

BYLAWS

SANTA BARBARA CHAPTER, THE AMERICAN INSTITUTE OF ARCHITECTS

Updated 10/93

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**ARTICLE 1. ORGANIZATION, COMPOSITION AND
GENERAL POWERS**

1.1 NAME

- 1.1.1 This Chapter. The name of this organization is The American Institute of Architects Santa Barbara Chapter.
- 1.1.2 Related Institute Organizations. In these Bylaws the above named Chapter is referred to as this Chapter; the governing Board of this Chapter as the Board of Directors, hereinafter referred to as the Board; the California Council as the Regional Organization; The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

1.2 OBJECTS AND POWERS

- 1.2.1 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, which are to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.
- 1.2.2 Powers. The powers of this Chapter shall be as provided in the laws of the State of California, the certificate of incorporation and the Institute Bylaws.

1.3 ORGANIZATION

This Chapter is a nonprofit membership corporation duly incorporated on the 3rd day of October, 1955, under and by virtue of the provisions of the General Non Profit Laws of the State of California and is a successor to the Santa Barbara

Chapter, The American Institute of Architects, an unincorporated association duly chartered by the Institute on the 27th day of April, 1929.

1.4 TERRITORY

The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter is Santa Barbara County, State of California.

ARTICLE 2. MEMBERSHIP

2.1 MEMBERS: GENERAL PROVISIONS

- 2.1.1 Classes of Membership. The members of this Chapter shall consist of the Institute members and associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.3, and of the professional affiliates, student affiliates, and honorary associates it may admit as provided in Paragraphs 2.4 and 2.5.
- 2.1.2 Definitions. In these Bylaws, Institute members and associate members who have been assigned to membership in this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to Institute members and associate members other than assigned members. The term "affiliate" shall refer to professional affiliates, student affiliates and honorary associates. The term "member," if not otherwise qualified, shall refer to all classes of membership in this Chapter.
- 2.1.3 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 2.1.4 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and this Chapter, and shall be enrolled by the Secretary as a member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.
- 2.1.5 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.2 ASSIGNED MEMBERS

- 2.2.1 General. The qualifications, rights and privileges of assigned Institute members and associate members shall be as provided in the Institute Bylaws.

- 2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive committee shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to the Institute Secretary.
- 2.2.3 Transfers. The Board shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another chapter of the Institute.
- 2.2.4 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.
- 2.2.5 Termination. Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another chapter. Associate membership shall ipso facto be terminated on January 1 of the year following receipt by an associate member of an initial license to practice architecture.
- 2.2.6 Members Emeriti. Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.
- 2.7 Associate Members. Qualifications. Associate members shall include:
1. Those without architectural licenses who are employed under the supervision of a licensed architect in a professional or technical capacity directly related to the practice of architecture;
 2. Those who have degrees from a school of architecture and intend to obtain a license to practice architecture; or
 3. Those who are eligible by experience and are employed, enrolled, or participating in circumstances reorganized by licensing authorities as constituting credit toward architectural licensing.
- 2.2.8 Associate Members. Rights and Privileges. Associate members in good standing.
1. May serve as voting members on chapter and state boards, provided that associate members may hold no more than two seats or one-third of the total seats, whichever number is greater, on such boards;
 2. May speak on and vote in section, chapter, state and regional meeting on business matters and in elections on all issues except dues for Institute members;
 3. May be appointed as members of committees at all levels of the Institute,

except the National Judicial Council;

4. May serve as chapter delegates to state, regional and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions;
5. Shall be eligible to participate in all Institute group insurance, retirement and other benefit programs on the same basis as Institute members;
6. Shall not be eligible to serve as a national officer, national director, component officer;
7. May use the title "Associate Member of The American Institute of Architects", and may wear a white metal AIA pin; but shall not be permitted to use the gold AIA pin, the AIA emblem, or the title "AIA Associate" or "AIA" as a suffix to their names.

2.3 UNASSIGNED MEMBERS

- 2.3.1 Admission. The Board, without action by the Institute, shall admit to unassigned membership in this Chapter any Institute member or associate member assigned to another chapter, provided that such member applies for such membership in writing directly to the Board in the manner prescribed by it.
- 2.3.2 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not hold any office or directorship in this Chapter, vote at any of its meetings on matters described in Paragraph 4.3.4, nor represent its members as a delegate or otherwise at any meeting of the Institute.

