
B Y L A W S

for

The Amarillo, Texas Chapter of the American Institute of Architects (AIA),

also known as

A I A A M A R I L L O

The following Bylaws supersede existing organizational bylaws dated on the 5th of September, 1973 for the Amarillo, Texas Chapter of the American Institute of Architects, also referred to as “AIA Amarillo”, and previously referred to as the “Texas Panhandle Chapter of the American Institute of Architects”.

The enclosed articles and provisions have been made public to the general membership for review and comment, subject to review and approval by the Institute Secretary. In accordance with the provisions enclosed within Article 5 of these Bylaws, and pending the review and approval of the Institute Secretary,

the membership of AIA Amarillo has voted to APPROVE these Bylaws on the Second day of the month of October, in the year 2018.

Signed by the Chapter President:



Melissa Walker, AIA, LEED AP BD+C

Attested to by the Chapter President-Elect:



Wendy Massie, AIA

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ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is the Amarillo, Texas Chapter of the American Institute of Architects, hereafter referred to as “AIA Amarillo”, or the Chapter.

1.011 Former Name. The former name of this organization was the “Texas Panhandle Chapter of the American Institute of Architects”. Any prior charter or incorporation of this formerly-named Chapter applies henceforth to AIA Amarillo.

1.012 Related Institute Organizations. In these bylaws, the governing board of this Chapter is hence referred to as the “Executive Committee”, The American Institute of Architects is hence referred to as the “Institute”, the Society and Regional Organization known as the Texas Society of Architects is hence referred to as the “Society”, and the Board of Directors of the Institute is hence referred to as the “AIA Board”.

1.02 Previous Bylaws. This document supersedes existing organizational bylaws dated on the 5th of September, 1973 for the “Texas Panhandle Chapter of the American Institute of Architects”.

1.02 Objectives. The objectives of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. Those objects, including those of the Institute and those of the Chapter, include:

- 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.
- 5) To make the profession of ever-increasing service to Society.
- 6) To raise and disburse scholarship funding for worthy persons where providing said scholarships to others advances the objects of the Institute, the Society or the Chapter.

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. (The territory of this Chapter is described as follows: all of the territory of the following counties of the State of Texas: Dallam, Sherman, Hansford, Ochiltree, Lipscomb, Hartley, Moore, Hutchinson, Roberts, Hemphill, Oldham, Potter, Carson, Gray, Wheeler, Deaf Smith, Randall, Armstrong, Donley, Collingsworth, Parmer, Castro, Swisher, Briscoe, and Hall. The domain of this Chapter is graphically indicated on the map attached by appendix to these bylaws.)

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Texas on the 2nd day of August, 1968 and chartered by the Institute on the 15th day of August, 1946.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

1.12 Agreements of Affiliation. Every affiliation must be authorized by (not less than two-thirds vote of) the Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 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.

1.122 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 Executive Committee has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Executive Committee upon such notice to the affiliated organization as may be required in the agreement of affiliation.

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

1.2 ENDORSEMENTS

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

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

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

- 1) The Architect and Associate members of the Institute in accordance with Section 2.1 of these bylaws who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and;
- 2) The allied and affiliate members the Chapter may admit as provided in Sections 2.35 and 2.351, and;
- 3) Any other type of membership, whether assigned or unassigned, that are recognized by ~~either~~ the Institute.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "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 this Chapter.

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

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter 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 the Chapter may lower dues and/or assessments for such members as provided in Article 3.

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

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary/Treasurer of the Chapter. The resignation of an assigned member, if the Secretary/Treasurer 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/Treasurer.

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to this Chapter, the Society, or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

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

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.14 Termination. Assigned 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.

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

2.16 Associate Members. A member who is granted Associate Membership by the Institute is admitted with limited voting status and privileges. Associate Members may also hold the status as Emeritus Members.

2.161 Eligibility for Officer or Directorship. Associate Members in good standing at the beginning of the calendar year within the Chapter may be elected under the provisions of Article 5 and AIA Bylaws 2.233 to the position of Associate Membership Director and, if there is a lack of interest from Architect Members, to any other position on the Executive Committee with a requirement of prior Executive Committee service to serve as Director, President-elect, or President.

2.2 UNASSIGNED MEMBERS

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

2.22 Rights and Privileges. An unassigned member upon approval of an application by the chapter shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, The member, however, may not vote for delegates or on matters affecting the Institute in the unassigned chapter and shall be listed in the records of the Institute only in the assigned chapter.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Executive Committee may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Executive Committee.

