

BYLAWS OF  
AIA CONNECTICUT INC.

A Chapter of the American Institute of Architects

November 14, 2017



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# BYLAWS OF AIA CONNECTICUT INC.

## 1. Organization, Compositions, & General Powers

### 1.1. Name

#### 1.1.1. This Chapter.

The name of this organization is the American Institute of Architects, Connecticut Chapter, Inc. or AIA CONNECTICUT Inc.

#### 1.1.2. Related Institute Organizations.

In these Bylaws the above-named state Chapter is referred to as "this Chapter"; AIA New England as the "Regional Organization"; The American Institute of Architects as the "Institute"; and the American Institute of Architects Board of Directors 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.

The powers of this Chapter shall be as provided in the laws of the State of Connecticut, the Certificate of Incorporation, the Institute Bylaws, and these Bylaws.

### 1.3. Organization.

This Chapter is a non-profit membership corporation duly incorporated on the 23rd day of October, 1986, under and by virtue of the provisions of the Nonstock Corporation Act of the State of Connecticut. This Chapter is a "business league" as defined in the Internal Revenue Code of 1954 as amended, section 501(c)(6).

### 1.4. Territory.

The territory of this Chapter is the State of Connecticut.

## 2. Members and Associates

### 2.1. General Provisions

#### 2.1.1. Classes of Members and Associates.

This Chapter shall have two classes of voting members, both classes to be known as "assigned members." In addition, this Chapter shall have four classes of non-voting affiliates, to be known as "unassigned members," "affiliates," "student members" and "honorary members." The definitions,

voting rights, and all other benefits to which those included within each classification shall be entitled, are set forth below. For purposes of simplicity, assigned members and all four classes of affiliates shall be collectively referred to as "Members" in these Bylaws.

2.1.2. Qualifications.

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

2.1.3. Non-Resident Status.

Non-resident status shall be provided for Members who apply for such status because of their intended absence from the United States for at least eighteen consecutive months. Non-resident Members shall have the same rights and privileges as other Members in the same category, except that this Chapter may lower dues and/or assessments for such Members as provided in Article 9.

2.1.4. 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 or at the next regular meeting of the Board of Directors of this Chapter.

2.1.5. Annual Dues and Assessments.

Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 9.

2.1.6. Suspension of Interests, Rights, and Privileges: Good Standing.

A member is not in good standing in this Chapter and shall be under suspension if and while the member has been suspended by the Institute for unprofessional conduct, or if and while the member is in default of dues or other obligations to either this Chapter of the Institute as defined in section 9.3 of these Bylaws. Immediately upon the suspension of a Member, the Member's rights in this Chapter and the Institute are withdrawn until the Member is restored to good standing, except that periodical publications and other regular mailings may be continued if dues are paid.

2.2. Assigned Members

2.2.1. General.

The qualifications, rights and privileges of assigned members shall be as provided in the Institute Bylaws. In these Bylaws, Institute members and associate members (defined in section 2.2.6 below) who have been assigned to membership in this Chapter are referred to as "assigned members."



2.2.2. Action on Applications.

Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the application shall be acted upon within 30 calendar days after the date the application was filed with it, and shall certify such action to the Institute secretary.

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. Termination.

Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another Chapter. Associate membership shall ipso facto be terminated on January 1 of the year following receipt by an associate member of an initial license to practice architecture.

2.2.5. Members Emeriti.

Any Member of this Chapter who has been granted membership emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member emeritus of this Chapter. All rights, interests, privileges, titles, liabilities, and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.6. Associate Members -- Qualifications. Associate members shall include:

.1 Those without architectural licenses who are employed under the supervision of a licensed architect in a professional or technical capacity directly related to the practice of architecture;

.2 Those without architectural licenses who have degrees from a school of architecture (such as a degree in architecture environmental design, interior design, etc.) and intend to obtain a license to practice architecture.

.3 Those without architecture licenses who are eligible by experience and are employed, enrolled, or participating in, circumstances recognized by licensing authorities as constituting credit toward architectural registration. Those without architectural licenses who are deemed eligible by licensing authorities to sit for the architectural exam.

