The representative shall be the Department Head, or a representative of their choosing. Although preferred, the individual shall not be required to be a member of AIA Rhode Island.
- 4.4.2 Dean (or representative) from School of Architecture at Roger Williams University (RWU). The representative shall be the Dean, or a representative of their choosing. Although preferred, the individual shall not be required to be a member of AIA Rhode Island.
- 4.4.3 Student Affiliate representative from followings Schools of Architecture: RISD, RWU: The student affiliate representative shall be selected by the AIAS chapter, in the aforementioned schools. The representative shall be a Student Affiliate member of AIA Rhode Island.

- 4.4.4 Public Director: A Public Director on the Board of Directors, shall be a non-architect who is not in any membership category (except Honorary Membership), nor employed by the Institute or a component. A Public Director shall serve a two-year term, and shall not be eligible for re-election.
  - 4.4.4.1 Nomination. The President or the nominating committee of the Board of Directors shall nominate at least one candidate. The Board of Directors may nominate additional individuals.
  - 4.4.4.2 Election. The Board of Directors shall elect one individual from among the nominees.
- 4.4.5 Executive Director. The Board of Directors shall appoint and/or employ a full or part-time Executive Director whenever necessary.

#### 4.5 CHAPTER REPRESENTATIVES TO THE INSTITUTE

- 4.5.1 Delegates to Institute Meetings. AIA Rhode Island shall select the delegates to represent the assigned membership at meetings of the Institute, from among the assigned members of AIA Rhode Island in the number prescribed in the Institute Bylaws as follows:
- 4.5.2 Selection of Delegates to Institute Meetings. Member delegates shall be appointed from among the assigned members of AIA Rhode Island by the Board of Directors, except that no more than one third of AIA Rhode Island's delegation shall be Associates. If AIA Rhode Island neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent AIA Rhode Island or execute a proxy as provided in the Institute Bylaws.
  - 4.5.2.1 Caucusing with AIA New England. AIA Rhode Island's delegation shall caucus with the delegations from the other AIA New England chapters.
- 4.5.3 Presidential Appointments. The President shall appoint members to represent AIA Rhode Island on national committees, and/or assignments when necessary.

#### 4.6 CHAPTER REPRESENTATIVES TO AIA NEW ENGLAND

- 4.6.1 State and Chapter Representation. AIA Rhode Island shall participate in AIA New England, in the manner provided in the AIA New England bylaws/MOU. The President, the Past-President, or another member appointed by the Board of Directors shall represent AIA Rhode Island at AIA New England Board of Directors/Council meetings.
- 4.6.2 Selection of Delegates to AIA New England Annual Meeting. The assigned members in good standing of AIA Rhode Island shall be represented at meetings of AIA New England by delegates selected from among the assigned members of AIA Rhode Island in the number prescribed in the bylaws/MOU of AIA New England as follows:

4.6.2.1 Delegate Selection Procedure. Chapter delegates to meetings of AIA New England shall be selected from among the assigned members of AIA Rhode Island by the Board of Directors.

4.6.3 Presidential Appointments. The President shall appoint members to represent AIA Rhode Island on AIA New England committees, and/or assignments when necessary.

## **5.0 ARTICLE 5 - CHAPTER MEETINGS**

### 5.1 ANNUAL AND SPECIAL MEETINGS

- 5.1.1 Annual Meeting. AIA Rhode Island shall hold an annual meeting with a date and time to be determined by the Board of Directors, for nominating and electing chapter officers, directors to the Board, and representatives to the Regional organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.
- 5.1.2 Special Meetings. A special meeting of AIA Rhode Island may be called by the President, the Board of Directors, or by the President on receipt of a written request from not less than twenty-five (25) percent of the total number of AIA Rhode Island's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted. Rules and procedures at the meeting shall be the same as those for an annual meeting.

### 5.2 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

- 5.2.1 Notice of Chapter Meetings. A notice of each meeting of AIA Rhode Island, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten days prior to the meeting.
- 5.2.2 Quorum at Meetings. At any meeting of AIA Rhode Island, ten percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.
- 5.2.3 Minutes of Meetings. Written minutes of every meeting of AIA Rhode Island, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary, after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

### 5.3 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

- 5.3.1 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.
- 5.3.2 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer, or whenever one-third of the voting members present so request.
- 5.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of AIA Rhode Island.

