

AIA Indiana Bylaws
Adopted November 17, 2015

ARTICLE 1 – GENERAL

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Indiana, Inc., also known as the Indiana Chapter of The American Institute of Architects ("AIA Indiana" or "Chapter"). It is the statewide chapter of The American Institute of Architects in Indiana.

1.011 Certain Definitions. The governing Board of Directors of this Chapter is referred to as the "Board of Directors" or the "Board." The American Institute of Architects is referred to as the "Institute." The term "Local Section" refers to the internal sections of AIA Indiana, which serve four geographic regions of the State of Indiana. The Local Sections are subject to and shall comply with the governance requirements established by AIA Indiana, including these Bylaws, and the Institute.

1.02 Objects. The objects of AIA Indiana shall be to promote and forward the objects of the Institute within the State of Indiana. AIA Indiana shall organize and unite in fellowship the architects of the State of Indiana to combine their efforts so as to promote the artistic, scientific, and practical efficiency of the profession; to advance the science and art of planning, design and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our people through their improved environment; and to make the profession of ever increasing service to society.

In addition, AIA Indiana shall function as the statewide representative for its members on matters of statewide interest affecting the interests of its members. The Local Sections shall take the lead on all local issues in accordance with the policy statements of AIA Indiana and the Local Sections.

The enumeration of purposes shall not be construed as limiting or restricting in any manner the powers of AIA Indiana, but AIA Indiana shall have all of the powers and authority conferred upon nonprofit mutual benefit corporations under the provisions of the laws of the State of Indiana.

1.03 Domain. The domain of this Chapter shall be the State of Indiana. AIA Indiana's business address shall be the same as that filed with the Indiana Secretary of State.

1.04 Organization. This Chapter is a nonprofit mutual benefit corporation incorporated under the laws of the State of Indiana in February of 1946 and chartered by the Institute on May 25, 1966.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the State of Indiana under a charter issued by the Board of the Institute. The Institute and this Chapter 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 Chapter execute a written agreement to that effect.

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

1.07 Indiana Nonprofit Corporation Act. All references in these Bylaws to the Act shall mean the Indiana Nonprofit Corporation Act of 1991 as it may hereafter from time to time be amended and any statute that may in the future supersede or replace, in whole or in part, the Act.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any organization of the design and construction industry 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. An affiliated organization is one that is associated with AIA Indiana through a formal written agreement.

1.12 Agreements of Affiliation. Every affiliation must be authorized by a majority of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every affiliation agreement 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 membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of AIA Indiana, nor shall it bind or obligate AIA Indiana to any policy or activity unless the Board of Directors has voted to be so bound or obligated. AIA Indiana shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to by both parties, approved by a meeting of the Board of Directors, and approved by the Institute.

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

ARTICLE 2 - MEMBERSHIP

2.0 GENERAL PROVISIONS

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

- a) Architect members (designated as AIA or FAIA) and Associate members (Assoc. AIA) and International Associate members (Intl. Assoc. AIA) of the Institute who have been assigned to the Chapter by the Institute, and
- b) Members Emeritus (AIA Emeritus or Associate Emeritus) may be admitted as provided in Paragraph 2.17.

2.02 Definitions. Architect, Associate and International Associate members who have been assigned to AIA Indiana by the Institute are referred to as "Assigned Members." Architect, Associate and International Associate members who choose to remain members of AIA Indiana, when they are assigned to other state organizations of the AIA, are referred to as "unassigned members." The term "member," if not otherwise defined, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Unassigned Members / Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of this Chapter and are assigned members of another chapter or section. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter.

2.051 Reclassification. Any member whose membership status has been reclassified in the Chapter's records shall automatically be reclassified upon notice from the Secretary that such reclassification has been accomplished.

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

2.07 Resignations. Any member may resign from this Chapter 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 “Not in Good Standing” Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter 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 Chapter, its Local Sections, and the Institute, including any right to use the name, initials, symbol, or seal associated with this Chapter, its Local Sections or the Institute, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve a member of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.11 General. An Architect, Associate or International Associate member in good standing, who is assigned by the Institute to this Chapter, is referred to as an “Assigned Member.” The qualifications, rights and privileges of assigned Architect, Associate and International Associate members shall be as provided in the Institute Bylaws. Assigned Members have the right to vote on such matters as are set forth in these Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the Executive Director shall promptly complete the application and forward it to the Institute. If the applicant is ineligible under Institute Bylaws, the Chapter 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 the Chapter.

