

THE
OCTAGON

A Journal of The American Institute of Architects



The President's Message

Complete By-laws of The Institute

Officers of Chapters and State Association Members

Volume 12

AUGUST
1940

Number 8

"BY-LAW" NUMBER—PRESERVE THIS VALUABLE RECORD

THE AMERICAN INSTITUTE OF ARCHITECTS

THE OCTAGON, WASHINGTON, D. C.

OFFICERS, 1940-1941

President EDWIN BERGSTROM, 3757 Wilshire Boulevard, Los Angeles, Cal.
Vice-President WALTER R. MACCORNACK, Cambridge, Mass.
Secretary CHARLES T. INGHAM, 1211 Empire Bldg., Pittsburgh, Pa.
Treasurer JOHN R. FUGARD, 520 North Michigan Avenue, Chicago, Ill.

REGIONAL DIRECTORS

For One Year (1940-1941)

CLAIR WILLIAM DITCHY, 333 State Street, Detroit, Mich. (Great Lakes Dist.)
ROBERT K. FULLER, 503 Insurance Building, Denver, Colo. (Western Mountain Dist.)
EDMUND RANDOLPH PURVES, Architects' Building, Philadelphia, Pa. (Middle Atlantic Dist.)

For Two Years (1940-1942)

BENEDICT FARRAR, 1367 Arcade Building, St. Louis, Mo. (Central States Dist.)
GORDON B. KAUFMANN, 627 S. Carondelet Street, Los Angeles, Cal. (Sierra Nevada Dist.)
J. FRAZER SMITH, 404 Goodwin Institute, Memphis, Tenn. (Gulf States Dist.)
RUDOLPH WEAVER, University of Florida, Gainesville, Fla. (South Atlantic Dist.)

For Three Years (1940-1943)

PETER BRUST, 135 W. Wells Street, Milwaukee, Wisc. (Illinois-Wisconsin Dist.)
H. DALAND CHANDLER, 75 Newbury Street, Boston, Mass. (New England Dist.)
CLEMENT R. NEWKIRK, 258 Genesee Street, Utica, N. Y. (New York Dist.)

State Association Director

For One Year (1940-1941)

LEIGH HUNT, 152 W. Wisconsin Avenue, Milwaukee, Wisc.

THE OCTAGON, A Journal of The American Institute of Architects. Published Monthly by The American Institute of Architects. Executive and Publication Offices, The Octagon, 1741 New York Avenue N. W., Washington, D. C. Twenty-five Cents the Copy. \$1 per Year. (Foreign \$2.) Checks or Money Orders should be made payable to The American Institute of Architects. All communications for publication should be sent to The Secretary, The A. I. A. Copyright, 1939, by The American Institute of Architects. Entered as second-class matter, February 9, 1929, at the Post Office at Washington, D. C.

THE OCTAGON

A Journal of the American Institute of Architects

PUBLISHED MONTHLY BY

THE AMERICAN INSTITUTE OF ARCHITECTS

Executive and Publication Offices, The Octagon, 1741 New York Avenue, N. W., Washington, D. C.

The President's Message

IN the June OCTAGON I said I would keep the members of The Institute informed of the position of the profession with respect to the work under the National Defense Program. In the July OCTAGON, I reported that position as it was at the time of the issuance of that number. I now continue the record.

There has been no change in the relations of the design professions and the Army and Navy Departments and we understand that the procedures of selecting and employing professional services outlined in the July OCTAGON are being followed.

According to the awards published these Departments have allocated approximately \$31,000,000 of construction work to be done by WPA and approximately an equal amount of housing work to be done by USHA.

The WPA projects comprise housing facilities for enlisted personnel, mess halls, recreation and administration buildings, facilities, utilities, etc. Design services for these projects probably have been furnished by the Departments.

The allotments to USHA are for housing projects outside of cantonments and posts and for homes for families of defense workers. The projects, nineteen in number to August 31, 1940, will be constructed by the local authorities established under USHA procedure, and we understand it is the intention that architects, landscape architects and engineers in private practice either have been or will be engaged by these authorities to furnish the design services. The compensation offered to the architects

for their services seems unreasonably inadequate, according to communications from our members.

The members of the architectural profession should not be expected nor asked to render their services in defense housing on a lesser basis of compensation than is granted to the other factors engaged in defense work. The design professions should receive a reasonable remuneration for their services.

Federal money for housing projects comes from three sources: funds directly appropriated therefor by Congress; defense appropriations of the Army and Navy; allocations by the President from funds at his disposal.

The funds directly appropriated by Congress for defense housing up to the date of this message are as follows:

- (1) Act designated as Public—No. 781. Section 201 provides \$100,000,000 for defense housing.
- (2) Joint Resolution, H. J. Res. 607.

This resolution has just been approved by the President and appropriates \$338,250,000 for Military Posts: "for construction and installation of buildings and appurtenances thereto . . . for acquisition of land. . . ."

It seems to be the opinion that a large portion of this appropriation will be used to provide housing for the new army.

- (3) Congress has before it an additional bill, H. R. 10412.

This bill has passed the House and is being considered by the Senate. It appropriates \$150,000,000 for defense housing.

The \$100,000,000 provided by Act, Public No. 781, is to be available:

"To the President for allocation to the War Department and the Navy Department for the acquisition of necessary land and the construction of housing units, including necessary utilities, roads, walks, and accessories, at locations on or near Military or Naval Establishments, now in existence or to be built, or near privately owned industrial plants engaged in military or naval activities, which for the purposes of this Act shall be construed to include activities of the Maritime Commission, where the Secretary of War, the Secretary of the Navy, or the Chairman of the Maritime Commission shall certify that such housing is important for purposes under their respective jurisdiction and necessary to the national defense program. . . . Provided, That the average unit cost of such housing projects, including acquisitions of land and the installation of necessary utilities, roads, walks, accessories and collateral expenses shall not be in excess of \$3,500: Provided further, That in carrying out the purposes of this section the Secretary of War and the Secretary of the Navy may utilize such other agencies of the United States as they may determine upon: Provided further, That the Secretary of War and the Secretary of the Navy, at their discretion, are hereby authorized to rent such housing units, upon completion, to enlisted men of the Army, Navy, Marine Corps with families, to field employees of the Military and Naval Establishments with families, and to workers with families who are engaged, or to be engaged, in industries essential to the military and naval national defense programs, including work on ships under the control of the Maritime Commission. . . ."

The War and the Navy Departments are to be the administrators of the act although they: "may utilize such other agencies of the United States as they may determine upon".

The \$150,000,000 provided in the bill, H. R. 10412, was introduced at the request of the Housing Coordinator and when introduced provided "housing for persons engaged in national-defense activities and their families. . . ."

I do not quote further provisions of the bill for they may be materially changed when they emerge from the Conference Committee for final passage, but it should be noted that the money was to be

placed at the disposition of the Federal Works Administrator and that the Public Buildings Administration was named to have charge of the administration of the work contemplated in the bill. This distinguished the bill from the Act, Public—781 for the latter makes the Army and the Navy Departments the administrative agencies.

The President heretofore has advanced \$10,000,000 for defense housing purposes. The bill, H. R. 10412, provides that this amount shall be returned to him out of the money available under the bill. Whether or not he will make further allocations will probably depend upon the circumstances as they develop.

It is the hope of the Housing Coordinator that private money can be enlisted to build and operate a good part of the required housing, but the inducements to be offered to private investors have not been announced. Evidently a large private capital investment is counted on, because the Federal money so far appropriated for defense housing apparently will not produce anywhere near the number of housing units listed as needed.

One method suggested is that the Government shall build the civilian defense housing and then offer it to private investors at a nominal value that will represent an equity after depreciation. The private investors might be attracted by this equity and be willing to take over this property and operate it, particularly if his investment were further protected by special insurance.

The persons for whom, in the language of the bill, H. R. 10412, this housing is to be provided include: "(1) enlisted men in the navy or military services of the United States; (2) employees of the United States in the Navy and War Departments assigned to duty at naval or military reservations, posts, or bases; (3) workers engaged or to be engaged in industries connected with and essential to the national defense."

All civilian housing work will be placed under the jurisdiction of one or more Federal agencies. Which of these agencies will be designated is not yet announced. Some of it is being done by USHA and a great deal more of it may be done by that agency. The Public Buildings Administration, which was part of the old Procurement Division of the Treasury, expects to do a large portion of the

work. There are other agencies which may be designated.

It is the announced intention of USHA to work through the local housing authorities. Under the procedure heretofore established by USHA that would seem to indicate that the local authorities would select and engage the architects and award the construction contracts for the work, which would assure participation by private architects.

The Public Buildings Administration could follow a similar procedure, but I have an idea that agency may prefer to use its own drafting bureau to provide the design services.

The Institute, the American Society of Civil Engineers, and the American Society of Landscape Architects are working jointly on matters affecting them in connection with this defense housing. They have filed a statement with Honorable John M. Carmody, Federal Works Administrator, requesting, in effect:

1. That competent architects, engineers, and landscape architects in private practice be engaged;
2. That practitioners practicing within the vicinity of the project be engaged, unless none competent can be found in the immediate locality;
3. That the practitioners be employed by direct contracts with the Government, and not be engaged by, or employees of, any other factor of the construction industry;
4. That the terms of the contracts of employment should be equitable and proper and the compensation to the architects be fair and adequate, taking into consideration all the risks and the time involved;
5. That the awards should be as widely distributed geographically and to as many practitioners as practicable;
6. That each project should be put on under a local representative of the Federal agency, empowered to make all decisions with respect to the project and thereby avoid the necessity of travel to Washington.

With the statement was filed a form of contract which the representatives of the three design professions had agreed on. The form is on a cost-plus-fixed fee basis, and follows very closely the one developed with the War Department.

The fee schedule was not discussed at the meeting with the Administrator, but will be at the future conference.

The conference with the Administrator was held

on September 13. He took the statement and contract under advisement. At the proper time the joint representations of the professions will be presented to the heads of every Federal agency designated to act with reference to defense housing. I hope the situation here will be more defined within the next fortnight so that more definite information can be given regarding the architects' status with respect to defense housing matters.

It was brought out in Congress that the total defense housing needs might not be less than 226,000 housing units. In money this will amount to more than \$750,000,000, if the average cost of the unit is assumed to be \$3,500, as set out in the Act, Public—781. The discussions in Congress have indicated that this average cost per unit may be too high considering the temporary character of some of the projects. The Act states that this cost limit includes "acquisitions of land and the installation of necessary utilities, roads, walks, accessories, and collateral expenses".

Of the 226,000 units, 30,000 are expected to be provided for in the \$100,000,000 appropriation, and 10,338 under the housing projects approved by the President. This leaves more than 185,000 not provided for. Of these, perhaps 50,000 will be provided for in the bill, H. R. 10412.

I append, in Table 1, a statement of the housing needs in the various states and the allocation of the 30,000 units, as reported on Page 17983 of the Congressional Record for September 10, 1940, to which I have added a column setting out the number of units, by states, being done by the War and the Navy Departments including the 19 projects allocated by them to USHA. Column 2 of this Table is headed "Total Need Reported Sept. 10, 1940." However, this total does not include needs previously reported nor the needs that may be reported subsequent to September 10.

I append, in Table 2, a list of the defense housing projects approved by the President, as reported to Congress on August 29, 1940. This list will be interesting to the architects in the localities where projects are under way.

The vital question that interests the profession is to what extent it can participate in this defense housing work, and on what basis. The questions cannot be answered definitely at this writing.

EDWIN BERGSTROM

TABLE 1—HOUSING UNITS NEEDED

Location	Total Need Reported Sept. 10, 1940	To Be Taken Care of by H. R. 10263	Balance	Reported To Be Taken Care of by USHA or Otherwise
Alabama	2,100	250	1,850	632
Alaska	300		300	325
Arizona	180	180		
California	12,400	3,825	8,575	600
Canal Zone	5,000	2,000	3,000	400
Colorado	300	175	125	
Connecticut	10,800	100	10,700	2,250
Cuba	400	200	200	
Delaware	40	40		
District of Columbia	1,000	600	400	
Florida	3,200	1,350	1,850	600
Georgia	1,100	900	200	614
Hawaii	3,000	1,050	1,950	
Idaho	100	100		
Illinois	4,800	700	4,100	700
Indiana	500	35	465	
Iowa	500	500		
Kansas	125	125		
Kentucky	1,000	300	700	505
Louisiana	400		400	
Maine	500	150	350	
Maryland	3,400	2,140	1,260	
Massachusetts	2,600	750	1,850	
Michigan	470	470		
Mississippi	100	100		
Nebraska	500		500	
Nevada	50	50		
New Hampshire	2,200	200	2,000	400
New Jersey	5,500	675	4,825	
New Mexico	150	150		
New York	6,100	250	5,850	
North Carolina	300	150	150	
Ohio	3,800		2,800	
Oklahoma	350	350		
Oregon	100	100		
Pennsylvania	7,400		7,400	
Puerto Rico	980	980		
Philippine Islands	50	50		
Rhode Island	3,000	838	2,162	282
South Carolina	1,900	555	1,345	400
South Dakota	50	50		
Tennessee	3,900		2,900	
Texas	4,700	1,975	2,725	250
Vermont	60	60		
Virginia	12,000	3,585	8,415	1,600
Virgin Islands	50	50		
Washington	1,500	750	1,150	800
West Virginia	2,500	450	2,050	
Total	109,555	27,308	82,247	10,338
Not included	116,500		116,500	

TABLE 2
NATIONAL DEFENSE HOUSING PROJECTS

I. DEFENSE HOUSING PROJECTS APPROVED BY THE PRESIDENT		
Place	Number of dwelling units	Agency to construct and operate housing project
Pensacola, Fla.	200	Housing authority.
Portsmouth, Va.	600	Housing authority.
Columbus, Ga.	614	Housing authority.
Corpus Christi, Tex.	250	Housing authority.
Montgomery, Ala.	494	Housing authority.
Newport News, Va.	500	Housing authority.
Rock Island, Ill.	300	Rock Island city housing authority.
East Moline, Ill.	100	Rock Island county housing authority
Portsmouth, N. H.	400	Navy Department.
Canal Zone	400	Navy Department.
Bremerton, Wash.	600	Housing authority.
Charleston, S. C.	400	Housing authority.
Mare Island, Calif.	600	Navy Department.
Anchorage, Alaska	325	War Department.
Newport, R. I.	282	Housing authority.
Hartford, Conn.	1,000	Housing authority.
Hampton Roads, Norfolk, Va.	500	Norfolk county housing authority.
	7,475	
II. DEFENSE HOUSING PROJECTS PROPOSED FOR SUBMISSION TO PRESIDENT WHICH WILL CONSUME BALANCE OF AVAILABLE FUNDS		
*Moline, Ill.	200	Housing authority.
Jacksonville, Fla.	400	Housing authority.
Fort Knox, Ky.	505	War Department.
*Selma, Ala.	208	Housing authority.
Bridgesport, Conn.	1,350	Housing authority.
*Seattle, Wash. (Sand Point).	200	Housing authority.
*Rantoul, Ill.	100	Champaign county housing authority.
Additional number being submitted, 7 projects	2,868	
Total approved and to be approved, 24 projects	10,338	

*Projects subsequently approved by the President.

The By-Laws

FOREWORD

THIS OCTAGON carries the current by-laws, complete, thus placing a copy in the hands of every member. Some of the provisions of the by-laws are epitomized by The President in this Foreword.

The Institute is a non-profit membership corporation of New York. The New York laws provide the framework on which the by-laws are built and within and according to which The Institute must function.

The by-laws express the philosophy which the members have adopted for their government as Institute members. The underlying idea is to make the national society a closely knit body of individuals interested in professional affairs in a national sense and to make the local and statewide chapters and associations powerful representatives of the profession. The thesis is that The Institute can be only as strong nationally as its chapters are locally and that the stronger The Institute is nationally and the stronger its chapters are locally, the greater will be the benefit to the individual member and the influence of the profession on society. On that basis, the chapters must be built up to include all reputable architects and architectural draftsmen within their territories, who will be admitted to different classes of chapter membership, having differing privileges and obligations.

State organizations of architects are being admitted to membership in the national body as a step to the ultimate Institute.

These fundamental ideas should be kept in mind by all members of the profession and by those whose duty it is to interpret the by-laws and formulate rules to supplement them.

The by-laws contain many provisions that are more in the nature of rules than of fundamental by-laws. These rules have been incorporated in order that general procedures should be printed in one basic document. This makes the by-laws lengthier than they would be otherwise, but no longer than the by-laws plus rules would be.

1. Memberships in The Institute are individual memberships, primarily, and members primarily are individual architects engaged in private practice.

2. The number of individual memberships is unlimited.

Every architect resident within the domain of The Institute is eligible for membership if he has proved his competency, if he has an honorable standing in the profession and his community, and if he is willing to uphold the by-laws of The Institute and its Standards of Practice and conduct his practice accordingly. He need not be a citizen of the United States, and he may be in active practice, a teacher of architecture or its allied arts, or retired.

The procedure of admission is simple and direct. Every application for membership is referred to the chapter to which the applicant may be assigned, giving that chapter opportunity to consider the application prior to its consideration by The Institute Board.

3. Individual memberships are terminated by death or resignation, and may be terminated for cause.

Resignations must be addressed to The Secretary of The Institute and not to a chapter, for the membership being resigned is in The Institute corporation.

If a member fails in any year to pay his Institute or chapter dues at the times fixed therefor he becomes in default and while he remains in default to either forfeits his voting and other rights in both. If at the end of such year he is in default to The Institute his membership becomes suspended, but his name is continued on its rolls for the ensuing year, during which he may at any time restore his membership by paying in full his defaulted dues plus the then current annual dues. If he owes any part of the two years' dues to The Institute at the end of the second year, his membership is automatically terminated. In the chapters, the executive committee may request The Board to terminate the membership of any of its members who are in default to it at the end of any of its fiscal years.

When his defaults are cleared, his good standing is restored for the period of his default.

If a member is charged with conducting himself unprofessionally and The Board finds that to be the case, the penalty may be the termination of his membership.

The foundations of a professional society rest upon the integrity and the professional relationships of its members; hence the ethical standards of its members, the manner in which they conduct their practices, and their responsibilities to each other and to their professional organizations and to society become of grave concern to the society. The members of The Institute have agreed on their membership obligations, on their mutual relations and common responsibilities, and on the precepts which should govern the conduct of their practices, and have set them out in the by-laws and the Standards of Practice of The Institute. It is the responsibility of the society and its members to maintain these conditions of membership, and when any member is charged with violating any of them the case must be investigated. It is first considered at a preliminary hearing before The Institute Committee on Professional Practices. If that committee finds a prima facie basis for the accusation, then the case must be heard by The Judiciary Committee of The Board and afterwards adjudged by The Board itself. The Board, however, cannot find the member guilty until he has had the opportunity to appear in his own defense before both The Judiciary Committee and The Board.

Prior to submission of such a case to The Institute, a preliminary hearing may be held by the executive committee of the chapter of the accused member.

Every step of the disciplinary procedure is confidential and privileged until it reaches The Judiciary Committee and throughout the interests and rights of defendant, complainant, and The Institute are carefully guarded.

4. Individual members have equal rights and privileges. They control their interests in The Institute and its government and policies by exercising their voting power in its meetings to make and amend the by-laws and the Standards of Practice, to elect The Board of Directors and officers, and to determine policies.

Only their voting power can authorize the purchase, sale, lease or hypothecation of The Institute's headquarters property.

The Board of Directors admits and governs members and controls and manages the affairs, business, and property of The Institute, except such property as is placed under the control of The Treasurer.

The administrative officers have the responsibility of carrying out the directions of The Board. The President has general oversight of The Institute's affairs and acts as its spokesman; The Vice-President acts in the absence of The President. The Secretary acts as corresponding and recording secretary, has charge of the executive offices and property other than the funds and money, and general oversight of nearly all of the committees. The Treasurer collects, deposits, and disburses the money of The Institute, has charge of its financial records, prepares the annual budgets for The Board, and is a member of The Investment and Property Committee which invests the capital funds of The Institute and cares for its property.

The Board, The President, The Secretary and The Treasurer report and are responsible to those who elect them. The terms of office for which the regional directors of The Board are elected overlap to insure continuity, but the tenures of office of regional directors and officers are at the will of those who elect them.

The individual members define the national policies through actions at Institute meetings on matters referred to the meetings by The Board and by directions to The Board on other matters. Institute meetings do not afford opportunity or time for an adequate consideration of Institute affairs, and in order to insure proper consideration of important matters, it is obligatory for The Board to submit proposed amendments of the by-laws and the Standards of Practice to the members well in advance of The Institute meetings where the amendments may be acted on, and The Board should likewise submit matters of major policies to the members.

5. Individual members do not act individually in corporate meetings, but delegate their powers thereat to representatives chosen by them. These representatives are called Member Delegates. All individual members in good standing, wherever they

reside, are assured of representation at every Institute meeting if they exercise their rights.

The representatives are chosen by individual members residing in prescribed areas; for convenience, each of these areas is coterminous with the territory of an Institute chapter.

6. Each representative may cast one vote, *individually*, in the corporate meeting.

Such representatives of the individual members exercise the corporate rights of those who chose them, and the fact that the representative has been chosen to so act is certified to The Institute meeting by a duly authorized officer. The member delegate cannot, by his own act, transfer his right to act nor have it transferred. If the certified representative cannot attend the meeting, then the certifying officer may cancel the certification and certify another representative who has been duly chosen by the individual members, but no one else.

The members in each voting (chapter) territory should choose more than the actual number of representatives they are entitled to have represent them so as to provide for the declinations and inabilities to serve that are bound to happen.

An Institute meeting is a meeting of the corporation, and the manner of choosing and certifying representatives accords with the relevant laws of New York. The Board of Directors directs the choosing and certifying and, for convenience, delegates authority to the chapters to conduct the procedure; provided only, that every member of each chapter who is in good standing is given an opportunity to name the member he desires to represent him, by letter ballot or otherwise. A choice by the governing board of a chapter does not afford that opportunity nor does a chapter meeting unless the member is present. If he is not present, it is not sufficient that he has been served with formal notice of the meeting.

7. A secondary class of membership is open to state organizations of architects.

They are admitted by The Board when they qualify concerning their purposes, the scope of their memberships, and their willingness to support The Institute's policies within their territories and when their admission has been approved by a referendum of The Institute members within the state.

State association members may vote at meetings of The Institute on matters that do not affect the property of The Institute or its chapters. They are represented at Institute meetings by state delegates selected by them. Each state association member is entitled to be represented by one state delegate for the first twenty-five of its dues-paying members plus one for every seventy such members in excess of twenty-five. At least one of the delegates of each state association member must be an Institute member.

The votes of each state association member at meetings of The Institute must be cast as a unit, the total number of votes cast by each association being equal to the number of state delegates it is entitled to have at the meeting.

State organizations of architects are clearly indicated as essential in states which have more than one Institute chapter and when a chapter territory comprises more than one state. They are also necessary in states which comprise a single Institute chapter if the chapter has not expanded its memberships and associateships to the extent where it is fully representative of the profession in its state.

8. Every applicant for admission to membership in The Institute, whether an individual or an organization member, must pay an admission fee. The maximum admission fee is \$25; for the current year (1940) it is \$5.

Members pay annual dues to The Institute. The maximum dues of individual members are \$25, and The Board may fix them in any year at any lesser amount, but not less than \$5: The annual dues for the current year (1940) are \$20. The Board also, beginning in 1941, may fix the first annual dues of new members as low as \$5, which lesser dues increase automatically \$5 each year until they are equal to the then current annual dues.

The dues of each state association member are not less than \$10 nor less than an amount equal to \$1 for each of its dues-paying non-Institute members.

All annual dues are payable in advance and may be paid in stated installments.

The Board in exceptional instances and for what it deems adequate cause may remit the admission fee or annual dues of individual members in whole or in part for any year, and an individual member who becomes a life member or is made a

member emeritus is exempt from the payment of annual dues.

9. In order to insure that The Board of Directors shall be representative of all parts of The Institute domain, that domain has been divided into ten districts, each of which is represented on The Board by a regional director.

Regional representation is carried into many of The Institute committees, and provision is made for holding regional councils in the districts in order that the chapters and state association members within each district may consider professional matters as they apply to the district.

10. In order that the profession shall function as organized units in local communities and that The Institute shall be represented properly in those communities, The Institute members within the various communities are grouped into chapters. The chapters derive their authority and power to represent and act for The Institute in their communities only by charters of The Institute issued by its Board although they may be corporations and have the rights of corporate organizations of their states.

Other than being bound to uphold, forward, and carry out the policies and actions adopted by The Institute, the chapter is free to act in its territory on all matters that concern it.

Every individual member on admission to The Institute is assigned to membership in a chapter of his choice within the state in which he resides or has his principal place of business. If he changes either of the latter into the territory of some other chapter, he is reassigned to the latter chapter. He may become a member of as many chapters as he desires, but he may take part in and vote on Institute affairs only in and as a member of the chapter to which he is assigned.

Membership in a chapter is indivisible from The Institute membership. Whenever an Institute membership terminates, the chapter membership also terminates, automatically.

11. Each chapter should admit associates and junior associates who reside within its territory.

Associates must be architects qualified for Institute membership who do not desire to undertake that membership for financial or other reasons. They are under the sole jurisdiction of the chapter and may remain associates until their associateships are

terminated by death or resignation or by the chapter for cause. Each associate has a vote in the chapter on local community matters equal to that of an Institute member. He does not pay dues to The Institute.

Junior associates must be architectural draftsmen. The junior associateships remain entirely under the jurisdiction of the chapter, and junior associates must comply with its rules and regulations and have such voice in its affairs as the chapter gives them.

Each chapter is especially urged to admit the students in schools of architecture within its territory as student associates. The local members should aid and encourage the future members of the profession and induct them into their professional organizations during their student periods.

Associates, junior associates, and student associates do not pay dues to The Institute.

12. Committees of The Institute are important bodies which assist The Board of Directors. Certain of them, called Administrative Committees, assist The Board in performing some of its duties and acting for it in matters within their respective jurisdictions. The Investment and Property Committee, The Board of Examiners, The Jury of Fellows, The Committee on Architectural Competitions, The Judiciary Committee, and The Committee on Professional Practices are administrative committees.

The Board is assisted also by board committees. They do not perform administrative functions but are important aids to The Board in developing facts and policies. Under the direction of The Board, they keep in close touch with all phases of professional activity and make recommendations concerning them to The Board. They assemble and correlate the studies that are constantly being made by the chapters and state associations of the architectural problems and practices prevailing within their territories, study the history of similar problems and practices, and estimate their effects on the profession as a whole.

The board committees are of two categories:

Standing board committees, which have stated duties continuing from year to year, and special board committees, which are established to perform special duties.

The terms of office of all committee members expire at the adjournments of the annual Institute

conventions. All special board committees expire annually at that time, though they may be re-created by The Board.

The members of all administrative committees and of all standing board committees are elected by The Board; the personnel of the special board committees is appointed by The President.

The Board at any time may perform the duties of any committee and all committees report directly to The Board.

13. It is inherent in The Institute philosophy that it should recognize distinguished services and achievements of members of the architectural profession and of the allied professions and of persons, not of the profession, who have notably contributed to its advancement.

In recognition of such services and achievements of any of its own members, The Institute may bestow a fellowship on him, and if the services have been uniquely distinguished, it may bestow on him its highest award, the Gold Medal. His notable contribution may be in design or in the science of construction, or by literature, educational service, service to The Institute or to any of its chapters or state association members, or by public service.

In recognition of distinguished service to the profession by a person who is not eligible for Institute membership, The Institute may bestow an honorary membership on him or award him one of its medals. In case he has rendered uniquely distinguished services, it may bestow on him its highest award, the Gold Medal.

The Institute may bestow its Fine Arts Medal on any person who has distinguished himself in the art of painting, sculpture, music, literature, or landscape architecture, and it may bestow its Craftsmanship Medal on any person who has achieved distinguished craftsmanship in the metals, masonry, wood,

glass, pottery, textiles, or other industrial arts. It also recognizes excellence in scholarly standing of students in architectural schools by awarding them its School Medals.

14. The income of The Institute is derived from annual dues from its members, from sales of its publications, from rents and interest, and from gifts and the investment of its endowment funds.

The income from dues, sales, rents, and interest is used for general operating purposes, and The Board determines how and for what purposes such income shall be spent and the manner of spending it. The income from gifts and investments can be used only for the purposes fixed by those who made the gifts and established the endowments, and The Board acts only as trustee of such income and of the funds from which it is derived.

The income from annual dues and the proceeds of the sales of documents are the principal sources of the operating income. Both dues and sales vary from year to year and fluctuate periodically as building activity increases or diminishes, so The Board must continually fit the scope of The Institute's activities to the varying income it receives for operating purposes.

The expenditures of The Institute are controlled by an annual budget adopted by The Board and the by-laws prohibit the expenditures in any year being greater than the income for the year except in an extraordinary circumstance. In the few instances that has happened, The Institute has had the funds in its reserves to meet the emergency.

This Foreword does not attempt to epitomize all provisions of the by-laws, nor even all of the important provisions. Every member should read the entire by-laws in order that he may understand properly the organization and procedures of his Institute.

The first thing that we should consider is the importance of the subject matter.

It is essential to understand the context in which the subject is being discussed.

One of the main reasons for this is that it helps us to identify the key issues.

Furthermore, it allows us to see how these issues are related to each other.

This is particularly important when we are dealing with complex problems.

By taking a systematic approach, we can ensure that we cover all the relevant points.

In conclusion, it is clear that a thorough understanding of the subject is crucial.

Therefore, we should always take the time to research and analyze the material carefully.

The second point to consider is the scope of the study.

We need to define the boundaries of our research and what we are trying to achieve.

This will help us to focus our efforts and avoid unnecessary complications.

It is also important to consider the resources available to us and how we can make the most of them.

By being clear about our goals and the methods we will use, we can ensure that our study is well-organized and effective.

Finally, we should remember that the process of research is often iterative and requires flexibility.

As we learn more about the subject, we may need to adjust our approach and focus.

Overall, a clear and well-defined study is essential for producing high-quality research.

BY-LAWS
OF
THE AMERICAN INSTITUTE OF ARCHITECTS

EDITION OF 1940

1857



1940

The American Institute of Architects was incorporated on April 15, 1857, as a membership corporation under and by virtue of the provisions of the laws of the State of New York, by an Act of Incorporation passed April 12, 1848, recorded as Chapter 319 and called "An Act for The Incorporation of Benevolent, Charitable, Scientific and Missionary Societies." The articles of incorporation were amended as to purposes in March, 1915, by Chapter 119 of the laws of 1915 of the State of New York and by increases of the number of directors on August 21, 1922 and September 26, 1939.

Office of The Secretary
THE OCTAGON, WASHINGTON, D. C.

CONTENTS

<i>Chapter</i>		<i>Page</i>
I	Organization, Composition and General Powers.....	5
II	Memberships.....	8
III	Fellowships, Honorary Memberships and Honorary Corresponding Memberships.....	12
IV	Regional Districts.....	15
V	Chapters.....	17
VI	Meetings.....	20
VII	The Board of Directors.....	28
VIII	The Executive Committee of The Board.....	31
IX	Officers.....	33
X	Property, Investments, Accounting and Funds.....	36
XI	Administrative and Executive Departments.....	52
XII	Committees.....	54
XIII	Architectural Practice.....	57
XIV	Awards of Honor.....	62
XV	Publications and Literature.....	64
XVI	General Provisions.....	64
XVII	Amendments and Interpretations.....	67

Articles of Incorporation

NEW YORK, April 13, 1857.

The undersigned hereby acknowledge that they are all citizens of the United States and of the State of New York, and that in compliance with the Act of Incorporation called "An Act for the incorporation of benevolent, charitable, scientific, and missionary Societies," passed April 12, 1852, they have associated themselves for the purpose of forming a scientific Society to be known in law as

THE AMERICAN INSTITUTE OF ARCHITECTS

The object of this Society is to elevate the architectural profession as such, and to perfect its members practically and scientifically.

The business of the Society shall be conducted in the City of New York.

The number of Trustees is nine: Richard Upjohn, Sen., Thomas U. Walter, Frederick A. Petersen, John W. Ritch, Richard M. Hunt, Frederick Diaper, Alexander Davis, Joseph C. Wells, and Henry Dudley are to be the trustees of the Society for the first year.

RICH'D UPJOHN,	[SEAL.]
F. A. PETERSEN,	[SEAL.]
JOHN W. RITCH,	[SEAL.]
ALEX' J. DAVIS,	[SEAL.]
RICHARD M. HUNT,	[SEAL.]

City and County of New York, ss:

On this thirteenth day of April, A. D. 1857, before me personally came Richard Upjohn, Frederick A. Petersen, John W. Ritch, Alexander J. Davis, and Richard M. Hunt, to me known to be the same individuals described in and who executed the foregoing Instrument, and severally acknowledged to me that they executed the same for the purposes therein expressed.

WM. SINCLAIR,
Commissioner of Deeds.

I consent to and approve of the filing of the within Certificate.

I. I. ROOSEVELT,
Justice of the Supreme Court.

NEW YORK, April 13, 1857.

(Endorsed)

"American Institute of Architects."

Certificate of Incorporation.

Filed April 15, 1857.

N. P. STANTON,
Dep. Sec. of State.

BY-LAWS

The American Institute of Architects

NOTICE.—The following by-laws of The American Institute of Architects are as amended by the seventy-second convention, May 22, 1940 and by The Board of Directors on May 25, 1940. All previous editions are void and are superseded by this edition.

CHARLES T. INGHAM, Secretary.

CHAPTER I

ORGANIZATION, COMPOSITION AND GENERAL POWERS

Article 1. Organization.

