



ARTICLE 1 – CHAPTER ORGANIZATION

Section 1.01: Name (Amended January, 1993)

The name of this organization is “The Eastern Illinois Chapter, The American Institute of Architects”. Except for reports to Government and other instances requiring official identification, the commonly used name for the Chapter shall be “AIA/Eastern Illinois”.

Section 1.02: Organization (Amended January, 1993)

The Chapter is a non-profit organization duly chartered by The American Institute of Architects and incorporated under the Laws of the State of Illinois on January 1, 1978. The Chapter is governed and operated in accordance with the Laws of the State of Illinois, the Bylaws of The American Institute of Architects, the Bylaws of the Illinois Council and these Bylaws. The Chapter is governed and directed by the Board of Directors, and governed by the Executive Committee.

Section 1.03: Objects (Amended January, 1993)

The object of the Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter.

Section 1.04: Territory

The territory of the Chapter shall be as set forth in the Charter or otherwise prescribed by the Institute.

The official address of the Chapter shall be as indicated on the Articles of Incorporation or as amended in its Annual Report.

Section 1.05: Definitions (Amended January, 1993)

Within these Bylaws, The Eastern Illinois Chapter is referred to as the “Chapter”, The American Institute of Architects as the “Institute” or “AIA”, the Board of Directors of the Institute as the “Institute Board”, and the State Organization as the “Illinois Council”.

Section 1.06: Authority (Added January, 1993)

This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute Board. 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.

Section 1.07: Conformity with Institute Policy (Added January, 1993)

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



ARTICLE 2 – CHARTER MEMBERSHIP

Section 2.01: Membership (Amended January, 1993)

The Chapter shall be composed of individuals only and shall consist of Architect, Emeritus, Intern, and Associate Members of the Institute.

The Chapter may also admit Student Affiliates, Chapter Affiliates, and Honorary Affiliate Members. An applicant's legal residence or place of business shall be within the Chapter territory, except for unassigned Institute Members of those specifically admitted under exceptions listed in the Bylaws of the Institute.

Section 2.02: Architect, Intern and Associate Members (Amended January, 1993)

- A. The qualifications, rights and privileges of Architect, Intern and Associate Members shall be as provided in the Institute Bylaws.
- B. Architect Members shall be permitted to hold office, as well as serve as Directors.
- C. Intern and Associate Members shall be permitted to serve as Directors, but not serve as Chapter Officers.

Section 2.03: Unassigned Members (Amended January, 1993)

Unassigned Members participating in this Chapter's activities shall have rights and privileges as provided for in the Institute Bylaws.

Section 2.04: Student Affiliates (Amended January, 1993)

The qualifications, rights and privileges of Student Affiliates shall be as provided in the Institute Bylaws.

Section 2.05: Chapter Affiliates (Amended January, 1993)

A Chapter affiliate may be admitted to the Chapter with the qualifications, rights and privileges as provided in the Institutes Bylaws.

Section 2.06: Emeritus Members

A Chapter Member who becomes a Member Emeritus of the Institute shall automatically become a Member Emeritus of the Chapter. The rights, duties and privileges of Emeritus Members shall be those stated in the Institute Bylaws.

Section 2.07: Transfers (Amended January, 1993)

Assigned Members may be transferred into or out of the Chapter at the request of the Secretary of the Institute in accordance with the Institute Bylaws.

Section 2.08: Resignation (Amended January, 1993)

Any Member in good standing may resign as provided in the Institute Bylaws.

Section 2.09: Terminations and Readmissions (Amended January, 1993)

- A. Membership shall be terminated for non-payment of dues or assessments. Institute procedures shall apply for Assigned Members.



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- B. Any membership terminated by the Institute or the Illinois Council shall be immediately terminated by the Chapter.
- C. Membership shall be terminated immediately upon the death of the Member.
- D. Membership shall be terminated within one year of any change in the Member's status that results in the Member's no longer qualifying for the membership.
- E. Any Member whose membership has been terminated may apply for readmission in accordance with the Institute Bylaws and these Bylaws. Unless waived by the Board of Directors, individuals applying for readmission from termination for non-payment of dues or assessments shall first make full payment of all outstanding amounts.

Section 2.10: Membership Certificates

- A. When an individual becomes a Member of the Chapter the Secretary shall issue the appropriate membership certificate.
- B. The certificate shall be signed by the President and the Secretary, and state on its face the date of the issue and the name of the member and the class of membership issued.