2.32 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Executive Committee as provided in Section 3.02 of these bylaws.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The

Executive Committee may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

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

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee;
- 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.

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the chapter may become allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. 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 who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.351 Corporate Allied Members. Corporate Allied Membership is a Society-recognized form of allied membership specifically identified by the Society, and consists of representatives of companies, entities and trade organizations that work outside of traditional architectural practice, but are allied to the architectural profession.

2.36 Honorary Affiliates. The Chapter is authorized to admit persons as "Honorary Affiliate" member into the Chapter.

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

2.362 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Executive Committee. 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 Executive Committee, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.363 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of AIA Amarillo", and shall not pay any admission fee or annual dues nor be subject to any assessment.

2.4 OTHER MEMBERSHIP CATEGORIES

2.41 Other Membership Categories. The Chapter shall recognize all established membership categories emplaced by either the Institute or the Society, and those additional categories of membership shall be subject to the rules, privileges and limitations of Article 2 of these Bylaws. Subsections to this section consist of all other membership types recognized by either (or both) the Institute and the Society whose members would not otherwise qualify for other membership categories listed in Section 2.1. Those member types include:

2.412 Student Affiliate Members. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter. Student affiliates are not to be confused with members of the American Institute of Architecture Students (AIAS), a separate organization.

2.414 Partner Members. Consisting of any non-architect interested in being involved with the Chapter and helping to promote the importance of architectural design for our communities.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues (and Admission Fees). The Executive Committee (by the concurring vote of all but one of its entire membership) 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).

3.03 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.

3.04 Dues for Nonresident Members. Nonresident members shall pay dues in an amount determined by the executive committee pursuant to section 3.02

3.05 Hardship Dues Reduction. The chapter, in exceptional circumstances and after consultation with the Institute secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

3.06 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 Executive Committee pursuant to section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed ten percent (20%) of the amount of the annual dues required to be paid by such member for that year.

3.12 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 this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

3.23 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.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

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

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

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws.

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

4.02 Nomination and Election of Institute Directors. This Chapter (The assigned members of this Chapter) shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

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

4.04 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 Society to further the interests of the membership and by agreement with these organizations may represent and act for them within the territory of this Chapter.

4.1 REGIONAL ORGANIZATION

The Society indicated in Section 4.2 is also designated as a Regional Organization (or Large-State Component) of the Institute. Refer to Section 4.2 for all relationships applicable to Section 4.1.

4.2 THE SOCIETY

4.21 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at the annual meetings of the State Organization (known as the Texas Society of Architects; or “Society”) by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the Society as follows:

4.211 Selection of Delegates. Chapter delegates to meetings of the Society shall be selected from among the assigned members of this Chapter by the Executive Committee.

4.22 Representation on Society Board of Directors. The Society Board Director shall serve as the representative of this Chapter in the Board of Directors of the Society. At the annual Chapter meeting, the members in good standing of this Chapter shall elect a member, as may be required by the Society bylaws, to represent this Chapter in the Society for the following calendar year.

4.23 Nominations and Elections. Nominations and elections of Chapter representatives to the Society Board of Directors shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.24 Term of Representatives. Each representative shall serve for the term of two (2) years, or until a successor is elected or appointed.

4.25 Replacement of the Representative or Officers. Failure by the Society Board Director to execute their duties as required by the Society bylaws may be grounds for the replacement of that representative by the Executive Committee. Grounds for replacement include, but are not limited to: multiple absences from Society Board of Directors meetings or failure to issue reports to or from the Society or Chapter on a periodic basis. Removal of the representative shall only occur based upon written documentation provided to the Chapter by the Society as to cause for removal, followed by a two-thirds majority vote of the Executive Committee of the Chapter, where should the representative be a member of that Executive Committee; the Director has recused him or herself from that vote. Should the outcome of that vote result in the removal of the representative, the Chapter would then proceed with replacement of the representative per Section 4.23. The Executive Committee shall name the successor of a representative for the unexpired term created by the resignation or incapacity

of any representative, except that the President-Elect shall serve in the case of resignation or incapacity of the President.

4.3 SECTIONS

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

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Section.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters or of a state organization may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Core Member Services for the AIA.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting for the purpose of nominating and electing the officers and directors to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Secretary/Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings quarterly per calendar year, on dates to be determined by the Executive Committee. One (1) of the four (4) quarterly meetings may be replaced with the annual meeting indicated in Section 5.01.

