

THE
OCTAGON

A Journal of The American Institute of Architects



BY-LAWS

THE AMERICAN INSTITUTE OF ARCHITECTS

Volume 14

DECEMBER

1942

Number 12

PRESERVE THESE BY-LAWS—SEE NOTICE ON TITLE PAGE

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 \$1.) Checks or Money Orders should be made payable to The American Institute of Architects. All communications should be sent to The Secretary. Entered as second-class matter, February 3, 1923, at the Post Office at Washington, D. C.





BY-LAWS
OF
THE AMERICAN INSTITUTE OF ARCHITECTS
EDITION OF 1942



NOTICE: This by-law number of **THE OCTAGON** should be preserved as a reference document. It may not be feasible to reprint the by-laws for several years to come. A supplement containing any amendments which may be adopted at the 1943 annual meeting of The Institute will be sent to every member. It should be attached to this document to make a complete record.

CHARLES T. INGHAM, Secretary

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.

OFFICES OF THE INSTITUTE

The Octagon, Washington, D. C.
115 East 40th Street, New York, N. Y.

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, 1848, 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'R 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.

THE OCTAGON

A Journal of The American Institute of Architects

PUBLISHED MONTHLY BY

THE AMERICAN INSTITUTE OF ARCHITECTS

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	Chapters.....	14
V	Meetings.....	15
VI	The Board of Directors.....	18
VII	The Executive Committee of The Board.....	22
VIII	Officers.....	22
IX	Property, Investments, Accounting and Funds.....	24
X	Administrative and Executive Departments.....	28
XI	Committees.....	28
XII	Architectural Practice.....	30
XIII	General Provisions.....	31
XIV	Amendments and Interpretations.....	32

BY-LAWS

The American Institute of Architects

NOTICE.—*The following by-laws of The American Institute of Architects are as amended by the seventy-fourth annual meeting, June 23-25, 1942. 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 æsthetic, 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.

The Board may remit from year to year the annual dues of any corporate member while he is actively engaged in the military, naval, aviation or maritime service of the United States of America, and for a period of six months after his return to civil life.

(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 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.

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

MEMBERSHIPS

9

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) *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

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

MEMBERSHIPS

11

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 conviction of a felony, 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

(a) by a majority of the chapters of The Institute within the state by votes taken at any regular or special meeting thereof held within a period of time fixed by The Secretary; *or*, in the event of the failure of a majority of such chapters to vote

(b) by a majority of the corporate members of The Institute in good standing in the state, by means of a letter ballot vote of such members secured by The Secretary;

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. Privileges of State Association Members in The Institute.

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.

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.

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.

Section 3. Election to Fellowship.

The authority and power to advance a member to a fellowship hereby is delegated to The Jury of Fellows.

Section 4. 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 5. 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 6. 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 profession 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

FELLOWSHIPS AND HONORARY MEMBERSHIPS

13

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 *Hon-*

orary 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 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 Mem-

bership 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 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) *Delinquent Chapters.* Should the executive committee of any chapter fail to hold an annual election of officers, or otherwise grossly neglect the prescribed functions of a chapter, The Secretary of The Institute may, after calling the attention of the executive committee to its delinquency, notify each corporate member of the chapter and invite a reorganization of the chapter.

(d) *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.

(e) *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.

(f) *Associateships.*

Each chapter may establish chapter associates, junior associates, and/or student associates, and shall do so if The Board directs, under conditions established by The Board, which conditions shall be set out in the by-laws of the chapter if such classifications are established by it. Chapter associates shall apply for corporate membership in The Institute within three years from the date they begin their personal practice of architecture; provided, that a chapter may waive this requirement for good and sufficient reasons.

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

MEETINGS

15

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 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.

CHAPTER V

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.

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.

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) *Classification of Delegates.* Delegates shall be classified as *Member Delegates*, representing the corporate members; and *State Delegates*, representing the state association members.

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 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) *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 fifty 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.

MEETINGS

17

(b) *Casting Votes of State Association Members.* The vote or votes of a state association member at a meeting of The Institute shall be in proportion to the total number of votes of the delegates of the state member; must be cast by the chairman of the delegation, as elected by such delegation; and shall represent the vote of each member of such delegation; provided, however, that such chairman shall be a corporate member of The Institute in good standing who has been duly authorized by the state association member to cast the vote.