2.14 Rights and Privileges of Assigned Members. Assigned Members have all the rights and privileges granted to them by the Bylaws of the Institute and in accordance with these Bylaws, including:

- 1) An Architect member may serve as a member or chair of any committee of this Chapter.
- 2) An Architect member may vote on all business of the Chapter.
- 3) An Architect member is eligible to serve as an Officer and Director of this Chapter, subject to the requirements set forth in these Bylaws.
- 4) An Associate or International Associate member may serve as a member or chair of any committee of this Chapter.
- 5) An Associate or International Associate member may vote on all business of the Chapter in accordance with the requirements of the Institute.
- 6) An Associate or International Associate member is eligible to serve as an Officer and Director of this Chapter, subject to the requirements set forth in these Bylaws.
- 7) Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on the Board of Directors.
- 8) Members may use the designations identified in Paragraph 2.01 to describe their class of membership.

2.15 Local Section Membership. Only Assigned Members may be members of a Local Section.

2.16 Termination. Assigned membership in AIA Indiana is terminated upon the death of the member, resignation or termination of membership in the Chapter or the Institute, or reassignment of the member to another Chapter.

2.17 Emeritus Members. An Assigned Member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interests, privileges, titles, liabilities and obligations of such members, other than the payment of regular dues, shall remain unchanged.

ARTICLE 3 – DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.011 Installments. The dues may be paid in accordance with the Institute Bylaws.

3.02 Amount of Annual Dues. Except as enumerated in Paragraphs 3.021 and 3.022, the Board of Directors by a two-thirds majority vote may fix, in accordance with the requirements of the Institute and before the end of any fiscal year, the annual dues to be paid by each category of membership for the immediately succeeding fiscal year.

3.021 Proposed Dues Adjustment Notification. Any dues modifications not consistent with the automatic dues adjustment based upon the Consumer Price Index shall be announced to the membership by regular mail or e-mail not less than thirty (30) days prior to the vote by the Board.

3.022 Annual Dues Adjustment. Unless the Board of Directors otherwise votes to limit an increase in dues, annual dues shall be automatically modified annually based upon the Consumer Price Index (July 1-June 30 base) and rounded down to the nearest whole dollar. In addition, the Board of Directors may increase the Chapter dues annually not to exceed ten-percent of the annual Chapter dues in effect when the increase is approved. Any proposed dues modification other than the automatic annual increase based upon the Consumer Price Index adjustment shall be announced at a regular meeting of the Board not less than thirty (30) days prior to the vote by the Board.

3.03 Dues Upon Admission. A newly admitted Assigned Member shall pay full annual dues, unless otherwise determined by the Institute.

3.04 General Waiver of Annual Dues and Admission Fees. AIA Indiana, by the concurring vote of a majority of the Board members present and voting, may waive (for

any fiscal year) any part or all of the annual dues required to be paid by any membership class.

3.05 Hardship Dues Reduction. The Secretary may, in exceptional circumstances, and after consultation with the Institute Secretary and other affected components, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, in accordance with Institute Bylaws.

3.06 Exemptions. Emeritus members shall not pay dues or assessments to AIA Indiana. Emeritus members who wish to receive mailings from AIA Indiana shall pay a fee in an amount determined by the Board of Directors.

3.1 ASSESSMENTS

3.11 Authority. AIA Indiana, by a vote of two-thirds of the Board of Directors at a meeting at which a quorum is present, may levy an assessment on its Architect members, Associate members and International Associate members. The amount of the assessment on a member in any fiscal year shall not exceed twenty-five (25) percent of the amount of the state annual dues required to be paid by such member for that year.

