



# **BY-LAWS**

**AMERICAN INSTITUTE OF ARCHITECTURE STUDENTS**

*Revised July 2019*

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**American Institute of Architecture Students  
BYLAWS**

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## CHAPTER 1 ORGANIZATION

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### 1.0 GENERAL PROVISIONS

1.01 Organization Name. The name of this membership organization is The American Institute of Architecture Students. In these Bylaws and elsewhere, the organization may be referred to as the AIAS.

1.02 Organization Mission. The mission of The American Institute of Architecture Students shall be to advance leadership, design, and service amongst architecture students.

1.03 Organization Domain. The primary domain of the organization shall be the United States of America, its territories and possessions, and Canada. However, nothing in these bylaws shall prevent international membership.

1.04 Graphic Representation. The graphic representation of the organization, including the AIAS logo and other visual branding, should adhere to the AIAS Style and Logo Usage Guidelines. The phrase “an independent, nonprofit, student-run organization” is part of the official graphic representation of the AIAS, and should be included when appropriate and possible.

1.05 National Office. The AIAS shall maintain an office in the Washington, D.C. metropolitan area.

### 1.1 AFFILIATIONS AND ENDORSEMENTS

1.11 Representation. The AIAS Board may establish liaisons with other programs with architectural curricula, subject to the restrictions outlined in the Rules of the Board.

1.12 Political Endorsements. The AIAS Board shall not directly or indirectly make endorsements of or recommendations against a political party or a candidate for public office.

### 1.2 INDEMNIFICATION

1.21 Indemnification Policy. To the greatest extent permitted by law, the corporation shall indemnify any present or former Officer, director, or other person serving at the request of the corporation in any capacity, including a representative capacity in another organization, for expenses actually and necessarily incurred as a party, witness, or otherwise, in connection with any proceeding involving the corporation or the individual acting on behalf of the corporation.

1.22 Actions Indemnified. “Proceeding” shall include, but not be limited to, any action, suit or other proceeding, whether civil, criminal, administrative or investigative.

1.23 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

1.24 Persons Indemnified. Indemnification shall be available to any person who is or was a party or

threatened to be made a party to any such action, suit, or proceeding by reason of the fact that they are or were a director, officer, employee, or committee member of the organization.

1.25 Conditions of Indemnification. Such indemnification shall be conditioned upon the individual's having acted in good faith and in a manner reasonably believed to be in the best interests of the corporation, and with respect to any criminal proceeding, having had no reasonable cause to believe the conduct to be unlawful. Any individual shall be deemed to have acted in good faith if the individual (1) has acted or relied on the written advice of legal counsel or a Certified Public Accountant retained by the corporation within their area of professional expertise, (2) has relied upon the written report of an Officer or committee specifically charged with responsibility for the matter in question and has no reasonable cause to dispute such report, or (3) has acted with due care and diligence. The Board may authorize the reimbursement or direct payment of all or a part of such expenses in advance of final disposition of the proceeding, under conditions determined by the Board, and without regard to the limitation on expenditures provided elsewhere in these Bylaws.

1.26 Insurance. The corporation shall have the power to purchase insurance against the liability of present and former national officers, directors, and other persons acting on behalf of the corporation, whether or not such persons would be entitled to indemnity under these Bylaws or applicable law.

1.27 Advancement of Funds. The organization shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct their defense or appeal in the action, suit, or proceeding.

1.28 Authority to Approve Funds. No money shall be paid by the organization under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding.

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## CHAPTER 2 ORGANIZATIONAL STRUCTURE

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### 2.0 GENERAL PROVISIONS

2.01 National Organization. The AIAS shall function on the national level, through the National Office, Board of Directors, and Council of Presidents, and on the local level through its chapters and individual members.

2.02 Incorporation. The AIAS is a nonprofit membership corporation incorporated under the laws of the District of Columbia.

### 2.1 QUADRANTS

2.11 Definition. The Board shall divide the primary domain, as defined in 1.03 Organization Domain, of the organization into four geographic quadrants. Each quadrant shall be represented on the Board by a Quadrant Director. The national office shall provide chapters with quadrant breakdowns to encourage quadrant interaction.

2.12 Purposes of Quadrants. The purpose of quadrants shall be to facilitate communication amongst the member chapters and between the member chapters and the Board, thereby forwarding the objectives of the organization, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

2.13 Domain. Each quadrant shall comprise the territory of one or more member chapters. The Board shall fix the territory and boundaries of each quadrant, and may change these boundaries as it deems in the best interests of the organization.

2.14 Limitations of Quadrants. No act of a quadrant shall directly or indirectly nullify or contravene any act or policy of the organization.

### 2.2 INTERNATIONAL REGIONS

2.21 Definition. The Board has the ability to group multiple international chapters into a named international region. The national office shall provide chapters with international region breakdowns to encourage regional interaction.

2.22 Purposes of International Regions. The purpose of international regions shall be to facilitate communication amongst the international member chapters and between the international member chapters and the Board, thereby forwarding the objectives of the organization, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

2.23 Domain. Each international region shall comprise of one or more international member chapters. These regions may be organized by geographic area, time zones, languages, or alternative means as the Board sees fit. The Board may alter these international regions as it deems in the best interests of the organization.

2.24 Limitations of International Regions. No act of an international region shall directly or indirectly nullify or contravene any act or policy of the organization.

## 2.3 CHAPTERS

2.31 Objectives and Domains of Chapters. Chapters shall be nonprofit organizations, such that they do not jeopardize the nonprofit tax status of the AIAS. The objectives of chapters shall be identical to those of the national organization. The jurisdiction of each chapter shall be confined to the student body of a single school except as provided for in these Bylaws.

2.32 Categories of Chapter Membership. The Chapters of the AIAS shall be chartered within the following categories, reflecting the status of their respective individual members.

2.321 Full Member Chapters. Each full member chapter (which may hereinafter be referred to as “Member Chapter”, “Chapter in Good Standing”, or simply “Chapter”) as an organization shall be a member of the AIAS, if in compliance with the requirements prescribed in bylaw 2.235.

2.322 Affiliate Chapters. Affiliate Chapters may exist at high schools and shall be comprised of more than ten individual members enrolled in high school. Additional Affiliate Chapters may be authorized by the Board in the instance of a significant Affiliate Member population expressing a desire for organization as a chapter.

2.323 Exceptions to the Minimum Individual Member Requirement. In instances of a small student body or reasonable extenuating circumstances, the requirement of a minimum number of individual members as prescribed in Bylaw 2.011 and 2.012 may be waived with alternative conditions implemented by the Vice President. Such alternative conditions shall be reported to the Board at its next meeting.

### 2.33 Authority and Duties of Chapters.

2.331 Establish Qualifications for Membership. Chapters shall not establish qualifications for membership in the chapter that are at variance with AIAS policies as established by the Board and these Bylaws.

2.332 Categories of Membership. No chapter shall establish or maintain regular categories of membership other than as set forth in the AIAS Bylaws or as approved by the secretary.

2.333 Rights of Members. No chapter shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Chapters shall permit assigned AIAS members to participate in the affairs of the chapter to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may be permitted to participate in the affairs of the chapter except as may be prohibited by these Bylaws.

2.334 Eligibility for Chapter Membership. Every university, junior college, technical school, or any other post-secondary institution within the domain of the AIAS may apply for admission to be a chapter.

There may only be one chapter of the AIAS at each campus of a university, junior college, technical school, or any other institution.

2.335 Good Standing. Each full member chapter shall meet the following criteria:

2.3351 A Full Member Chapter shall be comprised of more than ten individual members (one of which is the chapter president) enrolled in a university, junior college, technical school, or other postsecondary institution with an interest in architecture and related disciplines.

