

AMERICAN INSTITUTE OF ARCHITECTS - MISSOURI, INCORPORATED

BYLAWS

ARTICLE I - ORGANIZATION

Section 1. Name

The name of this organization is American Institute of Architects - Missouri, Incorporated. It is a state organization and council of the American Institute of Architects.

Section 2. Definitions

- a. The American Institute of Architects, is referred to in these Bylaws as the "Institute."
- b. American Institute of Architects - Missouri, Incorporated is referred to in these Bylaws as the "Council."
- c. The Chapters of the Institute and Council are referred to in these Bylaws as "Chapters."
- d. The individual members of the Institute, Council and Chapters are referred to in these Bylaws as "Members."
- e. The representative assembly of the Council shall be called the Board of Directors and referred to in these Bylaws as the "Board."

Section 3. Domain

- a. The Domain of the Council shall be the State of Missouri.
- b. The place of its official business address shall be as given in the Articles of Incorporation.

Section 4. Purposes and Functions

- a. The purposes of the Council shall be to promote and forward the objects of the Institute within the domain of the Council. The Institute objects are as follows:
 1. To organize and unite in fellowship the members of the architectural profession.
 2. To promote the aesthetic, scientific and practical efficiency of the profession.

3. To advance the science and art of planning and building by advancing the standards of architectural education, training and practice.
4. To coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment.
5. To make the profession of ever-increasing service to society.

b. Functions

1. The Council shall represent and act for the Institute membership within the state on state matters. The Council shall cooperate with the Chapters and the regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of the Council.
2. The Council shall support, assist and coordinate the efforts of the Chapters of the Council in matters of mutual interest and in promoting standards for the profession.
3. The Council may borrow and lend money and own property of all kinds, movable or immovable, and engage in other activities which may be incidental to any of the above purposes.

- c. This enumeration of purposes and functions shall not be construed as limiting or restricting in any manner the powers of this Council but the Council shall have all of the powers and authority which may be conferred upon non-profit corporations under the provisions of the laws of the State of Missouri.

ARTICLE II - MEMBERSHIP

Section 1. Membership Categories

The membership of the Council shall be composed of all Architect Members, Associate Members, and Members Emeriti of the Institute assigned by it to a Chapter within the Domain of the Council. Other membership categories shall not be considered members of the Council except as are otherwise directed by the Institute.

Section 2. Admission Requirements and Privileges

a. Architect Members

1. An architect admitted as an Architect Member of the Institute and assigned to a Chapter within the Domain automatically becomes a member of the Council.
2. Membership in the Council will automatically terminate when membership in the Institute terminates, under conditions set forth in the Institute Bylaws.
3. An Architect Member may not resign from the Institute or one of its Chapters and remain a member of the Council.
4. An Architect Member in good standing may use the titles and exercise the rights and privileges provided in the Institute Bylaws. A member is not in good standing in the Council if and while in default of dues or other obligations to either the Council or the Institute.

b. Associate Members

1. A person admitted as an Associate Member of the Institute and assigned to a Chapter within the Domain automatically becomes an Associate Member of the Council.
2. Associate membership in the Council will automatically terminate when Associate membership in the Institute terminates, under conditions set forth in the Institute Bylaws.
3. An Associate Member may not resign from the Institute or one of its Chapters and remain an Associate Member of the Council.
4. An Associate Member in good standing may use the titles and exercise the rights and privileges provided in the Institute Bylaws. A member is not in good standing in the Council if and while in default of dues or other obligations to either the Council or the Institute.

c. Members Emeritus

1. A person granted the title Member Emeritus by the Institute and assigned to a Chapter within the Domain automatically becomes a Member Emeritus of the Council.
2. A Member Emeritus in good standing may use the titles and exercise the rights and privileges provided in the Institute Bylaws.

d. Unassigned Member

1. The Board, without action by the Institute, shall admit to membership in this Council any assigned Member of another

component, provided that application for such membership is made in writing directly to the Board in the manner prescribed by it and if accepted shall enroll within thirty (30) days any Member so applying.