5.021 Use of Special Chapter Events. If approved by the Executive Committee, then Chapter business requiring voting action by the Chapter at large may be conducted at special chapter events where the quorum rules of Section 5.12 have been met by those present. Should voting take place at said event, the Chapter Secretary (or delegated representative present) shall record the proceedings of Chapter business in accordance with Section 6.35 of these Bylaws.

5.03 Special Meetings. A special meeting of this Chapter may be called given that notice is provided to the Chapter membership in accordance with Section 5.11. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting. A special meeting may be called under the following circumstances:

- 1) A call for a special meeting may be made during the course of a Chapter regular meeting, or;

- 2) A special meeting may be called by a two-thirds majority vote of the entire membership of the Executive Committee, or;
- 3) A special meeting may be called following receipt of a written petition to the Executive Committee signed by twenty (20) percent of the Chapter voting membership.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally, by mail or electronic mail, to each member entitled to vote at the meeting. Notice shall be given no fewer than five (5) calendar days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to all members in time for them to receive it at least five (5) calendar days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, twenty-five (25) percent or greater 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.

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

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 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.

5.22 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.

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

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

- 1) Matters so designated elsewhere in these Bylaws;
- 2) Elections of Institute Directors; delegates to meetings of the Institute and either general business or Board of Directors meetings of the Society;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Architect members shall be limited to Architect Members, or;

- 6) Other matters relating to the governance, meetings, affiliations, budget and finances of the Institute.

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

ARTICLE 6 THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.01 Powers. The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers and directors of this Chapter 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.

6.011 Custodianship. The Executive Committee 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 Secretary. Within the appropriations made therefor, the Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

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

6.03 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 the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Executive Committee.

6.1 ELECTION OF OFFICERS AND DIRECTORS

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

6.12 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 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.

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

6.14 Tie Votes. In the event of a tie, between multiple qualifying candidates the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

6.15 Results. The President shall announce to the chapter membership the results of all balloting, and shall declare all elections.

6.16 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a chairman pro tem, or a secretary pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of two (2) years in cycle with the calendar term, or until a successor has qualified.

6.22 Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the unexpired term of office per the rules of Section 6.1.

6.23 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/Treasurer unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

6.24 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 when twenty-five (25) percent or greater of the general membership is present, or for cause by vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS AND DIRECTORS

6.31 Officers. The officers of this Chapter shall be the President, President-Elect, Vice-President of Development, Secretary, Treasurer, Society Board Director, and Associate Membership Director.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Executive Committee under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Executive Committee; appoint, with the concurrence of the Executive Committee, 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. This officer shall serve as a Director of the Corporation.

6.321 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 Executive Committee. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

6.33 The President-elect. The President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or

failure to act and shall perform such other duties as are properly assigned by the Executive Committee or the President. This officer shall serve as a Director of the Corporation.

6.331 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.332 Custodian of Bylaws. The President-elect shall be responsible for all matters pertaining to the Chapter Bylaws, including receiving petitions for Bylaws modifications from the Chapter membership, submitting proposed Bylaws modifications to the Executive Committee and Chapter, evaluating and incorporating adopted amendments to the Institute and Society Bylaws into the Chapter Bylaws, and to serve ~~in perpetuity~~ as the chair of the Chapter Bylaws Committee.

6.34 The Vice-President of Development. The Vice-President of Development shall act as the facilitator for all Chapter programs aimed at the development of the Chapter and its membership, as well as the advancement of the objectives of the Chapter, Society and Institute. In the event of the absence of the President and President-elect, the Vice-President of Development shall serve as the ranking officer of the Executive Committee. This officer shall serve as a Director of the Corporation. The objectives of the Vice-President of Development include:

- 1) Recruitment of new membership of all types into the Chapter, and;
- 2) Facilitate programs that provide Chapter membership with continuing education programming and other opportunities for professional enrichment, and;
- 3) Planning and executing Chapter special events that advances the objects of the Chapter, Society and Institute, and;
- 4) Developing long-term relationships with local governments, associations, businesses, entities, and individuals within the geographic range of the Chapter for the purposes of advancing the Chapter, Society, Institute, and/or the architectural profession at large, in accordance with the requirements of Section 1.11.

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Executive Committee, and shall attend all their meetings and keep minutes of the proceedings. The Secretary shall have custody of and shall safeguard and keep in good order all property of this Chapter; issue all notices of this Chapter; shall receive periodic membership rolls from the Society; 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 Executive Committee and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office. This officer shall serve as a Director of the Corporation.