ARTICLE 3 – HONORARY AFFILIATE MEMBERSHIPS

Section 3.01: Qualifications (Amended January, 1993)

A person of esteemed character who has rendered the profession of architecture a distinguished service within the territory of the Chapter, but is not eligible for membership in the Institute or the Chapter, may be elected to Honorary Affiliate Membership.

Section 3.02: Nomination and Election (Amended January, 1993)

- A. A candidate for Honorary Affiliate Membership shall be nominated by two members of the Board of Directors at its regular meeting. The nomination must be in writing over the signatures of the nominators and shall state the name of the nominee, and the nominee's biography, qualifications for the honor, and other reasons for the nomination. All nominations shall remain confidential.
- B. The Board of Directors at its next regular meeting shall vote on the nomination. The concurring vote of a majority of the entire Board of Directors is required for election, and the vote shall remain confidential until the honor has been accepted by the nominee. Only one Honorary Affiliate Member may be elected in each calendar year, except that the Board of Directors may increase this number by a unanimous vote of the entire Board.
- C. At the next Annual Meeting following the election of an Honorary Affiliate Member, or other appropriate occasion, the Secretary shall announce the election of the Honorary Affiliate Member, and the President shall present the Honorary Affiliate Member with an appropriate certificate.

Section 3.03: Rights and Privileges (Amended January, 1993)



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- A. An Honorary Affiliate Member may use the title “Honorary Affiliate Member of the AIA/Eastern Illinois Chapter”, and may attend Chapter meetings, may serve as an advisor to Chapter committees, and may take part in discussions on matters which are not related to Institute affairs. An Honorary Affiliate Member may not vote or hold office, nor use the name, title, initials, seal, symbol or insignia of the AIA.
- B. An Honorary Affiliate Member shall not be liable for any Chapter dues, fees or special assessments and shall not have any interest in the property of the Chapter.

Section 3.04: Termination (Amended January, 1993)

The Board of Directors, by the concurring vote of the entire Board may terminate an Honorary Affiliate Membership for those reasons it deems sufficient, provided the Board has offered the Honorary Affiliate Member an opportunity to be heard on the matter.

ARTICLE 4 – CHAPTER OFFICERS

Section 4.01: Officers (Amended January, 1993)

The officers of the Chapter shall consist of a President, First Vice-President/President-Elect, Second Vice-President, Secretary, and Treasurer.

Section 4.02: Qualifications (Amended January, 1993)

Chapter officers shall be Architect Members assigned to the Chapter, in good standing. No officer is eligible to serve for more than three consecutive terms in the same office.

Section 4.03: Terms of Office

The President, Vice Presidents, Secretary, and Treasurer shall hold office for one year and until successors are chosen. All terms of the office shall begin on January 1 following election.

Section 4.04: President

- A. The President shall be the administrative head of the Chapter, and shall exercise general supervision of its affairs, except those which are placed under the administration of the Secretary or Treasurer. The President shall preside at all meetings of the Chapter, Board of Directors, and the Executive Committee and, shall be a member ex-Officio of all committees and commissions except the Nominating Committee. The President shall, together with the Secretary, sign all formal instruments to which the Chapter is a party, and perform such other duties usual and incidental to the office, and other duties prescribed by the Board of Directors or the Executive Committee.
- B. The President shall act as a spokesman of the Chapter and its representatives at meetings with other organizations, or may delegate such duty to another Officer or Director. A pronouncement of the President shall not commit or obligate the Chapter unless specifically approved by the Board of Directors or the Executive Committee.
- C. The President shall appoint the Nominating Committee.

Section 4.05: First Vice-President / President-Elect (Amended January, 1993)



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- A. The First Vice-President shall perform such duties usual and incidental to the office, and other duties prescribed by the Board of Directors or the Executive Committee. In the absence or disability of the President, the First Vice-President shall perform the duties of the President.
- B. The First Vice-President shall also supervise and coordinate the function, duties, and responsibilities of the Chapter related to Internal Affairs.
- C. The First Vice-President shall be the President- Elect of the Chapter and shall automatically succeed to the office of President upon the expiration of the current President's term of office.
- D. The First Vice-President shall be a member of the Nominating Committee and shall preside at its meetings.

