BYLAWS OF AIA MARYLAND, INC.

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# AIA Maryland Bylaws

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BYLAWS OF AIA MARYLAND, INC.

Adopted December 12, 1988
As Amended September 1989; September 29, 1995; September 28, 2005; September 3, 2008;
June 28, 2011; December 9, 2015

ARTICLE 1. ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Maryland, Inc., hereafter referred to as this Organization.

1.011 Related Institute Organizations. In these bylaws the governing Board of this Organization is referred to as the Board of Directors, The American Institute of Architects as the Institute, the Board of Directors of the Institute as the AIA Board, and the representative Chapters in the State of Maryland as the Chapters.

1.02 Objects. The objects of this Organization shall be to promote and forward the objects of The American Institute of Architects within the State of Maryland. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. This Organization shall be the sole statewide representative of the Institute and shall provide a unified representation in all statewide matters affecting the architectural profession and shall fulfill all responsibilities of its members and the Institute.

1.03 Domain. The domain of this Organization shall be the State of Maryland.

1.04 Organization. This Organization is a non-profit membership corporation duly incorporated on the 20th day of April, 1965 under and by virtue of the provisions of the laws of the State of Maryland, and chartered by the Institute September 21, 1963.

1.05 Authority. This Organization shall represent and act for the Institute membership within the territory assigned to it on state matters under a charter issued by the AIA Board. The Institute and this Organization may act as an 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 Organization execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Organization shall directly or indirectly nullify or contravene any act or policy of the Institute. This Organization shall cooperate with the Chapters and Regional Organization to further the interests of the membership and by agreement with these organizations may represent and act for them within the territory of this Organization.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Organization may affiliate with any local organization of the construction industry operating within the territory of this Organization that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Organization 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 Board of Directors and shall be evidenced by a written agreement signed by this Organization 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 Organization and shall not bind or obligate this Organization to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 **Termination.** Any affiliation may be terminated by a majority vote of the Board of Directors 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 Organization, and may speak at the invitation of the presiding officer.

1.2 **ENDORSEMENTS** Neither this Organization nor the Board of Directors, any Organization 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 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 Organization shall consist of:

1) the Architect and Associate members of the Institute who have been assigned to this Organization, and

2) the allied and affiliate members this Organization may admit as provided in Paragraphs 2.35 through 2.37.

**2.02 Definitions.** In these bylaws, Architect and Associate members who have been assigned to membership in any Maryland Chapter by the Institute are referred to as “assigned members.” 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 Organization.

**2.03 Qualifications.** This Organization 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 this Organization and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that this Organization 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 Organization shall be duly notified to that effect by this Organization, and shall be enrolled by the Secretary as a member of this Organization. New memberships will be announced at the next regular meeting of this Organization and in the next issue of this Organization’s official publication.

**2.06 Annual Dues and Assessments.** Every member of this Organization shall pay the fixed annual dues and assessments of this Organization as determined in Article 3.
2.07 Resignations. Any member may resign from this Organization by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined. A member is not in good standing in this Organization if and while in default of dues or other obligations to either this Organization 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 Organization and the Institute, including any right to use this Organization’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 this Organization.

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 this Organization is filed with this Organization, the Secretary or Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, this Organization 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 Organization.

2.14 Termination. Assigned membership in this Organization is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter outside the territory of this Organization.

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

2.2 ALLIED AND AFFILIATE MEMBERS

2.21 Admission. Every application for admission to allied or affiliate membership in this Organization shall be promptly acted upon by the Executive Director or the Board of Directors.

2.22 Admission Fees. Every applicant for allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

2.23 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 member. The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in Section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of this Organization.

2.24 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 Organization that does not perform any duty of the Board of Directors;

2) May attend and speak, but may not make motions or vote at any meeting of this Organization.
3) Shall not be eligible to serve as an officer or director or to chair a committee of this Organization.

4) May not in any way use the name, initials, seal, symbol or insignia of this Organization or of the Institute.

2.25 Allied Members. Individuals not otherwise qualified for membership in the Institute or this Organization 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 this Organization believes will provide meaningful contribution by reason of their employment or occupation.

2.26 Student Affiliates – Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Organization.

2.27 Honorary Affiliates.

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

2.272 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

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

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 Board of Directors, by the majority vote, may fix, before the annual meeting, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.03 Dues upon Admission. A newly admitted assigned or allied or affiliate member shall pay full annual dues, except 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 reduced dues. The amount of reduction shall be determined by the Board of Directors pursuant to section 3.02.

