



# AIA New Hampshire

A Chapter of the American Institute of Architects

INCLUDES ALL ITEMS Voted  
BY THE AIANH Membership, November 7, 2013

## **BY-LAWS**

### ARTICLE 1. ORGANIZATION, COMPOSITION AND GENERAL POWERS

#### 1.1 Name

1.1.1 This Chapter. The name of this organization is the New Hampshire Chapter, The American Institute of Architects.

1.1.2 Related Institute Organizations. In these By-Laws the above named Chapter is referred to as this Chapter; the governing Board of this Chapter as the Board of Directors; the New Hampshire Chapter as the State Organization; the American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

#### 1.2 Objects and Powers

1.2.1 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, which 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 by advancing the standards of architectural education, training and practice, to coordinate 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.

##### 1.2.2 Powers.

.1 Within the territory assigned to it, this Chapter will represent and act for the Institute under a charter issued to it by the Institute Board. The Institute and this Chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute Board and this Chapter execute a written agreement to that effect.

.2 No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute.

.3 This Chapter shall cooperate with the Regional Organization to further the interests of the Institute, and by agreement with the organization, may represent and act for them within the territory of this Chapter.

.4 This Chapter may establish professional affiliate, student affiliate, non-resident, and honorary membership categories, under conditions set forth in these by-laws.

.5 This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and student affiliates, and may levy and collect admission fees for the admission of professional affiliates and student affiliates.

.6 This Chapter may establish Sections of this Chapter when approved by the Institute Board.

.7 This Chapter may establish and sponsor student chapters in schools of architecture located within the territory of this chapter, under conditions which shall be set forth in these by-laws when such student chapters are established by it.

1.3 Organization. This Chapter is a non-profit membership corporation duly incorporated on the 8th day of May 1963, under and by virtue of the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated.

1.4 Territory. The territory within which this Chapter shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute. The territory of this Chapter is the geographical boundaries of the State of New Hampshire.

## ARTICLE 2. MEMBERSHIP

### 2.1 Members: General Provisions

2.1.1 Classes of Membership. The members of this Chapter shall consist of the Institute members and associate members who have been assigned to membership in this Chapter by the Institute, or who have been admitted to membership in this Chapter as provided in Paragraph 2.3, and of the Professional affiliates, student affiliates, and honorary members it may admit as provided in Paragraphs 2.4 and 2.5.

2.1.2 Definitions. In these By-laws, Institute members and associate members who have been assigned to membership in this Chapter are referred to as "assigned members." The term "unassigned member" shall refer to Institute members and associate members other than assigned members. The term "affiliate" shall refer to professional affiliates, student affiliates and honorary members. The term "member," if not otherwise qualified, shall refer to all classes of membership in this Chapter.

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

2.1.4 Non-Resident Status. Non-resident status shall be provided for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 7.

2.1.5 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and shall be enrolled by the Secretary as a member of this Chapter without requiring payment of an admission fee, and such membership shall be announced at the next regular meeting of this Chapter and in its next official publication.

2.1.6 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 7.

2.1.7 Resignation. Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member present a resignation in writing to the Secretary and is in good standing at the time of resignation. If the secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.

## 2.2 Assigned Members

2.2.1 General. The qualifications, rights and privileges of assigned members shall be as provided in the Institute By-Laws.

2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Board of Directors shall examine and act promptly thereon and shall certify such action to the Institute Secretary.

2.2.3 Transfers. The Board of Directors shall not delay or impede the transfer of any assigned member of this Chapter in good standing who has applied for admission to another chapter of the Institute.

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

2.2.5 Termination. Each assigned member of this Chapter shall remain a member of it until such membership in the Institute is terminated or is reassigned by the Institute to another chapter. Associate membership shall be terminated on January 1 of the year following receipt by an associate member of an initial license to practice architecture.

2.2.6 Members Emeriti. Any member who has been granted member emeritus status in accordance with the Institute By-Laws shall be a Member Emeritus of this Chapter. All rights, interest, privileges, titles, liabilities and obligations, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2.7 Associate Members. The qualifications, rights and privileges of associate members shall be as provided in the Institute By-Laws.