Section 4.06: Second Vice-President (Amended January, 1993)

- A. The Second Vice-President shall perform such duties usual and incidental to the office and other duties prescribed by the Board of Directors or the Executive Committee.
- B. The Second Vice-President shall supervise and coordinate the functions, duties and responsibilities of those committees and commissions related to External Affairs. In the absence or disability of the First Vice-President/President-Elect, the Second Vice-President shall perform the duties of the First Vice President/President-Elect.

Section 4.07: Secretary

- A. The Secretary shall be an administrative officer of the Chapter: and shall act as its recording and corresponding secretary and as secretary to the Meetings of the Chapter, the Board of Directors, and the Executive Committee. The Secretary shall have custody of and shall keep in good order all property of the Chapter, except that property placed under the charge of the Treasurer. The Secretary shall issue all notices of the Chapter; keep its membership rolls; exercise general supervision of the offices and employees of the Chapter; keep the Corporate Seal, and affix it on such instruments as require it; sign all instruments and matters that require the attest or approval of the Chapter; perform all duties usual and incidental to the office; and other duties prescribed by the Board of Directors or the Executive Committee.
- B. The duties of the Secretary may be assigned in whole or in part to the Executive Director or other employees of the Chapter as the Executive Committee may determine. If the Secretary is absent from any meeting, the Board or Executive Committee shall elect a Secretary Pro-Tem from its membership. Until the Secretary is able to act, the Secretary Pro-Tem shall perform all the duties of the Secretary.

Section 4.08: Treasurer

- A. The Treasurer shall be an administrative officer of the Chapter, and shall have charge of its financial affairs and keep regular records and systematic books of account. The Treasurer shall prepare all budgets, collect amounts due, and receipt for, and have custody of Chapter funds and monies, and make disbursements of such funds. The Treasurer shall have custody of the Chapter securities and its instruments involving finances. The Treasurer shall conduct correspondence relating to the office, and shall perform such duties usual and incidental to the office, and other duties prescribed by the Board of Directors or the Executive Committee.
- B. The duties of the Treasurer may be assigned in whole or in part to the Executive Director or to other employees of the Chapter as the Executive Committee may determine.



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- C. The Treasurer shall make a written report monthly to the Board of Directors of the financial condition of the Chapter. The Treasurer's report shall set forth the financial condition of the Chapter, the size of the budget and appropriations, income and expenditures, and the Treasurer's recommendations on matters relating to the finances of the Chapter. After the close of the fiscal year, the Treasurer shall present to the membership, a report of the examination, records and transactions of the Chapter for that year.
- D. 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 acts performed in good faith in conducting the usual business of this office.

Section 4.09: Nominating Committee (Amended January, 1993)

- A. The Nominating Committee shall consist of the First Vice-President/President-Elect and four assigned or unassigned members of the Chapter, all in good standing. Not more than two members of the Executive Committee shall serve on the Nominating Committee.
- B. The President shall select the Nominating Committee before August 1st of each year.
- C. The Nominating Committee shall make one or more nominations each for the offices of the First Vice-President/President-Elect, the Second Vice-President, Secretary, Treasurer, and for each of the Directors whose term in office is about to expire. The notice for the election shall include the reports of the Nominating Committee, and shall be sent to all members before September 15th of each year.
- D. Nominations may also be made by written petition of not less than ten voting Members in good standing. Such petitions must be on file with Secretary before October 1st of each year.
- E. The Nominating Committee shall appoint three (3) tellers from the Voting Members. The tellers shall supervise the voting, receive mailed ballots from the Secretary, and canvas all ballots, beginning at 8:00 p.m. on the day of the regular November Meeting.

Section 4.10: Elections (Amended January, 1993)

- A. The annual election of Officers and Directors shall be held on the day of the regular November Meeting.
- B. The name of each nominee for each office shall be placed on a ballot and sent to all Voting Members at least ten days prior to the regular November Meeting. The ballot shall include the locations and hours of the polling places as determined by the Board of Directors.
- C. Ballots may be cast in person on the day of the regular November Meeting. The polls at the place of the regular meeting shall open at least from 6:00 p.m. to 8:00 p.m. and all polls shall be closed at 8:00 p.m.
- D. Ballots may be cast by mail in accordance with the procedures established by the Board of Directors. Signed, sealed and properly labeled envelopes containing the ballots shall be received by the Secretary before the day of the regular November Meeting. The envelopes shall be opened by tellers after closing of the polls.
- E. There shall be no voting by proxy at any election of the Chapter.
- F. The Secretary shall certify the qualifications of the Voting Members and shall reject any ballots submitted by Members not in good standing or otherwise ineligible to vote.