2.4 AFFILIATE MEMBERS

- 2.4.1 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Board and shall be promptly acted upon by the Board.
- 2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter, may be transferred to the other chapter by the Board; provided that the applicant applies for the transfer in writing and that the Board of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstances, affiliates transferred from other chapters may be admitted to this Chapter by the Board without examination; provided, that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.

- 2.4.3 Admission Fees. Every applicant for an affiliate membership shall pay an admission fee as provided in Article 7 of these Bylaws.
- 2.4.4 Termination. Affiliate memberships shall be terminated by the death or resignation of an affiliate; shall ipso facto be terminated by admission to or becoming eligible for Institute membership or associate membership, and may be suspended or terminated.
- 2.4.5 Professional Affiliates: Qualifications. Professional affiliates are non-architects, registered to practice their professions where such a requirement exists, with established professional reputations. Professional affiliates may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research, and journalism, and/or others who the Chapter believes will provide a meaningful contribution by virtue of their interest or profession and who are not otherwise eligible for Institute membership.
- 2.4.6 Professional Affiliates: Rights and Privileges. Professional affiliates in good standing:
1. May serve as a member of any committee of this Chapter that is not involved with formal or informal charges of unprofessional conduct;
 2. May vote at any meeting of this Chapter except on dues and assessments for AIA members.
 3. Shall not be eligible to serve as President of this Chapter;
 4. May not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute;
- 2.4.7 Student Affiliates: Qualifications. Student affiliates shall be undergraduate or post-graduate students of architectural schools or secondary school students within the territory of this Chapter.
- 2.4.8 Student Affiliates: Rights and Privileges. Student affiliates in good standing:
1. May serve as a member of any committee of this Chapter that neither performs any duty of the Executive Committee nor is involved with formal or informal charges of unprofessional conduct;
 2. May attend and speak but may not make motions nor vote at any meeting of this Chapter (on matters set forth in Paragraph 4.3.4.3.4);

3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;
4. May use the title "Student Affiliate Member of the Santa Barbara Chapter, AIA", which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Affiliate Member" be printed in small type than the remainder of the title, but may not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

2.5 HONORARY CHAPTER MEMBERS

- 2.5.1 Qualifications. A person of esteemed character who is not eligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted to honorary chapter membership in it as an Honorary Chapter Member.
- 2.5.2 Nomination and Admission. A person eligible for honorary chapter membership may be nominated therefore by any member of the Board. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainment, qualifications for the honor and the reasons for the nomination. The Board, at any of its regular meetings, after the nomination of a person for honorary chapter membership, may admit such person as an honorary chapter member. Not more than one honorary chapter member shall be elected in any one calendar year.
- 2.5.3 Rights and Privileges. An Honorary chapter member of this Chapter:
 1. Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
 2. May attend, and on the invitation of the presiding officer, may speak and take part in the discussions, but may not make motions nor vote at any meeting of this Chapter;
 3. Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter, nor serve on any of its committees except as advisor;
 4. May use the title "Honorary Chapter Member of the Santa Barbara Chapter, AIA, "which title shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Chapter Member" be printed in smaller size type than the remainder of the title,

but may not use the initials AIA nor the phrase The American Institute of Architects alone or otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

3.1 THE INSTITUTE

- 3.1.1 Delegates to Institute Meetings. The Board of this Chapter in good standing shall select the number of member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws.
- 3.1.2 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 3.1.3 Nominations for Institute Directors. Whenever the office of directorship for the region within which the Chapter is located is about to become vacant, the Board, or the Chapter in meeting assembled, may select a nominee or nominees for the office, and transmit the nominations to the Institute Secretary within the period of time fixed by the Institute Secretary. Nominations for directors may also be made by petition containing the signatures of not less than ten members in good standing who are assigned members of the chapters in the region.
- 3.1.4 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfer or defaults of its assigned members.