2.3352 A Full Member Chapter shall be current in payment of chapter dues.

2.3353 A Full Member Chapter shall be in compliance of all other obligations to the AIAS, and be in compliance with these Bylaws.

2.34 Examination of Applicant Chapters.

2.341 Favorable Action of Applications. If the Vice President finds that the applicant chapter has been duly proposed, that the application is in accordance with these Bylaws, and that said applicant chapter has submitted its dues, the Vice President may admit an applicant to full chapter status.

2.342 Refusal of Applications. If an applicant fails to meet the requirements for chapter status and the Vice President finds that all necessary materials are not present with an application, the Vice President shall return said application and dues check to the applicant chapter.

2.343 Admission to Membership. When the Vice President has admitted the applicant chapter, the chapter shall be added to the Chapter Contact Database for the current fiscal year. Chapter Membership Reports shall be sent out periodically to the chapter leadership. The Vice President shall ensure that a listing of chapters is maintained publicly.

2.35 Rights and Privileges of Chapters.

2.351 Titles. Every member chapter in good standing shall have the right and privilege to print and otherwise use the initials "A.I.A.S." or "AIAS" in reference to said chapter's name, and the title "Chapter of the American Institute of Architecture Students."

2.352 Privileges. Member chapters in good standing have full rights and privileges, including but not limited to representation by a duly appointed delegate at the General Business Sessions of the Council of Presidents.

2.353 Literature. Every member chapter in good standing shall be entitled to have the said chapter's name published on the list of AIAS chapters and to receive periodicals from AIAS when published.

2.354 Limitation of Interests. A chapter shall not have any title to or interest in any property of the AIAS, nor be liable for any debt or other obligations of the AIAS, and the AIAS shall not have any title to or interest in the property of any chapter unless the Board and the chapter agree otherwise in writing.



The AIAS shall not be liable for any debt or other obligation of any chapter.

2.355 Chapter Bylaws. Every chapter may adopt bylaws that shall not be in conflict with the Bylaws of the AIAS. Further, Chapters must comply with the regulations and Bylaws of the AIAS and shall not directly or indirectly nullify or contradict any act or policy of the AIAS.

#### 2.36 Termination of Chapter Membership.

2.361 Termination of a Chapter. A member chapter shall be terminated by (1) the chapter's withdrawal from AIAS, (2) the chapter's default under the conditions prescribed in these Bylaws, or (3) an affirmative vote of the majority of the Board upon a finding by the Board that the chapter has engaged in conduct detrimental to the purpose and function of the AIAS, provided that the chapter has been given the opportunity to be heard before such termination shall become effective.

2.362 Termination of Privileges of Chapters. If the membership of any chapter of the AIAS is terminated, then neither that chapter nor any representative shall have any right, or title to, or interest in the property of the AIAS or any of its members, privileges granted by AIAS to any of its members, or the name or insignia of the AIAS.

#### 2.37 Re-admission to Membership.

2.371 Time of Application. Member chapters whose memberships have been terminated or who have resigned from the AIAS while in good standing may apply for re-admission in the same manner as an original applicant.

2.372 Outstanding Debts. Former member chapters reapplying for membership must pay dues for the year of reinstatement and all obligations due at the time of termination before being eligible for re-admission, unless payment of any AIAS debts are waived by the Board.

2.373 Waiver of Reapplications. Member chapters whose memberships have been terminated for nonpayment of dues shall be eligible for reinstatement without reapplying for membership only for a period of time determined by the Vice President and subject to payment of any previous account balance as determined by the Vice President.

2.38 High School Affiliate Chapters. Each High School Affiliate Chapter shall be composed of individual High School Affiliate Members associated with the school where said Chapter exists. High School Affiliate Chapters shall not be considered Full Member Chapters and shall not be eligible for full status or the privilege of voting and funding to the General Business Sessions. Dues and other restrictions on such membership shall be under the authority of the Board.

2.381 Eligibility for Affiliate Chapter Membership. Any high school with an architectural curriculum may apply for admission to be a High School Affiliate Chapter. There may only be one High School Affiliate Chapter of the AIAS at any school.

2.382 Favorable Action of Applications. If the Vice President finds that the applicant High School Affiliate Chapter has been duly proposed, and that the application is in accordance with these Bylaws,

and that said applicant High School Affiliate Chapter has submitted its dues, the Vice President may admit an applicant to High School Affiliate Chapter status.

2.383 Refusal of Applications. If an applicant fails to meet the requirements for High School Affiliate Chapter status and the Vice President finds that all necessary materials are not present with an application, the Vice President shall return said application and dues check to the applicant High School Affiliate Chapter.

2.384 Admission to Membership. When the Vice President has admitted the applicant High School Affiliate Chapter, they shall add the applicant High School Affiliate Chapter to appropriate AIAS chapter listings and to the AIAS chapter mailing list.

2.385 Good Standing. To be considered a High School Affiliate Chapter in good standing, the chapter must be current in payment of dues and other obligations to the AIAS, and be in compliance with these Bylaws.

2.386 Rights and Privileges of High School Affiliate Member Chapters.

2.3861 Privileges and Titles. Every High School Affiliate Chapter in good standing shall have the right and privilege to print and otherwise use the initials "A.I.A.S." or "AIAS" in reference to said High School Affiliate Chapter's name, and the title "High School Affiliate Chapter of the American Institute of Architecture Students."

2.3862 Literature. Every High School Affiliate Chapter in good standing shall be entitled to receive periodicals from AIAS when published.

2.387 Voting Rights. High School Affiliate Member Chapters are not eligible for representation by a voting delegate within the Council of Presidents, but shall be allowed to observe and participate in such meetings at the discretion of the presiding Officer.

2.388 Termination and Readmission of High School Affiliate Chapters. The procedures and implications of termination and readmission for High School Affiliate Chapters are the same as those of Member Chapters, as outlined in section 2.26 and 2.27 above, respectively.

## 2.4 CHAPTER PRESIDENTS

2.41 Description. Each chapter shall have one member designated as the student contact who shall receive any notification to chapters required by law or by the provisions of these Bylaws. The student contact shall be the Chapter President unless otherwise specified by the chapter. The name and address of the Chapter President shall be submitted to the AIAS Office immediately upon the commencement of their term.

2.42 Distribution of Literature. The chapter President shall receive all AIAS publications and shall distribute them to the members of the chapter, unless the publications are sent directly to each member of the chapter. The chapter President shall also receive other information relevant to AIAS programs and promptly post or distribute that information to the students at their school.

2.43 Communication. Chapters are required to maintain current contact information for the leadership with the AIAS national office. This includes but is not limited to President, Vice President and Faculty Advisor. The Vice President will contact each chapter president twice a year, typically in the spring and fall, to ensure that the chapter leadership is receiving support and has contact with the national office.

## 2.5 INDIVIDUAL MEMBERS

2.51 Definition. General membership shall refer to the individual members of chapters and Affiliate Members, collectively. No member may be excluded from membership on the basis of race, sex, religion, disability, national origin, or sexual orientation.

2.52 General Rights and Duties of Members. Every member of the organization in good standing shall have and may exercise and use all of the rights and privileges of their category of membership conferred by law or granted by the provisions of these Bylaws or by the Board.

2.53 Literature. Members in good standing shall receive communications of the organization and from the quadrant to which they belong, under terms which the respective governing boards shall fix.

2.54 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

### 2.55 Status of Membership.

2.551 Good Standing. To be in good standing in the organization, members must have paid all individual dues and other obligations due to the organization. Each applicant for membership shall complete a digital membership application form, submitted to the AIAS National Office. The completed membership forms shall include the name, mailing address, and the year in school of the applicant and may contain additional information deemed appropriate by the Board.

2.552 Termination of Membership. Each member of the student body of a school with a chapter may remain a member of the chapter (in accordance with each respective chapter's provisions) until said member terminates their membership in AIAS. Membership shall be terminated: (1) by resignation from the organization, or (2) by default in payment of obligations to the organization under the conditions prescribed in these Bylaws.

