



AIA
Seattle

AIA Seattle
By-Laws

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ARTICLE I. ORGANIZATION

Section 1. Definitions

The name of this organization is the Seattle Chapter, The American Institute of Architects [AIA], known as "AIA Seattle." In these Bylaws the above named Chapter is referred to as "this Chapter;" the governing board of this Chapter as "the Board of Directors" as well as the Executive Committee of the Board, known as "the Executive Committee;" the Washington State Council of Architects as "the State Council;" the American Institute of Architects as "the Institute," and the Board of Directors of The Institute as "the Institute Board."

Section 2. Governing Authority

The Seattle Chapter of The American Institute of Architects, composed of a membership as defined in Article II of these Bylaws, is governed and operated in accordance with the Laws of the State of Washington, the Bylaws and policies of The Institute, these Bylaws, and the instructions of the Chapter Board of Directors.

Section 3. Powers

The Chapter shall have all the powers and authority which may be conferred upon nonprofit corporations under provisions of the Laws of the State of Washington, and may engage in any legal activity which is consistent with its objectives.

Section 4. Objects and Purposes

The objects and purposes for which this association is formed are and shall be as follows:

FIRST: To promote and forward the objectives of The American Institute of Architects within the territory of this Chapter, to unite its members and affiliates in fellowship, to combine their efforts so as to promote the aesthetic, scientific and practical efficiency of the profession, and to make the profession of ever-increasing service to society.

SECOND: To offer a forum for the study and expression of concerns uniting and affecting architects; to profess and promote the value of excellence in architecture by means of activities that honor and proclaim the merit of design achievement; to counsel and encourage those who seek careers in architecture; to advance the quality and success of the professional practice of architecture through continuing education and by such other means as may be appropriate; to assert standards of professional conduct in the architectural profession; to consider legislation affecting the architectural profession and the building industry in regard to its fairness and justice; to foster community interest in the built environment and the role and potential of architecture to advance the quality of life; and to offer the special resources of architecture and architects in service to the community.

ARTICLE II. MEMBERSHIP

Section 1. Members

The Chapter shall consist of Institute members (Architect AIA Members and Associate AIA Members) assigned to the Chapter by The Institute; Allied Members, AIA Seattle Student Affiliate, and Honorary Members whom the Chapter shall admit.

Section 2. Architect AIA Members

Qualifications and admission requirements, membership rights and privileges, termination, transfer, and readmission provisions as stated in The Institute Bylaws.

Section 3. Associate AIA Members

Qualifications and admission requirements, membership rights and privileges, termination, transfer, and readmission provisions as stated in The Institute Bylaws.

Section 4. AIA Seattle Allied and Affiliate Members

(a) Eligibility. individuals with a professional or personal interest in architectural practice and in the creation or appreciation of the built environment, not eligible for AIA Architect or AIA Associate membership.

(b) Rights and privileges. Allied Members may serve in any capacity on AIA Seattle committees, attend meetings, and participate in the scheduled activities and programs of AIA Seattle. They may not serve as officers, nor may they in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute.

(c) Student Affiliates. An undergraduate or postgraduate student pursuing a degree in Architecture in a recognized school of architecture is qualified for admission as a Student Affiliate of AIA Seattle.

Section 5. Emeritus Members

Qualifications and admission requirements, membership rights and privileges, termination, transfer and readmission provisions as stated in The Institute Bylaws.

Section 6. Resignations

(a) An assigned Institute member may resign as provided in The Institute Bylaws.

(b) Any member other than an Institute member may resign from the Chapter by written resignation to the Secretary. Resignation shall be effective as of the date it is received by the Secretary.

Section 7. Termination of Membership

(a) Membership shall be terminated for nonpayment of dues or assessments. Institute procedures shall apply for Institute members.

(b) Should a member change professional status so as to no longer qualify for membership, the Board may terminate membership in accordance with the Chapter Operating Procedures.

