

Bylaw updates

The proposed bylaw changes were developed by a taskforce of AIA Columbus members. The group focused on making the annual meeting and the voting process accessible to all members. The task force believes this process will allow more member engagement. The proposed bylaw changes include,

- 1) Requires the annual meeting be recorded so members who are unable to attend can view it afterwards.
- 2) The recording is to be sent to all members of the chapter following the meeting.
- 3) All members have one week to view the recording and vote online for any business matters requiring a vote, for example the election of candidates to the AIA Columbus Board and bylaw changes.

Currently members can attend the annual meeting in-person or online.

In addition, the quorum requirement has been updated. The proposed bylaw change does the following,

- 1) Removes the 10% quorum requirement for the annual meeting or special meeting and replaces it with the Ohio Revised Code for Nonprofits (see language below).
- 2) Requires 10% of members to vote, for the election to be valid. This includes the election of candidates to the AIA Columbus Board and bylaw changes.

Other changes include,

- 1) Removes the facsimile options.
- 2) Removes the necessity for AIA National to review the bylaw changes. This was recently removed from AIA National bylaws in 2023.

Should the proposed bylaws be approved, AIA Columbus will ask members to approve a motion to have legal counsel review the updated bylaws and, where necessary, edit the bylaws to comply with appropriate legal language.

Taskforce Members

Hannah Ewvaraye, AIA, AIA Columbus President-Elect

Lane Beougher, FAIA, Past President

Monica Wangler, AIA, Past President

Kurt Miller, AIA

Lindsay Mitchell, AIA

Laurie Gunzelman, AIA, AIA Columbus Director

4.1.1 (page 17)

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.

4.1.3 (page 17)

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.

4.2.1 (page 17)

Notice; Quorum; Minutes.

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. (page 18)

~~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.

4.3.3 (Page 18)

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, email, or facsimile ballot~~ as provided in Paragraph 4.5.2.

4.4.4 (page 19, 20)

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.

4.5.2 (page 20)

Mail/Electronic/Facsimile 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 facsimile 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 (page 20)

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

4.5.4 (page 20)

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.

12.1.2 (page 37)

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.

12.3 and 12.4 (page 37)

~~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.~~