



# Architects League of Northern New Jersey

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## **BYLAWS**

### AIA Architects League of Northern New Jersey

### A Section of AIA-NJ

Last updated : January 26, 2021

#### ARTICLE I

#### ORGANIZATION

##### 1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is the Architects League of Northern New Jersey, hereafter referred to as this Section.

1.011 Related Institute Organizations. In these bylaws the governing board of this Section is referred to as the Board of Trustees, The New Jersey Society of Architects, also known as AIA/New Jersey is referred to as the State Chapter, Regional Organization or State Organization, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Section shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Section. The Institute objects 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 and building 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.

1.03 Domain. The domain of this Section shall be that territory described in its charter or otherwise established by the Institute.

1.04 Organization. This Section is a not-for-profit membership corporation incorporated in the State of New Jersey, and chartered by the Institute.

1.05 Authority. This Section shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. The Institute and this Section may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Section execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Section shall directly or indirectly nullify or contravene any act or policy of the Institute. This Section shall cooperate with its state organization and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Section.

## 1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Section may affiliate with any local organization of the construction industry operating within the territory of this Section that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Section will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Trustees and shall be evidenced by a written agreement signed by the Section and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state 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.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Section, nor shall it bind or obligate this Section to any policy or activity unless the Board of Trustees has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Board of Trustees upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Section, and may speak at the invitation of the presiding officer.

## 1.2 ENDORSEMENTS

1.21 Endorsements. Neither this Section, nor the Board of Trustees, any Section committee, nor any of its officers, trustees, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## ARTICLE 2

### MEMBERSHIP

#### 2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Section shall consist of:

a) The Architect and Associate members of the Institute who have been assigned to the Section, or who have been admitted to unassigned membership in this Section, and

b) The allied and affiliate members the Section may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Section by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other Sections who have been admitted to membership in this Section pursuant to Section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Section.

2.03 Qualifications. This Section shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Section and not in the territory of another Section in New Jersey. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Section may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Section shall be duly notified to that effect by this Section, and shall be enrolled by the Secretary as a member of this Section. New memberships will be announced at the next regular meeting of this Section and in the next issue of the Section's official publication.

2.06 Annual Dues and Assessments. Every member of this Section shall pay the fixed annual dues and assessments of this Section as determined in Article 3.

2.07 Resignations. Any member may resign from this Section by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined. A member is not in good standing in this Section if and while in default of dues or other obligations to either this Section or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute, loses all rights in this Section and the Institute, including any right to use the Section's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Section.

## 2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Section is filed with this Section, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Section will send a recommendation to the Institute Secretary to deny the application.

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Section.

2.14 Termination. Assigned membership in this Section is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Section. .

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Section. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

## 2.2 UNASSIGNED MEMBERS

2.21 Admission. This Section, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another section who applies for such membership in writing in the manner prescribed by the Board of Trustees.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Section of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent this Section as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Section is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Trustees may terminate unassigned membership for indebtedness to the Section as provided in Section 3.32.

## 2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to allied or affiliate membership in this Section shall be promptly acted upon by the Board of Trustees.

2.32 Dues: Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay dues in an amount determined by the Board of Trustees as provided in Section 3.02 of these bylaws.

2.33 Termination. Allied or affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Trustees may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Section.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee of this Section that does not perform any duty of the Board of Trustees;



- 2) May attend and speak but may not make motions or vote at any meeting of this Section;
- 3) Shall not be eligible to serve as an officer or trustee or to chair a committee of this Section; and
- 4) Except as otherwise provided in the Institute Bylaws, may not in any way use the name, initials, seal, symbol or insignia of this Section or of the Institute.

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the Section may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Section believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates–Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, residing, working, or conducting their studies within the territory of this Section.

2.37 Honorary Affiliates.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Section but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Section, may be admitted as an Honorary Affiliate member of this Section.

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Trustees. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Trustees, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Section may use the title "Honorary Affiliate of the Architects League of Northern New Jersey," and shall not pay any admission fee or annual dues nor be subject to any assessment.

