

**THE COLUMBUS CHAPTER  
of  
THE AMERICAN INSTITUTE OF ARCHITECTS**

**AMENDED BYLAWS**

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## **ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS**

### **1.1 Name.**

**1.1.1 This Chapter.** The name of this organization is The Columbus Chapter, The American Institute of Architects.

**1.1.2 Related Institute Organizations.** In these Bylaws the above-named Chapter is referred to as this Chapter; the governing board of this Chapter as the Board of Directors; the officers of this Chapter in the aggregate as the Executive Committee; AIA Ohio, a Society of The American Institute of Architects as the State Organization; the Ohio Valley Region of The American Institute of Architects as the Regional Organization; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

### **1.2 Objects and Powers.**

**1.2.1 Objects.** The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter.

#### **1.2.2 Powers.**

- .1 Within the territory assigned to it, this Chapter will represent and act for the Institute under a charter issued to it by the Institute Board. The Institute and this Chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute Board and this Chapter execute a written agreement to that effect.
- .2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.
- .3 This Chapter shall cooperate with the State Organization and the Regional Organization to further the interests of the Institute, and by agreement with these organizations, may represent and act for them within the territory of this Chapter.
- .4 This Chapter may establish Professional Affiliates, Allied Affiliates, Student Affiliates, and Honorary Members, under conditions set forth in these Bylaws.
- .5 This Chapter may levy and collect annual dues from its Assigned Members, Associate Members, Professional Affiliates, Allied Affiliates, and Student Affiliates, and may levy and collect admission fees for admission of Professional Affiliates, Allied Affiliates and Student Affiliates.

- .6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.
- .7 This Chapter may establish and sponsor student chapters in schools of architecture located within the territory of this Chapter, under conditions established by the Institute Board, which conditions shall be set forth in these Bylaws when such student chapters are established by it.

1.3 Organization. This Chapter is a nonprofit membership corporation duly incorporated on the 23<sup>rd</sup> day of April, 1959, under and by virtue of the provisions of the laws of the State of Ohio and is a successor to the Columbus Chapter, The American Institute of Architects, an unincorporated association duly chartered by the Institute on the 21<sup>st</sup> day of May, 1913.

1.4 Territory. The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter includes the following counties of the State of Ohio: Ashland, Athens, Coshocton, Crawford, Delaware, Fairfield, Franklin, Gallia, Guernsey, Hocking, Jackson, Knox, Lawrence, Licking, Madison, Marion, Meigs, Monroe, Morgan, Morrow, Muskingum, Noble, Perry, Pickaway, Pike, Richland, Ross, Scioto, Union, Vinton, Washington, Wyandot.

## ARTICLE 2. MEMBERSHIP

### 2.1 Members: General Provisions.

2.1.1 Classes of Membership. The members of this Chapter shall consist of the Architect Member and Associate Members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.3, and of the Professional Affiliates, Allied Affiliates, Student Affiliates, and Honorary Members it may admit as provided in Paragraphs 2.4 and 2.5.

2.1.2 Definitions. In these Bylaws, Architect Members and Associate Members who have been assigned to membership in the Chapter are referred to as “Assigned Members.” The term “Unassigned Member” shall refer to Architect Members and Associate Members other than Assigned Members. The term “affiliate” shall refer to Professional Affiliates, Allied Affiliates and Student Affiliates. An Honorary Member shall be as defined in Paragraph 2.5.1. The term “member,” if not otherwise qualified, shall refer to all classes of membership in this Chapter. The term “Member,” if not otherwise qualified, shall refer to both Assigned Members and Unassigned Members.

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

2.1.4 Nonresident Status. Nonresident status shall be provided for Members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Nonresident Members shall have the same rights and privileges as other Members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 7.

2.1.5 Enrollment of Members. Every Member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and this Chapter, and shall be enrolled by the Secretary as a Member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.

2.1.6 Annual Dues and Assessments. Every Member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.1.7 Resignations. Any person admitted to this Chapter, other than an Assigned Member, may resign from this Chapter; provided that such Member present a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the Member

qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.

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

2.1.9 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in 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.

## 2.2 Assigned Members.

2.2.1 General. The qualifications, rights and privileges of Assigned Members and Associate Members shall be as provided in the Institute Bylaws.

