



Connecticut

BYLAWS OF
AIA CONNECTICUT INC.

A Component of the American Institute of Architects

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BYLAWS OF AIA CONNECTICUT INC.

1. **Organization, Compositions, & General Powers**

1.1. Name

1.1.1. This Component.

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

1.1.2. Related Institute Organizations.

In these Bylaws the above-named state Component is referred to as "this Component"; 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 Component shall be to promote and forward the objects of the American Institute of Architects within the territory of this Component.

1.2.2. Powers.

The powers of this Component 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 Component 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 Component 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 Component is the State of Connecticut.

2. **Membership**

2.1. General Provisions

Limiting Membership Rights. This Component 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 Component shall have two categories of voting members, Architect members and Associates members. Both categories are to be known as

"assigned members." In addition, this Component shall have four categories 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 category shall be entitled, are set forth below. For purposes of simplicity, assigned members and all four categories of affiliates shall be collectively referred to as "Members" in these Bylaws.

2.1.2. Qualifications.

This Component shall not establish a category of members, or qualifications in addition to, or which vary from, the Institute's provisions 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 Component may lower dues and/or assessments for such Members as provided in Article 9.

2.1.4. Enrollment of Members.

Every Member assigned this Component shall be duly notified to that effect by the Institute and this Component and shall be enrolled by the Secretary of the Institute as a Member of this Component without requiring payment of an admission fee.

2.1.5. Annual Dues and Assessments.

Every member of this Component shall pay the fixed annual dues and assessments of this Component 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 Component 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 Component or the Institute as defined in section 9.3 of these Bylaws. Immediately upon the suspension of membership, the member's rights in this Component 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.

2.2.2. Transfers.

The Component's Board of Directors shall not delay or impede the transfer of any assigned member of this Component in good standing who has applied for admission to another Component of the Institute.

2.2.3. Termination.

Each assigned member of this Component shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another Component.

2.2.4. 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 Component officers and directors, Strategic Council and delegates to the meetings of the Institute and the State Organization.
- .4 Instructions to delegates.
- .5 Any matters relating to membership.
- .6 Component 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 Component.
- .8 All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds (2/3) vote of the assigned members present and voting at the meeting.

2.3. Unassigned Members

2.3.1. Admission.

The Board of Directors, without action by the Institute, shall admit to participating, allied, or reciprocal membership in this Component any Institute member assigned to another Component, 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 Component as an assigned member, except that an unassigned member shall not hold any office or directorship in this Component, 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. Allied Members

2.4.1. Admission and Fees.

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

2.4.2. Definition.

Allied members are Individuals who are not otherwise eligible for membership in the Institute. Allied members 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 Component 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.

Allied members in good standing:

.1 May serve as a member of any committee of this Component 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 Component.

.3 Shall not be eligible to serve as an officer or director or to chair a committee of this Component, except that an Allied member may serve as chair of the Allied Advisory Committee.

.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 Component or the Institute, but may use AIA Connecticut Allied Member 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 Component 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 Component.

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 Component meetings on matters described in section 2.2.8, nor represent Component Members as a delegate or otherwise at any Meeting of the Institute. A student member may use the title "AIA/Connecticut Student Member" 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 Component 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 Component but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this Component, may be admitted to honorary membership.

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 Component:

.1 Shall not pay any admission fee or annual dues to this Component, 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 Component.

.3 Shall not be eligible to serve as an officer or director or to chair a committee of this Component, nor serve on any of its committees except as advisor.

.4 May only use the title "Honorary AIA (if an Honorary Member of the Institute) or Honorary AIA/Connecticut (if an 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 Component or the Institute.

3. Component Representation in Institute Organizations

3.1. The Institute

3.1.1. Representation.

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

3.1.2. Reports.

The Secretary, or the Executive Director, 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 Component 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.

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 Component may be raised by an Assigned Member in good standing for action at an annual meeting. The election of the officers, directors, representatives to the Component, shall take place at an annual meeting. 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) the election of officers and directors subject to the provisions of Section 5.2 of these Bylaws,
- (b) adoption, amendment, or repeal of any bylaw; and

(c) action on any matter which is expressly required to be voted on by members under the Connecticut Nonstock Corporation Act.

4.2. Regular Meetings.

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

4.3. Special Meetings.

Special meetings of the Assigned members may be called by a regular meeting of this Component, 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, date, 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 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.

4.5. Procedure.

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

4.6. Minutes.

Written minutes of every meeting of this Component, recording the matters before the meeting and every action taken thereat, shall be kept in the minute book of this Component. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Component.

