

**FLORIDA ASSOCIATION  
OF THE  
AMERICAN INSTITUTE OF ARCHITECTS  
  
BYLAWS**

As adopted by the Membership at the 1977 Convention and amended in 1981, 1985, 1986, 1990, 1991, 1993, 2006, 2009, 2011, 2015, 2018, 2022 and 2023 at the annual meeting.

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## **ARTICLE I. THE ORGANIZATION**

### ***Section 1. Name***

- a. The name of this organization is the Florida Association of the American Institute of Architects, Inc., a non-profit incorporated, state organization chartered by the American Institute of Architects and the state of Florida; however, excepting for reports to governments, property transfer, and transactions requiring legally correct identification, the name for common use may be contracted to: Florida Association of the American Institute of Architects or AIA Florida.
- b. In these bylaws the corporation is called the Association. The American Institute of Architects is called the Institute. All chapters of the Institute in the state of Florida are called the Component(s).
- c. Precedent documents for the Association are the Charter dated May 11, 1914 and the Articles of Incorporation dated October 7, 1976.

### ***Section 2. Purposes***

- a. The purpose of the Association shall be to organize and unite in fellowship the architects of the state of Florida to combine their efforts so as to promote the aesthetic, scientific, and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standard of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our people through their improved environment and to make the profession an ever-increasing service to society.
- b. The Association shall represent and act for its assigned membership and the Components within the state-on-state matters.
- c. The Association may borrow and lend money and own property of all kinds, movable and immovable, and engage in other activities which may be incidental to any of the above purposes.
- d. The Association may act as trustee for scholarship, endowments, or trust of philanthropic nature.

- e. This enumeration of purposes shall not be construed as limiting or restricting in any manner the power of this Association, but the Association 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 Florida.

### ***Section 3. Composition***

- a. The Association shall consist of members of the Institute in its Component organizations in the state of Florida.
- b. The domain of the Association is the state of Florida.
- c. The membership is organized into members, Board of Directors (herein called the Board), officers, and the committees with dues, privileges, and classifications of membership; functions and responsibilities of the Board and committees; and the qualifications and duties of officers, all as set forth hereinafter.

## **ARTICLE II. MEMBERSHIP**

### ***Section 1. Eligibility***

- a. All architect members, members emeritus, and associate members in AIA Components in the state of Florida, shall automatically be members of the Association. AIA Florida allied members are members of the Association. Qualifications, admission requirements, and privileges of members are those stated in the Institute Bylaws.
- b. A student in an architectural school or college in the state of Florida who is a member of American Institute of Architects Students (AIAS).
- c. Honorary AIA Florida Member
  - 1) A person of esteemed character who is not eligible for AIA membership in the Institute, but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith may become an Honorary AIA Florida member.
  - 2) The nomination of Honorary AIA Florida membership may be in writing by any member of the Board at any regular Board meeting. The written nomination shall be signed by the nominator and shall give the full name of the nominee, reasons for the nomination, the biography of the nominee, and

history of attainments and qualification for the honor. When elected by two-thirds votes of the Board members, a certificate shall be presented on behalf of the Association.

3) An Honorary AIA Florida member shall be privileged to attend the annual meeting of the Association and speak and take part in the discussions on all matters except those related to the corporate affairs of the Association, but may not vote there nor pay dues.

d. Other Membership

Other types of membership may be created as the need arises and when permitted by the Institute.

## ***Section 2. Status of Members***

- a. The status of a member admitted prior to an amendment of the *Bylaws* relating to the eligibility or qualification for membership shall not be changed because of the amendment.
- b. The grant to and exercise and use by a member of the rights and privileges vested in him by the Charter and *Bylaws* shall be conditioned upon the payment of dues to the Component, the Association, and the Institute.

## ***Section 3. Termination of Membership***

- a. AIA membership shall be terminated under the conditions prescribed in the Institute Bylaws.
- b. Members of the Association, except Allied members, must maintain membership in good standing in the Institute and the Component to which they are assigned.
- c. Any member suspended or terminated by the Institute shall also be suspended or terminated by the Association.

# **ARTICLE III. MEETING OF THE ASSOCIATION**

## ***Section 1. Annual Meeting***

- a. There shall be an annual meeting of the Association.

