

Final Draft for AIA Dallas Annual Business Meeting

**Revised (approved by AIA Dallas Board 11/3/23)
Presented to AIA Dallas membership for a vote 12/7/23**

BYLAWS OF THE DALLAS CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is The Dallas Chapter, The American Institute of Architects, hereafter referred to as “this Chapter” or “The Dallas Chapter”.

1.011 Related Institute Organizations. In these bylaws, the governing board of this Chapter is referred to as the “Board of Directors”, The executive committee of the Board of Directors is referred to as the “Executive Committee”, and The Texas Society of Architects is referred to as either the “State Organization” or “TxA”. The American Institute of Architects is referred to as the “Institute”, and the Board of Directors of the Institute as the “Institute Board”.

1.02 Objects. The object of this Chapter shall be to promote and forward the objectives of The American Institute of Architects as defined in the institute’s Bylaws within the assigned territory of “this Chapter.”

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

1.04 Organization. This Chapter is a non-profit membership corporation duly incorporated on the sixteenth day of April 1954, under and by virtue of the provisions of the State of Texas, and is a successor to the Dallas Chapter, formerly the North Texas Chapter, The American Institute of Architects, an unincorporated association duly chartered by the Institute on the fourth day of March 1924.

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

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

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

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

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organizations, membership, government, and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by not less than a two-thirds affirmative vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

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

1.2 ENDORSEMENTS

Neither this Chapter, the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members, or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product, except as noted in section 1.21 below.

1.21 SPONSORSHIP AND ASSOCIATIONS

For the purposes of raising non-dues revenue or other non-revenue purposes for this Chapter or to provide information and educational programs to the membership, this Chapter may, upon a two-thirds affirmative vote of the Board of Directors, sponsor or associate with any organization, company, or individual through an annual or multi-year agreement for such purpose.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

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

- a) The Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) The allied and affiliate members this Chapter may admit as provided in Paragraphs 2.35 through 2.37.

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

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

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

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

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

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

2.1 ASSIGNED MEMBERS

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

2.12 Reassignment. This Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

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

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

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

2.2 UNASSIGNED MEMBERS

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

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

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

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to allied membership in this Chapter shall be promptly acted upon by the Executive Director or the designated staff representative.

2.32 Admission Fees. Every applicant for an allied membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined annually by the Executive Director.

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

2.34 Rights and Privileges of Allied Members. Allied members shall have the rights and privileges specified in this Chapter's Bylaws. Allied members in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors.
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter.
- 3) Shall not be eligible to serve as an officer or director of this Chapter.
- 4) May serve as Chairman of a Chapter Committee of this Chapter.

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

2.36 Honorary Affiliates.

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

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

2.363 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA Dallas Chapter" and shall not pay any admission fee or annual dues nor be subject to any assessment.

2.37 New Membership Categories

2.371. New Categories. Membership categories, as defined by the Institute, may be adopted by this chapter at any regular meeting of the board of directors, to be incorporated more specifically into the bylaws by amendment as necessary.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary members shall pay annual dues each year as per the timeline outlined by the Institute and as allowed by changes in Institute Bylaws or policies.

3.02 Amount of Annual Dues and Admission Fees. The Board of Directors, by the concurring vote of two-thirds of its entire membership, may fix, before the end of any fiscal year or as determined by the Institute, (the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

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

3.04 Dues For Nonresident Members. Nonresident members may pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to section 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of the Executive Committee, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class ~~or any part of the admission fee required to be paid by allied or affiliate members.~~

3.06 Individual Waiver of Annual Dues. The Executive Committee, by majority decision, may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

3.07 Exemptions. Emeritus members and Honorary members shall pay no dues or assessments to this Chapter. Emeritus members may request to receive communications from the Chapter.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Board of Directors members, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its Associate members . The amount of the assessment on a member in any fiscal year shall not exceed twenty percent (20%) of the amount of the annual dues required to be paid by such member for that year.

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

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned, Unassigned, and Allied Members. If an assigned member, unassigned member or allied member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated.

ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Executive Committee, except that no more than one-third of this Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.02 Nomination and Election of Institute Directors. This Chapter's Board of Directors shall nominate and elect the Institute Directors for this Chapter's State Organization, known as the Texas Society of Architects (TxA), in the manner provided in the bylaws of the State Organization.

4.03 Delegates to Outside Organizations. This Chapter's Executive Committee may, from time to time, appoint a member in good standing as a delegate for this Chapter in negotiations with public entities or representation of the membership on ad-hoc committees of professional organizations.

Members may not self-appoint for the purpose of presenting this Chapter's position on issues related to the profession without the approval of the Board of Directors.

4.1 STATE ORGANIZATION.

4.11 Delegates to State Organization Meetings. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.111 Selection of Delegates. This Chapter's delegates to attend meetings of the State Organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.12 Representation on the State Organization Board of Directors. At the annual meeting of this Chapter every two years, a member in good standing of this Chapter shall elect one representative, known as the "TxA Chapter Director", to represent the members of this Chapter on the Board of Directors of the State Organization.