Section 1. Name.

The name of this membership corporation is The American Institute of Architects.

In these by-laws the corporation is called The Institute.

Section 2. Objects.

The objects of The American Institute of Architects shall be to organize and unite in fellowship the architects of the United States of America; to combine their efforts so as to promote the aesthetic, scientific, and practical efficiency of the profession; to advance education in architecture and in the arts and sciences allied therewith, and to make the profession of ever increasing service to society.

Section 3. Domain.

The domain of The Institute shall be the United States of America and its territories and possessions, and The Institute shall operate in each state through its chapters and the state association member in the state.

Whenever the word *state* is used as a noun in these by-laws, it shall mean any state, the District of Columbia, or any territory or possession of the United States.

Section 4. Composition.

(a) *Kinds of Members.* The Institute is a non-profit membership corporation incorporated and operated under and by virtue of the laws of the

state of New York. It shall include two kinds of members; individual members, called corporate members, and state association members.

In these by-laws the term *member* without a prefix applies to both an individual and a state association member and is referred to in the masculine gender.

(b) *Classification of Memberships.* Corporate members may be grouped into one or more classes according to their respective interests, rights and privileges in The Institute.

(c) *Memberships Conferred.* Every corporate member of The Institute *ipso facto* shall be and remain a member of the chapter to which he is assigned or reassigned until his membership in The Institute is terminated.

(d) *Status of Members Unaffected by Amendments.* The status of a member admitted prior to an amendment of the by-laws relating to the eligibility or qualifications for membership shall not be changed because of the amendment.

Article 2. Dues and Fees.

Section 1. Right to Levy Dues and Fees.

The delegates at an annual or other duly called meeting of The Institute may establish and fix annual dues to be paid to it by members and admission fees to be paid to it before their admission to membership, but no assessment shall be levied on or collected from any member.

Section 2. Admission Fees.

Every applicant for admission to membership in The Institute, as a condition precedent to his election to such membership, shall pay to The Institute, in full, an admission fee of twenty-five dollars; provided, that The Board, by the concurring vote

of not less than two-thirds of its entire membership, may fix the admission fee to a corporate membership for any fiscal year thereafter at not less than five dollars nor more than twenty-five dollars, but shall not vary the said fee more than five dollars between any two consecutive years.

Section 3. Annual Dues.

(a) *Annual Dues for Corporate Members.* Every corporate member shall pay twenty-five dollars to The Institute each year as an annual dues, unless he is exempted from the payment of annual dues in whole or in part; provided as follows:

(a-1) The Board, by the concurring vote of not less than two-thirds of its entire membership, may fix said dues for any year at any lesser amount than twenty-five dollars but not less than five dollars;

(a-2) The Board, by the concurring vote of not less than two-thirds of its entire membership, may fix the dues of newly admitted corporate members at not less than five dollars for the year they are admitted.

The dues of each such member so admitted shall be increased automatically five dollars for each succeeding year thereafter until said annual dues are equal to the then current annual dues fixed for the corporate members generally.

(a-3) A former corporate member readmitted to The Institute shall pay the then current annual dues fixed for corporate members generally.

(b) *Annual Dues for State Association Members.* Every state association member shall pay an annual dues to The Institute. The amount of said annual dues to be paid by each state association member shall be one dollar for each of its dues-paying members, exclusive of those who are corporate members of The Institute, who have paid their dues to the state association member in whole or in part for the year immediately prior to the fiscal year for which The Institute dues are payable; provided, that in no case shall such annual dues be less than ten dollars.

(c) *Period and Due Date of Annual Dues.* Every annual dues of The Institute shall be for the period of its fiscal year, and shall be due and payable on the first day of the fiscal year, at the executive offices of The Institute.

(d) *First Annual Dues.* As a condition precedent to his election to membership, every applicant shall pay in full the then current annual dues required to be paid by him.

Section 4. Default of Annual Dues.

(a) *When Members Become in Default.*

(a-1) *Default after March 31.* Every corporate member paying graded dues as provided in paragraph (a-2) of section 3 of this article who has not paid one-half or more of his dues for the then current fiscal year, and every member paying regular dues as provided in paragraphs (a) and (b) of section 3 of this article who has not paid one-third or more of the annual dues for the then current fiscal year on or before March 31 of said year shall be in default for the unpaid amount.

(a-2) *Default after September 1.* Every corporate member paying graded dues as provided in paragraph (a-2) of section 3 of this article who has not paid the entire amount of his annual dues for the then current fiscal year, and every member paying regular dues as provided in paragraphs (a) and (b) of section 3 of this article who has not paid two-thirds or more of the annual dues for the then current fiscal year on or before September 1 of said year shall be in default for the unpaid amount.

(a-3) *Default at Close of Year.* Every member who has not paid the entire amount of the annual dues for the then current fiscal year on or before December 31 of said year shall be in default for the unpaid amount.

(b) *Suspensions for Default.* The membership of a member who is not in default on the first day of the fiscal year of The Institute but who is in default at the close of the last day of said year, *ipso facto* shall be suspended for default at the close of the last day of the fiscal year in which the default occurs.

(c) *Period of Suspensions for Default.* The Board may carry the name of a member suspended for default on the membership rolls for not more than twelve months after his membership has been suspended as prescribed in paragraph (b) of this section, during which period he may restore his membership by paying his indebtedness, without applying for readmission. Members under

ORGANIZATION, COMPOSITION, POWERS

7

suspension shall not be relieved of the payment of annual dues because of such suspension.

(d) Termination of Memberships for Default.

(d-1) Terminations for Default of Institute Dues.

If a member is in default for any Institute dues at the end of his twelve months period of suspension, then *ipso facto* his membership shall terminate.

On or before thirty days before the end of the year of suspension The Secretary shall give the suspended member a final notice in writing of the amount of his default and of the impending termination of his membership. Other than giving this final notice, The Institute shall not be required to notify any member of his default to The Institute or of the penalty therefor; provided, that a due bill for the annual dues for the fiscal year in which his default occurred was mailed to him at the beginning of the said year.

(d-2) Termination for Default of Chapter Dues.

The Board shall terminate the membership of any corporate member who is indebted to the chapter to which he was assigned or transferred upon the written request of the governing board of the said chapter. Upon receipt of such request, The Secretary shall give the corporate member written notice of the impending termination, and The Board shall act thereon at its first meeting thirty days or more after the sending of the said notice.

(e) Posting of Names. The Secretary may publish in The Bulletin a list of all members in default; provided, that in no case shall the amount of a member's default be published.

Section 5. Remission of Fees and Dues.

(a) Remission by Convention. The delegates at any annual or other duly called meeting of The Institute, by resolution adopted by the concurring vote of not less than two-thirds of the delegates accredited to vote at said meeting, may remit any part or all of the admission fee or any part or all of the annual dues required to be paid by each kind of member for any fiscal year.

(b) Remission by The Board. The Board, in exceptional instances and for what it deems adequate cause, may remit the admission fee to corporate membership or the annual dues to be paid by any corporate member, in whole or in part.

(c) Remission Retroactive. Remission of fees or dues may be made retroactive.

Section 6. Exemption from Dues

(a) Exemption by Retirement.

(a-1) Qualifications for Retirement. A corporate member who has been a corporate member in good standing in The Institute for not less than fifteen successive years immediately preceding the date of his application for retirement and either has attained the age of seventy years or is incapacitated and unable to engage in any vocation may be exempted by The Board from the payment of annual dues to The Institute. Under exceptional conditions and circumstances in any individual case, The Board may lessen the requirement of the period of good standing but no other requirement.

(a-2) Retirement Effective. A member's exemption by retirement from the payment of annual dues shall be effective in The Institute and in each of its component organizations.

(a-3) Member Emeritus. Every member of The Institute exempted by retirement from the payment of annual dues and titled *Retired Member* shall *ipso facto* become a Member Emeritus. A Member Emeritus shall be entitled to print or otherwise use the title *Member Emeritus* written in full after the initials *A. I. A.* or *F. A. I. A.*, as the case may be, and his corporate membership, interests, privileges, rights, titles, liabilities, and obligations other than the payment of annual dues shall be unabridged and unchanged because of his exemption.

(b) Exemption by Life Membership.

(b-1) Life Membership. A corporate member may become exempt from the payment of annual dues to The Institute by the payment to The Institute of a life membership fee of five hundred dollars, the acceptance of which by The Board shall constitute him a member of The Institute for life and exempt him thereafter from the payment to it of annual dues; provided, that a full fiscal year of The Institute must elapse after the said acceptance of said fee before the exemption from dues shall become effective.

(b-2) Life Membership Fee in Installments. The applicant for life membership may pay the life membership fee in installments, each of which shall

be for one-fifth the amount of the fee, but he shall not become a member for life or be entirely exempt from the payment of dues to The Institute until and unless the total fee is paid. However, for each such installment of one hundred dollars so paid, the annual dues of the applicant shall be reduced five dollars.

(b-3) *Extent of Exemption.* A member for life shall not be exempt, because of his life membership in The Institute, from the payment of the annual dues of the chapter or of the state association member to which he belongs nor from the termination of his membership for unprofessional conduct or default in dues to the said chapter.

(b-4) *Life Member.* A life member shall have the right to and may print and otherwise use the title *Life Member*, written in full as a suffix to the initials *A. I. A.* or *F. A. I. A.*, as the case may be, and his interests, rights, privileges, titles, obligations, and liabilities as a corporate member of The Institute shall be unabridged and unchanged.

(b-5) *Return of Life Membership Fee.* If the membership of a life member or of an applicant for a life membership is terminated other than for unprofessional conduct, then the fee paid by the life member or all installments paid thereon by the applicant, as the case may be, shall remain thereafter the property of The Institute, without recourse; but, if the membership of a life member or of an applicant for a life membership is terminated for unprofessional conduct, then The Treasurer shall return to him the amount paid by him as a life membership fee or on account thereof, as the case may be, without interest, and all his rights, privileges, and interests in The Institute and its property and assets shall thereupon terminate and cease.

Chapter X
Article 12
Section 3
(f-2)

CHAPTER II MEMBERSHIPS

Article 1. Individual - Corporate Memberships.

Section 1. Eligibility and Qualifications for Corporate Membership.

(a) *Eligibility for Corporate Membership.* Every architect whose legal residence is in the domain of

The Institute may apply for admission to corporate membership.

(b) *Qualifications for Corporate Membership.* Prerequisite to his admission to corporate membership, every applicant therefor must satisfy The Board of Examiners of The Institute that he has the professional qualifications required by The Board for admission to corporate membership, an honorable standing in the profession and in his community, and is able to undertake the pecuniary obligations of the membership.

(c) *Declarations of Applicant.* Prerequisite to his admission to corporate membership, the applicant in his application must declare that he has read the by-laws of The Institute and its Standards of Practice and that he understands the rights and privileges granted to, and the duties, responsibilities, obligations and liabilities undertaken by, a corporate member. He must further declare that he will abide by and uphold the said by-laws and Standards of Practice and the rules and regulations supplementary thereto, and that he will abide by and uphold the by-laws, rules and regulations of each of the component organizations of The Institute of which he becomes a member.

(d) *Existing Individual Memberships.* Every active member, retired member, fellow, and life member of The Institute on May 9, 1936, and every person who duly applied for active membership prior to said time and is admitted, shall be a corporate member of The Institute, and every member who acquired certain inalienable rights in The Institute as a member of the membership class that was discontinued in 1916 may retain such rights and his existing status in The Institute, subject to the provisions of these by-laws.

Chapter I
Article 1
Section 1

Chapter I
Article 1
Section 5

Section 2. Applications for Corporate Membership.

(a) *Indorsers of Applicant.* An architect eligible for and desiring a corporate membership must apply therefor in writing, be proposed therefor by two or more corporate members, and, except under the circumstances described in paragraph (c-1) of this section, be vouched for and his admission recommended by action of the governing board of the chapter to which he has asked to be assigned.

(b) *Filing of Applications.* Every applicant for

Chapter X
Article 2
Section 1

MEMBERSHIPS

such membership shall make his written application in duplicate and in accordance with the rules fixed by The Board, and shall file one copy with the said chapter and one with The Secretary.

(c-1) *Chapter's Action on Applications.* Every such application so filed with a chapter must be acted on promptly by the governing board of the chapter and its action thereon certified to by its president or secretary. When the said officer has so certified, the application shall be sent by him to The Secretary.

(c-1) If the governing board of the chapter fails to act thereon within a reasonable time, determined by The Secretary, then he shall notify it of its failure. If the said governing board thereafter fails to act thereon within thirty calendar days, then The Secretary may proceed with the application without the recommendation of the chapter.

(c-2) If the governing board of the chapter recommends that the applicant be not admitted to corporate membership, then he shall not be admitted and The Secretary immediately shall notify him to that effect, and return to him in full the amount paid by the applicant as admission fee and annual dues to The Institute.

Section 3. Examinations of Applicants for Corporate Memberships.

(a) *Secretary's Action on Applications.* If The Secretary finds from the application for a corporate membership that the applicant has been duly proposed, that his application has been duly made, that the governing board of the chapter described in paragraph (a) of section 2 of this article has not recommended that he be not admitted, and that his check payable to The Institute has been duly filed and cashed, then The Secretary shall deliver the application with its vouchers and recommendations to The Board of Examiners of The Institute.

(b) *Board of Examiners' Action on Applications.* The Board of Examiners shall examine each said application as to the eligibility of the applicant and as to his qualifications for membership. If it deems any of the evidence submitted by the applicant to be insufficient, it may demand from him exhibits of his works and standing or that he shall appear before it for examination, or both. If the applicant fails to comply with such demand within the time fixed,

then *ipso facto* it may be deemed that he has not qualified for admission.

(b-1) If the applicant has been examined as to his professional qualifications by a state board whose examinations are satisfactory to The Board of Examiners and has had issued to him by said state board, as a result of such examination, a license or certificate of registration permitting him to practice architecture within the state, or if the applicant presents a certificate of registration issued to him by the National Council of Architectural Registration Boards, then The Board of Examiners may waive further examination of his professional qualifications.

(b-2) If The Board of Examiners determines from its examination that the applicant is eligible and fully qualified for membership, it shall so report to The Board by endorsing its findings on the application.

Section 4. Admission to Corporate Memberships.

(a) *The Board's Action on Applications.* When The Board of Examiners has passed favorably on the qualifications of the applicant and the application with such favorable endorsement thereon has been received by The Board, then The Board or the committee to which it has duly delegated the power shall vote on said application. If said vote elects the applicant to corporate membership, then The Secretary shall declare him admitted to such membership, notify him to that effect, issue to him the certificate of corporate membership, enroll him as a corporate member, and assign him to membership in the chapter of his choice within the state in which he maintains his legal residence or has his principal place of business.

(b) *Enrollment of Corporate Members by Chapters.* Upon receipt of said notice of the admission of the new member, the said chapter shall enroll him as a member of the chapter without requiring him to pay an admission fee therefor, and shall announce his membership in its official bulletin and at its next regular meeting.

Section 5. Admission Denied.

(a) *Notification of Non-admission.* If an applicant is not elected or admitted to corporate membership after The Board of Examiners has passed on

Chapter II
Article 1
Section 1

Chapter II
Article 1
Section 5 (b)

Chapter VII
Article 4
Section 3
(a-2)

Chapter XVI
Article 2

Chapter XII
Article 2
Section 1

his eligibility and qualifications, then The Secretary shall notify him and the governing board of the chapter that recommended him to that effect, and The Treasurer shall remit to him the amount deposited by him for admission fee and for annual dues less five dollars, which shall be withheld by The Institute as its fee for examination of the applicant's qualifications.

(b) *Reapplication for Admission.* If the applicant has been denied admission by action of the chapter, or is found not qualified for admission or if his admission is denied without prejudice and he desires thereafter to re-apply for admission to corporate membership, then he shall make a new application in the manner required for an original application; provided, that not less than twelve months have elapsed after the date of The Secretary's last previous notice to him of non-admission.

Section 6. Resignations of Corporate Members.

A corporate member may resign from The Institute if he is in good standing and is not under charges, either formal or informal, of unprofessional conduct. To resign, he must do so in writing directed and sent by him to The Secretary, and if The Secretary finds the member is qualified to resign on the date he receives the resignation, then the resignation shall be effective as of that date.

Section 7. Transfers of Corporate Memberships.

The Secretary shall transfer the assignment of a corporate member from one chapter to another chapter in the same state at the request of the member, provided that the member is in good standing and his legal residence or principal place of business is in the state; and to a chapter in another state whenever the legal residence or principal place of business of the member is changed to the other state, provided that, in the latter case, if the member is not in good standing in the chapter from which he is to be transferred, he shall not be in good standing in the chapter to which he is transferred until he has restored his good standing in the former chapter.

Section 8. Memberships in More Than One Chapter.

A corporate member, without action by The Institute, may become a member of any chapter other

than that to which he was assigned, but he shall vote for delegates and on matters affecting The Institute and shall be listed in The Annuary only in the latter organization.

Section 9. Readmissions to Corporate Memberships.

(a) *Eligibility for Readmissions.* A person whose corporate membership has been terminated may be readmitted to The Institute; provided, that he is eligible and qualified for admission at the time of his application for readmission, that he is not then indebted to The Institute or to any chapter, and that he has not been convicted or had a judgment rendered against him for dishonest practice, slander, libel, or criminal act.

(b) *Method of Readmitting.* An applicant for readmission to corporate membership must have the qualifications of an original applicant at the date he applies for readmission and pay the full amount of the regular annual dues fixed under the provisions of *chapter 1, article 2, section 3 (a-3)*, but The Board may not require him to furnish evidence of his professional qualifications and may remit all except five dollars of his admission fee. Otherwise his application, and the procedure of readmitting him shall be as required for admitting an original applicant.

Section 10. Special Privileges of Corporate Members.

(a) *Titles of Corporate Members.* Every corporate member in good standing shall have the right and privilege to print and otherwise use in connection with his practice and works, the initials *A. I. A.* as a suffix to his name, and the titles *Member of The American Institute of Architects; Member of the (insert name of chapter of which he is a member) Chapter, The American Institute of Architects; Member of the (insert name of state association member of which he is a member), The American Institute of Architects.*

(b) *Literature to Corporate Members.* Every corporate member in good standing shall be entitled to have his name published in The Annuary and to receive The Bulletin, The Proceedings, and The Annuary from The Institute as and when published and all similar publications of the chapter to which he belongs. He shall also be entitled to receive and acquire other documents and literature from The Institute and from the said chapter at and for

Chapter II
Article 1
Section 2
(c-2)

Chapter XVI
Article 1
Section 2 (d)

Chap. XIII
Article 2
Section 2 (b)
Section 3 (d)

Chapter I
Article 1
Section 1
4, includ

Chapter I
Article 1
Section 1
3 and 4

Chapter I
Article 1
Section 1

Chapter I
Article 1
Section 1

Chapter I
Article 1
Section 1

Chapter I

Chapter V
Article 2

MEMBERSHIPS

such terms as their respective governing boards shall fix from time to time.

Section 11. Termination of Corporate Memberships.

A corporate membership shall be terminated by the death of the member, by his resignation, or by his default under the conditions prescribed in these by-laws, and it may be terminated by action of The Board after it finds him guilty of unprofessional conduct.

Article 2. State Association Memberships.

Section 1. Eligibility for State Association Membership.

Any state-wide incorporated or unincorporated non-profit membership organization of persons pursuing or qualified for the practice of architecture and created to forward the profession of architecture and make it of ever-increasing service to society, is a *State Association* within the meaning of these by-laws and eligible to apply for a State Association Membership.

Section 2. Qualifications for State Association Membership.

Any eligible state association may qualify for a state association membership in The Institute if *first*, the application of such membership is approved by a majority of the corporate members of The Institute in good standing in the state, as determined by a letter ballot vote of such members taken by The Secretary as soon as practicable after he receives the application for the state association membership;

second, if the state association furnishes The Board with evidence satisfactory to it,

(a) that the association is a self-governing body, which, except as limited by the laws of the state of its domicile and these by-laws, shall establish the qualifications of its members and their classes and privileges, its relations with the chapters of The Institute in the state, and its manner of operating;

(b) that, if there is in the state a registration or licensing law for architects, every registered or licensed architect resident in the state is eligible for membership in the association, and that, if there

is no such law, every qualified architect is eligible for such membership; provided, however, that architects who are not practicing professionally need not be eligible for such membership;

(c) that every architectural draftsman resident within the state may be eligible either for membership in or for association or affiliation with the state association, if it shall so elect, and entitled to vote at meetings thereof in such manner and to such extent as the state association prescribes.

Section 3. Admission of State Association Members.

Admission to state association membership shall be by action of The Board. When the state association has been admitted to state association membership, The Secretary shall enroll it as a state association member, notify the state association to that effect, and issue to it the certificate of state association membership.

Section 4. Termination of State Association Memberships.

A state association membership may be suspended or terminated for default as provided in *chapter I, article 2, section 4* of these by-laws or by either The Institute or the state association member, if the latter is not in default to The Institute, by giving to the other written notice of its intention to terminate the membership and an opportunity to be heard in the matter by The Board or the governing board of the state association member, as the case may be. Such notice must be given at least six months before the end of a fiscal year of The Institute, and if such notice has been duly given and the opportunity to be heard has been offered, then the membership shall terminate at the expiration of such year, if the notice is not withdrawn.

Section 5. Interests, Rights, and Privileges of State Association Members in The Institute.

(a) *Voting Rights at Institute Meetings.* Every state association member in good standing in The Institute shall be entitled to be represented at meetings of The Institute by one or more delegates who shall be known as *State Delegates*, and to vote thereat on all questions or divisions, except those relating to the property of The Institute or its chapters.

Chapter XVI
Article 1
Section 2 (d)

Chapter VI
Article 2
Section 3

Chapter I
Article 1
Section 4 (a)

Chapter I
Article 1
Section 3 and 4

Chapter I
Article 1
Section 1

Chapter I
Article 1
Section 1

Chapter I
Article 1
Section 1

Chapter I

Chapter XVI
Article 1
Section 2 (d)

(b) *General Rights in Intangible Property.* A state association member in good standing in The Institute shall be entitled to and may exercise all the rights to and privileges in certain intangible property of The Institute that are conferred on it by these by-laws and that The Board shall specifically grant to it from time to time.

(c) *Titles of State Association Members.* Every state association member, in connection with its own name, may use the title *State Association Member, The American Institute of Architects*, but shall not abbreviate said title, and none of its members, associates, or affiliates, in any manner or for any purpose whatever, shall use said title or any abbreviation or part thereof, or publish, print, or otherwise use or cause or permit to be published, printed, or otherwise used that or any other title, phrase, or initials, seal or insignia denoting membership or otherwise in The American Institute of Architects unless he is a corporate member thereof.

(d) *Interest in Tangible Property.* Neither The Institute nor a state association member shall have any title to or interest in the property of the other, unless The Institute and the state association member otherwise agree in writing.

(e) *Interest in Liabilities.* The Institute shall not be liable for any debt or other pecuniary obligation or liability of any state association member, and no state association member shall have any interest in or be liable for any debt or other pecuniary obligation or liability of The Institute.

(f) *Agency and Custodianship.* The Institute and any state association member may act as agent or otherwise, one for the other, for the purpose of collecting and forwarding dues or acting as custodian of funds or otherwise if they duly execute a written agreement to that effect.

(g) *Literature to State Association Members.* Every state association member in good standing in The Institute shall be entitled to three copies of each Bulletin, Proceedings and Annuary of The Institute and three copies of each thereof for each of its sub-organizations, as and when published. The said state association members may also acquire for their members such other documents and literature as The Institute shall cause to be published or distributed, at and for such terms as The Board shall fix from time to time.

Section 6. *Voting of Non-Institute Members on Institute Affairs Prohibited.*

A member, associate, or affiliate of a state association member shall not vote at any meeting of a state association member on any question or division concerning affairs of The Institute, unless he is a corporate member of The Institute in good standing.

Section 7. *Obligations of State Association Members to The Institute.*

Every state association member shall support The Institute and its activities and shall not directly or indirectly nullify or contravene the general purposes of The Institute.

CHAPTER III

FELLOWSHIPS, HONORARY MEMBERSHIPS
AND HONORARY CORRESPONDING
MEMBERSHIPS

Article 1. *Fellowships.*

Section 1. *Qualifications for Fellowship.*

A corporate member may be advanced to a fellowship if he is in good standing in The Institute at the time of his nomination for advancement and has been so for not less than ten consecutive years immediately prior to his nomination and if he has notably contributed to the advancement of the profession of architecture in design or in the science of construction or by literature or educational service or by service to The Institute or any chapter or state association member, or by public service.

Chapter II
Article 1
Section 2 (d)

Section 2. *Nominations for Fellowship.*

A corporate member may be nominated for advancement to a fellowship by vote of the governing board of any chapter or any state association member or by a recommendation signed by five or more fellows in the chapter or the state association member to which the nominee belongs or by a recommendation signed by any ten or more corporate members. Every such nomination shall be made in writing and addressed to The Jury of Fellows. The nomination shall set out the qualifications of the nominee for advancement and be signed by all the nominators.

Chapter II
Article 1
Section 1

Chapter X
Article 2

FELLOWSHIPS AND HONORARY MEMBERSHIPS

13

Section 3. Election to Fellowship.

(a) *Advancement by The Jury of Fellows.* The authority and power to advance a member to a fellowship hereby is delegated to The Jury of Fellows. The Jury of Fellows shall obtain such evidence of the standing, achievements and qualifications of the nominee, by written communication or otherwise, as it deems necessary. All such communications and the answers thereto shall be privileged.

(b) *Election of Fellows.* Every advancement to fellowship shall be by the favorable vote of not less than two-thirds of the entire membership of The Jury of Fellows, taken at a duly called meeting of the Jury.

(b-1) An interval of not less than six calendar months shall elapse between the date on which a nomination is received by the Jury and the date on which final action on the nomination is voted by it. When a favorable vote has been given, the chairman of the Jury shall declare that the member has been advanced to fellowship and shall report the advancement to The Secretary, in writing, at least thirty days prior to the date fixed for the annual convention at which the advancement is to be announced.

Section 4. Notification of Election to Fellowship.

When the advancement of a member to a fellowship has been reported to The Secretary by the Jury, he shall notify the member who has been advanced to that effect and request him to be present at the annual convention to receive the honor, and shall also send notice of the advancement to the chapter and the state association member to which the newly advanced fellow belongs.

Section 5. Admission to Fellowship.

(a) *Presentation of Fellowships.* At the annual convention, the chairman of The Jury of Fellows shall introduce each newly elected fellow and give a citation of his achievements. Thereupon The President shall declare him admitted to fellowship and present to him his certificate of fellowship.

(b) *Presentation of Fellowships in Absentia.* If the newly advanced fellow is unable to attend the convention, then the presentation may be deferred to a succeeding convention at which he is present or, in the event of unusual circumstances, his ad-

vancement may be announced to the convention and the citation given by the chairman, and the certificate presented *in absentia* by The President.

Section 6. Enrollment of Fellows.

After the member has been admitted to fellowship, The Secretary shall enroll him as a fellow of The Institute, publish his name as fellow and the citation in one issue of The Bulletin, and publish his name as fellow, with the date of his advancement, in every issue of The Annuary thereafter until his membership is terminated. The chapter and the state association member to which the fellow belongs shall enroll him as a fellow of The Institute in their respective organizations.

Section 7. Advancement to Fellowship Denied.

If a nominee for advancement to fellowship fails to be advanced by a vote of the Jury, he shall not be disqualified for advancement and his advancement shall not be prejudiced thereby, until and unless his advancement has been balloted on and refused at three separate duly called meetings of the Jury.

Section 8. Status of Fellows.

The status of a corporate member and his interests, rights, privileges, obligations and liabilities in The Institute and in any chapter or state association member shall not be terminated, abridged or altered because of his advancement to fellowship or because of any amendments to the by-laws relating to fellowships adopted subsequent to his advancement.

Section 9. Titles.

A fellow shall have the right to and may print or otherwise use the title *Fellow, The American Institute of Architects* and the initials *F. A. I. A.*, in his practice and works, in addition to all other titles, insignia and initials which he is privileged to use as a corporate member.

Article 2. Honorary Memberships.**Section 1. Qualifications for Honorary Membership.**

A person of esteemed character who is not eligible for corporate membership in The Institute but who has rendered a distinguished service to the profes-

sion of architecture or to the arts and sciences allied therewith may be admitted to honorary membership, as an Honorary Member of The Institute.

Section 2. Nominations for Honorary Membership.

A person qualified for admission to honorary membership may be nominated thereto by any member of The Board at any of its semi-annual meetings. The nomination shall be in writing over the signature of the nominator and shall state the name or names of those who have proposed the nomination, the reasons for the nomination, the biography of the nominee, a history of his attainments, and his qualifications for the honor.

Section 3. Election to Honorary Membership.

(a) *Election to Honorary Membership by The Board.* The Board, at its semi-annual meeting next following the one at which a nomination for honorary membership was made, may vote on the nominee and may elect him to honorary membership by the concurring vote of not less than two-thirds of its entire membership. For outstanding and unusual circumstances only and by unanimous vote of The Board, the voting on any nominee for an honorary membership may be had at the semi-annual meeting whereat his nomination was made.

Not more than two honorary members shall be admitted in any one calendar year.

(b) *Acceptance of Honorary Membership.* When a nominee has been elected, The Secretary shall ascertain from him if he desires to accept the honor. If he accepts, then The Secretary shall request him to be present at the next annual convention for the presentation of his membership certificate.

(c) *Nominations and Elections of Honorary Members Confidential.* All nominations to honorary membership shall be confidential and the result of the voting on any thereof shall be confidential until and unless the nominee is elected and accepts the honor.

Section 4. Presentation of Honorary Membership Certificate.

At the annual convention The President shall announce the election of the honorary member, read the citation of his qualifications for the honor, declare him admitted to honorary membership, and

present to him the certificate of that membership. If the honorary member is unable to attend the convention, then the admission and presentation may be postponed until he is present at a convention or the election may be announced, the citation read, and the certificate of honorary membership presented *in absentia* by The President.

Section 5. Status and Privileges of Honorary Members.

(a) *Title of Honorary Members.* An honorary member shall have the right to use the title *Honorary Member, The American Institute of Architects*, but not the seal, insignia or initials of The Institute.

(b) *Privileges of Honorary Members.* An honorary member shall be privileged to attend the annual conventions of The Institute and the meetings of its chapters and state association members and speak and take part in the discussions thereat on all matters except those relating to the corporate affairs of the said organizations, but he may not vote thereat.

(c) *Fees and Dues Not Required from Honorary Members.* A person admitted to honorary membership shall not pay any admission fee or annual dues to The Institute nor have any corporate or other rights therein except those given by the provisions of paragraphs (a) and (b) of this section 5.

(d) *Status of Honorary Members.* The status in The Institute of an honorary member admitted prior to the adoption of any amendments of these by-laws relating to such memberships shall not be changed because of the said amendments.

Section 6. Termination of Honorary Memberships by The Board.

The Board may withdraw the privileges of any person admitted to an honorary membership, terminate his membership and strike his name from the records for any reason it may deem sufficient, and publish notice of such termination; provided, that it has first given the honorary member an opportunity to be heard in the matter.

Article 3. Honorary Corresponding Memberships.

Section 1. Honorary Corresponding Members.

(a) *Qualifications for Honorary Corresponding Membership.* An architect of esteemed character

Chapter
Article
Section

Chapter II
Article I

Chapter
Article

REGIONAL DISTRICTS

15

and distinguished achievements who is not a citizen or a resident of the United States and does not practice architecture within the domain of The Institute may be admitted to honorary corresponding membership, as an Honorary Corresponding Member of The Institute.

(b) *Nominations and Elections to Honorary Corresponding Membership.* The procedure of nominating and electing persons to Honorary Corresponding Membership shall correspond to that of nominating and electing persons to Honorary Membership as prescribed in article 2, sections 2 and 3 of this chapter.

Not more than two honorary corresponding members shall be admitted in any one calendar year.

(c) *Presentation of Honorary Corresponding Memberships and Status and Privileges of Honorary Corresponding Members.* All provisions of sections 4, 5, and 6 of article 2 of this chapter shall apply to and govern the presentation and publication of honorary corresponding memberships, the status and privileges of honorary corresponding members, and the termination of their memberships, except an honorary corresponding member shall not use the title *Honorary Member, The American Institute of Architects*, but may use the title, *Honorary Corresponding Member, The American Institute of Architects*.

CHAPTER IV

REGIONAL DISTRICTS

Article 1. Purposes and Number of Regional Districts.

Section 1. Purposes of Regional Districts.

In order to forward the objects of The Institute, unify its efforts, and better administer its affairs in the various parts of its domain and to coordinate and combine the efforts of its members within the several parts, The Board shall divide the domain of The Institute into districts, each of which shall be known as a *Regional District*.

Section 2. Number of Regional Districts.

The Board shall establish ten regional districts, each of which shall comprise the territory of one or

more states. The Board shall fix the territory and boundaries of each district, and may change the same from time to time as it deems to the best interests of The Institute, but no portion of the territory of any state shall be included in more than one regional district. One regional district shall comprise the territory of the state of New York.

Article 2. Organization of Regional Districts.

Section 1. Regional Associations or Councils.

(a) *Organization of Regional Councils.* Within each regional district of The Institute, a Regional Council may be organized to embrace the entire district, and shall be organized whenever The Board or the regional director of the district or a majority of the chapters in the district or a majority of the state association members in the district shall deem such action advisable, except where a regional district is co-terminus with the territory of a state.

