

Bylaws
for the
Florida/Caribbean Region
of the
The American Institute of Architects
1990

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TABLE OF CONTENTS

ORGANIZATION

- 1.0 GENERAL PROVISIONS OF ORGANIZATION POLICIES
 - 1.0.1 Organization Name
 - 1.0.2 Organization Objects
 - 1.0.3 Organization Domain
- 1.1 AFFILIATIONS
- 1.2 ENDORSEMENTS

MEMBERSHIP

- 2.0 GENERAL RIGHTS OF MEMBERS OF THE COMPONENTS OF THE REGION
- 2.1 MEMBERS OF THE REGION

DUES, FEES AND ASSESSMENTS

- 3.0 RIGHT TO LEVY DUES, FEES AND ASSESSMENTS
- 3.1 DUES
 - 3.1.1 Period and Date of Dues
 - 3.1.2 Obligation to Pay
 - 3.1.3 Dues Amount
 - 3.1.4 Assignment
- 3.2 ASSESSMENTS
 - 3.2.1 Authority
 - 3.2.2 Notice of Assessment

AUTHORITY AND GOVERNANCE

- 4.0 RIGHTS AND POWERS
- 4.1 DUTIES
 - 4.1.1 Architectural Matters
 - 4.1.2 Elect Regional Directors and Regional Associate Director
- 4.2 DIRECTORS

MEMBERSHIP MEETINGS

- 5.0 MANDATORY MEETINGS OF THE REGION
 - 5.0.1 Annual Meeting of the Region
 - 5.0.2 Attendance
 - 5.0.3 Chairperson
 - 5.0.4 Voting
 - 5.0.5 Rules of Conduct
- 5.1 OTHER MEETINGS OF THE REGION
 - 5.1.1 Regional Leadership Meeting
 - 5.1.2 AIA Convention Caucus
 - 5.1.3 AIA Grassroots Regional Meeting

- 5.1.4 AIA Convention Reception
- 5.1.5 AIA Grassroots Regional Dinner
- 5.2 NOTICE OF MEETINGS

DIRECTORS AND OFFICERS

- 6.0 AIA FLORIDA/CARIBBEAN REGION – DIRECTOR(S)
- 6.1 SENIOR REGIONAL DIRECTOR
 - 6.1.1 Duties
 - 6.1.2 Spokesperson
 - 6.1.3 Authority
- 6.2 JUNIOR REGIONAL DIRECTOR
 - 6.2.1 Duties
 - 6.2.2 Succession
 - 6.2.3 Records
 - 6.2.4 Notices
- 6.3 REGIONAL ASSOCIATE DIRECTOR
 - 6.3.1 Duties
 - 6.3.2 Term
 - 6.3.3 Nomination
 - 6.3.4 Eligibility
- 6.4 ELECTION PROCEDURES
 - 6.4.1 Nomination of Candidates
 - 6.4.2 Nomination Procedure
 - 6.4.3 Candidate Information
 - 6.4.4 Candidate Campaigning
 - 6.4.5 Nominations from the Floor
- 6.5 ELECTION OF REGIONAL DIRECTORS
 - 6.5.1 Term of Office
 - 6.5.2 Voting Method
 - 6.5.3 Vacancies

ACCOUNTING AND FUNDS

- 7.0 FISCAL YEAR AND FINANCIAL ACCOUNTING
 - 7.0.1 Inspection of Books and Records
 - 7.0.2 Reserve Policy
 - 7.0.3 Administration Fee
- 7.1 EXPENDITURES AND LIABILITIES
 - 7.1.1 Annual Budget
 - 7.1.2 Expenditure Limitations
- 7.2 REIMBURSEMENT POLICY
 - 7.2.1 Regional Directors
 - 7.2.2 Regional Associate Director
 - 7.2.3 Request for Reimbursement

AMENDMENTS

- 8.0 AMENDMENT PROCEDURE
 - 8.0.1 Amendments to Regional Bylaws
 - 8.0.2 Institute Bylaws
 - 8.0.3 Incidental Changes

RULES OF THE REGION

- 9.0 RULES OF THE REGION

ORGANIZATION

1.0 GENERAL PROVISIONS OF ORGANIZATION POLICIES

The Florida/Caribbean Region of the American Institute of Architects (hereinafter referred to as the “Region”) shall represent and act for the membership of The American Institute of Architects (hereinafter referred to as the “Institute” or the “AIA”) within the Region, and the AIA Components within the Region on regional matters under a charter issued by the Board of Directors of the Institute. The Region shall support the Institute and its activities, and shall not directly or indirectly nullify or contravene any bylaw, rule or policy of the Institute. Voting on any question concerning the affairs of the Institute or its Components shall be limited to Members in good standing of the Institute.