3.05 General Waiver of Annual Dues. This Organization, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class.
3.06 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to this Organization. Emeritus members who wish to receive mailings from this Organization shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Organization, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed 100% 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 30 days prior to the meeting of this Organization 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 for 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 Organization shall be given 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 Organization shall send to the Institute Secretary a list of all assigned members in default to this Organization 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 Allied or Affiliates. If an allied or affiliate member is in default to this Organization for nonpayment of dues or assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given 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. RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.02 Nomination and Election of Institute Directors. This Organization shall nominate and elect Institute Director(s) for this Organization’s region in the manner provided in the bylaws of the Regional Organization.
4.1 REGIONAL ORGANIZATION

4.11 Representation in Regional Organization. This Organization shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board of Directors shall represent this Organization at meetings of the Regional Organization.

4.12 Delegates to Regional Convention. The assigned members in good standing of this Organization shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Organization in the manner prescribed in the bylaws of the Regional Organization as follows:

4.121 Delegate Selection Procedure. Delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Organization by the Board of Directors.

ARTICLE 5. MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Organization shall hold an annual meeting during the month of September, or as may be established by the Board of Directors, for the purpose of approving the budget for the forthcoming year; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Organization shall hold regular meetings as scheduled or needed or for the convenience of the membership and committees.

5.03 Special Meetings. A special meeting of this Organization may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than 10 percent of the total number of this Organization’s members in good standing. No other business than that specified in the call and notice of special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES

5.11 Notice of Meetings. A notice of each meeting of this Organization, stating the date, time and place where the meeting will be held, shall be given by the Secretary, in writing, by personal delivery, mailed postage prepaid, or sent by electronic transmission (e-mail), to each member entitled to vote at the meeting, to the e-mail or mailing address on file with the Organization. Notice shall be given not less than 30 days before the date fixed for the meeting. Notice is sufficient if published in the Organization newsletter and sent to members in time for them to receive it at least 30 days prior to the meeting.

5.12 Quorum at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Organization. Unless otherwise required by law, a quorum shall be 5% or 50 (whichever number is smaller) of the total number of the assigned members of this Organization with at least 10 members from two Chapters. 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 Organization, 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 the subsequent meeting of this Organization and thereafter filed in this Organization’s records.

5.14 Attendance by Telephone Conference. Members of this Organization may participate in any meeting by means of a conference telephone or similar communication device by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.
5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a meeting of this Organization shall be by 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 Organization.

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 the Regional Organization.

3) Instructions to delegates;

4) Any matters related to membership;

5) Voting on dues and assessments for Architect members shall be limited to Architect members; or

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

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Organization may be taken by direct mail or electronic transmission (e-mail) ballot of the members of this Organization, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Organization.

ARTICLE 6. THE BOARD OF DIRECTORS

6.0 MEMBERSHIP OF THE BOARD OF DIRECTORS

6.01 Primary Members. The Board of Directors shall be composed of this Organization’s President, the Past President, one director appointed by each Maryland Chapter as the representative of the governing body of that Chapter and one director per each 250 Chapter members (or part thereof) elected by Chapter members according to Chapter Bylaws. All members shall be assigned members of this Organization. For the purpose of electing directors to this Organization, Chapter membership shall be based upon the number of assigned members in that Chapter effective the first day of the month consistent with the Chapter’s annual meeting. The Board of Directors retains the right to forward nominations to the Chapters for Directors to be appointed or elected by each Chapter at their annual meeting. Such candidates will be accepted by the respective chapters and placed in nomination for appointment or election to the Board of Directors.

6.02 Alternate Members. Each Maryland Chapter shall elect one alternate director who shall be a non-voting director of this Organization. In the event that a voting director is absent from any meeting, the alternate director for the same Chapter may exercise that director’s voting rights. In the event of a vacancy the alternate from the same Chapter shall automatically assume the directorship so vacated. All alternate members shall be on the Board of Directors’ mailing list.

6.03 Student Affiliates. The Board of Directors may appoint student affiliates as members ex officio without vote.
6.1 AUTHORITY OF THE BOARD OF DIRECTORS

6.11 Powers. The business of this Organization shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Organization and shall exercise all authority, rights and powers granted to it by the laws of the State of Maryland, the articles of incorporation and by these bylaws.

