
AIA LOUISIANA

The Louisiana Architects Association

AMENDED BYLAWS

AIA LOUISIANA
521 America Street
Baton Rouge, LA 70802

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ARTICLE 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Louisiana, the Louisiana Architects Association, hereafter referred to as this Chapter.

1.012 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors and AIA Gulf States as the Regional Organization. The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board. Individual components chartered by the Institute whose territories are within the domain of this Chapter are referred to as Local Chapters. Each Local Chapter is organized and incorporated as a non-profit corporation incorporated in the State of Louisiana. This Chapter shall also consist of Sections, which are individual components whose territories are within the domain of this Chapter but are not separately organized and incorporated.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. *(AIA Bylaws Section 1.02 and 4.03)*

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: the political boundary of the State of Louisiana.

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Louisiana, and chartered by the Institute in 1943.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it on State matters under a charter issued by the AIA Board. *(AIA Bylaws Section 4.051)* The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. *(AIA Bylaws Section 4.052 and 4.462)* This Chapter shall cooperate with its national and regional 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. *(AIA Bylaws Section 4.13)*

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 the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every 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 majority 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, nor 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.

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 (AIA Bylaws Section 4.14), and
- b) the allied and affiliate members the 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 by the Institute 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 student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The terms "Architect member" and "Associate Member" shall be as defined in the Bylaws of the Institute (AIA Bylaws Sections 2.01)

2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership. (AIA Bylaws Section 4.053)

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided by Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary/Treasurer as a member of this Chapter. (AIA Bylaws Section 4.15)

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues, supplemental fees and assessments of this Chapter as determined in Article 3. (AIA Bylaws Section 3.15)

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary/Treasurer. The resignation of an assigned member, if the Secretary/Treasurer finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as the date the letter of resignation was received by the Secretary/Treasurer. (AIA Bylaws Sections 2.081 and 2.084)

2.08 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. *(AIA Bylaws Section 2.04)*

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, 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 the Chapter. *(AIA Bylaws Sections 2.04, 2.084 - 2.085)*

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws. *(AIA Bylaws Sections 2.02 and 4.055)*

2.12 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter. *(AIA Bylaws Sections 4.15, 4.32 and 4.463)*

2.13 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. *(AIA Bylaws Section 2.08)*

2.14 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. *(AIA Bylaws Section 2.31)* All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular dues, shall remain unchanged. However, while Emeritus members are excused from payment of membership dues and assessments, they are not to be excused from payment of supplemental fees if they are still engaged in the active practice of architecture. *(AIA Bylaws Section 2.32)*

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Chapter, without action by the Institute, shall admit unassigned membership to any Architect or Associate member assigned to another chapter 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. *(AIA Bylaws Section 2.074)*

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 the Chapter as provided in section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

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

2.32 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as proved in section 3.3 of these bylaws.

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

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates 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 or to chair a committee of this Chapter;
4. May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute. *(AIA Bylaws 4.143)*

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the 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 the Chapter believes will provide a meaningful contribution by reason of their employment or occupation. (AIA Bylaws 4.141)

2.36 Student Affiliates - Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter. (AIA Bylaws 4.142)

2.37 Honorary Affiliates.

2.371 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.

2.372 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 with 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.

2.373 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 Louisiana Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3

DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year. While Emeritus members are excused from payment of membership dues and assessments, they are not to be excused from payment of supplemental fees if they are still engaged in the active practice of architecture.

3.02 Amount of Annual Dues (and Admission Fees). The Board of Directors may fix, by the 3rd quarter board meeting, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of allied or affiliate members.

3.03 Dues Upon Admission. Membership dues are calculated on a calendar year, January to December. A newly admitted assigned or allied or affiliate member shall pay full annual dues, except that those that are admitted after the first quarter and the last day of the third quarter and shall pay prorated dues in accordance to AIA's prorated schedule in the year in which they are admitted.

3.04 Hardship Dues Reduction. The Chapter may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Chapter may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership. (AIA Bylaws Section 3.12)

3.05 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. However, while Emeritus members are excused from payment of membership dues and assessments, they are not to be excused from payment of supplemental fees if they are still engaged in the active practice of architecture.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, 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 and/or allied or affiliate members.

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 communicated 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 then current fiscal year when due shall be in default for the unpaid amount.