2.2.7. Associate Members -- Rights and Privileges.

Associate members in good standing may:

.1 Serve as voting members on the Chapter Board of Directors, provided that associate members may hold not more than two seats or one-third of the total seats, whichever number is greater, on such boards;

- .2 Speak on and vote in Chapter and Regional meetings on business matters and in elections on all issues except dues for Institute members;
- .3 Be appointed as members of committees at all levels of the Institute, except the National Judicial Council;
- .4 Serve as Chapter delegate to state, regional, and national AIA conventions, but may not constitute more than one-third of any component delegation to such conventions and shall not be counted in determining a Chapter's delegate strength for conventions;
- .5 Be eligible to participate in all Institute group insurance, retirement, and other benefit programs on the same basis as Institute members;
- .6 Use the title "Associate Member of the American Institute of Architects" or "Associate AIA" and wear the silver metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA" as a suffix to their names.

2.2.8. Limitations on Voting Eligibility.

Only assigned members in good standing may vote on the following matters:

- .1 Amendments to the Certificate of Incorporation and these Bylaws;
- .2 Matters so designated elsewhere in these Bylaws;
- .3 Elections of Chapter officers and directors, Institute directors, and delegates to the meetings of the Institute and the Regional Organization;
- .4 Instructions to delegates;
- .5 Any matters relating to Membership, such as passing on admission applicants;
- .6 Chapter dues and assessments of assigned members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
- .7 Other matters relating to the government, meeting, affiliations, budget, and finances of the Institute and this Chapter;
- .8 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.
- .9 Any matters related to the Institute's Code of Ethics and Professional Conduct;

## 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 Institute member or associate member assigned to another Chapter, provided that such member applies in writing directly to the Board of Directors for such membership in the manner described by the Board.

### 2.3.2. Rights and Privileges.

An unassigned member shall be subject to all regulations of, and shall have all rights in, this Chapter as 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 section 2.2.8, nor represent its Members as a delegate or otherwise at any meeting of the Institute.

## 2.4. Affiliates

### 2.4.1. Admission and Fees.

Every application for admission to affiliate status in this Chapter shall be made to, and shall be promptly acted upon by, the Board of Directors. Every applicant for affiliate status shall pay an admission fee as provided in Article 9 of these Bylaws.

### 2.4.2. Definition.

Affiliates are non-architects, registered to practice their professions where such requirements exist with established professional reputations. Affiliates may include engineers, planners, landscape architects, interior designers, sculptors, muralists, and other artists, professionals in government, education, industry, research and journalism, and/or others who this Chapter believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for Institute membership.

### 2.4.3. Rights and Privileges.

Affiliates in good standing:

.1 May serve as a member of any committee of this Chapter that neither performs any duty of the Board of Directors nor is involved with formal or informal charges of unprofessional conduct;

.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 or to chair a committee of this Chapter;

.4 May not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol, or insignia of this Chapter or the Institute.

## 2.5. Student Members

### 2.5.1. Qualifications.

Student members shall be undergraduate or post-graduate students of architectural schools, technical schools, or secondary schools within the territory of this Chapter.

### 2.5.2. Rights and Privileges.

The rights and privileges of student members shall be the same as those of associate members, except that a student member shall not hold any office or directorship, vote at any Chapter meetings on matters described in section 2.2.8, nor represent Chapter Members as a delegate or otherwise at any Meeting of the Institute. Also, a student member may only use the title "Student Member of AIA Connecticut" which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Student Member" be printed in smaller size type than the remainder of the title; 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.

## 2.6. Honorary Members

### 2.6.1. 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.

### 2.6.2. Nomination and Admission.

A person eligible for honorary 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. After the nomination of a person for honorary membership, the Board of Directors, at any of its regular meetings, may admit such person as an honorary member.

### 2.6.3. 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 presiding officer, may speak and take part of 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 only use the title "Honorary Member of AIA Connecticut" 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; 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.

### 3. Chapter Representation in Related Institute Organizations

#### 3.1. The Institute

##### 3.1.1. Representation.

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

##### 3.1.2. Reports.

The Secretary shall furnish the Institute with such reports as may be required from time to time; 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 Institutes records up-to-date and complete; and shall periodically report all resignations, requests for transfer, or default of its assigned members.

#### 3.2. Regional Organization

##### 3.2.1. Representation.

This Chapter shall have representation in the Regional Organization as provided in the Bylaws of the Regional Organization. The President, other officer, or an assigned member appointed by the Board of Directors shall be a representative of this Chapter in the Regional Organization.

##### 3.2.2. Reports.

The Secretary shall furnish the Regional Organization with such reports as may be required from time to time.