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- G. Elections shall be determined by a plurality of the votes cast for each office. Should two or more Candidates for the same office receive the same number of votes, an additional ballot shall be taken, listing only the names of the tied candidates. Such ballot shall be by mail only, according to procedures established by the Board.
- H. Should there be only one nomination for any office, all ballots cast shall be voted in favor of that nominee.
- I. The presiding officer shall announce the results of all balloting, and declare all elections.
- J. The Secretary shall retain the ballots for a period of six months following the November election, after which they may be destroyed.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.01: Composition (Amended January, 1993)

- A. The Board of Directors shall consist of ten members of the Chapter, known as Directors. Five of these shall be the officers of the Chapter: President, First Vice-President/President-Elect, Second Vice-President, Secretary, and Treasurer.
- B. Four Directors shall be elected by the Chapter membership. Assigned, Unassigned, Intern and Associate Members in good standing shall be eligible for election as Directors. The composition of the Board, however, shall consist of no more than one-third Intern or Associate Members combined.
- C. One Director shall be the immediate past President, with the title “Past President”.

Section 5.02: Terms of Office

- A. The term of office of each Officer shall be one year.
- B. The term of office for the other elected Directors shall be for two years. These shall be arranged to ensure that only two terms shall expire in any one year.
- C. Each retiring President, without further election, shall become a Director for one year only.
- D. The term of office of every Director shall expire simultaneously with the installation of the successor. The installation of Officers and Directors shall take place at a reorganizational meeting between the newly elected Directors and the immediate past Directors held as closely as possible to January 1 of each year.

Section 5.03: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Every decision of the Board of Directors shall be by a concurring vote of the majority of the Directors present, unless otherwise required by these Bylaws.

Section 5.04: Vacancies

Vacancies in the membership of the Board of Directors shall be filled in accordance with these Bylaws, and vacancies, except for President and First Vice-President/President-Elect, may be filled by the Board of Directors by



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appointment of any qualified member, for the unexpired term of office.

Section 5.05: Meetings of the Board (Amended January, 1993)

- A. The Board of Directors shall meet each month at the time and location fixed by the Board of Directors.
- B. A special meeting shall be held on the call of the President, by a two-third vote of the Board of Directors, or on a written request of a majority of the Board.
- C. A notice of each meeting shall be sent to each Board member not less than five days prior to the date of the meeting.

Section 5.06: Rules of the Board

- A. The Board, at any meeting with a required quorum present, may devise and adopt, by a two-thirds vote of the Directors present, Rules of the Board to supplement these Bylaws. Such Rules shall not in any manner contravene these Bylaws.
- B. Rules of the Board shall be organized and kept in a file, and copies shall be sent annually to all Directors.
- C. Rules of the Board shall continue and remain in full force until suspended or rescinded by a two-thirds vote of the entire Board.

Section 5.07: Reports

- A. Written minutes of every meeting of the Board of Directors, shall be kept by the Secretary in the Book of Minutes of the Chapter. The minutes shall be signed by the Board of Directors, and signed by the President or other officer who presided at the meeting.
- B. The Board of Directors shall render a full report to the Annual Meeting of the Chapter, indicating the condition, interests, activities and accomplishments of the Chapter, with appropriate recommendations.
- C. The Board of Directors shall submit the Annual Report, in writing, to the Institute Board, and other reports as the Institute Board requires.

Section 5.08: Custodianship

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

Section 5.09: Appeals

The Board shall act as a Board of Appeals on all matters properly brought before it with respect to penalties under these Bylaws.

ARTICLE 6 – EXECUTIVE COMMITTEE

Section 6.01: Composition (Amended January, 1993)

The Executive Committee of the Board of Directors shall consist of the officers of the Chapter, including the President,



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First Vice-President/President-Elect, Second Vice-President, Secretary, and Treasurer.

Section 6.02: Quorum

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Every decision of the Executive Committee shall be by concurring vote of the majority of the Members present, unless otherwise required by the Bylaws.