- 5.3.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:
  - 5.3.4.1 Matters so designated elsewhere in these bylaws;
  - 5.3.4.2 Elections of Institute Directors; delegates to meetings of the Institute and the Regional organization; Instructions to delegates;
  - 5.3.4.3 Any matters relating to membership;
  - 5.3.4.4 Voting on dues and assessments for Architect members shall be limited to Architect Members;
  - 5.3.4.5 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute;
- 5.3.5 Mail Ballot. Any vote that may be taken at a meeting of AIA Rhode Island may be taken by direct mail ballot of the members of AIA Rhode Island, provided that the matters voted on have been introduced and discussed at a regular or special meeting of AIA Rhode Island, or at a regular or special meeting of the Board of Directors. Deadlines for return of completed ballots shall be identified by the Board of Directors, and included on or provided with the ballot.
- 5.3.6 Web site voting. Any vote that may be taken at a meeting of AIA Rhode Island may be taken via a secure web site, provided that the matters voted on have been introduced and discussed at a regular or special meeting of AIA Rhode Island, or at a regular or special meeting of the Board of Directors. The following additional criteria shall apply:
  - 5.3.6.1 Quorum shall be determined by the number of votes received, which shall not be less than 20 percent of the membership.
  - 5.3.6.2 Voting shall be open for a minimum of eight (8) hours. The time-period that voting will be allowed shall be identified in the notice to members. After voting begins, the Board of Directors, may extend voting in twenty-four (24) hour increments, if needed to achieve quorum.

## **6.0 ARTICLE 6 - THE BOARD OF DIRECTORS**

### 6.1 COMPOSITION OF BOARD OF DIRECTORS

- 6.1.1 The Board shall be comprised of voting members and nonvoting members:
  - 6.1.1.1 President, with vote
  - 6.1.1.2 Vice-President/ President-Elect, with vote
  - 6.1.1.3 Secretary, with vote
  - 6.1.1.4 Treasurer, with vote
  - 6.1.1.5 Five (5) Directors at-large, each with vote
  - 6.1.1.6 Emerging Professionals Director, with vote
  - 6.1.1.7 Department Head (or representative) from Architecture Department at Rhode Island School of Design, ex officio with vote
  - 6.1.1.8 Dean (or representative) from School of Architecture at Roger Williams University, ex officio with vote
  - 6.1.1.9 Student Affiliate representative from Rhode Island School of Design, ex officio with vote (limitations)
  - 6.1.1.10 Student Affiliate representative from Roger Williams University, ex officio with vote (limitations)
  - 6.1.1.11 Public Member, with vote
  - 6.1.1.12 Committee Chairs, ex officio non-voting
  - 6.1.1.13 AIA New England Regional Representatives to the AIA Strategic Council, ex officio without vote
  - 6.1.1.14 Past-President, ex officio with vote
  - 6.1.1.15 Executive Director, ex officio non-voting

### 6.2 AUTHORITY OF BOARD OF DIRECTORS

- 6.2.1 Powers. The business of AIA Rhode Island shall be managed by the Board of Directors, and shall exercise all authority, rights and powers granted to it by the laws of the State of Rhode Island and Providence Plantations, the articles of incorporation and by these bylaws.
- 6.2.2 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of AIA Rhode Island except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of AIA Rhode Island.
- 6.2.3 Delegation of Authority. Neither the Board of Directors nor any officer or director of AIA Rhode Island shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.
- 6.2.4 Freedom from Commitments. No committee, officer, director, member, employee or agent of AIA Rhode Island shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.
- 6.2.5 AIA Rhode Island Calendar. The Board of Directors shall maintain and publish an AIA Rhode Island Calendar. The AIA Rhode Island Calendar shall identify key dates, times and locations of meetings and events.

- 6.2.6 Strategic Plan. The Board of Directors shall adopt and maintain a strategic plan for the state organization and chapter, and publish it as an appendix to these bylaws.
- 6.2.7 AIA Rhode Island Public Policies and Positions Statements. The Board of Directors shall maintain a directory of Public Policies and Positions Statements, and publish it as an appendix to these bylaws.