3.2 STATE ORGANIZATION

- 3.2.1 Delegates to State Organization Meetings. The assigned members of this Chapter in good standing shall elect delegates to represent them at meeting of the State Organization from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization.
- 3.2.2 Representation. This Chapter shall have representation in the State Organization as provided in the Bylaws of the State Organization.
- 3.2.3 The Board shall elect one or more additional representatives, as may be required by the State Organization Bylaws, to represent the members of this Chapter in the State Organization for a term of one year. Representatives shall be elected from the assigned members only. At

least one alternate representative, but not more than two alternate representatives, shall be elected, who shall serve in the absence of the elected representative or representatives.

- 3.2.4 Duties of Representatives. Representatives of the members of this Chapter shall act for and in their behalf in all matters that may properly come before the State Organization.]
- 3.2.5 Term of Representatives. Each representative shall serve for the term of two years, or until a successor is elected or appointed. The Board shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.
- 3.2.6 Expenses of Representatives. Unless otherwise provided in the State Organization Bylaws, the expenses of representatives, in an amount to be determined by the Board shall be defrayed in an amount not to exceed the actual hotel and necessary traveling expenses to the State Organization meetings.
- 3.2.7 Reports. The Secretary shall furnish the State Organization with such reports as may be required from time to time; shall, at least annually furnish the Secretary of the State Organization with the names and addresses of all officers, directors and members of this Chapter required to keep the State Organization's records up-to-date and complete; and shall periodically report all resignations, suspensions, expulsions, or defaults of its members.
- 3.2.8 Dues to the State Organization. Each member of this Chapter shall pay annual dues and assessments levied by the State Organization in the amounts and at the times required by it for its support, in addition to Chapter dues and assessments. The Secretary may collect and forward such annual dues and assessments to the State Organization Treasurer, under conditions set forth in the Bylaws of the State Organization.

ARTICLE 4. MEETINGS

4.1 MEETINGS

- 4.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of November, for the purposes of nominating and electing the officers, directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board and the Treasurer; and for the transaction of such other business as may be appropriate.
- 4.1.2 Regular Meetings. This Chapter shall hold ten regular meetings per year at a time and place designated by the Board.

- 4.1.3 Special Meetings. A special meeting of this Chapter may be called by a meeting of this Chapter, or by the Board, or by a written petition to the Board signed by not less than 20 percent of the total number of assigned members of this chapter then in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

4.2 NOTICE; QUORUM; MINUTES

- 4.2.1 Notices and Calls of Meeting. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mailing it to the address of such member on file with the Secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least seven calendar days before the date fixed for the meeting, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.
- 4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be 20 percent of the total number of the assigned members of this Chapter.
- 4.2.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

4.3 DECISIONS AT MEETINGS; ELIGIBILITY FOR VOTING

- 4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these Bylaws.
- 4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.
- 4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in Paragraph 4.5.2.
- 4.3.4 Limitations of Voting Eligibility. Only assigned members in good standing may vote on the following matters:
1. Amendments to these Bylaws relating to assigned members;

2. Matters so designated elsewhere in these Bylaws;
3. Elections of Chapter officers and directors;
4. Instructions to delegates;
5. Any matters relating to membership, such as passing on admission of applicants;
6. Chapter dues and assessments of assigned members, except that voting on dues and assessments for Institute members shall be limited to Institute members;
7. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter;
8. Any matters related to the Institutes Code of Ethics and Professional Conduct;
9. All other matters so ruled by the Chair, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.

4.4 ELECTION OF OFFICERS AND DIRECTORS

- 4.4.1 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at the annual meeting from the floor. At a meeting of the Board held at least one month prior to the annual meeting, the Board shall select a nominating committee to prepare and present to the members slates of candidates for offices and directorships.
- 4.4.2 Voting; When Required. If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 4.5.

4.5 BALLOTING PROCEDURES

- 4.5.1 Tellers. Balloting shall be in charge of three tellers appointed by the President, who shall be assigned members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

- 4.5.2 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot or fax of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter. .
- 4.5.3 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.
- 4.5.4 Election. The nominee for an office or directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- 4.5.5 Tie Votes. In the event of a tie vote, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the run-off election shall be elected to the office.

ARTICLE 5. THE BOARD

5.1 MEMBERSHIP OF THE BOARD

The Board shall consist of the officers and five directors, each of whom shall be an assigned member of this Chapter. Two directors shall be past presidents of the Chapter.