1.0.1 Organization Name: The name of this organization is the “Florida/Caribbean Region of the American Institute of Architects”. The Region is a nonprofit organization of member State of the Institute with a mission to be the voice for the architectural profession and the resource for its members in service to society and the profession.

1.0.2 Organization Objects: The objectives of the Region are to promote fellowship on a Regional basis so as to strengthen the bonds of the membership of the Region with the membership of the Institute nationally, and to promote a closer working relationship with the Board of Directors and staff of the Institute through representation by the Regional Directors acting as liaisons of the Region.

1.0.3 Organization Domain: The geographic domain of the Region shall be Florida, the Virgin Islands and Puerto Rico. The Region shall be comprised of AIA members in good standing of the following components of the Institute: AIA Florida (including the Local Components within AIA Florida), AIA Puerto Rico and AIA Virgin Islands. These Components shall hereinafter shall be referred to as the “Components” of the Region.

1.1 AFFILIATIONS

The Region shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to in writing by the parties, approved at the Annual Meeting of the Region, and as approved by the Institute.

1.2 ENDORSEMENTS

The Region and all of its Components shall not make endorsement or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material or object.

MEMBERSHIP

2.0 **GENERAL RIGHTS OF THE COMPONENTS OF THE REGION**

Each Component of the Region shall be entitled to a number of delegate votes in proportion to its total number of individual architects, members emeritus and associate members in good standing. The Components of the Region shall be responsible to determine the process to select the delegates to represent their members at all meetings of the Region.

2.1 **MEMBERS OF THE REGION**

The Region shall be comprised of the members in good standing of each Component within the Florida/Caribbean Region.

DUES, FEES AND ASSESSMENTS

3.0 **RIGHT TO LEVY DUES, FEES AND ASSESSMENTS**

The Delegates at a duly called Annual Meeting of the Region may establish and fix annual Regional dues, fees and assessments for the programs and operations of the Region. A concurring vote of not less than two thirds (2/3) by the delegates of the Components of the Region present at the Annual Meeting of the Region shall be necessary to modify or change the Regional dues for any year.

3.1 **DUES**

The Region shall set and collect dues from the Components of the Region for the purposes of funding the activities of the Region for the benefit of the members of the Region.

3.1.1 **Period and Date of Dues:** Dues shall cover a calendar year, and shall be due and payable in full on or before July 1 of each year.

3.1.2 **Obligation to Pay:** Each Component of the Region shall be obligated to collect the Regional dues from its eligible members. The Components of the Region shall remit to the Regional office (at the AIA Florida Headquarters) the Regional dues collected from the members of the Region per Section 3.1.1.

3.1.3 **Dues Amount:** The Regional dues shall be collected annually from the Components in the amount of five (5) dollars for each members in the Region in accordance with Sections 3.1.1 and 3.1.2.

3.1.4 **Assignment:** Regional dues collected will be assigned to the Regional Budget to provide funds for Regional objectives as stated in 1.0.2 of these bylaws.

3.2 ASSESSMENTS

The Region can, upon following the directives below, request the payment of an assessment to the Components of the Region for a specific issue and for an approved time period.

3.2.1 **Authority:** The Region, by the concurring vote of not less than two-thirds (2/3) of the total number of voting members present at the Annual Meeting of the Region, may levy an assessment on Components within the Region. The amount of the assessment on each Component, in any fiscal year, shall not exceed 100% percent of the amount of the annual dues required to be paid by each Component for the year.