Section 6.03: Meetings

- A. The Executive Committee shall meet each month at the time and location fixed by the Executive Committee.
- B. A Special Meeting shall be held on call of the President, or by vote of the Executive Committee, or on written request of a majority of its members.
- C. A notice of each Meeting shall be sent to each Member not less than five days prior to the date of the Meeting.

Section 6.04: Authority

The Executive Committee shall be vested with the authority to manage, direct, conduct and administer the property, affairs and everyday business of the Chapter within the budget appropriations, and put into effect all general policies, directions and instructions adopted by the Board or by the members at a Meeting of the Chapter. It shall establish and adopt rules and other regulations, supplementing but not contravening these Bylaws to fulfill these directives.

Section 6.05: Committees and Commissions

- A. The Executive Committee may establish committees and commissions and name the members to serve upon them.
- B. Committees may be appointed at any time for any specific purpose by the President or the Board of Directors and their duties shall be determined at the time of creation of the committee. Such committee shall not be established for longer than the term of office of the President or the Board appointing the committee.
- C. The Members of the Chapter at any regular or Special Chapter Meeting may create committees with such powers as the Members of the Chapter shall determine.
- D. A quorum shall be required for committee meetings. Such quorum shall consist of three Members or one hundred percent of the committee membership, whichever is less.
- E. Each committee shall keep full minutes of all of its meetings and shall file a copy of the minutes within fifteen days of any meeting with the Chapter Secretary.
- F. Membership of committees need not be limited to Directors of Officers.

Section 6.06: Reports (Amended January 1993)



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- A. Written minutes of every meeting of the Executive Committee, shall be kept by the Secretary in the Book of Minutes of the Chapter. The minutes shall be signed by the Secretary for the meeting, approved by the Executive Committee, and signed by the President or other officer who presided at the meeting.
- B. The Executive Committee shall render a full report to the Annual Meeting of the Chapter, indicating the condition interests, activities and accomplishments of the Chapter, with appropriate recommendations.
- C. The Board of Directors shall submit the Annual Report, in writing to the Institute Board, and other reports as the Institute Board requests.

Section 6.07: Paid Personnel

- A. Paid personnel including the Executive Director may be appointed by the Executive Committee to serve at its discretion.
- B. Their duties shall be defined by the rules of the Executive Committee. Their salaries or compensation shall be fixed by the Executive Committee and they shall be reimbursed for the expenses incurred incidental to the work of their offices in amounts approved by the Executive Committee.

ARTICLE 7 – CHAPTER MEETINGS

Section 7.01: Regular Meetings

- A. Regular Meetings of the Chapter shall be held regularly at the time and location fixed by the Executive Committee.
- B. the Regular Meeting in December shall be the Annual Meeting of the Chapter.

Section 7.02: Special Meetings

- A. A Special Meeting shall be held when called by a majority of the Voting Members, in good standing, present at a Regular Chapter Meeting, or by two-thirds vote of the entire membership of the Board of Directors, signed by a least twenty-five percent of the total Voting Members in good standing.
- B. Business considered at a Special Meeting shall be limited to that prescribed in the notice for the meeting.

Section 7.03: Notice of Meetings

A notice of each Meeting of the Chapter shall be mailed to every Member 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.

Section 7.04: Quorum (Amended January, 1993)

- A. A quorum shall be necessary for the transaction of any business at meeting of the Chapter.
- B. Unless otherwise required by these Bylaws, a quorum shall be one-tenth of total membership entitled to vote or fifteen, whichever is greater.
- C. The Secretary, prior to Chapter Meetings, shall determine from the records a listing of those who are entitled to vote at the Meeting and the exact number to constitute a quorum, majority, two-thirds majority vote, and other divisions for decision making.



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Section 7.05: Voting Members (Amended January, 1993)

- A. Every decision at a Meeting shall be by a majority vote unless otherwise required by these Bylaws.
- B. A roll-call vote shall be taken when so required by a majority of the Voting Members present at a Meeting.
- C. Voting Members shall be Architects, Interns and Associate Members in good standing. Voting Members for certain matters relating to Institute business or Institute affairs shall be limited to assigned Members only, in accordance with the Institute Bylaws. Voting on matters relating to dues for Architect members shall be limited to Architect members only.

Section 7.06: Minutes

- A. Complete and detailed minutes of every Meeting of the Chapter shall be kept and recorded in the Book of Minutes of the Chapter, and all reports and other matters presented to the Meeting shall be attached as part of the Minutes.
- B. Copies of all Minutes shall be distributed to the Board of Directors before the next succeeding Board Meeting. The approved Minutes shall be signed by the Secretary and the Officer who presided at the Meeting.