2.2.2 Action on Application. 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.

2.2.3 Transfers. The Board of Directors shall not delay or impede the transfer of any Assigned Member of this Chapter in good standing who has applied for admission to another chapter of the Institute.

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

2.2.5 Termination. An assigned membership in this Chapter is terminated by death of the Member, resignation or termination of membership in the Institute, or reassignment of the Member to another Chapter.

2.2.6 Emeritus Members. Any member who has been granted Member Emeritus status in accordance with the Institute Bylaws shall automatically become a Member Emeritus of this Chapter. All rights, interest, privileges, title, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.7 Associate Members: Qualifications. Associate Members shall include:

- .1 Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or
- .2 Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or
- .3 Those who have a professional degree in architecture, or
- .4 Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.2.8 Associate Member: Rights and Privileges. Associate Members in good standing:

- .1 May serve as officers and voting Members on the Chapter Board of Directors;
- .2 May speak on and vote in Chapter meetings on business matters and in elections on all issues except dues for Architect Members;
- .3 May be appointed as members of committees at all levels of the Institute;
- .4 May serve as Chapter delegates to state, regional and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions
- .5 Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Architect Members;
- .6 Shall not be eligible to serve as a national officer;
- .7 May use the title "Associate member of The American Institute of Architects" and may wear a silver metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA Associate" or "AIA" as a suffix to their names.

2.3 Unassigned Members.

2.3.1 Admission. The Board of Directors, without action by the Institute, shall admit to unassigned membership in this Chapter any Architect Member or Associate Member assigned to another chapter, provided that such Member applies for membership in writing directly to the Board of Directors in the manner prescribed by it.

2.3.2 Rights and Privileges. An Unassigned Member shall be subject to all regulations and shall have all rights in the Chapter of an Assigned Member, except that an Unassigned Member shall not hold any office or directorship in this Chapter, vote at any of its meetings on matters

described in Paragraph 4.3.4, nor represent its Members as a delegate or otherwise at any meeting of the Institute.

2.3.3 Termination. An Unassigned Member shall remain a Member of this Chapter until such membership in the Institute is terminated or until such Member resigns in accordance with Paragraph 2.1.7. The Board of Directors may terminate Unassigned Members in this Chapter for indebtedness to it.

## 2.4 Affiliate Members.

2.4.1 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.

2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter may be transferred to the other chapter by the Board of Directors; provided that the applicant applies for the transfer in writing and that the Board of Directors of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstances, affiliates transferred from other chapters may be admitted to this Chapter by the Board of Directors without examination; provided that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.

2.4.3 Admission Fees. Every applicant for an affiliate membership shall pay an admission fee as provided in Article 7 of these Bylaws.

2.4.4 Termination. An Allied Member shall be terminated by death or resignation; shall ipso facto be terminated by becoming eligible as an Architect Member or Associate Member, and may be suspended or terminated for unprofessional conduct as provided in the Institute Code of Ethics and Professional Conduct or for indebtedness as provided in Paragraph 7.4. Student Affiliates shall be automatically transferred to the Allied Affiliate classification by the Board of Directors whenever they become eligible for that classification or apply as an Associate member of the Institute.

2.4.5 Professional Allied Members: Qualifications. Professional Allied Members are non-architects, registered to practice their professions where such requirements exist, with established professional reputations. Professional Allied Members may include engineers, planners, landscape architects, and registered professionals in government, education, industry, research, journalism, or other professions whose work is related to the practice of architecture.

2.4.6 Professional Allied Members: Rights and Privileges. Professional Allied Members in good standing:

- .1 May serve as a Member of, or chair, any committee of this Chapter that does not perform any duty of the Board of Directors;
- .2 May attend and speak but may not make motions nor vote at any meeting of this Chapter;
- .3 Shall not be eligible to serve as an officer or director of this Chapter;
- .4 May use the phrase, "Allied Member of the Columbus Chapter of the American Institute of Architects" or "Allied Member of AIA Columbus," to describe themselves; however, they may not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.

2.4.7 Allied Affiliates: Rights and Privileges. Allied Affiliates in good standing have the rights and privileges as described in Paragraph 2.4.6.

2.4.8 Student Affiliates: Qualifications. Student Affiliates shall be undergraduates or postgraduate students of architectural schools or secondary school students within the territory of this Chapter.