## 2.3 Unassigned Members

2.3.1 Admission. The Board of Directors, without action by the Institute, shall admit to unassigned membership in this Chapter any Institute member or associate member assigned to another Chapter, provided that such member applies for such membership in writing directly to the Board of Directors in the manner prescribed by it.

2.3.2 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 hold any office of directorship in this Chapter, vote at any of its meeting on matters described in Paragraph 4.3-4, nor represent its members as a delegate or otherwise at any meeting of the Institute.

2.3.3 Termination. An unassigned member shall remain a member of this Chapter until such membership in the Institute is terminated or until such member resigns in accordance with Paragraph

2.1.7 The Board of Directors may terminate unassigned membership in this Chapter for indebtedness to it.

## 2.4 Affiliate Members

2.4.1 Admission. Every application for admission to affiliate membership in this Chapter shall be made to the Board of Directors and shall be promptly acted upon by the Board of Directors.

2.4.2 Transfers. Any affiliate in good standing who has a change of residence or place of business or employment from the territory of this Chapter to the territory of another chapter may be transferred to the other chapter by the Board of Directors; provided that the applicant applies for the transfer in writing and that the Board of Directors of this Chapter and of the other chapter mutually agree to the transfer. Under similar circumstances, affiliates transferred from other chapters may be admitted to this Chapter by the Board of Directors without examination; provided that each thereof files a written application for affiliate membership, as the case may be, and makes the payments required of an applicant.

2.4.3 Admission Fees. Every applicant for affiliate membership shall pay an admission fee as provided in Article 7 of these By-Laws.

2.4.4 Termination. Affiliate memberships shall be terminated by the death or resignation of an affiliate; shall be terminated by admission to or becoming eligible for Institute membership or associate membership, and may be suspended or terminated for unprofessional conduct as provided in Article 10 or for indebtedness as provided in Paragraph 7.4. Student affiliates shall be automatically transferred to the professional affiliate classification by the Board of Directors whenever they become eligible for that classification.

2.4.5 Professional Affiliates: Qualifications. Professional affiliates are non-architects, registered to practice their professions where such requirements exist, with established professional reputations. Professional affiliates may include engineers, planners, landscape architects, sculptors, muralists and other artists; professionals in government, education, industry, research and journalism, and others who the Chapter believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for membership.

2.4.6 Professional Affiliates: Rights and Privileges. Professional 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 or that is not involved with formal or informal charges of unprofessional conduct;

.2 May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for professional affiliates.

.3 Shall be eligible to serve as the Affiliate director to the Board or to chair a committee of this Chapter. The Affiliate director can vote at Board meetings.

.4 May not use the initials AIA or the phrase The American Institute of Architects alone or otherwise, nor the seal, symbol or insignia of this Chapter or the Institute.

2.4.7 Student Affiliates: Qualifications. Student affiliates shall be undergraduate or postgraduate students of architectural schools within the territory of this Chapter.

2.4.8 Student Affiliates: Rights and Privileges. Student 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 or that is not involved with formal or informal charges of unprofessional conduct;

.2 May attend and speak but may not make motions nor vote at any meeting of this Chapter except on dues and assessments for student affiliates.

.3 Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter;

.4 May use the title "Student Affiliate Member of the New Hampshire Chapter, AIA," which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Affiliate Member" be printed in smaller type than the remainder of the title, but may not use the initials AIA nor the phrase "The American Institute of Architects" alone or

otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

2.4.9 Public Affiliates: Qualifications. Public affiliates are non-architects who the Chapter believes will provide a meaningful contribution by virtue of their employment, profession, or interest in architecture, the architectural profession, or the activities of the Chapter and who are not otherwise eligible for membership.

2.4.10 Public Affiliates: Rights and Privileges. Public 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, at the invitation of the President, may speak but not make motions nor vote at any meeting of the Chapter;
- .3 Shall not be eligible to serve as an officer or director, or to chair a committee of this Chapter;
- .4 May not use the initials AIA or the phrase The American Institute of Architects alone or otherwise, not the seal, symbol or insignia of this Chapter or the Institute.