### 4. Meetings

#### 4.1. Annual Meetings.

The annual meeting of the assigned members shall be held during the fall of each year. Written notice stating the place, date, and hour of such meeting shall be given to each assigned member not more than 50 nor less than 10

days before the meeting. Any matter relating to the affairs of the Chapter may be raised for action at an annual meeting. The nomination and election of the officers, directors, representatives to the Chapter, may take place at an annual meeting without prior written notice. A statement in the written notice of the annual meeting is required for valid action to be taken at the meeting on the following matters:

(a) adoption, amendment or repeal of any by-law; and

(b) action on any matter (other than the nominations and elections as described above) which is expressly required to be voted on by members under the Connecticut Nonstock Corporation Act.

4.2. Regular Meetings.

This Chapter shall hold regular meetings on dates approved by the President.

4.3. Special Meetings.

Special meetings of the assigned members may be called by a meeting of this Chapter, by the Board of Directors, or by a written petition to the Board of Directors signed by not less than 10 percent of the total number of assigned members in good standing entitled to vote. No special meetings shall be called without written notice, and such notice shall state the place, day, and hour of the meeting and the general purposes for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each assigned member no more than 50 nor less than 10 days before the meeting.

4.4. Quorum and Voting

4.4.1. Quorum.

A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Ten percent of the total number of the assigned members of this Chapter shall constitute a quorum.

4.4.2. Voting.

Each assigned member present shall be entitled to one vote. There shall be no cumulative voting for members of the Board of Directors and proxies shall not be recognized. The act of a majority of the assigned members present at any meeting and constituting a quorum shall be the act of the whole, except as otherwise provided by law or by these Bylaws.

4.5. Procedure.

The rules contained in Robert's Rules of Order shall govern the proceedings of all meetings of this Chapter except in such cases as are governed by these Bylaws.

4.6. Minutes.

Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in

the minute book of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

## 5. Officers

### 5.1. Number and Title.

The officers of this Chapter shall be a President, Vice President/President-Elect, Secretary, and a Treasurer.

### 5.2. Election, Term of Office, and Vacancies.

All officers of this Chapter except the President shall be elected at the annual meeting of the assigned members of this Chapter for a term of one year each, and each officer shall hold office until his or her successor is duly elected and qualified. The term of the office of President shall be one year. Upon expiration of the term of office of the President, the Vice President/President-Elect shall succeed to the office of President. A vacancy, other than on account of regular expiration of a term of officer, shall be filled for the unexpired term of office by the Board of Directors.

### 5.3. Duties and Powers.

The duties and powers of the officer shall be as follows:

#### 5.3.1. President.

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 Treasurer; shall preside at the meetings of this Chapter and of the Board of Directors; and shall perform all other duties usual and incidental to the office. 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.

#### 5.3.2. Vice President/President-Elect.

In the absence of the President, or in the event of his or her inability, refusal, or failure to act, the Vice President/President-Elect shall perform the duties of the President. When so acting, the Vice President/President-Elect shall have all the powers of, and be subject to the restrictions upon, the President, and shall perform such other duties as are properly assigned by the Board of Directors or the President.

#### 5.3.3. Secretary.

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 of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter in accordance with the provisions of these Bylaws or as required by law; keep at the principal office of this Chapter a written record of the

Members of this Chapter and their addresses; 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. 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 as 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.

#### 5.3.4. Treasurer.

.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 moneys 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.

.2 Reports. The Treasurer shall make a written report to this Chapter annually. Said report 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.

.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 normally 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 Chapter the actual performance of any or all duties as Treasurer.

.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement.

.5 Fidelity Bond. The Treasurer and any assistant treasurer shall furnish and maintain a fidelity bond in favor of this Chapter in a sum which shall be fixed from time to time by the Board of Directors. Such bond shall be issued by surety company satisfactory to the Board of Directors, and shall insure the full reimbursement to this Chapter by the surety company, in the event of the death, resignation, or removal from office of the Treasurer, for any and all loss this Chapter may sustain of moneys, fund securities, negotiable instruments, or other personal property belonging to this Chapter



that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

5.4. Officer and Director Liability

Members of the Board of Directors 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 board.

5.5. Executive Committee.

The Executive Committee shall be composed of the Officers and Past President and shall review and act on issues, including major management decisions, that may arise between regularly scheduled Board of Directors' meetings.

6. Board of Directors

6.1. Composition and Duties.

The Board of Directors shall be composed of the officers of this Chapter, the past president, an Associate member appointed by the Board of Directors, and not less than three nor more than seven members-at-large (collectively the "Directors"). The Executive Director shall be an ex-officio member of the Board. The Board of Directors shall manage and control the business, property, and affairs of this Chapter within the limits of its corporation purposes as set forth in the Certificate of Incorporation, the Nonstock Corporation Act of Connecticut, and these Bylaws.