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 given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member of the Board of Directors entitled to vote at the meeting, not less than thirty (30) days and no more than forty-five (45) days prior to the meeting of the Board of Directors of this Chapter 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 the payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to AIA Indiana shall be given thirty (30) days notice in writing of the impending suspension or termination due to the default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If the dues of any Architect, Associate or International Associate member are in default on March 31 of the fiscal year in which they become due, the Board of Directors shall request the Institute to suspend the person's membership. If the dues of this Architect, Associate, or International Associate member

remain unpaid on December 31 in the year in which they become due, the Board of Directors shall request that the Institute terminate the membership of that Architect, Associate, or International Associate member. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

ARTICLE 4 - CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. AIA Indiana shall select the delegates to represent the assigned membership at meetings of the Institute from among the Assigned Members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to Institute Meetings. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession to serve as Delegate will be President-elect, Secretary and Treasurer. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws. The Board shall adopt a policy to provide equitable representation among Local Sections in the Chapter.

4.02 Nomination and Election of Institute Directors. The Chapter shall nominate and elect the Institute Regional Representative(s) on the Strategic Council for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization. The Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization.

4.12 Delegates to Regional Convention. The Assigned Members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the Assigned Members of this Chapter in the number prescribed in the bylaws of the Regional Organization as follows:

4.121 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to the Regional Organization. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession will be President-elect, Secretary, and Treasurer. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.2 LOCAL SECTIONS

4.21 Establishment of Local Sections. This Chapter may establish internal Local Sections with the approval of the Institute Secretary, which shall initially include the following voluntary Sections:

- a) AIA Northern Indiana
- b) AIA Fort Wayne
- c) AIA Southern Indiana
- d) AIA Indianapolis

4.22 Local Section Membership. A Chapter member with a residential or business address within the territory of a Local Section shall be eligible for membership in that Local Section.

4.23 Local Section Dues and Assessments. Local Sections may not directly levy dues or assessments on members of the Local Section or AIA Indiana.

4.24 Local Section Governance. Officers of a Local Sections shall be members of that Local Section and consist of, as a minimum, a Section President, Section President-Elect, and Section Secretary.

4.25 Local Section Policies and Procedures. The Chapter's Articles of Incorporation, as they may be amended from time to time ("Articles"), and Bylaws shall govern the Local Sections. Each Local Section may adopt supplemental and supporting policies and procedures that define officer roles, terms of office, section procedures, and operational guidelines, provided such items are in accordance with the Articles and Bylaws and are approved by the Board of Directors.

4.3 STATE ORGANIZATION

4.31 Representation on the Board of Directors. Each Local Section of this Chapter shall be represented on the Board of Directors by its President and President-Elect. Additional representatives/delegates from each Section shall be elected from among the Assigned Members of each Section by members attending the annual meetings of each of the Sections. The total number of Assigned Members of the Section shall determine the number of delegates elected from each Section on the date of its annual meeting, as follows:

Total Assigned Members of the Section: Additional Delegates

Fewer than 50	0
51 to 100	1
101 to 200	2
201 or more	3

4.32 Associate Representation on the Board of Directors. An Associate Director shall serve on the Board of Directors representing the entire geographic region of AIA Indiana.

4.33 Student Director. A Student Director may be nominated from among the members of the various American Institute of Architecture Students Chapters at colleges offering pre-professional or professional degree programs in the State of Indiana.

ARTICLE 5 - MEETINGS OF THE MEMBERSHIP OF THE CHAPTER

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Member Meeting. This Chapter shall hold an annual meeting of the members during the fiscal year, for the purpose of receiving the annual reports of the Board of Directors and the Treasurer; for announcing the Officers for the following year; and for the transaction of such other business as may be appropriate.

5.02 Meetings of the Board of Directors. This Chapter shall hold regular meetings of the Board of Directors as determined by the Board of Directors, and in accordance with Paragraph 6.6.

5.03 Special Meetings. A special meeting shall be called by the President at his or her discretion, or at the request of a two-thirds vote of the entire membership of the Board of Directors. No business other 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 CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of the membership of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member entitled to vote at the meeting, not less than fifteen (15) days nor more than sixty (60) days before the date fixed for the meeting.

5.12 Quorum at Meetings. The members present may adjourn the meeting despite the absence of a quorum. Quorums are as follows:

5.121 Annual Meeting. A quorum shall consist of no fewer than five Assigned Members in attendance and entitled to vote.

5.122 Special Meeting. A quorum shall consist of not less than 10% of the total number of the Assigned Members. Proxies are accepted for the establishment of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary and filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of the Assigned Members who are present at a meeting at which a quorum is present, unless otherwise required by the Act or these Bylaws.