### 6.3 MEETINGS OF THE BOARD OF DIRECTORS

- 6.3.1 Meetings Required. The Board of Directors must meet in a regular or special meeting in order to transact business.
  - 6.3.1.1 Regular Meetings. The Board of Directors shall regularly meet a minimum of six (6) times each calendar year.
    - 6.3.1.1.1 These six (6) meetings shall be held throughout the year, with three (3) meetings in each of the following time periods: January-June, and July-December.
    - 6.3.1.1.2 The time and location of each meeting shall be identified in advance and published on the AIA Rhode Island Calendar.
  - 6.3.1.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third (1/3) of the voting members of the Board of Directors, or at the call of the President. The secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting, and the business to be transacted. Only the business stated in the call and notice shall be transacted at the special meeting, unless the agenda were to be amended by two-thirds (2/3) affirmative vote of the Board of Directors voting membership, not limited to those in attendance.
  - 6.3.1.3 Waiver of Notice. Either the call or notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.
- 6.3.2 Agenda. The agenda for Board of Directors meetings shall be set by the President, in consultation with the Executive Committee. The agenda shall be available to members of the Board of Directors a minimum of three (3) days prior to a regular meeting.
- 6.3.3 Quorum. Quorum shall be six (6) or a majority of the non-ex officio voting membership present at a meeting, whichever number is lesser. A quorum shall be established for the transaction of its business. Ex officio members are not required to attend meetings, and shall not affect quorum. If a quorum is not achieved, those present may discuss business informally, but the motion to adjourn shall be the only allowable motion.



6.3.4 Voting. Unless stated otherwise, except as otherwise provided by law, if a quorum is present, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors.

6.3.4.1 The Board of Directors may vote by email under the following provisions:

6.3.4.1.1 The motion shall be identified by the President in an email to the entire Board of Directors requesting an email vote. The email shall also state the voting deadline, which shall not be less than forty-eight (48) hours from the initial email.

6.3.4.1.2 The motion and the voting deadline shall be posted to the AIA Rhode Island web site for a minimum of twenty-four (24) hours in advance of the voting deadline.

6.3.4.1.3 Board members shall email their individual vote to the President, Secretary, and Executive Director. The Secretary shall tally the votes.

6.3.4.1.4 Following the voting deadline, the Secretary shall email the President the results, listing the vote cast by each member's name, and a vote tally. The President shall then email the entire Board of Directors the tally and declare the result. The tally of votes shall be recorded as a roll-call vote in separate meeting minutes, to be reviewed and approved by the Board of Directors at their next meeting.

6.3.5 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 with the agenda to the members of the Board of Directors for approval at the next meeting, and thereafter signed by the Secretary and filed with the Chapter's records.

#### 6.4 REPORTS OF THE BOARD OF DIRECTORS

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

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

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## **7.0 ARTICLE 7 – COMMITTEES**

### 7.1 Committees of the Board of Directors

#### 7.1.1 Executive Committee (ExCom)

- 7.1.1.1 The Executive Committee shall be comprised of the Officers of AIA Rhode Island with vote, and the Executive Director, without vote.
- 7.1.1.2 Meetings of the Executive Committee shall be held in executive session, and shall be chaired by the President.
- 7.1.1.3 The Executive Committee shall act as an agenda committee for Chapter meetings, and Board of Directors meetings. The committee shall advise the President in setting the agenda.
- 7.1.1.4 Annually, the committee shall review and recommend the tenure, salary, and duties of the Executive Director for following fiscal year.
- 7.1.1.5 Formal meetings of the Executive Committee shall be held on call of the President, and may be conducted by a telephone conference call or other electronic means that allow all participants equal or comparable opportunity to participate simultaneously. The members of the Executive Committee shall be notified at least twenty-four (24) hours before all meetings. Participation by a majority of its voting members shall constitute a quorum. Minutes of formal meetings shall be recorded and distributed as required for meetings of the Board of Directors.

#### 7.1.2 Nominating Committee

- 7.1.2.1 A minimum of a month prior to the annual meeting, the Board of Directors shall form a nominating committee comprised of a minimum of three (3) voting board members to identify open positions on the Board of Directors, and solicit nominees for vacancies.
- 7.1.2.2 Meetings of the Nominating Committee shall be held in executive session, and shall be chaired by the Vice-President/ President-elect.
- 7.1.2.3 The Nominating Committee shall identify a slate or slates of candidates for approval of the Board of Directors.
- 7.1.2.4 Candidate biography page. The Nominating Committee shall coordinate the creation of biography pages for each candidate. These candidate bios shall be available to the membership on the AIA Rhode Island web site a minimum of one (1) week prior to the annual meeting.
- 7.1.2.5 Upon approval by the Board of Directors, the Nominating Committee shall present the slate or slates of candidates to the membership at the annual meeting.