- b. The Board shall fix time and place of the annual meeting if not fixed by the preceding annual meeting.
- c. All members in good standing may discuss the business and debate the issues brought before the annual meeting. The voting necessary to enact the business before the annual meeting shall be done by the Component delegates and the President of the Association in case of a tie vote. The officers of the Association shall conduct the business of the annual meeting
- d. Delegates of the annual meeting shall be selected by each Component.
  - 1) The number of delegate votes entitled to each Component shall be based on its number of architect members, member emeritus, and associate members in good standing with the Component, the Association, and the Institute 30 days prior to the annual meeting, as certified by the Secretary/Treasurer of the Association.
  - 2) Each Component shall have two delegate votes for the first six and one additional delegate vote for each additional seven (or fraction thereof) such architect members, members emeritus, and associate members.
  - 3) Each Component's delegate votes will be equally divided among its accredited delegates. After accreditation, the delegate votes are not transferable.
  - 4) The Secretary/Treasurer of the Association shall furnish Components with credential cards and these shall be certified by the President or Secretary of the Component that each delegate is in good standing with the Component, the Association, and the Institute.
  - 5) The Board at a meeting held prior to the annual meeting of the Association shall elect three (3) architect members having the qualifications of delegates to act as the Credentials (or Tellers) Committee of the meeting. The Secretary/Treasurer, ex officio, shall act as Secretary of this Committee, and this Committee shall elect one of its members as its Chairperson. The term of office of every member of the Credentials Committee shall expire when the election results are final
- e. An Annual Report shall be made in writing to the annual meeting by each of the following: President, First Vice President, Secretary/Treasurer, Strategic

Councilor, and Board. The report of the Board shall include such committee reports and special reports, as the Board deems advisable.

- f. Approval at the annual meeting of the Annual Reports and the recommendations contained therein shall constitute endorsement of the policies and proposals reflected by the reports.
- g. New officers for the ensuing year shall be elected to succeed those whose terms are about to expire and to fill vacancies.

1) Nominations shall be made during the business session of the annual meeting.

2) The Nominating Committee shall report its nominations to the annual meeting following which nominations may be made from the floor. If the Nominating Committee finds the member nominated from the floor eligible to hold office and his nomination is seconded by two accredited delegates from different Components, then he is nominated for office.

3) In the event no contest develops, the election may be declared by acclamation.

4) For contested elections, voting shall be by ballots made available to each delegate. A ballot box shall be open for voting for not less than two and no more than three hours after nominations have been closed.

5) The President shall announce the results of all balloting.

## ***Section 2. Special Meetings***

- a. A special meeting of the Association shall be held if a call, stating its purpose, is made by any of the following:

1) The annual meeting, by majority vote of the delegates.

2) The Board, by two-thirds vote.

3) Not less than one-half of the Components, provided each such Component has obtained the vote of not less than two-thirds of the membership of its governing body.



- 4) Written petition to the Board signed by not less than 25 percent of the total number of architect members, Members Emeritus and Associate Members in good standing of the Association.
- b. Component representation shall be by delegate under the same rules governing the conduct of the annual meeting.
- c. The number of delegates for each Component shall be the same as for the last preceding annual meeting.
- d. A new Component chartered subsequent to the previous annual meeting shall be entitled to delegate votes in accordance with the Secretary/Treasurer's count of such Component's architect members, members emeritus, and Associate Members in good standing 15 days prior to the special meeting.

### ***Section 3. Notice***

Notice of the annual meeting or special meeting of the Association shall be served on each member of the Association by letter, electronic notice, or in an official publication of the Association. Notice of the annual meeting shall be served not less than 30 days before the opening session, and in case of special meeting, not less than 15 days before such meetings.

### ***Section 4. Rules of Order***

All meetings shall be conducted in accordance with *Robert's Rules of Order*, latest edition.

### ***Section 5. Voting at Annual and Special Meetings***

- a. Voting shall be by affirmation, unless roll call is requested by a qualified delegate, at which time a roll call vote of the delegation shall be taken.
- b. Each Component shall provide delegates to vote on Association business, but Components shall not be required to vote as a unit.
- c. No Component may vote by proxy.

- d. An officer of the Association shall be entitled to vote only as a member of a Component delegation except that the President shall have an independent vote in the event of a tie.
- e. Minimum number of votes required for action. Unless these *Bylaws* otherwise require, any action or decision of an annual meeting or other meeting of the Association shall be the concurring votes of the majority of the delegates voting, except that on a roll call vote any action or decision shall be by concurring vote of a majority of those accredited votes which are cast.
- f. A quorum for a meeting of the Association shall consist of at least one delegate from a two-thirds majority of the Components in the State.