(c) *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.

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.

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.

(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.

(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.

(b-2) The corporate member receiving the greatest number of votes, as determined by The Secretary from letter ballots sent in accordance with the rules of The Board, 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-3) *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 the rules of The Board 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 or qualified state 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 or qualified state delegates from three different states, then he is nominated for the office.

(e) *Nominations by Nominating Committee.* In the event a nomination for any 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) *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 by The Secretary in accordance with the provisions of paragraph (b-1), section 2, 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.

CHAPTER VI

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*.

THE BOARD OF DIRECTORS

19

(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 three 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 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.

(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 and state associations to 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.

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

THE BOARD OF DIRECTORS

21

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 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.

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.

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.

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.

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.

CHAPTER VII

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.

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. 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 unanimously 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.

CHAPTER VIII

OFFICERS

Article 1. Election of Officers.

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

Article 2. 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

OFFICERS

23

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.

The President shall preside at each meeting of The Institute and of The Board and act as chairman of The Executive Committee.

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.

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.

(b) *Conduct Correspondence.* As corresponding secretary he shall conduct the general correspondence of The Institute.

(c) *Affix Seal and Sign Papers.* He shall keep the seal of The Institute.

(d) *Maintain Records.* As recording secretary, he shall have charge of and maintain the membership rolls and corporate records.

(e) *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.

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 the rules of The Board. 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.

Section 2. Reports of The Treasurer.

The Treasurer shall make a written report to The Board at its semi-annual meeting and at its annual meeting, and to the delegates at each annual convention, and at other meetings of The Institute if required.

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 or the rules of The Board, 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 the rules of The Board, 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 valuable 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 IX

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 July 12, 1940 as Lots 32, 33 and 34, Square 170, in Survey Book No. 136, page 11, and as recorded on September 17, 1940 as Lot 35, Square 170, in Survey Book No. 135, page 465, Surveyor's Office, District of Columbia: Lot 35 comprising the original Octagon real property, house, stable, smokehouse and other improvements, known as The Octagon House property, and Lot 34, adjoin-

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

25

ing The Octagon House Property to the east, and known as the Administration Building Property, and Lots 32 and 33 adjoining Lots 34 and 35 to the north, 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 accredited to be cast at the meeting on any question or division relating to the property of The Institute or its chapters, 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. 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.

(c) *Real Property in Washington, D. C.*

The real property of The Institute situated at Eighteenth Street and New York Avenue, North West, Washington, D. C., and the improvements thereon, as described in *section 1 of this article*, shall be under the jurisdiction of The Board; provided, that The Board may delegate to The Secretary the responsibility for the supervision, maintenance and operation of such real property and its improvements; and that there shall be available to The Secretary the services of an advisory committee of corporate members one of whom shall be located in Washington, D. C.

Article 3. Securities and Investments.

Section 1. 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 have charge of the investment of all funds of The Institute not held in its General Fund or Temporary Funds;

(a-2), shall have charge of the maintenance and operation of all real property and the improvements thereon, belonging to The Institute, except The Octagon House Property and the Administration Building Property described in *chapter IX, article 2, section 1* of these by-laws, and the contents thereof, except the equipment, fixtures and furnishings used

for administration purposes; 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 IX, 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;

(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.

(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 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.

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. 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 the rules of The Board, 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. 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, depart-

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

27

ment, 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 6. 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 shall show the anticipated income and expenditures for the incoming fiscal year. The general budget shall show in detail, *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.

Article 7. Fiscal Year.

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

Article 8. The Endowment Funds.

Section 1. Capital of Endowment Funds Inviolable.

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 organiza-

tion 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 XIII, 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. Specific Endowment Funds Established.

The Board shall maintain, subject to the provisions of rules of The Board, each of the specific endowment funds. From time to time and without further action of The Institute or The Board, the then Secretary shall incorporate and set forth in the rules of The Board the terms and conditions of any specific endowment fund that is accepted or created by The Board, in a manner similar to those therein recited, it being the intent of this paragraph that the rules of The Board shall include at all times the conditions of all specific endowment funds in the ownership, custody, or control of The Institute.

