

Excerpt: AIA Middle Tennessee Chapter Bylaws

ARTICLE 9 - THE EXECUTIVE BOARD

Section 1: Membership of the Executive Board

The Executive Board shall consist of eleven (11) assigned members of this Chapter, and one (1) special appointee each of whom shall be called a Director.

Five (5) of these Directors shall be the offices of this Chapter, President, President-Elect, Vice President, Secretary, and Treasurer.

Four (4) of these Directors shall be elected from the Membership, one of these shall be the immediate past president.

One (1) of these Directors shall be elected from the Associate Membership.

One (1) of these Directors shall be elected from either the Membership (who has been registered for 10 years or less) or Associate Membership as a representative of the Young Architects Forum (YAF).

One (1) special appointed Director shall be selected by the outgoing Executive Board. Membership of special appointee in the Chapter shall be selected from the Affiliate Membership.

An Associate Member may be elected and serve as an Executive Board Officer. However, the total Board membership is limited to a maximum of two Associate Members, at least one of which is to serve in the YAF Director position.

Section 2: Terms of Office of Directors

(a) The term of office of the past president shall be one (1) year. The term of office of the Secretary and Treasurer shall be two (2) years with each of the above elected in different years. The term of the office of the Vice President shall be one (1) year. The Vice President will then automatically ascend to the office of President-elect, the term of which is one (1) year; and then automatically ascend to the office of President, the term of which will be one (1) year.

(b) The terms of all other Directors shall be two (2) years and these terms so arranged that normally only three (3) thereof shall expire in any one year.

(c) Regular participation by Directors is necessary for a fully operational Executive Board acting on behalf of the Chapter. Acceptance of a term of office by any officer represents a commitment of time

and participation by that Director. Failure to attend monthly Executive Board meetings by any Director is not in the best interest of the chapter and is discouraged.

(d) Vacancies. If a vacancy occurs in the membership of the Executive Board other than on account of the regular expiration of a term of office, the said Board, by roll call vote, shall fill the vacancy for the unexpired term of office.

Section 3. Meetings of the Executive Board Required

The Executive Board must meet in regular or special meeting in order to transact business.

Section 4. Regular Meetings of the Executive Board

(a) The Executive Board shall hold an organizational meeting within ten days after the adjournment of each annual meeting of this Chapter, at which the incoming Executive Board shall organize and take over the affairs of the retiring Executive Board. It shall also hold a regular meeting immediately prior to the opening of each annual meeting and one regular monthly meeting on a date to be determined by the Executive Board.

(b) The Executive Board shall fix the time and place of its meetings.

(c) A written notice of any regular meeting other than the organizational meeting shall not be required.

(d) A director will be considered 'present' if prior arrangements are made and the director participates via conference call or other electronic means that permits at least two-way audio interaction.

(e) Any Director of the Executive Board who, for any reason, misses more than two regular monthly

Executive Board meetings within a one year term may, at the discretion of the Executive Board, be asked to resign. The resignation of a Director will create a vacancy in the membership of the Executive Board.

Section 5. Special Meetings

(a) A special meeting of the Executive Board shall be held if so voted by it, or if requested in writing by a majority of the members of said Executive Board, or at the call of the President.

(b) The Secretary shall issue a written call and a notice of each special meeting, stating therein the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting: provided, however, that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Board.

Section 6. Service of Notices of Meetings

Every call or notice of an organizational meeting or special meeting shall be served not less than three (3) days before the date fixed for the meeting, but any irregularity in or failure of notice of the

organizational meeting of the Executive Board shall not invalidate the meeting or any action taken thereat.

Section 7. Quorum of Executive Board Meetings

Four (4) members of the Executive Board shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

Section 8. Decisions of Executive Board

Every decision of the Executive Board shall be by a concurring majority vote, unless otherwise required by these bylaws or by law. The vote of a member of the Executive Board shall be entered on the minutes at his or her request, and whenever a roll call is taken.

Section 9. Officer Pro Tem

In the absence of the President and President-elect, Vice President, the Secretary or the Treasurer, the Executive Board shall elect from its membership a chairman pro tem, a secretary pro tem, or a treasurer pro tem, as the case may be. Each thereof 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.

Section 10. Minutes

Written minutes of every meeting of the Executive Board, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. Each said minutes shall be signed by the Secretary of the meeting, be approved by the Executive Board, and then signed by the President or other officer who presided at the meeting. The Secretary shall maintain and store the minutes of his term and all minutes preceding his term.

Section 11. Reports of the Executive Board

(a) The Executive Board shall render a full report in writing to each 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.

(b) The Executive Board shall make a written report to the Institute at such times as the Institute requests, of the matters and in the form required by it.

Section 12. Custodianship

The Executive Board shall be and act as the custodian of the properties and interests of this Chapter except such thereof as are placed by these Bylaws in the custody or under the administration of the Treasurer, and within the appropriations made therefor shall do all things required and permitted by these Bylaws to forward the objects of this Chapter.