## 2.5 Honorary Members

2.5.1 Qualifications. A person of esteemed character 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 to honorary membership in it as an Honorary Member.

2.5.2 Nomination and Admission. A person eligible for honorary membership may be nominated therefor by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any of its regular meeting, after the nomination of a person for honorary membership, may admit such person as an honorary member. Not more than three honorary members shall be elected in any one calendar year.

2.5.3 Rights and Privileges. An honorary member of the Chapter

- .1 Shall not pay any admission fee or annual dues to this Chapter, nor be subject to any assessment levied by it, nor have any interest in its property or liabilities;
- .2 May attend, and on the invitation of the President, may speak and take part in the discussions, but may not make motions nor 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, nor serve on any of its committees except as advisor;
- .4 May use the title: "Honorary" Member of the New Hampshire Chapter, AIA," which title shall not be changed by further abbreviation, amplification, or otherwise nor shall the words "Honorary Member" be printed in smaller size type than the remainder of the title, but may not use the initials AIA nor the phrase "The American Institute of Architects" alone nor otherwise except as prescribed above, nor the seal, symbol or insignia of this Chapter or the Institute.

## ARTICLE 3. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

### 3.1 The Institute

3.1.1 Delegates to Institute Meetings. The assigned members in good standing of this Chapter shall select the number of member delegates they are entitled to have represent

them at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute By-Laws in the manner set forth below:

.1 Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all such delegates, or should all delegates fail to qualify, then the President or a lawful substitute may appoint delegates to represent this Chapter, as provided in the Institute By-Laws;

.2 In like manner, additional delegates shall be appointed to represent the Chapter as the statewide delegate in the number prescribed and as provided in the Institute By-Laws.

3.1.2 Representation. This Chapter and its members shall be represented at meetings of the Institute as provided in the Institute By-Laws.

3.1.3 Nominations for Institute Directors. Whenever the office of directorship for the region within which the Chapter is located is about to become vacant, the Board of Directors, or the Chapter in meeting assembled, may select a nominee or nominees for the office, and transmit the nominations to the New England Regional Council within the period of time fixed by the Institute Secretary. Nominations for directors may also be made by petition containing the signatures of not less than ten members in good standing who are assigned members of the Chapter.

3.1.4 Elections of Institute Directors. Election of directors shall be held, in accordance with the Institute By-Laws, at a regional convocation of delegates representing the members at each Chapter within the Region, as set forth in the regional organization By-laws.

3.1.5 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and assigned members of this Chapter required to keep the Institute's records up-to-date and complete and shall periodically report all resignations, requests for transfers or defaults of its members.

## 3.2 Regional Organization

3.2.1 Delegates to Regional Organization Meetings. The assigned members in good standing of this Chapter shall select delegates to represent them at meeting of the new New England Regional Council from among the assigned members of this Chapter in the number prescribed in the By-Laws of the New England Regional Council and in the manner set forth below:

.1 Member delegates shall be appointed from among the assigned members of this chapter by the Board of Directors. If this Chapter neglects, fails or refuses to select all such delegates, or should all such delegates fail to qualify then the President or a substitute may appoint delegates to represent this Chapter, as provided in the Institute By-Laws.

3.2.2 Representation. This Chapter shall have representation in the New England Regional Council as provided in the By-Laws of the New England Regional Council. The President or another officer appointed by the Board of Directors shall be a representative of this Chapter in the New England Regional Council.

3.2.3 Reports. The Secretary shall furnish the New England Regional Council with such reports as may be required from time to time.

## ARTICLE 4. MEETINGS

### 4.1 Meetings

4.1.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of January for the purpose of nominating and electing the officers and directors to succeed those

whose terms are about to expire; for receiving the annual reports of the Board of Directors, and for the transaction of such other business as may be appropriate.