ARTICLE 8 – FISCAL PROVISION

Section 8.01: Fiscal Year

The fiscal year shall be from January 1 through December 31.

Section 8.02: Annual Dues (Amended January, 1993)

- A. The annual dues for all membership categories shall be established by a vote of two-thirds of all the members of the Board of Directors. The Treasurer shall properly notify the membership of their dues liability for the following year on or before January 1. In the event that the Board of Directors has not established the dues for the following year prior to December 15 of the current year, the dues for the current year shall apply for the following year.
- B. Honorary Affiliate Members shall be exempt from payment of dues.

Section 8.03: Assessments (Amended January, 1993)

- A. The Chapter may by a two-thirds vote of Architect Members, present at a meeting, may levy an assessment on its Architect Members, and by a two-thirds vote of its Assigned Members may levy an assessment on its Intern Associate and Chapter Affiliate Members, which shall be in proportion to and shall not exceed, the annual dues of the individuals' membership category.
- B. Notice of an assessment, including reasons for the assessment, shall be mailed to the entire membership not less than thirty days prior to the date of the Chapter Meeting where the question will be considered.

Section 8.04: Payment of Dues and Assessments (Amended January, 1993)



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- A. Dues are payable on the first day of the fiscal year. Initial dues for assigned Members admitted prior to July 1 shall be full annual dues; for those admitted after July 1, one-half of the annual dues. Assessments are payable within thirty days after they are leveled.
- B. Any Member whose dues are not paid in full for the current fiscal year as of March 31 of that year, or whose assessment remains unpaid thirty days after the levy, shall be considered in default, and shall be notified of impending termination of membership. The Secretary shall send to the Secretary of the Institute a list of all assigned Members and in default to the Chapter with the amount of each default, and when any default is cured, the Secretary shall immediately notify the Secretary of the Institute.
- C. Any Members whose dues remain unpaid on June 30 or whose assessment remains unpaid sixty days after the levy, shall be deemed to have terminated membership in accordance with the Institute procedures; provided the Member has been notified, thirty days in advance, of the impending termination. Termination or resignation shall not relieve a Member of prior obligations to the Chapter.

Section 8.05: Remission or Waiver of Dues and Assessments

The Board of Directors, by vote of two-thirds of its membership, may remit or waive the current Chapter annual dues or assessments of any Member in whole or in part, for exceptional reasons. Remission of dues, fees or assessments may be made retroactive.

Section 8.06: Reinstatement (Amended January, 1993)

A Member, who has resigned or has been terminated for indebtedness, may be reinstated upon payment of unpaid dues, assessments and other obligations.

Section 8.07: Annual Budget (Amended January, 1993)

- A. Prior to January 30, the Board of Directors, by two-thirds vote of its entire membership, shall adopt a budget for the fiscal year. The Board shall prepare the proposed budget showing in detail the anticipated income and scheduled expenditures. After adoption, the approved budget shall be distributed to the membership.
- B. The Board of Directors shall not adopt any budget, 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-third of the Chapter Voting Members.
- C. The Board of Directors, within the aggregate expenditures provided in the budget, may adjust any items or budgeted expense and change appropriations accordingly, and may transfer income additional to budgeted amounts to accumulated capital reserve or appropriate it to current expenses by a two-thirds vote of the Board.

Section 8.08: Fiscal Policy

- A. The Treasurer shall deposit all monies of the Chapter in the name of the Chapter as received, in one or more depositories designated by the Executive Committee.
- B. The Treasurer may maintain a petty cash which may be disbursed for the usual petty cash purposes by the Executive Director or other person designated by the Treasurer. Such petty cash shall not exceed fifty dollars at any time, and the petty expenditures shall be duly recorded and the expenditures approved by the Treasurer before the cash is replenished.



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- C. The Chapter may acquire real personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise: and may exercise all of its legal rights, proceeds and income relating to such property.
- D. The Chapter may borrow money up to an aggregate amount not exceeding fifty percent of the total annual dues, for the current year, which sum may be used to pay any extra-ordinary expense essential to the advancement of the objectives of the Chapter: provided that such borrowing is authorized by the Board of Directors by a vote of not less than two-thirds of its members.
- E. The Chapter as a not-for-profit corporation shall not have 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 its affairs.
- F. In event of dissolution of the corporation, after payment of all debts of the corporation the remaining property and assets shall be converted or transferred for such purposes as the assigned members of the Chapter by two-thirds vote may determine, but no funds or property shall revert to or be distributed to Members of the Chapter.
- G. The private property of the Members and Officers of the Chapter shall not be subject to payment of corporate debts whatsoever.