5.22 Proxies. Proxies are accepted for membership voting at any meeting except the annual meeting.

5.23 Limitations on Voting Eligibility. Only Assigned Members may vote on the following matters:

- 1) Those matters set forth in these Bylaws or the Act;
- 2) Annual elections of Officers;
- 3) Amendments to the Bylaws;
- 4) Any other matters as may be brought forward at the annual meeting of the members or a special meeting of the membership.

Any member of the Chapter who is not in good standing shall have no right to vote on any Chapter or Local Section matter.

5.24 Voting. Except as otherwise provided in the Institute's Bylaws, these Bylaws or the Act, each Assigned Member shall have one vote.

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

ARTICLE 6 – THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Indiana, including the Act, and the Chapter's Articles and Bylaws, as they may be amended from time to time.

6.02 Delegation of Authority. Neither the Board of Directors 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 the Act. Subject to the Act, authority may be delegated to a Local Section pursuant to Paragraph

4.25 to initiate or carry on activities in accordance with policies adopted by the Local Section and approved by the Board of Directors.

6.03 Authority to Act. Except as provided in Paragraph 4.25, no committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. At a meeting of the Board of Directors held at least two months prior to the annual meeting, the President-Elect, with the approval of the Board of Directors, will select a nominating committee to prepare and present to the members a slate of candidates for the offices of President-Elect, Treasurer and Secretary. The slate of candidates shall be announced at a regular meeting of the Board of Directors and shall be posted on the AIA Indiana web site or published in a regular publication of AIA Indiana.

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 Secretary on ballots for voting by secret ballot shall place the name of each nominee for each office.

6.13 Tellers. The President may appoint up to three 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. The results shall also be published in the next regularly scheduled e-newsletter and/or on the web site of AIA Indiana.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS OF THE CHAPTER

6.21 Terms. Each Officer shall serve a term of one year or until a successor has qualified, or as otherwise described by these Bylaws. Terms shall coincide with the fiscal year of this Chapter. Directors who serve on the Board of Directors as the designees of a Local Section shall serve a term which coincides with the requirements of these Bylaws.

6.22 Vacancies. If a vacancy occurs in an Officer position, other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy,

through a roll call vote, for the unexpired term of office. If a vacancy occurs in a Director position representing a Local Section, the Local Section shall fill the vacancy.

6.221 The President. Should a vacancy occur in the office of the President, the President-elect shall succeed to the office of President for the remainder of the current year's term and shall continue as President for his/her own elected term. A President-elect shall be appointed to fill the remainder of the President-elect's term, but he/she shall not succeed to the office of the President unless elected to that office.

6.23 Resignation. Any Officer or Director 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 or Director.

6.24 Removal of Officers and Directors. Any or all of the Officers may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken. Removal of any or all of the Officers shall require the vote of not less than two-thirds of those present and voting. The Associate Director, At-Large Directors or Student Directors may be removed for or without cause by the Board of Directors by a majority vote of those present and voting at a duly convened meeting of the Board. A Local Section may remove its officers or other delegates serving on the Board of Directors in accordance with policies of by the Local Section.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be:

- 1) the President
- 2) the President-Elect
- 3) the Treasurer
- 4) the Secretary
- 5) the Past President

These five officers shall comprise the Executive Committee of the Chapter.

6.32 Eligibility. Officers of AIA Indiana must be assigned Architect, Associate or International Associate Members of AIA Indiana in good standing to serve on the Board of Directors. Officers shall be elected by the assigned membership of AIA Indiana pursuant to Paragraph 6.1.

6.33 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter's members and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; participate in the Government Affairs Committee; have charge of and exercise general supervision over the offices and

employees of this Chapter, with the concurrence of the Board of Directors, and shall perform all other duties usual and incidental to the office.

6.331 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 of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.332 Delegation of Authority. The President may delegate to the Executive Director employed by this Chapter the actual performance of specific duties of the President, 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 President, or the signing of any document requiring the signature of the President.