4.1.2 Regular Meetings. This Chapter shall hold regular meetings as shall be determined by the Board of Directors.

4.1.3 Special Meetings. A special meeting of this Chapter may be called by the Board of Directors or by a written petition to the Board of Directors signed by not less than ten percent of the total number of this Chapter's assigned members in good standing, provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting

#### 4.2 Notice: Quorum: Minutes

4.2.1 Notices and Calls of Meetings. A notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mailing it to the address of such member on file with the Secretary. The Notice of each regular meeting, and the call and notice of each special meeting, shall be served at least seven calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting

4.2.2 Quorums at Meetings. A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless otherwise required by law, a quorum shall be ten percent of the total number of the assigned members of this Chapter, or ten such members whichever is the greater number.

4.2.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters before the meeting and every action taken thereat shall be kept by the Secretary in the records of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

#### 4.3 Decisions at Meeting; Eligibility for Voting

4.3.1 Majority Vote. Every decision at a meeting shall be by a majority vote of those present and eligible to vote, unless otherwise required by these By-laws.

4.3.2 Roll Call Vote. A roll call vote shall be taken whenever one-third of the voting members present shall so require.

4.3.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail ballot as provided in Paragraph 4.5.2.

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

- .1 Amendments to these By-laws relating to assigned members;
- .2 Matters so designated elsewhere in these By-laws;
- .3 Elections of Chapter officers and directors; Institute, Directors: delegates to meetings of the Institute and the New England Regional Council;
- .4 Instructions to delegates;
- .5 Any matters relating to membership, such as passing on admission of applicants;
- .6 Chapter dues and assessments of assigned members except that voting on dues and assessments for Institute members shall be limited to Institute members;

.7 Other matters relating to the government, meeting, affiliations, budget and finances of this Institute and this Chapter;

.8 All other matters so ruled by the President, such rulings being reversible only by a two-thirds vote of the assigned members present and voting at the meeting.

#### 4.4 Election, Officers and Directors.

4.4.1 Nominations. Nominations for each office and for each directorship 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 one month prior to the annual meeting, the President may select a nominating committee to prepare and present to the members slates of candidates for officers and directorships. The proposed slate of candidates for officers and directorships shall be sent to the members of this Chapter with the notice of annual meeting. Additional nominations may be made from the floor at the annual meeting.

4.4.2 Voting; When Required. If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by law and the provisions of Paragraph 4.5.

#### 4.5 Balloting Procedures

4.5.1 Tellers. Balloting shall be in charge of three tellers appointed by the President, who shall be assigned 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 thereof.

4.5.2 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

4.5.3 Results. The president shall announce to the meeting the results of any balloting, and shall declare all elections.

4.5.4 Election. The nominee for an office of directorship who receives a majority of the ballots cast for the office or directorship shall be elected thereto.

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

### ARTICLE 5. THE BOARD OF DIRECTORS

5.1 Membership of the Board of Directors. The Board of Directors shall consist of the immediate past president, current president, president-elect, vice-president, secretary, treasurer, associate director, and three directors, each of whom shall be an assigned member of this Chapter. An Affiliate Member may also be elected to the Board as an additional director if the Board and membership deems warranted. The title shall be "Affiliate Director" to the Board.

#### 5.2 Authority of the Board of Directors



5.2.1 Powers. The management, direction, control, and administration of the property, affairs and business of this Chapter shall be vested in the Board of Directors of this Chapter who shall exercise all authority, rights, and powers granted to it by the laws of the State of New Hampshire and by these By-Laws.

5.2.2 Custodianship. The Board of Directors shall be an act as the custodian of the properties and interests of this Chapter except those specifically placed by these By-laws in the custody of, or under the administration of, the Treasurer. Within the appropriations made therefor, the Board of Directors shall do all things required and permitted by these By-Laws to forward the objects of the Chapter.

5.2.3 Awards. As funds or other means become available, this Chapter may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and on behalf of this Chapter by the concurring vote of all but one of Board of Directors, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, certificate, a scholarship or otherwise as the Board of Directors shall determine.

5.2.4 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 By-laws, unless such delegation is specifically prescribed or permitted by the By-Laws and is not contrary to law.

5.2.5 Executive Committee. There shall be an Executive Committee consisting of the immediate past president, the current president, the president-elect, the vice-president, the secretary, and the treasurer.