2.553 Resignation from Membership. A member in good standing may resign from the organization in writing. The resignation shall be offered in writing to the organization through the assigned chapter or to the national office, and if the individual is eligible to resign, the chapter shall forward the resignation to the national office in a timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by the national office.

2.554 Termination for Default. If a member is in default, membership shall be terminated and the member and the assigned chapter so notified. Termination for default of local dues will be initiated only on request of the governing board of the chapter.

2.555 Termination Without Prejudice. When the organization finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided, however, that the member shall be given full opportunity to explain their position before being terminated.

2.556 Loss or Suspension of Interests, Rights and Privileges. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use the organization's name or symbol until reinstated in good standing.

2.557 Transportation of Membership. A member may transport their membership to any chapter of the organization, due to relocation or other like event, so long as the financial obligations of each chapter are met.

2.558 Readmission to Membership.

2.5581 Eligibility. Any person whose membership was terminated as outlined in Paragraph 2.552, an application for readmission shall be considered in the same manner as an original application.

2.5582 Readmission Fee. Former members who are reapplying for membership may be assessed a reinstatement fee, in addition to the dues for the year of reinstatement, in an amount determined by the Board.

2.5583 Readmission After Termination Without Prejudice. Persons whose membership was terminated without prejudice may reapply any time they meet the eligibility requirements, without payment of the readmission fee.

2.56 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the organization or to any of its component organizations.

## 2.6 AFFILIATE MEMBERS

2.61 Eligibility for Affiliate Membership. Individual Affiliate membership is available to any individual who is professionally or educationally engaged in a role related to architecture or who demonstrates interest in AIAS. There shall not be any student Affiliate Members at a school where a member chapter exists.

2.62 Categories. Individual Affiliate membership categories are defined by the Board and may include AIAS sponsors; individual architects, educators, or other professionals; high school students; libraries and other information providers, AIAS Alumni, and the AIAS Legacy of national officers.

2.63 Declaration of Applicant. By applying for Affiliate Membership, an applicant must comply with these Bylaws and the rules and regulations supplementary thereto.

2.64 Status of Affiliate Membership.

2.641 Examination of Applicants. If the Vice President finds that the Affiliate Member has been duly proposed, that the application is in accordance with these Bylaws, and that the applicant has submitted their dues, the Vice President may admit the applicant as an Affiliate Member.

2.642 Transportation of Membership. An Affiliate Member may transport their membership to a chapter of the organization, due to changes in circumstances, such as enrollment in or transfer to an institution with a Full Member Chapter, so long as the financial obligations of the chapter is met.

2.643 Termination of Affiliate Membership. An Affiliate Membership shall be terminated by the member's resignation or by the member's default under the conditions prescribed in these Bylaws, and may be terminated by an affirmative action of a majority of the Board upon a finding that the Affiliate Member has engaged in conduct detrimental to the purpose and function of the AIAS, provided that the Affiliate Member has been given the opportunity to be heard before such termination shall become effective.

2.644 Re-admission to Affiliate Membership. A person whose Affiliate Membership has been terminated may apply for re-admission in the same manner as an original applicant. Applicants for re-admission must pay dues for the year of reinstatement and all obligations due at the time of termination before being eligible for re-admission, unless payment of debts are waived by the Vice President.

2.65 Rights and Privileges of Affiliate Members. Affiliate Members may serve in any capacity on organization committees, attend meetings and conventions, and participate in the scheduled activities and programs of the organization. They may not vote (except on committees) or be elected as a delegate or an officer or director on the Board except as noted in these Bylaws, or serve in any other policy-setting position. Affiliate Members may be permitted to speak at AIAS meetings with permission from the Board and may be appointed to any committees except those that exercise the authority of the Board.

2.651 Title. The Affiliate Member is permitted to use the title "AIAS Affiliate Member" or "Affiliate Member of the American Institute of Architecture Students" but shall not vary this in any way.

2.652 Literature. Every Affiliate Member shall receive all periodical publications of the AIAS, as established by the Board, and be listed as Affiliate Members in appropriate listings published by AIAS.

2.653 Dues and Period of Membership. Regular dues and period of membership for Affiliate Members shall be established by the Board on a category basis.

## 2.7 ASSOCIATE MEMBERS

2.71 Definition. Associate Membership shall refer to the individual members in good standing at schools without established AIAS chapters or at schools with chapters that are not in good standing. There shall not be any student Associate Members at a school where a member chapter in good standing exists.

2.72 Status of Associate Membership.

2.721 Transportation of Membership. An Associate Member may transport their membership to a chapter of the organization, due to changes in circumstances, such as enrollment in or transfer to an institution with a Full Member Chapter, so long as the financial obligations of the chapter is met.

2.722 Termination of Associate Membership. An Associate Membership shall be terminated by the member's resignation or by the member's default under the conditions prescribed in these Bylaws, and may be terminated by an affirmative action of a majority of the Board upon a finding that the Associate Member has engaged in conduct detrimental to the purpose and function of the AIAS, provided that the Associate Member has been given the opportunity to be heard before such termination shall become effective.

2.723 Re-admission to Associate Membership. A person whose Associate Membership has been terminated may apply for re-admission in the same manner as an original applicant. Applicants for re-admission must pay dues for the year of reinstatement and all obligations due at the time of termination before being eligible for re-admission, unless payments of debts are waived by the Vice President.

2.73 Rights and Privileges of Associate Members. Associate Members may serve in any capacity on organization committees, attend meetings and conventions, and participate in the scheduled activities and programs of the organization. They may not vote (except on committees), be elected as a delegate or an officer or director on the Board except as noted in these Bylaws, or serve in any other policy-setting position. Associate Members may be permitted to speak at AIAS meetings with permission from the Board and may be appointed to any committees except those that exercise the authority of the Board.

2.731 Title. The Associate Member is permitted to use the title "AIAS Associate Member" or "Associate Member of the American Institute of Architecture Students" but shall not vary this in any way.

2.732 Literature. Every Associate Member shall receive all periodical publications of the AIAS, as established by the Board, and be listed as Associate Members in appropriate listings published by the AIAS.

2.733 Dues and Period of Membership. Regular dues and period of membership for Associate Members shall be in accordance with the National Dues established and assessed by the Board for all individual members. Where applicable, Associate Members must also pay the local dues associated with their chapter. This only pertains to Associate Members that are at schools with chapters that have been established but are not in good standing.

## 2.8 DUES AND ASSESSMENTS

2.81 Chapter Dues. The Board shall establish and fix annual dues payable to the AIAS by chapters, in addition to those national dues paid to the AIAS by individual members ("national dues"), and any local dues levied on individual members by the chapter ("local dues").

2.811 Chapter Review of Dues. The amount of annual chapter dues shall be reviewed each year by the Council of Presidents at the General Business Session at Grassroots as part of the budget review.

2.812 Period of Dues. The regular dues of chapters to AIAS shall be for membership for the period September 1 through August 31.

2.82 National Dues. The Board shall establish and assess annual dues payable to the AIAS by individual members. Payment of national dues may be processed via the online membership form, or submitted separately by check, money order, or other means approved by the National Office.

2.821 Spring Dues Rate. The Board of Directors has the discretion to run a discounted national dues rate following the FORUM Board of Directors meeting.

2.83 Local Dues. In addition to the annual national dues paid to AIAS by each chapter member, each chapter may levy and collect annual local dues from its members.

2.84 Other Assessments. In addition to regular dues, assessments may be levied or authorized by a two-thirds vote of the delegates attending the General Business Sessions. The delegates, by two-thirds vote, may grant such power to the Board for specific purposes, or a specific period of time, with such limitations as the delegates may choose to impose.