#### ***Section 6. Letter Ballots***

No vote shall be taken by letter ballot.

#### ***Section 7. Delegates to the American Institute of Architects Convention***

The delegate representing the Association at the Annual Convention of the Institute shall be the President of the Association. Should the President be unable to attend, the delegate representing the Association would be, in order of descending priority, the First Vice President/President-elect, the Secretary/Treasurer, or a State Director elected by the Board.

#### ***Section 8. Waiver of Provisions of the Bylaws***

Provisions of these *Bylaws* may be waived at any meeting for the transaction of any special business by a two-thirds roll call vote of the delegates present. When the special business has been consummated, the *Bylaws* shall be immediately in force again.

#### ***Section 9. Executive Session***

The Board may meet in Executive Session at any meeting to consider legal or confidential matters involving administration, personnel matters, or other items. Legal counsel may attend Executive Sessions unless the matter relates to the employment of counsel. All final decisions in Executive Sessions shall be recorded by the Secretary/Treasurer and included in the minutes of the meeting with notation of any dissent to any such decision.

## **ARTICLE IV. BOARD OF DIRECTORS**

### ***Section 1. Membership***

- a. Each member of the Board shall be a member in good standing of the Association.
- b. There shall be a Board and it shall consist of:
  - 1) The Officers of the Association including the President, First Vice President/President-elect, the Secretary/Treasurer, two Associate Directors at large, a total of Four Vice Presidents and the Immediate Past President. With the exception of the Vice Presidents and Associate Directors at Large, the officers shall be architect members.
  - 2) One state director from each Florida Component as hereinafter provided. The state directors shall be architect members elected to two-year minimum terms by each Component at an election prior to September 30.
    - a. Component state director elections shall be staggered in odd and even years with AIA Jacksonville, AIA Space Coast, AIA Palm Beach, AIA Miami, AIA Florida Gulf Coast, AIA Gainesville and AIA Florida Northwest electing state directors for odd years and AIA Orlando, AIA Treasure Coast, AIA Fort Lauderdale, AIA Florida Southwest, AIA Tampa Bay and AIA Tallahassee electing state directors for even years. Upon adoption of these bylaws AIA Orlando, AIA Treasure Coast, AIA Fort Lauderdale, AIA Florida Southwest, AIA Tampa Bay and AIA Tallahassee will elect directors for a one-year term and AIA Jacksonville, AIA Space Coast, AIA Palm Beach, AIA Miami, AIA Florida Gulf Coast, AIA Gainesville and AIA Florida Northwest will elect state directors for a two-year term. Future elections will be held for two-year terms on the even and odd year pattern assigned herein.
    - b. Should a vacancy occur, the position shall be filled by the Component prior to the next board meeting.
    - c. State directors may serve two consecutive two-year terms.
    - d. The immediate past president shall be a voting member of the board of directors.

3) The Strategic Councilor of the Institute shall serve as a non-voting ex-officio member. Members residing in sections of AIA Florida outside of the State of Florida, are only eligible to be considered for election as a Strategic Councilor.

4) Institute positions such as the Young Architect ~~Director~~ Representative, ~~National Associates Council~~ State and Territory Associate Representative, Small Firms Exchange Representative or similar shall be included in the annual call for nominations in accordance with terms of the positions. The Nominating Committee shall fill these positions to be ~~ratified by the Board of Directors~~ elected by delegates at the Annual Meeting.—These positions are not members of the AIA Florida Board of Directors but may be invited to participate as guests at the discretion of the President.

## ***Section 2. Election***

- a. The Officers of the Association shall be elected by a majority vote of accredited delegates present and voting at the annual meeting as described herein.
- b. The President shall not be elected directly, but shall assume office by automatic succession from the office of First Vice President/President-elect except the President shall be an architect officer of the Association appointed by the Board when the First Vice President/President-elect is unable or unwilling to assume the office of President.
- c. The Secretary/Treasurer shall be eligible for re-election for one additional term.
- d. The Vice Presidents shall be eligible for re-election for one additional term.
- e. The Vice Presidents will be elected to two-year staggered terms.
- f. Two Associate Members of the Association who shall be elected for two-year staggered terms as Associate Directors-at-Large.
- g. All terms of office shall begin with the calendar year.
- h. Any or all Officers shall hold office until their term expires or their successors have been elected. If a vacancy occurs in any office of the Association other

than the expiration of the term of office the Board shall appoint a successor to fill the unexpired term of office. If the office of President becomes vacant, the First Vice President/President-elect shall become President and shall complete the unexpired term and continues to serve as President/President-elect.