## 2.4 ASSOCIATE MEMBERS

2.41 Title. Associates in good standing may indicate that they are Associates of The American Institute of Architects, subject to applicable state laws, and may use the title Associate AIA or Assoc. AIA, but not AIA Associate nor the initials AIA alone, as a suffix to their names.

2.42 Pin and Symbol. Associates in good standing may wear the silver AIA pin. Associates shall not be permitted to use the gold AIA pin nor the AIA symbol.

2.43 Privileges. Associates shall have the same rights and privileges as Architect members, except as noted below and in Sections 2.41 and 2.42 above:

- a) Associates may not hold more than one-third of the total seats on the Section Board of Trustees;

b) Associates shall not be eligible to serve as President or President-elect of the Section. Associates shall be permitted to serve as 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, or Treasurer. Such Section officers shall be included in the numerical limitations contained in subsection (a) above;

c) Associates may not vote on dues for Architect members.

## ARTICLE 3

### DUES, FEES AND ASSESSMENTS

#### 3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues. The Board of Trustees may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.03 Dues Upon Admission. A newly admitted assigned or allied or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues For Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Trustees.

3.05 General Waiver of Annual Dues. This Section, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by allied or affiliate members.

3.06 Hardship Dues Reduction. The Board of Trustees may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Trustees may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Section. Emeritus members who wish to receive mailings from the Section shall pay a fee in an amount determined by the Board of Trustees.

#### 3.1 ASSESSMENTS

3.11 Authority. This Section, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Section at which the proposed assessment is to be voted on.

### 3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 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.

3.23 Notice of Default to Member. Every member who is in default to this Section shall be given 30 days' notice in writing of impending termination because of said default.

### 3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the Secretary of this Section shall send to the Institute Secretary a list of all assigned members in default to this Section with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Allied or Affiliate Members. If an unassigned member or allied or affiliate member is in default to this Section for nonpayment of dues and assessments, 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 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

## ARTICLE 4

### SECTION RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

#### 4.0 STATE ORGANIZATION

4.01 Delegates to State Convention. The assigned members in good standing of this Section shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Section in the number prescribed in the Bylaws of the State Organization.

4.011 Selection of Delegates. Section delegates to meetings of the State Organization shall be selected from among the assigned members of this Section by the Board of Trustees.

4.02 Representation on State Organization Board. The President or another member appointed by the Board of Trustees shall be a representative of this Section in the State Organization. At the annual meeting of this Section, the members in good standing of this Section shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent this Section in the State Organization.

4.03 Nominations and Elections. Nominations and elections of Section representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and trustees of this Section.

4.04 Term of Representatives. Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Board of Trustees shall name the successor of a representative for the unexpired

term created by the resignation or incapacity of any representative except that the President-elect shall serve in the case of resignation or incapacity of the President.

## ARTICLE 5

### SECTION MEETINGS

#### 5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Section shall hold an annual meeting during the month of November for the purpose of nominating and electing the officers and trustees to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Trustees and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Section shall hold a minimum of eight regular meetings. The meetings shall be held on the third Thursday of each month or as established by the Board of Trustees.

5.03 Special Meetings. A special meeting of this Section may be called by the President or the Board of Trustees and shall be called by the President at the written request of not less than ten of this Section's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

#### 5.1 NOTICE, QUORUM, MINUTES FOR SECTION MEETINGS

5.11 Notice of Section Meetings. A notice of each meeting of this Section, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by regular mail, or by email, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published either in the Section newsletter or the Section web site, or issued by email and sent to members in time for them to receive it at least ten days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Section, ten percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Section, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Section and thereafter filed in the Section's records.

#### 5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Section meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Section.

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

- 1) Matters so designated elsewhere in these bylaws;
- 2) Delegates to meetings of the Institute and the Regional and State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Architect members shall be limited to Architect Members; or
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Section may be taken by direct mail ballot of the members of this Section, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Section.

## ARTICLE 6

### THE BOARD OF TRUSTEES

#### 6.0 AUTHORITY OF BOARD OF TRUSTEES

6.01 Powers. The business of this Section shall be managed by the Board of Trustees, which shall be composed of the officers and trustees of this Section and shall exercise all authority, rights and powers granted to it by the laws of the State of New Jersey, the articles of incorporation and by these bylaws.