2.85 Interpretation of the Dues Regulations. The Vice President is authorized to resolve questions relating to the applicability and calculation of dues and assessments.

2.86 Payment of Dues and Assessments.

2.861 Default. Chapters or Members, regardless of category, who fail to pay the entire amount of the respective dues or other assessments are not in good standing, shall be considered in default, and shall be notified in writing by the Vice President of impending termination.

2.862 Termination for Default. If a chapter remains in default of AIAS dues as of March 1, the chapter's membership shall be terminated. The Vice President shall issue written notice of termination to the Chapter President. The AIAS shall not be required to notify individual members of a chapter of a default by the chapter.

2.863 Dues Payment Extensions. The Vice President may, at their discretion, arrange for an extension of time, within the dues year, for the payment of chapter dues for any chapter. The chapter must submit a written request setting justification for such arrangement for financial hardship. The AIAS shall notify each chapter that is sent a notice of pending termination that a plan exists for an extension of payment of the chapter's dues. The Vice President may establish an appropriate surcharge for handling the time extension.

## 2.9 AIAS CREDENTIALS

2.91 Eligibility for Credentials. Individual members in good standing shall have and may exercise and use the variation of the AIAS distinction that matches their membership type following their name on all applications, documents, and professional paperwork. Individuals that are not registered members are not officially members of the organization and may not utilize any variation of the AIAS credential.

2.92 Categories. There are three categories of the AIAS credential in accordance with the three variations of AIAS membership. These categories and the associated members who may use said credential variations are as follows:

2.921 “AIAS” Credential. “AIAS” alone is the primary version of the AIAS credential. Individual members in good standing at chapters in good standing may utilize this variation of the credential.

2.922 “Associate AIAS” Credential. “Associate AIAS” is the secondary version of the AIAS credential and may be abbreviated as “Assoc. AIAS” when necessary. This credential variation is to be used solely by Associate Members. No further abbreviations may be used other than those indicated here.

2.923 “Affiliate AIAS” Credential. “Affiliate AIAS” is the tertiary version of the AIAS credential. This credential variation is to be used solely by Affiliate Members.



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## CHAPTER 3 GOVERNANCE STRUCTURE

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### 3.0 GENERAL PROVISIONS

3.01 General Governance. The AIAS shall be governed by its membership, through a hierarchy of governing and advisory bodies outlined herein. No provision set forth regarding the actions of governing bodies shall restrict the ability of the membership to overturn such actions given sufficient consensus.

3.02 Governance Structure. The general descriptions and functions of the governing bodies of the AIAS are outlined below.

3.021 National Board of Directors. The general management of the affairs of the organization shall be vested in the National Board of Directors, known herein as the Board of Directors or the Board, which shall have control of the organization's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the organization and promote its best interest. The Board may establish committees and appoint contracted employees to support the execution and evolution of its mission.

3.022 Council of Presidents. The general membership is represented in the governance of the AIAS by the Council of Presidents, known herein as the Council or "COP", which is comprised of the Chapter Presidents, or their duly-appointed delegates, from each Chapter of the AIAS. The Council is the primary link between the general membership and the national organization, and bears the responsibility for faithfully representing the views of their constituents, and exercising oversight of the actions of the Board.

3.023 Chapter Boards of Directors. Each Chapter of the AIAS is entitled to elect a Board of Directors to govern the activities of that Chapter, including but not limited to a Chapter President, Chapter Vice President, Secretary, Treasurer, and Faculty Advisor. Additional positions may be established at the will of that Board and the Chapter's members to best serve the needs of the Chapter.

### 3.1 NATIONAL BOARD OF DIRECTORS

3.11 Composition. The National Board of Directors shall be comprised of the National President, National Vice President, Past President, Quadrant Directors, Executive Director, and Liaisons.

3.112 Voting Members. The Board shall have nine (9) voting members: the President, the Vice President, the Past President, four (4) Quadrant Directors, the AIA liaison, and the ACSA liaison.

3.113 Non-voting Members. The Executive Director shall be a non-voting member of the Board. Any additional Officers appointed to the Board shall, unless otherwise stated in their appointments by the Board, be non-voting members.

3.12 Terms of Office of the Board.

3.121 Officers. The President and Vice President, herein referred to as the Officers, shall serve commencing at the adjournment of the Grassroots Board meeting following their election. Each shall serve a term of one year. This term may vary in length from their contractual obligation as an employee of the AIAS.

3.122 Quadrant Directors. The national directors shall serve commencing at the adjournment of the Grassroots Board meeting following their elections. Each shall serve a term of one year. Any period of service over six months shall be considered a full term.

3.123 Past President. The Past President shall serve commencing at the adjournment of the Grassroots Board Meeting following his/her Presidential term. The term of the Past President shall expire at the close of the following Grassroots Board Meeting.

3.124 AIA Liaison. The AIA Liaison shall serve as a representative of the American Institute of Architects, appointed by the AIA and approved by the Board, for a term commencing at the adjournment of the Grassroots Board meeting following his/her appointment. The AIA liaison shall serve a term of three years, staggered with the term of the ACSA Liaison and NCARB liaison.

3.125 ACSA Liaison. The ACSA liaison shall serve as a representative of the Association of Collegiate Schools of Architecture, appointed by the ACSA and approved by the Board, for a term commencing at the adjournment of the Grassroots Board meeting following his/her appointment. The ACSA liaison shall serve a term of three years, staggered with the term of the AIA liaison and NCARB liaison.

3.126 NCARB Liaison. The NCARB liaison shall serve as a representative of the National Council of Architectural Registration Boards, nominations by the NCARB and appointments approved by the Board, for a term commencing at the adjournment of the Grassroots Board meeting following his/her appointment. The NCARB liaison shall serve a term of three years, staggered with the term of the AIA and ACSA liaisons.

3.127 Executive Director. The Executive Director shall serve as an ex-officio member of the Board for the duration of their contracted term of service.

3.128 Succession. There shall be no restriction on Quadrant Directors running for the position of President or Vice President, or on the Vice President running for President.

3.13 Filling of Unexpired Terms. Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Vice President or Director, in the event one or more of those offices becomes vacant. In the event that a Vice President or Director temporarily refuses, fails, or is unable to act, then the Board may appoint a member in good standing to temporarily perform the duties of the office.

3.131 President. If the office of President becomes vacant prior to the scheduled termination date, the Vice President shall assume the office of President. If within thirty days, a majority of the voting members of the Board petitions to block this course of action, the Board may fill the vacancy.

3.132 Vice President and Director. If the office of Vice President or director becomes vacant prior to its scheduled termination date, the Board shall fill the vacancy.

3.133 Board-elect. If an officer-elect or director-elect is unable to begin his/her term of office, the Board-elect shall select a replacement officer-elect or director-elect.

3.134 Other members of the Board. If any other members of the Board is unable to complete his/her term in office, the Board may fill the vacancy.

### 3.14 Removal of Board Members.

3.141 Removal by Delegates. The Board shall remove from office any member of the Board, when presented with a petition of dissatisfaction signed by two-thirds majority of the delegates from chapters in good standing.

3.142 Removal by the Board of Directors. The Board, by a two-thirds majority vote, may remove any member of the Board for refusal, neglect, or failure to perform the duties of his/her office, or for any act the Board deems to be contrary to the policies and instructions of the Board or to be detrimental to the best interests of AIAS. The Board shall offer the opportunity to said member of the Board to be heard on his/her behalf, but the Board's action shall be final and conclusive and without recourse on the Board member's part. The vote shall be by secret ballot.

3.143 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

### 3.15 General Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

3.151 Rules and Regulations. The Board shall establish and adopt the rules and regulations to supplement the provisions of these Bylaws, including but not limited to the Rules of the Board, Standard Operating Procedures, and Public Policies.