### 5.3 Terms of Office of Officers and Directors

5.3.1 Term. The term of office of each officer shall be one year, the term of office for the Associate Director shall be two years, and for each of the other directors including the Affiliate Director, shall be three years, the latter terms so arranged so that the expiration of the terms shall stagger over a three year period. Each shall serve until a successor has qualified. Each officer shall serve a maximum consecutive term of not more than three years in any one office.

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

### 5.4 Meetings of the Board of Directors

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

5.4.2 Regular Meeting of the Board of Directors. The Board of Directors shall hold a regular meeting at the call of the President or at the time and place last determined by it.

5.4.3 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the member of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating 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,

5.4.4 Officer Pro Tem. In the absence of the President and President-Elect the Board of Directors shall elect from its membership a chairman pro tem. Each such officer shall serve until the regularly elected officer is able to act, or until another chairman pro tem is elected, and during such period shall perform the duties and exercise the power and authority of the

office. If the chairman pro tem is to hold office beyond the current session, notice must be given at the preceding meeting or in the call of the meeting at which such election is held.

#### 5.5 Notices and Calls of Meetings

5.5.1 Notice Required. Every call or notice of a regular or special meeting of the Board of Directors shall be served not less than three days before the date fixed for the meeting.

5.5.2 Waiver of Notice. Either the call and notice or any limitation as to the business to be transacted, or both, may be waived by consent of every member of the Board of Directors and so recorded in the minutes of the meeting.

5.5.3 Irregularity in or Failure of Notice. Any irregularity in or failure to notice of a regular meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.

#### 5.6 Quorum at Meetings; Decisions; Minutes

5.6.1 Quorum. Four members of the Board of Directors 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.

5.6.2 Decisions of the Board of Directors. Every decision of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these By-Laws or by the law.

5.6.3 Minutes. Written minutes of every meeting of the Board of Directors, recording the members in attendance, the matters before the meeting and every action taken thereat shall be kept by the Secretary in the records of this Chapter. The minutes of each meeting shall be signed by the Secretary or other officer who attended the meeting.

#### 5.7 Reports of the Board of Directors

5.7.1 Report to Members. The Board of Directors shall render a full reporting writing annually for the Chapter of the Condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

5.7.2 Report to Institute. The Board of Directors or the Secretary 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.

### ARTICLE 6. OFFICERS

6.1 Officers. The officers of this Chapter shall include a President, President-Elect, Vice President, Secretary and Treasurer.

#### 6.2 The President.

6.2.1 Duties. The President shall exercise general supervision over the affairs of this Chapter, except such thereof as are placed by these By-Laws or by the Board of Directors under the administration and supervision of the secretary and the Treasurer, and shall preside at all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of the Chapter, and shall perform all other duties usual and incidental to the office.

6.2.2 Authority. The President shall act as a 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.

### 6.3 The President-Elect

6.3.1 Duties. 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.

6.3.2 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President.

### 6.4 The Vice President

6.4.1 Duties. The Vice President shall possess all the powers and perform all duties of the President in the event of the absence of the President and President-Elect, or of the President's and President-Elect's disability, refusal or failure to act and perform such other duties as are properly assigned to the board of directors or the President.

### 6.5 The Secretary

6.5.1 Duties. The secretary shall act as the recording and corresponding Secretary and as Secretary of meetings of this Chapter and of the Board of Directors, have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer, 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 By-laws; 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 meeting of this Chapter, and shall perform all other duties usual and incidental to the office.

6.5.2 Delegation of Authority. The Secretary may delegate to an 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, or the signing of any document requiring the signature of the Secretary.

### 6.6 The Treasurer

6.6.1 Duties. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of the Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and shall perform all duties usual and incidental to the office.

6.6.2 Reports. The Treasurer shall make a written report to each annual meeting of the Chapter and 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 of the Treasurer's recommendations on matters relating to the finances and general welfare of the Chapter.