ARTICLE III. HONORARY MEMBERSHIP

Section 1. Qualifications and Election

(a) A person of esteemed character who has rendered to the profession of architecture a valuable service within the territory of the Chapter, and has conspicuously upheld the aims of the profession, but who is not otherwise eligible for membership in The Institute or the Chapter, may be elected to honorary membership.

(b) A candidate for honorary membership shall be nominated by five Architect AIA Members of the Chapter, not more than two of whom may be from one office, and shall be elected by the Board of Directors.

Section 2. Rights and Privileges

An honorary member may use the phrase "AIA Seattle Honorary Member" as a suffix to his/her name, may attend Chapter meetings and serve as an advisor to Chapter committees, and may take part in discussions on matters which are not related to Institute affairs. An AIA Seattle Honorary Member may not vote nor hold office, nor use the name, title, initials, seal, symbol or insignia of the AIA.

Section 3. Termination of Honorary Membership

The Board of Directors may terminate an honorary membership for reasons it deems sufficient, provided it has offered, and given if requested, the member an opportunity to be heard in the matter.

ARTICLE IV. OFFICERS

Section 1. Titles

(a) The six elected officers of AIA Seattle shall be President, First Vice President/President-Elect, Secretary, Treasurer, Past President and Advocate Director.

(b) The Board shall appoint an executive officer, the Executive Vice President, who shall be the chief executive and administrative officer of AIA Seattle, and an ex officio member of the Board and the Executive Committee, without vote. The Executive Vice President will be responsible for the management and administration of the affairs of AIA Seattle, including the employment of staff, and shall perform such other duties as may be properly assigned by the Board.

Section 2. Eligibility

(a) Chapter elected officers shall be "AIA Members" of the Chapter.

(b) No individual shall be eligible to serve more than two consecutive terms in a single elected office.

Section 3. Terms of Office

(a) The term of office of the President and Vice President shall be one year; however, the President shall serve for an additional term as Past President. The term of the Secretary and Treasurer shall be three years. The term of office of the Advocate Director shall be as specified in Article V, Section 3.

(b) Terms of office shall commence on the first day of the board year following the election.

Section 4. Duties of Elected Officers

(a) President. The President shall perform such duties usual and incidental to the office, those required to be performed by law and these Bylaws and as may be prescribed by the Board of Directors, except those which are placed under the administration of the Secretary and Treasurer or the Executive Vice President. He/she shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall be a non-voting member ex officio of all standing Chapter committees and Task Forces.

(b) First Vice President/President-Elect. The First Vice President shall perform such duties usual and incidental to the office, and as may be prescribed by the Board of Directors. In the absence or disability of the President, the First Vice President shall perform the duties of the President. The First Vice President shall succeed to the office of President upon expiration of the President's term of office, in accordance with Article VIII of these Bylaws.

(c) Secretary. The Secretary shall perform duties usual and incidental to the office, and as may be prescribed by the Board of Directors. The duties of the Secretary, under the authority of the Executive Committee, may be assigned in whole or in part to the Executive Vice President.

(d) Treasurer. The Treasurer shall conduct correspondence relating to the office and shall perform such duties usual and incidental to the office, and as may be prescribed by the Board of Directors. The duties of the Treasurer, under the authority of the Board of Directors, may be assigned in whole or in part to the Executive Vice President. The Treasurer shall render to the Board of Directors, when it so directs, an account of transactions, and of the financial condition of the Chapter, and shall, after the close of the fiscal year, present a report of the examination of records, and transactions of the Chapter by a disinterested, independent certified public accountant designated by the Board of Directors.

The Treasurer shall not be personally liable for any loss of money or funds, nor for any decrease in capital, surplus, income or reserve of any fund or account resulting from any of his/her acts performed in good faith in the usual business of the office.