(b) *Composition of Regional Councils.* The membership of each such regional council shall comprise representatives of the chapters and the state association members within the district, each of which shall elect its representatives in such manner as it shall determine. The chapters of the district, in the aggregate, and the state association members of the district, in the aggregate, shall be equally represented on the regional council.

(c) *Names and By-laws of Regional Councils.* Each regional council shall be an unincorporated, non-profit membership association under the direction of the regional director of the district, and with a name and by-laws approved by The Board of The Institute.

(d) *Expenses of Regional Councils.* The expenses of each regional council shall be met by its constituent chapters and state association members and The Institute as they shall agree, and there shall be no admission fee or annual dues payable to the regional council.

(e) *Meetings of Regional Councils.* Each regional council shall hold at least one meeting each year, and shall meet at other times at the call of the regional director of the district.

The regional director shall be the chairman of the council and the regional coordinator, if there be such, shall be the vice-chairman.

Chapter I
Article 1
Section 3Chapter II
Article 1Chapter VII
Article 4
Section 3
(a-4)Chapter VII
Article 1

(f) *Duties of Regional Councils.* The duties of each regional council shall be to consider matters relating to the profession within its district, particularly to allocate the work pertaining to the various chapters and the state association members within the district; provided, that no act of any regional council shall directly or indirectly nullify or contravene any act or policy of The Institute.

Section 2. Regional Coordinators.

(a) *Regional Coordinators for State Association Members.* The state association members within each regional district of The Institute may elect a Regional Coordinator, whose duties shall be to coordinate and direct the work of the state association members in the district, keep records of the state association members he represents and their membership rolls, and promote the organization of state association members in every state within the district where such a membership does not exist.

(b) *Qualifications and Terms of Office of Regional Coordinators.* The regional coordinators shall be under the direction of the state association director and report directly to him. Each regional coordinator shall be a voting member in good standing of a state association member of the district, and his term of office shall be for one year from the date of the meeting at which he is elected but he shall hold office until his successor qualifies.

(c) *Annual District Conferences of Regional Coordinators.* Subsequent to the annual meetings of the state association members at which they elect their state delegates to The Institute convention and prior to the national conference of state association members, each regional coordinator may hold a district conference with the newly elected state delegates of his district, to discuss the affairs of the state association members of the district. The regional coordinator shall call the district conference and shall preside thereat, and shall present his annual report in writing to the conference before presenting it to the state association director and the national conference.

(d) *Annual National Conferences of Regional Coordinators.* Immediately prior to the national conference of the state association members, or immediately prior to the annual convention of The Institute if the national conference is not held, the

regional coordinators may meet at the same place with the state association director. The state association director shall call and preside at the conference, and each regional coordinator shall present his report in writing to the conference and the director.

Section 3. Regional Conferences of State Association Members.

(a) The state association members in each regional district of The Institute may hold an annual Regional Conference at which each such state association member shall be represented by delegates elected by it at its annual meeting. This regional conference shall be called by the regional coordinator as soon as practicable, but in any case not more than two weeks after the close of the annual convention of The Institute, and the regional conference shall be held as soon thereafter as possible.

(b) The regional coordinator shall preside at the regional conference, and his successor for the following year shall be elected thereat.

Section 4. National Conference of State Association Members.

(a) The state association director of The Institute shall call an annual conference of the state association members immediately prior to any annual convention of The Institute, at the place of the convention and at the time fixed by The Board of The Institute. The Secretary of The Institute shall give notice of the conference in his official notice of the convention.

(b) The state association members shall be represented at the national conference by their state delegates to The Institute convention, and the state association director shall preside at the conference.

(c) A nominee for the state association directorship when that office is or is about to become vacant, shall be selected at the national conference if such conference is held, and the nominee so selected shall be nominated from the floor of The Institute convention by a qualified state delegate, for election by the convention.

(c-1) If such national conference is not held, then the nominee for the state association directorship shall be selected by agreement among the state association members.

CHAPTER V

CHAPTERS

Article. 1. Organization and Names of Chapters.

Section 1. Organization of Chapters.

(a) *Objects and Domains of Chapters.* The Institute shall function in local areas through organizations known as chapters, which shall be non-profit membership associations, the objects and purposes of which shall be identical with those of The Institute and the jurisdiction of each of which shall be confined to the territory assigned to it by The Board.

(b) *Authority and Duties of Chapters.* Within the territory assigned to it, each chapter shall represent and act for The Institute under a charter issued to it by The Board, and no act of a chapter shall directly or indirectly nullify or contravene any act or policy of The Institute.

Every chapter within the territory of a state association member shall cooperate with that member to forward the interests of The Institute, and the chapter, by agreement with the state association member, may represent and act for it within the domain of the chapter.

Each chapter may levy and collect annual dues from its members, associates and junior associates, and may levy and collect admission fees for admission to associateship and junior associateship.

(c) *Withdrawal of Chapter Charters.* The Board may withdraw any charter it has issued to a chapter, whereupon it shall cease to be a chapter of The Institute, but such withdrawal shall not be made until and unless The Board has offered the chapter an opportunity to be heard in the matter at a duly called meeting of The Board.

(d) *Number of Chapters.* The Board shall determine the number of chapters within each state and shall establish the territory of each so that the interests and objects of The Institute will best be served and the influence of the profession in the local areas of the state will be most effective.

(e) *Branch Chapters.* Any chapter, with the approval of The Board, may organize one or more branch chapters within its territory, if the interests of The Institute will be better served thereby.

Section 2. Names of Chapters.

Each chapter shall adopt a name which, unless The Board shall otherwise permit, shall begin with the name of the territory within which the chapter has jurisdiction, and be immediately followed by and closed with the phrase *Chapter, The American Institute of Architects.*

Article 2. Memberships of Chapters.

The chapters shall be composed of individuals only, and its members shall be the corporate members of The Institute who have been assigned to it by The Board and the corporate members who have been admitted to membership in the chapter in accordance with the provisions of *chapter II, article 1, section 8* of these by-laws; provided, that those persons who, as members of certain membership classes in the chapters which were discontinued in 1916, acquired certain rights in the chapters may retain such rights and their present status, subject to the provisions of these by-laws.

Article 3. Property Interests of Chapters.

A 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, and The Institute shall not have any title to or interest in the property of any chapter unless The Board and the chapter agree otherwise in writing, and The Institute shall not be liable for any debt or other pecuniary obligation of any chapter. The Institute and a chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided, that The Board and the chapter duly execute a written agreement to that effect.

Article 4. By-laws of Chapters.

Section 1. Chapter By-laws Required.

Every chapter shall adopt by-laws that shall be consistent with these by-laws and of their general form and order, and every such by-law and every amendment thereto must be submitted to The Board and be approved by it before the by-law or

amendment becomes effective. Every chapter shall amend its by-laws to conform to the by-laws of The Institute as soon as it can properly do so after these by-laws or any amendment thereto becomes effective.

Section 2. Obligatory Provisions of Chapter By-laws.

In addition to containing all relevant matter set forth in this *chapter V* and matters prescribed by The Board, the by-laws of every chapter shall prescribe:

(a) that the chapter shall hold an annual meeting whereat the members of the governing board shall be elected;

(b) the manner of nominating and electing delegates to represent the corporate members of the chapter at meetings of The Institute;

(c) that the affairs of the chapter shall be managed by a governing board called the *Executive Committee*, which shall hold regular meetings and the members of which shall be and act as the directors of the chapter;

(d) that the chapter shall make an annual report in writing to The Board;

(e) that the secretary may post on a bulletin board in the headquarters of the chapter a list of members, associates, and junior associates who are in default to the chapter; provided, that in no case shall the amount of any individual default be posted.

Section 3. Optional Provisions of Chapter By-laws.

(a) *Associateships*. Each chapter may establish Associateships, and shall do so if The Board so directs, under the conditions set out in the sub-paragraphs of this *paragraph (a)*, which conditions must be set out in the by-laws of the chapter if associateships are established by it.

(a-1) *Qualifications for Associateship*. Any architect having his legal residence or principal place of business within the territory of the chapter who is not a corporate member of The Institute, but who, in the opinion of the executive committee of the chapter, is qualified for such corporate membership may be admitted by it to associateship as an *Associate* of the chapter.

(a-2) *Status of Existing Associates of Chapters*. Every associate of a chapter admitted prior to

May 9, 1936 who has the qualifications prescribed in *sub-paragraph (a-1) of this section* shall be enrolled by the chapter without further examination as an associate under these by-laws. If he does not have such qualifications, then he may become either a junior associate without examination, if such class is established by the chapter, or may continue his associateship status under the by-laws of The Institute in effect prior to the said date under the conditions and for the period of time prescribed in such prior by-laws and under the provisions prescribed in *sub-paragraphs (a-3) to (a-6) inclusive of this section 3*.

(a-3) *Privileges of Associates*. Every associate in good standing in a chapter shall have and may exercise all the rights and privileges in the chapter that are conferred on him by these by-laws and by the by-laws of the chapter or by its executive committee, and he may speak at any meeting of the chapter, make motions and vote on any question or division thereat that does not affect the affairs or business of The Institute; and serve, except as chairman, on any committee of the chapter that does not perform any duty of its governing board or that is not concerned with disciplinary matters or Institute affairs. He shall not hold office or vote to nominate or elect any member delegate or any officer of the chapter.

The decision of the presiding officer at a meeting of the chapter shall determine what constitutes Institute affairs or business, but this decision may be overruled by a two-thirds vote of the corporate members of The Institute present and qualified to vote.

(a-4) *Use of Title Denoting Associateship*. An associate in good standing in a chapter shall be privileged to print and otherwise use in connection with his practice and work the title *Associate of (insert name of chapter)* which title he shall not change by abbreviation, amplification, or otherwise, nor shall he print the word *Associate* in smaller sized type than the remainder of the title. Failure of an associate to comply fully with the provisions of this *paragraph (a-4)* shall be deemed to be *prima facie* evidence of unprofessional conduct on his part, for which the executive committee shall suspend or terminate his associateship, without recourse, as it deems proper.

CHAPTERS

19

(a-5) *Standards of Practice for Associates.* Every chapter shall adopt and establish Standards of Practice for the guidance of the associates of the chapter. Such standards in all essential principles shall be like the Standards of Practice of The Institute, and every associate of the chapter must agree to uphold and abide by them in his practice and works.

(a-6) *Penalties for Unprofessional Conduct of Associates.* The executive committee of the chapter may terminate any associateship of the chapter and may censure or suspend any of its associates, without recourse, for deviation from the standards of practice of the chapter or for conduct not to the best interest of the profession and the chapter; provided, that the associate is first given an opportunity to be heard in the matter. The penalty imposed shall be in proportion to the seriousness of the offense.

(b) *Junior Associateships and Junior Associates.* Each chapter may establish Junior Associateships, and shall do so if The Board so directs, under the conditions set out in the sub-paragraphs of this paragraph (b), which conditions shall be set out in the by-laws of the chapter if Junior Associateships are established by it.

(b-1) *Qualifications for Junior Associateship.* Any architectural draftsman of good character and reputation living or employed in the territory of the chapter who is able to undertake the pecuniary obligations of a junior associateship and neither is engaged in the practice of architecture as a principal nor is legally licensed or registered so to do, may be admitted by the executive committee of the chapter to junior associateship as a *Junior Associate*. An undergraduate or post-graduate student in a school of architecture recognized by The Institute located within the territory of the chapter may be admitted by the said committee to junior associateship as a *Student Associate*.

(b-2) *Status and Privileges of Junior Associates and of Student Associates.* The rights, privileges, interests and status of a junior associate and of a student associate in the chapter shall be prescribed in the chapter by-laws, but neither thereof shall serve on any committee unless it concerns his associateship or activities, or hold any office in the chapter, or vote on any question or division at a chapter meeting.

(b-3) *Title Denoting Junior Associateship.* A junior associate but not a student associate, in good standing in a chapter, may be privileged to use personally the title *Junior Associate of* (insert name of chapter), which title he shall not change by abbreviation, amplification, or otherwise, nor print or permit to be printed. If a junior or a student associate fails to comply fully with the provisions of this paragraph (b-3), the executive committee shall suspend or terminate his junior associateship, depending on the seriousness of the offense; provided, that he has first been given an opportunity to be heard in the matter.

(b-4) *Advancing Junior Associates and Student Associates.* Whenever a junior associate becomes eligible and qualified for an associateship, he shall be transferred to that class by the executive committee of the chapter and thereupon his junior associateship and his status, rights, and interests as a junior associate shall terminate and cease. Whenever a student associate becomes eligible and qualified to be a junior associate he shall be so enrolled by the executive committee, and his status as a student associate shall thereupon cease.

(b-5) *Rules of Conduct for Junior Associates.* Each chapter shall establish Rules of Conduct which, after the approval thereof by The Board, shall govern the conduct of the junior associate and the student associate in his relation to the profession and the chapter, and the executive committee of the chapter may terminate any junior associateship and may censure or suspend any of its junior or student associates, without recourse, for deviation from the said Rules of Conduct, the penalty imposed to be in proportion to the seriousness of the offense; provided, that he has first been given an opportunity to be heard in the matter.

(b-6) *Transfers of Junior Associateships.* A chapter shall transfer a junior associate to another chapter, which shall formally receive him into junior associateship, upon the written request of the junior associate so to do; provided, that he is in good standing in the chapter from which he desires to be transferred and that his residence or place of employment is changed to the territory of the chapter to which he is requesting to be transferred.

(b-7) *Transfer of Juniors of The Institute to Chapters.* After May 9, 1936 no further admis-

sion of juniors to The Institute shall be made, and each junior of The Institute shall be assigned by The Secretary to the chapter within the territory of which he resides or is employed, as a *Junior Associate* of the chapter, just as soon as the said chapter has set up its junior associateships. Upon such assignment all his rights and privileges as a junior of The Institute shall cease and terminate and he shall become subject to all provisions of the by-laws, rules, and regulations of the chapter applicable to him as a junior associate. When the last junior has been so assigned or he has become an Institute member as required of him, the existing class of *Juniors* affiliated with The Institute shall be discontinued, and The Secretary shall thereupon delete this *sub-paragraph (b-7)* from the by-laws.

(c) *Organizing Junior Societies.* A chapter, with the approval of The Board and under its direction and in full collaboration with the state association member, if there be such in the state in which the chapter is located, may organize junior societies within its territory, to which shall be eligible for membership every architectural draftsman in the territory of the chapter and every student in architectural schools recognized by The Institute in the territory of the chapter.

(d) *Honorary Associateships.* A chapter may establish Honorary Associateships. Any person who is not eligible for membership or associateship in the chapter but has rendered the profession signal and valuable service within the chapter territory and has conspicuously upheld its aims may, at any regular meeting of the chapter, be elected and admitted to honorary associateship as an *Honorary Associate* of the chapter. Honorary associates shall be exempt from all dues and admission fees, may use the title *Honorary Associate of (insert name of chapter)*, may attend chapter meetings and speak but not vote thereat, and shall not hold office.

Honorary associates or honorary members of a chapter elected prior to May 9, 1936 may retain their existing status and title in the chapter.

(e) *Affiliations with Organizations.* A chapter shall not form an affiliation with any individual; but, by incorporating in its by-laws the proper provisions, may affiliate with local professional and civic organizations and with local organizations of the

construction industry; provided, that such organizations are not used or maintained for financial gain, price-fixing, or political purposes; that such affiliation is for a limited period and will promote the objects and purposes of the chapter; that a written agreement setting forth the conditions of affiliation is executed by the chapter and the affiliate; that the affiliated organizations, but never the individual members thereof, may use and print the phrase *Affiliated with (insert name of chapter)*, as a suffix to the name of the organization and any abbreviation of such phrase or other use or printing thereof for any purpose by such affiliate or by any member of the affiliate or by any person, firm, association, or corporation connected therewith shall make the contract of affiliation cancellable forthwith; that an affiliate shall not have any voice in the affairs of the chapter, and that it cannot bind or obligate the chapter to any policy or in any matter, by pronouncement or otherwise, unless the executive committee of the chapter has duly agreed to be so bound or obligated.

CHAPTER VI MEETINGS

Article 1. Corporate Meetings.

Section 1. Annual Meetings.

(a) *Time and Place of Annual Meeting.* The Institute shall hold an annual meeting, called the annual convention, at the time and place determined by The Board if such shall not have been fixed by the preceding convention.

(b) *Notice of Annual Convention.* A notice of the annual convention shall be sent by The Secretary to every member of The Institute and to every chapter not less than thirty days before the opening day of the convention, stating the time and place at which it will be held and its purpose.

No failure in or irregularity of notice of an annual convention shall invalidate the convention or any action thereat or thereof.

(c) *Business at Annual Conventions.* A trustee to fill each office of trustee about to become vacant and officers to succeed those whose terms

MEETINGS

21

of office are about to expire shall be elected at the annual convention, and The President, The Board, and The Treasurer shall each make an annual report in writing thereat.

Section 2. Special Meetings.

(a) *Power to Call Special Meetings.* A special meeting of The Institute shall be held if a call for such meeting, stating its purpose, has been voted at a meeting of The Institute or by the concurring vote of ten or more members of The Board, or by resolution duly adopted by not less than twenty-five per cent of the corporate members in each of six chapters, each of which shall be in a different regional district.

(b) *Call and Notice of Special Meetings.* If and when The Secretary finds that the call for a special meeting has been duly made, he shall send the call and a notice thereof to every member and to every chapter not less than thirty calendar days before the day fixed for the said meeting. The call and notice shall state the time, place, and purpose of the special meeting and the business to be transacted thereat.

(c) *Business at Special Meetings.* No business other than that specified in the call shall be transacted at said meeting.

(d) *Procedure at Special Meetings.* The delegates to a special meeting must present their credentials and be accredited to the meeting in the manner prescribed therefor for an annual convention, and all rules, procedure, and voting at a special meeting shall be similar to that prescribed for an annual convention.

Section 3. Sending Notices of Meetings.

A notice of an annual convention and a call and notice of a special meeting shall be deemed to have been sent and served on each member and each chapter, if such notice or such call and notice, as the case may be, has been mailed to each thereof or has been published in The Bulletin issued in accordance with the provisions of these by-laws. The time of sending such notice or such call and notice shall be deemed to be the date on which it or The Bulletin containing it was mailed prior to the meeting.

Article 2. Delegates of Meetings.

Section 1. Authority and Powers of Delegates.

(a) *Delegates Represent Members.* All rights, powers, and privileges of an annual convention and of a special meeting granted under the laws of the state of New York shall be vested in, and may be exercised by duly accredited representatives of the members of The Institute elected by them. Each such representative shall be known as a *Delegate*.

(b) *Termination of Delegate's Authority.* All authority, rights, powers, and privileges of a delegate shall terminate and be cancelled when the meeting to which he was elected adjourns *sine-die*.

(c) *Classification of Delegates.* Delegates shall be classified as *Member Delegates*, representing the corporate members; *State Delegates*, representing the state association members, and *Delegates-at-Large*, representing the entire Institute membership.

(d) *Delegates-at-large.* The delegates-at-large at a meeting of The Institute shall be the members of The Board and the past presidents of The Institute present thereat. A delegate-at-large may also be a member delegate or a state delegate, or both.

Section 2. Member Delegates.

(a) *Election of Member Delegates.* The corporate members of The Institute in each chapter shall elect the total number of member delegates they are entitled to have represent them at a meeting of The Institute, in the manner prescribed in the by-laws of the chapter.

(a-1) If all of the member delegates elected by the members of a chapter are not accredited to the meeting of The Institute, then such thereof who are accredited shall be entitled to cast thereat the total number of votes which the said members are entitled to have cast for them, and each shall be accredited to cast an equal and proportionate number of said total number of votes.

(a-2) If none of the member delegates elected by the members of a chapter can be present at the said meeting, then the said members may elect any other delegate who is qualified to vote at such meeting to represent them as their member delegate and to cast the total number of votes that they are entitled to cast at the meeting.

(b) *Number of Member Delegates.* The number of member delegates from each chapter that may be accredited to a meeting of The Institute shall be proportionate to the number of corporate members of The Institute in the chapter who are not under suspension nor in default to The Institute thirty days prior to the date fixed for the meeting, and shall be determined by The Secretary from his records, in accordance with the provisions of the table in paragraph (b-1) of this section 2; provided, that said number of corporate members in a chapter shall not include those admitted to the chapter under the provisions of chapter II, article 1, section 8 of these by-laws.

(b-1) *Determining Number of Member Delegates.* The Secretary shall determine the number of member delegates as follows:

If the number of corporate members in the chapter who are not under suspension nor in default to The Institute is		Then the number of member delegates entitled to be accredited to represent them shall be
More than	and not more than	
1	10	1
10	20	2
20	30	3
30	40	4
40	50	5
50	70	6
70	90	7
90	110	8
110	135	9
135	160	10
160	185	11
185	210	12
210	235	13
235	260	14
260	285	15
285	310	16
310	335	17
335	360	18
360	385	19
385	410	20
410	435	21
435	460	22
460	485	23
485	510	24

(c) *Number of Member Delegates and Their Votes fixed by The Secretary.* The number of member delegates and the number of state delegates and the number of votes that may be cast shown in the notice of The Secretary prescribed in section 4 of

this article shall be the number of delegates that may be elected and the number of votes that may be accredited from each chapter and from each state association member.

(d) *Credentials of Member Delegates.* The election of member delegates from each chapter and such other matter appertaining thereto as The Board requires shall be duly certified to by the president or the secretary of the chapter, and he shall present each duly elected member delegate with a credential card furnished by The Secretary.

Section 3. State Delegates.

(a) *Determining Number of State Delegates.* Every state association member in good standing shall be entitled to elect and be represented at any meeting of The Institute during the then calendar year by one state delegate, plus one state delegate for every seventy voting members of the association member in excess of twenty-five.

(a-1) For the purposes of determining the number of state delegates, a voting member shall be deemed to be a dues-paying member of a state association member who is in good standing in the state association member on January 1 of such year.

(a-2) At least one delegate elected by each state association member shall be a corporate member of The Institute.

(b) *Number of State Delegates and Their Votes Fixed by The Secretary.* The number of state delegates that each state association member is entitled to elect and have represent it at meetings of The Institute during the year and the number of votes each state association member shall during said year be entitled to cast at any meeting of The Institute shall be equal to the number of delegates fixed in the notice of The Secretary prescribed in section 4 of this article.

(c) *Casting Votes of State Association Members.* The vote or votes of a state association member at a meeting of The Institute must be cast as a unit and not otherwise. Such vote must be cast by a delegate of the state association member who is a corporate member of The Institute in good standing and has been duly authorized by the state association member to cast the vote.

The procedure of determining whether the said

Chapter V
Article 4
Section 1 (

Chapter VII
Article 1
Section 2 (d)

Chapter VII
Article 1
Section 2 (d)

MEETINGS

23

unit vote shall be cast in the affirmative or the negative shall rest with the state association member.

(d) *Privileges of Non-Voting State Delegates.* The accredited delegates of a state association member to a meeting of The Institute who do not cast its vote or votes need not be corporate members of The Institute and may exercise every privilege of a delegate thereat, except that of voting.

Section 4. Secretary's Notice of Delegates and Votes.

(a) *Preliminary Notice.* As soon as possible after January 1 of each year, The Secretary, from the records in his office of the prior year, shall publish

(a-1) a list of the chapters, by states, showing the number of member delegates that may be elected by the corporate members in each chapter and the aggregate number of votes that the member delegates from each chapter may cast.

(a-2) a list of the state association members, showing the number of state delegates that may be elected by each state association member and the number of votes that may be cast by each state association member. If any state association member has failed to file its required list of members, it shall be noted in the list.

(b) *Final Notice.* Thirty days prior to the date fixed for the meeting of The Institute, The Secretary shall send to each chapter and to each state association member a final notice showing

(b-1) the number of member delegates that may be elected by the corporate members in each chapter and the aggregate number of votes that the member delegates from each chapter may cast.

(b-2) the number of state delegates that may be elected by each state association member and the number of votes that may be cast by each state association member.

Said final notice shall be based on the records in The Secretary's office of the corporate members and of the state association members in good standing on the day of the notice.

Article 3. Accrediting and Registering Delegates.

Section 1. Credentials Committee.

The Board, at a meeting held prior to the meeting of The Institute, shall elect three corporate members

having the qualifications of delegates to act as the Credentials Committee of the meeting. The Secretary, *ex-officio*, shall act as secretary of the credentials committee, and the committee shall elect one of its members as its chairman. The term of office of every member of the credentials committee shall expire when the report of the committee has been accepted by the meeting.

Section 2. Accrediting and Registering Delegates.

(a) *Presentation of Credentials.* Member delegates and state delegates to a meeting of The Institute must present in person their credential cards to the credentials committee of the meeting as a prerequisite to their being accredited thereto or registered, as the case may be, and the credentials committee shall examine and pass upon all credentials so presented to it.

(b) *Accrediting Member Delegates.* When the credentials committee finds that the credentials presented by a member delegate are in due order, that his election is duly certified to, and that he is duly qualified to serve as a delegate, the committee shall endorse his credentials and accredit him to the meeting as a member delegate to represent thereat the corporate members who elected him, and entitled to sit in the meeting, cast the number of votes he has been accredited to cast on any question or division thereat, and exercise therein all the rights, powers and privileges of a delegate.

(c) *Accrediting State Delegates.* When the credentials committee finds that the credentials presented by a state delegate are in due order, that his election and his authority to cast the vote of the state association member in the meeting are duly certified to, and that he is duly qualified to serve as a delegate, the committee shall endorse his credentials to that effect and accredit him to the meeting as a state delegate to represent thereat the state association member that elected him and entitled to sit in the meeting and cast the unit vote of the state association member on any question or division except on those prescribed in *chapter II, article 2, section 5(a)* of these by-laws, and otherwise exercise therein all the rights, powers, and privileges of a delegate.

(c-1) If the credentials committee finds that a state delegate is duly qualified to serve as a dele-

gate but that he is not authorized to cast the vote of the state association member, then the committee shall endorse the credentials of such delegate to that effect and register him as a non-voting state delegate at the meeting to represent thereat the state association member that elected him and entitled to sit in said meeting and exercise therein all the rights, powers, and privileges of a delegate, except that he may not vote as a state delegate on any question or division thereat.

(d) *Accrediting Delegates-at-Large.* The credentials committee shall accredit each delegate-at-large present at a meeting of The Institute to the meeting as a delegate entitled to represent thereat The Institute membership and to exercise for it and in its behalf all the rights, powers and privileges of a delegate, and to cast not more than one vote as delegate-at-large on any question or division thereat.

(e) *Report of Credentials Committee.* The credentials committee shall report in writing to the meeting, setting forth in its report, over the signature of all members of the committee, as follows:

(e-1) total number of chapters and the name of each, by regional districts;

(e-2) number of member delegates entitled to be accredited from each chapter and the total number of votes entitled to be cast by the member delegates from each chapter as fixed in the notice of The Secretary prescribed in *section 4 of article 2 of this chapter*;

(e-3) number of member delegates accredited from each chapter, the name of each such delegate, the number of votes each thereof may cast, and the total number of votes that may be cast by the accredited member delegates from each chapter;

(e-4) total number of member delegates accredited and the total number of member delegate votes that may be cast;

(e-5) total number of state association members and the name of each, by regional districts;

(e-6) total number of state delegates entitled to be accredited and registered, the number thereof entitled to be accredited and registered from each state association member, and the total number of votes entitled to be cast by each state association member, as fixed in the notice of The Secretary prescribed in *section 4 of article 2 of this chapter*;

(e-7) number of state delegates from each state association member, the name of the state delegate accredited to cast the vote of each such member and the number of votes he may cast, and the name of each non-voting state delegate registered from each such member;

(e-8) total number of state delegates accredited and the total number of state delegate votes that may be cast;

(e-9) total number of non-voting state delegates registered;

(e-10) number of delegates-at-large accredited, the name of each, the total number of votes each may cast as delegate-at-large, as member delegate, and as state delegate, and the aggregate number of votes that may be cast by all delegates-at-large;

(e-11) total number of delegates accredited and the total number accredited and registered;

(e-12) total number of votes accredited to be cast on any question or division *not* relating to the property of The Institute or its chapters;

(e-13) total number of votes accredited to be cast on any question or division relating to the property of The Institute or its chapters;

(e-14) number of votes necessary to decide any question or division not requiring a two-thirds affirmative vote in the case of (e-12) and in the case of (e-13), respectively;

(e-15) number of votes necessary to decide any question or division requiring a two-thirds affirmative vote in the case of (e-12) and in the case of (e-13), respectively;

(e-16) such other matters as the committee deems essential.

(f) *Final Judge of Delegates.* If the credentials committee does not agree unanimously to accrediting any delegate it shall so report to the meeting. If a delegate is not accredited to the meeting by the credentials committee or if an accredited delegate is not accredited to cast thereat the number of votes that he thinks he is entitled to cast, then such delegate may appeal to the meeting; providing, that such appeal is made prior to the acceptance of the report of the credentials committee. In each of these events the meeting shall decide thereon.

(f-1) Within the limits imposed by law by the provisions of above *paragraph (f)* and of *sections*

2 and 3 of article 2 of this chapter, and otherwise by these by-laws, the meeting shall be the final judge of the qualifications and credentials of a delegate to the meeting, and may admit the delegate to sit therein as an accredited delegate and permit him to cast his vote or votes thereat or it may refuse to admit him as a delegate and refuse to permit him to cast such vote or votes.

(g) *Records of the Credentials Committee.* The credentials committee shall retain each credential presented to it and, after endorsing its finding thereon, shall deliver it, with the original copy of its report signed by all members of the committee, under seal to The Secretary.

(h) *Records Available to Credentials Committee.* The records of The Secretary and The Treasurer shall be available to the credentials committee.

Article 4. Nominations and Elections of Officers and Directors.

Section 1. Nominations of Officers and Directors.

(a) *Nominations of Officers.* Nominations of officers may be made by petition of corporate members, or by member delegates or qualified state delegates from the floor of the convention or meeting, or by a nominating committee under the circumstances prescribed in *paragraph (e) of this section.*

(a-1) *Nominating Petitions for Officers.* Nominating petitions for officers must be in writing and be filed with The Secretary on or before forty days prior to the opening day of the convention or meeting whereat the elections are to take place. Not more than one corporate member shall be nominated in any petition, and the petition shall contain only his name, the office to which he is nominated, the signatures of the nominators, and the name of the chapter to which each is assigned.

Each such petition must contain the signatures of five or more corporate members, and a petition or petitions containing the signatures of not less than fifteen corporate members, comprising not less than five corporate members of one chapter, not less than five corporate members of a second chapter, and not less than five corporate members of a third chapter must be filed with The Secretary before the candidate named by the said corporate members is nominated.

The Secretary shall verify every petition and when he is satisfied that the signatories are qualified to sign and that all relevant provisions of *paragraph (a-1) of this section* have been complied with, he shall give notice of all nominations to the membership and present the nominations to the convention or meeting whereat they are to be voted on. The said notice shall state the name of each nominee, the office for which he has been nominated and the chapters whose corporate members nominated him, and such notice shall be a part of The Secretary's notice of the convention or meeting whereat the election is to take place.

(b) *Nominations of Regional Directors.* Whenever the office of a regional director is about to become vacant because of the end of his term of office, The Secretary shall notify the chapters within the district to that effect and request them to send him the names of their nominees for the office, within the period of time which he shall fix in said notice.

Such notification to the chapters shall be made in the notice of The Secretary sent in accordance with the provisions of *section 4 of article 2 of this chapter*; but in any event not less than sixty days prior to the opening day of the convention at which said terms of office become vacant.

(b-1) *Nominees of Chapters.* The chapters within a district may jointly agree on a nominee, through their representatives meeting at a regional council if there is a council established in the district, or otherwise, or they may separately select one or more nominees. In any of these events, the name of each nominee shall be sent to The Secretary within the time specified in his notice, prescribed in *paragraph (b) above.*

As soon as the time specified in his said notice has elapsed, The Secretary shall submit each name so given him from a district to the corporate members of the district who are in good standing, on a letter ballot, which the corporate member who wishes to vote must return to The Secretary within the time stated on the ballot.

The voter also may write in on the ballot and vote for the name of any corporate member in good standing whose name does not appear on the ballot and who is an assigned member of a chapter within the district.

Chapter VII
Article 1
Section 2

Chapter IV
Article 2
Section 1

The corporate member receiving the greatest number of votes, as determined by The Secretary from said letter ballots, shall be a nominee for regional director of the district, and he shall be nominated for such directorship on the floor of the convention by The Secretary, for voting by the convention.

(b-2) *Nominations at Conventions.* Nominations for a regional directorship which is about to become vacant shall be made to an annual convention or other meeting of The Institute from the floor of the convention or meeting. If the nomination is not made by The Secretary as a result of a letter ballot provided for in *paragraph (b-1) of this section*, and if one or more nominations for the directorship are not made from the floor of the convention or meeting by member delegates from the district as prescribed in *paragraph (d-1) of this section*, then one shall be made by the nominating committee, as prescribed in *paragraph (e) of this section*.

(c) *Nominations of State Association Director.* The nomination of a state association director shall be made by a state delegate from the floor of the convention.

(d) *Nominations from the Floor.* Nominations for any office that is about to become vacant may be made from the floor of the convention or other meeting whereat officers or directors are to be elected. The time for making nominations shall be announced by The President on the opening day of the convention or meeting, and shall be not later than the second day of the convention or meeting.

(d-1) If a regional director is to be nominated from the floor, then any accredited member delegate from the regional district which the nominee will represent if elected may propose the name of a corporate member for the directorship, and if the said member is eligible to hold the office and his nomination is seconded by two or more accredited member delegates from the said regional district, then he is nominated for regional director for that district.

