

Bylaws of Florida Northwest Chapter of American Institute of Architects, Inc.

Amended September 16, 2021

Article I. Organization, Composition, General Powers, Territory and Jurisdiction

1. Name

- a. The name of this organization is The Florida Northwest Chapter of the American Institute of Architects, Inc.
- b. In these bylaws, the above-named corporation is referred to as this chapter, the governing board of this Chapter as the Board of Directors, the Florida Association of the American Institute of Architects as the State Organization; The American Institute of Architects as the Institute; the Board of Directors of The Institute as the Institute Board; and the current classes of membership as defined by the Institute as member or members

2. Objects and Powers

a. Objects

- i. The general nature of this Chapter is educational, civic and scientific. The objects of this Chapter shall be to promote and forward the objects of the Institute and to organize and unite in fellowship the members of the architectural profession, to combine their efforts so as to promote aesthetic, scientific, and practical efficiency of the architectural profession; to advance the science and art of planning and building by advancing the standards of architectural education, research, training and practice; to co-ordinate the building industry and the profession of architecture to insure the advancement of the living standards of the people through their improved environment; and to make the profession of ever-increasing service to society.
- ii. The Chapter shall carry on and conduct activities and undertakings for the instruction and enlightenment of its members and it shall engage in such educational, scientific, research, benevolent and charitable activities as shall advance the understanding and growth of the arts and sciences relating to architecture and the practice thereof.
- iii. The Chapter shall forward and promote the objects of the American Institute of Architects within the territory assigned to it by the said Institute insofar as the objects of that organization are consistent with the objects of this corporation as set out immediately above.

b. Powers

- i. Within the territory assigned to it, this Chapter shall represent and act for the institute under a charter issued to it by the Institute Board. The Institute and this chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided, that the Institute Board and this Chapter execute a written agreement to that effect.
- ii. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.
- iii. This Chapter shall cooperate with the State Organization and the Regional Organization to further the interests of the Institute, and by agreement with these organizations, may represent and act for them within the territory of this chapter.
- iv. This Chapter may establish professional affiliate, student affiliate, non-resident and honorary membership categories, under conditions set forth in these Bylaws.
- v. This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and student affiliates, and may levy and collect admission fees for admission of professional affiliates and student affiliates.
- vi. This Chapter may establish Sections of this Chapter when approved by the Institute Board.
- vii. This Chapter may establish and sponsor student chapters in schools of architecture located within the (territory) (general area) of this Chapter, under conditions established by the Institute Board, which conditions shall be set forth in these Bylaws when such student chapters are established by it.

3. Organization

- a. This Chapter is a non-profit membership corporation duly incorporated on the fifteenth day of April 1970, under and by virtue of the provisions of Chapter 617 of the Statutes of the State of Florida. The composition of membership shall include classes of membership as defined by the Institute
- b. Governing Board
 - i. The affairs of this Chapter shall be conducted by a governing board called the Board of Directors.
- c. State Organization
 - i. This Chapter shall have representation in the State organization in the manner provided for in the State organization bylaws.

- ii. Representatives. At the annual meeting of the Chapter, the assigned members of this Chapter in good standing shall elect one state director as may be required by the State organization bylaws, to represent them in the State Organization for a term of two years. Representatives shall be elected from the assigned members only.
 - 1. Nominations and election of representative shall be made at the same time and in the same manner as the officers and directors of the Chapter.
- iii. Duties of Representatives. Representative of this Chapter shall act for and in its behalf in all matters that may properly come before the State Organization
- iv. Term of Representatives. Each representative shall serve for the term of two years, or until his successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by resignation or incapacity of any representative.
- v. Expenses of Representatives. Unless otherwise provided for in the State Organization bylaws, the expenses of representatives in an amount to be determined in accordance with the adopted travel policy shall be defrayed in an amount not to exceed the actual lodging and transportation expenses to the State Organization meetings.
- vi. Reports. The secretary shall furnish the State Organization with such reports as may be required.
- vii. Dues to the State Organization. Each member of this Chapter shall pay annual dues levied by the State organization in the amounts and at the times required, in addition to Chapter dues.

4. Territory

- a. The territory within which this Chapter shall represent and act for the Institute is Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington and Bay counties of the State of Florida.