(e) Past President. Upon completion of his or her term of office as President, the President shall continue for an additional term of office and as a member of the Board of Directors as Past President. The Past President shall perform such duties usual and incidental to the office, and as may be prescribed by the Board of Directors. In the absence or disability of the First Vice President, the Past President shall perform the duties of the First Vice President. In the event that the immediate Past President does not complete the term, the Board may elect another candidate to perform the duties of office.

(f) Advocate Director. The Advocate Director shall perform duties usual and incidental to the position of Director. The Advocate Director shall also serve as the AIA Seattle Officer on the AIA Washington Council Board.

Section 5. Indemnification of Officers and Directors

The Chapter shall, to the full extent permitted by Washington law, indemnify every Director or officer or his/her heirs, executors, and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of being or having been a Director or officer of this Chapter, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct.

ARTICLE V. DIRECTORS

Section 1. Titles

There shall be fourteen Directors on the Board of Directors (eight Directors, one Advocate Director, one Northwest Washington Section Director, and four Affiliate Directors) elected by vote of the general membership at the Annual Meeting or by mail or online vote. There shall be fifteen Directors every three years during the four months overlap of Advocate Directors from September 1 through December 31.

(a) Advocate Director. The Advocate Director shall perform duties usual and incidental to the position of Director. The Advocate Director shall also serve as the AIA Seattle Officer on the AIA Washington Council Board.

(b) Northwest Washington Section Director. The Northwest Washington Section Director shall perform duties usual and incidental to the position of Director. The Northwest Washington Section Director shall also serve as the Chair of the Northwest Washington Section Steering Committee, tasked with serving members in the Northwest Washington Section.

Section 2. Eligibility

Any Member of the Institute may serve as a Director or Advocate Director and any AIA Seattle Allied or Affiliate member may serve as an Affiliate Director. No more than 6 Directors (one-third of the voting Board members) can be AIA Associate Members or AIA Seattle Allied and Affiliate members.

Section 3. Terms of Office

(a) Term of office for the fourteen Directors shall be for three years, the terms staggered so the terms of four Directors expire each year. Term of office for the Advocate Director shall be for three years and four months and will overlap the first and last four months of each term, with Board voting rights from September 1 of the first year thru August 31 of the third year to align with other Directors. Beginning on January 1 of the first year in office the Advocate Director shall also serve three consecutive one year terms on the Board of the AIA Washington Council as the Officer representing AIA Seattle.

(b) Terms of office shall commence on the first day of September following the election.

ARTICLE VI. CONDUCT OF AIA SEATTLE BUSINESS

Section 1. Participation in the business of the Chapter

The Board shall offer regular opportunities for all Members to inform themselves about and to participate in the business of the Chapter, including the posting and publication of Board agendas and minutes in a variety of media.

Section 2. Chapter Meetings

The Board shall schedule and announce a minimum of four membership meetings each year for the conduct of business. These may occur in conjunction with a regular meeting of the Board or with other Chapter events.

Section 3. Annual Meeting

(a) One regular meeting during the year shall be established by the Board of Directors as the Annual Meeting.

(b) Election of officers to succeed those whose terms of office are about to expire shall be held at the Annual Meeting.

Section 4. Special Meetings

(a) A special meeting shall be held when a call for such a meeting is voted by a meeting of the Chapter, or by vote of the Board of Directors.

(b) Business considered at a special meeting shall be limited to that prescribed in the notice for the meeting.

(c) A special meeting shall be held on petition for a special meeting by any five members of the Board.

Section 5. Notices of Meetings

A notice of each meeting of the Chapter shall be mailed to every member not less than ten days prior to the date fixed for the meeting, stating the time and place of the meeting. A notice for a special meeting shall list the business to be considered. No failure in, or irregularity of, notice of a meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

Section 6. Quorum

(a) The quorum for transaction of business at any Chapter meeting shall be ten percent of the voting members, present and voting in person, by mail, or other medium prescribed by the Nominating Committee. When a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding a lack of quorum, and the notice shall so inform the members; however, a quorum is required for consideration of amendments to Bylaws except as otherwise prescribed in these Bylaws.