(d-2) If an officer is to be nominated from the floor, then any accredited member delegate may propose the name of any corporate member for the office, and if said member is eligible to hold the office and his nomination is seconded by accredited member delegates from three different states, then he is nominated for the office.

(e) *Nominations by Nominating Committee.* In the event a nomination for any regional directorship or office that is about to become vacant is not made from the floor, then a nomination therefor shall be made by a nominating committee from the floor of the convention or meeting at the time set for making such nominations. The nominating committee shall be appointed by The President and shall consist of five accredited member delegates.

Section 2. Election of Officers and Directors.

(a) *Electing Officers and Directors.* All officers and all directors of The Institute shall be elected by ballot at an annual convention of The Institute, unless a special meeting is called for that purpose.

(b) *Election by Acclamation.* If there is only one nominee for an office or only one nominee for the regional directorship of a district, or only one nominee for a state association directorship, then The Secretary shall be directed by the delegates to cast a ballot for the said nominee for said office or directorship, whereupon The President shall declare him elected by acclamation to said office or directorship, as the case may be.

(c) *Election by Balloting.* If there is more than one nominee for an office or for the regional directorship of a district, or for the state association directorship, then the name of every nominee for each such office and for each such directorship shall be placed by The Secretary on printed ballots for voting. Such voting shall be by secret ballot in accordance with the balloting procedure prescribed in these by-laws and the balloting rules adopted by the convention or meeting. A nominee who receives a plurality of the ballots cast for an office or a directorship shall be elected to said office or directorship, as the case may be.

(d) *Balloting Procedure.*

Polls. The polls shall be opened on the day immediately following the day fixed for making nominations, and shall remain open not less than six hours. The time of opening and of closing the polls shall be announced by The President on the opening day of the convention or meeting.

Tellers. The balloting shall be in charge of three tellers, who shall be sworn to the due performance of their duties. These tellers shall be ac-

Chapter IV
Article 2
Section 4 (c)
and (c-1)

MEETINGS

27

credited member delegates, appointed by The President on the opening day of the convention or meeting.

Tallies. At the close of the polls, the tellers shall open the ballot boxes, inspect and count the ballots, tally the votes for each nominee, tabulate the results in duplicate, sign the tally sheets and tabulations, seal the ballots and the original tally sheets and tabulations, and give all thereof to The Secretary and the duplicate tabulation to The President.

Defective Ballots. Every ballot that is not marked in accordance with the rules governing the marking of ballots adopted by the convention or meeting and printed on the ballot, shall not be tallied by the tellers, but shall be marked by them "not tallied."

Recount of Tie Voting. A recount of the votes cast shall be made by three accredited member delegates, if there is a tie vote for the nominees of an office or directorship or if the delegates by roll-call vote shall so request. These three delegates, sworn to perform the duties of inspectors of elections, shall be other than the tellers, and shall be appointed by The President. The recount by such three delegates shall be final and conclusive.

If, after such recount has been made, a tie vote exists, then the accredited delegates shall re-ballot for the nominees for whom the tie vote was cast, in the same manner as before.

(c) Declaration of Election. The President shall announce the results of all balloting to the convention or meeting and declare all elections.

Article 5. Quorums and Decisions of Meetings.

Section 1. Quorum.

A quorum for an annual convention or other meeting of The Institute shall consist of not less than nine member delegates.

Section 2. Actions and Decisions.

(a) Minimum Number of Votes Required for Action. Unless these by-laws otherwise require a greater number, not less than one-third of all votes accredited to be cast at an annual convention or other meeting as fixed in the notice of The Secretary published in accordance with the provisions of

section 4, article 2 of this chapter must be cast in order to act on any question or division thereat.

(b) Number of Votes Required for Decisions. Every decision of an annual convention or other meeting of The Institute shall be by the concurring vote of a majority of the minimum number of votes required for action, unless otherwise required by these by-laws. A roll-call vote shall be taken whenever the said majority shall so request and whenever the provisions of these by-laws so require, and a secret ballot shall be had whenever the provisions of these by-laws so require.

(b-1) In all places where action concerning any question before a convention is required to be taken by a specific number or percentage of delegates or of votes permissible to be cast, it shall be understood that the number of delegates intended, whether as a whole or a percentage thereof, as a test for any such considerations or vote shall be the total of those accepted by the credentials committee of the convention as accredited votes that may be cast at the meeting on any question or division relating to the property of The Institute or its chapters or not relating thereto, as the case may be.

Article 6. Non-Delegates at Meetings.

Corporate members who are not delegates, non-Institute members of state association members, associates and junior associates of chapters, honorary members and honorary corresponding members may attend any meeting of The Institute, and may speak thereat on invitation of the presiding officer.

Article 7. Minutes of Meetings.

Section 1. Minutes and Proceedings.

(a) Minutes. The Secretary shall cause verbatim minutes of every annual convention and other meeting of The Institute to be kept, and as a part thereof shall file all reports and other matters presented to the said convention or meeting.

(b) Proceedings. Unless the finances of The Institute do not permit, The Secretary shall edit and print each of said minutes which then shall be known as *The Proceedings* of the convention or meeting. A copy thereof shall be filed as a part of the minutes and a copy shall be sent to every

member of The Institute who is entitled to receive the same and to such other persons or organizations as The Board directs or The Secretary elects.

Any member who was present as an accredited delegate at a convention or meeting of The Institute may propose a correction of The Proceedings of that convention or meeting as issued by The Secretary, by stating his correction in writing over his signature and sending it to The Secretary.

(c) *Approval of Minutes.* If, prior to the meeting of The Board next following the sending of The Proceedings, The Secretary does not receive any such suggested corrections of The Proceedings, he shall certify to that effect on the said minutes and on The Proceedings attached thereto and they shall stand approved as entered.

If The Secretary receives any such suggested corrections, he shall lay them and the said Proceedings before The Board at its meeting, whereupon The Board shall approve the said Proceedings as printed, or correct and then approve same, as it deems proper. The Secretary shall note such approval, and all corrections made in the minutes and the attached Proceedings, and shall certify thereto.

CHAPTER VII

THE BOARD OF DIRECTORS

Article 1. Membership of The Board of Directors.

Section 1. Directors.

(a) There shall be fifteen directors who, jointly, shall constitute and be The Board of Directors of The Institute, herein called *The Board*.

(b) Every director of The Institute shall be a corporate member of The Institute, and one director shall be a resident of the state of New York.

(c) The Board shall consist of the regional directors, the officer-directors, and the state association director.

Section 2. Regional Directors.

(a) The members of The Institute within each regional district shall be represented on The Board by a director of The Institute, who shall be known as a *Regional Director*.

(b) Every regional director during his entire term of office shall be a resident within the regional district he represents.

Section 3. Officer-Directors.

The officer-directors shall be the officers of The Institute: The President, The Vice-President, The Secretary, and The Treasurer.

Section 4. State Association Director.

The state association members of The Institute shall be represented on The Board by a director of The Institute, who shall be known as the *State Association Director*.

Article 2. Terms of Office of Directors.

Section 1. Lengths of Terms of Office.

(a) The term of office of each officer shall be one year and of each regional director three years; provided, that the terms of office of not less than three nor more than four regional directors shall expire normally in any one year.

(b) The term of office of the state association director shall be two years.

Section 2. Expiration of Term of Office.

(a) *Time of Expiration.* The term of office of every officer and of every director whose successor was elected at a meeting of The Institute shall expire simultaneously with the adjournment of that meeting; provided, however, in order that the functions of The Executive Committee shall not cease before turning over its work to its successor committee, the term of office of members of this committee shall not expire until fourteen days after the adjournment of the meeting whereat their successors were elected.

(b) *Limit of Term of Office of President.* A president shall not serve as president more than two consecutive terms of office, but if the first term of office and consecutive period of holding office thereafter exceed eighteen calendar months, then the president shall not be eligible for re-election to succeed himself at the next election immediately following the end of such extended term of more than eighteen months. At least two years shall elapse

THE BOARD OF DIRECTORS

29

before an ex-president is again eligible for the office of president.

(c) *Limit of Term of Office of Regional Director.* A regional director shall not be elected to succeed himself as regional director; provided, however, that he shall be eligible for re-election for the full term of office of a regional director if, during the period immediately prior thereto, he has been elected to fill an unexpired term of regional directorship.

(d) *Limit of Term of Office of State Association Director.* The state association director shall not be elected to succeed himself as state association director; provided, that he shall be eligible for re-election for the full term of office of a state association director if, during the period immediately prior thereto, he has been elected to fill an unexpired term of a state association directorship.

Article 3. Vacancies in The Board.

If a vacancy occurs in the membership of The Board other than on account of the regular expiration of a term of office, it shall be the duty of The Board, by roll-call vote at a duly called meeting, to fill the vacancy for the unexpired term of office.

Article 4. Functions and Duties of The Board.**Section 1. General Functions of The Board.**

(a) *General Functions and Jurisdiction.* The Board shall manage, direct, control, and administer the property, affairs, and business of The Institute; admit and govern its members; act as trustee for and be the custodian of its properties and interests, except such thereof as are placed in the custody or under the administration of The Treasurer by the provisions of these by-laws; exercise all authority, rights and powers granted The Board by the laws of the state of New York, and perform all duties required by said laws and these by-laws and in accordance therewith.

The Board, The Executive Committee, The Investment and Property Committee, any other committee of The Board or any officer of The Institute shall not delegate any of the authority, rights or powers or any of the duties imposed by these by-laws or otherwise, unless such delegation is specifically provided for in these by-laws and is not contrary to law.

(b) *The Board Must Meet to Act.* The Board must actually meet in regular or special meeting in order to transact business, and an agreement or other act of the directors unanimously or otherwise had outside of such a meeting shall not constitute or be an act of The Board or The Institute, or be binding on any director.

Section 2. General Duties of The Board.

The Board shall carry out all general policies and instructions adopted at a duly called meeting of The Institute and shall act for and in behalf of The Institute in all matters within its jurisdiction. It shall render to each annual convention a full report in writing of the condition and interests of The Institute and of its activities and accomplishments, and submit therewith such recommendations as it deems fit and proper.

These by-laws authorize others than The Board to perform certain of the duties of The Board, but at any time The Board may perform any or all of said duties unless explicitly provided otherwise in these by-laws. Only those to whom such authority is so delegated may perform any duties of The Board, and each duty so performed shall be done under the directions and instructions of The Board, and it shall be responsible therefor.

Section 3. Specific Duties.

(a) The Board, subject in each instance to the conditions fixed in the provisions of these by-laws or by law, shall perform the following specific duties:

(a-1) *Rules and Regulations.* It shall establish and adopt rules and regulations from time to time to supplement the provisions of these by-laws relating to the use of the seal, insignia, and name of The Institute; the exercise and use of the rights and privileges granted by The Institute; the procedure of meetings of The Board, The Executive Committee, and other committees; the composition, functions and duties of committees; the professional qualifications and the personal standards of conduct required of applicants for admission to corporate membership; the making of awards and bestowing of honors, and other matters concerning the prop-

erty, affairs, and business of The Institute as The Board deems necessary. Such rules and regulations shall not limit the power of the majority of the members of The Board, and all such rules and regulations shall continue and remain in full force and effect until amended, suspended, or rescinded by action of The Board.

(a-2) *Election of Members.* It shall elect and admit eligible and duly qualified persons and state associations to The Institute; provided, however, that it may delegate to any committee of one or more members of The Board its power to elect and admit duly qualified persons to corporate membership in The Institute.

(a-3) *Establishment of Chapters.* It shall establish chapters and issue charters thereto and whenever it deems it to the best interests of The Institute to do so, shall withdraw or suspend the charter of any chapter or merge, enlarge or curtail the territory of any thereof.

(a-4) *Establishment of Regional Associations or Councils and State Associations.* It shall encourage and forward the establishment of regional associations or councils and adopt rules to govern their authority, procedure, and operation; it shall encourage and forward the establishment of state-wide chapters or of state associations and their admission to The Institute, and adopt rules to govern their admission and their relations to the chapters and regional councils or associations.

(a-5) *Contractual Agreements.* It shall approve all major contractual agreements before The Institute shall enter into same.

(a-6) *Meetings.* It shall fix the time of every meeting of The Institute and the place of holding it, if such time and place have not been fixed at a previous meeting of The Institute or in a call for a special meeting. It shall fix the time and place of its own meetings and may fix the time and place of any meeting of The Executive Committee or any other committee.

(a-7) *Gifts and Funds.* It shall make rules to regulate the use of gifts and the establishment and use of funds and the use of the income therefrom.

(a-8) *Oversight of Members.* It shall require compliance by each corporate member with the provisions of these by-laws and with the rules and

regulations and the Standards of Practice fixed by The Board, and with the full intent and spirit thereof; and it shall fix and impose penalties for violations thereof; and conduct hearings and exercise disciplinary functions with respect thereto.

Chapter XII
Article 1
Section 3
and
Article 2
Section 3

Section 4. Removal of Directors and Committee Members.

If there is not more than one vote of the entire membership of The Board to the contrary, The Board, by secret ballot, may remove any director or member of any committee of The Institute for refusal, neglect, or failure to perform the duties of his office or position or for any act contrary to the policies and instructions of The Board or that The Board deems to have injured The Institute. The Board shall offer the opportunity to the said director or member to be heard in his own behalf, but its action shall be final and conclusive and without recourse on his part. The vacancy thus created shall be filled as provided in these by-laws.

Article 5. Meetings of The Board.

Section 1. Regular Meetings of The Board.

Unless the finances of The Institute will not permit, The Board shall hold a regular semi-annual meeting in the executive office at Washington, D. C., in November or December of each year, a regular annual meeting immediately prior to the opening of the annual convention, and a regular organization meeting within ten days following the adjournment of the annual convention; provided, that the semi-annual meeting may be held elsewhere than at Washington, D. C., if so voted by the concurring vote of not less than two-thirds of the entire membership of The Board.

Section 2. Special Meetings of The Board.

A special meeting of The Board shall be held at the written request of any five members of The Board. The Secretary shall issue the call and notice therefor, stating the time, place, and purpose of the meeting and the business to be transacted thereat. Only the business stated in the call and notice for the special meeting shall be transacted thereat unless this provision is waived in writing by every member of The Board.

Chapter II
Article 1
Section 4

Chapter IV
Article 2

THE BOARD OF DIRECTORS

31

Section 3. Notices of Meetings of The Board.

(a) *Notices Required.* A written notice of each meeting of The Board stating the time and place thereof, together with the call if it is to be a special meeting, shall be sent to every director. If the meeting is to be an annual, semi-annual, or special meeting, the notice shall be sent not less than thirty days before the date fixed for the meeting. If the meeting is to be the organization meeting, the notice shall be sent on the day the officers and directors are declared elected.

(b) *Waivers of Notices.* Any irregularity in or failure of notice of a regular meeting of The Board shall not invalidate the meeting or any actions taken thereat, and notice of any meeting may be waived in writing by any member of The Board.

(c) *Serving Notices.* The notice, or the call and notice, of any meeting of The Board except its organization meeting, shall be deemed to have been sent to and served on a director if the notice or the call and notice has been personally served, or has been mailed postpaid or telegraphed paid to his last known postoffice address on file in the office of The Secretary.

The notice of the organization meeting shall be deemed to have been sent to and served on a director, if it has been personally served or telegraphed paid to him to his last known postoffice address on file in the office of The Secretary.

The time of sending and serving the notice, or the call and notice, shall be deemed to be that of the date of the personal service, mailing, or telegraphing, as the case may be.

Section 4. Quorum of The Board.

Not less than a majority of the entire membership of The Board shall constitute a quorum for the transaction of business; provided, that five or more of said majority shall be regional directors. In the absence of a quorum, those directors present may adjourn the meeting from day to day, or to a later day.

Section 5. Decisions of The Board.

(a) *Decisions by Majority Vote.* Every decision of The Board shall be by a majority vote unless otherwise required by law or these by-laws.

The vote of a director shall be entered on the minutes at his request and whenever a roll-call is taken.

(b) *Decisions by Two-thirds Vote.* Unless the provisions of the laws of the state of New York require otherwise, it shall require an affirmative vote of not less than two-thirds of the total membership of The Board to adopt, amend, suspend or rescind rules or regulations supplementing these by-laws; to issue, suspend or withdraw the charter of a chapter or terminate the membership of a state association member; to form an affiliation; to inflict a penalty for unprofessional conduct; to fix admission fees; to change, exempt or remit any annual dues; to adopt a general budget; to create and establish a financial obligation or liability in excess of the appropriation fixed in the general budget; to give a proxy in any corporation; to make an award of honor except as otherwise provided in these by-laws; to elect to honorary or honorary corresponding membership; to accept any gift, bequest, or devise; to purchase, sell, lease, or hypothecate any real property or to recommend the purchase, sale, lease or hypothecation thereof, or to act on any matter whereon such two-thirds vote is required by these by-laws.

(c) *Roll-Call Vote.* The vote of The Board shall be by roll-call on demand of any director or when required by these by-laws.

(d) *Letter Ballot.* The sense of The Board may be taken by letter ballot, but such ballot shall not constitute an act of The Board or be effective or binding on The Institute or The Board or on any member thereof.

Section 6. Minutes of Meetings of The Board.

(a) *Minutes Required.* Written minutes of each meeting of The Board shall be kept by The Secretary, showing the directors in attendance, the matters before the meeting, and the actions taken. Reports and all other matters submitted to the meeting shall be entered in the minutes of the meeting in full by the attachment thereof at the end of said minutes. The minutes of each meeting shall be signed by The Secretary and, after the minutes are approved, by the chairman of the meeting.

(b) *Approval of Minutes.* The minutes of each meeting of The Board shall be approved by it at

Chapter X
Article 2

the end of the meeting or at its next following meeting.

Section 7. Order of Business.

The order of business at the meetings of The Board shall be determined and fixed from time to time by resolution of The Board.

CHAPTER VIII

THE EXECUTIVE COMMITTEE OF THE BOARD

Article 1. Members of The Executive Committee.

Section 1. Election of The Executive Committee.

There shall be an Executive Committee of The Board composed of five members of The Board. The President, The Secretary, The Treasurer and two other directors shall be elected members of this committee by The Board at its organization meeting.

In these by-laws The Executive Committee of The Board is called *The Executive Committee*.

Section 2. Vacancies on The Executive Committee.

When The Board elects The Executive Committee, it shall elect an alternate member thereof. The alternate member shall fill a vacancy on the committee without further action of The Board, unless the vacancy shall be that of an administrative office of The Institute.

Article 2. Powers Delegated to The Executive Committee.

The Executive Committee, within the limits fixed by the provisions of these by-laws and in accordance with rules and regulations adopted by The Board, shall have the full authority, right, and power to act for and in behalf of The Board in the intervals between meetings of The Board, and shall perform all the duties required therefor; provided, however, that The Executive Committee shall not make any award of honor, establish any major policy, hear or act on any charge of unprofessional conduct, fix the time and place of meetings of The Board, act on any matter whereon a two-thirds vote of The Board is required by law or these by-laws, or act on any matter that will be in conflict with

or that will subvert, rescind or nullify in whole or in part any action of The Board or meeting of The Institute.

Article 3. Meetings of The Executive Committee.

Section 1. Regular Meetings of The Executive Committee.

Unless the appropriations of The Institute do not permit, The Executive Committee shall hold two regular meetings each year, one in the interval between the organization meeting of The Board and its semi-annual meeting, and one in the interval between the semi-annual meeting of The Board and its annual meeting. Each such meeting of The Executive Committee shall be held at the call of its chairman, and in such place as he elects, if the time and place have not been fixed by The Board or The Executive Committee.

Section 2. Special Meetings of The Executive Committee.

A special meeting of The Executive Committee may be called by the chairman of the committee, and shall be called at the written request of three members of the committee.

Section 3. Notices of Meetings of The Executive Committee.

(a) *Notices of Regular Meetings.* Notice of a regular meeting of The Executive Committee shall be sent to each member of the committee by The Secretary not less than fifteen days before the date set for the meeting. Such notice may be waived in writing by any member of The Executive Committee.

(b) *Notices of Special Meetings.* The call and notice of a special meeting stating the time, place, and purpose of the meeting shall be issued and sent to each member of the committee by The Secretary not less than fifteen days before the date set for the special meeting. Only the business stated in the call and notice of the special meeting shall be transacted thereat, unless this provision is waived in writing by every member of The Executive Committee.

OFFICERS

33

Chapter VII
Article 5
Section 3

(c) *Serving Notices.* Every notice and every call and notice shall be sent in the manner prescribed for sending notices of meetings of The Board.

Section 4. Quorum and Decisions of Meetings of The Executive Committee.

(a) *Quorum.* A quorum shall be necessary to transact any business at a meeting of The Executive Committee. Three of its members shall constitute a quorum.

(b) *Decisions.* Every decision of The Executive Committee shall be by not less than three concurring votes.

The Executive Committee must actually meet in regular or special meeting in order to transact business. Any agreement or other action of the members of The Executive Committee had either unananimously or otherwise outside of such a meeting shall not constitute or be an act of The Executive Committee, or be binding on any member thereof.

Section 5. Minutes of Meetings of The Executive Committee.

(a) *Minutes Required.* Written minutes of each meeting of The Executive Committee shall be kept by The Secretary, showing the members in attendance, the matters before the meeting, and every action taken. Reports and all other matters submitted to The Executive Committee shall be entered in the minutes of the meeting by attaching them to the minutes at the end thereof. The minutes of each meeting shall be signed by The Secretary and, after the minutes are approved, by the chairman of the meeting.

The minutes of The Executive Committee shall be and constitute the reports of that committee to The Board, and shall be the minutes of The Board, so far as being legally effective.

(b) *Approval of Minutes.* The minutes of each meeting of The Executive Committee shall be approved by the committee at the end of the meeting or at its next regular meeting or at a special meeting held therefor contemporaneously with the next following meeting of The Board, whichever is first.

Section 6. Officers Pro-tem of The Executive Committee.

In the absence of the chairman or the secretary of The Executive Committee, the committee shall elect from its membership a chairman *pro-tem* or a secretary *pro-tem*, as the case may be.

CHAPTER IX
OFFICERS

Article 1. Election of Officers.

The officers described in this chapter are elected by the delegates and are members of The Board.

Chapter VI
Article 4
Section 2 (a)
and
Article 1
Section 1 (c)

Article 2. The President.

Section 1. General Powers and Duties of The President.

The President shall be the administrative head of The Institute and shall exercise general supervision of its business and affairs, except such thereof as are placed under the administration and supervision of The Secretary and of The Treasurer, respectively, and he shall perform all the duties incidental to his office and those that are required to be performed by him by law and these by-laws and those that are properly delegated to him by The Board.

In these by-laws the title *The President* denotes The President of The Institute.

Section 2. Specific Duties of The President.

(a) *Preside at Meetings.* The President shall preside at each meeting of The Institute and of The Board and act as chairman of The Executive Committee.

(b) *Spokesman for The Institute.* The President shall be spokesman for The Institute and shall act as its representative at meetings with other organizations and committees, unless such representation shall be otherwise authorized by The Board; provided, that The President may delegate to any member or members the performance of any of the duties imposed on him by this paragraph and that no pronouncement made as spokesman or representative shall obligate or commit The Institute except as provided in these by-laws, or unless authorized by The Board.

(c) *Signature Required.* The President shall sign the minutes of each meeting of The Institute and of The Board and of The Executive Committee that he attends, and shall sign all agreements of affiliation, certificates of membership, certificates of honor, charters, and other documents and instruments relating to his duties and office whereon his signature is required by law or these by-laws.

Article 3. The Vice-President.

The Vice-President shall possess all the powers and shall perform all of the duties of The President in the event of the absence of The President or of his disability, refusal, or failure to act, and shall perform the other duties that are properly assigned to him by The Board.

Article 4. The Secretary.

Section 1. General Duties of The Secretary.

The Secretary shall be an administrative officer of The Institute and shall act as its recording secretary and its corresponding secretary and as the secretary of each meeting of The Institute and of The Board and of The Executive Committee. He shall perform the duties usual and incidental to his office and the duties that are required to be performed by him by law and these by-laws, and the duties that are properly assigned to him by The Board.

In these by-laws the title *The Secretary* denotes The Secretary of The Institute.

Section 2. Specific Duties of The Secretary.

The Secretary shall perform the following specific duties:

(a) *Issue Notices.* He shall prepare and issue all notices and all calls and notices of all meetings of The Institute, The Board, and of The Executive Committee. He shall notify in writing each officer and each director of his election and each member of each committee of his election or appointment, as the case may be, and he shall prepare and issue all other notices of The Institute, except those required to be prepared or issued by The Treasurer.

(b) *Conduct Correspondence.* As corresponding secretary he shall conduct the general correspond-

ence of The Institute and its correspondence with the members, chapters, committees, and affiliates.

(c) *Issue Documents and Literature.* He shall issue all documents, data, questionnaires, proceedings, annuaries, bulletins, minutes, literature, and information published by or for The Institute, and shall prepare all thereof unless such preparation is delegated to others by these by-laws or The Board.

(d) *Affix Seal and Sign Papers.* He shall keep the seal of The Institute and shall sign, and affix the seal on all certificates, agreements of affiliation and charters, and on all agreements, contracts, documents, instruments, and matters that require the attest or the approval of The Institute, except as otherwise provided in these by-laws.

(e) *Supervise Offices.* He shall exercise general supervision of the executive offices and employees of The Institute, except such thereof as are under the jurisdiction of The Treasurer.

(f) *Prepare Annual Report.* He shall prepare the annual report of The Board in accordance with its instructions, and shall present the report to the annual convention.

(g) *Maintain Records.* As Recording Secretary, he shall have charge of and maintain the membership rolls and corporate records, and shall exercise general oversight of the books, records, files and archives of The Institute, except the books and records of The Treasurer.

(h) *Issue Certificates.* He shall issue all certificates of membership and, whenever a change in the status of any member occurs, he shall notify the member to that effect.

(i) *Maintain Legal Records.* He shall maintain current in the legal office of The Institute a copy of the membership rolls, The Proceedings, The Treasurer's annual reports, and other vital records of The Institute required by law to be maintained in that office, and shall have charge and custody of all records in such office.

(j) *Safeguard Valuable Records.* He shall keep a copy of the membership rolls, copies of all contracts, agreements, offers and acceptances of gifts, devises, and bequests, and other vital records, papers, and literature of The Institute, except the books of The Treasurer, in the name of The Institute in a single safe deposit box or vault in a

Chapter X
Article 3
Section 3 (c)

Chapter 2
Article 2
Sections 2 and 3

Chapter VI
Article 1
Section 1 (c)

Chapter 5
Article 5
Section 1

Chap. XVI
Article 2

Chapter XI
Article 2

OFFICERS

depository in Washington, D. C., approved by The Board. The Secretary shall control the access to such box or vault; provided, that he shall give access thereto jointly to the Executive Secretary and to one other officer or director whom The Secretary shall designate. In the event The Secretary is disabled or the office becomes vacant, and the joint access hereinabove prescribed has not been provided, then any two members of The Board shall have access to said box or vault.

(k) *Supervise Meetings of The Institute.* In collaboration with and under the general direction of The President, he shall have general charge and supervision of the annual convention and other meetings of The Institute, and, except as otherwise provided in these by-laws, of all matters pertaining to such meetings.

(l) *Prepare Agenda.* He shall prepare an agenda for each meeting of The Board and of The Executive Committee.

(m) *Maintain Property.* Unless otherwise prescribed in these by-laws or by The Board, he shall have custody of all property of The Institute, and shall safeguard it and keep it in good order and repair, so far as the appropriations made therefor will permit.

(n) *Supervise Admission and Termination Procedure.* He shall supervise all matters pertaining to admission to membership in The Institute and the termination of membership therein.

(o) *Supervise Committees.* He shall have oversight of the records and documents of all committees, and shall lend to each of them such records, files and documents as it requires for its work. He shall have general knowledge of the work of all committees and shall exercise general supervision of the progress of their work.

Section 3. Delegation of Duties of The Secretary.

The Secretary may delegate to an Executive Secretary and other assistant officers the actual performance of any or all of his duties as recording secretary and as corresponding secretary, and may authorize such Executive Secretary and other assistant officers to sign under their respective titles the correspondence conducted by them; provided, however, that he shall not delegate the signing of any

certificate or notice required to be given or issued by him, or the signing of any minutes or official reports, or the signing of any documents or literature issued by or for The Institute, or the signing of any agreement of The Institute requiring his signature, or the signing of any certificate or attestation required to be given by him, or the affixing of the seal of The Institute except as otherwise provided in these by-laws, or the maintenance of its legal records.

Section 4. The Secretary Pro-tem.

If The Secretary is absent from any meeting or is temporarily unable to carry on the functions of his office, The Board shall elect a secretary *pro-tem* from its membership. Until The Secretary is able to act, the secretary *pro-tem* shall exercise all the functions, perform all the duties, and have all the power and authority of The Secretary.

Article 5. The Treasurer.

Section 1. General Duties of The Treasurer.

The Treasurer shall be an administrative officer of The Institute and shall exercise general supervision of its financial affairs. He shall have the custody of its moneys and securities, except as provided in *chapter X, article 3, section 2* of these by-laws. He shall have charge of the collection of all moneys due The Institute and of all disbursements of moneys of The Institute, and may purchase, sell, assign, and transfer such of its securities as are placed in his charge. He shall have charge of all matters relating to insurance, taxes, bonds, and annuities of The Institute, and the keeping of the records and books of account of its financial transactions. He shall sign all instruments of The Institute whereon his signature is required, and perform all duties required to be performed by him by law and these by-laws, and the duties that are properly assigned to him by The Board.

In these by-laws the title *The Treasurer* denotes The Treasurer of The Institute.

Section 2. Reports of The Treasurer.

The Treasurer shall make a written report to The Board at its semi-annual meeting and at its an-

Chapter VI
Article 1
Section 1 (c)

Chapter IX
Article 3
Section 3 (c)

Chapter VI
Article 2
Sections 2 and 3

Chapter VI
Article 1
Section 1 (c)

Chapter IX
Article 5
Section 1

Chapter XVI
Article 2

Chapter XI
Article 2

nual meeting, and to the delegates at each annual convention, and at other meetings of The Institute if required. Each of said reports shall set forth the financial condition of The Institute, its income and expenditures, the condition of its general budget, and The Treasurer's suggestions and recommendations on matters that relate to the finances and the general welfare of The Institute.

Section 3. Delegation of Duties of The Treasurer.

The Treasurer shall not authorize any person to sign any financial instrument, notice or agreement of The Institute that requires the signature of The Treasurer, unless such delegation or authorization is expressly permitted in these by-laws, but he may delegate to one or more Assistant Treasurers and other assistants the actual performance of the clerical, bookkeeping, statistical, collecting, and recording work of his office, and may authorize any or all of the Assistant Treasurers to sign, under their respective titles, checks of The Institute under the conditions prescribed in *chapter X, article 5, section 2, paragraph (b)* of these by-laws, and records, vouchers, receipts and other documents if such delegation is not prohibited by these by-laws.

Section 4. The Treasurer Pro-tem.

If The Treasurer is temporarily unable to carry on the functions of his office, The Board shall elect a treasurer *pro-tem* from its membership. Until The Treasurer is able to act, the treasurer *pro-tem* shall exercise all the functions, perform all the duties, and have all the power and authority of The Treasurer.

Section 5. Liability of The Treasurer.

(a) *Non-Liability of The Treasurer.* The Treasurer shall not be personally liable for any decrease of the capital, surplus, income, balance or reserve of any fund or account resulting from any of his acts performed in good faith in conducting the usual business of his office.

(b) *Release from Liability.* When a new treasurer takes office, the retiring treasurer shall turn over to his successor a copy of the closing audit of The Treasury and all the records and books of account and all moneys, securities, and other valua-

ble items and papers belonging to The Institute that are in his custody and possession. The incoming treasurer shall check the same and, if found correct, shall give to the retiring treasurer his receipt therefor and a complete release of the retiring treasurer from any liability thereafter with respect thereto.

CHAPTER X

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

Article 1. Right to Acquire, Improve, Lease, Mortgage, and Sell Property.

In furtherance, but not in limitation of the powers conferred upon it by the articles of incorporation and amendments thereto, The Institute may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the state of New York and beyond the same, and may take and acquire real property and personal property to advance its objects by purchase, lease, gift, devise, bequest, or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income therefrom, but shall not execute any chattel mortgage.

Article 2. Real Property.

Section 1. Authority to Sell, Mortgage, Transfer, or Convey The Octagon House Property and The Administration and Library Building Property.

(a) *Action by Institute Meeting Required.* The real property of The Institute, situated at Eighteenth Street and New York Avenue, N. W., Washington, D. C., recorded on December 15, 1939 as Lots 30 and 31, Square 170, in Survey Book No. 132, page 381, Surveyor's Office, District of Columbia: Lot 31 comprising the original Octagon real property, house, stable, smokehouse and other improvements, known as The Octagon House property, and Lot 30, adjoining The Octagon House Property to the east, and known as the Administration Building Property, shall not be sold, mortgaged, transferred, or conveyed by way of deed of trust or otherwise unless, first, a resolution of notification is duly passed at a duly called meeting of The Institute by the affirmative vote of not less than two-thirds of all votes

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

37

accredited to be cast at the meeting on any question or division relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-13)*, and *second*, such sale, mortgage, transfer or conveyance has been directed and approved at a duly called meeting of The Institute occurring next and at least six months after the passage of the resolution of notification proposing such sale, mortgage, transfer or conveyance, by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting on any question or division relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-13)*. Each such voting shall be by roll-call.

(a-1) *Resolution of Notification.* Such resolution of notification shall give notice of the intention to propose at the next duly called meeting of The Institute said sale, mortgage, transfer, or conveyance by way of deed of trust or otherwise and shall set out the reasons for and the principal conditions and terms of the proposed sale, mortgage, transfer or conveyance, and the purposes for which the proceeds thereof will be used.