7.1.3 Finance Committee

7.1.3.1 The Finance Committee shall be responsible for assisting the Treasurer prepare a proposed budget for the next fiscal year.

7.1.3.2 The Finance Committee shall be responsible for assisting the Treasurer identify the requirements for, and format applications for AIA Rhode Island sponsorship of events by other organizations.

7.1.3.3 The Treasurer shall chair the Finance Committee.

7.1.3.4 Meetings of the Finance Committee may be held in executive session at the direction of the Treasurer.

7.2 Committees of AIA Rhode Island

7.2.1 Membership Committee

7.2.1.1 The Membership Committee shall be responsible for welcoming new members to AIA Rhode Island, and introducing them to benefits of AIA Rhode Island membership.

7.2.2 Communications Committee

7.2.2.1 The Committee shall be responsible for the AIA Rhode Island Newsletter, the AIA Rhode Island web site, and all social media outlets of AIA Rhode Island.

7.2.2.2 The Committee may appoint an editor-in-chief for the Chapter Newsletter.

7.2.2.3 The Committee shall ensure the AIA Rhode Island calendar is current, and regularly published.

7.2.2.4 The Committee chair shall be allowed to use the title: Director of Communications.

7.3 Other Committees

7.3.1 The Board of Directors may form additional committees of the Board of Directors or of AIA Rhode Island, to carry out the work of the Chapter.

7.4 General Provisions

7.4.1 Committee Charges.

7.4.1.1 The Board of Directors shall maintain a list of charges for each committee, to be included in these bylaws as an appendix.

7.4.1.2 Committees may establish additional charges, with Board of Directors input.

- 7.4.2 Committees shall schedule and implement their meetings, and events for the upcoming year; committees shall coordinate their meetings and events with the Board of Directors, and the established AIA Rhode Island calendar.
- 7.4.3 Committees shall have presence on the AIA Rhode Island web site. Committees shall provide web site updates at reasonable intervals.
- 7.4.4 Committee membership
  - 7.4.4.1 The members of committees shall be appointed by the President, with the approval of the Board of Directors.
  - 7.4.4.2 Committees shall have a minimum of three (3) members.
  - 7.4.4.3 Each committee shall have one Board of Directors Member acting as a liaison.
  - 7.4.4.4 The President shall be an ex officio member of all committees.
  - 7.4.4.5 The Executive Director shall be an ex officio non-voting member of all committees.
  - 7.4.4.6 Unless provisions for a committee chair are already identified in these bylaws, the committee shall elect a chairperson from the membership of the committee.
- 7.4.5 Reports of the Committees to the Board of Directors.
  - 7.4.5.1 Periodic Reports - The Committee Chairperson shall attend a minimum of two Board of Directors meetings per year to provide an overall briefing/presentation on committee activities.
  - 7.4.5.2 End of year Report - At the end of each fiscal year, the committee shall submit a report to the Board of Directors to include, a summary of committee activities for the year, a recommendation to maintain or sunset the committee, and suggested charges for the following year
  - 7.4.5.3 Budget Report - Each Committee is to prepare a budget report (if there is a fiscal need), an interim report, and final budget.

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**8.0 ARTICLE 8 – FINANCES: PROPERTY, EXPENDITURES, DUES, FEES, AND ASSESSMENTS**

- 8.1 Fiscal Year. The fiscal year of AIA Rhode Island shall be January 1 through December 31.
- 8.2 Accounts. AIA Rhode Island shall maintain a checking, and a savings account.
- 8.3 Investments. AIA Rhode Island may maintain an investment account. The Board of Directors should maintain an investment policy, on the advice of the Treasurer and Finance Committee.
- 8.4 Real and Personal Property. In order to carry on its affairs and exercise its powers AIA Rhode Island may acquire and dispose of real and personal property for its own use.
  - 8.4.1 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of AIA Rhode Island; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of AIA Rhode Island, or that will place an undue financial or other burden on AIA Rhode Island.
  - 8.4.2 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 AIA Rhode Island.
  - 8.4.3 Institute Property Interests. AIA Rhode Island 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 AIA Rhode Island, and the Institute shall not be liable for any debt or other obligation of AIA Rhode Island.
- 8.5 Review of Financial Records. At appropriate intervals the Board of Directors shall employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.
- 8.6 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of AIA Rhode Island for the immediately succeeding year.
  - 8.6.1 Zero-based budgeting (ZBB) – In creating a budget for the next fiscal year, the needs and costs for upcoming expenditures shall be reviewed, and not carried-over from the current fiscal year.
  - 8.6.2 Program Expenditures. Each AIA Rhode Island program shall be individually identified in the budget. Funded programs should be linked to the AIA Rhode Island Strategic Plan.
  - 8.6.3 AIA Rhode Island Sponsorship. The chapter may financially sponsor another organization's event, after receipt of a completed event sponsorship request form, including the required backup.
  - 8.6.4 Modification. The Board of Directors may revise the annual budget at any meeting by majority vote.