3.152 Hearing Board. The Board shall act as a hearing board on all matters properly brought before it.

3.153 Contractual Agreements. The Board shall have general responsibility for approval and execution of all contractual agreements.

3.1531 Delegation of Contract Approval. The Board shall automatically delegate approval and execution of all contracts involving a total value of less than \$15,000 to the Executive Director. All contracts involving a total value equal to or greater than \$15,000 shall be approved by the President and executed by the Executive Director on behalf of the Board. The only exceptions shall be in the case of employee contracts.

3.154 Financial Agreements. The Board may approve the borrowing, lending, collecting, and spending

of money and may cause the AIAS to engage in other activities that may be incidental or necessary or convenient to the purpose and function of the AIAS.

3.1541 Loans. The Board shall not approve requests for loans from chapters.

3.155 Adoption of the Budget. The Board shall review and adopt an annual budget, which shall not be in deficit for the succeeding fiscal year, showing the anticipated income and expenditures of the AIAS.

3.156 Annual Reporting Requirement. All members of the Board shall submit a concise written summary of their work during their term, including an evaluation of the AIAS, to the President by June 30.

3.157 Appointment of Vacant Offices. The Board, in accordance with section 3.13, shall appoint a successor if a vacancy occurs in the office of Vice President or Quadrant Director, and may not delegate this authority.

3.158 Delegations by the Board. The Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board, which shall be responsible therefore.

### 3.16 General Duties of the Officers.

3.161 Definition. The Officers of the corporation shall be a President and a Vice President.

3.162 Presence. The Officers shall maintain a full-time presence and be employees of the national office. They shall receive a salary as approved by the Board as part of the annual budget.

3.163 Individual Capacity. Nothing herein shall restrict the officers from speaking or acting in the capacity of an individual, student, or AIAS member, providing the capacity in which the officer acts is disclosed.

3.164 Custody of Assets. The President and Vice President shall have custody of all AIAS monies and shall have the charge of the collection of all monies due the AIAS.

3.165 Delegation of Duties of Officers. The President and Vice President may delegate to the executive director the actual performance of such of their duties as the executive director agrees to perform; provided, however, that the President and Vice President shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

### 3.17 Specific Duties of the Officers.

### 3.171 Duties of the President.

3.1711 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board.

3.1712 General Duties of the President. The President shall be the chief elected officer of the AIAS and shall exercise general supervision of its business and affairs, except such matters as are placed under the administration and supervision of the Vice President. The President shall perform the duties incidental to the office of President and in coordination with the Executive Director, those that are required by these Bylaws, and those that are properly delegated to the President by the Board.

### 3.1713 Specific Duties of the President.

3.17131 Presiding Officer. The President shall preside at each meeting of the AIAS Board of Directors, Council of Presidents, or general membership.

3.17132 Official Spokesperson. The President shall act as the official spokesperson for the organization.

3.17133 AIA Board and Strategic Council. The President-Elect, immediately upon their election at FORUM, shall be seated as the Student Representative on Strategic Council of The American Institute of Architects for a term of one year. Upon the election of his or her successor, the President shall then assume the position of Student Director on The American Institute of Architects' Board of Directors as provided in the AIA Rules of the Board.

3.17134 Signature. The President shall sign all agreements of affiliation, certificates of membership or honor, charters, and other documents relating to the duties of President as required by law or these Bylaws.

3.17135 Appointments. The President shall make all appointments to committees and other assignments or responsibilities to members unless otherwise provided in these Bylaws.

3.17136 Past President. The President shall continue service on the Board for the year following their term in the office of Past President and shall fulfill all obligations inherent to that position as described here and in the Rules of the Board, including but not limited to serving as Elections Chair, service on other committees as deemed appropriate by the President, and completion of the term of service on the AIA Board of Directors.

### 3.172 Duties of the Vice President.

3.1721 Role of the Vice President. The Vice President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board. The Vice President shall assume all the powers and the duties of the

President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

3.1722 Role of the Secretary. The secretary shall act as the recorder of each meeting of the organization and of the Board. The secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

3.1723 Role of the Treasurer. The treasurer shall exercise general oversight of the organization's financial affairs and shall perform all the duties incident to the office of treasurer and other duties properly assigned by the Board or the President.

3.1724 General Duties of the Vice President. The Vice President shall be an administrative officer of the AIAS and shall perform all duties incidental to the offices of Vice President, secretary, and treasurer, and those that are required by these Bylaws and those that are properly delegated to the Vice President by the Board. The Vice President may use the titles Vice President, secretary, and treasurer, alone or in combination, as may be required in the performance of the Vice President's duties.

3.1725 Specific Duties of the Vice President.

3.17251 Absence of President. The Vice President shall preside at each meeting of the AIAS that the President is unable to attend.

3.17252 Duties as Secretary. The Vice President shall record all minutes and maintain the membership rolls.

3.17253 Annual Report. The Vice President, in conjunction with the President, shall be responsible for the preparation of the written annual report.

3.17254 Annual Meeting Business Sessions. In collaboration with and under the direction of the President, the Vice President shall have general charge and supervision of the procedural conduct of affairs during the business sessions of the annual meeting.

3.1726 Duties as Treasurer. The Vice President shall supervise the financial affairs of the organization. At each Board of Directors meeting and upon the reasonable request by any member of the Board, the Vice President shall submit a written financial report to the Board including the financial condition of AIAS, its income and expenditures, the condition of its general budget, and recommendations on matters related to the finances of the organization.

3.1727 ACSA Student Director. Through the election as the Vice President of the AIAS, the Council of Presidents designates the nominee for the position of student director of the Association of Collegiate Schools of Architecture Board of Directors, as provided in the ACSA Bylaws.

3.1728 AIA National Associates Committee Representative. The Vice President shall serve as the AIAS Representative to the AIA National Associates Committee, at the invitation of the AIA.

### 3.18 Specific Duties of the Directors.

3.181 Role of the Executive Director. The Board shall appoint an executive director, who shall be the chief executive and administrative officer of the organization and an ex-officio member of the Board, without vote. The executive director shall be responsible for the management and administration of the affairs of the organization and shall perform such other duties as may be properly assigned by the Board.

3.182 Duties of the Executive Director. The Executive Director may employ other staff to carry out the administrative functions of the organization and coordinate his or her activities with the President. Unless these Bylaws otherwise require, the Executive Director's performance shall be reviewed by the Personnel Committee as defined in the Rules of the Board. The compensation and other terms of employment of the Executive Director shall be determined by the Board or others to whom this authority is delegated by the Board. The Executive Director shall employ and exercise general supervision over any other staff members subject to the policies established by the Board.

3.183 Duties of the Quadrant Directors. The Quadrant Directors shall perform duties properly assigned by the Board or the President and shall maintain a presence within the boundaries of the quadrant they represent for the duration of their term.

3.19 Appointed Positions. The Board may establish additional offices and appoint individuals thereto.

## 3.2 COUNCIL OF PRESIDENTS

3.21 Composition. The Council of Presidents shall be the representative governing body, comprised of the Presidents of each Chapter, or their duly appointed delegates, as described in these Bylaws and the Rules of the Board.

3.22 Duties and Privileges. The Council shall be appropriately informed, as described in these Bylaws and the Rules of the Board, of the affairs of the organization, including but not limited to time and place of General Business Sessions of the organization, notice of actions of the Board of Directors and minutes of their meetings, and briefings on the financial standing of the organization. Any action of the Board may be overturned by the Council by a two-thirds majority vote.

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**CHAPTER 4**  
**COMMITTEES OF THE BOARD**

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4.0 GENERAL PROVISIONS

4.01 Purpose and Responsibility. Unless otherwise noted in their formation, committees function as advisory or working groups of the Board, and shall report regularly to the Board on the work performed.