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

3.23 Notice of Default to Member. Every member who is in default of dues, assessments or supplemental fees to this Chapter shall be given 60 days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES, ASSESSMENTS, OR SUPPLEMENTAL FEES

3.31 Assigned Members. At appropriate intervals, the Secretary/Treasurer of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary/Treasurer shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Allied or Affiliates. If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice or impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4

CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 REGIONAL ORGANIZATION

4.01 Chapter Representation in Regional Organization. This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization.

ARTICLE 5

CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting for the purpose of nominating and electing the officers to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Secretary/Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Special Meetings. A special meeting of this Chapter shall be held, whenever such a meeting is called by: (a) a vote of a majority of the members at a meeting of the Chapter; (b) a two-thirds (2/3) vote by mail of the entire Board of Directors; (c) a two-thirds (2/3) vote of the members of the Board of Directors at a meeting; (d) resolution adopted by a majority of the local chapters; or (e) written petition to the Board of Directors signed by not less than twenty-five percent (25%) of all of the active members of the Chapter. The proposal must recite the purposes of the meeting. The Board of Directors shall call a special meeting for the purposes set out in the proposal within thirty (30) calendar days after the proposal is received. A notice of the special meeting shall be communicated by the Secretary/Treasurer to every member not less than fifteen (15) calendar days before the dated fixed for the meeting.

5.1 NOTICE, QUORUM, 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 communicated by the Secretary/Treasurer or Chapter staff, to each member entitled to vote at the meeting. Notice shall be given not less than fifteen (15) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter or posted on the Chapter website and communicated to members in time for them to receive it at least fifteen (15) days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, twenty-five (25) members entitled to vote, including at least one member from at least five Local Chapters and/or Sections, 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 every meeting of this Chapter at which business is conducted, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary/Treasurer or Chapter staff. The minutes of each meeting shall be signed by the Secretary/Treasurer after they are approved at a subsequent meeting of the Board of Directors and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present 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.

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: (AIA Bylaws Sections 2.074 and 4.055)

1. Matters so designated elsewhere in these bylaws;
2. Elections of Officers;
3. Any matters relating to membership;
4. Other matters relating to the government, meetings, affiliations, budget and finances of the Chapter.

ARTICLE 6

THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Louisiana, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors 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 Secretary/Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

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

6.03 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 the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS

6.11 Nominations. Nomination for each office of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least eight (8) weeks prior to the annual meeting, the President shall select a nominating committee to prepare and present to the members a slate or slates of candidates for offices.

6.111 President-Elect. Nominations for President-Elect shall be from among those members who have served a minimum of one year on the Board of Directors.

6.12 Elections. The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary/Treasurer 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 vote shall be by secret ballot, and each office must be voted on separately. If no nominee for an office receives a majority, the Secretary/Treasurer shall conduct a run-off election between the two nominees receiving the most votes.

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 Secretary/Treasurer thereof.

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

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

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer shall serve a term of one year except that the Secretary/Treasurer shall serve a term of two years. Each officer shall serve until a successor has qualified. Each Director shall serve a term as determined by his/her Local Chapter or Section.

6.22 Vacancies. If a vacancy occurs among the officers of the Board of Directors other than an account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office by electing a qualified member by majority vote of the Board of Directors. Nominees for replacement officers shall follow the provisions of Article 6.11. If a vacancy occurs among the Directors, the vacancy shall be filled by the Local Chapters or Section of the vacant Director.

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

6.24 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, President-Elect, Past President and, Secretary/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 Board of Directors under the administration and supervision of the Secretary/Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign documents on which his/her signature is required, 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 Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

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

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

6.34 The Secretary/Treasurer - Administrative Responsibilities. The Secretary/Treasurer shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.341 Reports. The Secretary/Treasurer shall furnish the Chapter with such reports as may be required from time to time and at least annually shall furnish the Institute Secretary with the names and addresses of all officers and directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary/Treasurer may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary/Treasurer, or the signing of any document requiring the signature of the Secretary/Treasurer.

6.35 The Secretary/Treasurer - Financial Responsibilities. The Secretary/Treasurer shall act as the Secretary of each meeting on the Chapter, of the Board, and of the Executive Committee. The Secretary/Treasurer shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board of Directors or the President. The Secretary/Treasurer shall act as the Treasurer and shall exercise general oversight of the Chapter's financial affairs and shall perform all the duties incident of the office of Treasurer and other duties properly assigned by the Board of Directors or the President.