2. A Member so admitted by the Board shall be subject to all regulations and shall have all rights in this Council co-equal with those of a Member assigned to it, except said Member shall not hold any office or directorship in this Council, vote at any meetings of the Council, nor represent its Members as a delegate or otherwise at any meeting of the Institute.
3. If the Institute membership of a Member admitted as provided herein is terminated, then membership in this Council automatically terminates. Such Member may terminate membership in this Council by resignation in writing to the Board if Member is not indebted to this Council. The Board may terminate unassigned membership in this Council for indebtedness to this Council.

ARTICLE III - AUTHORITY

Section 1. Rights and Powers

- a. All of the rights and powers which may be exercised by the Council shall be vested in the Membership. These rights and powers shall be subject to exercise or change by the membership at the Annual Meeting or a duly called Special Meeting of the Council.
- b. The Board shall manage, direct, control, and administer the property, affairs, and business of the Council; shall put into effect all general policies, directions and instructions adopted at the Annual Meeting or special meetings; and shall act for the Council in all matters within the jurisdiction granted by the Officers and the Board by these Bylaws and the Membership. The Board shall govern the expenditure of all funds of whatever nature. No Officer, Director, Committee or Committee Member of the Board may incur any financial obligation for the Council without first having obtained the approval of the Board and its authority to act for the Council.

ARTICLE IV - MEETINGS OF THE COUNCIL

Section 1. Annual Meeting

- a. There shall be an Annual Meeting of the Membership of the Council during the first third of each calendar year for the purpose of familiarizing the members of the events which have transpired during the past year and transacting any other business which may properly come before it.

- b. The Annual Meeting of the Council shall be held in Jefferson City. The time shall be determined in advance by the Executive Committee.
- c. A notice of the Annual Meeting, including business to be conducted, shall be mailed to every Member not less than thirty (30) calendar days before the date fixed for the meeting.

Section 2. Voting

- a. A quorum for a meeting of the Council shall consist of not less than forty (40) Architect Members and Associate Members, except that no more than one-third may be Associate Members. A majority of the Chapters must be represented by at least one Member assigned to that Chapter.
- b. Voting at a meeting of the Council shall be:
 - (1) By voice vote; or
 - (2) At the discretion of the President or upon the request of one delegate, by a standing vote; or
 - (3) At roll call, upon request of one-third of the delegates voting.
- c. For the purposes of a roll call vote, each Chapter shall be assigned a number of votes equal to the number of delegate votes assigned to said Chapter at the most recent Institute annual convention. The votes will be divided equally among those in attendance from each Chapter, except that Associate Members may constitute no more than one-third of the Chapter delegate count. The President, or authorized alternate, of each Chapter shall poll the delegates of his/her Chapter and then cast proportional votes on the issue.
- d. Officers and directors of the Council shall cast their votes with the other delegates from their respective Chapters.
- e. The President, or presiding officer of the Annual Meeting in the President's absence, shall not have a vote, but will cast a single deciding vote in case of a tie.

Section 3. Special Meetings

Special Meetings of the membership of the Council shall be held whenever such a meeting is called by: (a) a vote of a majority of the members at a meeting of the Council; (b) a two-thirds vote of the entire membership of the Board; (c) resolutions adopted by a majority of the Chapters; or (d) a written petition to the Board signed by not less than 25 percent of eligible voting Architect members and Associate members. The proposal must cite the purposes of the meeting.

The Board shall call a Special Meeting for the purposes set out in the proposal within forty-five (45) days after the proposal is received. A notice of the meeting shall be mailed to every member not less than thirty (30) calendar days before the date fixed for the meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition

a. There shall be a Board of Directors consisting of at least twenty-seven (27) members. The membership of the Board shall include twenty-two (22) members elected by their respective Chapters, the current President-Elect of each of the four (4) Chapters and the Immediate Past President of the Council.

1. Chapter Presidents-Elect

(a) The Presidents-Elect of each Chapter shall be members of the Board for a term of one (1) year.

(b) The current President, or a member of the Chapter Executive Committee, of each of the four (4) Chapters may serve as alternate to the President-Elect.

(c) Each new chapter President-Elect shall be installed on the Board at the January Board Meeting.