Section 13. Nominations for Director of Region

Whenever the office of directorship for the region within which the Chapter is located is about to become vacant, the Executive Board, or the Chapter in meeting assembled, or the duly appointed representatives of the Chapter or a regional association or council shall select a nominee or nominees for the office, and transmit the nominations to the secretary of the Institute for presentation to the Institute as provided in the Institute Bylaws.

Section 14. Delegation of Authority

Neither the Executive Board nor any officer or director of this Chapter shall delegate any of its or his or her authority, rights or power conferred by statutes or these bylaws, unless such delegation is specifically prescribed or permitted in these Bylaws.

Section 15. Powers

The management, direction, control and administration of the property, affairs and business of this Chapter shall be vested in the Executive Board, which shall exercise all authority, rights, and powers granted to it by the laws of the State of Tennessee and by these Bylaws.

ARTICLE 10. THE OFFICERS

Section 1. Titles

The officers of this Chapter shall be the President, the President-Elect, the Vice President (president elect-elect), the Secretary and the Treasurer.

Section 2. The President

(a) The President shall be the chief administrative officer of this Chapter. He or she shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the Secretary and the Treasurer, and shall preside at the meetings of this Chapter and of the Executive Board. The President shall sign all contracts and agreements whereof this Chapter is a party and perform all other duties usual and incidental to the office.

(b) The President shall act as spokesman of this Chapter and as its representative at meetings with other organizations and committees unless some other member is delegated so to act in any instance by

the President or the Executive Board. A pronouncement shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Board.

Section 3. The President-Elect

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

Section 4. Vice President (President Elect-Elect)

The Vice President shall perform such duties as are properly assigned to him or her by the Executive Board. The Vice President shall succeed to the office of President-Elect upon the expiration of the term of the office of the President-Elect.

Section 5. The Secretary

(a) The Secretary shall be an administrative officer of this Chapter. The Secretary shall act as its recording and its corresponding secretary and as Secretary of meetings of this Chapter and of the Executive Board. The Secretary shall have custody of and shall safeguard and keep in good order all property of this Chapter, except such thereof that is placed under the charge of the Treasurer. The Secretary shall issue all notices of this Chapter; keep its membership rolls; have charge and exercise general oversight of the offices and employees of this Chapter; sign all instruments and matters that require the attestation or approval of this Chapter; 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 Executive Board and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter and perform all duties usual and incidental to the office.

(b) The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all of his or her duties as recording or as corresponding secretary, but shall not delegate his or her responsibility for the property of this Chapter, or the affixing of the seal of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the Secretary's signature.

Section 6. The Treasurer

(a) The treasurer shall be an administrative officer of this Chapter. The Treasurer shall have charge and shall exercise general supervision of its financial affairs and keep the records and books of account thereof. The Treasurer shall prepare the budgets, collect amounts due the Chapter, and receipt for and have the custody of its funds and moneys and shall make all disbursements thereof. The Treasurer shall have custody of its securities and of its instruments and papers involving finances and financial

commitments. The Treasurer shall conduct the correspondence relating to his or her office and perform all duties usual and incidental to the office.

(b) The Treasurer shall make a written annual report to each annual meeting of this Chapter and a written report to each regular meeting of the Executive Board. Each of said reports of this Chapter shall include a statement of its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

(c) The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the Treasurer's signature, unless such delegation is expressly permitted in these Bylaws.

(d) The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all of his or her duties as Treasurer, but he shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the Treasurer's signature.

(e) When a new Treasurer takes office, the retiring Treasurer shall turn over to his or her successor a copy of the closing financial statement and audit of the treasury, all the records and books of account, and all moneys, securities, and other valuable items and papers belonging to this Chapter that are in his or her custody and possession. The incoming Treasurer shall check the same and, if found correct, shall give to the retiring Treasurer a receipt therefor. Such release and receipt shall not be requested of the retiring Treasurer until after the next annual audit is completed and accepted by the Board.

(f) The Treasurer, personally, shall not be liable for any lost 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 of his or her acts performed reasonably and in good faith in conducting the usual business of the office.

(g) The Executive Board may authorize the Treasurer to furnish and maintain a fidelity bond in favor of this Chapter in a sum which shall be fixed from time to time by the Executive Board. Such bond shall be issued by a surety company satisfactory to the Executive Board and shall insure the full reimbursement to this Chapter by the surety company, in the event of the death, resignation, or removal from office of the Treasurer, for any and all loss this Chapter may sustain of moneys, funds, securities, negotiable instruments or other personal property belonging to this Chapter that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.

(h) If the Executive Board elects a Treasurer pro tem, it may require a fidelity bond from that individual in all respects similar to that given by the Treasurer.