3.2.2 **Notice Of Assessment:** Notice of the intention to levy an assessment stating the amount of, and the reasons, and necessity for, the assessment, when it shall be payable, and the time within which it must be paid before a Component will be in default for nonpayment shall be sent to Components of the Region not less than thirty (30) days prior to the Annual Meeting of the Region at which the proposed assessment is to be voted on.

The notice may be sent via electronic format (e-mail) and/or in printed format via mail and will be posted on the Florida/Caribbean Region web page on www.aiafla.org. The Components of the Region will be responsible to distribute the notice to the individual members of the Component.

AUTHORITY AND GOVERNANCE

4.0 RIGHTS AND POWERS

All rights and powers which may be exercised by the Region shall be vested in the Members of the Components of the Region. These rights and powers shall be subject to exercise or change by the Members of the Components of the Region at the Annual Meeting of the Region.

4.1 DUTIES

The Region shall have the responsibility to perform the necessary duties to conduct the affairs and business of the Region.

4.1.1 **Architectural Matters:** It shall be the duty of the Region to consider matters relating to the profession of architecture within the territory of the Region.

4.1.2 **Elect Regional Directors and a Regional Associate Director:** The Region shall conduct elections and submit to the Institute the names and qualifications of the Regional Director(s)-Elect who shall serve on the Institute's Board of Directors prior to the termination of a current Regional Director's term(s) in accordance with the By-Laws and Rules of the Institute. The Region shall conduct elections and submit to the Institute the name and

qualifications of the Regional Associate Director-Elect to serve on the AIA National Associates Committee (NAC) prior to the termination of the current Regional Associate Directors' term in accordance with the By-Laws and Rules of the Institute and NAC.

4.2 DIRECTORS

The Region shall elect Regional Directors according to the number and term allowed the Region by the Institute. The Regional Director(s) shall be Architect Members in good standing assigned to a Component in the Region. The Regional Director(s) shall be representative(s) of the Region on the Institute's Board of Directors and shall exercise such authority and assume such responsibilities in those positions as established by these Bylaws and the Bylaws of the Institute.

MEMBERSHIP MEETINGS

5.0 MANDATORY MEETINGS OF THE REGION

The Region shall conduct an Annual Meeting of the AIA Florida/Caribbean Region to be held at the AIA Florida Convention.

5.0.1 **Annual Meeting of the Region:** There shall be an Annual Meeting of the Region held in conjunction with the AIA Florida Annual Meeting at the AIA Florida Convention within each calendar year for the purpose of transacting any Regional business which may properly come before the members and delegates of the Components of the Region.

5.0.2 **Attendance:** Any AIA Member, Emeritus Member or Associate Member within the Region, who is in good standing, may attend the Annual Regional Meeting and participate in all business of the Meeting; except that only Component Delegates may vote on amendment(s) to the bylaws, election of Director(s) or on any matters concerning the affairs of the Institute or its Components, and voting on dues and assessments for Architect members shall be limited to Architect members. Any Regional AIA Member or Regional AIA Associate member in good standing is eligible to cast a ballot as a delegate of an individual Component of the Region. The Components of the Region shall be responsible to determine the process to select the delegates to represent them at all meetings of the Region. Each member Component of the Region shall be entitled to the same number of delegate votes in proportion to its total number of individual architect and associate members in good standing. Per the Institute Bylaws, no more than one third of a Component's delegates can be comprised of Associate members.

5.0.3 **Chairperson:** The Senior Regional Director shall be the Chairperson of any Regional Meeting and shall preside over the proceedings on behalf of the Region.

- 5.0.4 **Voting:** Every decision of the Meeting shall be by a majority of votes cast, unless otherwise required by these bylaws.
- 5.0.5 **Rules of Conduct:** All business meetings shall be conducted in accordance with Roberts Rules of Order, latest edition.

5.1 OTHER MEETINGS OF THE REGION

The Region may schedule additional meetings, caucuses, dinners and receptions that are typically held during the year. The purposes of these meetings is to advance the the policies of the Region and to build relationship and collaboration between the members of the components of the Region. Any additional meeting of the Region (other than the Annual Meeting of the Region and the meetings listed in 5.1) may be held as an e-meeting or conference call provided that the meeting meets the requirements of Notice of Meetings as outlined in 5.2.