2. Elected Chapter Board Members

(a) To allow for complete representation, the twenty-two (22) elected members represent their respective chapters in the following manner:

(1) Six (6) of said Directors shall be Architect Members elected from District 1 (Kansas City Chapter). One (1) additional Director from District 1 shall be an Associate Member.

(2) Two (2) of said Directors shall be Architect Members elected from District 2 (Mid-Missouri Chapter). One (1) additional Director from District 2 shall be an Associate Member.

(3) Seven (7) of said Directors shall be Architect Members elected from District 3. (St. Louis Chapter). One (1) additional Director from District 3 shall be an Associate Member.

(4) Three (3) of said Directors shall be Architect Members

elected from District 4 (Springfield Chapter). One (1) additional Director from District 4 shall be an Associate Member.

- (b) The four districts used in determining board representation are hereby identified as follows:
 - (1) District 1 shall include the Missouri counties of Bates, Henry, Johnson, Lafayette, Carroll, Chariton, Linn, Sullivan and Mercer and all counties lying north and west thereof.
 - (2) District 2 shall include the Missouri counties of Saline, Howard, Randolph, Monroe, Audrain, Montgomery, Gasconade, Phelps, Pulaski, Camden, Benton, Pettis and all counties bounded within.
 - (3) District 3 shall include the Missouri counties of Putnam, Adair, Macon, Shelby, Marion, Ralls, Pike, Lincoln, Warren, Franklin, Crawford, Washington, Jefferson, St. Francois, Ste. Genevieve, and all counties lying to the east thereof, and the City of St. Louis; the Missouri counties of Howell, Texas, Dent, Iron, Madison, Perry and all counties lying south and east thereof.
 - (4) District 4 shall include the Missouri counties of Vernon, St. Clair, Hickory, Dallas, Laclede, Wright, Douglas, Ozark and all counties lying south and west thereof.
- (c) Each Elected Chapter Board Member, except for the Associate Member Directors, shall serve for a term of three (3) years until a successor is elected and installed. The terms are staggered so that all vacancies do not occur at one time. The Associate Member Directors shall serve for a term of one (1) year each until a successor is elected and installed.

3. Officers to Serve Beyond Expired Terms

- (a) The Immediate Past President shall serve as a member of the Board for the year following his/her term as President.
- (b) Any member of the Board shall continue to serve on the Board, after expiration of his/her term, when such member has been elected to serve as an officer of the Board for the term subsequent to the expired term. In such case, the

expired term constitutes a vacancy to be filled by the member's chapter; and the size of the Board may temporarily be increased beyond the twenty-seven (27) members described in Section 1, paragraph a.

Section 2. Resignation and Removal of Board Members

- a. Should a Director resign, be removed, die, become incapacitated, or for any other reason leave before the expiration of his/her term, a temporary Director will be appointed by the President to serve until the next Board meeting, at which time the President and the Executive Committee of the chapter affected shall nominate a new Director and be approved by a majority vote of the Board to serve out the unexpired term.
- b. Any Director of the Board may be removed from office for cause by a 2/3 vote of the membership of the Board.
- c. If a Director should be absent from three (3) successive regularly or specially called Board meetings, other than for illness or other reasonable cause so reported to the President, then the Executive Committee may determine there is a vacancy on the Board and a new Director shall be appointed by the President to serve until the next Board meeting, at which time the President and the Executive Committee of the Chapter affected shall nominate a new Director and be approved by a majority vote of the Board to serve out the unexpired term.

Section 3. Meetings

- a. Regular meetings of the Board shall be held five (5) times a year at a time and place fixed by the Board.
- b. Notice of each meeting of the Board shall be sent in writing by the Secretary to each member of the Board not less than ten (10) days before the date fixed for the meeting. Minutes of these meetings shall be recorded by the Secretary and approved by the Board in its succeeding meeting.
- c. Special meetings of the Board shall be held on the call of the President, or a majority vote of the Board, or on written request of at least five (5) Members representing at least two (2) of the districts.
- d. A quorum for a meeting of the Board shall consist of not less than 50% of the membership of the Board, which must include either the President or President-Elect.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. Composition

There shall be an Executive Committee of the Board composed of the President, President-Elect, Secretary, Treasurer, Executive Director and two additional Directors elected by the Board from its membership at its January Meeting.