(a-2) *Certification of Institute Action.* A certificate signed by The President and attested by The Secretary under the corporate seal of The Institute, showing a compliance with all of the provisions of this *section 1* shall be sufficient evidence to entitle anyone to buy or lend upon such property, so far as relates to any act or thing required of or to be done by The Institute.

Section 2. Authority of The Board with Respect to Real Property.

(a) *Authority to Purchase, Lease, and Improve.* Real property shall not be purchased by The Institute, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee, whereby, either severally or collectively, The Institute shall be obligated to pay an aggregate sum in excess of twenty thousand dollars until and unless The Board has been duly directed so to do by the accredited delegates at a duly called meeting of The Institute. The Board may make such purchases, improvements and leases up to and including said twenty thousand dollars.

(b) *Authority to Sell, Lease, Mortgage, Transfer and Convey.* Real property of The Institute and the improvements thereon, other than The Octagon House Property and the Administration Building Property described in *section 1 of this article*, may be sold, leased, mortgaged, transferred, or conveyed by way of deed of trust or otherwise, by The Board by the affirmative vote of not less than two-thirds of its total membership, or The Board by a like vote may delegate generally, or specifically with respect to any such property, to The Investment and Property Committee the right and power to sell, lease, transfer, or convey, but not to mortgage, any such property.

(b-1) A certificate signed by The President and attested by The Secretary under the corporate seal of The Institute shall be sufficient evidence to entitle anyone to lend upon the real property and improvements thereon not excepted above, so far as relates to any act or thing required of or to be done by The Institute.

Article 3. Securities and Investments.

Section 1. Classification and Changing of Securities.

(a) *Classification of Securities.* The securities held in capital accounts shall be known as *Capital Securities*; those held in income accounts shall be known as *Income Securities*.

(b) *Types of Securities.* The securities investments of The Institute shall be in high grade negotiable securities approved by The Board or by The Investment and Property Committee as provided in these by-laws.

Chapter X
Article 3
Section 3

All conditions as to investments set out in the conveyance, bequest, or deed of gift of a fund shall be fully complied with.

(c) *Sale or Change of Securities.* Any or all the securities and any or all rights or privileges that may accrue therefrom may be sold, changed, or transferred when and as authorized by The Board or by The Investment and Property Committee as provided in these by-laws.

Section 2. Custodianship of Securities.

(a) *Custodian of Securities.* The Board shall contract in the name of The Institute with a well-

known and established trust company or bank having trust powers to act as *Custodian* for the safeguarding of the securities of The Institute, collect the income from such securities and transmit the same to The Institute, and perform such other duties with respect to said securities as The Board directs. The Custodian shall accept for the account of The Institute all securities presented to it for that purpose by The Treasurer or the chairman of The Investment and Property Committee or on the order of either thereof, and shall keep all securities of The Institute that are in its possession in a single safe deposit box in the name of The Institute, unless the conditions fixed by the donor of a fund require other depositories for the securities that comprise that fund.

(a-1) *Access to Securities.* The presentation of a copy of a resolution duly adopted by The Board or The Executive Committee and duly attested by The Secretary or the presentation of an order duly signed jointly by The Treasurer and the chairman of The Investment and Property Committee or by either thereof jointly with any other member of The Investment and Property Committee shall be the authority required by the Custodian to deliver the securities named in the resolution or order to the person or corporation named therein. The Treasurer or the chairman of The Investment and Property Committee or the auditor duly appointed by The Board in accordance with the provisions of *chapter X, article 10, section 1 (a)* of these by-laws jointly with the Custodian, shall have access to the securities box for purposes of examining and checking the contents thereof.

Section 3. The Investment and Property Committee of The Board.

(a) *Powers and Duties.* The Investment and Property Committee, for and on behalf of The Board:

(a-1), shall be responsible for and have charge of the investment of all funds of The Institute not held in its General Fund or Temporary Funds;

(a-2), shall be responsible for and have charge of the maintenance and operation of all its real property and the improvements thereon, of its buildings and the contents thereof, except the equipment, fixtures and furnishings used for administration pur-

poses; provided, that The Investment and Property Committee may delegate to the Executive Secretary the performance of any duties in connection with said functions and the Executive Secretary shall perform the duties so assigned him, under the direction of The Investment and Property Committee;

(a-3), shall purchase, sell, transfer, and convey securities and exercise all the rights of proxy, of participation in reorganizations, of depositing securities and similar rights of The Institute with respect to its securities, or it may authorize such purchases, sales, transfers, conveyances and the exercise of any or all of said rights;

(a-4), may sell, lease, transfer and convey, by way of deed of trust or otherwise, real property and improvements thereon belonging to The Institute, except The Octagon House Property and the Administration Building Property described in *chapter X, article 2, section 1* of these by-laws. A certificate signed by The President or by the chairman of The Investment and Property Committee and attested by The Secretary under the corporate seal of The Institute shall be sufficient evidence to entitle anyone to buy or lease the real property and improvements thereon not excepted above, so far as relates to any act or thing required of or to be done by The Institute;

(a-5), shall approve the payment of the usual commissions, insurance, escrows, taxes and other expenses in connection with its operations and duties;

(a-6), may invest cash held in any Temporary Fund if The Treasurer, in writing, shall authorize it so to do, and for said investment may purchase, sell, transfer, and convey securities;

(a-7), shall perform such other duties as The Board shall assign to it.

(b) *Membership.* At the organization meeting of The Board it shall elect, by roll-call vote, an Investment and Property Committee, consisting of The Treasurer, *ex-officio*, and two corporate members. The financial adviser engaged in accordance with the provisions of *section 4 of this article* shall be the adviser of The Investment and Property Committee but shall have no vote.

(b-1) *Terms of Office.* The Treasurer shall serve as a member of The Investment and Property Committee during his term of office as Treasurer of

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

39

The Institute and the terms of office of each of the other members of the committee shall be six years, except those first appointed, whose terms of office shall be three and six years, respectively, as designated by The Board. Each member of the committee shall serve until his successor qualifies, and a member may be re-elected.

(c) *Meetings.* The Investment and Property Committee shall meet at the call of any member of the committee or its financial adviser, but the committee shall be deemed to be in continuous session and the concurring vote of any two members thereof shall constitute an action by the committee. All members of the committee shall be consulted in making investments or changing investments, whenever it is reasonably practicable so to do.

(d) *Procedure.* The Board shall elect the chairman of The Investment and Property Committee and he shall act as its secretary and have custody of its minutes and of all documents and data relating to the committee and its work. The committee shall make its own rules from time to time for its own government and procedure and for the transaction of its business. The committee shall keep regular minutes of its actions, and a copy of such minutes, together with a report in writing, shall be filed with The Board at its semi-annual meeting. Such minutes and report shall be included in the official copy of the minutes of that meeting of The Board. The committee shall also report in writing to The Board at its annual meeting, and such report shall be included in the minutes of that meeting of The Board. The chairman or some other member of The Investment and Property Committee appointed by him shall present such reports to The Board in person.

(e) *Execution of Committee Orders.* When The Investment and Property Committee has duly authorized the purchase, sale, or transfer of any security, either the chairman of the committee and The Treasurer jointly, or either of them jointly with any other member of the committee, shall have the authority, right and power for and on behalf of The Institute, to execute or cause to be executed such purchase, sale, or transfer and to approve the payment of the usual commissions, insurance, and the required taxes and necessary expenses in connection with its operations. Either the chairman of the committee or The Treasurer may execute the form of transfer

and assignment customary or necessary to constitute a transfer of the stock or other security standing in the name of The Institute, and either the chairman of the committee or The Treasurer shall have the authority and right to affix the seal of The Institute to such forms and assignments.

(e-1) A corporation or person receiving any such stock or other securities pursuant to a form of transfer or assignment so executed by the said chairman or The Treasurer, shall be fully protected and shall be under no duty to inquire whether or not The Investment and Property Committee has taken action in respect thereof.

(f) *Authority to Designate Nominees.* The Investment and Property Committee may designate one or more nominees to facilitate the transfers of securities, the voting of proxies, participation in reorganizations and expediting other matters in connection with securities. Such nominees shall also be the nominees of the Custodian holding the securities of The Institute, under the provisions of *article 3, section 2, paragraph (a) of this chapter.*

(g) *Execution of Proxies.* The Investment and Property Committee shall authorize, from time to time as occasion arises, such person or persons as it shall designate to execute and deliver, in behalf of The Institute, proxies on stock owned by The Institute, and it shall appoint a person or persons to represent and vote such stock or proxies at any meeting of the stockholders, with full power of substitution and with full power to alter and rescind such appointments.

(h) *Participation in Reorganization.* The Investment and Property Committee shall have authority in its discretion, in so far as may be proper for the safeguarding of the investments of The Institute, to participate in the reorganization of any corporation any of the securities of which are held by The Institute whether or not the corporation is insolvent or in financial difficulty, and to deposit any securities held by The Institute with such protection or reorganization committees and on such terms as The Investment and Property Committee shall deem proper.

Section 4. Financial Adviser on Investments.

(a) *Qualified Financial Adviser Required.* The Board shall engage, at a reasonable compensation,

one or more competent financial advisers to perform the duties herein required and such other duties as The Board shall direct from time to time. The financial adviser shall be of a rank and standing equivalent to the qualifications of the principal corporate trust officer of The Chase National Bank of the City of New York or other like institution.

(b) *Duties of Financial Adviser.* The financial adviser shall meet with The Investment and Property Committee as often as it is practicable for him to do so, and shall keep a constant oversight of the capital securities of The Institute. He shall advise The Investment and Property Committee on all matters relating to the capital securities investments of The Institute, and shall recommend to it the kinds of securities to be held by The Institute, and the purchase, change, sale, or transfer of any or all thereof, in order that the capital securities investments of The Institute shall be safeguarded against losses and that The Institute shall receive the maximum yield therefrom consistent with conservative investments. The financial adviser shall make all of his recommendations in writing, and a copy of all thereof shall be entered in the minutes of The Investment and Property Committee. The financial adviser shall report in writing to The Board regarding the securities investments held by The Institute at the end of each fiscal year and at such other times as The Board requires.

Section 5. Investment Accounts.

(a) *Capital Funds.* The capital of the invested funds of The Institute or any part thereof may be invested and reinvested as a *General Investment Account*, unless the conveyance, bequest, devise, or deed of gift of a fund shall otherwise require. All income received on account of the investment of funds in the general investment account shall be credited by The Treasurer as income to the various funds comprising said account, as their proportionate interests shall appear. The income of any invested fund included in the said account shall not be permitted to suffer on account of the inclusion in said account of securities accepted and taken over by The Board from any donor.

(b) *Fluctuation Reserve Fund.* In order to maintain the capital of each invested fund without

impairment as to amount, The Treasurer shall set up a *Fluctuation Reserve Fund* in the general investment account.

(b-1) The Treasurer shall transfer to the capital of the fluctuation reserve fund all profits derived from the sale of capital securities and a part of each payment of cash income received from the investment of the securities. The amount of each of said parts shall be determined by The Treasurer and shall be a proportionate part of the total amount which, in his judgment, would be required to amortize the premiums or accumulate the discounts on the prices paid for the securities if they were held to maturity.

(b-2) At the close of each fiscal year, The Treasurer shall add to the capital of the fluctuation reserve fund all net income derived from the investment of the capital of the said fund that is not used for the purposes of the fund, until such time as The Treasurer shall determine such increment to the capital of the fund is unnecessary. Thereafter, he shall transfer such balance of net income to the income of the general investment account for distribution to the income of the several invested funds, as their proportionate interests shall then appear.

(b-3) The Treasurer shall charge the loss that may result from the sale of a security against the fluctuation reserve fund, and may transfer from the fluctuation reserve fund to any fund that is depleted by such loss, an amount which shall be as nearly equal to the amount of such loss, as, in the judgment of The Treasurer, the funds in the fluctuation reserve fund will permit.

Article 4. Dividends Prohibited.

An unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to forward the objects of The Institute, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the members.

Article 5. Moneys and Bank Accounts.

Section 1. Original Depositories of Money.

(a) *Original Deposits.* The Treasurer shall deposit all moneys of The Institute in the name of The

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

41

Institute, when, as, and in the original form received by him, in one or more depositories designated by The Board. In these by-laws each of said depositories is called an *Original Depository* and the account in which it is deposited an *Original Deposit Account*.

(b) *Withdrawals from Original Depositories.* Every disbursement of the money of The Institute except from the petty cash shall be by check of The Institute. Moneys shall be withdrawn from the original deposit accounts of The Institute only by the check of The Institute signed by The Treasurer.

Section 2. *Subsidiary Depositories of Money.*

(a) *Subsidiary Deposits.* The Treasurer from time to time may withdraw money of The Institute from any original depository and transfer it to one or more subsidiary deposit accounts in the name of The Institute in any depository which has been designated by The Board to receive money of The Institute.

(b) *Withdrawals from Subsidiary Depositories.* Money in any subsidiary deposit account may be withdrawn by check of The Institute signed by The Treasurer; and, for the purpose of paying the expenditures authorized in the general budget of The Institute or in furtherance of the purposes set out in *chapter II, article 2, section 5(f)* and in *chapter V, article 3* of these by-laws money in a subsidiary deposit account established by The Treasurer for the purpose may be withdrawn therefrom by check of The Institute signed by an assistant treasurer, if The Treasurer authorizes him so to do.

(b-1) *Limitations of Withdrawals by Assistant Treasurer.* The Treasurer may impose such conditions as he elects with respect to the withdrawals of money from any such subsidiary deposit account by an assistant treasurer; provided, that the aggregate total of the balance in the subsidiary deposit account subject to withdrawal by an assistant treasurer, when added to the aggregate amount of the checks outstanding against such deposit account at any one time, shall not exceed the amount of the bond of the assistant treasurer empowered to withdraw money from said account.

Section 3. *Petty Cash.*

The Treasurer may place and maintain a petty cash in the hands of any assistant treasurer which may be disbursed for the usual petty cash purposes by such assistant treasurer. Such petty cash shall not exceed one hundred dollars at any time, and statements showing every petty cash expenditure shall be duly recorded by the assistant treasurer and the expenditures approved by The Treasurer before the petty cash shall be replenished.

Article 6. *Vouchers, Contracts and Acceptance of Gifts.*Section 1. *Vouchers.*

Every liability of The Institute and every expenditure of its money, except petty cash items, shall be evidenced by a voucher or other instrument signed by the person or persons properly authorized to incur the liability or expenditure, countersigned by the First Assistant Treasurer, and approved by the Executive Secretary.

*Chapter XI
Article 4
Section 2 (b)*

Section 2. *Contracts and Financial Agreements.*

No expenditure shall be made and no financial liability or obligation, contingent or otherwise, shall be incurred for and in behalf of The Institute unless a written contract or agreement is executed therefor; provided, however, that a written agreement need not be executed for wages amounting to less than two hundred and twenty-five dollars a month for an individual employee, for supplies and printing costing less than five hundred dollars for any item thereof, or for fees, dues, and contributions to other organizations. Nor shall any gift, bequest, or devise aggregating more than one thousand dollars be accepted for and in behalf of The Institute unless a written agreement is executed therefor.

*Chapter X
Article 13
Section 3 (e)*

Every such contract or agreement shall set out the conditions and terms of the expenditure, liability, obligation, gift, bequest or devise, and The President and The Treasurer shall execute the contract or agreement for and in behalf of The Institute, and the seal of The Institute shall be affixed thereto by The Secretary, unless otherwise provided in these by-laws.

Article 7. Expenditures and Liabilities.

Section 1. Expenditures Limited to Income.

The Board shall not expend in any fiscal year an amount exceeding the total income received by The Institute during such year, except as provided in *paragraph (d) of section 1 of article 8 of this chapter*, or unless directed and authorized so to do at a duly called meeting of The Institute by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting on any question or division relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-13)*. Such vote shall be by roll-call. Nor shall The Board, in its budget or otherwise, during any fiscal year authorize expenditures, including all amounts due during said year for interest, amortization charges, installments, costs, and expenses on account of borrowed funds, or incur financial liabilities or obligations or make appropriations which, in the aggregate, exceed the estimated total income for such year.

Section 2. Authority to Expend and Disburse Money.

(a) No member, officer, director, committee, jury, department, employee, agent, or representative of The Institute shall have any right, authority, or power to expend any money of The Institute, to incur any liability for and in its behalf, or to make any commitment which will or may be deemed to bind or involve The Institute in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized by The Board or by a specific resolution at a duly called meeting of The Institute and The Board has made an appropriation to pay the same and has authorized the member, officer, director, committee, jury, department, employee, agent, or representative to make the expenditure or commitment or to incur the obligation. Nor shall any said person, jury, committee or department have any right, authority, or power to incur any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation.

(b) The Treasurer shall not have any right or authority to pay any expense or obligation for or in behalf of The Institute unless an appropriation to

pay such expense or obligation has been duly made by The Board, nor shall he pay any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation.

Article 8. General Budget and Appropriations.

Section 1. General Budget.

(a) *General Budget Required.* The Board, at each regular semi-annual meeting thereof, shall adopt a general budget, which, in addition to showing the anticipated income and expenditures for the incoming fiscal year, shall show the anticipated income and expenditures for not less than two fiscal years in advance of that year. The general budget shall show in detail for each fiscal year of the budget, *first*, the anticipated gross income and anticipated net income from all sources during said period; and *second*, the expenditures estimated as incidental and necessary to pay all costs and expenses of publishing, printing, and distributing the documents and literature, all costs and expenses of maintaining and keeping the property in good repair and order, all interest charges, amortization charges and installments, and all other costs and expenses of developing, establishing, conducting, directing, supervising, administering and carrying on the activities and affairs of The Institute in a proper, diligent and efficient manner.

(b) *Preparation of Budget.* The general budget shall be prepared by The Treasurer, and shall be submitted by him to The Board with his recommendations, suggestions, and comments.

(c) *Appropriations.* After the general budget has been adopted by The Board, The Board shall appropriate the sums necessary to pay the several costs and expenses set out in the budget, authorize the expenditures thereof, designate the person or persons who may expend same, and authorize The Treasurer to pay such costs and expenses when due.

(d) *Modifications of Budget.* Except as provided in *sub-paragraphs (d-2), (d-3), and (d-4) of this section*, the aggregate total expenditures in any fiscal year shown in the general budget at the beginning of the fiscal year shall not be increased.

(d-1) The Board or The Executive Committee, within the aggregate total fixed for expenditures in

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

43

the general budget, may adjust any or all items of the budgeted expenses and change the appropriations accordingly.

(d-2) If additional income becomes available during the fiscal year from the sources shown in the general budget at the beginning of the fiscal year, The Board or The Executive Committee may budget the expenditure of any or all of said additional income and appropriate the funds to pay the same.

(d-3) If additional income is made available during the fiscal year from a source not shown in the general budget at the beginning of the fiscal year, The Board, by an affirmative vote of not less than two-thirds of its entire membership, may budget the expenditure of any or all thereof and appropriate the funds to pay the same.

(d-4) If extraordinary emergencies arise that are not provided for in the general budget and that require the expenditure of money in excess of the available income in any fiscal year, The Board may borrow funds from the emergency loan fund to pay the emergency expenses, in the manner provided in *article 12, section 3, paragraph (e-2) of this chapter.*

Article 9. Fiscal Year.

The fiscal year of The Institute shall be the calendar year.

Article 10. Audits, Inventories, and Appraisals.

Section 1. Audits and Auditors.

(a) *Audits Required.* At the close of each fiscal year unless the finances of The Institute do not permit, whenever a new Treasurer is elected, and at such other times as The Board directs, the books of The Treasurer and the membership rolls of The Institute shall be audited by a competent, responsible, well-established certified public accountant employed by The Board. The accountant shall be of at least the same professional standing as that required of public accountants certified by the proper authorities of the state of New York. The auditor shall submit his audits to The Board and a copy of each thereof to The Treasurer.

(b) *Audit of Treasury.* The audits of the books of The Treasurer shall set out in detail the financial condition of The Institute and the income and expenditures during the fiscal year of the audit, to-

gether with itemized comparisons with previous years and with the general budget, and such other matters as The Treasurer or The Board directs.

(c) *Audit of Membership Rolls.* The audits of the membership rolls shall set out a complete statement of the roll of corporate members by classes, chapters, state associations, and alphabetically, at the close of the year of the audit; of all deaths, resignations, and changes in the status of corporate members during the year; of all terminations of corporate memberships during the year; of the roll of state association members, alphabetically by states; and of comparisons of all items of such audits with those of the year preceding, and such other matters as The Board directs.

Section 2. Inventory and Appraisal of Property.

At the close of each fiscal year unless the finances of The Institute do not permit, and at such other times as The Board directs, an inventory of the property of The Institute, exclusive of its moneys and securities, shall be made by a competent, responsible, well-established appraiser employed by The Board. The inventory shall list all real property, all personal property other than moneys and securities owned by or under control of The Institute, the appraised value of each item thereof, the basis on which and the time when the appraisals were made, and such other matters as The Board or The Treasurer directs. The value of the real property shall be appraised every five years, and the value of the other property listed in the inventory shall be appraised by the appraiser at each inventory.

Article 11. Depositories of Valuable Papers.

The securities and valuable instruments relating to the finances of The Institute shall be kept in the name of The Institute in two or more safe deposit boxes in well-known and responsible depositories designated by The Board in such city or cities as The Board directs.

Article 12. Accounting and Funds.

Section 1. Major Accounts.

The funds of The Institute shall be segregated into and kept in major accounts, which shall be known as *The General Fund, The General Reserve*

Fund, The Temporary Funds, and The Endowment Funds.

Section 2. The General Fund.

(a) *General Fund Income.* The Treasurer shall place all unrestricted income received by and on account of The Institute in a general operating account which shall be known as *The General Fund* and he shall transfer thereto such portions of the income from the various endowment funds and temporary funds as The Board shall authorize.

(b) *General Fund Disbursements.* From the general fund The Treasurer shall pay all costs and expenses of The Institute, including the costs and expenses of conducting and carrying on the activities that are to be paid out of the net income of the endowment funds and the temporary funds.

(c) *The Contingent Fund.* The Treasurer shall set up and The Board shall maintain within the general fund a subsidiary account which shall be known as *The Contingent Fund*.

(c-1) *Contingent Fund Principal.* Each fiscal year in its general budget, The Board shall allocate from the unrestricted income in the general fund such amount as it deems necessary to provide for unanticipated and emergency expenditures during that fiscal year and shall appropriate said amount for the contingent fund. The Treasurer shall also place in the contingent fund all unrestricted income received during the fiscal year in excess of the total unrestricted income shown in the general budget for said year, and all unreserved and unexpended balances in appropriations during said year.

(c-2) *Contingent Fund Disbursements.* The Board or The Executive Committee may make appropriations from the contingent fund to provide for unanticipated and emergency expenditures not included in the general budget or to provide for any deficiency in any budget appropriation.

(c-3) *Contingent Fund Balance.* At the close of each fiscal year, The Treasurer shall transfer the unreserved, unappropriated, and unexpended balance in the contingent fund to the general reserve fund.

Section 3. The General Reserve Fund.

(a) *Purpose of the General Reserve Fund.* The Treasurer shall set up and The Board shall main-

tain a reserve which shall be known as *The General Reserve Fund*, for the purpose of accumulating therein moneys of The Institute to provide for emergency expenditures, and moneys to hold temporarily before distributing to other endowment or reserve funds.

(b) *Capital of The General Reserve Fund.* The Treasurer shall place the funds described hereinbelow in this paragraph in the general reserve fund as the capital thereof, and The Investment and Property Committee shall invest and reinvest the same.

(b-1) *Capital from Annual Dues.* Each year The Treasurer shall reserve out of the income of the general fund an amount equal to five per cent of the total amount paid to The Institute by members on account of their current annual dues, and shall transfer the said amount to the capital of the general reserve fund.

(b-2) *Capital from Profit and Loss.* At the close of each fiscal year The Treasurer shall charge all dues in default to profit and loss, and shall transfer to the capital of the general reserve fund all moneys received during the year in payment of items previously charged to profit and loss.

(b-3) *Capital from Investment of Net Income.* The Treasurer shall transfer all net income derived from the investment of the capital of the general reserve fund to the capital of that fund when and as said income is received.

(c) *Transfers of Capital from the General Reserve Fund.* The Board, by an affirmative roll-call vote of not less than two-thirds of its entire membership, may authorize and direct The Treasurer to allocate and transfer money not otherwise reserved or allocated by these by-laws from the capital of the general reserve fund to the capital of the general endowment fund, or to the capital of the emergency loan fund, or to the capital of any endowment fund except the recruiting fund.

(d) *Disbursements of Capital from the General Reserve Fund.* The delegates at a duly called meeting of The Institute, by an affirmative roll-call vote of not less than two-thirds of all votes accredited to be cast at the meeting on any question or division relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3,*

section 2, paragraph (e-13), may direct The Board to use the whole or any part of the accumulated capital of the general reserve fund that is not otherwise reserved or allocated by these by-laws, for any special purpose consistent with the objects of The Institute; providing, that a notice of such proposed action setting out the amount it is proposed to disburse from the said capital, the purposes for which the disbursement is proposed to be made, and the needs therefor, is sent by The Secretary to every member as a part of the required notice of the meeting whereat the disbursement is to be voted on.

(e) *Emergency Loan Fund.* The Treasurer shall set up an *Emergency Loan Fund* within and as part of the general reserve fund for the purpose of accumulating funds therein which may be used under the conditions prescribed in *sub-paragraph (e-2) of this paragraph (e)*, for making emergency loans to the general fund to be used for general purposes only or to any endowment fund to be used for current income purposes only.

(e-1) *Capital of Emergency Loan Fund.* The capital of the emergency loan fund shall not exceed the sum of twenty thousand dollars and shall be maintained at that amount after the said sum is accumulated. If the said capital sum is increased or if for any reason it shall be diminished below the amount above fixed, then The Treasurer shall reserve each year not to exceed one thousand dollars out of the capital of the general reserve fund and transfer the said sum to the capital of the emergency loan fund, until the latter capital sum is brought to the required amount.

(e-2) *Loans from the Capital of the Emergency Loan Fund.* The capital of the emergency loan fund shall not be disbursed. Loans therefrom may be made from time to time to the general fund or to an endowment fund for the purpose of paying the costs or expenses of an extraordinary emergency which, when and if incurred, will result in a deficit in the general fund or in the income of the endowment fund. Such loan may be made by The Board by an affirmative roll-call vote of not less than two-thirds of its entire membership; provided, that in the resolution authorizing the loan The Board shall direct The Treasurer to make the same, direct The President and The Treasurer to execute a memoran-

dum note from the borrowing fund, to the emergency loan fund for a period of not to exceed three years, with interest at the rate of five per cent per annum, and direct The Treasurer to pay, out of the current or accrued income of the borrowing fund, the interest on the loan when and as due, and to pay the principal at or before the due date thereof out of this accrued income or surplus. The amounts required to pay such interest and principal shall be a lien upon the income or surplus of the borrowing fund until the loan is paid.

(f) *Life Membership Reserve Fund.* The Treasurer shall set up a *Life Membership Reserve Fund* within and as part of the general reserve fund, for the purpose of holding therein the amount of the life membership fee paid by each life member and the amount paid on account of such fee by each applicant for life membership until the membership of such life member or applicant is terminated.

(f-1) *Capital of the Life Membership Reserve Fund.* The Treasurer shall place the full amount of each life membership fee and the amount of each installment paid thereon by an applicant for life membership, when and as received by him, in the capital of the life membership reserve fund.

(f-2) *Disbursement of the Capital of the Life Membership Reserve Fund.* Whenever the membership of a life member or of an applicant for a life membership is terminated for any reason except for unprofessional conduct, The Treasurer shall transfer from the capital of the life membership reserve fund to the capital of the general endowment fund an amount equal to the life membership fee paid by said member or to the amount paid on account of the life membership fee by said applicant, as the case may be. If the membership of the life member or of the applicant is terminated for unprofessional conduct, The Treasurer shall pay the amount required by the provisions of these by-laws to be returned to the expelled member, out of the capital of the life membership reserve fund.

(f-3) *Disbursement of Income of the Life Membership Reserve Fund.* Each fiscal year The Treasurer shall transfer the net income derived from the investment of the capital of the life membership reserve fund to the general fund, to be used for the general purposes of the latter fund.

Section 4. The Temporary Funds.

(a) *Purposes of Temporary Funds.* The Treasurer at any time may set up special temporary accounts, each of which shall be known as a *Temporary Fund*, for the purpose of placing therein temporary funds whose use by The Institute is restricted to defined purposes, and The Treasurer shall pay therefrom the costs and expenses of carrying out the prescribed purposes.

(b) *Keeping Temporary Funds.* The Treasurer shall deposit the money in each temporary fund in a separate bank account, and in a savings or similar interest bearing account if he deems best. The interest received thereon shall be transferred to the general fund to be used for the general purposes of The Institute, unless the conveyance providing the money for the temporary fund shall require such interest to be otherwise used.

(c) *Unexpended Balances of Temporary Funds.* Any and all money remaining in a temporary fund after all the required disbursements therefrom have been made and the obligation for which it was established has been extinguished, shall be transferred to the capital of the general endowment fund, unless otherwise required by the conveyance providing the money for the temporary fund.

Article 13. The Endowment Funds.

Section 1. Capital of Endowment Funds Inviolata.

The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architects shall endure, and shall not be transferred to any other organization or be hypothecated or distributed in whole or in part until and unless The Institute shall cease to exist, or until and unless the donor has otherwise provided in the original gift, devise, or bequest.

If The Institute shall conclude to terminate its affairs and shall have no successor with similar purposes, aims and objects and with the ability to maintain the endowment funds, then, before the assets of The Institute are transferred and conveyed in accordance with the provisions of *chapter XVI, article 1, section 1, paragraph (a)* of these by-laws, the amounts held in each of the endowment funds shall be transferred and conveyed by deed of trust

or otherwise to and accepted by some organization or organizations then most fitted to maintain the said endowment funds and to carry on the purposes according to the conditions of the donors.

Section 2. Obsolete Endowment Funds.

If the purposes for which an endowment fund was given or established shall become obsolete and shall remain obsolete for its original purposes for a period of not less than twenty-five years and if the capital of such endowment fund is not required to be held inviolate for said original purposes in perpetuity, then The Institute, by an affirmative roll-call vote of not less than two-thirds of all the votes accredited to be cast at two successive annual conventions, may authorize and direct The Treasurer to transfer such capital in whole or in part to any other endowment fund or may establish therewith one or more new endowment funds, in order that the aims of The Institute shall be most usefully advanced.

Section 3. Conditions of Gifts.

(a) *Gifts Subject to By-laws.* The within paragraph is intended to govern and affect only gifts *inter vivos*. It shall be a condition of receiving all gifts, trusts other than testamentary trusts, endowments or other funds or property for special purposes in any manner whatsoever that, before any donor, trustor or other party having the control of such funds or property delivers, assigns, or otherwise transfers the same to The Institute, it shall be stated and agreed that for the duration of such gift, devise, trust other than testamentary trust, or endowment, the administration, custody, control or other disposition of such funds or property or the income therefrom by The Board or other authorized officers of The Institute shall be subject to the terms of the gift, trust other than testamentary trust, endowment or other transfer, as the case may be, and in accordance with the terms of the by-laws of The Institute existing at the date of accepting such funds or property. The pertinent portions of such then existing by-laws relating to the financial or other administration of such funds or property and the income therefrom shall be incorporated in every deed of gift transferring title of said funds or property to The Institute, as a condition thereof.

Chapter X
Article 6
Section 2

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

47

(b) *Gifts Subject to Costs of Administration.* It shall be a condition of receiving and administering every gift of an endowment fund that each such fund shall be charged with and shall pay out of its gross cash income an amount equal to such portion of the general administration expenses of The Institute as The Board shall fix as adequate to cover the costs and expenses of maintaining, administering and carrying on the fund, of carrying out the provisions of the conveyance, bequest, devise, trust, or deed of gift creating the fund, and of maintaining the capital of the fund without impairment as to loss. The balance remaining of the gross cash income of a fund shall be the *net income* of the fund.

(c) *Building Up Capital of Endowment Funds.* It shall be a condition of receiving and administering each endowment fund that, until the net income of the endowment fund is sufficient to pay the costs of carrying on and carrying out the purpose for which the fund is held and the terms of the conveyance, bequest, or deed of gift thereof, and to pay the administration and other costs and expenses in connection therewith prescribed in *paragraph (b) of this section*, The Treasurer shall add such net income to the capital of the fund, as permitted by law.

(d) *Annuity Bequests.* An endowment fund created by deed or will may be accepted by The Institute, subject to the conditions attaching thereto requiring the payment of part or all of the net income of such endowment fund, as such net income is prescribed in *paragraph (b) of this section*, or requiring the payment of such net income together with any part of the principal as may be provided in said deed or will, as annuities or otherwise, to one or more persons as life annuitants, life beneficiaries, or life tenants, as permitted by law, and conditioned on the reversion to The Institute of the income or the principal of such endowment fund.

(e) *Acceptance of Gifts, Bequests and Devises.* Every gift, bequest, or devise to The Institute shall be received and accepted for and in behalf of The Institute by The Board only, and no member, officer, director, committee, jury, department, employee, agent, or representative of The Institute shall have any right, authority, or power to receive, take, solicit, or accept any gift, bequest, or devise for and

in behalf of The Institute or any of its activities, unless specifically authorized so to do by The Board.

