

Items in **RED** have been removed or are **OLD**.

The last bylaws approved were in 2008.

1. Organization, Compositions, & General Powers

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."

(Regional Organizations are no longer recognized per AIA National Bylaws)

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.

NEW

2.1. General Provisions

Limiting Membership Rights. This Chapter shall not limit the rights or privileges of any category of membership as set forth in the Institute Bylaws.

2.1.1. Categories of Members.

This Chapter shall have two classes of voting members, Architect members and Associates members. Both classes are to be known as "assigned members." In addition, this Chapter shall have four classes of non-voting affiliates, to be known as "unassigned members": "Allied members," "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.

2.4 Affiliates

NEW

2.4 Allied Members

REMOVED

3. Component Representation in Institute Organizations

3.1. Regional Organization

3.1.1. 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.

3.1.2. Reports.

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

4. Meetings

OLD

4.1. Regular Meetings.

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

NEW

4.2. Regular Meetings.

This Component shall hold regular meetings on dates approved by the Component Board of Directors.

OLD

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.

NEW

4.4.1. Quorum.

A quorum shall be necessary for the transaction of any business at a meeting of this Component. Seven percent (7%) of the total number of the Assigned members of this Component shall constitute a quorum for a special meeting and five percent (5%) of the total number of Assigned members of this Component shall constitute a quorum for the Annual Meeting.

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 only proxies assigned to the Board shall 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.

Online voting shall be permitted for the election of Officers and Directors, for the adoption, amendment, or repeal of any bylaw, and for meetings of the Board of Directors.

5. Officers

OLD

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.

NEW

5.3.3 Secretary.

The Secretary shall act as the recording and corresponding secretary and as Secretary of meetings of this Component and of the Board of Directors; issue all notices of this Component in accordance with the provisions of these Bylaws or as required by law; keep at the principal office of this Component a written record of the members of this Component and their addresses; in collaboration with the President, have charge of all matters pertaining to the meetings of this Component; and shall perform all other duties usual and incidental to the office. The Secretary may delegate to the Executive Director of this Component the actual performance of any or all duties as recording or as corresponding secretary but shall not delegate 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.

OLD

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.

.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.

NEW

5.3.4 Treasurer.

.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs; have signatory authority 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 Component annually. Said report shall set forth the financial condition of this Component, 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 Component.

.3 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check, or other financial instrument of this Component that normally requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. Except as provided above the Treasurer may delegate to an employee of this Component the actual performance of any other duties as Treasurer.

.4 Succession. When a new Treasurer takes office, the retiring Treasurer with assistance from the Executive Director shall take steps necessary to Ensure a smooth transition of signatory and fiduciary responsibilities.

6. Board of Directors

OLD

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.

NEW

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 additional 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 previously determined. Any member of the Board of Directors who has failed to attend the three (3) consecutive prior regular meetings of the Board of Directors and has not notified the President or Executive Director 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.

OLD

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.

NEW

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 6.5 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 email. 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 Component before 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, defined as fifty percent (50%) plus one (1) of the Directors present, 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 Component'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.

OLD

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.

NEW

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 recorded in the corporate minute book and for all matters except those considered in executive session posted on the Component website. The minutes of each meeting shall be signed by the Secretary.

7. Election of Officers and Members-at-Large

OLD

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.

NEW

7.1 Nominations.

At a meeting of the Board of Directors held at a designated time least three months prior to the annual meeting, a Nominating Committee shall be formed by the Board of Directors in accordance with current Component policy.

7.2 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 members-at-large who receives a majority of the ballots cast for such position shall be elected thereto.

7.3 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 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.

NEW

8. Committees

8.1 Committees.

There shall be such committees of this Component which shall have such powers as the Board of Directors may from time to time determine. The President-elect shall appoint the chair, or chairs, of each such committee pursuant to section 6.2 or as

the President-elect may from time to time deem advisable. No Chair shall serve for a period of longer than three consecutive years. The President and Executive Director shall be ex-officio members of all such committees.

9. Dues, Fees, Assessments, and Finances

OLD

9.1.2_ Period.

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

NEW

9.1.2 Period.

Dues shall be due and payable to this Component in accordance with the guidelines of the Institute.

OLD

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.

NEW

9.3.1 Notice.

Every member who has not paid dues owed to this Component and to the Institute on the date set by the Institute 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 they will pay in installments will be terminated on the date set by the Institute of said year.

OLD

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.

NEW

9.4.3 Audits.

An audit of the financial records by a certified public accountant employed by the Board of Directors shall be held intervals in accordance with current policy.

12. Administrative and Executive

OLD

12.1 Office.

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

NEW

12.1 Office.

The administrative and executive office of the Component shall be located at a location authorized by the Board of Directors.

13. Professional Conduct and Discipline

OLD

12.4.2 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.

NEW

13.2.2 Ethics Committee.

The Past Presidents' Council shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.