6.351 Reports. The Secretary/Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Secretary/Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 Delegation of Authority. The Secretary/Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Secretary/Treasurer, unless such delegation is expressly permitted in these bylaws. The Secretary/Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Secretary/Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Secretary/Treasurer.

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

6.36 The Past President. The Immediate Past President shall perform such duties as are properly assigned by the Board of Directors or the President.

6.361 Succession. In the event that the President is elected to a successive term of office, the Board of Directors shall fill the office of Immediate Past President by electing a qualified member by majority vote of the Board of Directors.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors 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 DIRECTORS

6.41 Local Chapter and Section Directors. One licensed architect member of each Local Chapter or Section shall be chosen every two years, prior to December of each year, to serve as a member of the Board of Directors. The directors from the Local Chapters or Sections will serve staggered two-year terms, with directors from Coastal, Southwest, New Orleans and Central Chapters/Sections being selected in even years and directors from South Louisiana, Shreveport, Monroe and Baton Rouge Chapter/Sections being selected in odd years. Directors are limited to (2) full two-year terms.

In 2019 only, those directors selected from South Louisiana, Shreveport, Monroe and Baton Rouge chapter/sections will serve a two year term of office. Those members from Coastal, Southwest, New Orleans and Central chapters/sections will serve a one year term.

6.42 Associate Director. An associate Director shall be appointed by the President from among those Associate members assigned to the Chapter. The Associate Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The Associate Director shall endeavor to present the concerns and interests of the Associate members of the Chapter.

6.43 Young Architect Forum. A Young Architect Forum Director shall be appointed by the President from among those YAF members assigned to the Chapter. The YAF Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The YAF Director shall endeavor to present the concerns and interests of the YAF members of the Chapter.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

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

6.511 Regular Meetings. The Board of Directors may hold regular meetings at a time and place determined by it.

6.512 Special Meetings. A special meeting of the Board of Directors shall be held if required in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary/Treasurer shall issue a call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.513 Waiver of Notice. Either the call or 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.

6.52 Quorum and Vote. A majority 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 present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.521 Appointment of Proxy. With respect to any specific meeting and/or scheduled vote, a member may vote in person or by proxy executed in writing or in any form permitted by law by the member or by his duly authorized attorney-in-fact. All proxies shall be delivered no later than five (5) business days prior to any such scheduled vote and/or meeting. Electronic versions of proxies sent by PDF will be accepted. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

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

6.6 REPORTS OF THE BOARD OF DIRECTORS

6.61 Report to Members. The Board of Directors shall render a full report to each annual meeting of this Chapter of the condition, interest, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.62 Report to Institute. The Board of Directors or the Secretary/Treasurer shall make a written report to the Institute at such times the Institute requests of the matters and in the form required by it.

6.7 COMMITTEES AND COMMISSIONS

6.71 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.

6.72 Executive Committee. The Executive Committee shall be composed of the officers as provided in Article 6.3 The Executive Committee shall conduct the business of the Board of Directors between meetings of the Board of Directors. The Executive

Committee shall not take action that would conflict in whole or in part with actions of the Board of Directors or actions approved by the members at Chapter meetings.

ARTICLE 7

FINANCES

7.0 ACCOUNTING YEAR

The accounting year of the Association shall begin on January 1 and end on December 31 of each year.

7.1 DUES AND SUPPLEMENTAL FEES

All dues and supplemental fees shall be for the calendar year of this Chapter and shall be due and payable to this Chapter by the 15th of January, except in the case of new members, dues and supplemental fees become payable upon acceptance of membership to this Chapter. Dues and supplemental fees shall be billed by the AIA National Component to each member. Assessments shall be due and payable to this Chapter as provided by the Chapter in its approval of assessments. If no such due date is fixed by the Chapter, the assessments shall be due and payable on the first day of the calendar month immediately following the calendar month in which the assessments are approved. If the dues of a member, associate or allied remain unpaid by the date prescribed by the AIA National Component, action shall be taken to terminate his/her membership. If assessments or fees of any member are not paid within ninety (90) days of the day on which they become payable, action may be taken to terminate his/her membership.

When more than one firm principal is a member of the Chapter, the obligation to pay supplemental fees will be both a joint and separate obligation of the principals and payment by one or more of the principals shall satisfy the obligation of all. For the purpose of counting the number of employees for whom supplemental fees are due, licensed engineers, licensed landscape architects and licensed interior designers who pay dues to their own professional organization and are employees of a firm, are not to be included. The Board of Directors shall be authorized to issue rules and interpretations to achieve equitable collection of dues, supplemental fees and assessments.