5.2 AUTHORITY OF THE BOARD

- 5.2.1 Powers. The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of California and by these Bylaws.
- 5.2.2 Custodianship. The Board shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.
- 5.2.3 Awards. As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one of the Board, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an embossed certificate, a scholarship, or otherwise as the Board shall determine.

- 5.2.4 Delegation of Authority. Neither the Board nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law,

5.3 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

- 5.3.1 Term. The term of office of each officer and director shall be one year, of the two past presidents, two years; each shall serve until a successor has qualified.
- 5.3.2. Vacancies. If a vacancy occurs in the membership of the Board other than on account of the regular expiration of a term of office, the Board shall fill the vacancy for the unexpired term of office.

5.4 MEETINGS OF THE BOARD

- 5.4.1 Meetings Required. The Board must actually meet in a regular or special meeting in order to transact business.
- 5.4.2 Regular Meeting of the Board. The Board shall hold a regular meeting each month unless canceled or postponed. It shall hold an organizational meeting within one month after the Chapter annual meeting. The Board shall fix the time and place of its meetings.
- 5.4.3 Special Meetings. A special meeting of the Board shall be held if requested by a majority of the members of the Board, or at the call of the President. The Secretary shall issue a call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting.
- 5.4.4 Officer Pro Tem. In the absence of the President and Vice President, the Secretary or the Treasurer, the Board shall elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as the case may be. Each such officer shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

5.5 NOTICES AND CALLS OF MEETINGS

- 5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Board shall be served not less than 12 hours before the time fixed for the meeting.
- 5.5.2 Waiver of Notice. Either the call and notice or any limitations as to the business to be transacted, or both may be waived by the written consent of every member of the Board.

5.6 QUORUM AT MEETINGS; DECISIONS; MINUTES

- 5.6.1 Quorum. Five members of the Board shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.
- 5.6.2 Decisions of the Board. Every decision of the Board shall be by a concurring majority vote, unless otherwise required by these bylaws or by law.
- 5.6.3 Minutes. Written minutes of every meeting of the Board, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the President or other officer who presided at the meeting.

5.7 REPORTS OF THE BOARD

- 5.7.1 Report to Members. The Board shall render a full report in writing to each 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.
- 5.7.2 Report to Institute. The Board or the Secretary shall make a written report to the Institute at such times as the Institute requests, of the matters and in the form required by it.

5.8 EXECUTIVE DIRECTOR

- 5.8.1 The Board will hire the services of an Executive Director and other personnel through the Architectural Foundation of Santa Barbara, for the administration of office operations and coordination and management of Chapter activities. The Executive Director serves as primary administrative staff in areas of office management, financial reporting, clerical support and administrative assistance to the Board and Officers, as well as provides staff liaison to administrative levels of other AIA components including the Institute, State organization, Chapters and supports the Chapter programs and policies as set forth at each annual meeting.

ARTICLE 6. OFFICERS

6.1 OFFICERS

The officers of this Chapter shall include a President, Vice President/President-Elect, a Secretary and a Treasurer.

6.2 THE PRESIDENT

- 6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these Bylaws or by the Board under the administration and supervision of the Secretary or the Treasurer, and shall preside at meetings of this Chapter and of the Board; shall sign all contracts and agreements to which this Chapter is a party; with the concurrence of the Board, have charge of and exercise general supervision over the offices and employees of this Chapter; and shall perform all other duties usual and incidental to the office.
- 6.2.2 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board.

6.3 THE VICE PRESIDENT / PRESIDENT-ELECT

- 6.3.1 Duties. The 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, and shall perform such other duties as are properly assigned by the Board or the President.
- 6.3.2 Succession. The Vice President/President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.4 THE SECRETARY

- 6.4.1 Duties. The Secretary shall act as the recording and corresponding secretary and as secretary of meetings of this Chapter and of the Board; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.
- 6.4.2 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be

given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.5 THE TREASURER

- 6.5.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all distributions of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office and shall perform all duties usual and incidental to the office. .
- 6.5.2 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board. 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 Treasurer's recommendation on matters relating to the finances and general welfare of this Chapter..
- 6.5.3 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.
- 6.5.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same, and if found correct, shall give to the retiring Treasurer a receipt therefore and a complete release of the retiring Treasurer from any future liability.
- 6.5.5 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capita~surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

- 6.5.6 Petty Cash. The Treasurer shall establish petty cash accounts as authorized by the Board which may be disbursed for the usual petty cash purposes by the Executive Director. Accurate accounting shall be kept.

ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES

7.1 ANNUAL DUES

- 7.1.1 Amount of Annual Dues. The Board, by the concurring vote of all but one of its entire membership shall fix, by July 1st, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the information relayed to AIA National's membership chair. Due consideration shall be given to change in the Consumer Price Index.
- 7.1.2 Period of Annual Dues. Dues shall be due and payable to the AIA on the first day of December of each year.
- 7.1.3 Proration of First Annual Dues. If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall assess the entire annual dues as dues for the year of the admission; if such a member is admitted during the second quarter, the Treasurer shall assess an amount equal to 75% of the annual dues. If a member is admitted during the third quarter, the Treasurer shall assess an amount equal to 50% of the annual dues as dues for the year of the admission; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall assess an amount equal to 25% of the dues as the dues for the year of the admission.
- 7.1.4 Individual Remission of Annual Dues. The Board, by the concurring vote of all but one of its members may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

7.2 ASSESSMENTS

- 7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned Institute members present at a meeting, may levy an assessment on its assigned Institute members; by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its associate members; and by the concurring vote of not less than two-thirds of the total number of its members may levy an assessment of its affiliate members. The amount of the assessment on each member, respectively, in any fiscal year, shall not exceed the amount of the annual dues required to be paid by such member for that year.

- 7.2.2 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 member will be in default for nonpayment, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

7.3 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

- 7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount of the required annual dues for the then current fiscal year on or before the 31st day of March shall be in default for the unpaid amount.
- 7.3.2 Due Date for Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.
- 7.3.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty days notice in writing of impending termination because of said default by the AIA National.

7.4 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

- 7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of March, the Secretary or the Board shall so advise the Institute Secretary, and request termination of that membership.
- 7.4.2 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments at the end of March, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty days prior to the effective date of such action, during which period the member shall remain in good standing and such default maybe cured.

7.5 FINANCES

- 7.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board by the concurring vote of two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

- 7.5.2 Audits. Whenever a new Treasurer is elected, and whenever the Board shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter shall be audited by a certified public accountant employed by the Board or a committee appointed by the Board. This audit shall be completed within 120 days after the close of the Chapter's fiscal year.
- 7.5.3 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES

8.1 ACQUISITION OF PROPERTY

- 8.1.1 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire real and personal property for its own use, but shall not execute any chattel mortgage.
- 8.1.2 Gifts. Only the Board shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place undue financial or other burden on this Chapter.

8.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

8.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

8.4 SUSPENSION OF INTERESTS, RIGHTS AND PRIVILEGES; GOOD STANDING DEFINED

A member is not in good standing in this Chapter and shall be under suspension if and while the member has been suspended by the Institute of unprofessional conduct, or if and while the member is in default of dues of other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored to good standing.

ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 COMPOSITION

The committees, their membership, terms of office, and duties shall be as determined by the Board. The membership, terms of office and duties of each committee shall be prescribed by the body that established it, but the Board may assign additional duties to any committee at any time.

9.2 COMMITTEE MEMBERS

The members and the chair of every committee shall be selected by the Board.

9.3 REPORTS

Every committee shall make an annual report to the Board at the close of its work, and at such other times as the Board directs.

9.4 COMMISSIONS

This Chapter may establish commissions to act as supervisory and liaison agents of the Board for the committees of this Chapter.

ARTICLE 10. PROFESSIONAL CONDUCT AND DISCIPLINE

10.1 CODE OF ETHICS AND PROFESSIONAL CONDUCT

- 10.1.1 Applicability of Institute Code. The Code of Ethics and professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. Institute members or associate members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.
- 10.1.2 Chapter Amendments Prohibited. No amendment or interpretation of the Code of Ethics and Professional Conduct shall be made by this Chapter.

10.2 ACTIONS ON COMPLAINTS OF UNPROFESSIONAL CONDUCT BY MEMBERS

- 10.2.1 Formal Action Prohibited. A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjudged by this Chapter, the Executive Committee, or any Chapter committee, nor

shall any of them have the right of authority to admonish, censure, suspend, or terminate such member for unprofessional conduct..