6.6.3 Delegation of Authority. The Treasurer shall not authorize any person to sign an order, statement, agreement, check or other financial instrument of this Chapter that requires

the signature of the Treasurer, unless such delegation is expressly permitted in these By-laws. The Treasurer may delegate to an assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.6.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit all the records and books of accounts, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same and, if found correct, shall give to the retiring Treasurer a receipt therefor and a complete release of the retiring Treasurer from any future liability.

6.6.5 Liability. The 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.

6.6.6 Fidelity Bond. The Treasurer shall furnish and maintain a fidelity bond in favor of this Chapter in a sum which shall be fixed from time to time by the Board of Directors, but which shall not be less than ten thousand dollars. Such bond shall be issued by a surety company satisfactory to the Board of Directors, and shall insure the full reimbursement to this Chapter by the surety company, in the event of death, resignation or removal from office of the Treasurer, for any and all losses this Chapter may sustain of monies, 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. The Board of Directors at its sole discretion by unanimous vote may waive this requirement for any given year.

## ARTICLE 7. DUES, FEES, ASSESSMENTS, AND FINANCES

### 7.1 Annual Dues

7.1.1 Amount of Annual Dues (and Admission Fees). The Board of Directors may fix before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees, if any, required of affiliate members.

7.1.2 Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.

7.1.3 Allocation of First Annual Dues. If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall allocate the entire annual dues as dues for the year of the admission; if such member is admitted during the second or third quarter of the fiscal year, the Treasurer shall allocate an amount equal to two-thirds of the prepaid annual dues as dues for the year of the admission and the remainder as a prepaid installment of the annual dues for the next succeeding fiscal year; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-third of the prepaid dues as the dues for the year of the admission and the remainder as a prepaid installment of the annual dues for the succeeding fiscal year; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-third of the prepaid dues as the dues for the year of the admission and the remainder as a prepaid installment of the annual dues for the succeeding fiscal year.

7.1.4 Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.

7.1.5 General Remission of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members and affiliate members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of the admission fee required to be paid by affiliate members.

7.1.6 Individual Remission of Annual Dues. The Board of Directors may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

## 7.2 Assessments

7.2.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the assigned Institute members present at a meeting, may levy an assessment on its assigned Institute members; by the concurring vote of not less than two-thirds of the total number of its members present at a meeting may levy an assessment on its associate members; and by the concurring vote of not less than two-thirds of the total number of its members present at a meeting may levy an assessment on its affiliate members.

7.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

## 7.3 Default of Annual Dues and Assessments

7.3.1 Due Date for Annual Dues. Every member who has not paid the entire amount for the required annual dues for the then current fiscal year on or before the last day of the third month of said year shall be in default for the unpaid amount.

7.3.2 Due Date For 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.

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

7.3.4 Notice of Default to the Institute. At the end of the first three months period of each fiscal year, at the end of each fiscal year and such other times as the Institute requests, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter, with the amount of each default. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

## 7.4 Termination of Suspension for Default of Dues or Assessments

7.4.1 Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Board of Directors shall so advise the Institute Secretary and request termination of that membership.

7.4.2 Unassigned members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments at the end of

the fiscal year, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty 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.

#### 7.5 Finances

7.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors by the concurring vote of two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Treasurer to pay the authorized expenditures when due.

7.5.2 Reviews. At the sole discretion of the Board of Directors and whenever the Board of Directors shall appropriate necessary funds, the books of the Treasurer and the rolls of this Chapter shall be reviewed by a certified public accountant employed by the Board of Directors or by auditing reviewing committee appointed by the Board of Directors.

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

### ARTICLE 8. PROPERTY, RIGHTS, AND PRIVILEGES

#### 8.1 Acquisition of Property.

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

8.1.2 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 the Chapter; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

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

8.3 Institute Property Interests. This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or any 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.

8.4 Suspension of Interests, Rights, Privileges; Good Standing Defined. A member is not in good standing in this Chapter and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored in good standing.

### ARTICLE 9. COMMITTEES AND COMMISSIONS

9.1 Composition. The committees, their membership, terms or office, and duties shall be as determined by the Board of Directors. The membership, terms or office and duties of each committee shall be prescribed by the body that established it, but the Board of Directors may assign additional duties to any committee at any time.