6.01I Custodianship. The Board of Trustees shall be and act as the custodian of the properties and interests of this Section 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 of Trustees shall do all things required and permitted by these bylaws to forward the objects of this Section.

6.02 Delegation of Authority. Neither the Board of Trustees nor any officer or trustee of this Section 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.

6.03 Freedom from Commitments. No committee, commission, officer, trustee, member, employee or agent of this Section shall initiate or carry on any activity that may commit the Section to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Trustees.

#### 6.1 ELECTION OF OFFICERS AND TRUSTEES

6.1I Nominations. Nominations for each office of this Section about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Trustees held at least one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices.

6.12 Elections. The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the

President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot.

6.13 Tellers. The President may appoint tellers, who shall be 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.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

6.15 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

## 6.2 TERMS OF OFFICE OF OFFICERS AND TRUSTEES

6.21 Term. Each officer shall serve a term of one year, except Treasurer and Secretary who shall serve a term of two years, and trustees who shall serve a term of three years, or until a successor has qualified.

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Trustees other than on account of the regular expiration of a term of office, the Board of Trustees shall fill the vacancy for the unexpired term of office.

6.23 Resignation. Any officer or trustee may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer.

6.24 Removal of Officer or Trustee. Any or all of the officers and trustees may be removed for or without cause by vote of the members, or for cause by vote of the Board of Trustees when there is a quorum of not less than a majority at the meeting at which the vote is taken.

## 6.3 OFFICERS AND TRUSTEES

6.31 Officers and Trustees. The officers of this Section shall be the President, President-elect, 1st Vice President, 2nd Vice President, Past President, Secretary and Treasurer. The trustees of this Section shall be comprised of twelve members.

6.32 The President. The President shall exercise general supervision over the affairs of this Section, except those matters placed by these bylaws or by the Board of Trustees under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Section and of the Board of Trustees; appoint, with the concurrence of the Board of Trustees, all committees; sign all contracts and agreements to which this Section is a party; have charge of and exercise general supervision over the offices and employees of this Section; and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Section and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Trustees. The President shall not obligate or commit this Section unless the obligation or commitment has been specifically authorized by the Board of Trustees.



6.33 The President-elect. The 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 of Trustees or the President.

6.331 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.34 Vice Presidents. The 1st and 2nd Vice Presidents shall assist the President and President-elect in their duties.

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Section and the Board of Trustees, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Section, except property that is placed under the charge of the Treasurer; issue all notices of this Section; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Section, 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 of Trustees and this Section; in collaboration with the President, have charge of all matters pertaining to the meetings of this Section; and shall perform all other duties usual and incidental to the office.

6.351 Reports. The Secretary shall furnish the Institute, the Regional Organization and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers of this Section and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.352 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Section the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Section, 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.

6.36 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Section; prepare the budgets, collect amounts due this Section, and give receipts for and have the custody of its funds and monies and make all disbursements 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 perform all duties usual and incidental to the office.

6.361 Reports. The Treasurer shall make a written report to each annual meeting of this Section and a written report to each regular meeting of the Board of Trustees. Each of said reports shall set forth the financial condition of this Section, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Section.

6.362 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Section 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 Section the actual

performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Section, or the signing of any document requiring the signature of the Treasurer.

6.363 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Section or for any decrease in the capital, 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.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Trustees may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who 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.

6.38 Trustees. Other trustees shall assist the officers in their duties.

#### 6.4 MEETINGS OF THE BOARD OF TRUSTEES

6.41 Meetings Required. The Board of Trustees must actually meet in a regular or special meeting in order to transact business.

6.411 Regular Meetings. The Board of Trustees may hold regular meetings without notice at a time and place determined by it.

6.412 Special Meetings. A special meeting of the Board of Trustees shall be held if requested in writing by one-third of the members of the Board of Trustees, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call and notice of a special meeting 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 of Trustees. Any irregularity in or failure of notice of a meeting of the Board of Trustees shall not invalidate the meeting or any action taken.