Article 2. Membership

- 1. The members of this Chapter shall consist of persons who are qualified to be admitted to the current classes of membership as defined by the Institute. The procedures for admission, the qualifications, rights and privileges of the members shall be as provided in the Institute bylaws.
- 2. The secretary of this Chapter shall maintain in his possession copies of the current classes of membership, the procedures for admission, the qualifications, rights and

privileges of the members as defined by the Institute and/or as provided in the Institute bylaws. Members may request copies of this material by contacting the secretary in writing.

Article 3. Chapter Representation In Related Institute Organization

1. The Board of Directors members of this Chapter shall select delegates from the appropriate classes of membership to represent the Chapter at meetings of the Institute and the State Organization in numbers not to exceed those authorized by the appropriate organization.

Article 4. Meetings

1. Annual Meeting. This Chapter shall hold an annual meeting prior to the end of October for the purpose of electing officers and directors to take office at the beginning of the ensuing calendar year.
2. Regular Meetings. This Chapter shall hold meetings as scheduled by the Board of Directors and generally shall be held monthly.
3. Special Meetings.
 - a. A special meeting shall be held if a call for such a meeting, stating its purpose, is voted by a meeting of this Chapter, or by the concurring roll-call vote of not less than two-thirds of the membership of the Board of Directors, or by a written petition to the Board of Directors signed by not less than 10 percent of the members of the appropriate classes of membership of this Chapter then in good standing. In the last event, the Board of Directors shall call the special meeting for the purposes set out in the petition within 30 days after receiving same.
 - b. No other business than that specified in the call and notice of the special meeting shall be transacted thereat.
 - c. Notices and Calls of Meetings.
 - d. A timely notice of each meeting of this Chapter, stating the time and place thereof shall be served by the secretary on every class of membership by electronic communication.
4. Quorums at Meetings.
 - a. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless the statutes or these bylaws otherwise require, a quorum shall be the simple majority of those members of the appropriate classes of membership in attendance.
5. Decisions at Meetings.

- a. Every decision at a meeting shall be by a majority vote of those present unless otherwise required by these bylaws.
 - b. A roll-call vote shall be taken whenever these bylaws require or whenever a majority of the meeting shall so vote.
 - c. Unless the statutes otherwise require, there shall be no voting by proxy at a meeting of this Chapter,
- 6. Attendance.
 - a. The Chapter urges all members to attend all meetings, realizing that by regular attendance, its members will gain the full benefits of membership in the Chapter and will share in the objectives of the Chapter.
- 7. Election of Officers and Directors.
 - a. The President shall at least one month prior to the annual meeting appoint a nominating committee consisting of no less than three members. This committee shall prepare a list of nominees for the offices and directorships about to become vacant. The list shall be a part of the annual meeting notice. Additional nominations may be made from the floor by members at the annual meeting. The nominating committee should consider geographic diversity when forming the slate of candidates.
- 8. Balloting Procedures.
 - a. Balloting shall be by secret ballot, through mail, email or other means with the nominating committee selections indicated thereon and space provided for the addition of write-in nominees. Nominations for all offices to be filled shall be completed before any ballots are taken and only one ballot for the entire slate shall be taken, except in the case of a tie in which case only that office shall be subject to as many ballots as may be necessary to break the tie. Tellers appointed by the president, who shall be members qualified to vote, shall tally the qualified ballots for each nominee, tabulate the results and immediately notify the secretary thereof.
- 9. Minutes of Meetings.
 - a. The secretary shall cause written minutes of each regular meeting of this Chapter to be kept in the Book of Minutes of this Chapter and all reports and other matters presented to the meeting shall be attached to the minutes as a part thereof. The minutes of each meeting shall record the number of members and others present and every action taken. The minutes shall be signed by the secretary and approved at a subsequent regular meeting of this Chapter.