(b) When a vote of the Chapter membership is taken by means of a ballot, such ballot may be distributed by mail or other accessible media to those eligible to vote. Any election so conducted is defined as meeting quorum requirements if the total number of ballots submitted is equal to ten percent of the voting members. The provision for lack of convention of a quorum described in (a) above shall apply.

Section 7. Voting Members

(a) Voting members for matters relating to Institute business or which affect Institute affairs shall be limited to "Architect AIA Members and Associate AIA members" as outlined in The Institute Bylaws.

(b) Voting for all Chapter matters pertaining to dues for Architect AIA Members shall be voted upon by Architect AIA Members in good standing only.

(c) Voting for all other Chapter matters shall be by Architect AIA Members and Associate AIA Members.

ARTICLE VII. DELEGATES TO INSTITUTE MEETINGS

The assigned "Architect AIA Members" and "Associate AIA Members" of this Chapter in good standing may elect delegates to represent them at meetings of the Institute or of other components or organizations to which AIA Seattle sends official representatives in the manner prescribed in these Bylaws for election of Chapter officers. If they do not do so, then the President of the Chapter, or an assigned "Architect AIA Member" acting upon the President's instructions, may appoint an assigned "Architect AIA Member" or "Associate Member," or several assigned "Architect AIA Members" or "Associate AIA

Members" (as long as the Associate AIA Members are not more than one-third of the delegation) of the Chapter as delegates to represent the Chapter at the convention of The Institute.

The Board of Directors may set requirements for delegate participation, as set forth in the Operating Guidelines.

ARTICLE VIII. NOMINATION & ELECTION OF OFFICERS & DIRECTORS

Section 1. Nominating Committee

(a) The Nominating Committee shall consist of five assigned Architect AIA or Associate Members of the Chapter. Not more than two members of the currently serving Board of Directors shall serve on the Nominating Committee.

(b) The Board of Directors shall elect the Nominating Committee and designate a Nominating Committee Chair no fewer than 60 days prior to the date fixed for the Annual Meeting of the Chapter.

Section 2. Nominations

(a) The Nominating Committee shall make one or more nominations each for the office of First Vice President, Secretary, Treasurer, and for each of the Director positions whose term of office is about to expire. The notice of the Annual Meeting shall include the report of the Nominating Committee.

(b) Prior to the first meeting of the Nominating Committee, the Northwest Washington Section Steering Committee will nominate one candidate for the position of Northwest Washington Section Director, if the current Section Director's term is scheduled to expire. The Nominating Committee will officially nominate the Section Director chosen by the Northwest Washington Section Steering Committee.

(c) On petition by any ten voting members (no more than three of whom are from any one office), nomination may be made of any candidate or candidates for any office or impending vacant Director term, for inclusion in the slate to be presented for election at the Chapter Annual Meeting. Such petition must be received by the Chapter no less than 40 days in advance of the Annual Meeting in order to be included in the slate prepared for balloting.

Section 3. Elections

(a) The Nominating Committee shall prepare its report to the Annual Meeting and shall oversee the preparation of an election ballot.

(b) For the office of President, the Committee shall nominate the holder of the office of First Vice President, unless by a two-thirds vote, the Board of Directors requests nomination of a different candidate.

(c) The Chair shall appoint a Tellers Committee consisting of three voting members, who shall tally and tabulate the votes, and report the results to the assembly.

(d) Election shall be determined by a plurality of the votes cast for each office.

(e) Should two or more candidates receive the same number of votes for first place, an additional ballot shall be taken, listing only the names of those candidates.

(f) Should there be only one nomination for each office, a motion to close nominations to declare the candidates elected shall require a two-thirds vote for approval.