ARTICLE 9 – AFFILIATIONS

Section 9.01: Affiliations

The Chapter may affiliate with professional, civic, or construction industry organizations, operating within the territory of the Chapter, which are not used or maintained for financial gain, price-fixing, or political purposes. The Chapter shall not affiliate with any individual.

Section 9.02: Conditions of Affiliation

- A. Affiliation shall be written agreement approved by two-thirds of the entire Board of Directors and by the affiliated organization. The period of each agreement shall not exceed three years. By a two-thirds vote of the entire Board of Directors, the Chapter may collaborate with such organizations without written agreement, for a period not to exceed one year.
- B. The agreement shall fully set out the purposes of affiliation, the terms and conditions of entry, and the nature of its organization, membership, government and operation.
- C. Affiliation shall have no voice in affairs of the Chapter, and may not bind or obligate the Chapter, except by direct action of the Board of Directors.
- D. Affiliation shall be cancelable by two-thirds vote of the entire Board of Directors provided that prior written notice shall be given to the affiliate, allowing the affiliate the opportunity to be heard in the matter with the same provision for cancellation by the affiliate organization.
- E. After the initial agreement period, the affiliation may be extended from year to year by a two-thirds vote of the entire Board of Directors until terminated by either the Chapter or the affiliated organization.

Section 9.03: Privileges of Affiliates (Amended January, 1993)



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- A. Representatives of an affiliated or collaborating organization may attend regular Meetings of the Chapter, and may speak at such Meetings on invitation of the presiding officer.
- B. An affiliated organization, but not a collaborating organization nor Individual Members thereof, may use the phrase "Affiliated with the American Institute of Architects/Eastern Illinois Chapter" as a suffix to its name. Any abbreviation of the phrase by anyone connected with affiliate shall make the agreement cancelable.

ARTICLE 10 – AMENDMENTS TO BYLAWS

Section 10.01: Amendments by the Chapter (Amended January, 1993)

- A. These Bylaws may be amended by the membership of the chapter as follows: a notice stating the purpose of the amendment, a copy of the amendment, and a ballot shall be sent to each Chapter Member entitled to vote. The notice shall indicate the date, time and location for discussion of the amendment.
- B. The proposed amendment shall be subject to discussion by the Chapter Members at a regular or special meeting of the Chapter held not less than fourteen days after sending the notice to the Members.
- C. Ballots may be cast by mail and shall be received by the Secretary on or before the day of the Meeting to discuss the amendment. Ballots may be cast in person at the conclusion of the meeting. There shall be no voting by proxy.
- D. Amendments to these Bylaws by the Chapter shall be adopted by the affirmative vote of two-thirds of the total number of ballots received by the Secretary but not less than twenty-five percent of the total eligible Voting Members. The results of the balloting shall be sent to the Members and announced at the next Chapter Meeting.
- E. Immediately following Chapter action the Secretary shall submit, by certified mail, a copy of the adopted amendments to the Secretary of the Institute for approval. Amendments to these Bylaws shall become effective only on approval by the Secretary of the Institute. After receiving approval, the Chapter Secretary shall enter the amendment, the date of the amendment and the date of the approval in these Bylaws.
- F. Notice of the effective date of the amendments and copy of the Amended Bylaws shall be distributed to the Chapter members within twelve months after the date of approval.

Section 10.02: Amendments by the Board

The Board of Directors without action by meeting of this Chapter may amend these Bylaws as may be necessary to conform to the Institute Bylaws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review and conformity with the Institute Bylaws.

ARTICLE 11 – GENERAL PROVISIONS

Section 11.01: Delegates to Institute Meetings (Amended January, 1993)

The Assigned Members at a regular Meeting prior to the Annual National Convention of the Institute shall select Delegates to represent the Chapter at the Convention in accordance with the Rules of the Institute. In the event the



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Chapter Members do not select these Delegates, the President may, with the concurrence of two-thirds of the Board of Directors, appoint AIA Chapter Members as Delegates to the Annual National Convention. The President shall head the delegation or, in event the President cannot attend, the Board shall appoint a Delegate to act as official head of delegation.