Section 2. Authority

The Executive Committee shall not originate any major policy or take any action which would conflict in whole or in part with any action of the Board or of any Meeting of the Council or any rule or policy of the Institute.

Section 3. Meetings

Meetings of the Executive Committee shall be held on call by the President. Notice of meetings of the Executive Committee shall be sent to all Committee members at least four (4) days prior to the meeting. Minutes of the meeting shall be kept as required for meetings of the Board.

ARTICLE VII - EXECUTIVE OFFICERS

Section 1. Officer Titles

- a. The Officers of the Council shall consist of the President, President-Elect, Secretary and Treasurer.
- b. The Officers shall be Members and shall be elected from the membership of the Board by the existing Board at the November Meeting to serve as officers for the following year, and are to be installed at the January Meeting of the Board.
 1. A nominating committee, appointed by the President, shall nominate a minimum of one (1) candidate for each office. Names of the nominees shall be identified in the meeting notice, which the Secretary shall send to each member of the Board not less than ten (10) days before the date fixed for the November meeting.
 2. At the time of election of officers, nominations from the floor shall be in order.
 3. Any Architect Member of the current Board shall be eligible for nomination to office, except that, in order to promote a broad geographic representation, nominees for President-Elect shall be restricted so that no Chapter may provide the person to serve as President twice in any 3-year period. Associate Members may not be eligible for nomination as an Officer of the Council.

Section 2. Officers' General Authority

- a. Serving as the Executive Officers of the non-profit corporation and carrying out the responsibilities prescribed in these Bylaws and the duties delegated by the President shall be vested in the Officers.
- b. The individual Officers shall not take any action which conflicts with policy or rules of the Board, the Council, or the Institute.

Section 3. Officers' Specific Powers

- a. The President shall:
 - 1. Be the administrative head of the Council; shall exercise general supervision over its affairs; shall perform all the duties required by these Bylaws or delegated by the Board; and all other duties which are usual and incidental to this office;
 - 2. Preside at meetings of the Council, the Board, and the Executive Committee;
 - 3. Appoint all committees;
 - 4. Sign all contracts and legal documents for and in the name of the Council together with the Secretary, and when so authorized by the Board; and
 - 5. Serve as the Council's delegate at the Institute's Annual Convention in accordance with Institute Bylaws relating to State Organizations. The expenses of such delegate shall be defrayed in an amount to be determined by the Board. In the absence of the President, the order of succession shall be the President-Elect, the Secretary and the Treasurer.
- b. The President-Elect shall:
 - 1. In the absence of the President, preside and perform all the duties as may properly be assigned by the President or the Board; and
 - 2. Succeed to the office of President on expiration of the term of office of the President.
- c. The Secretary shall:
 - 1. Take care and be responsible for all of the clerical work pertaining to the business of the Council except that pertaining to subsidized publications;
 - 2. Sign all contracts and legal documents for and in the name of the Council, together with the President, and when so authorized by the

Board;

3. Keep a record of all meetings of the Council, the Board, and the Executive Committee.
4. Issue notices of all authorized Meetings of the Council to all Members, as provided in these Bylaws;
5. Issue notices of all authorized Meetings of the Board to all Officers and Directors, as provided in these Bylaws; and
6. Cause to be exhibited any and all data, records, correspondence, documents, membership roll and any other information in his/her care or possession, whenever so required by the President or the Board.
7. The duties of the Secretary, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.

d. The Treasurer shall:

1. Make and forward all invoices, receive all moneys (except subsidized publications), and deposit same in the name of the Council in depositories approved by the Board;
2. Keep regular and systematic books of accounts;
3. Exhibit these books and any and all papers and vouchers when so required by the President or the Board;
4. Submit a written statement of receipts and disbursements to the Board at each regular meeting.
5. Pay such bills as are presented to him/her by the authority of the Board only;
6. Sign all checks for the Council;
7. Submit an audit of the books, prepared by a firm authorized by the Board, at the completion of his/her term of office; and
8. Submit a Bond in favor of the Council, the cost of which shall be paid by the Council.
9. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or in part to an Executive Director as the Executive Committee may determine.