Article 5. The Board of Directors

- 1. Membership of the Board of Directors

- a. The Board of Directors shall consist of the president, vice president/president-elect, secretary/treasurer, immediate past president, two associate directors at large, three chapter directors, state director and allied director.
 - b. The Immediate Past President, who shall be a member of the Board of Directors the year following his or her term as President.
 - c. Two Associate Members of the Association who shall be elected as a voting Associate Directors-at-Large. One Associate Director should be elected each year for a two-year term with the two Associate Directors serving staggered terms.
 - d. An Allied Director – An allied director shall be a non-architect voting member who is not employed by the Institute, Association, or a Component and shall be elected annually.
 - e. The State Director, representing the Component, shall be elected to a two-year term by each Component at annual election and may serve two terms in accordance with AIA Florida bylaws..
2. Term of Office.
- a. The term of office for each Officer shall be one year; the State Director, three Chapter Directors, and two Associate Directors shall serve two year terms. The terms of office shall begin on the first day of the ensuing calendar year. Each officer and director shall serve until his successor has qualified.
 - b. Vacancies. If a vacancy occurs in the membership of the Board of Directors during the term of office, the said Board, by a concurring roll-call vote of at least two-thirds of the remaining members, shall fill the vacancy for the unexpired term of office, except as follows:
 - i. A vacancy in the office of president shall automatically be filled by the vice president (president elect). If the vacancy occurs more than nine months after the election of that officer, the president elect (vice president) shall succeed himself as president in the subsequent term of office. If the vacancy occurs within nine months of the election to office of the president, the office shall be filled at the next annual meeting.
 - ii. A vacancy in the office of immediate past president shall be filled by a former president of the Chapter. If none be able, willing or available, the vacancy shall not be filled.
3. Meetings of the Board of Directors
- a. The Board of Directors shall hold a meeting following the adjournment of the annual meeting of this Chapter but no later than the end of year, which

shall be attended by the directorselect, in order to facilitate a smooth transfer of administration.

- b. The President shall fix the time and place of the Board of Directors meetings.
 - c. A special meeting of the Board of Directors shall be held if so voted by it, or if requested in writing by a majority of the members of the said Committee, or at the call of the president.
4. Quorum of Board of Directors Meetings.
 - a. A majority of members of the Board of Directors shall constitute a quorum for the transaction of its business.
5. Decisions of the Board of Directors
 - a. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these bylaws or by the Statutes. The vote of a member of the Board of Directors shall be entered in the minutes at his request, and whenever a roll-call is taken.
6. Minutes.
 - a. Written minutes of every meeting of the Board of Directors, setting out the members in attendance, the matters before the meeting and every action taken, shall be kept by the secretary in the Book of Minutes of this Chapter. Said minutes shall be signed by the secretary, be approved by the Board of Directors, and then signed by the president or other officer who presided at the meeting.
7. Reports of the Board of Directors.
 - a. The Board of Directors shall render a full report in writing to the annual meeting of this Chapter, of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.
8. Custodianship.
 - a. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except such thereof as are placed by these bylaws in the custody or under the administration of the secretary/treasurer, and within the appropriations made therefore shall do all things required and permitted by these bylaws to forward the objects of this Chapter.
9. Delegation of Authority.
 - a. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of its or their authority, rights or power conferred by Statute of these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws.

Article 6. The Officers

1. The Officers of this Chapter shall be the president, vice president (president-elect) and the secretary/treasurer.
2. The President.
 - a. The president shall be the administrative head of this Chapter. The president shall exercise general supervision of its affairs and shall preside at meetings of this Chapter and of the Board of Directors. The president shall sign all contracts and agreements whereof this Chapter is a party and perform all other duties usual and incidental to the office.
3. The Vice President/President-elect.
 - a. The vice president shall possess all the powers and perform all the duties of the president in the event of his or her absence or of his disability, refusal, or failure to act, and he shall perform such other duties as are properly assigned to him or her by the president.
 - b. The vice president shall assume the office of president by automatic succession at the end of his term except that a new president shall be elected in the event the vice president is unable or unwilling to assume the office, as provided hereinbefore.
4. The Secretary/Treasurer
 - a. The secretary/treasurer shall be an administrative officer of this Chapter. He or she shall act as its recording and its corresponding secretary and as secretary of meetings of this Chapter and of the Board of Directors. He or she shall have custody of and shall safeguard and keep in good order all property of this Chapter, except such thereof that is placed under the charge of the secretary/treasurer. He or she shall issue all notices of this Chapter; keep its membership rolls; have charge and exercise general oversight of the offices and employees of this Chapter; sign all instruments and matters that require the attest or approval of this Chapter. except as otherwise provided in these bylaws; keep its seal and affix it on such instruments as require it; and perform all duties usual and incidental to his or her office.
 - b. The secretary/treasurer shall be an administrative officer of this Chapter. He or she shall have charge and shall exercise general supervision of its financial affairs and keep the records and books of account thereof. He or she shall prepare the budgets, collect amounts due this Chapter, and receipt for and have the custody of its funds and monies and make all disbursements thereof. He or she shall have custody of its securities and of its instruments and papers involving finances and financial commitments.

He or she shall conduct the correspondence relating to his or her office and perform all duties usual and incidental to his or her office.