2.4.9 Student Affiliates: Rights and Privileges. Student Affiliates in good standing:

- .1 May serve as a Member of, or chair, any committee of this Chapter that does not perform any duty of the Board of Directors;
- .2 May attend and speak but may not make motions nor vote at any meeting of this Chapter;
- .3 Shall not be eligible to serve as an officer or director in this Chapter;
- .4 May not use the initials "AIA" or the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.

2.5 Honorary Members.

2.5.1 Qualifications. A person of esteemed character who is not eligible 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 to honorary membership in it as an Honorary Member.

2.5.2 Nominations and Admission. A person eligible for honorary membership may be nominated therefor by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any of its regular meetings, after the nomination of a person for honorary membership, may admit such person as an Honorary Member. Not more than two (2) Honorary Members shall be elected in any one calendar year.

2.5.3 Acceptance. When the Board of Directors has elected a person as an Honorary Member, it shall ascertain his/her willingness to accept the honor. If the person accepts, the Board of Directors shall request the person to be present at the next regular meeting of this Chapter for the presentation of the honor.

2.5.4 Announcement and Presentation. At a regular meeting, the President shall announce the election of the Honorary Member and read the citation of achievements, and the President shall admit the person as an Honorary Member and present a certificate. If the Honorary Member is unable to attend the meeting, then the presentation may be postponed to a later regular meeting.

2.5.5 Rights and Privileges. An Honorary Member of this Chapter:

- .1 Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
- .2 May attend, and on the invitation of the President, may speak and take part in the discussions, but may not make motions nor 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, nor serve on any of its committees except as advisor;
- .4 May use the title "Honorary Member of the Columbus Chapter, AIA," which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Member" be printed in smaller size type than the remainder of the title, but may not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute;
- .5 The Board of Directors, by affirmative roll-call of its entire membership, may terminate any Honorary Member in this Chapter and strike the name of the Honorary Member from the records for any reason it deems sufficient, provided it has offered the person an opportunity to be heard in the matter.

### **ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS**

#### **3.1 The Institute.**

**3.1.1 Delegates to Institute Meetings.** Member delegates shall be appointed from among the Assigned Members of this Chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all such delegates, or should all of such delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided in the Institute Bylaws.

**3.1.2 Representation.** This Chapter and its Members shall be represented at meetings of the Institute as provided in the Institute Bylaws.

**3.1.3 Nominations for Regional Representatives to Institute Strategic Council.** Whenever the office of regional representative for this region to the Institute Strategic Council is about to become vacant, the Board of Directors, or the Chapter in meeting assembled, may select a nominee or nominees for the office, and transmit the nominations to the Regional Organization for its consideration for this position within the period of time fixed by the Regional Organization. Nominations for regional representatives to the Institute Strategic Council may also be made by petition containing the signatures of not less than ten (10) Assigned Members of this Chapter who are in good standing.

**3.1.4 Reports.** The Secretary shall furnish the Institute with such reports as may be required; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and Assigned Members of this Chapter required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfer, or defaults of its Assigned Members.

#### **3.2 Regional Organizations.**

**3.2.1 Representation.** This Chapter shall have representation in the Regional Organization as provided in the Bylaws of the Regional Organization as found in the Bylaws of the State Organization. The State Organization representative shall represent this Chapter in the Regional Organization.

**3.2.2 Reports.** The Chapter Secretary shall furnish the Regional Organization with such reports as may be required.

#### **3.3 State Organization.**

**3.3.1 Representation.** This Chapter shall have a representative in the State Organization as provided in the Bylaws of the State Organization.

- 3.3.2 Representatives. At the annual meeting of this Chapter, the Assigned Members in good standing of this Chapter shall elect one representative as may be required by the State Organization Bylaws, to represent this Chapter in the State Organization for a term of three years. The representative shall be elected from the Assigned Members only. One alternate representative shall also be elected who shall serve in the absence of the elected representative.
- 3.3.3 Nominations and Elections. Nominations and elections of representatives shall be made at the same time and in the same manner as for the officers and directors of this Chapter.
- 3.3.4 Duties of Representatives. The State Organization representative of this Chapter shall act for and in its behalf in all matters that may properly come before the State Organization.
- 3.3.5 Term of Representatives. Each representative shall serve for the term of three years, or until a successor is elected or appointed. The Chapter Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of either the representative or the alternate representative.
- 3.3.6 Expenses of Representatives. Unless otherwise provided in the State Organization Bylaws, the reimbursement of expenses of representatives shall be in a manner determined by the Chapter Board of Directors.
- 3.3.7 Reports. The Secretary shall furnish the State Organization with such reports as may be required; shall, at least annually, furnish the Secretary of the State Organization with the names and addresses of all officers, directors and members of this Chapter required to keep the State Organization's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.3.8 Dues to the State Organization. Each member of this Chapter shall pay annual dues and assessments levied by the State Organization in the amounts and at the time required by it for its support.