Section 4. Paid Personnel

- a. An Executive Director or other paid personnel may be employed by the Executive Committee to serve at the pleasure of the Executive Committee.
- b. The duties of paid personnel shall be defined by the Executive Committee. Compensation shall be fixed by the Executive Committee, and reimbursement of expenses incidental to assigned work shall be approved by the Executive Committee.
- c. An Executive Director or other paid personnel does not have voting rights.

ARTICLE VIII - COMMITTEES

Section 1. Standing, Special and Other Committees

- a. Committees may be established to perform services for the Council and each such committee may create one or more sub-committees.
- b. The Council Committees shall consist of Standing Committees, established by these Bylaws, and Special Committees, established by the Board or the Executive Committee or meetings of the Council.
- c. Standing Committees may be one of two types:
 1. The first type of Standing Committee is one which serves the special needs of the Council and cooperates with similar committees of the Chapters within the Domain.
 2. The second type of Standing Committee is one which is equivalent to those state organizations or regional or national committees with similar titles and duties. They shall work through the regional committees of the same name with the national committees in forwarding the programs of the respective committees.
- d. The Board may establish other standing committees which are not specifically mentioned in these Bylaws, upon adoption of a motion to that effect by a majority vote of the Board.

ARTICLE IX - FINANCES

Section 1. Fiscal Year

The fiscal year of the Council shall be from January 1 through December 31.

Section 2. Dues

a. Amount of Dues

1. The Architect Members and Associate Members at an Annual Meeting or duly called special meeting of the Council shall establish and fix annual dues, except that Associate Members may not vote on dues for Architect Members.
2. Members Emeriti shall pay no dues.
3. A Member admitted to membership less than six (6) months prior to the close of the fiscal year shall pay dues for one-half year. An assigned member shall not pay any admission or initiation fee for membership in the Council.
4. This Council, by the concurring vote of not less than two-thirds of the Members voting, may levy an assessment on its Architect Members and Associate Members, except that Associate members may not vote on assessments for Architect Members. Such an assessment on the Members shall be alike and equal for each thereof; and the amount of the assessment on each Architect Member and Associate Member, respectively, in any fiscal year, shall not exceed the amount of the annual dues required to be paid by such Architect Member or Associate Member, respectively, for that year.
5. Notice of intention to levy an assessment stating the amount and the reasons and necessity of the assessment, when it shall be payable, and the time within which it must be paid before a Member will be in default for non-payment, shall be mailed to every Member not less than thirty (30) days prior to the meeting of this Council at which the proposed assessment is to be voted upon.

b. Dues Payable

1. All dues shall be for the fiscal year of this Council and shall be due and payable on the first day of January each year. Dues shall be delinquent in keeping with current Institute Bylaws.
2. Dues shall be paid to the Chapter to which the Architect Member or Associate Member belongs, and that Chapter shall remit dues collected to the Treasurer of the Council together with a list showing the names of those whose Memberships are covered by the dues remitted.

c. Waiver of Dues

1. In exceptional instances and for what it deems adequate cause, at its own instance or upon request of a Chapter, the Board may

waive the annual dues to be paid by any Architect Member or Associate Member.

2. The Board will waive the annual dues of any Architect Member or Associate Member who is on extended duty in the Armed Forces of the United States of America.
3. Waiver of dues may be made retroactive.

d. Reinstatement

Any Architect Member or Associate Member who has been terminated from membership because of failure to pay dues may be automatically reinstated when approved by the Institute and assigned to a Chapter within the Domain.

Section 3. Annual Budget

No later than thirty (30) days prior to the January Meeting of the Board, the Treasurer shall submit a Report showing in detail the receipts and disbursements for the current year and a proposed budget for the new fiscal year. The Board shall take appropriate action in regard to this report at the January Board Meeting and adopt an Annual Budget by vote of not less than two-thirds of those present.