6.42 Quorum and Vote. A majority of the Board of Trustees shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Trustees members present at the time of the vote shall be the act of the Board of Trustees if a quorum is present. If a quorum is not present, those present may adjourn the meeting to a later date.

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Trustees, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Trustees for approval at the next meeting and thereafter signed by the Secretary and filed with the Section's records.

#### 6.5 REPORTS OF THE BOARD OF TRUSTEES

6.51 Report to Members. The Board of Trustees shall render a full report in writing to each annual meeting of this Section of the condition, interests, activities and accomplishments of this Section, making such recommendations with respect thereto as it deems proper.

6.52 Report to Institute. The Board of Trustees 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.

## 6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Board of Trustees may form committees and commissions to carry out the work of the Section. The charge and duration of each committee or commission shall be determined by the Board of Trustees. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Trustees.

## ARTICLE 7

### FINANCES

#### 7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Trustees shall adopt an annual budget showing in detail the anticipated income and expenditures of this Section for the immediately succeeding year.

#### 7.02 Expenditure Limitations.

7.021 General. No member, officer, trustee, committee, commission, employee or agent of the Section shall have any right, authority or power to expend any money of the Section, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Section to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Trustees or a specific resolution at a meeting of the Section.

7.022 The Board of Trustees. The Board of Trustees shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Section for the year unless specifically authorized to do so at a duly called meeting of the members; provided, however, that the Board of Trustees may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Section's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. At appropriate intervals, the Board of Trustees shall prepare a compilation of the financial records of the Section as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Section shall begin January 1st.

#### 7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Section may acquire and dispose of real and personal property for its own use.

7.12 Gifts. Only the Board of Trustees shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Section; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Section, or that will place an undue financial or other burden on this Section.

## 7.2 DIVIDENDS PROHIBITED

7.21 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 Section.

## 7.3 INSTITUTE PROPERTY INTERESTS

7.31 Institute Property Interests. This Section 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 Section, and the Institute shall not be liable for any debt or other obligation of this Section.

## ARTICLE 8

### GENERAL PROVISIONS

#### 8.0 EXECUTIVE OFFICE

8.01 Executive Office. If determined by the Board of Trustees, the administrative and executive offices of the Section shall be in the charge of the Executive Director, who shall be employed by and report to the Board of Trustees. The Executive Director shall be responsible for the administration of the affairs of the Section and such other duties as the Board of Trustees may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Trustees may authorize as may be necessary to perform the duties assigned by the Board of Trustees;
3. Attend all meetings of the Board of Trustees as a member ex officio without vote; and
4. Make reports to the Board of Trustees on the affairs and business of the Section when requested by the Board of Trustees.

#### 8.1 RECORDS OPEN TO MEMBERS

8.11 Records. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Section, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection by any member of this Section in good standing.

#### 8.2 PARLIAMENTARY AUTHORITY

8.21 Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Section and shall govern this Section, the Board of Trustees, and the Section committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Section or by the Board of Trustees.

### 8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, trustees and employees of this Section shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a trustee or officer of the Section is made a party to any civil or criminal action or proceeding arising from the performance by the trustee or officer of his or her duties on behalf of the Section, then, to the full extent permitted by law, the Board of Trustees by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such trustee or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Board of Trustees may authorize the purchase and maintenance by this Section of such insurance on behalf of the present and former officers, trustees, employees and persons acting in any other capacity at the request of this Section as may protect them against any liability asserted against them in such capacity, whether or not this Section would have the power to indemnify such persons under applicable law.

## ARTICLE 9

### AMENDMENTS

#### 9.0 AMENDMENTS AT MEETINGS OF THIS SECTION

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Section by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Section who are present at the meeting to amend a bylaw relating to such assigned members.

#### 9.1 AMENDMENTS BY THE BOARD OF TRUSTEES

9.11 Conformity with Institute Bylaws. The Board of Trustees, without action by a meeting of this Section, 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.

9.12 Delegation of Authority. The Board of Trustees 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 Section eligible to vote thereon.