(g) The Chair shall announce the results of all balloting and declare all elections.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Composition

(a) The Board of Directors shall consist of the six Officers and fourteen Directors of AIA Seattle, with one Board member serving as both an Officer and Director, for a total of nineteen Board members.

Section 2. Regular Meetings

As outlined in Operating Procedures of AIA Seattle.

Section 3. Vacancies

Should a vacancy occur in the membership of the Board of Directors, except for the offices of the President and First Vice President, the Board of Directors may fill the vacancy for the unexpired term of office. A vacancy in the office of the First Vice President shall be filled only on election by the Chapter membership.

Section 4. Custodianship

The Board of Directors shall be custodian of the properties and interests of the Chapter, except those which are placed in the custody of the Treasurer in these Bylaws. Within the appropriations made therefor, it shall do all things required and permitted in these Bylaws to forward the objectives of the Chapter

Section 5. Committees, Commissions, and Task Forces

The President shall establish charge, and discharge standing committees, commissions and task forces, with the advice and consent of the Executive Committee, to carry out selected business of the Chapter. Chairs and members of all AIA Seattle standing committees serve by appointment of the President.

Section 6. Responsibilities of Members of the Board of Directors

See Operating Guidelines. As elected representatives of the membership in directing the policy and planning of AIA Seattle, Board members are expected to attend all Board meetings, to inform themselves about Chapter and Institute affairs, and to participate in Chapter activities. If a Board members does not attend two successive Board meetings, the Board may terminate his or her term by a 2/3 vote.

ARTICLE X. EXECUTIVE COMMITTEE OF THE BOARD

Section 1. Composition

There shall be an Executive Committee of the Board composed of the President, First Vice President, Secretary, Treasurer, Past President and Executive Director. The Executive Director shall serve ex officio and shall be a nonvoting member of the Executive Committee.

Section 2. Powers Delegated to the Executive Committee

The Executive Committee shall deal with matters delegated to it by a two-thirds vote of the Board of Directors, acting for the Board between Board meetings when required.

Section 3. Quorum

A quorum of the Executive Committee shall consist of three officers. Decisions shall be by simple majority.

ARTICLE XI. FISCAL AFFAIRS

Section 1. Fiscal Year

The fiscal year of the Chapter is established by the Board of Directors; as outlined in the AIA Seattle Operating Procedures.

Section 2. Annual Budget and Expenditures

(a) At its first meeting of the fiscal year the Board of Directors, by two-thirds vote of its entire membership, shall adopt a budget for the fiscal year, showing in detail the anticipated income and scheduled expenses.

(b) The Board of Directors shall not adopt any budget, nor make any appropriations nor authorize any expenditures which, in the aggregate, will exceed the net anticipated income

for the fiscal year, unless authorized at a Chapter meeting by a vote of two-thirds of the voting members present and voting.

(c) The Board of Directors, within the aggregate expenditures provided in the budget, may adjust any items of budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve.

Section 3. Fiscal Policy

(a) The Chapter as a corporation shall not issue capital stock, and no part of the income of the corporation shall inure to the private profit of any individual, except in payment of authorized services for the administration and conduct of affairs.

(b) In the event of dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall be conveyed or transferred for such purposes as the assigned corporate members of the Chapter in their absolute discretion may determine; but no funds or property shall revert to or be distributed to members of the Chapter.

(c) The private property of the members and officers of the Chapter shall not be subject to the payment of corporate debts whatsoever.

ARTICLE XII. DUES

Section 1. Annual Dues

(a) Base dues as outlined in the AIA Seattle Operating Procedures.

Section 2. Voting on Dues and Assessments

(a) Any modification of base dues or the rate for supplemental dues shall require a two-thirds vote of those entitled to vote on the question at a meeting where the required quorum is present. The issue of modification of dues may be raised only on motion of or recommendation of the Board of Directors.