6.351 Reports. The Secretary shall furnish the Institute and the Society 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.

6.352 Delegation of Authority. The Secretary shall not authorize any person to sign any report, meeting minutes, order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Secretary, unless such delegation is expressly permitted in these Bylaws. The Secretary may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Secretary, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Secretary.

6.353 Submission of Periodic Compliance Forms. The Secretary shall be responsible for the preparation and issuing to applicable state and federal jurisdictions any mandated forms declaring the non-profit or incorporated status of the Chapter, and shall report to the Executive Committee confirmation of any issued forms prior to their due date.

6.36 The Treasurer. As well, 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. This officer shall serve as a Director of the Corporation.

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

6.362 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.

6.37 Concurrency of Officer Roles. Should the membership of the Chapter vote to affirm a slate of officers as such, a single Chapter member may serve in the concurrent role of Chapter Secretary and Treasurer.

6.38 Society Board Director. The Society Board Director shall make a written report to the Chapter at each meeting reviewing the business conducted at the most recent meeting of the Society Board of Directors. Likewise, the Society Board Director shall report to the Society Board of Directors any official requests from the Chapter, communiqués, or information submitted under the authority of the Executive Committee at subsequent scheduled meetings of the Society Board of Directors.

6.39 Associate Membership Director. The Associate Membership Director shall coordinate activities within the Chapter specifically for benefitting and growing the body of associate members. The Associate Membership Director shall be an associate member of the Institute at the beginning of the calendar year in which that person assumes the directorship. As well, the Associate Membership Director shall coordinate with the Society Associate Director, the Society's Regional Associate Director to the Institute National Associate Committee (NAC), and the Society Architectural Experience Program (AXP) Coordinator in providing any information or support services available to the Chapter's associate membership that is offered by the Society or the Institute.

6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required. The Executive Committee shall meet in a regular or special meeting in order to transact business aside from regular meetings defined by Section 5.02.

6.411 Regular Meetings. The Executive Committee shall set regular monthly meetings at a time and place determined by the consent of the Executive Committee.

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

6.413 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 Executive Committee.

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

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

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

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

6.52 Report to the Society. The Executive Committee or the Society Chapter Director shall make a written report to the Society at such times as the Society requests of the Chapter.

6.53 Report to Institute. The Executive Committee or the Society Chapter Director shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.6 COMMITTEES, COMMISSIONS AND COORDINATORS

6.61 Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Executive Committee. The members of committees and commissions shall be appointed by the President with the concurrence of the Executive Committee.

6.611 Bylaws Committee. The Bylaws Committee shall be formed of Chapter membership with the Chapter President-elect serving as chair. The charge of the Bylaws Committee shall be to maintain, review and propose worthwhile modifications to the Chapter Bylaws as needed.

6.62 Coordinators. Coordinators shall be Chapter members in good standing appointed by the President and affirmed by a two-thirds vote of the Executive Committee to serve in performing Chapter responsibilities as defined by the Executive Committee. Coordinators are not members of the Executive Committee.

6.621 Scholarship Coordinator. The Scholarship Coordinator shall serve as custodian of all Chapter scholarship funding efforts, shall make recommendations to the Executive Committee for funding, and shall coordinate between the Chapter Treasurer and the Texas Architectural Foundation (TAF). The Scholarship Coordinator shall report to the Vice-President of Development.

6.622 Continuing Education Coordinator. The Continuing Education Coordinator shall coordinate and schedule all Chapter-wide Institute-approved Continuing Education System (CES) events. The Continuing Education Coordinator shall report to the Vice-President of Development.

ARTICLE 7 FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Executive Committee shall adopt by majority vote an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations. The Executive Committee, or a quorum of the general membership during either annual or special meetings has the authority to execute action either for the gathering of revenues or the incurring of expenses, pending that those actions do not contravene these Bylaws, the Institute's Bylaws, or the laws of the State of Texas as they apply to the incorporation of this Chapter.

7.021 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 Executive Committee or a specific resolution at a meeting of the Chapter.

7.022 The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the membership. Should those expenditures thus authorized exceed the estimated gross income of the Chapter for that fiscal year, the Executive Committee is required to issue in writing immediately following that authorization vote a report outlining the expenditure, its reason for necessity, and a plan of action for resumption of fiscal solvency, to the general membership via written or electronic mail.