6.2. Election, Term of Office, and Vacancies.

The members-at-large of the Board of Directors shall be elected at the annual meeting of the assigned members of this Chapter for a term of three years each. Directors may serve two consecutive terms of three years, totally six years. Following a one-year absence, a member-at-large may be reelected to serve on the Board of Directors. The term of office of approximately one-third of the members at-large shall expire at the end of each year. The Associate member shall serve a one-year term and shall be appointed annually. All Directors shall hold office until their successors are duly elected and qualified. Vacancies in the Board of Directors may be filled until the next annual meeting of the assigned members by vote of the remaining Directors. The Committee Chairs shall be appointed by the Vice President/President Elect for a term of one year, which will be for the year that the Vice President/President Elect becomes President.

6.3. Directors at Large.

The President-Elect may assign Directors to Committees. The Directors shall act as liaisons between the Committees and the Board of Directors.

6.4. Compensation.

Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by this Chapter for their reasonable expenses and disbursements on behalf of the Chapter.

6.5. Regular Meetings; Attendance.

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors by resolution shall determine. No notice need be given of regular meetings of the Board of Directors held at the time and on the day or date as the Board of Directors may have determined. Any member of the Board of Directors who has failed to attend the three consecutive prior regular meetings of the Board of Directors and has not notified the President prior to each such meeting that he or she would not be present at the meeting may be removed as a Director by vote of the Board of Directors at any meeting of the Board of Directors.

6.6. 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.

6.7. Notices and Calls of Meetings.

Every call or notice of a regular meeting (to be held at a date or time other than that determined by the Board of Directors pursuant to section 6.4 of these Bylaws) or a special meeting of the Board of Directors shall be served not less than three (3) days before the day fixed for the meeting. Reasonable notice of each such meeting shall be given to each member of the Board of Directors by mail, telephone or telegraph, or personally. No notice of a Board of Directors meeting need be given to any member of the Board of Directors who attends such meeting in person or who waives such notice in writing executed and filed with the Secretary of this Chapter either before or after such meeting.

6.8. Quorum and Voting.

A majority of the members of the Board of Directors at the time shall constitute a quorum, and the majority vote of such a quorum shall be the act of the whole Board of Directors, unless otherwise required by these Bylaws, the Nonstock Corporation Act of the State of Connecticut, or this Chapter's Certificate of Incorporation, provided that a majority of the members of the Board of Directors present at any meeting, if less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

6.9. Written Consent.

If all the members of the Board of Directors severally or collectively consent in writing to any action taken or to be taken by this Chapter, the action shall be as valid as though it had been authorized at a meeting of the Board of

Directors and such written consent or consents shall be filed in the corporate minute book.

6.10. Minutes.

Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matter before the meeting, and every action taken thereat, shall be kept by the Secretary in the corporate minute book. The minutes of each meeting shall be signed by an officer.

6.11. Report to Assigned Members.

The Board of Directors shall render a full report to each annual meeting of this Chapter of the conditions, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.12. 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 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 Chapter.

6.13. Awards.

As funds or other means become available, the Board of Directors may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter.

## 7. Committees

7.1. Committees.

There shall be such committees of this Chapter which shall have such powers as the Board of Directors may from time to time determine. The President shall appoint the chairperson of each such committee as he or she may from time to time deem advisable, provided that the chairperson shall appoint the other members of the committee of which he or she is chairperson. The chairperson shall be called "Chair." The President and Executive Director shall be ex-officio members of all such committees.

## 8. Election of Officers and Members-at-Large

8.1. Nominations.

Nominations for each position of the officers of this Chapter and the members-at-large of the Board of Directors about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least two months prior to the annual meeting, a Nominating Committee shall be appointed by the President, to prepare and present, at the annual meeting, a slate of candidates for offices and directorships.

8.2. Voting -- When Required.

If there is only one nominee for any position of the officers or members-at-large, the Secretary may be directed by 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 by the meeting.

8.3. Election Results.

The President shall announce to the meeting the results of all balloting, and shall declare all elections. The nominee for a position of the officers or members-at-large who receives a majority of the ballots cast for such position shall be elected thereto.