4.02 Terms of Service. Unless otherwise noted in their formation or charge, committee appointments shall be a one-year term, effective from August 1 through the close of the following Grassroots Leadership Conference.

4.03 Composition. Unless otherwise noted, all appointments to committees shall be made by the President. The composition of the standing committees are described in the Rules of the Board.

4.031 Eligibility. Members appointed to committees shall be in good standing, from Chapters in good standing. Non-members with valuable perspectives or resources to contribute may be appointed at the discretion of the President, including but not limited to Legacy and Alumni of the AIAS, educators, practitioners, or collateral representatives.

4.04 Charges. All committees shall be issued specific charges delineating the expectations of their efforts over the course of their term of service. Standing committees shall abide by the charges described in the Bylaws and Rules of the Board, but may be given additional or more specific guidance by the Board. Special committees shall be issued charges in writing upon their formation.

4.1 STANDING COMMITTEES OF THE BOARD

4.11 Governance Committee. The Governance Committee shall be responsible for periodically evaluating governance issues of the organization and make recommendations as appropriate to the Board.

4.12 Finance Committee. The Finance Committee shall be responsible to act in conjunction with the executive director in the preparation of the annual budget for review and approval by the full Board. The Finance Committee shall be entitled to request and receive periodic reports from the outside auditor. It may also periodically evaluate the organization's financial status and make suggestions and recommendations to the national office and the Board.

4.13 Personnel Committee. The Personnel Committee shall be responsible for evaluating the performance of the executive director and officers as per the outline of responsibilities defined in the executive director's and officers' employment contract, in the Bylaws and the Rules of the Board, and in any other performance guidelines and goals defined by the committee and previously agreed to by the executive director and officers.

4.14 Membership Committee. The Membership Committee shall find means for advancement in the quality of membership by periodically evaluating the specific needs of the membership.



4.15 Freedom by Design Advisory Committee. The Freedom by Design Advisory Group serves as the primary training, outreach, support, curatorial, and innovation arm of the Freedom by Design program. The committee holds five primary charges outlined in the Rules of the Board.

## 4.2 SPECIAL COMMITTEES OF THE BOARD

4.21 Formation. The Board may establish and appoint special committees and delegate authority to such committees in writing.

4.22 Definitions. Special committees can be defined as Task Forces, Discussion Groups, or Advisory Groups.

4.221 Task Forces. A task force shall be a temporary grouping of individuals and resources for the accomplishment of a specific objective.

4.222 Discussion Groups. A discussion group shall be a temporary grouping of individuals and resources for the discussion and formation of a direction for a specific issue.

4.223 Advisory Groups. An advisory group shall be a grouping of individuals and resources for the oversight and formation of direction for a specific program.

4.23 Composition. The President shall appoint all members of special committees. Each committee may be assigned a staff liaison, appointed by the Executive Director.

4.24 Duties. The Board shall delegate specific tasks and expectations to special committees in writing.

4.25 Sunset Policy. The Board shall review progress of special committees periodically and sunset them as necessary.

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## CHAPTER 5 MEETINGS

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### 5.0 MEETINGS OF THE ORGANIZATION

5.01 Definition. In these Bylaws, a meeting of the organization shall refer to a corporate meeting of the membership.

5.02 Notice. At least thirty days before any meeting of the organization, the Secretary shall publish a notice of the meeting to every assigned member and to every member chapter assigned by the AIAS Office. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of a meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

5.03 FORUM. There shall be an annual membership meeting of the organization, known as FORUM.

5.031 Time and Date of Annual Meeting. The Board shall determine the time and date of FORUM.

5.04 Grassroots. Grassroots is the annual chapter leadership conference of the AIAS, and includes a business meeting of the Council of Presidents, herein referred to as a General Business Session. Each chapter is entitled to have one representative attend the conference, and eligible to bring additional participants. Chapters in good standing are eligible to vote by way of a single accredited delegate. Any limitations to this section must be approved by the Vice President.

#### 5.05 Special Meetings.

5.051 Power to Call Special Meetings. A special meeting of the organization shall be held if a call for it, stating its purpose, has been voted at a meeting of the organization or by the concurring vote of three-quarters of the Board.

5.052 Business at Special Meetings. No business other than that specified in the call shall be transacted at a special meeting.

5.06 Quad Conferences. Quad Conferences are the meetings of the regional Quadrants, hosted by a Chapter or Chapters within each Quad, and will be held once annually, in the spring.

### 5.1 MEETINGS OF THE COUNCIL OF PRESIDENTS

5.11 General Business Sessions. The Council and the Board shall meet together twice annually to conduct the business of the organization. These regular business meetings are referred to herein as General Business Sessions, or Council of Presidents Meetings, and shall take place at Grassroots and FORUM. The number of days and hours allotted for the General Business Sessions shall be determined by the President acting on behalf of the Board.

5.111 Invited Observers. Any AIAS Member who is not a delegate, or any Affiliate Member, may attend any meeting of the organization and may speak at the invitation of the presiding officer or by a

delegate yielding their right to speak. Any non-member may attend the General Business Sessions only with the approval of the Board.

5.12 Delegates. Duly accredited representatives of the membership at meetings of the organization shall be classified as delegates.

5.121 Authority and Power of Delegates. All rights, powers, and privileges granted under these Bylaws and under the laws of the District of Columbia may be exercised by a representative of any chapter in good standing as of forty-five days prior to the first General Business Session. Each such representative shall be known as the chapter's delegate and must be present at the meeting. The delegate of a chapter and the chapter President of said chapter may be one and the same.

5.13 Vote Apportionment. Every chapter in good standing shall have voting rights which may be exercised at the General Business Sessions by an appointed delegate of the chapter.

5.131 Equivalent Representation. Unless these Bylaws otherwise specify, the number of votes shall be limited to one (1) for each chapter.

5.132 Proportional Representation. For the elections of Officers and Quadrant Directors, on which the chapters are entitled to vote, the number of votes allotted to each chapter shall be based upon the number of individual members in the chapter, as verified by the Vice President. The number of votes per chapter shall be allocated on the following basis: one (1) vote for greater than 10 but less than 51 members, and one (1) additional vote for each additional 50 members.

5.133 Date of Member Count for Apportioning Votes. The number of votes from each chapter that may be accredited to a meeting of the organization shall be determined from the organization's membership as of twenty-one days prior to the first General Business Session of FORUM.

5.14 Selection of the Chapter's Delegates. Prior to the call to order of the first General Business Session, the President of each Chapter in good standing shall select an eligible delegate as its representative and shall notify the Vice President who the delegate shall be.

5.15 Absence of a Chapter's Delegation. In the event that the delegate of a chapter is absent during a roll call vote, any other member of that chapter shall be entitled to cast the votes allotted to the chapter and shall notify the Vice President of the change before voting.

5.16 Representation by Proxy. If no delegate of a chapter can be present at a meeting, then the chapter may ask any delegate from the same quadrant present at the meeting to cast the total number of votes allotted to that chapter. No delegation of a chapter shall represent more than its chapter and one other. Proxies must be in writing, signed by an authorized representative of the absent chapter, and must be submitted to the Vice President prior to the opening General Business Session of that meeting. A proxy shall not be valid after the last General Business Session of that meeting.

5.17 Quorum at an Organization Meeting. A quorum for at a General Business Session of the organization shall be two-thirds of the delegates from chapters in good standing represented by a delegate or by proxy.

## 5.18 Actions and Decisions.

5.181 Minimum Votes Required. Unless these Bylaws otherwise require, any action or decision at a General Business Session shall be taken by a concurring majority of the votes permitted to be cast by delegates represented at the meeting in person and by proxy.