- 5.1.1 **Regional Leadership Meeting:** The Region may convene a Regional Leadership Meeting to be held in October on an annual basis. The Regional Directors will schedule the Regional Leadership Meeting and will invite the leadership of the Components of the Region as well as guests to participate. The location of the Regional Leadership Meeting shall be rotated between the three components of the Region. The purpose of the meeting is to plan for the next year, discuss policy, engage in strategic planning and build a collaborative spirit amongst the leadership.
- 5.1.2 **AIA Convention Caucus:** A Caucus shall be held with members and delegates representing the Region at the AIA National Convention immediately following the presentation of the candidates for AIA National Office at the AIA Regional Caucuses. The purpose of the Caucus is for the Regional delegates to the Convention to meet and discuss Institute resolutions, candidates running for AIA National Office and other business scheduled for discussion/voting at the AIA Annual Convention and the AIA Annual Business Meeting.
- 5.1.3 **AIA “Grassroots” Regional Meeting:** A Regional Meeting shall be held at the AIA Grassroots Conference after the Opening General Session to discuss Institute leadership strategies, event scheduling among Components, issues of importance at the Grassroots Conference, and other business scheduled for discussion.
- 5.1.4 **AIA Convention Reception:** A reception for members, delegates, leadership from the Region, and invited guests, shall be scheduled during the AIA National Convention. The purpose of this reception shall be to gather in fellowship along with other invited guests from around the country to recognize those members elevated to Fellowship at the AIA Convention and other members who are receiving awards or special recognition from the Institute.

5.1.5 **AIA Grassroots Regional Dinner:** A Regional Dinner for members, delegates leadership from the Region, and invited guests, shall be scheduled during the AIA Grassroots Conference. The purpose of this dinner shall be to gather in fellowship as a Region and to recognize those members who are receiving awards or special recognition from the Institute.

5.2 NOTICE OF MEETINGS

At least thirty (30) days before any meeting of the Region, the Senior Regional Director shall have notice of the meeting sent to the Components of the Region. The notice shall state the time and place at which the meeting will be held and the business to be transacted along with any other information specific to the meeting. The notice may be sent via electronic format (e-mail) and/or in printed format via mail and will be posted on the Florida/Caribbean Region web page on www.aiafla.org. The Components of the Region will be responsible to distribute the notice to the individual members of the Component.

AIA FLORIDA/CARIBBEAN REGION – DIRECTOR(S)

6.0 AIA FLORIDA/CARIBBEAN REGION - DIRECTOR(S)

The AIA Florida/Caribbean Region - Director(s) consist of Regional Director(s) (the number of Regional Directors shall be determined by the Bylaws of the Institute) and a Regional Associate Director. The Regional Directors shall be representatives of the Region on the AIA National Board of Directors and shall exercise such authority, and assume such responsibilities in that position as established by the Bylaws of the Institute. Additionally, the Regional Directors shall represent the Region on the AIA Florida Board of Directors with voting privileges as determined by the Bylaws of AIA Florida. The Regional Associate Director shall represent the Region on the National Associate's Committee (NAC) and shall exercise such authority, and assume such responsibilities in that position as established by the Bylaws of the Institute and NAC. The Regional Directors and the Regional Associate Director must reside within the geographic area of the Region during the entire term of office as a Director.

6.1 SENIOR REGIONAL DIRECTOR

The term "Senior Regional Director" shall mean the Regional Director with the least remaining term of office.

6.1.1 **Duties:** The Senior Regional Director shall preside at the meetings of the Region and shall perform such other duties as may be necessary to direct the affairs of the Region.

6.1.2 **Spokesperson:** The Senior Regional Director shall be the spokesperson for the Region in all matters of public importance.

6.1.3 **Authority:** The Senior Regional Director shall be responsible for the financial work pertaining to the business of the Region as Treasurer of the Region. As Treasurer, the Senior Director shall be responsible for the Region's finances and shall have a financial statement summary submitted

as a notice annually to the Components of the Region at least thirty (30) days prior to the Annual Meeting of the Region. The notice may be sent via electronic format (e-mail) and/or inprinted format via mail and will be posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org. The Components of the Region will be responsible to deliver the notice to the individual members of the Region. As Treasurer, the Senior Director shall have a draft of the fiscal year annual budget prepared for review at the Annual Meeting of the Region. The budget report showing the expenditures to date and any variance from the budget, shall be distributed with the documents to be distributed as a notice to the members and delegates of the Components of the Region at least thirty (30) days prior to the Annual Meeting of the Region. The notice may be sent via electronic format (e-mail) and/or inprinted format via mail and will be posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org. The Components of the Region will be responsible to deliver the notice to the individual members of the Region.