The Board shall refuse to accept any gift, bequest or devise if such gift, bequest or devise will not promote the objects and purposes of The Institute, or if any condition attached to such gift, bequest or devise places an undue burden on The Institute, financially or otherwise.

(f) *Restrictions on Uses of Endowment Funds.* Every gift, conveyance, trust, devise, or bequest made to and accepted by The Institute, whereby the use of the gift, conveyance, trust, devise, or bequest or the income or proceeds therefrom is restricted by the donor to purposes other than those of the general endowment fund, shall be devoted to and used only for the purposes and in the manner set out by the donor. If such gift, conveyance, trust, devise, or bequest comprises capital funds, whether or not invested and administered by The Institute, The Board shall establish the same as an endowment fund, and The Treasurer shall set up said capital funds as the capital of such endowment fund. If such gift, conveyance, trust, devise, or bequest comprises permanent income funds only, The Board shall establish the same as an endowment fund and The Treasurer shall set up such income each year as the gross income of such fund for the year.

(g) *Names of Endowment Funds.* The name of the endowment fund created by a donor may be designated by the donor.

Section 4. Capital and Income of Endowment Funds.

(a) *Capital of Endowment Funds.* The Treasurer shall place in the capital of each endowment fund all gifts of capital made thereto, all amounts reserved therefor, and all amounts appropriated and all amounts authorized to be transferred thereto by The Board.

The Investment and Property Committee shall invest and reinvest the capital of each endowment fund in accordance with the provisions of *article 3, section 1, paragraph (b) of this chapter*.

(b) *Income of Endowment Funds.* The Treasurer shall collect all interest and dividends earned by the capital and the accumulated income of each endowment fund, and shall place all such in-

come when and as received in the respective income accounts of said funds. He shall also place in the income account of each endowment fund all gifts of income made thereto, all income reserved thereto, and all amounts appropriated and all amounts authorized to be transferred thereto by The Board.

(c) *Disbursement of Income of Endowment Funds.* Each fiscal year, to pay the expense of administering each endowment fund, The Board shall appropriate, and authorize The Treasurer to transfer to the general fund, such portion of the income of each endowment fund as it deems necessary for that purpose and, to pay the expense of carrying out the purposes of each endowment fund, The Board shall appropriate, and authorize The Treasurer to transfer to the general fund, such portion of the net income of each such fund as it deems wise, except as otherwise provided in section 3, paragraph (c), of this article.

Unless otherwise provided in these by-laws, The Board, in any fiscal year, shall not expend on account of any endowment fund a sum greater than the income available in that fund during such year. Nor shall The Board, during any fiscal year, authorize any expenditure, make any appropriation or authorize or incur any financial liability or obligation on account of any endowment fund, of any amount greater than the income that The Board estimates will be available in that fund for such fiscal year, based on the then current financial information in the hands of The Board concerning the probable income from the investment of the capital of the fund and from gifts and other sources.

(d) *Unexpended Income of Endowment Funds.* The unexpended income of any endowment fund may be transferred to the capital of the fund unless otherwise provided in these by-laws or by the donor of the fund, or it may be held as an accumulated income of such fund up to the maximum amount permitted by law and thereafter used for the purposes permitted by law unless otherwise provided in these by-laws or by the donor of the fund.

The Investment and Property Committee may invest and reinvest the accumulated income of any endowment fund at call or in high grade negotiable bonds or collateral securities satisfactory to it. Such income notes, bonds or other securities shall be kept in a single safe deposit box separate from the box in

which the capital securities are kept, but other valuable papers of The Treasurer may be kept therewith. The access to the box containing the income securities shall be by The Treasurer; provided, that he may give access thereto to an assistant treasurer jointly with such member of The Board as The Treasurer designates.

Section 5. Specific Endowment Funds Established.

(a) *Terms of Funds Described in By-laws.* The Board shall maintain, subject to the provisions of these by-laws, each of the specific endowment funds hereinbelow described in this section. From time to time and without further action of The Institute or The Board, the then Secretary shall incorporate and set forth in subsequent editions of the by-laws the terms and conditions of any specific endowment fund that is accepted or created by The Board, in a manner similar to those hereinbelow recited, it being the intent of this paragraph that the by-laws shall include at all times the conditions of all specific endowment funds in the ownership, custody, or control of The Institute.

(a-1) The General Endowment Fund.

Purpose. The General Endowment Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be devoted and used to advance the objects, purposes, and affairs of The Institute.

Capital. In addition to all other amounts authorized to be placed in the capital of the general endowment fund, The Treasurer shall place in the capital thereof each gift, conveyance, devise, trust and bequest, whereof the capital and income are not restricted or reserved to a specific purpose.

(a-2) The Administration Building Maintenance Fund.

Purpose. The Administration Building Maintenance Fund is established for the purpose of accumulating and holding funds therein as an endowment fund, the net income of which shall be used to maintain The Administration Building property. Said property shall be that portion of The Institute real property at the corner of Eighteenth Street and New York Avenue, Northwest, Washington, D. C.,

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

49

recorded as Lot 30, square 170, in Survey Book 132, Page 381, Surveyor's Office, District of Columbia, on December 15, 1939, and the improvements thereon. The net income shall be used to pay:

first, all taxes on the said Lot 30, on the building and improvements thereon, and on the furnishings, furniture, and equipment in said building;

second, all special assessments levied against said Lot 30;

third, all insurance maintained for the protection of the building and its contents;

fourth, all costs and expenses of maintaining clean and in good physical condition said Lot 30 and the planting and lighting thereof, the sidewalks on and about the same, the building and improvements thereon, and the furniture, furnishings and equipment in said building; all costs of janitor service therefor, and all costs for the removal of ashes, debris, waste and garbage from said lot and building;

fifth, all charges for water, gas, electricity, and other utilities serving said Lot 30; all costs of heating, lighting, and ventilating the building on said lot;

sixth, all other expenses properly chargeable to the maintenance, upkeep, and repairs of said building and the maintenance and upkeep of said Lot 30 and the improvements thereon.

Capital. The capital of the administration building maintenance fund shall not exceed an amount that will yield a net income sufficient to pay the costs and expenses of carrying out the purposes of the fund.

(a-3) The Octagon Property Maintenance Fund.

Purpose. The Octagon Property Maintenance Fund is established for the purpose of accumulating and holding funds therein as an endowment fund, the net income of which shall be used to maintain The Octagon House property. Said property shall be that portion of The Institute real property at the corner of Eighteenth Street and New York Avenue, Northwest, Washington, D. C., recorded as Lot 31, Square 170, in Survey Book 132, page 381, Surveyor's Office, District of Columbia, on December 15, 1939; The Octagon House, stable, smoke house, and other improvements on said Lot 31; and the

furnishings, furniture, and equipment in said buildings. The net income shall be used to pay:

first, all taxes on said Lot 31, on the said Octagon House and other buildings and improvements on said lot, and on said furnishings, furniture, and equipment in said buildings;

second, all special assessments levied against said Lot 31;

third, all insurance maintained for the protection of the buildings and improvements on said Lot 31 and the contents of said buildings;

fourth, all costs and expenses of maintaining clean and in good physical condition said Lot 31 and the planting and lighting thereof, the sidewalks on and about the same, the buildings and improvements thereon, and the furniture, furnishings, and equipment in said buildings; all costs of janitor service therefor; and all costs for the removal of ashes, debris, waste and garbage from said lot and buildings;

fifth, all charges for water, gas, electricity, and other utilities serving said Lot 31; all costs of heating, lighting and ventilating the buildings on said lot;

sixth, all other expenses properly chargeable to the maintenance, upkeep, and repairs of said buildings and the contents thereof and to the maintenance and upkeep of said Lot 31 and the improvements thereon.

Capital. The capital of The Octagon property maintenance fund shall not exceed an amount that will yield a net income sufficient to pay the costs and expenses of carrying out the purposes of the fund.

(a-4) The Recruiting Fund.

Purpose. The Recruiting Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be used to pay the costs and expenses of admitting new members to The Institute and of the work incidental thereto and in connection therewith.

At the end of each fiscal year The Treasurer shall transfer to the capital of the general endowment fund the unexpended balance, if any, of the net income of the recruiting fund.

Capital. In addition to all other amounts authorized to be placed in the capital of the

recruiting fund, The Treasurer shall transfer to the capital thereof each fee for admission to membership in The Institute and each fee for readmission thereto, when and as paid.

(a-5) The Convention Fund.

Purpose. The Convention Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be used for paying administrative costs and expenses in connection with meetings of The Institute other than for the traveling and the subsistence expenses of delegates.

At the end of each fiscal year The Treasurer shall transfer to the capital of the general scholarship fund the unexpended balance, if any, of the net income of the convention fund.

Capital. In addition to all other amounts authorized to be placed in the capital of the convention fund, each year The Treasurer shall transfer to the capital thereof, *first*, all payments of convention equalization subscriptions made after the close of convention; and *second*, the balance, if any, of the convention equalization subscriptions that remain after the refunds of the said subscriptions received prior to the close of the convention have been paid.

(a-6) The Octagon Library Fund.

Purpose. The Octagon Library Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which, and other sums given or appropriated directly as income for the purpose of the fund, shall be used, *first*, to pay the costs and expenses of operating the library and collections of The Institute and the general administration thereof; *second*, to pay the costs of the physical upkeep and maintenance of the chattels and other personal property forming the library and collections and the furnishings, furniture, fixtures, and fittings used in connection therewith; and *third*, to pay the costs of acquisitions to the library and collections and the expenses incidental thereto and in connection therewith.

(a-7) The General Scholarship Fund.

Purpose. The General Scholarship Fund is established for the purpose of accumulating and

holding funds therein as an endowment, the net income of which, and other sums given or appropriated directly as income for the purpose of the fund, shall be used to establish, provide, maintain, and carry on scholarships which shall be under the sole auspices and control of The Institute and in its name, and to make loans without interest to students in architecture, the fine arts, or the industrial arts allied therewith.

(a-8) The General Education Fund.

Purpose. The General Education Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which, and other sums given or appropriated directly as income for the purpose of the fund, shall be used to advance the general appreciation of architecture and the allied arts.

(a-9) The Waid Education Fund.

Purpose. The Waid Education Fund was given to The Institute and established as an endowment by Dan Everett Waid, on the condition that The Institute shall devote and use the net income of the fund to serve education in architecture, including specifically the promoting, knowledge and appreciation of the fine arts. The method of expenditure and variation thereof is subject to two-thirds vote of delegates in convention.

(a-10) The Henry Adams Fund.

Purpose. The Henry Adams Fund is given to The Institute and established as an endowment by Henry Adams and his executors and heirs: Charles F. Adams, Horace D. Chapin, Charles F. Adams, Arthur Adams, Abigail Homans, John Adams, Henry Adams, Mary Adams Abbott, Elizabeth O. Adams, Louisa C. Perkins, and Dorothy Quincy Nourse, and by his friend, Ralph Adams Cram.

The gift, consisting of the title and copyrights to the book *Mont Saint Michel and Chartres*, written by Henry Adams, is given on the condition that The Institute shall devote and use the net income of the fund for any one or more of the following purposes as The Board may in its absolute discretion determine:

first, to give copies of Henry Adams' book *Mont Saint Michel and Chartres* to worthy students

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

51

of architecture who might not otherwise be able to afford them;

second, to assist worthy students of architecture, preference being given to those who show a special interest in ecclesiastical architecture;

third, to encourage the study of architecture and the other arts associated with the Christian civilization of Europe in the period from 500 A.D. to 1500 A.D., (hereinafter called the Middle Ages) with particular stress on ecclesiastical architecture, by giving suitable recognition of excellence in such studies;

fourth, to encourage the purchase, accumulation and use of literature relating to architecture and the other arts associated with the Middle Ages, by donating manuscripts, books, pamphlets, or other literary works to worthy students of architecture or to libraries, public or private, where such literature would be most useful;

fifth, to forward projects of preservation or restoration of ecclesiastical buildings erected during the Middle Ages.

The donors make the further condition that funds given, books purchased, and awards made shall be made under the name *Henry Adams Fund*, but that suitable recognition may also be given to The Institute. The donors recommend to The Board that in expending the income of the trust The Board shall show preference to the above purposes in their numerical order, but this recommendation shall not impose any enforceable obligation on it so to do.

(a-11) The Louis H. Sullivan Fund.

Purpose. The Louis H. Sullivan Fund is given to The Institute and established by Louis H. Sullivan, who bequeathed the royalties from the sale of his books *Autobiography of an Idea* and *System of Ornament* to The Institute as an endowment, on the condition that The Institute shall devote and use the net income of the fund to advance education in architecture as The Board deems wise.

(a-12) The Delano and Aldrich Fund.

Purpose. The Delano and Aldrich Fund is given to The Institute and established as an endowment by William A. Delano and Chester H. Aldrich, on the condition that The Institute

shall devote and use the net income of the fund each year to maintain a traveling scholarship, whereby each year, under the auspices of The Institute, a foreign architect, sculptor or painter or a student in one or more of these arts shall travel in the United States.

(a-13) The Structural Service Fund.

Purpose. The Structural Service Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which, and other sums given and appropriated directly as income for the purpose, shall be used, *first*, to advance the efficiency of the practice of architecture through the dissemination of a more exact knowledge of the materials of construction and their use; and *second*, to establish and maintain an effective and constructive contact with the producers and the users of building materials.

(a-14) The Milton B. Medary Scholarship Fund.

Purpose. The Milton B. Medary Scholarship Fund is given to The Institute and established as an endowment by The Georgia Marble Company as a memorial to Milton B. Medary, on the condition that The Institute shall devote and use the net income of the fund to establish and maintain one or more scholarships to aid in defraying the expenses of one or more students doing post-graduate study in architecture, and on the further condition that the beneficiaries shall be selected from students who have received the *School Medal* of The Institute.

(a-15) The Honor Awards Fund.

Purpose. The Honor Awards Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which, and other sums given or appropriated directly as income for the purpose of the fund, shall be used to pay the costs and expenses of The Institute incurred in carrying out its general honor awards program.

(a-16) Edward Langley Scholarship Fund.

Purpose. The Edward Langley Scholarship is bequeathed to The Institute and established as an endowment fund by Edward Langley, architect of Scranton, Pennsylvania, on the condition that the

fund "shall be invested and kept invested by the said American Institute of Architects and the principal thereof shall be maintained in perpetuity, and the income to be derived therefrom shall be used for scholarship purposes and particularly in the aid of students, residents of the United States and Canada, in the study of architecture, and said fund to be administered by a committee to be appointed by The Board of Directors of The American Institute of Architects, from the said Board of Directors."

(a-17) *The Significance of the Fine Arts Fund.*

Purpose. The Significance of the Fine Arts Fund is given to The Institute and established as an endowment fund by Donn Barber, Jr., Charles Butler, William Emerson, William B. Ittner, Jr., George C. Nimmons, and C. C. Zantzing, on the condition that the royalties received each year from the sale of the book entitled *The Significance of the Fine Arts* shall be used by the Committee on Education for general purposes.

CHAPTER XI

ADMINISTRATIVE AND EXECUTIVE DEPARTMENTS

Article 1. Offices.

The legal office of The Institute shall be in the office of the New York Chapter of The American Institute of Architects, in New York City.

The administrative and executive offices of The Institute shall be at The Octagon, 1741 New York Avenue, N.W., Washington, D.C.

Article 2. Executive Secretary.

Section 1. Executive Officer.

The administrative and executive offices shall be in charge of an executive officer, who shall be known as the *Executive Secretary*. The Executive Secretary shall be employed by and shall report to The Board.

Section 2. Duties of Executive Secretary.

(a) *Chief Executive Officer.* The Executive Secretary shall be and act as the chief executive officer of The Institute, and as such shall have

general management of the administration of its affairs, subject to the general direction and control of The Board and the supervision of the administrative officers of The Institute. He shall undertake all responsibilities and do and perform all duties and work as shall be set out by The Board in a written contract with him and shall do and perform such detailed executive duties and managerial work for the administrative officers of The Institute as may be assigned to him by them. He shall be responsible for the diligent, efficient, prompt, tactful, and collaborative performance of all said responsibilities, duties and work.

(b) *Authority of the Executive Secretary to Make Expenditures.* As chief executive officer of The Institute, the Executive Secretary, within and up to the appropriations made therefor in each instance and in the manner prescribed therefor, shall approve vouchers for all expenditures properly incurred on account of The Institute, and The Board may authorize him to make such expenditures for and on account of The Institute as shall be placed under his direct control.

(c) *Salary of the Executive Secretary.* The Executive Secretary shall be paid such salary as The Board shall fix from time to time by contract with him.

(d) *Authority of the Executive Secretary to Employ Assistants.* Within the appropriations made therefor, the Executive Secretary may employ clerical, stenographic, and other help to assist in carrying on his duties and the administrative and executive work, and may employ technical assistants to whom he may delegate the management of executive departments and such other duties in connection with the said work as he may elect, and he may terminate the services of any such employee at any time.

Article 3. Counsel.

Section 1. Services of Counsel.

The Board shall retain counsel, whose advice and opinions concerning legal procedure and The Institute affairs shall be available to The Board, The Executive Committee, The Investment and Property Committee, the administrative officers, and the Executive Secretary.

ADMINISTRATIVE AND EXECUTIVE DEPARTMENTS

53

Section 2. Opinion of Counsel Required.

Before they shall become effective, the opinion of counsel shall be obtained as to the legality and legal form of all actions of delegates and The Board concerning the lease, sale, or hypothecation of real property of The Institute, concerning major financial matters involving contracts, commitments or obligations, concerning general disciplinary procedure relating to unprofessional conduct, concerning every disciplinary case wherein the action of The Board may result in expulsion of a member, concerning the Standards of Practice of The Institute, all corporate and tax reports required by law, all documents and forms having to do with contractual relations of the architect, owner, and contractor prepared or issued by The Institute, all amendments to these by-laws, all charters issued to chapters, the standard form of by-laws of chapters and of state association members, and all agreements of affiliation.

Article 4. Administrative and Executive Departments.**Section 1. Establishment of Departments.**

(a) The Secretary, with the approval of The Board, may establish and maintain administrative and executive departments with headquarters at the administrative and executive offices. Each such department, unless otherwise provided, shall be under the direction and control of the Executive Secretary and may be under the general oversight of a member of The Board or of a chairman of a committee if The Board so directs. An executive assistant employed by the Executive Secretary may be placed in charge of each such department and, except as provided in *section 2 of this article*, given the title of secretary prefixed by a title descriptive of his duties and responsibilities.

(b) From time to time, and without further action of The Institute, the then Secretary shall incorporate and set forth in subsequent editions of the by-laws, the title, description, general duties and functions of every executive department that may hereafter be established and maintained, and shall remove from such editions all references to executive departments that are discontinued; it being the intent of this paragraph

that the by-laws shall include at all times the descriptions of all executive departments of The Institute then existing.

Section 2. The Treasury.

(a) *Purpose of The Treasury Department.* There shall be an executive department, known as *The Treasury*, which shall be under the general supervision of The Treasurer, and shall perform work in connection with his administrative duties and the keeping of his records.

(b) *First Assistant Treasurer.* A First Assistant Treasurer approved by The Treasurer shall be placed in executive charge of The Treasury at the executive offices of The Institute. Until such assistant treasurer is employed, the Executive Secretary shall act as First Assistant Treasurer.

(b-1) *Duties of First Assistant Treasurer.* For and in behalf of The Treasurer, the First Assistant Treasurer shall have charge of the books of account and the financial records and statistics of The Institute, sign checks of The Institute when and as authorized to do so under the conditions set forth in *chapter X, article 5, section 2*, of these by-laws, keep petty cash, and perform such other duties as may be properly delegated to him from time to time by The Treasurer.

(b-2) *Fidelity Bond of First Assistant Treasurer.* The First Assistant Treasurer shall furnish and maintain a fidelity bond in favor of The American Institute of Architects, in a sum which shall be fixed from time to time by The Board but shall not be less than twenty-five thousand dollars. The bond shall be issued by a surety company satisfactory to The Board, and shall ensure the full reimbursement to The Institute by the surety company, in the event of the death, resignation, or removal from office of the First Assistant Treasurer, for any and all loss The Institute may sustain of moneys, funds, securities, negotiable instruments or other personal property belonging to The Institute that may have come into the hands or possession of the First Assistant Treasurer, including that for which the First Assistant Treasurer is responsible, through misappropriation or any other dishonest or criminal act committed by the First Assistant Treasurer directly or in connivance with any other person or persons.

(c) *Other Assistant Treasurers.* Assistant treasurers approved by The Treasurer may be placed in charge of such work in connection with The Treasury as The Treasurer shall authorize, in accordance with the provisions of *chapter IX, article 5, section 3*, and each such assistant treasurer who is authorized to collect or have custody of any moneys, funds, securities, negotiable instruments or other personal property belonging to The Institute or to sign checks withdrawing any of its money from any depository shall furnish and maintain a fidelity bond in favor of The American Institute of Architects of the amount and under the conditions and terms required for the fidelity bond of the First Assistant Treasurer in *paragraph (b-2) of this section*.

Section 3. The Department of Technical Services.

There shall be an executive department known as *The Department of Technical Services*, which shall maintain an effective contact with the producers and the users of building materials and advance the efficiency of the profession through the accumulation and distribution to it of reliable data relating to the materials of construction and their effective and economical use in buildings.

The executive assistant in charge of the department shall be known as the *Technical Secretary*.

Section 4. The Recruiting Department.

There shall be an executive department known as *The Recruiting Department*, which shall maintain a direct and effective contact with the members of the profession and the component organizations of The Institute for the purpose of increasing the membership of The Institute. The chairman of the Committee on Membership shall have general oversight of the work of the recruiting department, and the executive assistant in charge of the department shall be known as the *Field Secretary*.

Section 5. The Department of Public Information.

There shall be an executive department known as *The Department of Public Information*, which shall disseminate through the public press the news of The Institute and matters relating to the profession of architecture, the arts allied therewith, and the building industry.

The executive assistant in charge of the department shall be known as *The Publicist*. Under the direction of the Executive Secretary, The Publicist shall have charge of preparing information concerning The Institute, its chapters and its state association members and concerning architecture, the arts allied therewith, and the building industry for the public press, and of distributing it thereto. He shall advise The Institute concerning matters of publicity, act as general adviser of the chapters and the state association members in matters of publicity, and perform such other duties as the Executive Secretary shall properly require of him.

Section 6. The Department of Biography.

There shall be an executive department known as *The Department of Biography*, which shall compile biographical and other historical data concerning the architects of America, living and deceased.

The direction and control of the department shall be by The Secretary, assisted by a Biographer.

CHAPTER XII
COMMITTEES

Article 1. Provisions Governing Committees.

Section 1. Authorization, Classification, and Functions of Committees.

(a) *Committees Authorized.* Committees, juries and boards composed of corporate members may be established to perform service for The Institute. Juries and boards, other than The Board and The Executive Committee, shall be and have the standing of committees.

(b) *Classification of Committees.* The committees of The Institute shall be the *Administrative Committees*, established in these by-laws, and *Board Committees*, established by the rules of The Board.

(c) *General Duties of Committees.* The general duties of each administrative committee shall be those prescribed in these by-laws, and the general duties of each board committee shall be those prescribed in the rules adopted by The Board, but The Board may assign supplementary duties to any committee at any time.

COMMITTEES

55

Section 2. Terms of Office of Committee Members.

(a) *Expiration of Terms of Office.* The terms of office of members of the administrative committees are fixed in these by-laws and the terms of office of members of board committees shall be fixed by the rules of The Board.

Terms of office shall expire at the adjournment of annual conventions, but a member of a committee whose term has expired shall serve until his successor qualifies. A member shall be deemed to have qualified as a committee member when his acceptance of his election or appointment thereto has been received by The Secretary.

Section 3. Election of Administrative Committee Members.

Each year The Board, at its organization meeting, shall nominate and elect the successors of the members and chairmen of the administrative committees whose terms of office normally expired at the close of the convention then just adjourned; provided, that The Board may delegate to The President the power to fill any expired term of office that it fails to fill. If for any reason an organization meeting is not held in any year, then the election shall be at the first meeting of The Board held after the time when the organization meeting would normally have been held in that year.

The chairman for each committee shall be elected from the membership of the committee, and, unless otherwise provided in *article 2 of this chapter*, the term of office of each chairman shall be for the unexpired term of his membership on the committee.

Section 4. Reports of Committees.

Every administrative committee and every board committee shall report in writing direct to The Board.

Section 5. General Procedure of Committees.

Every committee shall perform its duties in accordance with these by-laws and the rules of The Board and under the general direction, supervision and control of The Board. Each committee may call and hold meetings and meet with other organizations or their representatives, but neither a committee nor any member or chairman thereof shall

commit The Institute orally or otherwise on any matter unless specifically authorized so to do by The Board or The Executive Committee.

Article 2. The Administrative Committees.**Section 1. The Board of Examiners.**

(a) *Duties.* There shall be an administrative committee called *The Board of Examiners*. It shall perform the duties prescribed in *chapter II, article 1, section 3* of these by-laws.

(b) *Membership and Terms of Office.* The Board of Examiners shall consist of three corporate members, and the term of office of each of its members shall be three years, but the terms of office shall be arranged by The Board so that not more than one term shall expire normally each year. The term of office of the chairman shall be one year, but he may be re-elected as chairman each or any year during his membership on the committee.

(c) *Meetings.* The Board of Examiners shall meet whenever its duties require, at the call of its chairman, The Secretary, The Board or The Executive Committee.

Section 2. The Jury of Fellows.

(a) *Duties.* There shall be an administrative committee called *The Jury of Fellows*. It shall perform the duties prescribed in *chapter III, article 1* of these by-laws.

(b) *Membership and Terms of Office.* The Jury of Fellows shall consist of six fellows of The Institute, and the term of office of each of its members shall be six years, but the terms of office shall be arranged by The Board so that not more than one term shall expire normally each year.

(c) *Regular Meetings.* The jury shall hold one regular meeting at least every two years and special meetings at the call of its chairman or The Board.

Section 3. The Committee on Professional Practices.

(a) *Duties.* There shall be an administrative committee called *The Committee on Professional Practices*. It shall perform the duties prescribed in *chapter XIII, article 2, sections 4 and 8* of these by-laws.

(b) *Membership.* The Committee on Professional Practices shall consist of two corporate members, one of whom shall be elected chairman and the other vice-chairman of the committee. The vice-chairman shall act only in case of the disability of the chairman.

(c) *Terms of Office.* The terms of office of the chairman and of the vice-chairman shall be three years and the terms shall run concurrently.

Section 4. The Judiciary Committee.

(a) *Duties.* There shall be an administrative committee called *The Judiciary Committee*. It shall consider and act on every charge of unprofessional conduct presented to it by The Committee on Professional Practices in the manner prescribed in chapter XIII, article 2, sections 5, 6 and 8 of these by-laws.

(b) *Membership.* The Judiciary Committee shall consist of three regional directors, one of whom shall be elected each year from the regional directors who are then beginning a full term of office.

(c) *Terms of Office.* The term of office of each member of The Judiciary Committee shall expire coincidentally with the expiration of his term of office as regional director; provided, however, if the committee has before it any case wherein the examination of the evidence is well advanced but not disposed of, then the retiring member of the committee shall continue to serve on the said case until it is completed and finally disposed of.

If any membership on The Judiciary Committee becomes vacant before the expiration of the term of office thereof, The Board shall elect one of the regional directors to serve for the unexpired term.

(d) *Meetings.* The Judiciary Committee shall hold such meetings as are necessary to perform its duties, and at the call of its chairman or The Board. Two members of The Judiciary Committee shall constitute a quorum for any hearing before it, and the concurring vote of two members who heard a case shall constitute the action of The Judiciary Committee thereon.

Section 5. The Committee on Architectural Competitions.

(a) *Duties.* There shall be an administrative committee called *The Committee on Architectural*

Competitions. It shall be its duty for and on behalf of The Board,

first, to interpret from time to time the provisions of the Standards of Practice of The Institute relating to architectural competitions for the guidance of the members;

second, to have general oversight of subcommittees of chapters created in accordance with the provisions of paragraph (c-1) of this section;

third, to advise regarding the desirability of holding architectural competitions or any thereof, or regarding the appointment of any person to act as professional adviser or as a member of the jury of award of any such competition, regarding terms and conditions of any architectural competition program;

fourth, to approve or disapprove programs submitted to the committee by The Board or by any of said chapter sub-committees;

fifth, to prepare from time to time revisions of the said Standards of Practice relating to architectural competitions as The Board or the committee deems necessary and submit the same to The Board.

(b) *Authority of Chairman of The Committee on Architectural Competitions.* The chairman and any two other members of The Committee on Architectural Competitions whom he selects shall have the authority to and may make, by a concurring vote by letter or otherwise, the interpretations of the said Standards of Practice relating to architectural competitions, give the requested advice, and pass upon and approve or disapprove the programs of competitions for and in behalf of the committee; provided, that in an emergency the chairman of the committee shall have such authority and may act without the concurrence of the other members of the committee.

(c) *Membership.* The Committee on Architectural Competitions shall consist of ten corporate members, one from each regional district, and, in any year in which The Board deems additional memberships desirable, of two additional corporate members-at-large from the same or different regional districts.

(c-1) Whenever the chairman of The Committee on Architectural Competitions deems it advisable, he may appoint a sub-committee in any chapter to act for The Committee on Architectural Competi-

ARCHITECTURAL PRACTICE

57

tions regarding architectural competitions for work to be erected within the territory of the chapter. Each such sub-committee shall consist of three members, who shall be approved by The President of The Institute, and their respective terms of office shall terminate at the will of the chairman of The Committee on Architectural Competitions.

(d) *Terms of Office.* The term of office of each member of the committee, except of the two members-at-large, shall be three years, and such terms of office shall be arranged by The Board so that normally not less than three nor more than four thereof shall expire in any one year and so that not more than one expiration shall occur in the same year in the same general geographical section of the United States. The term of office of each member-at-large shall be one year.

(e) *Meetings.* The Committee on Architectural Competitions shall meet at the call of its chairman or The Board.

Section 6. The Investment and Property Committee.

There shall be an administrative committee called *The Investment and Property Committee*. Its duties and membership, the terms of office of its members, and other matters concerning it are set out in *chapter X, article 3, section 3* of these by-laws.

CHAPTER XIII ARCHITECTURAL PRACTICE

Article 1. Principles and Standards of Architectural Practice.

Section 1. Basic Principles Governing the Professional Practice of Architecture.

The profession of architecture calls for men of integrity, of aesthetic and scientific skill, of practical proficiency and of executive ability and business capacity. The architect is entrusted with financial undertakings in which his honesty and purpose must be above suspicion and his competency beyond question. He acts as professional adviser to his client, designs his client's project, prepares the drawings, specifications and documents for the contracts between his client and contractors, and exercises quasi-judicial functions concerning those contracts. He

has responsibilities to his professional associates and subordinates, to all engaged in the construction industry, and to the public. These duties and responsibilities he cannot discharge properly unless his integrity is beyond question, his advice disinterested, his decisions impartial, his documents clear, definite and complete, and unless his ability and conduct command respect and confidence in his community and his profession.

Section 2. Statement Concerning the Practice of Architecture.

Founded upon the basic principles of practice set out in *section 1 of this article*, The Board shall prepare and publish for the profession a *Statement Concerning the Practice of Architecture*, which shall set forth:

first, the normal duties and responsibilities of the architect as a member of the profession of architecture;

second, the method by which an architect can best be selected for any project by direct selection or, if that is not feasible, by means of an architectural competition; and

third, a schedule of basic architectural fees, setting out general basic fees that should be paid to architects for performing normal architectural services on usual types of buildings under normal and ordinary conditions. The fees set out in such schedule shall not be construed to be mandatory or specific, or as limiting the fee that should properly be paid to an architect on a project because of the type, character, and extent of the project or the scope and character of the services the architect is required to perform, or because the architect is especially qualified for the project because of his experience and ability, but they may be used as a base and guide in establishing similar basic non-mandatory fees in any local area, and by each architect within the area in fixing the fee he should properly charge for performing his services.

Section 3. Standards of Practice of The Institute.

(a) *Adopting Standards of Practice.* Each of the standards set out in the *Statement Concerning the Practice of Architecture* may be particularized further by The Board as a standard for the

guidance of members of The Institute. Such standards, when adopted at a duly called meeting of The Institute by an affirmative vote of not less than a majority of all votes accredited to be cast at the meeting on any question or division not relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-12)*, shall constitute and be the *Standards of Practice of The Institute*, to which every corporate member of The Institute subscribes and agrees to uphold and abide by in his practice and works.

Chapter II
Article 1
Section 1 (c)

(b) *Amending Standards of Practice.* Any of said Standards of Practice may be amended at any duly called meeting of The Institute by the affirmative vote of not less than a majority of all votes accredited to be cast at the meeting on any question or division not relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-12)*; provided, that the amendment has theretofore been proposed and published to the members as required for an amendment to these by-laws.

Chap. XVII
Article 1
Section 1 (a)

(c) *Interpretations of Standards of Practice of The Institute.* The Board, from time to time, shall make interpretations of the provisions of the Standards of Practice of The Institute which it shall publish for the guidance of the members. Each interpretation made by The Board *ipso facto* shall become a Rule of The Board.

Article 2. Unprofessional Conduct.

Section 1. Unprofessional Conduct Defined.

(a) Any deviation by a corporate member from any of the Standards of Practice of The Institute or from any of the rules supplementing the said standards, or any action by him that is detrimental to the best interests of the profession and The Institute shall be deemed to be *unprofessional conduct* on his part, and *ipso facto* he shall be subject to discipline by The Institute, and if he is found guilty of any procedure set out in paragraph 8 of Part 1 of the said standards, the member's membership may be suspended or terminated.