## ARTICLE 4. MEETINGS

### 4.1 Meetings.

4.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the third or fourth quarter of each calendar year, for the purpose of nominating and electing the officers, directors and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of other business as may be appropriate. The Annual Meeting will be recorded and all assigned members at the time of the meeting will be given the opportunity to view the recording.

4.1.2 Regular Meetings. This Chapter shall hold a regular meeting during the months of September through May or on a schedule otherwise determined by the Board of Directors.

4.1.3 Special Meetings. A special meeting of this Chapter may be called by the Board of Directors, or by a written petition to the Board of Directors signed by not less than 25% of the total number of this Chapter's Assigned Members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting. Should the meeting require any form of voting, the meeting will be recorded and all assigned members at the time of the meeting will be given the opportunity to view the recording.

### 4.2 Notice; Quorum; Minutes.

4.2.1 Notices and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof shall be served by the Secretary on every Member, by mailing it to the address of such Member on file with the Secretary. Each Member may also elect to be served with such notices ~~either (a) electronically at the address of such Member on file with the Secretary or (b) by facsimile to the facsimile number of such Member on file with the Secretary.~~ Notwithstanding a Member's election, however, the Secretary may choose to serve all notices or any one notice by mail. The notice of each regular meeting shall be served at least ten (10) calendar days before the date fixed for the meeting. The notice of each special meeting or annual meeting shall be served at least thirty (30) calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

~~4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be 10 % of the total number of the Assigned Members of this Chapter, or five (5) such Members, whichever is the greater number.~~

4.2.2 Quorum at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. The voting members present in person or by the use of authorized communications equipment at any meeting of voting members shall constitute a quorum for the meeting.

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

#### 4.3 Decisions at Meetings; Eligibility for Voting.

4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.

4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.

4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by direct mail ~~or electronically, e-mail, or facsimile ballot~~ as provided in Paragraph 4.5.2.

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

- .1 Amendments to these Bylaws;
- .2 Matters so designated elsewhere in these Bylaws;
- .3 Elections of Chapter officers and directors; and representatives to the State Organization;
- .4 Instructions to delegates;
- .5 Any matters relating to membership;
- .6 Chapter dues and assessments of Assigned Members;
- .7 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
- .8 All other matters so ruled by the Presiding Officer, such rulings being reversible only by a two-thirds vote of the Assigned Members present and voting at the meeting.

#### 4.4 Election of Officers and Directors.

4.4.1 Nominating Committee Membership. There shall be a Nominating Committee consisting of the following voting members:

- .1 the currently sitting Past President, who shall serve as the Chairman of the Nominating Committee;
- .2 three (3) at-large Architect Members appointed by the Chairman of the Nominating Committee; and
- .3 one (1) Associate Member appointed by the Chairman of the Nominating Committee.

The Executive Director shall also be a member of the Nominating Committee, but shall not vote.

One (1) of the three (3) at-large Architect Members shall be the President-Elect if the President-Elect is not serving as the Chairman of the Nominating Committee, except if the President-Elect is an Associate Member, in which case the President-Elect shall be the one (1) Associate Member serving on the Nominating Committee. In the event that the Past President is unavailable or unwilling to serve as the Chairman of the Nominating Committee, the President-Elect shall serve as the Chairman.

All voting members of the Nominating Committee shall be Assigned Members.