6.2 JUNIOR REGIONAL DIRECTOR

The term “Junior Regional Director” shall mean the Regional Director with the greatest remaining term of office.

6.2.1 **Duties:** The Junior Regional Director shall, in the absence of the Senior Regional Director, preside at meetings and perform such other duties as are properly assigned to the Senior Regional Director. The Junior Regional Director shall also take charge of and be responsible for the clerical work pertaining to the business of the Region as Secretary of the Region.

6.2.2 **Succession:** The Junior Regional Director with the least remaining term of office shall succeed to the office of Senior Regional Director upon expiration of the term of office of the Senior Regional Director.

6.2.3 **Records:** The Junior Director, acting as Secretary, shall have a prepared record (minutes) of all meetings of the Region and shall have the minutes posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org no later than thirty (30) days after the meeting. Additionally, the Junior Regional Director shall be responsible to provide a written report to be included in the Board Packet of all meetings of the AIA Florida Board of Directors as well as a written Annual Report of the Region to be distributed to the members and delegates of the Region at the Annual Meeting of the Region. The Annual Report of the Region will be posted on the AIA Florida/Caribbean Region webpage on www.aiafla.org no later than thirty (30) days after the Annual Meeting of the Region.

6.2.4 **Notices:** As Secretary, the Junior Regional Director shall have notices issued of all authorized meetings of the Region to each Component of the Region.

6.3 REGIONAL ASSOCIATE DIRECTOR

The Regional Associate Director (RAD), of the Florida/Caribbean Region shall represent the Florida/Caribbean Region's Associate Members on the National Associates Committee (NAC) and is the Region's Associate membership's voice at the Institute.

6.3.1 **Responsibilities:** The Regional Associate Director shall represent and advocate for Associate Members in the AIA Florida/Caribbean Region and serve as an informational resource to the Region. The Regional Associate Director shall serve on the National Associates Committee, charged with representing the Associate membership of the Region. The Regional Associate Director is responsible for facilitating communication between Associate members within the Region, including local chapter Associate Directors, the AIA Florida Associate Director, the AIA Puerto Rico Associate Director and the AIA Virgin Islands Associate Director, and with the Institute. Communication with Associate Members of the Region may be sent via electronic format (e-mail) and/or in printed format via mail and will be posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org. The Components of the Region will be responsible to deliver the notice to the individual members of the Region. The Regional Associate Director shall be required to attend the annual meeting of NAC, AIA Grassroots, and the AIA National Convention, as described within the Bylaws and Rules of the National Associates Committee. The Regional Associate Director shall represent the Region at the Annual Meeting of the Florida/Caribbean Region, and the Regional Leadership Meeting as described within the Bylaws and Rules of the AIA Florida/Caribbean Region .

6.3.2 **Term:** The term of office for the Florida/Caribbean Regional Associate Director shall be two years, running concurrent with the calendar year and limited to one term.

6.3.3 **Nominations:** The Florida/Caribbean Regional Associate Director shall be nominated by the Regional Nominating Committee and shall be elected by the delegates at the Annual Meeting of the Region immediately preceding the expiration of the term of office of the retiring Florida/Caribbean Regional Associate Director.

6.3.4 **Eligibility:** The Regional Associate's Director must be an Associate AIA member in good standing of a component of the Region, and have not obtained a license to practice architecture at the time of election. This eligibility shall remain consistent with the requirements of the National Associate's Committee.