Section 11.02: Delegates to Illinois Council (Amended January, 1993)

- A. The President shall appoint a Delegate and an Alternate Delegate to represent the Chapter on the Board of Directors of the Illinois Council. The appointments shall be ratified by a majority of the Chapter Board. Terms of appointment shall be for two years; vacancies shall be filled by similar appointment and ratification of any qualified Members. Delegates and Alternates shall be Assigned Members in good standing who have served as a Chapter Officer or Director for a minimum of one full term. Intern and Associate Members shall make up no more than one-third of the total council delegates.
- B. The Delegate shall represent the Chapter on the Illinois Council Board and shall perform all duties prescribed by the Illinois Council Bylaws, or other duties as directed by the Chapter Board. The Delegate shall report to the Chapter Board on a regular basis on all Council actions and activities.
- C. The Alternate Delegate shall perform these functions when the Delegate is unable to do so.

Section 11.03: 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. Each award shall be selected with the concurring vote of three-fourths of the Board of Directors. The form of the award shall be determined by the Board of Directors, and shall be presented in an appropriate ceremony at a Meeting of the Chapter.

Section 11.04: Endorsements

Neither the Chapter, nor anyone representing the Chapter, shall directly or indirectly make endorsements or recommendations of any enterprise operated for profit, or a political party or candidate, or of a commercial material, object, device or process.

Section 11.05: Affiliation with Student Chapters (Amended January, 1993)

The Chapter may affiliate with local Chapters of the American Institute of Architecture Students (AIAS), as it deems appropriate.

Section 11.06: Access to Records (Amended January, 1993)

Any Chapter Member in good standing shall have the right to examine, at Chapter offices during regular business hours, all Chapter correspondence, meeting minutes, Treasurer's accounts and Secretary's accounts, except those confidential records relating to membership applications and bestowal of Honorary Affiliate Memberships.

Section 11.07: Parliamentary Authority

The rules contained in "Robert's Rules of Order, Newly Revised" shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules the Chapter may adopt.

Section 11.08: Good Standing

- A. Any Member is not in good standing in the Chapter while in default to either the Chapter or the Institute.



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- B. Immediately following the date any Member becomes not in good standing the right to speak, make motions and vote at any Meetings of the Chapter and the right to use any privileges granted by the Chapter, shall be withdrawn until restored to good standing.
- C. While not in good standing, a Member may not hold office, act as a Delegate, or serve as a Director.
- D. The Board of directors may publish in any publication of the Chapter a list of every Member in default, or may post such list in the offices of the Chapter.

Section 11.09: Publications

The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, date, information or otherwise literature concerning any matter that will tend to promote the objectives of the Chapter.

Section 11.10: Indemnification

To the extent permitted by law, the Chapter may Indemnify any person made or threatened to be made a party to an action or proceeding by or in the right of the Chapter to procure a judgment in its favor, by reason of the fact that the person is or was a Director, Officer, employee, or commission or committee member of the Chapter, against the reasonable expenses, including attorney's fees, actually incurred in connection with any related appearance, provided that such person shall have discharged the duties of the position in good faith.

Section 11.11: Application for Institute Membership

- A. Upon receipt of an application for membership in the Institute and assignment to the Chapter, the Board of Directors shall examine the application and accompanying information at its next Regular Meeting.
- B. If the Board finds the applicant qualified for Institute membership, it shall, by resolution, recommend the applicant for admission to the Institute. The Secretary shall certify such action to the Secretary of the Institute. If the Board finds the applicant not qualified, it shall recommend the applicant not be admitted to the Institute and the Secretary shall so certify to the Secretary of the Institute.

Section 11.12: Application for Chapter Membership

- A. Upon receipt of an application for admission to membership in the Chapter, the Board of Directors shall examine the application and accompanying information at its next Regular Meeting.
- B. If the Board find the applicant qualified for membership applied for, it shall, by concurring vote of two-thirds of its entire membership admit the applicant. The Secretary shall notify the applicant with a copy of the Standards of Practice, and an invitation to the next Meeting of the Chapter. The newly elected member's name shall be published in appropriate Chapter publications. If the applicant is denied, the Secretary shall so notify the applicant and return to the applicant any admission fee or annual dues received with the application.