4.4.2 Nominating Committee Operation. The Chairman of the Nominating Committee shall assemble the Nominating Committee no less than ninety (90) days prior to the annual meeting of the Chapter. The Nominating Committee shall prepare and present to the Members no less than thirty (30) days prior to the annual meeting a slate of candidates for all offices and directorships about to become vacant. When preparing such slate, the Nominating Committee shall consider the nominees(s) for directorship(s), if any, submitted by the Knowlton School of Architecture, Columbus State University Architectural Technology Program and other architectural training programs which are located within the territory of the Chapter. In no event shall any member of the Nominating Committee, except the President-Elect, be eligible to stand for election to any office or directorship about to become vacant.

4.4.3 Floor Nominations. In addition to the slate prepared by the Nominating Committee, nominations for any office or directorship about to become vacant may be made from the floor at the annual meeting.

4.4.4 Voting. ~~If there is only one nominee for any office or directorship, the Secretary may be directed at the time of the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation.~~

~~Otherwise, the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof at the time of the meeting.~~ Such voting shall be by secret ballot in accordance with the procedure prescribed therefor by law and the provisions of Paragraph 4.5.

#### 4.5 Balloting Procedures.

- 4.5.1 Tellers. Balloting shall be the charge of three tellers appointed by the President, who shall be Assigned Members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.
- 4.5.2 Mail/Electronic ~~Fa~~esimile Ballot. Any vote that may be taken at a meeting of this Chapter or afterwards, up to one week, may be taken by direct mail or electronically mail, or ~~faesimile ballot~~ of the Assigned Members of this Chapter, provided that (a) the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter and a recording of the proceedings are available for Assigned Members to view, (b) the method of balloting used relative to each Member is consistent with the method used to serve notice of meetings on Members as provided in Paragraph 4.2.1, and (c) in any event, Secretary may choose to conduct the balloting by direct mail alone, and (d) all Assigned Members, at the time of the meeting, are given an opportunity to vote on the matter.
- 4.5.3 Results. The President shall announce ~~to the meeting~~ the results of all balloting, and shall declare all elections.
- 4.5.4 Election. The election is only valid if 10% of Assigned Members, at the time of the meeting, cast a vote. Should the election be valid, ~~T~~the nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.5 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. The nominee receiving a majority in a runoff election, as conducted by the procedures listed in this Paragraph, shall be elected to the office.

## **ARTICLE 5. THE BOARD OF DIRECTORS**

5.1 Membership of the Board of Directors. The Board of Directors shall have thirteen (13) members consisting of four (4) Chapter officers and nine (9) directors. One director shall be the immediate Past President, one director shall be the representative to the State Organization, and one director shall be the Associate Director, who must be an Associate member of this Chapter at the time of his/her election. Six (6) directors and the Associate Director shall be elected as provided for herein. The alternate representative to the State Organization shall be an ex officio member of the Board of Directors and shall be eligible to vote in the absence of the elected representative to the State Organization. All members of the Board of Directors shall be Assigned Members of this Chapter. Associate Members may serve as officers, but may not hold more than one-third of the total seats on the Board of Directors.

5.2 Authority of the Board of Directors.

5.2.1 Powers. The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors which shall exercise all authority, rights and powers granted to it by the laws of the State of Ohio and by these Bylaws.

5.2.2 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody or under the administration of the Treasurer. With the appropriations made therefor, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

5.2.3 Awards. As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one member of the Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, certificate, a scholarship or otherwise as the Board of Directors shall determine.

5.2.4 Delegation of Authority. The Board of Directors may appoint such agents and representatives of the Chapter with such powers and to perform such acts or duties on behalf of the Chapter as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation and these Bylaws, to the extent authorized or permitted by law.

5.2.5 Education Liaison. One (1) Director shall be designated as the Education Liaison, who shall be responsible for interfacing between the Chapter and the Knowlton School of Architecture, Columbus State Community

College, and other architectural training programs which are located within the territory of the Chapter. If a person nominated for directorship by the Knowlton School of Architecture, Columbus State Community College, or one of the other architectural training programs located within the territory of the Chapter is elected as a Director, that person shall be the Education Liaison. If no person is nominated by such architectural training programs nor elected as a director, the President may appoint a person who is not a director to serve as the Education Liaison. Such appointed person shall be an ex officio non-voting member of the Board of Directors and is not required to be an Assigned Member of this Chapter.

5.2.6 AIAS Liaison. The currently serving president of chapters of the American Institute of Architecture Students at the Knowlton School of Architecture, Columbus State Community College, and other architectural training programs, which are located within the territory of the Chapter shall be invited to attend meetings of the Board of Directors and other Chapter functions. Such person shall be an ex officio non-voting member of the Board of Directors and is not required to be an Assigned Member of this Chapter.