(b) This Chapter by the concurring vote of not less than two-thirds of the total number of "Architect AIA Members" present at a meeting for which the prescribed notice has been given, may levy an assessment on all the members of the Chapter. Such an assessment may differ between classes of membership, but within each category shall be uniform on each such member.

(c) Notice of the intention to levy an assessment, stating the amount thereof, when it shall be payable and the time within which it must be paid before a member will be in default for failure of payment of dues shall be mailed to every member not less than thirty days prior to the meeting of this Chapter at which the question of assessment is to be considered. Failure of compliance with this notice requirement shall preclude consideration of the issue of any assessment at the meeting.

Section 3. Payment and Collection of Dues and Assessments

(a) Architect AIA Members and Associate Members are subject to Institute, State Council, and Chapter dues. Currency in all areas of dues payment is a requirement for continuing Chapter membership.

(b) AIA Seattle dues shall be collected in accordance with the Institute Bylaws. Establishment of good standing in payment of dues, special payment arrangements for dues obligations, and procedures for termination, and reinstatement for AIA Seattle Members shall accord with the Institute Bylaws.

Section 4. Other Dues

For all other categories of membership, the Board may require, establish amounts of, and provide for collection of dues and/or fees.

ARTICLE XIII. AWARDS OF HONOR

The Chapter may make awards to persons, firms or associations for meritorious work in their respective fields related to the objectives of the Chapter within the territory of the Chapter. Awards shall be determined in the manner outlined in the Operating Procedures.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised shall govern the Chapter in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Chapter may adopt.

ARTICLE XV. AMENDMENTS TO BYLAWS

Section 1. Chapter Action

(a) These Bylaws may be amended at any meeting of the Chapter by two-thirds vote of the voting members present and voting, provided that a notice stating the purpose of the amendment, and a copy of the amendment, shall be sent to every voting member not less than fifteen days prior to the date fixed for the meeting; and that a quorum is present and voting at the meeting.

(b) A Tellers Committee of three voting members shall tally and tabulate the votes, and report the results to the Secretary. Results shall be published to the members, and announced at the next Chapter meeting.

Section 2. Compliance with Institute Bylaws

These Bylaws may be amended by the Board of Directors when such changes are required for conformity with Institute Bylaws or with applicable law.

Section 3. Approval by the Institute

(a) Amendments to these Bylaws shall become effective only on approval by the Secretary of The Institute for conformity to Institute Bylaws.

(b) Immediately following Chapter action the Secretary shall submit a copy of the adopted amendments to the Secretary of The Institute for approval. On receipt of approval the Chapter Secretary shall enter the amendment, and the date of approval, in these Bylaws.

(c) Notice of the effective date of the amendments shall be published to the members of the Chapter, and a copy of the amended Bylaws shall be made available to the Chapter members within twelve months after the date of approval.

Section 4. Board Action

(a) The Board of Directors may amend these Bylaws as provided in Section 2 above, and also provided that the effect of such amendment is limited to changes in the annual calendar of the Chapter as to fiscal year, date of budget adoption, date fixed for the Annual Meeting and elections and commencement of terms of office, and other items related to the annual schedule of Chapter events and actions.

(b) The Board may adopt such amendments at any regular Board meeting by a two-thirds vote of the voting Board members present and voting, provided that a notice stating the purpose of the amendment, and a copy of the amendment, shall be sent to every Board member not less than fifteen days prior to the date fixed for the meeting.

ARTICLE XVI. OPERATING PROCEDURES AND GUIDELINES

(a) A Supplement to these Bylaws shall be the Operating Procedures and Guidelines established and approved by the Board of Directors of the Seattle Chapter.

(b) These Bylaws of the Chapter supersede and overrule the Operating Procedures and Guidelines in case of disagreement.

Effective May 1987

Amended May 1992, May 1993 (Article IX), May 1997 (Article II), May 1998; September 2003 (Article IV, Section 3), May 2008, May 2009, December 2016