6.34 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 Directors or the President.

6.341 Succession. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs of this Chapter.

6.351 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 of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 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.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.36 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, 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 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 of Directors 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.

6.361 Reports. The Secretary shall furnish the Institute and the Regional 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 and Directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up to date and complete.

6.362 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 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.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a president 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.

6.4 EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board of Directors consisting of the Officers of the Chapter. The Executive Committee shall have the power to act for the Board of Directors in the interim between meetings of the Board in the management of the Chapter's affairs and shall oversee all of the Chapter's functions. The Board of Directors may restrict the powers of the Executive Committee as it deems appropriate and may provide for the manner in which the Executive Committee exercises such powers. The Executive Committee shall promptly report to the Board of Directors all actions taken.

6.5 DIRECTORS

6.51 Directors. In addition to the Officers, the Directors of this Chapter shall be:

- 1) the President of each Local Section

- 2) the Vice President of each Local Section
- 3) the Local Section Delegate(s)
- 4) the At-Large Director
- 5) the Associate Director
- 6) the Student Director

6.511 Eligibility. Members are eligible to serve as directors as specified in these Bylaws and the Local Section governance procedures. Directors who serve as a result of the association with a related organization shall meet the eligibility requirements of that related organization, and shall be members in good standing of those organizations.

6.512 The Local Section Directors. Each Local Section shall be represented on the Board of Directors by the Local Section President, Local Section Vice President and, pursuant to Paragraph 4.31, one or more Local Section Delegates. Each Local Section Director shall be an Assigned Member.

6.5121 Attendance. After two absences by a Local Section Director without prior notification, either the Secretary or the delegated staff member of AIA Indiana shall immediately notify the governing body of the Local Section affected.

6.513 At-Large Director. The At-Large Director may be any person and shall be appointed by the Board of Directors. The appointment of an At-Large Director shall be at the discretion of the Board of Directors based upon the perceived needs of AIA Indiana. The term of office shall not exceed two consecutive years of service on the Board of Directors. The At-Large Director shall have a vote on the Board of Directors only if he or she is an Assigned Member.

6.514 Associate Director. The Associate Director shall be elected by a majority vote of Officers and Local Section Directors. The term of office shall not exceed two consecutive years of service on the Board of Directors.

6.515 Student Director. The Board of Directors shall select one Student Director from those nominated pursuant to Paragraph 4.33 to serve a one-year term, beginning on January 1 of each year. The Student Director shall be limited to two consecutive terms. The Student Director shall be a voting member of the Board, except on matters of finance, membership, or affairs of the Institute and may not serve as an officer of the Board or as Regional Representative on the Institute's Strategic Council.

6.6 MEETINGS OF THE BOARD OF DIRECTORS

6.61 Meetings Required. The Board of Directors shall meet in a regular or special meeting in order to transact business. Any one or more members of the Board of

Directors may participate in a meeting by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

6.611 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written or electronic 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.

6.612 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 Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken at a regular meeting.

6.62 Notice of Board Meetings. A notice of each Board of Directors meeting, stating the date, time and place of the meeting shall be given by the Secretary or by the staff so assigned, personally, by mail or by electronic means to each Board Member at least three days prior to the meeting.

6.63 Quorum and Vote. Except as otherwise provided in the Institute's Bylaws or these Bylaws, each member of the Board of Directors as defined by these Bylaws shall have one vote, regardless of membership classification, provided he or she is a member in good standing. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Board of Directors present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

6.7 REPORTS OF THE BOARD OF DIRECTORS

6.71 Report to Members. The Board of Directors 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.

6.72 Report to Institute. The Board of Directors 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.

6.8 COMMITTEES, COMMISSIONS AND TASK FORCES

6.81 Formation and Composition. The Board of Directors may form committees, commissions and task forces to carry out the work of the Chapter. The charge and duration of each committee or task force shall be determined by the Board of Directors.

6.811 Definitions.

1) A Committee shall be established for the long-term work of AIA Indiana. Committees shall cooperate with similar committees established by Local Sections, Regional Organizations, and the Institute whose committees share similar titles and duties. A Committee may establish subcommittees as needed.