### 5.3 Terms of Office of Officers and Directors.

5.3.1 Terms of Officers. The President, Vice President/President-Elect, Treasurer, and Secretary shall hold office for a one-year term and/or until their successors are chosen. Terms of office shall begin on January 1, following election.

5.3.2 Term of Directors. The terms of the Chapter Directors shall begin in different years, with three (3) Directors being elected annually for a two-year term. The Associate Director shall be elected to a two-year term. The term of the representatives to the State Organization shall coincide with the term on the State Organization's Board. The Past President's term shall be one year. Terms of directors shall begin on January 1, following election.

5.3.3 Removal of Officers or Directors. The Board of Directors, by secret ballot, may remove any officer or director of this Chapter for refusal, neglect, or failure to perform the duties of the office or position or for any act contrary to the policies and instructions of the Board of Directors. The Board of Directors shall offer the opportunity to such officer or director to be heard on their own behalf prior to voting. There shall be no more than one dissenting vote of the entire voting membership of the Board of Directors for removal of such officer or director. The vacancy thus created shall be filled as provided in Paragraph 5.3.5.

5.3.4 Automatic Removal of Directors. Unless due to health reasons or other extenuating circumstances as determined by the President, failure of any

director to attend half the Board of Directors meetings during a calendar year shall cause automatic removal from the Board of Directors.

5.3.5 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 President shall appoint a member to fill the vacancy for the unexpired term of office.

#### 5.4 Meetings of the Board of Directors.

5.4.1 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business; provided, however, that any one or more of the Directors may participate in a Board meeting by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

5.4.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold regular meetings at times and places as determined by it.

5.4.3 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting. The call and notice of a special meeting shall be served as provided in Paragraph 4.2.1.

5.4.4 Officer Pro-Tem. In the absence of the President and Vice President, the Secretary and the Treasurer, the Board of Directors shall elect from its membership a chairperson pro-tem, a secretary pro-tem, or a treasurer pro-tem, as the case may be. Each such officer shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

#### 5.5 Notices and Calls of Meetings.

5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than three (3) days before the date fixed for the meeting.

5.5.2 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors.

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

5.6 Quorum at Meetings; Decisions; Minutes.

5.6.1 Quorum. Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

5.6.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these Bylaws or by law.

5.6.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the President or other officer who presided at the meeting.

5.7 Reports of the Board of Directors.

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

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

5.8 Executive Director.

5.8.1 The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be an at-will employee of the Chapter and who shall report to the Executive Committee. 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, subject to the Bylaws, and the rules, policies, and directions of the Board of Directors.

## ARTICLE 6. OFFICERS

6.1 Officers. The Officers of this Chapter shall include a President, Vice President/President-Elect, Treasurer, and Secretary. Architect Members and, subject to the limitations stated in Section 5.1, Associate Members may serve as Officers.

6.1.1 Executive Committee. In the aggregate, the Officers plus the immediate Past President shall be referred to as the Executive Committee.

6.1.2 Duties of Executive Committee. The Executive Committee shall provide preliminary review, comment, and opinion on matters submitted to the Board of Directors for its action.

6.1.3 Personnel Matters. The Executive Committee shall regularly review the Chapter's employee policies, performance, and compensation and the Chapter's hiring/termination needs. The Executive Committee may as necessary and in private session without employees present, make recommendations to the Board of Directors on such matters for its action.

6.2 The President.

6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Board of Directors; shall have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

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

6.3 The Vice President/President-Elect.

6.3.1 Duties. The Vice President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.3.2 Succession. The Vice President/President-Elect shall succeed to the office of President upon expiration of the term or vacancy in the office of the President.

#### 6.4 The Secretary.

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

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

#### 6.5 The Treasurer.

6.5.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this 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 shall perform all duties usual and incidental to the office.

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

6.5.3 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by the Chapter the actual performance of any or all duties as Treasurer, but shall

not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.5.4 Succession.

The retiring Treasurer shall review all financial statements, accounts, budgets, and investments with the new Treasurer. The new Treasurer will have online access to all accounts and check signing privileges.

6.5.5 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.