5.182 Voting Procedure. Voting shall be administered by the following means:

5.182a. Voice vote;

5.182b. Standing vote, at the discretion of the President (or presiding officer) or upon the request by a delegate;

5.182c. Roll call, at the discretion of the President (or presiding officer) or upon request by one-third of the delegates;

5.182d. Secret ballot, upon the request by one-half of the voting delegates.

5.183 Recording of Votes. On every roll call vote, the Vice President shall keep a record of each delegate's vote. Proxy votes shall be recorded separately from that of the delegate holding the proxy.

5.184 Voice and Standing Votes. On all voice votes or standing votes each delegate voting shall be presumed to cast one vote.

5.185 Recording of Proxy Votes. On voice and standing votes, proxy votes shall be presumed included in each delegate's single vote. On every roll call vote and secret ballot, delegates holding proxies shall record separate votes for their assigned chapter and the proxy chapter.

## 5.2 MEETINGS OF THE BOARD OF DIRECTORS

5.21 Meeting Requirements. The Board may meet in a regular or special meeting in order to transact business. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

5.22 Regular Meetings. In each fiscal year, the Board shall hold four meetings as scheduled by the President. Members of the Board are required to attend these scheduled meetings of the Board as part of their elected duty. Anticipated absences are to be reported to the President in advance of the meeting. Special meetings may be called by the President and shall be called at the request of any three voting members of the Board.

5.23 Quorum of the Board. A quorum of at least two-thirds of the voting members of the Board shall be required at any meeting.

### 5.24 Notices and Agendas of Meeting.

5.241 Notices Required. A written notice of the time and place of each meeting of the Board shall be sent to each Board member by the President at least thirty days before the regular meeting, and at least three days before a special meeting.

5.242 Notice of Meeting Agenda. A preliminary agenda of each regular meeting of the Board shall be sent to each Board member by the President at least fifteen days before the meeting.

5.243 Notice of Special Meeting. The notice of a special meeting shall describe the principal matters to be considered at the meeting; however, any business other than that described in the meeting notice may be conducted at the special meeting with the consent of a majority of those voting members in attendance at the meeting. Notice of a special meeting to be conducted by conference telephone or similar manner may be delivered by telephone at least one day prior to the date of the meeting.

5.25 Executive Session. There may be an executive session held at each Board meeting, at which time the voting members of the Board, and any additional members at the discretion of the President and/or Board, may discuss confidential matters. Any actions taken in Executive Session must subsequently be ratified after the Board has moved out of Executive Session.

5.26 Decisions at Meetings of the Board. Every decision of the Board shall be by a majority vote of those present and voting, unless a greater number is required by these Bylaws. Any member of the Board may require that their vote is recorded, and any three members may require that all votes be recorded. Decisions of the Board are final and may only be overturned by a two-thirds vote of the membership as represented by the Council of Presidents at FORUM.

5.261 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the District of Columbia require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required:

- 5.261a. to adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;
- 5.261b. to form an affiliation;
- 5.261c. to fix admission fees and annual dues;
- 5.261d. to purchase, sell, lease or pledge any real property or to recommend the purchase, sale, lease or pledge thereof,
- 5.261e. or act on any matter for which a two-thirds vote is required by these Bylaws.

5.262 Delegation. The Board may, by a two-thirds vote, delegate any of the foregoing decisions to the President.

5.263 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

5.27 Remote Meetings. A meeting of the Board may be conducted by means of a conference telephone or by any means of communications by which all persons participating in the meeting can actively communicate with each other, and such participation shall constitute presence in person at the meeting.

5.28 Action by Written Consent. The Board may take action without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote on the matter. The action so taken by unanimous written consent may consist of a delegation of authority to the officers to take a specified action subject to the written approval of a majority of the members of the Board.

5.29 Board Meeting Minutes. Minutes of the meetings of the Board shall be kept by the Vice President and distributed to the Board. Actions of the Board will be distributed to the Council of Presidents, and the complete minutes will be available to any member of the organization, once they have been approved by the Board. The minutes shall show members in attendance, the matters before the meeting, and actions taken. Actions taken by written consent shall be similarly recorded and appropriate notice distributed.

5.291 Approval of Minutes. The minutes of each meeting shall be signed by the Vice President and approved by the Board at its next regular meeting or by mail.

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## CHAPTER 6 ELECTIONS

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### 6.0 GENERAL PROVISIONS

6.01 Election of Organization Leadership. As a membership organization, the AIAS membership shall be provided the opportunity to elect from among its members the Officers and Directors of the Board, as well as the site and host chapter for the regional meetings, or “Quad Conferences”.

6.02 Officers and Quadrant Directors. Officers and Quadrant Directors shall be elected during the annual meeting of the membership at FORUM for terms commencing at the following Grassroots Leadership Conference.

6.03 Quad Conferences. The process for bidding for and hosting a quad conference shall follow the procedures outlined in chapter 13 of the Rules of the Board. Voting for the selection of Quad Conferences shall take place at the Grassroots Leadership Conference for conferences occurring the following spring.

### 6.1 ELECTIONS PROCEDURES

6.11 Elections Chair. The Past President shall act as the Elections Chair. The Elections Chair shall preside over elections and oversee the elections procedures and rules that candidates shall follow during elections.

### 6.2 CANDIDATES FOR OFFICER AND DIRECTOR

6.21 Certified Candidates. A certified candidate is a member who has fulfilled all of the candidate certification requirements herein and in the Rules of the Board, by the declaration of candidacy deadline, and is so notified by the Elections Chair.

6.211 Nomination of Certified Candidates. Candidates for national Officer or Director positions must announce their candidacy in writing to the Elections Chair, no later than forty-five days before the first General Business Session at FORUM, by submitting all items as outlined in chapter 13 of the Rules of the Board to the Elections Chair. Upon verification from the Election Chair that the member has fulfilled all requirements listed in these Bylaws and in the Rules of the Board by the announced deadline, the member will be considered certified. The national office shall circulate the candidates’ information to all chapters no later than 30 days before the first General Business Session at FORUM.

6.22 Undeclared Candidates. Participants who do not announce their candidacy as defined in the Bylaws and Rules of the Board – may announce their candidacy during the designated time at the General Business Session at FORUM. These participants shall be defined as Undeclared Candidates.

6.221 Undeclared Candidates for Uncontested Races. Undeclared Candidates for uncontested races, or those with fewer than two Certified Candidates, are eligible to announce their candidacy during the designated time at the General Business Session at FORUM without prior verification from the Elections Chair. Such Candidates will be provisionally accepted pending eligibility review by the Elections Chair.

6.222 Undeclared Candidates for Contested Races. Undeclared Candidates for contested races must verify their intent to run with the Elections Chair no later than the opening General Business Session at FORUM. Undeclared Candidates must return all items outlined in chapter 13 of the Rules of the Board to the Elections Chair at that time. The Elections Chair shall have full authority to determine the eligibility of Undeclared Candidates dependent on completion and consideration of these rules and regulations.

6.223 Nomination of Undeclared Candidates. Once an Undeclared Candidate has announced their candidacy as described above in section 6.221 or 6.222, and has been deemed eligible for candidacy by the Elections Chair, he or she must then be nominated for that position. Nominations of undeclared candidates shall be made by a delegate of the Council of Presidents from the floor at a time designated by the Elections Chair at the opening General Business Session at FORUM.

6.2231 Approval. If the candidate's nomination is seconded by another delegate of the COP, as verified by the Elections Chair, then he/she is considered duly nominated for the office and placed on the official ballot.

6.2232 Restrictions. Any nominating COP members may not be from the same chapter as the undeclared candidate he/she nominates. Nominations and seconds for Quadrant Directors must come from delegates within the same Quad as the candidate.

6.23 Candidate Enrollment. All candidates, excluding seated officers and directors, must have current student enrollment status during time of candidacy.

6.24 Eligibility of candidates. All candidates, excluding seated officers and directors, must be AIAS members in good standing from chapters in good standing at the time of their announcement of candidacy.