- i. Only such architect members who have been officers or who served on the Board for at least one year are eligible for nomination for First Vice President/President-elect.
- j. An Officer whose term will not have expired in the coming year, who becomes a candidate for another Association office, shall resign the unexpired office at the beginning of the coming year, if nominated.

### ***Section 3. Duties of the President***

- a. The President shall be the governing head of the Association and shall exercise general supervision of its businesses and affairs, except such thereof as are placed under the administration and supervision of the Secretary/Treasurer, and that person shall perform all the duties incidental to the office and those that are required to be performed by law, the Component, these *Bylaws*, and those that are properly delegated by the Board.
- b. The President shall preside at all meetings of the Association and the Board.
- c. The President shall serve a term of one year.

### ***Section 4. The First Vice President/President-elect***

- a. The First Vice President/President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act.
- b. The First Vice President/President-elect shall serve as Chairperson of the Finance Committee and shall perform other duties that are properly assigned by the Board.
- c. The First Vice President/President-elect shall serve a term of one year, and then automatically succeed to President.

## ***Section 5. Duties of the Vice Presidents***

- a. Duties of the Vice President: Each Vice President shall be a liaison to the Board for the committees/task forces assigned. Each shall serve as a voting ex officio member to each of these committees.

Each Vice President shall report on interim activities at each Board meeting and shall issue a written report to the Secretary/Treasurer for usage in the Annual Report of the Board. As requested, each Vice President shall make recommendations to the President and/or Vice President/President-elect on behalf of the committee chairman and task forces as assigned.

- b. Scope of Vice Presidents: The actual committees assigned to each Vice President shall be determined by the President in conformity with the *Rules of the Board*.
- c. Terms of the Office: Vice Presidents shall be elected to staggered two-year terms.

## ***Section 6. Duties of the Secretary/Treasurer***

- a. General Duties of the Secretary/Treasurer: The Secretary/Treasurer shall be an administrative officer of the Association. The Secretary/Treasurer shall act as its recording Secretary and its Corresponding Secretary and as the Secretary of each meeting of the Association, the Board shall exercise general supervision of the Association's financial affairs, shall have charge of the records and books of account thereof; shall assist the Finance Committee to prepare the budget, collect amounts due the Association and shall have custody of its securities, funds, and monies making the disbursements of the Association there from; shall have charge of all matters relating to insurance, taxes, bonds, instruments, and papers involving financial transactions; shall sign all instruments of the Association whereon signature is required; shall perform other duties usual and incidental to his/her office and the duties that are required to be performed by the law, the Charter, these *Bylaws*, and the duties properly assigned by the Board.
- b. Specific Duties of the Secretary/Treasurer:
  - 1) Custody of Property: The Secretary/Treasurer shall have custody of and shall safeguard and shall keep in order all property of the Association.

- 2) Issue Notices: Shall be responsible for the preparation and issuance of all notices and all calls and notices of all meetings of the Association and the Board.
- 3) Conduct Correspondence and Maintain Records: Shall conduct the correspondence, shall have charge of the membership records, minutes, and annual reports.
- 4) Affix Seal and Sign Papers: Shall keep the seal of the Association and affix it on such instruments that require it and sign all papers that require the attest or approval of the Association.
- 5) Reports of the Secretary/Treasurer: In collaboration with the Officers of the Association, prepare the annual report of the Board. Make a written report to the Board at its regular meetings and the delegates at each annual meeting and other meetings of the Association as required. Each report shall describe the financial condition of the Association, a comparison of the budget to appropriations as of the date of the report, the income and expenditures for the period of the report, and the Secretary/Treasurer's recommendations on financial matters.
- 6) Meetings: Have charge of all matters pertaining to the arrangements for and recording of meetings.
- c. Liability of the Secretary/Treasurer: The Secretary/Treasurer personally shall not be liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from any acts performed in good faith in conducting business of the office.
- d. Delegation of Duties: The Secretary/Treasurer may delegate certain support functions of the office, so long as they are not in conflict with these *Bylaws*. Duties that may not be delegated: responsibility for the property of the Association, affixing the seal of Association as required, the making of any attestation or certification required to be given, the signing of any financial instrument, notice, or agreement of the Association that requires signature, unless specific authorization for delegation is granted by these *Bylaws* or the Board. The Secretary/Treasurer must sign all documents as required by these *Bylaws*, the Charter, or the law.
- e. The Secretary/Treasurer shall serve a two-year term.