## **ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES**

### 7.1 Annual Dues.

7.1.1 Amount of Annual Dues or Admission Fees. The Board of Directors by the concurring vote of all but one of its entire membership may recommend, before the end of any calendar year, the annual dues to be paid by all members for the immediately succeeding calendar year and the amount of admission fees required of affiliate members.

7.1.2 Authority. The amount of annual dues may be changed only by the concurring vote of not less than two-thirds of the total number of Assigned Members present at the annual meeting; provided, however, that the dues for the Chapter shall automatically increase by a percentage equal to the consumer price index (“CPI”), not to exceed 10% annually, unless otherwise reduced or eliminated by a vote of the Board of Directors.

7.1.3 Due Date of Annual Dues. Dues shall be due and payable on the fifteenth day of each calendar year.

7.1.4 Allocation of Dues. If any Member is admitted at any time during the first quarter of a fiscal year, the Member shall pay full annual dues. If any Member is admitted at any time during the second quarter of a fiscal year, the Member shall pay seventy-five percent (75%) of the annual dues. If any Member is admitted at any time during the third quarter of a fiscal year, the Member shall pay fifty percent (50%) of the annual dues. If any Member is admitted at any time during the fourth quarter of a fiscal year, the Member shall pay twenty-five percent (25%) of the annual dues.

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

7.1.6 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or part of the annual dues of any Member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or part of the dues or fees owed by a Member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

### 7.2 Assessments.

7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the Assigned Members present at a meeting, may levy an assessment on all Members. The amount of the assessment on

each Member, respectively, in any calendar year, shall not exceed the amount of the annual dues to be paid by such Member for that year.

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

7.3 Default of Annual Dues or Assessments.

7.3.1 Default of Annual Dues. Every Member who has not paid the entire amount for the required annual dues for the then current calendar year on or before the date fixed for payment shall be in default for the unpaid amount.

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

7.3.3 Notice of Default 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.

7.4 Termination for Default of Annual Dues or Assessments.

7.4.1 Assigned Members. If an Assigned Member is in default to this Chapter for nonpayment of dues or an assessment at the end of the calendar year, the Chapter Secretary, at the direction of the Board of Directors, shall so advise the Institute Secretary and request termination of that membership.

7.4.2 Unassigned Members and Affiliates. If an Unassigned Member or Affiliate Member is in default to this Chapter for nonpayment of dues or assessments at the end of the calendar year, such membership shall be terminated, provided that in all cases such Member shall have been given a written notice of impending termination at least thirty (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.

7.4.3 Liability for Dues or Assessments. The termination or suspension of a membership shall not release or relieve the person whose membership has been terminated from any indebtedness to this Chapter.

7.5 Finances.

7.5.1 Budget and Appropriations. Prior to the beginning of every calendar year, the Board of Directors by the concurring vote of not less than two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

7.5.2 Balanced Budget. Unless directed to do so by a meeting of this Chapter, the Board of Directors shall not adopt any budget, make any appropriations, nor authorize any expenditures which, in the aggregate in any calendar year, will exceed the estimated net income for such year.

7.5.3 Adjustments to Appropriations. The Board of Directors, within the aggregate total fixed for expenditures in the budget, may adjust any or all items of the budgeted expenses and change the appropriations accordingly, and may transfer income additional to that set out in the budget to accumulate capital reserve or appropriate it to pay current expenses.

7.5.4 Authorization of Expenditures. No member, officer, director, committee, consultant, employee or agent of this Chapter may expend any of its money or make any commitment which will involve this Chapter in any expense or financial liability, and the Treasurer shall not pay out any money unless the expense or liability has been authorized in the general budget or by a duly called meeting of the Board of Directors and an appropriation has been made therefor, nor shall any expense be incurred or paid in excess of the unencumbered balance of any specific appropriation.

7.5.5 Documentation of Expenditures. Every expenditure of money shall be evidenced by a receipt or other instrument signed by the person or persons properly authorized to make the expenditure and countersigned by the Treasurer or the President.

7.5.6 Disbursement of Expenditures. Every disbursement of monies of this Chapter shall be by a check of this Chapter signed by the Treasurer or President.