7.023 Privileges for Action. The Executive Committee may enter into leases and employment contracts for terms longer than one (1) calendar year, and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. At the request of a quorum of Chapter members, the Executive Committee shall employ an outside qualified firm to prepare a compilation or audit of the financial records of the Chapter as the basis for a financial report to the members. These contracted services shall comply with the requirements for organizational review and oversight for non-profit organizations within the State of Texas.

7.04 Fiscal Year. The fiscal year of this Chapter shall correspond with the calendar year, commencing on January 1st of said year, and concluding on December 31st of said year.

7.1 REAL AND PERSONAL PROPERTY

7.11 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. Any such real or personal property would be documented by the Secretary/Treasurer under the rules of Section 6.34 and in compliance with Component Performance Criteria 7.1-2

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

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

7.4 TRANSFER OF ASSETS UPON DISSOLUTION

Should the Chapter be dissolved at a future date, all assets, including the financial holdings of any bank accounts, real and personal property shall be bequeathed in full to the following organizations by predeceasing order:

- 1) The Texas Architectural Foundation (TAF), unless;
- 2) The TAF predeceases the Society, which in that event, all assets shall be bequeathed to the Society, unless;
- 3) The Society predeceases the Institute, which in that event, all assets shall be bequeathed to the Institute.

7.5 ANTITRUST POLICY

This chapter will adhere to Society's policy and comply with the antitrust laws. The Chapter will avoid all discussions and activities which may involve improper subject matter or procedures – and this includes such things as agreeing on prices, on how to allocate markets or customers, on placing limits on production, and on refusing to deal with certain suppliers or customers – and to avoid even the appearance of impropriety.

ARTICLE 8 GENERAL PROVISIONS

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Secretary/Treasurer's books of account or 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 Executive Committee, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised* shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Executive Committee, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Executive Committee.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.32 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 Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Executive Committee 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.

8.4 CONFLICT OF INTEREST POLICY

This chapter will adhere to the AIA Conflict of Interest Policy. The following references the purpose of the policy that was revised by the AIA in January of 2015:

“The purpose of this conflict of interest policy is to protect the interest of the institute when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the institute.”

8.5 WHISTLEBLOWER POLICY

This chapter will adhere to the AIA Whistleblower Policy. The following references the purpose of the policy that was adopted by the AIA in September 2007:

“This policy is intended to cover serious concerns that could affect the AIA. These include actions that:

- Could lead to inaccurate financial reporting;
- Are unlawful, such as fraud, theft, embezzlement, or other illegal activities;
- Are inconsistent with policies or procedures;
- Otherwise amount to serious misconduct, such as unethical business conduct, other inappropriate conduct, or concerns about employee risks that are caused by or are otherwise under the control of AIA management. (Such health concerns might arise, for example, if AIA management were to permit asbestos-containing insulation to be removed without properly protecting employees);
- Result in the destruction of documents in a manner inconsistent with the AIA’s records retention policy; or
- Result in the inappropriate or illegal use of AIA property (e.g., using AIA property for personal gain).

This policy is intended to encourage and enable you and others to raise concerns within the AIA before seeking action from outside sources.”

8.6 RECORD OF RETENTION

This chapter will adhere to the AIA Record of Retention Policy.

8.7 GIFT ACCEPTANCE

This chapter will adhere to the AIA Gift Acceptance Policy.

8.8 CODE OF ETHICS

This chapter will adhere to the AIA Code of Ethics Policy. This addresses broad principles of conduct and ethical standards and obligations to the public, clients, colleagues the profession, and the environment.

8.9 DIVERSITY AND INCLUSION

This chapter will adhere to the AIA Diversity and Inclusion statements. The following references the supporting position statements:

8.91 Civil Rights

The AIA Supports the promotion of human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions.

Embracing a culture of equity, all programs and initiatives of the AIA and its members shall reflect the society that we serve, regardless of race, ethnicity, gender, gender identity or expression, sexual orientation, physical abilities, or religious practices.

Approved December 2017, through December 31, 2020

8.92 Diversity

The American Institute of Architects, as part of the global community, champions a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future.

Approved December 2017, through December 31, 2020

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

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

9.011 Petitioning of Proposed Amendments. Any member of the Chapter in good standing may present a petition for modification of the Chapter Bylaws for consideration. Any such petition shall be directed to the President-elect for review and consideration by the Bylaws Committee. The Bylaws Committee shall within sixty (60) calendar days of receipt, review the petition and submit a recommendation to the Executive Committee for action on the petition, along with any formal motion for proposed modifications to the Bylaws.