(b) An individual member shall not be immune from charges of unprofessional conduct and disciplinary action by The Board because he practices

or operates as a partner or an associate, or as a member, stockholder, or executive officer of any association, corporation, or other legal entity, or for hire under orders from a board of directors, committee, or executive officer of any such entity.

Section 2. Formal Charges of Unprofessional Conduct.

(a) *Complainant.* It shall be the duty of every member and of every chapter of The Institute to bring to the attention of The Secretary every case of alleged unprofessional conduct of which he or it is cognizant, and any legally constituted state board that registers architects or issues licenses to them may bring to the attention of The Secretary any case of alleged unprofessional conduct of a corporate member of The Institute of which such board is cognizant.

(b) *Formal Charges in Writing.* Every charge alleging unprofessional conduct, in order to be acted on by The Board, shall be in writing, shall state the facts alleged to be true, shall be signed by the member, members or body making the charge, and shall be sent to The Secretary. Thereupon the charge shall be deemed to be a *formal charge*.

Section 3. Responsibility of The Board for Discipline.

(a) *Disciplinary Action by The Board.* The Board shall be the judge of what constitutes unprofessional conduct by a corporate member and of whether or not he is guilty thereof. When it finds him guilty thereof it may censure him or suspend or terminate his membership, whichever, in its judgment, is in proportion to the seriousness of his offense; provided, that, in each instance, the member has been offered in writing an opportunity to be heard by The Board in his own defense. The Board shall fix the time, place, and procedure for such hearing.

(b) *The Board is Final Authority in Disciplinary Matters.* The decisions of The Board in every matter concerning the conduct of a corporate member and every penalty imposed by it on a corporate member on account of unprofessional conduct shall be final and conclusive and without recourse as to the member and any person acting for him or in his behalf.

(c) *Delegation of Disciplinary Power Limited.* The Board shall not delegate to any other person

ARCHITECTURAL PRACTICE

59

or body its duty of adjudicating formal charges of unprofessional conduct or of imposing penalties on account thereof, and no other person or body shall have any right to hear or adjudge any such charge, except as expressly provided in this *article 2*, or to impose any penalties on account thereof; provided, however, that The Board shall always conduct the final hearings and make the final adjudication of all cases coming before it in regular procedure or on appeal, and it may conduct any hearing or proceeding delegated to others by these by-laws or intervene in any thereof. In either of the latter events the superseded person or body shall be relieved of his duty and authority in the case.

(d) *Chapters' Powers in Disciplinary Matters Affecting Corporate Members.* The governing board of a chapter may conduct an *informal* hearing of a complaint of unprofessional conduct against a corporate member who is a member of that chapter and endeavor to settle the same, if a formal charge of unprofessional conduct has not been filed with The Secretary against such member. If the said governing board finds the facts may support the charge, it shall file the charge formally with The Secretary, together with the evidence it has in the case. When a charge is filed in writing with The Secretary, neither the chapter nor its governing board shall hear or endeavor to settle the case.

(*Chapter Executive Committees should note particularly that charges of unprofessional conduct made to it are privileged and the proceedings and actions are confidential.*)

(e) *Rules Relating to Adjudications.* Supplementing these by-laws, The Board shall adopt and publish rules relating to the procedure of adjudicating charges of unprofessional conduct, conducting the hearings thereof, giving notices of the hearings, and making appeals from the findings. The adjudging of every charge of unprofessional conduct shall be conducted and concluded in accordance with the provisions of these by-laws and the said rules in effect at the time the charges are filed.

Section 4. Duties of The Committee on Professional Practices.

(a) Every formal charge alleging unprofessional conduct by a corporate member received by The

Secretary shall be sent immediately by him to the chairman of The Committee on Professional Practices. Thereupon the said chairman shall examine the evidence and if he determines that it should be investigated, then he, with two other corporate members whom he shall designate to act with him in the particular case only, shall be and act in the case as The Committee on Professional Practices and shall have and exercise all the powers and perform all the duties delegated to the said committee; provided, that the chairman shall make and sign the report in the case.

(a-1) If for personal reasons the chairman finds he should not act on any charge before him, he shall designate the vice-chairman to act in his stead. If, for the same reason, the vice-chairman finds he should not act, then the chairman shall request The President to appoint a chairman to act in that case only, and The President shall do so. If the term of office of the chairman has expired or is about to expire and he has before him any case wherein the examination of a charge of unprofessional conduct is well advanced, then he shall continue to act as chairman on that particular case but no other until it is finally disposed of.

(a-2) If the alleged unprofessional conduct occurred more than two years before the matter is brought to the attention of the committee, the chairman may ignore the charges.

(b) Immediately a formal charge is filed with the said chairman, he shall furnish each accused member and each complainant with a printed copy of this *chapter XIII* and with all relevant rules of The Board.

(c) *Procedure of Examination.* The Committee on Professional Practices shall conduct a preliminary examination of the facts alleged in each formal charge and shall offer the accused and the complainant an opportunity to be heard in the matter. Within twenty days after the conclusion of the hearing or after the time fixed for the hearing if neither the complainant nor the accused appeared at the time and place fixed therefor, the committee shall conclude whether or not a *prima facie* case has been made by the evidence in hand, and the chairman of the committee shall transmit the finding, in writing, and all evidence and data relating to the case under seal to

The Secretary. As soon as practicable after receipt of same, The Secretary shall act as follows:

(c-1) *Prima Facie Case Established.* If the finding is that a *prima facie* case has been found, then The Secretary shall send a *Notice of Prima Facie Case* to the accused, the complainant, and the chairman of The Judiciary Committee, stating that a *prima facie* case has been found, and that the case will be heard by The Judiciary Committee at a time and place to be fixed by it, and that the accused and complainant will be offered an opportunity to be heard at that hearing. Then The Secretary shall send the sealed evidence and data received by him to the chairman of The Judiciary Committee.

(c-2) *Prima Facie Case Not Established and Right of Appeal.* If the finding is that a *prima facie* case has not been established, then The Secretary shall send a *Notice of Intention to Dismiss* to the accused, the complainant, and the chairman of The Committee on Professional Practices, stating that the committee has found the evidence submitted did not constitute a *prima facie* case and that The Secretary will dismiss the charge unless the complainant files a formal *Request for Appeal*, in writing, with The Secretary, within thirty days after the date on which The Secretary's *Notice of Intention to Dismiss* was mailed.

(c-3) *Right of Appeal not Exercised and Case Dismissed.* If The Secretary receives no such *Request for Appeal* from the complainant within said period, then he shall dismiss the charge and the case shall be closed. He shall immediately send a *Notice of Dismissal* to the accused, the complainant, and the chairman of The Committee on Professional Practices, stating that he has dismissed the case and that it has been closed. Then he shall file in his records the sealed evidence and data of the case.

(c-4) *Case Appealed to The Judiciary Committee.* If The Secretary receives such *Request for Appeal* from the complainant within said period, then he shall send a *Notice of Appeal* to the accused, the complainant, the chairman of The Judiciary Committee, and the chairman of The Committee on Professional Practices, stating that the complainant has appealed the case, and that The Judiciary Committee will hear the appeal at a time and place to be fixed by it, and that the accused and complainant

will be offered an opportunity to be heard at the hearing. Then he shall send a copy of his *Notice of Intention to Dismiss* and of the *Request for Appeal* and all evidence or data in the case received by him to the chairman of The Judiciary Committee.

(d) *Case and Charges Confidential.* Every formal charge prior to its submission to The Judiciary Committee shall be privileged, and the findings, charges, and all proceedings, evidence, data, notices, and other matters relating to the charge shall be confidential.

Section 5. Duties of The Judiciary Committee.

(a) *Actions on Appeals from Decisions of The Committee on Professional Practices.* As soon as practicable after a *Request for Appeal* has been received by the chairman of The Judiciary Committee from The Secretary, he shall fix a time and place for hearing the appeal from the decision of The Committee on Professional Practices and, in writing, request The Secretary to send notice of such hearing to the accused and the complainant, inviting their appearance thereat.

(a-1) *Appeals Denied and Cases Dismissed.* After such hearing, if The Judiciary Committee concurs in the findings of The Committee on Professional Practices that a *prima facie* case has not been established, then the chairman of The Judiciary Committee shall notify The Secretary, in writing, to that effect and request him to dismiss the charge and close the case. Then he shall seal all papers in the case and transmit them to The Secretary.

As soon as practicable after receipt of said notice and findings of The Judiciary Committee, The Secretary shall dismiss the charge, whereupon the case shall be closed. The Secretary forthwith shall send a *Notice of Dismissal* to the accused, the complainant, the chairman of The Judiciary Committee, and the chairman of The Committee on Professional Practices, stating the findings of The Judiciary Committee and that in accordance therewith he has dismissed the charge and the case is closed. Then he shall file in his records the sealed evidence and data in the case.

(b) *Actions on Prima Facie Cases.* Every *prima facie* case of unprofessional conduct which has been sent to The Judiciary Committee by The Secretary

ARCHITECTURAL PRACTICE

61

shall be adjudged by The Judiciary Committee and its findings and recommendations thereon reported by it to The Board, in writing.

(b-1) *Findings for Accused.* If The Judiciary Committee finds that the evidence before it does not, in its opinion, support the alleged facts, then it shall recommend that The Board dismiss the case, and the chairman shall send the findings and recommendations, in writing, to The Secretary and transmit to him under seal all evidence and data concerning the case.

(b-2) *Findings for Complainant.* If The Judiciary Committee finds that the evidence before it, in its opinion, supports the alleged facts, then it shall report that finding to The Board and recommend to The Board the penalty it believes should be imposed on the accused, and the chairman shall send the findings and recommendations, in writing, to The Secretary and transmit to him under seal all evidence and data concerning the case.

(c) *Procedure of The Secretary after Receipt of Findings from The Judiciary Committee.* As soon as practicable after the receipt of such findings and recommendations, The Secretary shall send a *Notice of Final Hearing* to the accused, the complainant, and the governing boards of the chapter and the state association member of which the accused is a member, stating the findings and recommendations of The Judiciary Committee and that The Board will hear the case at the time and place which The Secretary shall fix in the said notice and that each thereof may appear at such hearings. The date of the hearing shall not be within thirty days after the date of sending said *Notice of Final Hearing*.

(d) The Judiciary Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted, and its recommendations on the seriousness of the offense.

(e) If for any personal reason the chairman or any member of The Judiciary Committee finds he should not act in any case, he shall notify The President to that effect and The President shall appoint a temporary chairman or member, as the case may be, from the membership of The Board to act in the particular case only.

Section 6. Adjudication by The Board.

(a) The Board shall hear and adjudicate every charge of unprofessional conduct coming to it from The Judiciary Committee. The Board shall review the findings and recommendations of The Judiciary Committee and either shall find the accused not guilty and dismiss the charges against him or shall find him guilty and impose on him the penalty which it determines is in proportion to the seriousness of the offense.

(b) At the hearing before The Board, the chairman of The Judiciary Committee shall present the evidence in the case and the findings and recommendations of the committee, and shall prosecute the case. No member of The Judiciary Committee shall take part in the deliberation of The Board after the case has been presented to it, or vote thereon.

(c) If the said chairman is absent, either of the other members of The Judiciary Committee may present the evidence and findings, and prosecute the case.

(d) The Board shall be the final judge of the admissibility and value of all submitted evidence.

(e) Failure on the part of either The Committee on Professional Practices or The Judiciary Committee to act diligently and with reasonable promptness upon a case before it, shall be deemed to be a grave refusal, neglect or failure to perform its duty, and The Board may act with respect to any or all members of such dilatory committee as provided in *chapter VII, article 4, section 4* of these by-laws.

Section 7. Publication of Judgments.

When the case has been concluded by The Board, The Secretary shall send a notice stating the name of the member, the judgment taken and the penalty imposed or stating the dismissal of the charges, as the case may be, under confidential cover to the accused member, the complainant, and to each member and chapter of The Institute. The Secretary shall enforce the penalty.

If the accused member is exonerated and he requests in writing that his exoneration be published, then notice of the exoneration shall be published once in The Bulletin.

The charges, evidence, and action of The Board in any case of unprofessional conduct whereunder a penalty is imposed shall not be made public.

Section 8. Hearing of Formal Charges.

(a) *Appearance.* An appearance at a hearing may be waived in writing by the accused member or the complainant. In that event, or if either or both are not present at the hearing, the hearing shall proceed at the time and place set in the notice; provided, that the notices of the meeting have been sent as required by these by-laws and the relevant rules. The waiver or absence of the accused member or complainant, as the case may be, shall be noted in the records of the case.

(b) *Attorneys at Hearings.* The accused member may be advised and represented by his attorney at his hearing before The Board but at no other hearing; provided, that the accused is present and that at least ten days prior to the time fixed for said hearing he has given written notice by registered mail to The Secretary that his attorney will be present at the hearing.

(c) *Evidence at Hearings.* The accused member and the complainant each may call witnesses at any hearing and offer evidence in writing or in person, or both.

(c-1) The Board, the chairman of The Committee on Professional Practices, or the chairman of The Judiciary Committee may summon and question witnesses in any case if in its or his judgment the circumstances so warrant, and whether or not the accused member or the complainant so requests.

(c-2) It shall be the duty of every member who has testimony to offer or has in his possession letters, papers or documents bearing on any charge of unprofessional conduct to give such testimony and to produce such letters, papers or documents, or certified copies thereof, voluntarily or on request of The Board, The Committee on Professional Practices or The Judiciary Committee.

(c-3) The accused member and the complainant each shall answer, fully and truthfully, all relevant questions which The Board, The Committee on Professional Practices, and The Judiciary Committee shall ask. Refusal to so answer or the giving of answers which, in the judgment of The Board or either of said committees, are evasive shall be construed as conduct detrimental to the best interests of The Institute. Such conduct shall be an

independent and separate *prima facie* case of unprofessional conduct against such member, and shall be adjudicated by The Board. If the member is found guilty, his membership shall be terminated.

CHAPTER XIV

AWARDS OF HONOR

Article 1. The Gold Medal.**Section 1. Highest Honor Given by The Institute.**

The *Gold Medal* of The Institute shall be awarded in recognition of most distinguished service to the profession of architecture or to The Institute.

The award of the Gold Medal shall be the highest honor The Institute can bestow, and not more than one such award shall be made in any one year. The Gold Medal may be awarded posthumously.

Section 2. Awarding the Gold Medal.

An award of the Gold Medal may be made by The Board to any person who, in its judgment, is qualified to be so honored. Such award shall be by unanimous roll-call vote taken at any regular meeting not later than the semi-annual meeting held prior to the annual convention at which the medal is to be presented; provided, that the name, biography, and history of the attainments of the person it is proposed to honor have been presented to a prior regular meeting of The Board by one of its members.

Section 3. Presentation of the Gold Medal.

The President shall notify the person to whom the Gold Medal has been voted and request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

After VII
Side 5
Line 1

After VII
Side 3
Line 1

Chapter
Article
Section

AWARDS OF HONOR

63

Article 2. The Fine Arts Medal.**Section 1. Award of Medal in the Fine Arts
Other Than Architecture.**

The gold *Fine Arts Medal* of The Institute shall be awarded in recognition of distinguished achievement in the art of painting, sculpture, music, or literature, or landscape architecture.

The award of the Fine Arts Medal shall be the highest honor The Institute can bestow in the fine arts other than architecture, and not more than one such award shall be made in any one year.

Section 2. Awarding the Fine Arts Medal.

An award of the Fine Arts Medal may be made by The Board or by The Executive Committee to any painter, sculptor, landscape architect, musician, or writer who, in its judgment, has qualified himself for the honor by a distinguished achievement in his art. Such an award by The Board shall be by a majority roll-call vote at any of its semi-annual meetings; and such an award by The Executive Committee shall be by unanimous roll-call vote at one of its regular meetings; provided, that in either case, the nomination of the person it is proposed to honor and his biography and the history of his attainments have been presented to a prior regular meeting of The Board or of The Executive Committee either by a Board member or by the Committee on Allied Arts. The nomination by the committee shall be in writing and signed by all members of the committee.

Section 3. Presentation of the Fine Arts Medal.

The President shall notify the person to whom the Fine Arts Medal has been voted and request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

Article 3. The Craftsmanship Medal.**Section 1. Award of Medal for Craftsmanship.**

The gold *Craftsmanship Medal* of The Institute shall be awarded in recognition of distinguished

craftsmanship in the metals, masonry, wood, glass, pottery, textiles and other industrial arts.

The award of the Craftsmanship Medal shall be the highest honor The Institute can bestow for craftsmanship in the industrial arts, and not more than one such award shall be made in any one year.

Section 2. Awarding the Craftsmanship Medal.

An award of the Craftsmanship Medal may be made by The Board or by The Executive Committee to any craftsman in any industrial art who, in its judgment, has qualified himself for the honor by distinguished craftsmanship. Such an award by The Board shall be by majority roll-call vote at any of its semi-annual meetings; and such an award by The Executive Committee shall be by unanimous roll-call vote at one of its regular meetings; provided, that in either case, the nomination of the person it is proposed to honor and his biography and the history of his attainments have been presented to a prior meeting of The Board or of The Executive Committee either by a Board member or by the Committee on Allied Arts. The nomination by the committee shall be in writing and signed by all members of the committee.

Section 3. Presentation of the Craftsmanship Medal.

The Secretary shall notify the person to whom the Craftsmanship Medal has been voted and request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

Article 4. The School Medal.**Section 1. Awards of Medals to Architectural Students.**

The silver *School Medal* of The Institute shall be awarded in recognition of excellence in scholarly standing of students in architectural schools approved by The Institute. A copy of the book *Mont Saint Michel and Chartres*, by Henry Adams, shall be presented with each School Medal.

Chapter VIII
Article 5
Section 1Chapter VIII
Article 3
Section 1Chapter VIII
Article 5
Section 1Chapter VIII
Article 3
Section 1Chapter
Article
Section

Section 2. Awarding the School Medal.

An award of the School Medal may be made each year to a student in each or any of the said architectural schools who is qualified by his scholarly standing and by his character and other qualifications to receive the award; provided, that he has been proposed for the award by the faculty of the school, in writing to The Secretary, and that he has had not less than three years of residence and work in any of said approved schools.

Each such award shall be by majority vote of The Board or by unanimous vote of The Executive Committee, or by the Committee on Awards and Scholarships, if such power is delegated to it by The Board.

Section 3. Presentation of the School Medal.

The Secretary shall notify the head of each school of architecture whose student has been awarded a School Medal, and the head of the school, under appropriate circumstances, shall present the medal to the student in the name of The Institute, and the book in the name of the Henry Adams Fund of The Institute.

CHAPTER XV**PUBLICATIONS AND LITERATURE****Article 1. The Bulletin.**

The Board shall publish and print a bulletin each month, which shall be the official organ of intercommunication between The Institute and its members, chapters, and affiliates. The said bulletin, called *The Bulletin* in these by-laws, shall be sent to each member and to each affiliate of The Institute entitled to receive it and to each chapter, and it may be sent to such other persons and on such terms as The Board determines. The Bulletin may be issued as a separate publication or included as an integral part of or as a supplement to any other of the publications of The Institute that are sent monthly to its members and chapters.

Article 2. The Annuary.

Unless the financial condition of The Institute does not permit in any year, The Board shall

prepare and print an annual roster of its members' chapters and affiliates. Such annual roster shall be called *The Annuary*, and The Secretary shall send a copy thereof each year to each member of The Institute who is entitled to receive it and to each chapter. The Secretary also may send The Annuary to any person not a member of The Institute on such terms as he determines.

Article 3. Magazines and Other Literature.**Section 1. Magazines of The Institute.**

The Board may prepare, edit, publish, print, copyright, and sell or otherwise distribute from time to time one or more magazines containing matter concerning architecture and the other arts and the science of construction, and any other matter that will tend to forward the objects and the welfare of The Institute.

Section 2. Miscellaneous Literature of The Institute.

The Board may prepare, edit, publish, print, copyright and sell or otherwise distribute documents, books, data, information, and other literature containing matter concerning architecture and the other arts, the practice of architecture and the sciences that are connected therewith, the mechanics and the materials of construction, and any other matter that will tend to promote the objects and the welfare of The Institute.

CHAPTER XVI**GENERAL PROVISIONS****Article 1. Interests, Rights and Privileges of Members.****Section 1. Pecuniary and Property Interests of Members of The Institute.**

(a) *Property Interests.* All title to and interest in the real and personal property of The Institute imposed, granted and conferred by the laws of the state of New York and these by-laws, are vested and shall remain in The Institute, and no member shall have any right, title or interest in such property at any time. If The Institute shall conclude to terminate its affairs, then all property of The

GENERAL PROVISIONS

65

Institute shall be transferred and conveyed by deed of trust to and accepted by some successor organization or organizations with purposes and objects similar to those of The Institute and most fitted to carry on and maintain the said purposes and objects. If there is no such successor organization, then all such property shall be devoted and applied to such professional and educational purposes as The Board shall deem best fitted to carry on the purposes of The Institute and shall designate in a resolution duly adopted by it; provided, that such disposal must be approved by the Supreme Court of the state of New York.

(b) *Interests Vested in All Members.* All title to and interest in the seal and insignia of The Institute, in the name of The Institute and abbreviations thereof, in the initials *A.I.A.*, denoting membership in The Institute, whether or not the said initials are prefixed or suffixed by one or more titles, names, letters or symbols, and in all other intangible property of The Institute, shall rest solely and shall always remain in The Institute and be vested in its members.

Section 2. Rights and Privileges of Members of The Institute.

(a) *Rights and Privileges of all Members.* Under the conditions set out in paragraph (c) of this section, every member of The Institute shall have and may exercise all the rights and privileges of a member of The Institute that are conferred on him by law or that are granted to him by the provisions of these by-laws or by The Board from time to time in accordance with the said provisions.

(b) *Additional Rights and Privileges of Corporate Members.* Under the conditions set out in paragraph (c) of this section, every corporate member of The Institute shall be entitled to act as a delegate at any meeting of The Institute, to hold office or be a regional director of The Institute, to vote and hold office in the chapter to which he is assigned, to vote and hold office in the state association member to which he belongs, and to exercise all the rights and privileges that are conferred on him by law and that are granted to him by the provisions of these by-laws or the by-laws of the said chapter and the said state association member or by their respective governing boards.

(c) *Rights and Privileges Conditioned on Good Standing.* The right of a corporate member to exercise and use any right and privilege in The Institute or in any of its chapters or state association members, granted to him by law or the provisions of these by-laws, and the granting to him of such rights and privileges, shall be conditioned upon the said member being in *good standing* in The Institute.

(d) *Good Standing Defined.* A corporate member is not in good standing in The Institute or in any of its chapters or state association members if he is in default to The Institute or to any of its chapters or is under suspension. Immediately a member becomes not in good standing, *ipso facto* his right to act as a delegate to any meeting of The Institute, to sign any petition nominating a member to any office therein or any application for a membership therein, to vote or hold office in The Institute and in any of its chapters or state association members, and to exercise or use any rights and privileges in The Institute and in its chapters and state association members shall be suspended and withdrawn until he is restored to good standing.

Section 3. Termination of Interests, Rights, and Privileges of Members.

(a) If the membership of any member of The Institute is terminated, then neither the said member nor any successor, heir, executor, administrator, assign, trustee, agent, receiver, or legal representative of any character whatsoever of said member shall have any title to or interest in any property of The Institute or any of its chapters or in any right or privilege granted by The Institute or any of its chapters, or any right to use any such property or to exercise any such right and privilege or to print or otherwise use or to cause or permit to be printed or otherwise used the seal or insignia of The Institute or its name or any abbreviations thereof or its initials *A.I.A.*, or any title which The Institute has granted; or shall have any valid claim against The Institute or any of its officers or directors by reason of such member having been at any time a member of The Institute.

(b) Nothing contained in these by-laws shall be construed to limit the liability imposed by law on a

member, and the termination or suspension of the membership of a corporate member shall not relieve the person whose membership has been terminated or suspended from his indebtedness to The Institute or to any of its chapters or state association members.

Article 2. Certificates of Membership.

Section 1. Issuance of Certificates of Membership.

(a) When a person or a state association is admitted to membership in The Institute, when a corporate member becomes a fellow, member emeritus, or life member, and when a person becomes an honorary or an honorary corresponding member, such person or association, as the case may be, shall be entitled to obtain a certificate from The Board certifying to that effect.

(b) The name of the person or association to whom the certificate is issued shall be written in on the face of the certificate, and the terms under which it is issued, the kind of membership it certifies to, the rights and privileges granted, the obligations undertaken, and such other matters as The Board shall prescribe shall be printed or engraved thereon. Each certificate shall be signed by The President and The Secretary and shall bear the seal of The Institute.

Section 2. Certificates of Membership Loaned.

Every such certificate shall be and always remain the property of The American Institute of Architects, and shall be a loan to the person or association so long as he or it remains a member of The Institute.

Section 3. Cancellation of Certificates of Membership.

If a membership in The Institute is terminated otherwise than by death, then the person or association whose membership is terminated must return all certificates of The Institute held by him or it to The Institute within thirty days after notice has been given him or it of such termination. The Secretary shall cancel the certificate or certificates upon receipt thereof. If the certificates are not returned to The Institute within said time, then The Board may act to recover them, together with

all costs and expenses incurred in connection with said recovery.

Notice of the cancellation of a certificate shall be published once in The Bulletin and may be published in such other publications as The Board determines.

Article 3. Affiliations

Section 1. Affiliations with National Organizations.

Any national organization not formed, used or maintained for financial gain, price-fixing or political purposes may be affiliated with The Institute if and while such affiliation will promote the purposes and objects of The Institute.

Section 2. Terms of Affiliations.

(a) *Manner of Affiliating.* Affiliation with The Institute shall be effected by a written agreement duly executed by The Board and the organization, after The Board has approved the agreement by the concurring vote of not less than two-thirds of its entire membership. Every such agreement shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the period thereof, the form of organization and the purposes and objects of the affiliate and the nature of its membership, operations and administration, and the agreement must be cancellable for any reason by the concurring vote of not less than two-thirds of the total membership of The Board.

(b) *Period of Affiliation.* An affiliation may be made for a period of not to exceed five calendar years, but thereafter may extend from year to year until terminated and cancelled by either The Institute or the affiliate.

(c) *Use of Institute Name by Affiliate.* An affiliated organization, but never the individual members thereof, may use and print the phrase *Affiliated with The American Institute of Architects* as a suffix to the name of the organization, but not otherwise. Any abbreviation of such phrase or other use of the name or the initials of The Institute for any purpose by an affiliate or by any member of the affiliated organization or by any person, firm, association, or corporation connected therewith shall make the contract of affiliation cancellable forthwith.

AMENDMENTS AND INTERPRETATIONS

67

Article 4. Inspection of Books and Records.

The correspondence, books of account and records of The Institute, except as otherwise provided in these by-laws, shall be open at the executive offices during the business hours fixed by The Institute to the inspection of any member in good standing.

Article 5. Parliamentary Authority.

The rules contained in *Robert's Rules of Order Revised* shall supplement the rules and regulations adopted by The Institute and The Board and shall govern The Institute, The Board, The Executive Committee, and the committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these by-laws, or the rules and regulations adopted by The Institute and by The Board.

Article 6. Endorsements.**Section 1. Endorsements by The Institute.**

(a) *Endorsements of Enterprises.* The Institute shall not sponsor, aid or endorse any enterprise whether public or private, operated for profit, except as provided in *paragraph (b) of this section.*

(b) *Endorsements of Materials.* Neither The Institute nor any of its chapters or state association members, nor any officer, director, committee member or employee of any thereof in his official capacity shall approve, sponsor or endorse or do anything that may be deemed or construed to be an approval, sponsorship or endorsement of any material of construction or of any method or manner of handling, using, distributing or dealing in any material or product. This shall not be construed to limit an approval by The Board of the manner of presenting to the architectural profession data relating to such material or product or to limit the approval, sponsorship or endorsement by it of books or other literature relating to architecture or its practice or to the objects and purposes of The Institute published by others than The Institute; provided, that the said data, books or other literature have been submitted to The Board and its approval, sponsorship or endorsement voted by the concurring vote of not less than two-thirds of its entire membership. By a like vote The Board may permit the seal or other

insignia of The Institute to be imprinted on the title page of each of said books or other literature for a royalty consideration or otherwise; provided, that The Institute is protected from all liability that may arise therefrom.

Article 7. Advertisements.

No advertisement shall be accepted by The Institute or appear in The Bulletin, The Annuary, or The Proceedings or in any magazine, document or literature published or printed by or for The Institute, other than publicity concerning its own affairs, publications and literature or those of its chapters, state association members or affiliates. Nothing contained in this paragraph shall be construed to be any infringement on the liberty of action of any state association member with respect to advertisements in its own publications.

CHAPTER XVII

AMENDMENTS AND INTERPRETATIONS

Article 1. Amending By-laws.**Section 1. Amendments by a Meeting of The Institute.**

(a) These by-laws may be amended at any meeting of The Institute by an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting on any question or division not relating to the property of The Institute or its chapters, as provided in *chapter VI, article 3, section 2, paragraph (e-12)*; provided, that The Secretary shall have sent to each member a copy of the proposed amendment and a notice of the meeting at which it is to be voted upon.

(b) Such notice and copy of proposed amendment shall be deemed to have been sent if they have been published in The Bulletin and such Bulletin has been sent to each member not less than thirty days before the day of the meeting at which the proposed amendment is to be voted upon.

(c) No amendment shall be proposed to and adopted by any meeting of The Institute until and unless the amendment has been proposed by The Board or by The Executive Committee or by a written petition of corporate members, each of whom is in good standing in The Institute.

The petition of corporate members shall bear the signatures of not less than one per centum of the total number of corporate members then in good standing in The Institute, and shall be filed by them with The Secretary not less than forty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

Section 2. Amendments by The Board of Directors.

(a) In addition to the power to amend certain provisions of these by-laws in the manner and to the extent herein elsewhere given to The Board, The Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these by-laws to forward the objects and facilitate the activities of The Institute or to eliminate from said by-laws any inconsistency with any amendment theretofore made; provided, that as a result of any such amendment, the power of The Board is not increased; the name and objects of The Institute, its membership and the qualifications therefor, its government, meetings, conditions of affiliations, and the terms of office or manner of election of its officers and directors are not changed; the rights and interests of any member are not lessened or diminished; the fees, dues, and other financial liability of any member are not increased, unless The Board is herein elsewhere authorized so to do; the safeguarding of the investments, securities, money, special funds, and other property of The Institute and the limitations placed on its expenditures are not lessened or

weakened nor the authority to make such expenditures or to incur indebtedness extended; and the conditions of gifts, of the awards of honor, regarding advertising and the inspection of the records, and the requiring of advice of counsel, are not changed.

(b) Before any amendment to any provision of these by-laws made by The Board shall become effective, it shall be approved by the Counsel of The Institute as to its legality and legal form and being within the powers of The Board to make.

(c) Every provision of these by-laws so amended by The Board shall have the same force and effect as if amended by a meeting of The Institute and each such amendment shall be incorporated in these by-laws as a part thereof.

(d) The amended provisions shall be published in The Bulletin and sent to each member not less than sixty days before a meeting of The Institute.

Section 3. Titting and Numbering of By-laws.

From time to time and without further action of The Institute, the then Secretary shall rearrange, retitle and renumber the various chapters, articles, sections, and paragraphs of the by-laws as becomes necessary because of amendments thereto or for ease of reference.

Article 2. Interpreting By-laws.

These by-laws shall be interpreted according to the laws of the state of New York.