CHAPTER X

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, New York.

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.

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.

CHAPTER XI
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.

Section 2. 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.

Section 3. Reports of Committees.

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

Section 4. 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.

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 the rules and regulations of The Board.

(b) *Membership and Terms of Office.* The

COMMITTEES

29

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 Judiciary Committee.

(a) *Duties.* There shall be an administrative committee called The Judiciary Committee. It shall perform the duties prescribed in these by-laws and in rules and regulations of The Board.

(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 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 4. 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 Competitions 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 5. 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 IX, article 3, section 1* of these by-laws.

Section 6. The Committee on Awards and Scholarships.

(a) *Duties.* There shall be an administrative committee called *The Committee on Awards and Scholarships*. It shall be the duty of this committee for and on behalf of The Board to award scholarships under the jurisdiction of The Institute, subject to confirmation by The Board if legally necessary; to select recipients of school medals; and to perform other duties allocated to it by The Board.

(b) *Membership.* Its membership shall consist of a member of The Board, who shall be chairman, a member of the Committee on Education, and a member of The Investment and Property Committee.

(c) *Terms of Office and Meetings.* The terms of office of the members of this committee, its meetings and general procedure shall be as stated in the rules of The Board.

**CHAPTER XII
ARCHITECTURAL PRACTICE**

Article 1. 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.

(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*

GENERAL PROVISIONS

31

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) *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.)

CHAPTER XIII
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 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.J.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 (b) 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) *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.

(c) *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 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 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. Affiliations.

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.

Article 3. 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 4. 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 5. Endorsements.

(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.

CHAPTER XIV

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

AMENDMENTS AND INTERPRETATIONS

33

relating to the property of The Institute or its chapters, provided, that The Secretary shall have sent to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

(b) Such notice of proposed amendment shall be deemed to have been sent if it has 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 Council 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. Titling 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	VIII 1. Election of Officers.....	22
2. Dues and Fees.....	5	2. The President.....	22
II 1. Individual-Corporate Memberships.....	8	3. The Vice-President.....	23
2. State Association Memberships.....	11	4. The Secretary.....	23
III 1. Fellowships.....	12	5. The Treasurer.....	23
2. Honorary Memberships.....	12	IX 1. Right to Acquire, Improve, Lease, Mort-	
3. Honorary Corresponding Memberships... ..	13	gage, and Sell Property.....	24
IV 1. Organization and Names of Chapters.....	14	2. Real Property.....	24
2. Memberships of Chapters.....	14	3. Securities and Investments.....	25
3. Property Interests of Chapters.....	15	4. Dividends Prohibited.....	26
4. By-laws of Chapters Required.....	15	5. Expenditures and Liabilities.....	26
V 1. Corporate Meetings.....	15	6. General Budget and Appropriations.....	27
2. Delegates of Meetings.....	15	7. Fiscal Year.....	27
3. Accrediting and Registering Delegates.....	17	8. The Endowment Funds.....	27
4. Nominations and Elections of Officers and Directors.....	17	X 1. Offices.....	28
5. Quorums and Decisions of Meetings.....	18	2. Executive Secretary.....	28
6. Non-Delegates at Meetings.....	18	XI 1. Provisions Governing Committees.....	28
VI 1. Membership of The Board of Directors... ..	18	2. The Administrative Committees.....	28
2. Terms of Office of Directors.....	19	XII 1. Unprofessional Conduct.....	30
3. Vacancies in The Board.....	19	XIII 1. Interests, Rights and Privileges of Members.....	31
4. Functions and Duties of The Board.....	19	2. Affiliations.....	32
5. Meetings of The Board.....	21	3. Inspection of Books and Records.....	32
VII 1. Members of The Executive Committee... ..	22	4. Parliamentary Authority.....	32
2. Powers Delegated to The Executive Committee.....	22	5. Endorsements.....	32
3. Meetings of The Executive Committee... ..	22	XIV 1. Amending By-laws.....	32
		2. Interpreting By-laws.....	33

22
22
23
23
23

24
24
25
26
26
27
27
27

28
28

28
28

30

31
32
32
32
32
32
33