### ***Section 7. Removal of Officers***

Any or all of the elected officers may be removed for or without cause at any duly constituted meeting of the Association by two-thirds majority vote of the delegates entitled to vote.

### ***Section 8 – Vacancies of Officers***

Should a vacancy occur, the position shall be filled by an appointment made by the Board of Directors to serve the remainder of the term.

### ***Section 9 Authority***

- a. The Board shall manage, direct, control, conduct, and administer the property, affairs, and business of the Association, and between annual meetings, within the appropriations made therefore, put into effect all general policies, directives, and instructions adopted by the Association at a meeting of the Association.
- b. The Board shall issue such bulletins and publications to its members and to others as determined by the Board.
- c. The Board shall establish and adopt rules and regulations supplementing, but not in conflict with the Institute and these *Bylaws*, to govern the use of the property, name, initials, symbol and insignia of the Association and to govern affairs and business of the Association. The rules may be amended at any time by two-thirds standing vote of the Board of Directors

### ***Section 10. Meetings***

- a. Regular Meetings: The Board shall hold at least four regular meetings each year as described in rule except that:
  - 1) A regular meeting shall be held immediately preceding the opening of the annual meeting and another meeting within 60 days after the beginning of the new fiscal year.
  - 2) A simple majority of the members of the Board shall constitute a quorum and all decisions shall be made by concurring vote of not less than a majority of those members present. In the case of a tie, the President shall vote.



- b. Special Meetings: A special meeting of the Board may be called by notice by the President, or by a majority of the officers, or by six members of the Board.

Time and place for the Special Meeting shall be fixed by the person or persons calling the meeting.

- c. Notices and Minutes

1) Notice of each meeting of the Board shall be sent in writing by the Secretary/Treasurer to each member of the Board at least 10 days before the date fixed by the meeting.

2) Minutes of the meeting of the Board shall be recorded by the Secretary/Treasurer and approved by the Board in its succeeding meeting.

3) Provisions of these *Bylaws* may be waived at any meeting for the transaction of any special business by a two-thirds roll call vote of the members present. When the special business has been consummated, the *Bylaws* shall be immediately in force again

### ***Section 11 Rules of Order***

All meetings shall be conducted in accordance with *Robert's Rules of Order*, latest edition.

### ***Section 12. Removal of State Directors***

- a. Any State Director who misses two consecutive meetings in a term shall automatically be removed as a State Director and the Component will be charged with appointing a successor to fill the balance of the term, unless the absence is excused in writing for good cause by the Association President in advance.
- b. Any State Director may be removed for or without cause by affirmative vote of those entitled to elect the State Director to office.

### ***Section 13. Board Suspension of an Officer's Authority***

The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

## ***Section 14 Powers***

The Board of Directors shall have full authority, right and power on all matters including but not limited to:

1. Adopting a general budget.
2. Changing the policies or Rules of the Board
3. Creating a design or honor award program.
4. Purchase, sell, lease or hypothecate any real property
5. Forming an affiliation
6. Fixing assessments and annual dues.

## **Article V                      Strategic Council**

### ***Section 1 Strategic Council***

- a. There shall be a Strategic Council with members and terms defined in rules.

1. The Strategic Council shall be forward-looking and future-focused, exploring upcoming trends that may directly impact or influence the practice and profession of architecture. The Strategic Council's primary function shall be to identify new opportunities to inform and guide AIA Florida leadership in development of innovative strategies and knowledge capital for enhanced member value and relevance.

## **ARTICLE VI.                      ADMINISTRATIVE AND EXECUTIVE DEPARTMENT**

### ***Section 1. Executive Officer***

- a. The administrative and executive offices shall be in the charge of an executive officer, who shall be known as the Executive Vice President (EVP). The EVP shall be employed by and shall report to the Board.
- b. The EVP shall be the Assistant Treasurer and shall perform such duties in this capacity as the Treasurer may direct and under direct supervision.