- 10.2.2 Ethics Committee. The executive Committee may establish an Ethics Committee, the membership of which shall be limited to assigned members which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.
- 10.2.3 Informal Settlement Prior to Filing of Complaint with the Institute. The Ethics Committee, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Judicial Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.
- 10.2.4 Informal Settlement Following Filing of Complaint with the Institute. The Ethics Committee, upon receipt from the national Judicial Council of a formal Complaint against a member of this Chapter and the Response thereto, may in its sole discretion extend to the parties the opportunity to seek an informal resolution of the matter through the Committee. If the parties wish to seek such an informal resolution, the Ethics Committee shall so advise the Institute and attempt to mediate the matter, either directly or through offices of a third party. In attempting informal settlement, the Ethics Committee shall comply with the Rules of Procedure of the National Judicial Council, where applicable.
- 10.2.5 Confidentiality. All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.
- 10.2.6 Procedure relating to unprofessional conduct by affiliate members: In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Judicial Council.

10.3 CHAPTER PARTICIPATION IN DISCIPLINARY PROCEEDINGS

- 10.3.1 Any request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Executive Committee. The Executive Committee may, with due consideration given to the advice of AIA council, file or join in the filing of a formal charge of unprofessional conduct.
- 10.3.2 Authority of the Executive Committee. The Executive Committee shall not delegate any other person or body its authority to initiate or join in a proceeding.
- 10.3.3 Confidentiality. Any discussion or decision by the Executive Committee relating to informal or formal Complaint against an Institute member shall occur in executive Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.
- 10.3.4 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Executive Committee, but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.

ARTICLE 11. AFFILIATIONS AND ENDORSEMENTS

11.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organization involved with the built environment operating within the territory of this Chapter that is not used or maintained for financial gain, price-fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

11.2 AGREEMENTS OF AFFILIATION

Every affiliation must be authorized by the concurring roll-call vote of not less than two-thirds of the entire membership of the Board and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without such written agreement if the collaboration does not extend beyond one year.

11.3 CONDITIONS OF AFFILIATION

- 11.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organizations, membership, government and operations.
- 11.3.2 Limitations. It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board has duly and specifically voted to be so bound or obligated.
- 11.3.3 Termination. Any affiliation may be terminated by the concurring roll call vote of not less than two-thirds of the entire membership of the Board, but the Board must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

11.4 PRIVILEGES OF AFFILIATED ORGANIZATIONS

The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak thereat on invitation of the presiding officer.

11.5 ENDORSEMENTS PROHIBITED

Neither this Chapter, nor the Board, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or of any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 12. GENERAL PROVISIONS

12.1 EXECUTIVE OFFICE

The executive offices of this Chapter shall be located at a place designated by the Board. The present location is 229 E. Victoria St; Santa Barbara, CA 93101.

12.2 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters

relating to membership applications, the Code of Ethics and Professional Conduct, and bestowal of Honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board, by any member of this Chapter in good standing.

12.3 PARLIAMENTARY AUTHORITY

The rules contained in Robert's "Rules of Order Newly Revised" shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board, and the Chapter committees in all cases in which the said Rules of Order are applicable and insofar as they are not consistent or in conflict with law, these Bylaws, or the rules and regulations adopted by this Chapter or by the Board.

12.4 COUNSEL

The Executive Committee shall obtain the written opinion of Counsel before filing or joining in a Complaint against a member under the Code of Ethics and Professional Conduct and concerning all agreements.

12.5 LIABILITY, INDEMNIFICATION AND INSURANCE

- 12.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.
- 12.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter, has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice or counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.
- 12.5.3 Insurance. The Board may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability

asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

ARTICLE 13. AMENDMENTS

13.1 AMENDMENTS AT MEETINGS OF THIS CHAPTER

- 13.1.1 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment is sent to every member eligible to vote on the amendment not less than 20 days prior to the date of the meeting at which the proposed amendment is to be considered.
- 13.1.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.
- 13.1.3 Other Bylaw Provisions. It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these Bylaws.

13.2 AMENDMENTS BY THE BOARD

- 13.2.1 Conformity with Institute Bylaws. The Board, without action by a meeting of this Chapter, may amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.
- 13.2.2 Delegation of Authority. The Board shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.