6.111 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Organization except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Organization.

6.12 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Organization 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.

6.13 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Organization shall initiate or carry out any activity that may commit this Organization to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.2 ELECTION OF OFFICERS

6.21 Nominations. Nominations for Officers may be made by any member of the Board of Directors.

6.22 Elections.

6.221 Election of Treasurer and Secretary. At its first business meeting the Board of Directors shall elect a Treasurer and a Secretary from among the members of the Board of Directors.

6.222 Election of President Elect. At its first business meeting the Board of Directors shall elect a President Elect. The President Elect may be any member of the Board of Directors or a member from any Chapter who has been a previous member of the Board of Directors of either the State Component or any Local Component for at least two successive years. The President Elect shall serve in that office for the entire year following election, and shall assume the Presidency on January 1 of the succeeding year. The President Elect shall rotate among the three Chapters as follows: 2005 – AIA Potomac Valley; 2006 – AIA Baltimore; 2007 – AIA Chesapeake Bay; and thereafter reverting to the same sequence.

6.23 Tellers. The President may appoint two 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.

6.24 Tie Votes. In the event of a tie vote, the list of nominees for each office 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 that office.

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

6.3 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.31 Term. The term of office of each officer, appointed director and alternate director shall be one year; each shall serve until a successor has qualified. The term of office for each elected director shall be for two years; each shall serve until a successor has qualified.

6.32 Number of Terms. Officers of this Organization, except President and President Elect, may serve more than one term in the same office. Directors and alternate directors may serve more than one term.
6.33 *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, for the unexpired term of office it would be filled by the alternate director from the Chapter from which the vacancy occurs to fill out the unexpired term. The Chapter shall then be entitled to elect another alternate director.

6.34 *Resignation.* Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.35 *Removal of Officer or Director.* Any or all of the officers and directors may be removed for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

### 6.4 OFFICERS

6.41 **Officers.** The officers of this Organization shall be the President, President Elect, Secretary and Treasurer.

6.42 **The President.** The President shall exercise general supervision over the affairs of this Organization, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at the meetings of this Organization and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; shall sign all contracts and agreements to which this Organization is a party; have charge of and exercise general supervision over the offices and employees of this Organization, and shall perform all other duties usual and incidental to the office.

6.421 **Authority.** The President shall act as spokesperson of this Organization 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 Organization unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.422 **Succession.** The President shall succeed to the office of Past President when his/her term as President is completed.

6.43 **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 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.

6.431 **Succession.** The President Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.44 **The Secretary.** The Secretary shall act as the recording and corresponding secretary of this Organization and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Organization, except property that is placed under the charge of the Treasurer; issue all notices of this Organization; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Organization, 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 Organization; in collaboration with the President, have charge of all matters pertaining to the meetings of this Organization, and shall perform all other duties usual and incidental to the office.

6.441 **Reports.** The Secretary shall furnish the Institute and the Regional Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this Organization and report changes in membership as may be required to keep the records of those organizations up-to-date and complete.
6.442 **Delegation of Authority.** The Secretary may delegate to an assistant secretary or other assistant employed by this Organization, the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Organization, 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.

6.45 **The Treasurer.** The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Organization; prepare the budgets, collect amounts due this Organization, and give receipts for and have 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 relative to the office; and shall perform all duties usual and incidental to the office.

6.451 **Reports.** The Treasurer shall make a written report to each annual meeting of this Organization and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Organization, 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 Organization.

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

6.453 **Succession.** When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Organization that are in the Treasurer’s custody and possession. The incoming Treasurer shall check the same and, if found correct, shall give the retiring Treasurer a receipt therefore and a complete release of the retiring Treasurer from any future liability.

6.454 **Liability.** The Treasurer shall not be personally liable for any loss of money or funds of this Organization 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.

6.455 **Fidelity Bond.** The Board of Directors may require the Treasurer and any assistant treasurer to furnish and maintain a fidelity bond in favor of this Organization in a sum which shall be fixed from time to time by the Board of Directors, but which shall not be less than ten thousand dollars. Such bond shall be issued by a surety company satisfactory to the Board of Directors, and shall insure the full reimbursement to this Organization by the surety company, in the event of death, resignation, or removal from office of the Treasurer, for any and all loss this Organization may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to this Organization that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

6.46 **Officer Pro Tem.** If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.
6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. This meeting may be held by means of a conference telephone call or similar communication device by means of which all persons participating in the meetings can hear each other at the same time.