6.4 ELECTION PROCEDURES

The Regional Director(s) shall be responsible to see that candidates for Regional Director(s) and/or Regional Associate Director are identified, nominated and elected under the following procedures:

6.4.1 **Nomination of Candidates:** A Regional Nominating Committee will be convened no less than ninety (90) days prior to the Annual Meeting of the Region in which a vacancy occurs for the Florida/Caribbean Regional Director and/or the Regional Associate Director. The Regional Nominating Committee will be composed of the following:

- A Regional Member “At-Large” appointed by the Regional Directors of the AIA Florida/Caribbean Region (who will act as the Chair of the Regional Nominating Committee).
- An AIA Florida member appointed by the Executive Committee of AIA Florida.
- An AIA Puerto Rico member appointed by the Executive Committee of AIA Puerto Rico.
- An AIA Virgin Islands member appointed by the Executive Committee of the AIA Virgin Islands.

- A Regional Associate Member “At-Large” appointed by the Regional Associate Directors of the AIA Florida/Caribbean Region.

All appointees to the Regional Nominating Committee and all Nominees for office shall be members in good standing of a Component of the Region.

6.4.2 **Nomination Procedure:** A candidate for an open position of Regional Director may be nominated by a Component of the Region, a Local Component the Region, a petition from 5 members of any State or Local Component within the Region, or a former Regional Director. A candidate for an open position of Regional Associate Director may be nominated by a Component of the Region, a Local Component the Region, a petition from 5 members/associate members (in any combination) of any State or Local Component within the Region, a former Regional Director or a former Regional Associate Director. The nomination must be submitted by letter appropriately signed by the nominator(s) in either a printed format via mail, or by electronic file attached to an e-mail to the Regional Nominating Committee. The nomination may be submitted to the AIA Florida office or a current Regional Director to be forwarded to the Regional Nominating Committee. The Regional Nominating Committee shall validate the eligibility of all nominees and present to the Region the name(s) of the Nominee(s) for Regional Director(s) and/or Regional Associate Director. Every effort shall be made to identify a candidate from the Virgin Islands or Puerto Rico at least every six years. The Regional Nominating Committee shall provide the nominations for a slate of candidates to the Regional Directors no less than sixty (60) days prior to the date of the Annual Meeting of the Region. This

slate of candidates shall be presented to the Regional membership as outlined in 6.4.3.

6.4.3 **Candidate Information:** A candidate information brochure of the Nominee(s) for Regional Director(s) and/or Regional Associate Director, shall be circulated to all members and delegates of Components of the Region at least thirty (30) days prior to the Annual Meeting of the Region. This publication shall include the nominee's bio with candidate's statement (limited to 200 words) and a photograph of the nominee(s). The publication may be sent via electronic format (e-mail) and/or in printed format via mail and will be posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org. The Components of the Region will be responsible to deliver the publication to the individual members of the Region.

6.4.4 **Candidate Campaigning:** The Nominee(s) shall have the opportunity to appear and speak in a timed presentation to the members and delegates representing the Components of the Region at the business session of the Annual Meeting of the Region, prior to the election. No other appearances to campaign for office shall be permitted.

6.4.5 **Nominations From The Floor:** A candidate may be nominated from the floor with a second at the Annual Meeting of the Region by an accredited delegate of a Component of the Region. The Senior Regional Director shall open nominations during the Annual Meeting of the Region for nominations from the floor for the position of Regional Director and/or Regional Associate Director. If there are no nominations from the floor, the Senior Regional Director shall close the nominating period and the slate of candidates will be presented to the delegates of the Components of the Region for voting. Should a nomination with second be made from the floor, the Senior Regional Director shall verify the qualifications of the candidate and upon such verification shall make a motion to the delegates to accept the nomination from the floor. If the delegates approve the nomination from the floor, (concurring vote of not less than two-thirds (2/3) of the total number of voting members present) the nominee shall be added to the slate of candidates and the nominating period shall be closed. If the delegates reject the nomination from the floor, the nominating period shall be closed and the slate of candidates shall remain as originally presented by the Regional Nominating Committee.

6.5 ELECTION OF REGIONAL DIRECTORS

6.5.1 **Term of Office:** Each Regional Director shall be elected for a term established by the Bylaws of the Institute. Should there be more than one (1) Regional Director allotted by the Bylaws of the Institute to the Florida/Caribbean Region, the terms of the Regional Directors shall be staggered.