8.4. Tie Votes.

In the event of a tie vote, a run-off election shall take place and the list of nominees for each position of the officers and members-at-large in question shall be restricted to those involved in the tie. The nominee receiving the majority vote in the run-off election shall be elected to the office.

9. Dues, Fees, Assessments, and Finances

9.1. Annual Dues

9.1.1. Amount.

The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of Member for the immediately succeeding fiscal year and the amount of admission fees required of affiliate members.

9.1.2. Period.

Dues shall be due and payable to this Chapter on the first day of each fiscal year.

9.1.3. Individual Exemption.

A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from the payment of annual dues to this Chapter.

9.1.4. Individual Remission.

The Board of directors may, in exceptional instances and under exceptional circumstances and for what is deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

9.2. Assessments.

This Chapter, by the concurring vote of not less than two-thirds of the total number of the Board of Directors, may levy an assessment on Chapter membership.

### 9.3. Default of Annual Dues and Assessments

#### 9.3.1. Notice.

Every Member who has not paid dues owed to this Chapter and to the Institute for the calendar year on or before February 28 of said year shall be in default and shall be given 30 days' notice of impending termination because of said default.

#### 9.3.2. Termination.

Every Member who has not paid full regular dues for the current year or has not indicated that he or she will pay in installments will be terminated on March 31 of said year.

#### 9.3.3. Reinstatement.

To become reinstated, a former Member who has been terminated for non-payment of dues shall pay the current dues for the year of readmission.

### 9.4. Finances

#### 9.4.1. Fiscal Year.

A fiscal year of this Chapter shall be January 1 to December 31.

#### 9.4.2. Budgets and Appropriations.

Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer or his assistant to pay the authorized expenditures when due.

#### 9.4.3. Audits.

Whenever the Board of Directors shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter shall be audited by a certified public accountant employed by the Board of Directors.

## 10. Acquisition of Property; Institute Property Interests

### 10.1. Acquisition of Property.

In order to carry on its affairs and exercise its powers, this Chapter may acquire real and personal property for its own use. Only the Board of Directors shall have any right or authority to solicit or accept any gifts, request, or devise for or on behalf of this Chapter; it shall not accept any gifts, request, or devise if it will not promote the object and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

### 10.2. 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.

## 11. General Provisions

### 11.1. Records Open to Members.

The correspondence and the minute book, the Treasurer's books of account, and Secretary's records of this Chapter, except confidential matters relating to membership applications, the Code of Ethics and Professional Conducts, and the bestowal of Honorary memberships shall be open to inspection by any Member of this Chapter in good standing at the executive offices of this Chapter during the business hours fixed by the Board of Directors.

### 11.2. Liability, Indemnification, and Insurance

#### 11.2.1. Liability.

In the absence of misconduct, fraud, or bad faith, the present and former officers of this Chapter, members-at-large of the Board of Directors, and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

#### 11.2.2. Indemnification.

This Chapter, regardless of the adverse interest of any or all of the Directors, shall indemnify and save harmless each Director or employee of this Chapter, and his or her legal representatives, against, and make reimbursement to him, her or them for all reasonable loss, cost, expense, and liability, incurred by him or her or his or her legal representatives, in connection with the defense or reasonable settlement in any action, suit, or proceeding in which he or she is or they are made a party by reason of his or her being or having been a Director or employee of this Chapter except in instances where the Board of Directors shall find that (1) such Director or employee acted in bad faith or was guilty of willful misconduct in the performance of his or her duties on behalf of the corporation, or (2) such indemnification and reimbursement would be contrary to public policy or the corporation laws of the State of Connecticut.

#### 11.2.3. Insurance.

The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of present and former 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 the laws of the State of Connecticut.

### 11.3. Amendments

#### 11.3.1. Notice of Proposed Amendments.

These Bylaws and the Certificate of Incorporation 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 is sent to every Member eligible to vote on the amendment not less than 30 days prior to the date of the meeting at which the proposed amendment is to be considered.

#### 11.3.2. Amendments to Bylaws.

These Bylaws may be amended, repealed, or added to, and new Bylaws not inconsistent with the purposes described in this Chapter's Certificate of Incorporation or any law may be adopted, as provided below.

.1 Required Vote. It shall require a vote of not less than two-thirds of the Members entitled to vote thereon who are present at the meeting to amend, repeal, or adopt any bylaw.

.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. 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. Adoption, repeal, or amendment of any of these Bylaws shall require the affirmative vote of a majority of Directors.