### 6.3 SELECTION OF THE BOARD OF DIRECTORS

6.31 Voting. The voting for elections of Officers and Quadrant Directors shall be held during the General Business Sessions at FORUM.

6.32 Votes Required for the Election of Officers. The respective nominees for the offices of President and Vice President who receive the majority of votes cast by the delegates of the Council of Presidents shall be elected.

6.321 Runoff for Election of Officers. If no nominee receives a majority of the votes cast for that office, a runoff election shall be conducted between the two nominees receiving the highest number of votes or the nominees involved in a tie, and the nominee receiving the majority in the runoff election shall be elected.

6.33 Votes Required for the Election of Quadrant Directors. The nominees for the four Quadrant Director positions who receive the majority of votes cast by the delegates of the Council of Presidents from their respective Quadrant shall be elected.



6.331 Runoff for Election of Directors. If no nominee receives a majority of the votes cast for that office, a runoff election shall be conducted between the two nominees receiving the highest number of votes or the nominees involved in a tie, and the nominee receiving the majority in the runoff election shall be elected.

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**CHAPTER 7**  
**PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS**

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7.0 PROPERTY INTERESTS

7.01 Individual Interests. All title to and interest in the property of the AIAS imposed, granted, and conferred by these Bylaws are vested and shall remain in the AIAS, and no Officer, Director, or Member shall have any right, title or interest in such property at any time.

7.1 FISCAL YEAR AND BOOKS OF ACCOUNT

7.11 Fiscal Year. The fiscal year of the AIAS shall be September 1 - August 31.

7.12 Inspection of Books and Records. Books of account and records of the AIAS shall be kept at the national office and shall be available for inspection for any proper purpose by any member in good standing during the business hours fixed by the AIAS. An individual member's records may be withheld from distribution upon that member's request.

7.2 EXPENDITURES AND LIABILITIES

7.21 General Budget. The Board shall adopt a general budget at Grassroots that shall show the anticipated income and expenditures for the following fiscal year.

7.22 Anticipated Income. The Board shall not expend or authorize in any fiscal year an amount exceeding the total estimated income to be received during such year, as shown in the budget for that year.

7.23 Authority to Expend and Disburse Money. No member, Officer, or any representative shall have any right, authority, or power to expend any money, incur any liability for and on its behalf, or to make any commitment which will or may be deemed to bind or involve the AIAS in any expense, unless such expenditure, liability, or commitment is authorized and budgeted by the Board. No member, Officer, or any representative shall have any right, authority, or power to incur any expense or obligation on account of any specific appropriation in excess of the unexpended balance of such specific appropriation.

7.3 DIVIDENDS PROHIBITED

7.31 Distribution of Dividends. AIAS shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income of AIAS shall be distributed to its members, directors or Officers;

7.32 Reasonable Compensation. The AIAS may pay compensation, in reasonable amounts to its members, directors, or Officers for services rendered, and may provide financial assistance to its members to advance the purposes and objectives of the organization.

7.4 DISTRIBUTION OF ASSETS OF DISSOLUTION OR FINAL LIQUIDATION

7.41 Procedure for Final Dissolution. The assets of the corporation, in the event of dissolution or final

liquidation, shall be applied and distributed as follows: all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or provision shall be made therefore; any assets held on the condition they be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed to one or more corporations, funds, or foundations, qualified for exemption from tax as an exclusively charitable or educational corporation fund or foundation under the Internal Revenue Code of 1987, as amended, or its successor provisions. The Board shall designate by resolution the corporation, fund, or foundation which shall receive the remaining assets of the AIAS.

## 7.5 ENDOWMENT FUNDS

7.51 Inviolability of Endowment Capital. The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architecture Students shall endure, and shall not be transferred to any other organization or be pledged or distributed in whole or in part until and unless the organization shall cease to exist, except as permitted by law or unless the donor has otherwise provided in the original gift, devise, or bequest.

7.52 Successor Endowments. If the organization terminates its affairs and has no successor with similar purposes, aims, and objects and with the ability to maintain the endowment funds, then before the assets of the organization are transferred and conveyed in accordance with the provisions of these Bylaws, the amounts held in each of the endowment funds shall be transferred to, accepted by, and conveyed by deed of trust or otherwise, to some organization or organizations most suited at that time to maintain those endowment funds and to carry on the purposes according to the conditions of the donors.

7.53 Obsolete Endowment Funds. If the purposes for which an endowment fund was given or established become obsolete, then the organization may, pursuant to procedures required by law, 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 organization shall be most usefully advanced.

## 7.6 INVESTMENT POLICY

7.61. Investment Policy. There shall be an investment policy set forth in writing by the Board of Directors.

## 7.7 EXPENDITURES AND LIABILITIES

7.71 Expenditure Limitations, the Board. The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by the organization during such year, as shown in the budget for that year unless directed and authorized so to do at a duly called meeting of the organization by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

7.72 Expenditure Limitations, General. No member, officer, director, committee, jury, department, employee, agent or representative of the organization shall have any right, authority or power to expend any money of the organization, to incur any liability for and in its behalf, or to make any commitment that will or may be deemed to bind or involve the organization in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board or by a specific

resolution at a duly called meeting of the organization, except that the Board may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

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**CHAPTER 8**  
**AMENDMENTS AND INTERPRETATIONS**

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8.0 ARTICLES OF INCORPORATION

8.01 Amendment of the Articles of Incorporation. The Articles of Incorporation may be amended in accordance with the provisions of the District of Columbia Nonprofit Corporations Act, as may be amended from time to time.

8.1 NATIONAL BYLAWS

8.11 Amendments by the Board. These Bylaws may be amended, altered, or repealed, or new Bylaws adopted, only by a two-thirds majority vote of the Board at any of its meetings, but not by written consent.

8.12 Membership Review of Amendments by the Board of Directors. All amendments of the Bylaws by the Board must be distributed to the chapters by the national office prior to the next General Business Session for review by the delegates.

8.13 Amendments by the Membership. These Bylaws may be amended, altered, or repealed, or new Bylaws adopted, by two-thirds majority vote of delegates at General Business Sessions, but not by written consent.

8.14 Legal Review of Bylaws Amendments. Before any amendment to any provision of these Bylaws shall become effective, the legal counsel of the organization shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

8.15 Amendments' Effect. Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of the organization, and each such amendment shall be incorporated in these Bylaws as a part thereof.

8.16 Titling and Numbering of Bylaws. The Vice President shall have the authority to make editorial changes not affecting substantive requirements, and to rearrange, re-title, and renumber the various Articles, Sections, and Paragraphs of these Bylaws as may be necessary because of amendments thereto or for ease of reference, provided that no substantial objection is taken to any such change by any member of the Board.

8.17 Authority of Interpretation. These Bylaws shall be interpreted according to the laws of the District of Columbia. Please see Section 11.2 in the Rules of the Board for individuals vested with the authority to interpret the Bylaws.

8.2 AIAS PUBLIC POLICIES

8.21 Creation and Revision of Public Policies. Public policies are AIAS statements of belief to policy-makers, the public, and the profession on issues of architectural education and public policy affecting AIAS membership and the profession. All public policy statements or testimony presented on the behalf of the AIAS with respect to matters of public concern shall be in accordance with approved public policy adopted by the Board as outlined in the Rules of the Board. Public policy also includes resolutions on

public issues adopted by the Council of Presidents and ratified by the Board.

### 8.3 PARLIAMENTARY AUTHORITY

8.31 Parliamentary Governance. The rules contained in Robert's Rules of Order shall supplement the rules and regulations adopted by the AIAS and the Board and shall govern meetings the AIAS, the Board, and the committees in all cases, in which such rules are applicable and are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by the AIAS and by the Board.