INDEX

<i>Chapter Article</i>	<i>Page</i>	<i>Chapter Article</i>	<i>Page</i>
I 1. Organization.....	5	X 3. Securities and Investments.....	37
2. Dues and Fees.....	5	4. Dividends Prohibited.....	40
II 1. Individual Corporate Memberships.....	8	5. Moneys and Bank Accounts.....	40
2. State Association Memberships.....	11	6. Vouchers, Contracts and Acceptance of Gifts.....	41
III 1. Fellowships.....	12	7. Expenditures and Liabilities.....	42
2. Honorary Memberships.....	13	8. General Budget and Appropriations.....	42
3. Honorary Corresponding Memberships... ..	14	9. Fiscal Year.....	43
IV 1. Purposes and Number of Regional Districts	15	10. Audits, Inventories, and Appraisals.....	43
2. Organization of Regional Districts.....	15	11. Depositories of Valuable Papers.....	43
V 1. Organization and Names of Chapters.....	17	12. Accounting and Funds.....	43
2. Memberships of Chapters.....	17	13. The Endowment Funds.....	46
3. Property Interests of Chapters.....	17	XI 1. Offices.....	52
4. By-laws of Chapters.....	17	2. Executive Secretary.....	52
VI 1. Corporate Meetings.....	20	3. Counsel.....	52
2. Delegates of Meetings.....	21	4. Administrative and Executive Departments.....	53
3. Accrediting and Registering Delegates.....	23	XII 1. Provisions Governing Committees.....	54
4. Nominations and Elections of Officers and Directors.....	25	2. The Administrative Committees.....	55
5. Quorums and Decisions of Meetings.....	27	XIII 1. Principles and Standards of Archi- tectural Practice.....	57
6. Non-Delegates at Meetings.....	27	2. Unprofessional Conduct.....	58
7. Minutes of Meetings.....	27	XIV 1. The Gold Medal.....	62
VII 1. Membership of The Board of Directors... ..	28	2. The Fine Arts Medal.....	63
2. Terms of Office of Directors.....	28	3. The Craftsmanship Medal.....	63
3. Vacancies in The Board.....	29	4. The School Medal.....	63
4. Functions and Duties of The Board.....	29	XV 1. The Bulletin.....	64
5. Meetings of The Board.....	30	2. The Annuary.....	64
VIII 1. Members of The Executive Committee... ..	32	3. Magazines and Other Literature.....	64
2. Powers Delegated to The Executive Committee.....	32	XVI 1. Interests, Rights and Privileges of Members.....	64
3. Meetings of The Executive Committee.....	32	2. Certificates of Membership.....	66
IX 1. Election of Officers.....	33	3. Affiliations.....	66
2. The President.....	33	4. Inspection of Books and Records.....	67
3. The Vice-President.....	34	5. Parliamentary Authority.....	67
4. The Secretary.....	34	6. Endorsements.....	67
5. The Treasurer.....	35	7. Advertisements.....	67
X 1. Right to Acquire, Improve, Lease, Mort- gage, and Sell Property.....	36	XVII 1. Amending By-laws.....	67
2. Real Property.....	36	2. Interpreting By-laws.....	68

INDEX

	Page		Page
Accounting, Investments, Property and Funds.....	36, 43	Chapters (Continued)—	
Accrediting Delegates.....	23, 24	Establishment by The Board.....	30
Adjudication by The Board—Charges of Unprofessional Conduct.....	61	Members—	
Administration Building Maintenance Fund.....	48	Assigned.....	9
Administrative Committees.....	55	Transferred.....	10
Election of Members.....	55	Unassigned.....	10
Administrative and Executive Departments—		Memberships of.....	17, 18
Establishment.....	53	Organization and Names of.....	17, 18
Offices.....	52	Property Interests of.....	17, 18
Admissions to Membership—		Committees—	
Corporate Membership.....	9	Administrative.....	55
Denied.....	9	Election of Members.....	55
Fellowship.....	13	Authorization, Classification and Functions.....	54
Honorary.....	14	Board.....	54
Honorary Corresponding.....	15	General Procedure.....	55
State Association.....	11	Members—	
Advertisements.....	67	Removal of.....	30
Affiliations of The Institute.....	66	Terms of Office.....	55
Amendments, By-laws.....	67	Reports.....	55
Annual, Publication of.....	64	Competitions, Architectural—Committee on.....	56
Applications for Membership—		Composition, General Powers, Organization of The Institute.....	5
Corporate.....	8	Conferences—State Association Members—National and Regional.....	16
Examinations of Applicants.....	9	Contracts.....	41
State Association.....	11	Conventions (See "Meetings").....	
Appraisal and Inventory of Property.....	43	Coordinators, Regional—State Association Members.....	16
Architectural Competitions, Committee on—		Corporate Members (See "Memberships").....	
Duties, Membership and Meetings.....	56	Councils, Regional.....	15
Architectural Practice—		Counsel, Services of.....	52, 53
Principles and Standards.....	57	Craftsmanship Medal Award.....	63
Statement.....	57	Credentials Committee.....	23
Articles of Incorporation.....	4	Records.....	25
Associateships, Chapter.....	18	Report.....	24
Honorary.....	20	Custodianship of Securities.....	57
Junior.....	19		
Student.....	19	Decisions of Meetings—	
Associations, Regional.....	15	Board.....	31
Audits, Inventories and Appraisals.....	43	Executive Committee.....	33
Awards of Honor.....	62	Institute.....	27
		Default, Annual Dues.....	6
Bank Accounts and Moneys.....	40	Delano and Aldrich Fund.....	51
Depositories, Subsidiary.....	41	Delegates—	
Biography, Department of.....	54	Accrediting and Registering.....	23
Board of Directors, The—		At Meetings.....	21
Amendments to Institute By-laws.....	68	Final Judge of.....	24
Decisions.....	31	Member.....	21, 22
Functions and Duties.....	29, 30	Secretary's Notice of.....	23
Meetings.....	30, 31	State.....	22
Membership.....	28	Delegates-Non, At Meetings.....	27
Minutes of Meetings.....	31	Departments, Executive.....	53
Quorum.....	31	Biography.....	54
Terms of Office.....	28	Public Information.....	54
Vacancies.....	29	Recruiting.....	54
Board of Examiners, The—		Technical Services.....	54
Action on Applications for Corporate Membership.....	8	Treasury, The.....	53
Duties, Membership and Meetings.....	55	Depositories of—	
Books, Inspection of.....	67	Money.....	41
Budget, General and Appropriations.....	42	Valuable Papers.....	43
Bulletin, Publication of.....	64	Director, State Association.....	28
By-laws—		Directors, The Board of—	
Amendments and Interpretations.....	67, 68	Functions and Duties.....	29, 30
Amendments by The Board of Directors.....	68	Membership.....	28
Chapter.....	17, 18	Removal of.....	30
Titling and Numbering.....	68	Terms of Office.....	28
Certificates of Membership.....	66	Vacancies.....	29
Chapters—		Directors and Officers—	
By-laws.....	17, 18	Elections.....	26
		Nominations.....	25

	Page	Funds (Continued)—	Page
Directors, Regional	28	Edward Langley Scholarship.....	51
Discipline, Responsibility of The Board	58	Emergency Loan	45
Districts, Regional—		Endowments	46
Councils or Associations.....	15	Capital and Income.....	46, 47
Organization	15	Disbursement of Income.....	48
Purposes and Number of.....	15	Gifts Subject to By-laws.....	46
Dividends Prohibited	40	Unexpended Income	48
Domain, A.I.A.	5	General	44
Dues	5, 6	General Education	50
Default	6	General Endowment	48
Exemption	7	General Reserve	44
Remission	7	General Scholarship	50
Right to Levy.....	5	Henry Adams	50
Duties—		Honor Awards	51
The Board	29, 30	Life Membership Reserve.....	45
President	33	Louis H. Sullivan.....	51
Secretary	34	Milton B. Medary Scholarship.....	51
Treasurer	35	Octagon Library	50
Vice-President	34	Octagon Property Maintenance.....	49
Education Fund—		Property, Investments, and Accounting.....	36
General	50	Recruiting	49
Waid	50	Significance of Fine Arts.....	52
Elections—		Specific Endowment—Established	48
Corporate Members	9	Structural Service	51
Fellows	13	Temporary	46
Executive Committee	32	Waid Education	50
Honorary Members	14	General Fund, The	44
Honorary Corresponding Members.....	15	Gifts—	
Officers and Directors.....	26, 33	Acceptance of, Contracts, Vouchers.....	41
State Association Members.....	11	Conditions of	46, 47
Eligibility and Qualifications—		Gold Medal Award.....	62
Corporate Members	8	Hearings, Formal Charges of Unprofessional Conduct	62
State Association Members.....	11	Henry Adams Fund	50
Emergency Loan Fund.....	45	Honor Awards	62
Endorsements by The Institute.....	67	Fund	51
Endowment Funds—		Honorary Associateships, Chapter.....	20
Capital and Income.....	46, 47	Honorary Corresponding Memberships—	
Disbursement of Income.....	48	Election	15
General	48	Nominations	15
Gifts Subject to By-laws.....	46	Privileges	15
Specific—Established	48	Qualifications	14
Unexpended Income	49	Termination	15
Executive and Administrative Departments—Estab-		Title	15
lishment	53	Honorary Memberships—	
Executive Committee, The—		Election	14
Election of Members.....	32	Nominations	14
Meetings	32, 33	Privileges	14
Minutes	33	Qualifications	13
Officers Pro-Tem	33	Termination	14
Powers	32	Title	14
Quorum and Decisions.....	33	Incorporation, Articles of	4
Fees, Admission	5	Interpretations of By-laws.....	67
Remission	7	Inventory and Appraisal of Property.....	43
Right to Levy.....	5	Investment and Property Committee of The Board.....	38, 57
Fellows, Jury of	55	Investments	37
Fellowships—		Financial Adviser on Accounts.....	59
Admission and Enrollment.....	13	Property, Accounting and Funds.....	36
Denied	13	Judgments, Charges of Unprofessional Conduct—	
Elections and Notification.....	13	Publication	61
Nominations	12	Judiciary Committee—Duties, Membership and Meet-	
Qualifications	12	ings	56, 60
Status and Titles	13	Junior Associateships, Chapter.....	19
Financial Adviser on Investments.....	39	Jury of Fellows—Duties, Membership and Meet-	
Fine Arts Fund, The Significance of.....	52	ings	12, 55
Fine Arts Medal Award.....	63	Langley, Edward—Scholarship Fund.....	51
Fiscal Year of The Institute.....	43	Legal Office of The Institute.....	67
Funds and Accounting.....	43	Liabilities and Expenditures.....	42
Funds—			
Administration Building Maintenance.....	48		
Convention	50		
Delano and Aldrich.....	51		

	<i>Page</i>		<i>Page</i>
Life Membership	7	Nominations—	
Exemption from Dues	7	Fellowships	12
Reserve Fund	45	Honorary and Honorary Corresponding Member- ship	14, 15
Literature	64	Officers and Directors	25, 26
To Corporate Members	10	Non-Delegates at Meetings	27
To State Association Members	12		
Magazines, Publication of	64	Objects, A.I.A.	5
Medals, Awards of—		Octagon Library Fund	50
Craftsmanship	63	Octagon Property Maintenance Fund	49
Fine Arts	63	Officers—	
Gold	62	Election of	26, 33
School	63	Nominations of	25
Medary, Milton B.—Scholarship Fund	51	President, Powers and Duties	33, 34
Meetings—		Secretary, Powers and Duties	34, 35
Annual	20	Treasurer, Powers and Duties	35
Board of Directors	30, 31	Vice-President	34
Convention Fund	50	Organization, Composition and General Powers	5
Delegates	21	Parliamentary Authority	67
Executive Committee	32, 33	Petty Cash	41
Minutes and Proceedings	27	Powers, Institute	5
Non-Delegates	27	Practice, Architectural—Principles and Standards	57
Quorums and Decisions	27	Practices, Professional—Duties of Committee	59
Special	21	President—Powers and Duties	33, 34
Members Emeritus	7	Principles and Standards of Architectural Practice	57
Exemption from Dues	7	Privileges—	
Memberships—		Corporate Members	10, 64
Admission Fees	5	Fellows	13
Annual Dues	6	Honorary Members	14
Certificates	66	Honorary Corresponding Members	15
Chapters	17	State Association Members	11, 64
Classification	5	Proceedings of Meetings	27
Corporate—		Professional Practices, Committee on	55
Admission	9	Duties, Membership and Meetings	55, 59
Applications	8, 9	Property—	
Chapter Assignment	9	Inventory and Appraisal of	43
Chapter, Unassigned	10	Maintenance Fund, The Octagon	49
Eligibility	8	Real	36
Emeritus	7	Authority of The Board	37
Exemptions from Dues	7	Right to Acquire, Improve, Lease, etc.	36
Fellowship	12	Property and Investment Committee of The Board	38, 57
Life	7	Public Information Department	54
Literature to	10	Publications	64
Qualifications	8		
Readmission	10	Qualifications and Eligibility—	
Resignations	10	Corporate Members	8
Special Privileges	10	Fellows	12
Terminations	10	Honorary Members	13
Titles	10	Honorary Corresponding Members	14
Transfers	10	State Association Members	11
Election by The Board	30	Quorums of Meetings—	
Honorary and Honorary Corresponding	13, 14	Board of Directors	31
Interests, Rights and Privileges	11, 64	Executive Committee	33
State Association—		Institute	27
Admission	11	Readmission to Corporate Membership	10
Eligibility and Qualifications	11	Records, Inspection of	67
Interests, Rights and Privileges	11, 64	Recruiting Department	54
Literature	12	Recruiting Fund	49
Obligations	12	Regional—	
Termination	11	Associations or Councils, Establishment	30
Titles	12	Conferences of State Association Members	16
Voting	12	Coordinators for State Association Members	16
Suspensions	6	Regional Directors	28
Terminations for Default	7	Regional Districts—	
Minutes of Meetings—		Coordinators for State Association Members	16
Board of Directors	31	Councils or Associations	15
Executive Committee	33	Organization	15
Institute	27	Purposes and Number of	15
Moneys and Bank Accounts	40	Registering Delegates	23, 24
Depositories, Subsidiary	41	Remission of Fees and Dues	7
Name, A.I.A.	5	Reserve Fund, General	44
National Conference of State Association Members	16	Life Membership	45

<i>Page</i>	<i>Page</i>	<i>Page</i>
	Resignation of Corporate Membership.....	10
12	Retirements	7
	Exemption from Dues.....	7
15	Scholarship Funds—	
26	Delano and Aldrich	51
27	Edward Langley	51
	General	50
5	Milton B. Medary.....	51
50	School Medal Awards.....	63
49	Secretary—Duties	34, 35
	Pro-tem	35
5, 33	Securities—	
25	Custodianship	37
3, 34	Depositories of Valuable Papers.....	43
4, 35	Significance of The Fine Arts Fund.....	52
34	Standards of Practice of The Institute.....	57
5	State Association Director.....	28
	State Association Members—	
67	Admission	11
41	By-laws	11
5	Conferences—Regional and National.....	16
57	Coordinators Regional	16
59	Delegates, Conventions	22
3, 34	Dues, Annual	6
57	Eligibility and Qualifications.....	11
0, 64	Interests, Rights and Privileges.....	11, 64
13	Literature	12
14	Obligations	12
15	Termination	11
1, 64	Titles	12
27	Voting of Non-Institute Members.....	12
55	State Associations, Establishment by The Board.....	30
5, 59	Statement Concerning the Practice of Architecture.....	57
43	Structural Service Fund.....	51
49	Student Associateships, Chapter.....	19
36	Sullivan, Louis H.—Fund.....	51
37	Suspensions for Default.....	6
36	Technical Services, Department.....	57
8, 57	Temporary Funds	46
54	Termination of Memberships—	
64	Corporate	11
	For Default	7
	Honorary	14
	Honorary Corresponding	15
	State Association	11
	Titles of Members—	
	Corporate	10
	Fellows	13
	Honorary	14
	Honorary Corresponding	15
	State Association	12
	Transfers of Corporate Memberships.....	10
	Treasurer, The—	
	Duties	35
	Liability	36
	Pro-Tem	36
	Reports	35
	Treasurers, Assistant	53
	Treasury, The—Purposes and Duties.....	53
	Unprofessional Conduct	58
	Adjudication by The Board.....	61
	Hearing of Formal Charges.....	62
	Publication of Judgments.....	61
	Responsibility of The Board for Discipline.....	58
	Vacancies on The Board.....	29
	Vice-President—Duties	34
	Voting—	
	Delegates	22
	Meetings, Institute	26
	State Association Members.....	12
	Vouchers, Contracts and Acceptance of Gifts.....	41
	Waid Education Fund.....	50

Chapters of The American Institute of Architects

OFFICERS LISTED AS PER SECRETARY'S RECORDS OF SEPTEMBER 27, 1940.

ALABAMA (1916)

President: E. Walter Burkhardt, School of Architecture, Alabama Polytechnic Inst., Auburn, Ala.
Secretary: Clyde C. Pearson, State Bd. of Educ., Montgomery, Ala.

ALBANY (1930)

President: Norman R. Sturgis, 74 Chapel Street, Albany, N. Y.
Secretary: August Lux, 100 State Street, Albany, N. Y.

ARIZONA (1937)

President: Frederick W. Whittlesey, 900 Security Bldg., Tucson, Ariz.
Secretary: Charles J. Gilmore, 807 Security Bldg., Phoenix, Ariz.

ARKANSAS (1921)

President: H. Ray Burks, 702 Wallace Bldg., Little Rock, Ark.
Secretary: Lawson L. Deony, 2407 Louisiana St., Little Rock, Ark.

BALTIMORE (1870)

President: John H. Scarff, 1012 Keyser Bldg., Baltimore, Md.
Secretary: Lucien E. D. Gaudreau, 527 N. Charles St., Balto., Md.

BOSTON (1870)

President: Wm. Emerson, 107 Mass. Ave., Boston, Mass.
Secretary: Howard T. Clinch, 177 State St., Boston, Mass.

BROOKLYN (1894)

President: Robert F. Schirmer, 9432 85th Ave., Woodhaven, N. Y.
Secretary: Adolph Goldberg, 164 Montague St., Brooklyn, N. Y.

BUFFALO (1890)

President: Joseph E. Fronczak, 17 Court St., Buffalo, N. Y.
Secretary: Rufus W. Meadows, 200 Linwood Avenue, Buffalo, N. Y.

CENTRAL ILLINOIS (1921)

President: Thomas E. O'Donnell, 119 Architecture Bldg., Urbana, Ill.
Secretary: A. N. Schaeffer, 710 Peoples Bank Bldg., Bloomington, Ill.

CENTRAL NEW YORK (1887)

President: Paul Hueber, 200 Syracuse Bldg., Syracuse, N. Y.
Secretary: L. C. Dillenback, Dept. of Architecture, Syracuse University, Syracuse, N. Y.

CENTRAL PENNSYLVANIA (1909)

President: Carlisle D. Haasness, 222 Market St., Harrisburg, Pa.
Secretary: Joseph L. Steele, 25 No. 3rd St., Harrisburg, Pa.

CENTRAL TEXAS (1913-1924)

President: Louis Southerland, Nalle Bldg. Annex, Austin, Texas
Secretary: Hugh L. McMath, Dept. of Arch., Univ. of Texas, Austin, Texas

CHICAGO (1869)

President: Jerrold Loehl, 333 N. Michigan Ave., Chicago, Ill.
Secretary: W. Lindsay Suter, 159 W. Madison St., Chicago, Ill.

CINCINNATI (1870)

President: George F. Roth, Jr., Univ. of Cincinnati, Cincinnati, O.
Secretary: H. Richard Elliston, 1118 Traction Bldg., Cincinnati, O.

CLEVELAND (1890)

President: Walter Harrison Smith, 2400 Lee Road, Cleveland, Ohio
Secretary: Maxwell A. Norcross, 1350 Hanna Bldg., Cleveland, Ohio

COLORADO (1892)

President: Roland L. Linder, 507 Insurance Bldg., Denver, Colo.
Secretary: H. Ewing Stiffler, 818 Twelfth St., Denver, Colo.

COLUMBUS (1913)

President: Edward Kroner, 270 E. State St., Columbus, Ohio
Secretary: Ralph Chas. Kempton, 50 W. Broad St., Columbus, Ohio.

CONNECTICUT (1902)

President: Lorenzo Hamilton, 187 Colony St., Meriden, Conn.
Secretary: Harold D. Hauf, Weir Hall, Yale U., New Haven, Conn.

DAYTON (1890)

President: Clifford C. Brown, 1129 Reibold Bldg., Dayton, Ohio
Secretary: Geo. T. Neuffer, 437 Ludlow Arcade, Dayton, Ohio

DELAWARE (1931)

President: Reah de B. Robinson, Equitable Bldg., Wilmington, Del.
Secretary: John F. Mullins, 917 Shipley St., Wilmington, Del.

DETROIT (1887)

President: Arthur E. Hyde, 3105 E. Grand Blvd., Detroit, Mich.
Secretary: Talmage C. Hughes, 120 Madison Ave., Detroit, Mich.

EASTERN OHIO (1930)

President: J. Davis Wilson, 118 Fair Ave., N. W., New Phila., Ohio.
Secretary: Frank F. Smith, 2514 Market Street, Youngstown, Ohio.

FLORIDA CENTRAL (1929)

President: C. W. Fulwood, Fla. Theatre Bldg., St. Petersburg, Fla.
Secretary: Carl N. Atkinson, 211 Taylor Arcade, St. Petersburg, Fla.

FLORIDA NORTH (1929)

President: Fred A. Henderich, Jefferson Bldg., St. Augustine, Fla.
Secretary: Joseph H. Bryson, 925 Barnett Bldg., Jacksonville, Fla.

FLORIDA SOUTH (1929)

President: George H. Spohn, 930 Seybold Bldg., Miami, Fla.
Secretary: Henry P. Whitworth, 930 Seybold Bldg., Miami, Fla.

GEORGIA (1906)

President: J. Warren Armistead, 1330 Candler Bldg., Atlanta, Ga.
Secretary: Geo. Harwell Bond, 1732 Candler Bldg., Atlanta, Ga.

GRAND RAPIDS (1923)

President: Warren L. Rindge, 740 Michigan Trust Bldg., Grand Rapids, Mich.
Secretary: Frederick W. Knecht, Watson Bldg., Grand Rapids, Mich.

HAWAII (1926)

President: Herbert C. Cayton, 324 Damon Bldg., Honolulu, T. H.
Secretary: Raymond L. Morris, 300 Boston Bldg., Honolulu, T. H.

INDIANA (1921)

President: Edward D. Pierre, Architects Bldg., Indianapolis, Ind.
Secretary: John R. Kelley, Architects Bldg., Indianapolis, Ind.

IOWA (1903)

President: John Normile, 511 Hubbell Bldg., Des Moines, Iowa.
Secretary: Amos B. Emery, 820 Locust St., Des Moines, Iowa

KANSAS CITY (1890)

President: Leslie B. Simpson, 15 West 10th St., Kansas City, Mo.
Secretary: E. M. Robison, 2500 Telephone Bldg., Kansas City, Mo.

KANSAS (1921)

President: Lorents Schmidt, 1832 E. 2nd St., Wichita, Kansas
Secretary: Paul Wiegel, Kansas State College, Manhattan, Kansas

KENTUCKY (1903)

President: Elliott Lea, 1330 Starks Bldg., Louisville, Ky.
Secretary: Bergman Letzler, 612 South Fifth St., Louisville, Ky.

LOUISIANA (1910)

President: Joseph Bernard, 801 Baronne Bldg., New Orleans, La.
Secretary: Douglass V. Freret, 1311 Union Bldg., New Orleans, La.

MAINE (1944)

President: John Howard Stevens, 187 Middle St., Portland, Me.
Secretary: Josiah T. Tubby, 85 Exchange St., Portland, Me.

MINNESOTA (1892)

President: Edwin W. Kraft, 715 Rand Tower, Minneapolis, Minn.
Secretary: Roy N. Thorshov, Midland Bank Bldg., Minneapolis.

MISSISSIPPI (1929)

President: E. W. Naef, 411½ East Capital St., Jackson, Miss.
Secretary: Dudley H. White, Guaranty Bank Bldg., Jackson, Miss.

MONTANA (1921)

President: A. V. McIver, 512 Strain Bldg., Great Falls, Mont.
Secretary: W. R. Plew, Bozeman, Mont.

NEBRASKA (1919)

President: Walter F. Wilson, 525 So. 13th St., Lincoln, Nebr.
Secretary: William L. Younkin, Box 91, State House Station, Lincoln, Nebr.

NEW JERSEY (1900)

President: Neil J. Convery, 32 Walnut St., Newark, N. J.
Secretary: Clement W. Fairweather, Metuchen, N. J.

NEW YORK (1867)

President: Frederick G. Frost, 144 E. 30th St., New York, N. Y.
Secretary: Frederick J. Woodbridge, 101 Park Ave., New York, N. Y.
Chapter Headquarters: 115 East 40th Street, New York, N. Y.
Executive Secretary: Miss Dorothea Waters.

NORTH CAROLINA (1913)

President: Anthony Lord, 17½ Church St., Asheville, N. C.
Secretary: Charles C. Hartmann, 120 Jefferson Standard Bldg., Greensboro, N. C.

NORTH LOUISIANA (1925)

President: Dewey A. Sordal, 801 Monrovia St., Shreveport, La.
Secretary: T. A. Flaxman, Ricou-Brewster Bldg., Shreveport, La.

NORTH TEXAS (1913-1924)

President: Arthur E. Thomas, Construction Bldg., Dallas, Texas
Secretary: Robert Johnson Perry, 2918 Bookbott St., Dallas, Texas

NORTHERN CALIFORNIA (1881)

President: James H. Mitchell, 269 Pine St., San Francisco, Calif.
Secretary: John D. Young, 2903 Calif. St., San Francisco, Calif.

NORTHWESTERN PENNSYLVANIA (1913)

President: G. W. Stickle, 227 Commerce Bldg., Erie, Pa.
Secretary: J. Howard Hicks, 124 West 7th Street, Erie, Pa.

OKLAHOMA (1927)

President: George Winkler, Savings Bldg., Oklahoma City, Okla.
Secretary: Leonard H. Bailey, Colcord Bldg., Oklahoma City, Okla.

OREGON (1911)

President: Glenn Stanton, Railway Exchange Bldg., Portland, Ore.
Secretary: Ernest Tucker, 1938 N. W. Irving St., Portland, Ore.

PHILADELPHIA (1869)

President: Sydney E. Martin, Architects Bldg., Philadelphia, Pa.
Secretary: Richard W. Mecaskey, Architects Bldg., Phila., Pa.
Chapter Headquarters: Architects Building, Philadelphia, Pa.
Executive Secretary: Miss Frances C. Cannon.

PITTSBURGH (1891)

President: Charles M. Stotz, Bessemer Building, Pittsburgh, Pa.
Secretary: Allan H. Neal, 324 Fourth Avenue, Pittsburgh, Pa.

RHODE ISLAND (1875)

President: John F. Hogan, 10 Weybosset St., Providence, R. I.
Secretary: Samuel M. Morino, 25 Fenner St., Providence, R. I.

SAN DIEGO (1920)

President: Richard S. Requa, Spreckels Theatre Bldg., San Diego, Calif.
Secretary: Louis J. Gill, Sefton Bldg., San Diego, Calif.

SANTA BARBARA (1929)

President: John Frederic Murphy, 707 Moreno Road, Santa Barbara, Calif.
Secretary: Ralph W. Armitage, 235 W. Victoria St., Santa Barbara, Calif.

SCRANTON-WILKES-BARRE (1922)

President: Arthur P. Coon, Union Bank Bldg., Scranton, Pa.
Secretary: Searle H. Von Storch, Union Bank Bldg., Scranton, Pa.

SOUTH CAROLINA (1918)

President: G. Thomas Harmon, III, Valley Rd., Hartsville, S. C.
Secretary: Heyward S. Singler, 1512 Marion St., Columbia, S. C.

SOUTH GEORGIA (1922)

President: Morton H. Levy, Levy Store Bldg., Savannah, Ga.
Secretary: Walter P. Marshall, 223 E. 51st St., Savannah, Ga.

SOUTH TEXAS (1913-1924)

President: John T. Rafter, Jr., 500 Stuart Ave., Houston, Texas
Secretary: Theo. F. Keller, 6551 S. Main St., Houston, Texas

SOUTHERN CALIFORNIA (1894)

President: Sylvanus B. Marston, 25 S. Euclid St., Pasadena, Calif.
Secretary: Ben H. O'Connor, 453 S. Spring St., Los Angeles, Calif.
Chapter Headquarters: 516 W. Fifth St., Los Angeles, Calif.

SPOKANE (1940)

President: Harold C. Whitehouse, 621 Hutton Bldg., Spokane, Wash.
Secretary: Edwin J. Peterson, 710 Sherwood Bldg., Spokane, Wash.
Corresponding Secretary: Ogden F. Beeman, 608 Seventeenth Ave., Spokane, Wash.

ST. LOUIS (1890)

President: George W. Spearl, 1696 Arcade Bldg., St. Louis, Mo.
Secretary: Ray Leimkuehler, 2825 Olive St., St. Louis, Mo.

ST. PAUL (1921)

President: Paul M. Havens, 1st Nat. Bank Bldg., St. Paul, Minn.
Secretary: Gilman C. Hollen, 1437 Marshall Ave., St. Paul, Minn.

TENNESSEE (1919)

President: Ben F. Hunt, Chattanooga, Tenn.
Secretary: Selmon T. Franklin, 329 Chattanooga Bank Bldg., Chattanooga, Tenn.

TOLEDO (1914)

President: Timothy Y. Hewlett, 353 Richardson Bldg., Toledo, Ohio
Secretary: Mark B. Stophlet, Security Bank Bldg., Toledo Ohio

UTAH (1921)

President: Lloyd W. McClenahan, 610 Utah Savings & Trust Bldg., Salt Lake City, Utah
Secretary: Wm. E. Nelson, 1529 S. 5th St., E. Salt Lake City, Utah

VIRGINIA (1914)

President: Louis P. Smither, 112 Kirk Ave., Roanoke, Va.
Secretary: Milton L. Grigg, 910 W. Main St., Charlottesville, Va.

WASHINGTON, D. C. (1887)

President: Leon Chatelain, Jr., Transportation Bldg., Wash., D. C.
Secretary: Julian E. Beria, 2 Dupont Circle, Washington, D. C.

WASHINGTON STATE (1894)

President: F. A. Naramore, 514 Central Bldg., Seattle, Wash.
Secretary: Victor N. Jones, 504 Republic Bldg., Seattle, Wash.

WEST TEXAS (1913-1924)

President: Dahl Dewees, 1515 Majestic Bldg., San Antonio, Texas
Secretary: Peyton G. Cooper, Morris Plan Bldg., San Antonio, Tex.

WEST VIRGINIA (1922)

President: Frederic Faris, 1117 Chapline St., Wheeling, W. Va.
Secretary: Albert F. Dickey, Professional Bldg., Huntington, W. Va.

WESTCHESTER (1936)

President: Robert H. Scannell, 80 Palmer Ave., Bronxville, N. Y.
Secretary: Charles A. Dewey, Cornell Bldg., Pleasantville, N. Y.

WISCONSIN (1911)

President: Alexander H. Bauer, 606 West Wisconsin Ave., Milwaukee, Wisc.
Secretary: Leigh Hunt, 152 W. Wisconsin Ave., Milwaukee, Wisc.

State Association Members of The American Institute of Architects

STATE ASSOCIATION OF CALIFORNIA ARCHITECTS . . . 1933

President: Ernest E. Weihe, 251 Kearny St., San Francisco, Cal.
Secretary: Robert H. Orr, 724 S. Spring St., Los Angeles, Cal.
President, Northern Section: Ernest E. Weihe, 251 Kearny Street, San Francisco, California
Secretary, Northern Section: Vincent S. Raney, 233 Post Street, San Francisco, California
Official Headquarters: 557 Market Street, San Francisco, Calif.
President, Southern Section: Merrill W. Baird, 229 West Broadway, Glendale, California
Secretary, Southern Section: Robert H. Orr, 724 S. Spring Street, Los Angeles, California
Official Headquarters: 3757 Wilshire Boulevard, Los Angeles, Calif.

MICHIGAN SOCIETY OF ARCHITECTS . . . 1933

President: Branson V. Gamber, Union Guardian Bldg., Detroit, Mich.
Secretary: Cornelius L. T. Gabler, 17451 Always Lane, Detroit, Michigan

ARCHITECTS SOCIETY OF OHIO . . . 1935

President: Stanley Matthews, 514 Main Street, Cincinnati, Ohio
Secretary: Ralph Chas. Kempton, A.I.U. Bldg., Columbus, Ohio

THE STATE ASSOCIATION OF WISCONSIN ARCHITECTS . . . 1935

President: William Mickelsen, 2519 Washington Ave., Racine, Wis.
Secretary: Arthur Seidenschwartz, 2194 North Sixty-fourth Street, Wauwatosa, Wisconsin

ASSOCIATION OF KENTUCKY ARCHITECTS . . . 1938

President: J. M. Ingram, 919 Park St., Bowling Green, Ky.
Secretary: John L. McDermott, 85 Blue Grass Ave., Ft. Thomas, Ky.

INDIANA SOCIETY OF ARCHITECTS . . . 1940

President: Edward D. James, Architects Bldg., Indianapolis, Ind.
Secretary: John R. Kelley, Architects Bldg., Indianapolis, Ind.

TEXAS STATE ASSOCIATION OF ARCHITECTS . . . 1940

President: Ralph H. Cameron, Majestic Building, San Antonio, Texas
Secretary: Louis C. Page, Nalle Building Annex, Austin, Texas

OKLAHOMA STATE SOCIETY OF ARCHITECTS . . . 1940

President: Joseph R. Koberling, 1258 S. Boston Ave., Tulsa, Okla.
Secretary: Donald McCormick, 1238 S. Boston Ave., Tulsa, Okla.

MARYLAND SOCIETY OF ARCHITECTS . . . 1940

President: Lucien E. D. Gaudreau, 527 N. Charles St., Baltimore, Md.
Secretary: Charles T. McClure, 3708 Barrington Rd., Baltimore, Md.

NEW HAMPSHIRE SOCIETY OF ARCHITECTS . . . 1940

President: Eric T. Huddleston, Univ. of New Hampshire, Durham, N. H.
Secretary: Harry G. Forrest, 20 Pleasant Street, Concord, N. H.

KANSAS SOCIETY OF ARCHITECTS . . . 1940

President: Glen H. Thomas, 125 1/2 N. Topeka St., Wichita, Kan.
Secretary: Paul Weigel, Kansas State College, Manhattan, Kan.

MISSISSIPPI ASSOCIATION OF ARCHITECTS . . . 1940

President: Frank Fort, 1305 Deposit Guaranty Bldg., Jackson, Miss.
Secretary: Frank P. Gates, Millsaps Bldg., Jackson, Miss.

FLORIDA ASSOCIATION OF ARCHITECTS . . . 1940

President: Elliott B. Hadley, 211 Taylor Arcade, St. Petersburg, Fla.
Secretary: E. F. De La Hays, Box 3747, Daytona, Fla.

MINNESOTA ASSOCIATION OF ARCHITECTS . . . 1940

President: Charles A. Hausler, 1734 W. 7th St. St. Paul, Minn.
Secretary: H. W. Fridlund, 5216 Upton Ave., S., Minneapolis, Minn.

Faint, illegible text in the left column, possibly bleed-through from the reverse side of the page.

Faint, illegible text in the right column, possibly bleed-through from the reverse side of the page.

Faint, illegible text in the left column, possibly bleed-through from the reverse side of the page.

Faint, illegible text in the right column, possibly bleed-through from the reverse side of the page.