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

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

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

END OF BYLAW ARTICLES – APPENDICES FOLLOW.

APPENDIX A – GEOGRAPHICAL DOMAIN OF THE CHAPTER

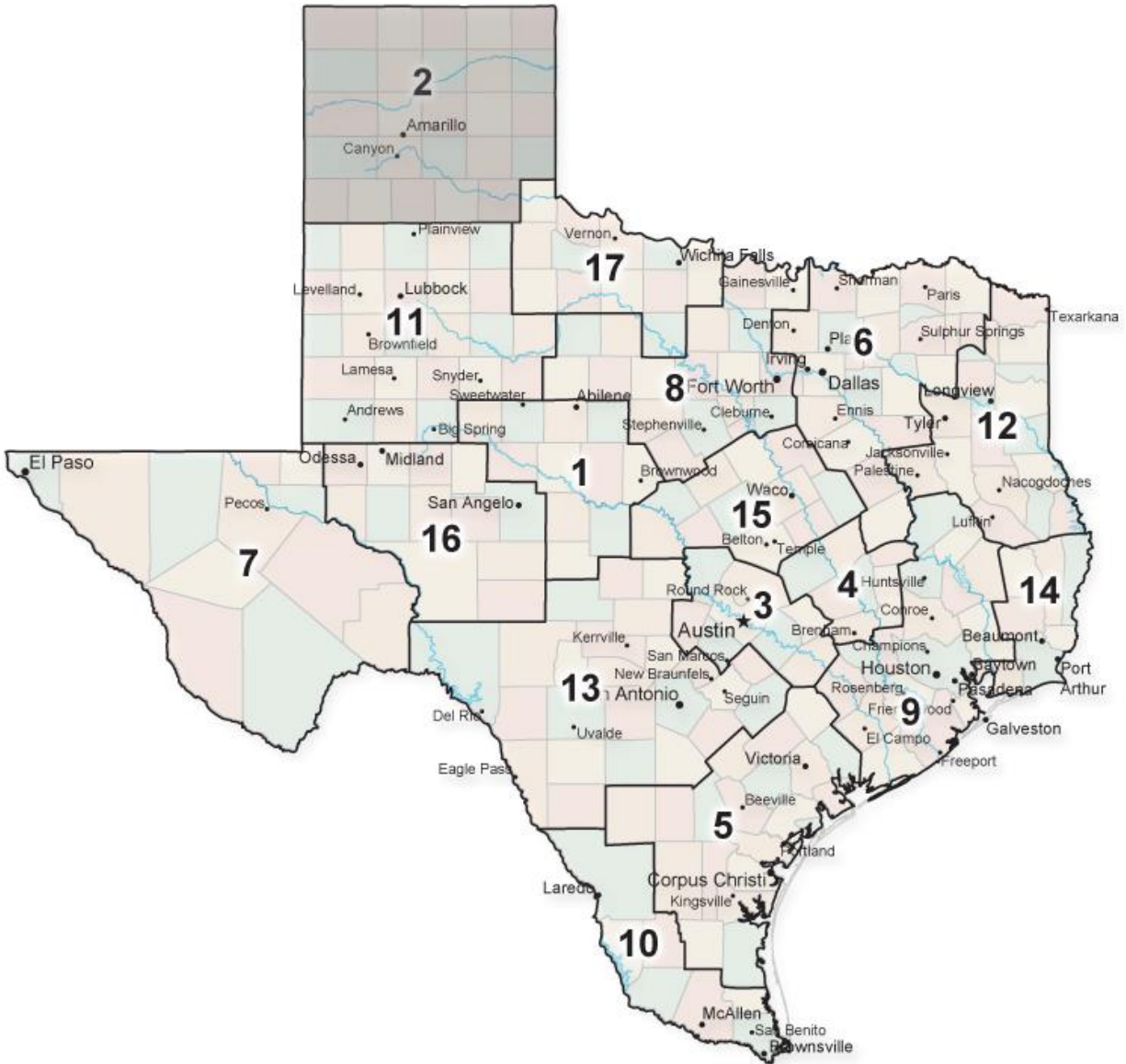


Exhibit A.1. Map of Institute Components in the State of Texas. Domain of the Chapter is indicated by the shaded zone (also indicated as Component #2, given that as of September 2013, AIA Amarillo is the second component within the Society when counted in alphabetical order). Refer to Section 1.03 of the Bylaws for a list of all twenty-five (25) counties which comprise the domain of the Chapter.

END OF APPENDIX A.