9.2 Committee Members. The members and the chair of every committee shall be selected by and shall serve at the pleasure of the Board of Directors.

9.3 Reports. Every committee shall make an annual report to the Board of Directors at the close of its work and at such other times as the Board of Directors direct.

9.4 Commissions. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

## ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS

10.1 Affiliations with Other Organizations. This Chapter shall not form nor enter into any affiliations with any individual, but it may affiliate with any local organizations 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.

10.2 Agreements of Affiliation. Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization; provided that the Board of Directors may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Chapter without each written agreement if the collaboration does not extend beyond one year.

### 10.3 Conditions of Affiliation

10.3.1 Statement of Purpose. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliations and the nature of its organizations, membership, government and operations.

10.3.2 Limitations. It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Board of Directors has duly and specifically voted to be so bound or obligated.

10.3.3 Termination. Any affiliation may be terminated by the Board of Directors. Written notice must be given to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

10.4 Privileges of Affiliated Organizations. The representative of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak thereat on invitation of the presiding officer.

10.5 Endorsements of Materials Prohibited. Neither this Chapter, nor the Board of Directors, any Chapter committee, or any of its officers, directors, committee members or employees, in any official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## ARTICLE 11. GENERAL PROVISIONS

11.1 Executive Office. The executive offices of this Chapter shall be located as may be determined by the Board of Directors.

11.1.1 Employees. The Board of Directors may employ staff to perform duties associated with administering the Chapter's affairs and any other such duties as may be assigned to them by the Board of Directors -

11.2 Record 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,

11.3 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 the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these By-laws or the rules and regulations adopted by this Chapter or by the Board of Directors.

11.4 Counsel. The Board of Directors at its sole discretion may obtain the written opinion of counsel on all procedures concerning all agreements, and concerning any amendments to these By-Laws, before any such actions take effect.

### 11.5 Liability, Indemnification and Insurance

11.5.1 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, obligation or liabilities.

11.5.2 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for the purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

11.5.3 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.



11.6 Publications. The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of this chapter. The publication of official Chapter notices in any official bulletin of communication with the members shall satisfy the requirements of these By-Laws regarding publication, provided that the official bulletin of communication be mailed on a date which meets the requirements specified in these By-Laws.

11.7 Reimbursement. The Board of Directors may reimburse the Officers and Directors or any designated member or employee of this Chapter for expenses incurred in carrying out their assigned duties. Normal reimbursable expenses shall include, but not be limited to, long distance telephone calls, postage, reproduction, secretarial services at direct payroll costs, and automobile mileage at a predetermined rate per mile when attending a special meeting or function other than a regular or annual Chapter meeting or executive committee meeting. All reimbursable expenses must be supported by invoices and/or receipts and be approved by the Board of Directors for payment.

11.8 Dissolution. In the event of dissolution of this Chapter, all remaining assets after payment of all due debts, shall be paid to the successor organization, if any, or in the absence thereof, to a duly authorized charitable organization as deemed appropriate by the Board of Directors. All records of this Chapter shall be forwarded to the successor organization, if any, or in the absence thereof, to the New England Regional Council or the Institute.

## ARTICLE 12. AMENDMENTS

### 12.1 Amendments at Meetings of this Chapter.

12.1.1 Notice of Proposed Amendments. These By-laws may be amended at any meetings of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefor and a copy of the proposed amendment are sent to every member eligible to vote on the amendment not less than thirty days prior to the date of the meeting at which the proposed amendment is to be considered.

12.1.2 By-Laws 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 By-law relating to such assigned members.

12.1.3 Other By-law Provisions. It shall require a vote of not less than two-thirds of the members of this Chapter who are present at the meeting to amend other provisions of these By-laws.

### 12.2 Amendments by the ~~the~~ Board of Directors.

12.2.1 Conformity with Institute By-laws. The Board of Directors without action by a meeting of this Chapter, may amend any of these By-Laws as may be necessary for conformity with Institute By-Laws. These By-Laws, and amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute By-laws.

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