- 6.5.2 **Voting Method:** Director(s) shall be elected by written ballot as cast by the delegates of the Components of the Region.. Should there be a single candidate for an open position, a motion from the floor can be made to elect the candidate by acclamation at the business session of the Annual Meeting of the Region. Upon approval of the motion by the delegates of the Components of the Region a voice vote may be used to elect the candidate.
- 6.5.3 **Vacancies:** Resignation or removal of a duly elected Regional Director shall result in the open position being temporarily filled with an Interim Regional Director appointed within fourteen (14) days of the resignation or removal of the Regional Director, by a committee consisting of the remaining Regional Director, the President of AIA Florida, the President of AIA Puerto Rico the President of AIA Virgin Islands and the immediate past Regional Director. The Interim Regional Director will serve until a new Regional Director can be elected at the next Annual Meeting of the Region. Should both current Regional Directors resign or be removed, a committee composed of the Executive Committee of AIA Florida, the President of AIA Puerto Rico, the President of AIA Virgin Islands and the immediate past Regional Director will convene to appoint two Interim Regional Directors within fourteen (14) days of the resignation or removal of the Regional Directors who shall serve until new Regional Director(s) can be elected at the next Annual Meeting of the Region. Resignation or removal of a duly elected Regional Associate Director shall result in the open position being temporarily filled with an Interim Regional Associate Director appointed within fourteen (14) days of the resignation or removal of the Regional Associate Director by a committee consisting of the Regional Directors, and the Presidents of AIA Florida, AIA Puerto Rico and AIA Virgin Islands and the Associate Directors of AIA Florida, AIA Puerto Rico and AIA Virgin Islands. The Interim Regional Associate Director shall serve until a new Regional Associate Director can be elected at the next Annual Meeting of the Region. A Regional Director or Regional Associate Director who relocates their permanent residence outside of the geographic area of the Region any time during their term of office shall be required to resign their office immediately and the procedures to appoint an Interim Regional Director or Interim Regional Associate Director shall be initiated.

ACCOUNTING AND FUNDS

7.0 **FISCAL YEAR AND FINANCIAL ACCOUNTING**

The fiscal year for the Region shall be the Calendar year. Administrative support for the business and financial recording and reporting of the Region will be accomodated by the office of AIA Florida under an administrative agreement.

- 7.0.1 **Inspection of Books and Records:** Correspondence, and financial records of the Region shall be open at the office of the AIA Florida during

regular business hours for the inspection by any Member or Associate Member in good standing of a component of the Region.

7.0.2 **Reserve Policy:** It will be the policy of the AIA Florida/Caribbean Region to set aside in a reserve account, ten percent (10%) of the annual Regional Dues collected. The reserve fund shall be used to supplement expenses incurred by the Region which cannot be covered by the annual income. The amount of the reserve fund at any one time is unlimited. The reserve fund can be used only upon 2/3 approval of a committee made up of the the Regional Directors, the President of AIA Florida, the President of AIA Puerto Rico, the President of AIA Virgin Islands and the two immediate past Regional Directors.

7.0.3 **Administration Fee:** The AIA Florida/Caribbean Region shall pay an annual administrative fee to AIA Florida (as negotiated by the Regional Directors with the AIA Florida Executive Vice President) to assist in offsetting expenses incurred by AIA Florida Staff in the administration of the business of the Region on behalf of the Region.

7.1 EXPENDITURES AND LIABILITIES

The Senior Regional Director shall be responsible for the financial administration of the budget and assets of the Region and shall work with the Junior Regional Director to report the condition of the finances of the Region to the members of the components of the Region.

7.1.1 **Annual Budget:** A budget shall be prepared and distributed for review by members and delegates of the Components of the Region at the Annual Meeting of the Region. The Regional Directors shall present and review the Regional budget during the Annual Meeting of the Region, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year. The Budget will be voted on for acceptance by the Delegates of the components of the Region at the Annual Meeting of the Region.

7.1.2 **Expenditure Limitations:** The Regional Directors shall not expend or authorize expenditures in any fiscal year of an amount over the estimated income projected to be received by the Region during such year, as shown in the budget for the year. Should a budget shortfall occur in any calendar year, the Regional Directors may use the Regional Reserve Fund to pay for approved expenses in excess of the income of the Region in that calendar year. The Regional Directors must provide notice with a modified budget summary to the Committee prior to incurring any expenditure from the Regional Reserve Account in accordance with Section 7.0.2.