.3 Delegation of Authority. The Board of Directors shall be authorized to amend, repeal, or adopt 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 eligible to vote thereon. Such action by the Board of Directors shall require the affirmative vote of a majority of Directors.

#### 11.3.3. Amendments to Certificate of Incorporation.

This Chapter may amend its Certificate of Incorporation so long as the Certificate of Incorporation, as amended, contains all provisions required by law to be included in a certificate of incorporation and only such other provisions as might be lawfully contained in a certificate of incorporation.

.1 Action and Vote Required. The Board of Directors, either before or after adoption thereof by the assigned members entitled to vote, shall adopt an amendment resolution and such assigned members shall adopt a similar resolution by the affirmative vote of at least two-thirds of such assigned members voting thereon.

.2 Filing of Amendment. A Certificate of Amendment shall be filed with the Office of the Secretary of State pursuant to the Nonstock Corporation Act of Connecticut.

### 12. Administrative and Executive

#### 12.1. Office.

The administrative and executive office of the Chapter shall be located at 370 James Street, Suite 402, New Haven, CT 06513.

## 12.2. Executive Director.

### 12.2.1. Executive Officer.

The executive officer, who shall be known as the Executive Director, shall be in charge of the Chapter office, and shall be employed by and shall report to the Board of Directors.

### 12.2.2. Duties of Executive Director

.1 Management. The Executive Director shall be and act as the chief executive officer of this Chapter, and as such shall be responsible for the general management of the administration of its affairs, subject to the general direction and control of the Board of Directors.

.2 Administration. The Executive Director shall have general oversight of all activities and in general shall be the interpreter of the directives of the Board of Directors.

.3 Policies. The Executive Director shall be the officer in whom the Board shall place the responsibility for carrying out its general policies.

.4 Program. The Executive Director shall be charged with the duty of stimulating the programs of the various committees and shall coordinate all chapter affairs.

.5 Liaison. The Executive Director shall maintain contact with other professional societies in fields allied to architecture and with trade associations in the construction industry in order to be constantly informed as to activities in those fields, extending the cooperation of this Chapter as circumstances may warrant.

### 12.2.3. Staff of the Chapter Office.

The Executive Director shall hire appropriate personnel to perform such duties as may be assigned to them by the Executive Director.

## 13. Professional Conduct and Discipline

### 13.1. Code of Ethics and Professional Conduct

#### 13.1.1. Applicability of Institute Code.

The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. Institute members or associate members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members,



stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

13.1.2. Interpretations.

Every interpretation of the Code of Ethics and Professional Conduct issued by the National Judicial Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter, nor any individual members, officer, director, or employee has the authority to make a binding interpretation or amendment of the Code. However, this Chapter may respond to inquiries regarding the Code by furnishing written material provided by the Institute.

13.1.3. Advisory Opinions.

In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Judicial Council.

13.2. Action on Complaints of Unprofessional Conduct by Members

13.2.1. Formal Action Prohibited.

A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjudged by this Chapter, the Board of Directors or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.

13.2.2. Ethics Committee.

The Board of Directors may establish an Ethics Committee, the membership of which shall be limited to assigned members, which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.

13.2.3. Informal Settlement Prior to Filing of Complaint with the Institute.

The Ethics Committee, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Judicial Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.

13.2.4. Informal Settlement Following Filing of Complaint with the Institute.

The Ethics Committee, upon receipt from the National Judicial Council of a formal Complaint against a member of this Chapter and the Response thereto, may in its sole discretion extend to the parties the opportunity to seek an informal resolution of the matter through the Committee. If the parties wish to seek such an informal resolution, the Ethics Committee shall so advise the

Institute and attempt to mediate the matter, either directly or through the offices of a third party. In attempting informal settlement, the Ethics Committee shall comply with the Rules of Procedure of the National Judicial Council, where applicable.

13.2.5. Confidentiality.

All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

13.3. Chapter Participation in Disciplinary Proceedings

13.3.1. Any request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Board of Directors.

The Board of Directors may, with due consideration given to the advice of counsel, file or join in the formal charge of unprofessional conduct in the name of the Chapter, against an Institute member or associate member.

13.3.2. Authority of the Board of Directors.

The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.

13.3.3. Confidentiality.

Any discussion or decision by the Board of Directors relating to an informal or formal Complaint against an Institute member or associate member shall occur in Executive Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.

13.3.4. Notice of Institute Discipline.

Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. The Board of Directors shall read the notice of such discipline at the next Chapter meeting and publish it in the next official Chapter publication.

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