### ***Section 2. Duties of the Executive Vice President***

- a. The EVP shall be and act as the chief executive officer of the Association, and as such shall have general management of the administration of its affairs, subject to the general direction and control of the Board and supervision of Officers of the Association.

- b. The EVP also shall:
  - 1) Implement programs under the various departments and coordinate all inter-department affairs.
  - 2) Be the officer in whom the Board shall place the responsibility for carrying out its general policies.
  - 3) Maintain contacts with other professional societies particularly those in the fields allied to architecture and with trade associations in the construction industry so that the EVP may be constantly informed as to the activities in those fields, extending the cooperation of the Association as circumstances may warrant.

### ***Section 3. Functions of the Executive Vice President***

- a. Administrative Functions: The EVP shall direct the administrative functions of the Association office as provided in Article VII of the *Bylaws*. The EVP shall serve as chief executive officer of the Association in charge of the administrative and executive offices, and shall maintain liaison with professional societies. The EVP will limit employment to the Association.
- b. Editorial Functions: The EVP shall be responsible for the publications of the Association, including the official journal and carrying out Board directives.
- c. Legislative Functions: The EVP shall establish continuing and effective relationships with the Florida Legislature, carrying out Board directives and shall serve as legislative representative for the Association on a continuing basis, with such specialized legal assistance as may be necessary from time to time.
- d. Legal and Accounting Function: shall coordinate legal and accounting functions of the Association as required, acting to carry out directives of the Board.
- e. Liaison Functions with State Board: shall establish and maintain effective liaison with the Florida Board of Architecture and Interior Design subject to the direction and control of the Board and supervision of the officers of the Association.

#### ***Section 4. Assistants to the Executive Vice President***

The employment of assistants to the EVP shall be in accordance with the *Rules of the Board*.

### **ARTICLE VII. COMMITTEES/TASK FORCES/ADVISORY COUNCILS**

#### ***Section 1. Structure***

The Association committees/task forces are for specific short-term activities of the Association and standing committees, established by these *Bylaws* of two types:

- a. Association standing committees which serve the special needs of the Association and cooperate with similar committees of the Components or the Institute located in the state of Florida.

1) Association standing committees shall be a Nominating Committee, Finance Committee and other standing committees as shall be appointed by the President and approved by the Board to conduct the affairs of the Association.

The membership of these committees shall be selected by the President from the membership according to these *Bylaws* and *Rules of the Board*.

- b. Task forces or advisory councils may be created by the President or by the Board. When created by the President, the Board at its next meeting thereafter shall review such action and may continue or discontinue such committees, or make changes in membership, as it may deem proper.

1) Task forces shall expire with the fiscal year, but may be recreated to continue to function into the following fiscal year. Council terms shall be address in the *Rules of the Board*.

2) Chairpersons and members for task forces or advisory councils shall be appointed from the membership and their terms shall expire with the task force.

3) The President may, at any time, discontinue task forces, alter classifications, or make any changes in the personnel of special membership

and Association standing committees and report such action to the Board at its next meeting.

### ***Section 2. Nominating Committee***

- a. There shall be a Nominating Committee whose duty shall be to nominate members in good standing with the Institute, the Components, and the Association qualified to become officers in the Association for each of the offices about to be vacated.
- b. The Nominating Committee shall be composed of the immediate past president of the Association as Chairman and four members-at-large of the Association appointed by the President of the Association. The four members-at-large should represent separate geographical areas of the state. One member of the committee shall be an Associate Member. Their appointments shall be ratified by the Board.
- c. The Nominating Committee shall review the qualifications of persons eligible to serve as officers and any AIA Florida representative positions to the Institute, shall prepare a slate of names for the offices to be filled, shall file these names with the Secretary/Treasurer of the Association not less than 90 days prior to the date of the annual meeting, and shall place all qualified names in nomination at the first business session of the annual meeting.
- d. The committee shall place in nomination a minimum of one name for each office to be filled. An attempt shall be made to have the officers of the Association representative of separate geographical areas of the state.
- e. The powers of the committee shall terminate with the adjournment of the annual meeting.

### ***Section 3. Finance Committee***

- a. There shall be a Finance Committee whose duty shall be to prepare the annual budget for the Board, to establish and confirm a strategic business plan which supports the Association's strategic plan for the Board, and to recommend fiscal policies for adoption by the Association.
- b. The committee shall consist of four members who are serving or have served as a State Director or who have held office in the Association, appointed by

the President with the Board approval, to serve three years staggered terms. The First Vice President/President-elect shall automatically serve as Chairperson. The Secretary/Treasurer shall serve as a non-voting ex officio member.