4.121 Nomination and Election. Nomination and election of the TxA Chapter Director shall be made in accordance with Section 6.11.

4.122 Term of TxA Chapter Director. The TxA Chapter Director to the State Organization shall serve for a term of two years, or until a successor is elected or appointed.

ARTICLE 5 CHAPTER MEETINGS

5.0 ANNUAL, REGULAR AND SPECIAL CHAPTER MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting during the last half of the Chapter's fiscal year for the purpose of nominating and electing this Chapter officers and TxA Chapter Director representative to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Vice President/Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold other regular meetings as called by this Chapter's President and/or Board of Directors.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President, the Executive Committee, or shall be called by the President at the written request of not less than five percent (5%) of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, AND MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Vice President/Secretary, personally, by mail, or by electronic media, to each member entitled to vote at the meeting. Notice shall be given not less than seven (7) days before the date fixed for the meeting. Notice is sufficient if published in this Chapter newsletter and sent to members in time for them to receive it at least seven (7) days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, two-and-one-half percent (2.5%) of the membership is entitled to vote, or fifty (50) such members, whichever is the smaller number, shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

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

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

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

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

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter. ~~A member may vote by proxy executed in writing by the member. Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution.~~

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

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

5.25 Mail Ballot: Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot or electronic ballot of the members of this Chapter

ARTICLE 6 THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS

6.0 AUTHORITY

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Texas, the articles of incorporation and by these bylaws. The Executive Committee shall have such authority, rights and powers as shall be granted herein.

6.02 Custodianship. The Executive Committee shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Vice President/Treasurer. Within the appropriations made therefore, the Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.03 Membership. Membership of the Executive Committee and the Board of Directors shall be as follows:

6.031 Executive Committee

- a) President
- b) President-Elect
- c) Vice President/Secretary
- d) Vice President/Treasurer

- e) Immediate Past-President
- f) Chapter Executive Director (Ex-Officio)

6.032 Board of Directors

- a) Members of the Executive Committee as specified in Section 6.031
- b) Appointed Directors
- c) Representative of the School of Architecture at the University of Texas at Arlington (Ex-Officio)
- d) TxA Chapter Director to the State Organization
- e) Texas Architects Committee Executive Trustee(s) (Ex-Officio)
- f) Appointed Public Member (Ex-Officio)
- g) Chapter Executive Director (Ex-Officio)
- h) Appointed Representatives from External Organizations (Ex-Officio) up to 4 appointments (i.e., Student AIAS Representative, Architecture and Design Foundation Representative, NOMA Representative,

6.033 Appointed Members. The members of the Executive Committee may appoint such members to the Board of Directors as may be submitted by the incoming President under the provisions of Section 6.42 Annual Organizational Meeting.

6.04 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.05 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit this Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Executive Committee.

6.06 Making of Awards. As funds or other means become available, this Chapter, through the Executive Committee, may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. The token of each award shall be in the form of a medal, certificate, scholarship, or otherwise as the Executive Committee shall determine.

6.1 ELECTION OF OFFICERS AND STATE ORGANIZATION CHAPTER DIRECTOR

6.11 Nominations. The Nominating Committee is an ad-hoc committee comprised of the immediate past-President, the President-Elect and at least two members of this Chapter in good standing. The members serving on the committee of this Chapter shall be selected by the President. No more than 50% of the appointed members of this Chapter may be from the same firm. The committee shall search for, review, and recommend candidates to serve as officers, as specified in Section 6.031, for the subsequent year. The Nominating Committee will forward a recommended slate of candidates to the Board of Directors for approval. Once approved by the Board of Directors, the candidates will be presented to the membership no less than 30 days prior to election. Nominations for officers may also be made at the annual meeting at the time of the election by a member of this Chapter in good standing.

6.12 Elections. The nominee for an office or directorship who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or directorship, the Vice President/Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the name of each nominee for each office and each directorship shall be placed by the Vice President/ Secretary on ballots for voting by secret ballot.

6.13 Tellers. The President may appoint three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Vice President/Secretary thereof.

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

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

6.2 TERMS OF OFFICE OF OFFICERS AND TxA CHAPTER DIRECTOR

6.21 Officer's Term. Each officer, unless defined otherwise, shall serve a term of one (1) year or until a successor has qualified.

6.211. The Vice President/Treasurer shall serve a term of two years or until a successor has qualified.

6.22 TxA Chapter Director's Term. The TxA Chapter Director shall serve a term of two years or until a successor has qualified.

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

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

6.25 Removal of Officers, TxA Chapter Director or Other Directors. Any or all of the members of the Executive Committee may be removed for or without cause by a two-thirds vote of the members, or for cause by a two-thirds vote of the Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken. Any or all of the other

members of the Board of Directors may be removed for or without cause by a majority vote of the members of the Executive Committee.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, President-Elect, Immediate Past-President, Vice President/Secretary and Vice President/Treasurer.