Section 4. Expenditures

- a. The Treasurer shall deposit all funds of the Council in depositories designated by the Board. Checks for the withdrawal of such funds shall be signed by the Treasurer and countersigned by the President or Executive Director, except that, if approved by the Board, a member of the Board, named by the Board, may be authorized to countersign checks for the President. The limits of authority shall be defined by the Board.
- b. No Member, Officer, or Representative of the Council shall have authority to contract any obligation for the Council or to expend any money of the Council unless the contract or commitment has been authorized by the Board or by specific resolution at a duly called Meeting of the Council; and unless the Board has made an appropriation of funds for the purpose.
- c. No funds shall be spent to pay for any expense or obligation unless an appropriation for that purpose has been made by the Board nor shall any payment be made for any expense or obligation in excess of the unexpended and unencumbered balance of the specific appropriation. However, a petty cash fund not to exceed \$25.00 may be maintained and expenditures may be made from that fund for usual petty cash purposes.

ARTICLE X - GENERAL PROVISIONS

Section 1. Reclassification

Any Architect Member or Associate Member of the Council whose membership classification has been changed by the Institute shall automatically change in the Council.

Section 2. Endorsements

Neither the Council nor any of its subsidiary organizations shall make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material or object.

Section 3. Cooperation with The Institute

The Council shall represent and act for the Institute and the Chapters within the Domain, under a charter issued to it by the Institute, on State matters only. The Institute and the Council may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect. The Council shall support the Institute and its activities, and shall not directly or indirectly nullify or contravene any Bylaw, rule or policy of the Institute.

Section 4. Titles Which May Be Used

- a. As a State Council of the Institute, the Council may use the following title for official business: "American Institute of Architects - Missouri, Incorporated, a State Council of the American Institute of Architects."
- b. An Architect Member of one of the Council Chapters may, in addition to the AIA designation, use the title, "Member of AIA/Missouri."
- c. An Associate Member of one of Council Chapters may use the title "Associate Member of AIA/Missouri."
- d. A Member Emeritus of one of the Council Chapters may, in addition to the AIA Member Emeritus designation, use the title "Member Emeritus of AIA/Missouri."

Section 5. Relations With Other Organizations

The Council shall have no financial interest in the property, assets or liabilities of the Institute or any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to in writing by the Council and the other party. The Institute shall not have any title to or interest in the property of the Council, and the Institute shall not be liable for any debt or other

obligation of the Council.

Section 6. Parliamentary Authority

- a. The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Council and shall govern this Council, the Board, the Executive Committee, and the Council committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes, these Bylaws, or the rules and regulations adopted by this Council, the Board or the Executive Committee.
- b. All decisions of a meeting shall be by a majority vote of the Members present and voting unless otherwise specified.

ARTICLE XI - AMENDMENTS

Section 1. Procedure

- a. These Bylaws may be amended at any Annual Meeting or Special Meeting of the Council provided that a notice stating the purpose of each proposed amendment and the reason for it is sent to every Member entitled to vote. The notice shall be sent not less than thirty (30) days prior to the date of the Meeting at which the proposed amendment is to be voted upon.
- b. The Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any provision of these Bylaws to forward the objects and facilitate the activities of the Council or to eliminate from said Bylaws any inconsistency; provided, that as a result of any such amendment, the power of the Board is not increased; the name, purposes, and functions of the Council, its membership and the qualifications therefor; its government meetings, conditions of affiliations and the terms of office or manner of election of its officers and directors are not changed; the rights and interests of any Member are not lessened or diminished; the fees, dues and other financial liability of any Member are not increased, unless the Board is herein elsewhere authorized to do so; the safeguarding of the investment, securities, money, special funds and other property of the Council and the limitations placed on its expenditures are not lessened or weakened nor the authority to make such expenditures or to incur indebtedness extended; and the inspection of records, are not changed.
- c. Each change in the Bylaws shall be submitted by the Secretary to the Institute for review for conformity with Institute Bylaws. The Executive Committee, without action by a meeting of the Council, may amend any of these Bylaws as may be necessary for conformity with Institute Bylaws.

Issued with revisions January 2010.