- c. The annual budget for the upcoming fiscal year shall be presented in draft for the Board at the last Board meeting of the year.
- d. The final recommended budget shall be prepared for Board approval at the first meeting of the Board in the new fiscal year.
- e. The committee shall provide for long-range fiscal planning for the Association and recommend policies related to funding investments, travel, expense accounts, control of service projects, supplemental income, and other financial matters which will enhance the Association's financial stability and accrue benefits to the members and the total profession, present and future.

#### ***Section 4. Resolutions Committee***

- a. There shall be a Resolution Committee whose duty is to review resolutions prepared by components for consideration at the AIA Annual Meeting. The committee shall recommend to the board whether or not the resolution shall be co-sponsored by AIA Florida.
- b. The committee shall review resolutions submitted by component(s) or 25 members in good standing. The committee shall recommend to the board whether or not the resolutions should be moved forward for consideration by the delegates at the AIA Florida Annual Meeting.

#### ***Section 5. Council of Past Presidents***

- a. There shall be a Council of Past Presidents consisting of all past presidents of the Association.
- b. The Council of Past Presidents shall meet when called by the President.
- c. The Council shall give advice and counsel to the President and shall perform such particular duties related to the Association or the profession best done by

a prestigious group as the President requests and the Council agrees to perform.

### ***Section 6. Other Standing Committees***

There shall be established by the Association President, with concurrence of the Board, sufficient standing committees to carry out the business of the Association. Specifically, committees shall be established under the jurisdiction of each Vice President.

### ***Section 7. Operations***

- a. The Secretary/Treasurer shall notify the chairmen and members of the various committees of the names and addresses of their respective committee members and their various assignments.
- b. The President shall be an ex officio member of all committees, and the Secretary/Treasurer may act as Secretary for the committee if so selected by the committee.
- c. Committees have the right to request and receive all information and records in possession of the Association and necessary to discharge the duties assigned them.
- d. The majority of members of a committee shall constitute a quorum. Findings, recommendations, and actions of a committee shall be made according to the concurring vote of the majority of members present at a committee meeting.
- e. No committee nor any member or chairman thereof shall incur financial obligations unless funds are available in its appropriation and it is authorized to do so by the Board. No committee nor any member or chairman shall commit the Association orally or otherwise on any matter unless specifically authorized to do so by the Board.
- f. When their time expires, committee chairmen and members shall transmit to their successors all information and records necessary to continue the work of the committees.

## ARTICLE VIII. FINANCIAL

### ***Section 1. Fiscal Year***

The fiscal year of this Association shall be the calendar year.

### ***Section 2. Member Dues***

- a. Annual dues equal to pro-rata share required to defray expenses of the Association for the ensuing fiscal year shall be recommended by the Board and determined and fixed by the annual meeting.
- b. Each member shall contribute annual dues in an amount determined by the annual meeting.
- c. Obligation to Report on and Liability for Payment on Firm Dues:
  - 1) Reporting: In addition to the requirement that each architect member pay member dues, also required, on a report form provided by the Association, as to whether or not there is an obligation to pay firm dues. Failure to report may result in the termination of membership.
  - 2) Payment: If a member has an obligation to pay firm dues, then such dues shall be paid by the member or by another on behalf of the member. Failure to do so will result in the termination of membership.
  - 3) Obligation to pay Firm Dues:
    - (a) A member representing a firm will be required to pay firm dues on a date to be established by the Board and as required by the *Rules of the Board*.
    - (b) For the purpose of this dues structure, the following definitions apply:

Firm - Any entity offering architectural and/or architecturally related services, regardless of ownership, in which an architect member of this Association is employed. This would include, but is not limited to, sole proprietorship, partnership, professional associations, corporations, development-type firms, chartered groups, or other type of organizations. Not included would be government organizations.



- d. Member Emeritus: Members who have been granted Emeritus status are not required to pay regular or firm dues. Such persons may receive Association mailings for the payment of a charge established in the *Rules of the Board*.

### ***Section 3. Termination of Membership for Non-Payment of Dues***

#### **a. Default**

- 1) Member Dues of every member for the current calendar year are due and payable on or before January 15 of each year.
- 2) Every member who has not paid in full Member Dues owed for the current year shall be considered in default and terminated upon the Institute's determination.