2) A Commission may be established to act as a supervisory and liaison agent between AIA Indiana and its committees with allied organizations. Commissioner terms shall be limited to no longer than one year and shall coincide with the term of the President. The President may appoint up to three (3) members to serve on the Commission, and one member shall report to the Board on business transacted by the Commission.

3) A Task Force may be established to conduct any short-term business of AIA Indiana. The purpose of the Task Force should be specifically determined at the time of its creation by the Board of Directors.

6.812 Eligibility. Any member of AIA Indiana may serve on a Committee, Commission, or Task Force. Only an assigned Architect, Associate or International Associate member may serve as chair unless otherwise determined by a majority of the Board members present and voting or as otherwise specified in these Bylaws. Committee and Task Force Chairs will be appointed by the President of AIA Indiana with the concurrence of the Board of Directors. Commission members may include any Assigned Member of the Chapter, appointed by the President with the concurrence of the Board.

6.813 Attendance. Attendance at Committee, Commission, and Task Force meetings shall be governed by the chair of the Committee, Commission or Task Force. A chair may be replaced by the President, with the concurrence of the Board, for failure to perform the assigned business of the Committee, Commission or Task Force.

6.814 Reporting. All Committees, Commissions and Task Forces shall have a regularly scheduled reporting procedure to the Board of Directors as defined at the time of establishment of the Committee, Commission or Task Force.

ARTICLE 7 – FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. In the last quarter of the fiscal year, the Board of Directors shall cause to be prepared an annual budget for the immediately succeeding year, showing in detail the anticipated income and expenditures of this Chapter for such year. At the last Board of Directors meeting prior to the beginning of a new fiscal year, the Board of Directors by a vote of not less than two-thirds of those present shall adopt a budget detailing the anticipated income and expenditures of AIA Indiana. A discretionary fund for each Local Section will be included in the budget for the use of the Local Sections for items not already accounted for in the budget.

7.011 Long Range Planning. The Board may also develop budgets for successive years for planning purposes, though no budget may be adopted outside of the fiscal year in which it applies except as provided in Paragraph 7.01.

7.02 Expenditure Limitations.

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

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by a majority vote at a duly called meeting of the Board of Directors. However, the Board of Directors 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 Chapter'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 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31.

7.1 INSTITUTE AND CHAPTER 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.

ARTICLE 8 – GENERAL PROVISIONS

8.0 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 of Directors, and the Chapter committees in all cases in which such rules are applicable; provided such rules are not inconsistent or in conflict with State and Federal law, these Bylaws or the rules and regulations adopted by this Chapter or the Board of Directors.

8.1 LIABILITY, INDEMNIFICATION AND INSURANCE

8.11 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 the Chapter's debts, obligations or liabilities.

8.12 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the fullest extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may authorize the Chapter to indemnify such director 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.

8.13 Insurance. The Board of Directors 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.

8.2 EXECUTIVE DIRECTOR

The administrative offices of the Chapter shall be in the charge of the Executive Director, who shall be employed by and report to the Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Chapter such other duties as the Board of Directors may assign.

8.3 RECORDS OPEN TO MEMBERS

The correspondence, meeting minutes, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to employee matters or membership applications, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

ARTICLE 9 – AMENDMENTS

9.0 AMENDMENTS AT MEMBERSHIP MEETINGS

9.01 Notice of Proposed Amendments. Except as set forth in Paragraph 9.1, these Bylaws may be amended by the Assigned Members of the Chapter, 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 thirty (30) days and not more than sixty (60) days prior to the date of the meeting.

9.02 Voting on Amendments. It shall require a vote of not less than two-thirds of the Assigned Members of this Chapter who are present at the meeting at which a quorum is present to amend any provision of these Bylaws relating to the rights, duties or privileges of the Assigned Members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Notice of Proposed Amendments. The Board of Directors, may from time to time alter and amend the Bylaws and add new provisions to them by the concurring vote of not less than two-thirds of the entire membership of the Board and vote by the Assigned Members under Paragraph 9.02 if such proposed amendment concerns the rights, duties, or privileges of the Assigned Members, provided that a notice is sent to every Director and every Assigned Member not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon.

9.12 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of the members 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.

Approved by the Board of Directors, November 17, 2015