The term "firm" shall mean a partnership, corporation, or in the case of an individual member who maintains his/her own office, it shall mean that individual. The number of employees shall be based on the average for the previous calendar quarter. A member admitted to membership less than six months prior to the close of a fiscal year shall pay dues, supplemental fees and assessments for one-half (1/2) year. There shall be no admission fee. Nothing contained in the Bylaws shall be construed to limit the authority of the Chapter to fix or levy assessments for appropriate purposes, according to the Articles of Incorporation and the Nonprofit Corporation Law. While Emeritus members are excused from payment of membership dues and assessments, they are not to be excused from payment of supplemental fees if they are still engaged in the active practice of architecture.

The Chapter's Board of Directors, by two-thirds (2/3) vote of the members of a quorum present, may from year to year reduce the first year's membership dues of new members, associate members or allied members.

7.2 EXEMPTION FROM DUES

An AIA member exempt from paying dues to the AIA National Component shall be exempt from paying dues to the Chapter.

7.3 REINSTATEMENT

Any member who has been terminated from membership because of failure to pay dues, assessments or supplemental fees may be automatically reinstated to his/her original classification upon reinstatement in the Chapter of which he/she is a member and payment of his/her delinquent dues, assessments and supplemental fees.

7.4 BUDGET

At its first meeting for the calendar year, the Board of Directors, by a vote of not less than two-thirds (2/3) of those present, shall adopt an annual budget showing in detail the anticipated income and expenditures of the Chapter.

7. 5 RESERVES POLICY

The Board of Directors may set aside reserves according to the Reserves Policy. Reserves will be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years. Reserve funds shall be invested in the name of the Chapter in accounts approved by the Executive Committee. The Executive Committee shall be required to meet at a minimum, once a year.

7.6 EXPENDITURE LIMITATIONS

7.61 General. No member, officer, director, committee, jury, department, employee, agent or representative of the Chapter shall have any right, authority or power to expend any money of the Chapter, to incur any liability for and on its behalf, or to make any commitment that will or may be deemed to bind or involve the Chapter 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 Chapter, except that the Board of Directors may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

7.62 The Board of Directors. 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 Chapter during such year, as shown in the budget for that year, except as provided in the Governance Policies, or unless directed and authorized to do so at a duly called meeting of the Chapter by the affirmative vote of not less than two-thirds (2/3) of the member's present and voting, provided however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year.

7. 7 REVIEW OF FINANCIAL RECORDS

At appropriate intervals, but not less than annually, the Board of Directors shall employ a certified public accountant to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members, with a full audit every third year.

7. 8 REAL AND PERSONAL PROPERTY

7.81 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.

7.82 Gifts. Only the Board of Directors 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. 9 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. (*AIA Bylaws Section 7.2*)

7. 10 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. (*AIA Bylaws Section 4.08*)

ARTICLE 8

GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

8.011. Serve as assistant Secretary/Treasurer to perform such duties as the Secretary/Treasurer may delegate;

8.012. Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;

8.013. Attend all meetings of the Board of Directors as a member ex officio without vote;

8.014. Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the 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 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 the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his/her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director/officer for all sums paid by him/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.

8.4 NOTICE AND COMMUNICATION

8.41 Means of Communication. Written notice or communication may be transmitted by mail, courier, facsimile, or electronic mail. Notice or communication to a member will be considered transmitted if sent to the mailing address, fax number, or electronic mail address most recently provided by the member to the Chapter.

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 two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on be 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 bylaw 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. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute bylaws. (*AIA Bylaws Section 4.06*)

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 present and voting at the Chapter's annual meeting.

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

9.14 Title and Number of Bylaws. From time to time and without further action of the Chapter, the Secretary/Treasurer shall rearrange, retitle, and renumber the various chapter, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

ARTICLE 10

INTERPRETATION OF BYLAWS

10.0 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the State of Louisiana. These amended bylaws to take effect on January 1, 2019.

Executed on this 9th day of October, 2018.

Witnesses

Kathy D. Desselle (signed)

Marilyn B. Robertson (signed)

Lynn C. Guidry (signed)

President

Jason Hargrave (signed)

Secretary- Treasurer