5. Officers

5.1. Number and Title.

The officers of this Component shall be the President, Vice President/President-elect, Secretary, and Treasurer.

5.2. Election, Term of Office, and Vacancies.

All officers of this Component except the President shall be elected at the annual meeting of the Assigned members of this Component for a term of one year each, and each officer shall hold office until their successor is duly elected and qualified. 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 officers shall be as follows:

5.3.1. President.

The President shall exercise general supervision over the affairs of this Component, 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 Component 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 Component 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 Component 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 their 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 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.

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.

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 Component 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 Component, 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, without vote. The Board of Directors shall manage and control the

business, property, and affairs of this Component 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 Directors shall be elected at the annual meeting of the Assigned members of this Component for a term of three years each. Directors may serve two (2) consecutive terms of three (3) years, totaling six (6) years. The term of office of approximately one-third of the Directors 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 (1) 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-at-Large to Committees. The Directors-at-Large shall act as liaisons between the Committees and the Board of Directors.

6.4. Compensation.

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

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.

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 6.5 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.

6.9. Written Consent.

If all the members of the Board of Directors severally or collectively consent in writing, or by email, to any action taken or to be taken by this Component, 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 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.

6.11. Report to Assigned Members.

The Board of Directors shall render a full report to each annual meeting of this Component of the conditions, interests, activities, and accomplishments of this Component, 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 Component 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 Component.

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 Component.

7. Election of Officers and Members-at-Large

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.

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

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 Allied members.

9.1.2. Period.

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

9.1.3. Individual Exemption.

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

9.1.4. Individual Remission.

The Board of Directors may, in exceptional instances and under exceptional circumstances and for what it 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 Component, by the concurring vote of not less than two-thirds of the total number of the Board of Directors, may levy an assessment on Component membership.

9.3. Default of Annual Dues and Assessments

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.

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 Component 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 Component for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer or the Treasurer's assistant to pay the authorized expenditures when due.

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.

10. **Acquisition of Property; Institute Property Interests**

10.1. Acquisition of Property.

In order to carry on its affairs and exercise its powers, this Component 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 Component; it shall not accept any gifts, requests, or devises if those will not promote the object and purposes of this Component, or if those and their administration will place an undue financial or other burden on this Component.

10.2. Institute Property Interests.

This Component 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 Component, and the Institute shall not be liable for any debt or other obligation of this Component.

11. **General Provisions**

11.1. Records Open to Members.

The correspondence and the minute book, the Treasurer's books of account, and the Secretary's records of this Component (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 Component in good standing at the executive offices of this Component 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 Component, members-at-large of the Board of Directors, and employees of this Component shall not be personally liable for its debts, obligations or liabilities.

11.2.2. Indemnification.

This Component, regardless of the adverse interest of any or all of the members of the Board of Directors, shall indemnify and save harmless each Board Director or employee of this Component, and their legal representatives, against, and make reimbursement to them for all reasonable loss, cost, expense, and liability, incurred by them or their legal representatives, in connection with the defense or reasonable settlement in any action, suit, or proceeding in which they are made a party by reason of

their being or having been a Director or employee of this Component 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 their 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 shall authorize the purchase and maintenance by this Component of such insurance on behalf of present and former Directors, employees, and persons acting in any other capacity at the request of this Component as may protect them against any liability asserted against them in such capacity, whether or not this Component 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 Component, 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 Component'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 Component, 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 (2/3) vote of the assigned members of this Component 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 Component 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 Component shall be located at a location authorized by the Board of Directors.

12.2. Executive Director.

12.2.1. Executive Officer.

The chief executive officer, who shall be known as the Executive Director, shall be in charge of the Component 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 Component, 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 Component 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 informed as to activities in those fields, extending the cooperation of this Component as circumstances may warrant.

12.2.3. Staff of the Component 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 Component, wherever such activities occur.

13.1.2. Interpretations.

Every interpretation of the Code of Ethics and Professional Conduct issued by the National Ethics Council shall be deemed to be the interpretation of this Component. Neither this Component, nor any individual members, officer, director, or employee has the authority to make a binding interpretation or amendment of the Code

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 Component 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 Component, the Board of Directors or any Component 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 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.

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

Upon receipt of a charge of unprofessional conduct against a member of this Component, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Ethics Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee.

13.2.4. 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. Component Participation in Disciplinary Proceedings

Any request that the Component 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 Component, against an Institute member or associate member.

13.3.1. 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.

13.3.2. 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.

13.3.3. Notice of Institute Discipline.

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

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