- c. The secretary/treasurer shall make a written annual report to the annual meeting of this Chapter and a written report to each meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report, and the secretary/treasurer's recommendations on matters relating to the finances and general welfare of this chapter.
- d. When a new secretary/treasurer takes office, the retiring secretary/treasurer shall turn over to his or her successor a copy of the closing financial statement of the treasury, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in his custody and possession. The incoming secretary/treasurer shall check the same, and, if found correct, shall give to the retiring secretary/treasurer his or her receipt therefor and a complete release of the retiring secretary/treasurer from any liability thereafter with respect thereto.
- e. The secretary/treasurer, personally, shall not be liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any of his acts performed in good faith in conducting the usual business of his or her office.

Article 7. Dues, Fees, Assessments and Finances

1. Annual Dues.

- a. Amount of annual dues (in addition to Institute and State Organization dues) shall be as currently applicable as of adoption of these bylaws or as changed by a quorum of the membership.
- b. Period of Annual Dues: Annual dues shall be for the period set for by the American Institute of Architects.
- c. The secretary/treasurer of this Chapter shall maintain in his or her possession a copy of the current annual dues for each class of membership as defined by the Institute. Members may request copies of this material by contacting the secretary in writing.

2. Assessments

- a. This chapter, by the concurring vote of not less than two-thirds of the total number of members present at a meeting, may levy an assessment on its members, such as assessment shall be alike and equal for each thereof. The amount of the assessment on each, in any calendar year, shall not exceed

the amount of the annual Chapter dues required to be paid by him for that year.

- b. Notice of a proposal to levy an assessment, stating the amount thereof, the reasons and necessity therefore, shall be sent to every member and not less than 21 days prior to the meeting at which the proposed assessment is to be voted on.
3. Budgets and Appropriations.
 - a. Prior to the beginning of every calendar year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the succeeding year, make annual appropriations in accordance therewith, authorize the expenditure thereof, and authorize the secretary/treasurer to pay the authorized expenditures when due.
4. Audits.
 - a. At such times as the Board of Directors shall make the appropriation therefor, the books of the secretary/treasurer and the rolls of this Chapter shall be audited or reviewed by a competent accountant employed by the Board of Directors; said audits or reviews shall be filed with the Board of Directors.
5. Calendar Year
 - a. The calendar year of this Chapter shall be from January 1 to December 31.

Article 8. Property

1. Acquirement of Property
 - a. In furtherance of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use.
 - b. Only the Board of Directors shall have any right or authority to solicit, receive, take or accept any gift, bequest or devise for or on behalf of this Chapter, and it shall not accept any gift, bequest or devise if it will not promote the objects and purpose of this Chapter, or if it and/or its administration will place an undue financial or other burden on this Chapter.
2. Dividends Prohibited.
 - a. An encumbered balance of income at the close of a calendar year shall never be distributed as profits, dividends or otherwise to the membership of this Chapter.

Article 9. Architectural Practice

1. Standards of Practice of this Chapter.
 - a. The Canons of Ethics, Ethical Standards and Rules of Conduct of the Institute are the Standards of Professional Practice of this Chapter.
 - b. Any alleged conduct violating the Canons of Ethics, Ethical Standards and Rules of Conduct shall be sent to the National Ethics Committee of the American Institute of Architects.

Article 10. General Provisions

1. Records open to Member.
 - a. The correspondence and the minute books (except the confidential matters), the secretary/treasurer's books of account, and the secretary/treasurer's records of this Chapter, shall be open to inspection by any member.
2. Parliamentary Authority.
 - a. The rules contained in Roberts "Rules of Order" (latest revision) shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which the said Rules of Order are applicable and in so far as they are not inconsistent or in conflict with the statutes, these bylaws, or the rules and regulations adopted by this Chapter or by the Board of Directors.

Article 11. Amendment of Bylaws

1. Amendment by Meeting of this Chapter.
 - a. These bylaws may be amended at the annual meeting of this Chapter, provided that a notice stating the purpose of the proposed amendment and a copy of the proposed amendment is sent to every member not less than 21 days prior to the date of the meeting at which the proposed amendment is to be considered.
 - b. Every resolution of this Chapter amending these bylaws shall state that the amendment will become effective only if and when it is approved by the Institute for consistency with Institute Bylaws. Upon receipt of said approval, the amendment shall become effective and the secretary shall enter the amendment and the approval at the proper place in these bylaws, with the date of the amendment and approval.

(End of Bylaws)