### ***Section 4. Remissions of Fees and Dues***

- a. The Secretary/Treasurer in consultation with the Association EVP and Institute Secretary in exceptional instances and for what is deemed adequate cause, may remit the admission fee to AIA membership or the dues to be paid by any member of the Association, in whole or in part.
- b. The Secretary/Treasurer may waive from year to year the annual dues of any member of the Association who is actively engaged in the military, naval, aviation or maritime service of the United States of America and for a period of six months after the return to civilian life.

### ***Section 5. The Secretary/Treasurer is authorized to resolve questions relating to the applicability and calculations of dues.***

### ***Section 6 – Dues Review Task Force***

The finance committee shall review dues for sufficiency and appropriateness and report recommendations to the Board of Directors by the second board meeting of each year.

### ***Section 7. Contributions***

The Board at any regular meeting by a concurring vote of two-thirds of the members present, or at any special meeting called thereof, may authorize the raising of, and thereupon raise money by, voluntary contributions from its members in addition to annual dues for any designated special purpose consistent with the objectives of the Association and prescribe the manner in which such contributions shall be collected. Non-payment of contributions shall not abridge, suspend, or terminate the privileges and rights of any member.

### ***Section 8. Funds and Securities***

- a. All money received by the Association shall be promptly deposited in their original form in a depository approved by the Board.
- b. Every disbursement of money, in excess of \$5,000, shall be by check of the Association signed by the EVP and countersigned by the Secretary/Treasurer or any officer designated by the Board.
- c. The Secretary/Treasurer shall establish petty cash accounts as authorized by the Board. These funds shall be disbursed for the usual petty cash purposes by the person named in the Board's authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Secretary/Treasurer before the account is replenished.
- d. Reserve or funds in excess of required operating funds shall be deposited by the Secretary/Treasurer in an interest-bearing depository approved by the Board. When authorized by the Board, such funds may be invested in short-term government or municipal bonds or equivalent securities.

### ***Section 9. Annual Budget***

- a. The Board shall adopt an annual budget at its first meeting each year by a concurring vote of not less than two-thirds of its membership present. The budget shall show in detail the anticipated income and expenditures of the Association for the fiscal year.
- b. Unless authorized and directed to do so at an annual meeting or special meeting of the Association, the Board shall not adopt any budget, make any appropriations, or authorize any expenditure, or in any way obligate or incur

obligation for the Association which, in the aggregate of any fiscal year, exceeds the estimated income of the Association for such year.

## **ARTICLE IX. AMENDMENTS**

### ***Section 1. Amendments Made by Meetings of the Association***

The *Articles of Incorporation* and *Bylaws* of the Association may be amended at any annual meeting of the Association provided:

- a. Notice of proposed amendment(s) is sent to each member not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on. A copy of the proposed amendment shall be posted to the website or other electronic site for review or a written copy shall be provided upon member request.
- b. Voting shall be by roll call only and shall require the concurring vote of not less than two-thirds of the total delegate votes present at the meeting.
- c. Every resolution or motion of this Association amending its Articles of Incorporation or *Bylaws* shall state that it will become effective only if and when it is approved by the Institute.
- d. Immediately following adoption of such resolution or motion, the Secretary/Treasurer shall submit a copy of the amendment and the resolution to the Secretary of the Institute requesting Institute approval. Upon receipt of such approval, the Secretary/Treasurer shall enter the amendment and record its approval in the proper place in the documents with the date of the amendment and its approval.

### ***Section 2. Amendments Made by the Board***

The Board, unless the statutes forbid, may amend any provision of these *Bylaws* as may be necessary to conform to Institute Bylaws or applicable laws when the Association fails to enact amendments made by the Institute. Each amendment made by the Institute shall have the same force and effect as if made by the Association and shall be effective immediately on receipt of the notice of the Secretary of the Institute containing the amendment. The Secretary/Treasurer shall enter such amendment in the proper place in these *Bylaws* and notify the Components of the change.

### ***Section 3. Title and Numbering***

The Secretary/Treasurer may rearrange, re-title, renumber, or correct obvious errors in the various articles, sections, and paragraphs of these *Bylaws* as becomes necessary.

### **ARTICLE X. RESPONSIBILITY**

The Association shall not be responsible for any vote or statement of its officers or members nor be pledged or bound in any manner except by the approval of the Board in conformity with these *Bylaws*.