7.5.7 Audits. The Board of Directors shall appropriate necessary funds to secure the services of a Certified Public Accountant to audit the books and rolls of the Chapter when the Board of Directors determines when it is appropriate to complete a review or audit. The organization is required to have an audit policy. Any changes to the audit policy must be approved by two-thirds of the Board of Directors and the membership must be notified of the changes to the audit policy.

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

## **ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES**

### **8.1 Acquisition of Property.**

**8.1.1 Authority.** In order to carry on its affairs and exercise its powers, this Chapter may take and acquire real and personal property for its own use.

**8.1.2 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 this Chapter; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

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

**8.3 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.

## ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 Composition. The committees, their membership, terms of office, and duties shall be approved by the President of this Chapter. The Board of Directors may assign additional duties to any committee at any time.

9.2 Committee Members.

9.2.1 Appointment of Committee Chair. The chair of every committee shall be selected or appointed by the President of this Chapter.

9.2.2 Appointment of Committee Members. The chair or the Board of Directors shall select or appoint members of each committee.

9.3 Committee Oversight. For each committee, the President shall designate one (1) Director, who shall maintain familiarity with the activities of the committee and serve as the liaison between the committee and the Board of Directors.

9.4 Reports. Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors requires.

9.5 Commissions. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

## **ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS**

**10.1** Affiliations with Other Organizations. This Chapter shall not form nor enter into any affiliation with any individual, but it may affiliate with any local organization operating within the territory of this Chapter provided that such affiliations promote the objects of this Chapter and that such affiliations are not used or maintained for financial gain, price fixing or political purposes.

**10.2** Agreements of Affiliation. Every affiliation must be authorized by the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without such written agreement if the collaboration does not extend beyond one year.

**10.3** Conditions of Affiliation.

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

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

**10.3.3** Termination. Any affiliation may be terminated by the Board of Directors, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

**10.4** 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 thereat on invitation of the presiding officer.

**10.5** Endorsements of Materials Prohibited. Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handing, using, distributing or dealing in any material or product.

## ARTICLE 11. GENERAL PROVISIONS

- 11.1 Executive Office. The executive offices of this Chapter shall be located within the Chapter territory.
- 11.2 Records Open to Members. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter (except confidential matters relating to membership applications, bestowal of honorary memberships, and personnel matters) shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any Member of this Chapter in good standing.
- 11.3 Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.
- 11.4 Counsel. The Board of Directors shall obtain the written opinion of counsel on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.
- 11.5 Liability, Indemnification and Insurance.
- 11.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.
- 11.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which they reasonably believed to be in the best interests of this Chapter; has discharged the duties of their position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe their conduct to be unlawful.
- 11.5.3 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present

and former officers, directors, employees and persons acting in any other capacity at the request of this chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

11.6 Contracts and Banking.

11.6.1 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Chapter, and such authority may be general or confined to special instances.

11.6.2 Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositaries as the Board of Directors may select.

11.6.3 Loans. No loan shall be made to this Chapter and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

11.7 Compensation. The directors/officers of the Chapter as such shall not receive any compensation for their services; but nothing contained in these Bylaws shall be assumed to preclude any director/officer from serving the Chapter in any other capacity and receiving reasonable compensation therefor. Each director/officer shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in connection with his or her performance of duties as a director/officer of the Chapter.

## ARTICLE 12. AMENDMENTS

### 12.1 Amendments to the Bylaws.

12.1.1 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment are sent to every Assigned Member not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered.

12.1.2 Voting on Amendments. It shall require a vote of not less than two-thirds of the Assigned Members of this Chapter who ~~cast a vote are present at the meeting to amend a bylaw and 10% of Assigned Members, at the time of the meeting, voted, to amend a bylaw.~~

### 12.2 Amendments by the Board of Directors.

12.2.1 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the Assigned Members of this Chapter.

12.2.2 Conformity with Institute Bylaws. The Board of Directors without action by a meeting of this Chapter may amend any of these Bylaws as may be necessary for conformity with Institute Bylaws.

~~12.3 Review by the Institute. 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.~~

~~12.4 Adoption of Amendments. The Amendment will become effective only when it is approved by the Institute. Upon receipt of said approval, the amendment shall become effective and the Chapter Secretary shall enter the amendment and the approval at the proper place in these Bylaws in the form as below.~~

Bylaws Amended:  
October 25, 2022  
Nicholas Bittner, AIA  
AIA Columbus Secretary