8.6.5 Expenditure Limitations

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

8.6.5.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so at a duly called meeting of the members.

8.7 Income - Establishment of Admission Fees and Dues

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

8.8 Income - Admission Fees

8.8.1 Assigned Members - Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in AIA Rhode Island.

8.8.2 Non-voting Members - Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors.

8.9 Income - Annual Dues

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

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

8.9.3 Dues For Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to

8.10 Exemptions and Waivers

8.10.1 General Waiver of Annual Dues and Admission Fees. AIA Rhode Island, by the concurring vote of not less than two-thirds (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 or affiliate members.



- 8.10.2 Individual Waiver of Annual Dues. The Board of Directors may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.
- 8.10.3 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.02.
- 8.11 Assessments. AIA Rhode Island, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members.
  - 8.11.1 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than thirty (30) days prior to the meeting of AIA Rhode Island at which the proposed assessment is to be voted on.
- 8.12 Default of Annual Dues and Assessments
  - 8.12.1 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.
  - 8.12.2 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.
  - 8.12.3 Notice of Default to Member. Every member who is in default to AIA Rhode Island shall be given thirty (30) days' notice in writing of impending termination because of said default.
- 8.13 Termination or Suspension for Default of Dues or Assessments
  - 8.13.1 Assigned Members. At appropriate intervals, the Secretary of AIA Rhode Island shall send to the Institute Secretary a list of all assigned members in default to AIA Rhode Island with the amount of such default, and shall request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.
  - 8.13.2 Unassigned Members and Allied or Affiliates. If an unassigned member or allied or affiliate member is in default to AIA Rhode Island for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

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**9.0 ARTICLE 9 – RULES OF ORDER/ PARLIAMENTARY AUTHORITY**

9.1 RULES OF ORDER

- 9.1.1 Robert's Rules. The rules prescribed in the current edition of Robert's Rules of Order Newly Revised shall govern AIA Rhode Island, the Board of Directors, and chapter committees in all cases to which they are applicable, and in which they are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by AIA Rhode Island, the Board of Directors or the Institute.

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**10.0 ARTICLE 10 - AMENDMENTS**

10.1 AMENDMENTS AT MEETINGS OF AIA RHODE ISLAND

- 10.1.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of AIA Rhode Island by two-thirds (2/3) affirmative vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.
- 10.1.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds (2/3) of the assigned members of AIA Rhode Island who are present at the meeting to amend a bylaw relating to such assigned members.

10.2 AMENDMENTS BY THE BOARD OF DIRECTORS

- 10.2.1 Grammatical Correction and numbering. The Board of Directors, without action by a meeting of AIA Rhode Island, shall amend any of these bylaws as may be necessary to correct reasonably inferable grammatical errors, paragraph numbering or cited cross references.
  - 10.2.2 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds (2/3) affirmative vote of the members of AIA Rhode Island eligible to vote thereon.
  - 10.2.3 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of AIA Rhode Island, shall amend any of these bylaws as may be necessary for conformity with Institute Bylaws.
  - 10.2.4 Conformity with AIA New England Bylaws/MOU. The Board of Directors, without action by a meeting of AIA Rhode Island, may amend any of these bylaws as may be necessary for conformity with AIA New England Bylaws and/or MOU.
- 10.3 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.

**11.0 ARTICLE 11 - REPLACEMENT**

- 11.1 Effective Date. These bylaws shall take effect on January 1, 2017. These bylaws shall supersede and overrule any previous AIA Rhode Island bylaws.

Amendment History: (16-01: 2016-02-12); (16-02: 2016-02-12); (16-03: 2016-12-01); (18-01: 2018-07-24);

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