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

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

6.33 President-Elect. The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Executive Committee or the President.

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

6.34 The Vice President/Secretary. The Vice President/Secretary, assisted by the Executive Director and staff, shall act as the recording and corresponding secretary, shall issue required notices, keep membership rolls, have custody of the corporate seal, and shall sign for this Chapter formal instruments under the seal, and shall perform such other duties usual and incidental to the office and as may be delegated by the Board. The duties of the Secretary, under the authority of the Executive Committee, may be assigned in whole or in part to the Executive Director or to other assistants.

6.35 The Vice President/Treasurer. The Vice President/Treasurer shall be responsible for the financial affairs of this Chapter. Assisted by the Executive Director and staff, the Treasurer shall keep the records and books of accounts thereof, shall prepare budgets, collect for amounts due, and receipt for and have custody of the funds of this Chapter and make disbursements thereof; shall have custody of its securities and of its instruments involving finances; shall make periodic financial statements for guidance at Board meetings, and shall have a financial report of examination of books of account prepared by a certified public accountant at the end of each fiscal year; shall conduct correspondence relating to the office; and shall perform such other duties usual and incidental to the office and as may be delegated by the Board. The duties of the Treasurer, under the authority of the Executive Committee, may be assigned in whole or in part to the Executive Director *who may further delegate to other executive staff the actual performance of such duties as the Executive Director agrees to perform*

6.351 Transfer of Records. When a new Vice President/Treasurer takes office, the retiring Vice President/Treasurer shall turn over to the successor a copy of the closing

financial statement and audit of the treasury, all of the records and books of account, and all monies, securities and other valuable items and papers belonging to this Chapter which are in the custody and possession of the Vice President/Treasurer.

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

6.36 Immediate Past President The Immediate Past President shall perform such duties as are properly assigned by the Executive Committee or the President.

6.361 Succession. The President shall succeed to the office of Immediate Past President upon expiration of the term of office of the President.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

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

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

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

6.413 Waiver of Notice. Either the notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.42 Annual Organizational Meeting. The Board of Directors shall conduct an annual organizational meeting for the purpose of selecting Directors to succeed outgoing Directors

6.421 Time of Meeting. The annual organizational meeting shall be held subsequent to the election of the President-Elect of this Chapter but shall be held no later than December 31 of the same year.

6.422 Meeting Chair. The incoming President shall act as Chair and fix the location, time and date of the meeting and shall prepare the agenda for the meeting.

6.423 Required Attendees: The following chapter members shall be invited to attend and participate in the organizational meeting:

- a) Newly elected chapter officers

- b) Outgoing officers
- c) TxA Chapter Director
- d) Outgoing TxA Chapter Director (if applicable)
- e) Outgoing Directors
- f) Incoming Appointed Directors
- g) Chapter Executive Director

6.424 Other Attendees. The Meeting Chair may invite at their discretion any other individuals to participate in the organizational meeting.

6.425 Confirmation. At the organizational meeting, the incoming President shall submit to the Board of Directors the names of designated Directors for concurrence and appointment to the Board of Directors.

6.426 Chapter Notification. The names of Directors and Committee Chairpersons shall be published or announced to this Chapter's membership.

6.43 Quorum and Vote. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors members present or by proxy at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date. Electronic voting by e-mail may be an acceptable method of voting provided that: (a) more than fifty percent (50%) of the members of the Board of Directors participate in the vote; and (b) the vote of those participating is unanimously for or unanimously against the adoption of the action involved. In the event the conditions in the preceding sentence are not satisfied, the electronic vote will not be considered effective unless one hundred percent (100%) of the members of the Board of Directors have participated in it.

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

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The President and Executive Director shall present a full report at the annual meeting of this Chapter of the condition, interests, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.52 Report to Institute. The Board of Directors or the Vice President/Secretary shall make a report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.6 BOARD COMMITTEES

6.61 Formation and Composition. The Board of Directors may form board committees, including but not limited to ad hoc, advisory sub committees and task forces, to carry out the work of this Chapter. The charge and duration of each committee shall be determined by the Board of Directors.

ARTICLE 7

FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors, by the concurring vote of two-thirds of its voting members, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

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

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of this Chapter for the year unless specifically authorized to do so by a two-thirds majority vote of its voting members of the Board of Directors, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of this Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

7.03 Review of Financial Records. At appropriate intervals, the Executive Committee shall employ an outside firm to prepare a compilation of the financial records of this Chapter as the basis for a financial report to the Finance Committee and the Board of Directors.

7.04 Fiscal Year. The fiscal year of this Chapter shall be from January 1 through December 31.

7.1 REAL AND PERSONAL PROPERTY

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

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

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Vice President/Secretary and Vice President/Treasurer may delegate; including the ability to process financial transactions as directed by the Board of Directors
2. Employ such staff as the Board of Directors may authorize as necessary to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors as a member ex-officio without vote;
4. Make reports to the Board of Directors on the affairs and business of this Chapter, and additional reports, when requested by the Board of Directors.
5. Carry out all responsibilities as may be defined in this Chapter's Office Policy Manual.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Vice President/Treasurer's books of account and the Vice President/Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

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

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

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

indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

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

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

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

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

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.