6.511 Regular Meetings. The Board of Directors shall hold a regular monthly meeting at the time and place last determined by it. The Executive Committee may waive no more than two meetings in any one year provided they are not in successive months.

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

6.513 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than twenty-one days before the date fixed for a regular meeting and seven days before the date fixed for a special meeting. Notice of a regular or special meeting of the Board of Directors may be served by regular mail or electronic transmission (e-mail) to the email address of each Director on file with the Organization.

6.514 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.52 Quorum and Vote. Forty percent (40%) of the members of the Board of Directors with members from at least two Chapters shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of the majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors 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.

6.53 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary and filed with this Organization’s records.

6.6 REPORTS OF THE BOARD OF DIRECTORS

6.61 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Organization, making such recommendations with respect thereto as it deems proper.

6.62 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.

6.7 COMMITTEES AND COMMISSIONS

6.71 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of this Organization. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.

6.72 The Executive Committee of the Board of Directors. The Board of Directors has the authority to establish an Executive Committee composed of the officers to act for the Board of Directors. The power of the Executive Committee is limited to:
1) Implementing direction, decisions or policies previously established by the Board of Directors.

2) Acting for the Board of Directors on any specific matter which has been delegated to it by two-thirds vote of the Board of Directors.

3) Act in emergencies only when a special meeting of the Board of Directors cannot be convened.

4) Waive no more than two regular meetings of the Board of Directors in any one year as defined in 6.511.

ARTICLE 7. FINANCES

7.0 GENERAL PROVISIONS

7.01 Budget and Appropriations. Thirty days before the annual meeting of this Organization, the Board of Directors shall by the concurring vote of simple majority, adopt a proposed annual budget showing in detail the anticipated income and expenditures of this Organization for the immediately succeeding fiscal year to be ratified by the general membership of this Organization at its annual meeting.

7.02 Expenditure Limitations.

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

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of this Organization for the year unless specifically authorized to do so at a duly called meeting of the members provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of this Organization’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.

7.023 Checks. Checks of this Organization’s account must be signed by any one of the following: the Treasurer, the Executive Director, the President and the Secretary. However, two signatures of any of the preceding are required on checks exceeding one thousand dollars ($1,000) in amount.

7.03 Review of Financial Records. At appropriate intervals, the Board of Directors shall employ a firm to prepare a compilation of the financial records of this Organization as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Organization shall be January 1st through December 31st.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers, this Organization may acquire and dispose of real and personal property for its own use.

7.12 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 Organization; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Organization, or that will place an undue financial or other burden on this Organization.
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 Organization.

7.3 **INSTITUTE PROPERTY INTERESTS** This Organization 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 Organization, and the Institute shall not be liable for any debt or other obligation of this Organization.

**ARTICLE 8. GENERAL PROVISIONS**

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

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

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

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

4) Make reports to the Board of Directors on the affairs and business of this Organization when requested by the Board of Directors.

8.1 **RECORDS OPEN TO MEMBERS** The correspondence and the minute books, the Treasurer’s books of account and the Secretary’s records of this Organization, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Organization during the business hours fixed by the Board of Directors, by any member of this Organization 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 Organization and shall govern this Organization, the Board of Directors, and this Organization’s 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 Organization, or by the Board of Directors.

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 Organization shall not be personally liable for its debts, obligations or liabilities.

8.32 **Indemnification.** If a director or officer of this Organization is made party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of this Organization, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney’s fees actually and necessarily incurred, in conjunction with the action or proceeding.

8.33 **Insurance.** The Board of Directors may authorize the purchase and maintenance by this Organization 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 Organization as may protect them against any liability asserted against them in such capacity, whether or not this Organization would have the power to indemnity such persons under applicable law.
8.4 AWARDS  As funds or other means become available, this Organization may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Organization. Each award shall be bestowed for and on behalf of this Organization by the concurring vote of all but one 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, scholarship or otherwise as the Board of Directors shall determine.

ARTICLE 9. AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS ORGANIZATION

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Organization 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 30 days prior to the date of the meeting.

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

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

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

9.12 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 members of this Organization eligible to vote thereon.

END OF BYLAWS