7.2 REIMBURSEMENT POLICY

7.2.1 **Regional Directors:** Shall be reimbursed for their travels to represent and conduct the business of the Region as outlined per the funding allocations as provided by the Institute and where reimbursement is provided according

to AIA Florida/Caribbean Region policy and/or AIA Florida policy. Expenses incurred by a Regional Director for any travel not specifically reimbursed by the Institute, or AIA Florida shall first be reimbursed from the travel allowance provided by the Institute to assist the Regional Director(s) with expenses incurred for travel only within the Region, or to conduct Regional business, as provided by the Institute. Any travel expenses beyond the limits of the Institute travel allowance may be reimbursed from the Regional Budget and must be approved by the Regional Directors prior to incurring any such expense.

7.2.2 **Regional Associate Director:** Shall be reimbursed for their travels to represent and conduct the business of the Region at the annual meeting of NAC consistent with NAC reimbursement policies. Expenses incurred to attend Grassroots, AIA National Convention, the Annual Meeting of the AIA Florida/Caribbean Region and the Regional Leadership Meeting will be reimbursed consistent with funding allocations as provided by NAC or as budgeted by the AIA Florida/Caribbean Region and as outlined in the Rules of the Region.

7.2.3. **Request for Reimbursement:** Any reimbursement request for expenditures from the Regional Budget must be submitted to the Senior Regional Director within thirty (30) days of the event in order to be accepted for payment. The specific rules and details of reimbursement are outlined in the Rules of the Region.

AMENDMENT PROCEDURE

8.0 **AMENDMENT PROCEDURE**

These Bylaws may be amended at the Business Session of the Annual Meeting of the Region provided that a notice, which may be in printed or electronic format, stating the purpose of each proposed amendment to the Bylaws and the reason for it is sent to every Member of a Component of the Region, and the Components of the Region not less than thirty (30) days prior to the date of the Annual Meeting of the Region at which the proposed amendment is to be considered and voted on. A Bylaw amendment will require a concurring vote of not less than two-thirds (2/3) of the total number of voting members present.

8.0.1 **Amendments to Regional Bylaws:** All Bylaws amendments shall be reviewed and approved by the legal counsel and Secretary of the American Institute of Architects, before becoming effective.

8.0.2 **AIA Bylaws:** The Regional Directors, unless the statutes forbid, may amend any provision of these bylaws as may be necessary to conform to the Bylaws of the Institute or applicable laws when the Region fails to enact amendments made by the Institute. Each amendment made in the Bylaws of the Institute shall have the same force and effect as if made by the Region, and shall be effective immediately on receipt of the notice of the Secretary of

the Institute containing the amendment. The Regional Directors shall enter such amendment in the proper place in these Bylaws and notify the Components of the Region of the change. The notice may be sent via electronic format (e-mail) and/or in printed format via mail and will be posted on the Florida/Caribbean Region web page on www.aiafla.org. The Components of the Region will be responsible to distribute the notice to the individual members of the Component.

- 8.0.3 **Incidental Changes:** The Regional Directors may rearrange, re-title, renumber, or correct obvious errors in the various articles, sections, and paragraphs of these bylaws as becomes necessary for clarity or grammatical purposes.

RULES OF THE REGION

9.0 RULES OF THE REGION

The Bylaws of the Region and their procedures and policies will be enacted and enforced by the directives outlined in the Rules of the Region. The Rules of the Region can be modified by a 2/3 majority of the committee made up of the Regional Directors, the President of AIA Florida, the President of AIA Puerto Rico, the President of AIA Virgin Islands and two most immediate past Regional Directors as available. Any proposed modifications shall be noticed to the Components of the Region via electronic format (e-mail) and/or in printed format via mail and will be posted on the AIA Florida/Caribbean Region webpage at www.aiafla.org. for review and comments by any member of a component of the Region, at least 30 days prior to the adoption of the modification. The Components of the Region will be responsible to deliver the notice to the individual members of the Region.