

# AIA Michigan Bylaws



Updated on August 17, 2017

**AIA MICHIGAN BYLAWS**

Notice: The following bylaws of AIA Michigan are as approved by the AIA Michigan Board of Directors on August 3, 2017 and the Membership on July 28, 2017. All previous editions are void and superseded by this edition.

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## ARTICLE 1: ORGANIZATION

### 1.1 GENERAL PROVISIONS

1.1.1 Name. The name of this organization is Michigan Society of Architects, d.b.a. AIA Michigan, hereafter referred to as AIA Michigan.

#### 1.1.1.1 Definitions used in these Bylaws:

1. "The Institute" means the American Institute of Architects;
2. "Society" means AIA Michigan;
3. "Region" means the Michigan Region of the Institute, a region established by the Institute and comprising the State of Michigan
4. "Chapter" means a chapter of the Institute chartered in the State of Michigan;
5. "Section" means a voluntary group formed within a territory of the state under guidelines set by the Board.
6. "Board" means the Board of Directors of AIA Michigan;
7. "Director, officer, committee, member, meeting or similar designations", unless otherwise modified, refer to AIA Michigan;
8. "Institute Bylaws" means the then current edition of the Bylaws of the Institute.

\*1.1.2 Objects. The objects of AIA Michigan shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of AIA Michigan. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. (*AIA Bylaws Section 1.02 and 4.03*)

1.1.3 Domain. The domain of AIA Michigan shall be that territory described in its charter or otherwise established by the Institute. The territory of AIA Michigan is the State of Michigan.

1.1.4 Organization. AIA Michigan was founded in 1887 and incorporated as a non-profit membership corporation in the State of Michigan on February 23, 1928.

\*1.2 AUTHORITY. AIA Michigan shall represent and act for the Institute membership within the territory assigned to it on state matters under a charter issued by the Institute. (*AIA Bylaws Section 4.051*) AIA Michigan shall function as the regional governing

organization. The Institute and AIA Michigan 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 AIA Michigan execute a written agreement to that effect.

1.3 GENERAL POWERS AIA Michigan may engage in those activities necessary or convenient to promulgate the purposes of AIA Michigan, but shall not directly or indirectly nullify or contravene any act or policy of the Institute or of the Chapters. Specifically, AIA Michigan:

1. Shall represent and act for the Institute and the Chapters, under a charter issued to it by the Institute, on state matters only;
2. Shall serve as the unifying body for the Chapters on statewide matters affecting the interest of the Chapters;
3. Shall represent the members of AIA Michigan in all matters affecting the practice of architecture;
4. May borrow and lend money and own and lease property of all kinds;
5. May act as trustee for scholarships, endowments, or trusts of philanthropic nature;
6. May, for official business, use the title AIA Michigan, a State Organization and a Region of the American Institute of Architects;

This enumeration of general powers shall not be construed as limiting or restricting in any manner the powers of AIA Michigan.

AIA Michigan shall have all the powers and authority conferred upon non-profit corporations under the provisions of the laws of the State of Michigan, now or hereafter adopted.

\*1.3.1 Conformity with Institute Policy. No act of AIA Michigan shall directly or indirectly nullify or contravene any act or policy of the Institute. (AIA Bylaws Section 4.052 and 4.462)

1.4 AFFILIATIONS WITH OTHER ORGANIZATIONS. AIA Michigan may affiliate with other organizations in accordance with Section 1.1 of the Model Component Bylaws.

1.5 ENDORSEMENTS Neither AIA Michigan nor any Section, Chapter, committee, nor any of their respective officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor, 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.

Provided, however, this shall not prevent:

1. The publication by AIA Michigan of the voting records or position statements

of public officials or candidates for public office, or the positions of organizations in matters of concern to the architectural profession;

2. The Executive Director from serving as a lobbyist on behalf of AIA Michigan;
3. The directors, officers, Members and employees of AIA Michigan from sponsoring, contributing to, associating with the Architects Political Action Committee, to the extent permitted by law.

## ARTICLE 2: MEMBERSHIP

### 2.1 GENERAL PROVISIONS

\*2.1.1 Categories of Membership. The membership of AIA Michigan shall consist of:

- a) the Architect, Associate and International Associate Members of the Institute who have been assigned to AIA Michigan (AIA Bylaws Section 4.14), or who have been admitted to unassigned membership in AIA Michigan;
- b) Emeritus Members who have been assigned to AIA Michigan by the Institute; and
- c) Professional Affiliate Members and Honorary Affiliate Members who may be admitted as provided in guidelines and procedures adopted by the Board from time to time.

2.1.2 Definitions. In these Bylaws, Architect and Associate Members who have been assigned to AIA Michigan by the Institute are referred to as "assigned members." The term "Unassigned Member" shall refer to Members assigned to other components who have been admitted to membership in AIA Michigan pursuant to section 2.2 of these bylaws. The term "Affiliate" shall refer to student and honorary affiliates. The term "Member," if not otherwise qualified or defined, shall refer to all persons in all categories of membership in AIA Michigan.

\*2.1.3 Qualifications. AIA Michigan shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership. (*AIA Bylaws Section 4.053*)

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

\*2.1.5 Enrollment of Members. Every member assigned to or admitted by AIA Michigan shall be duly notified to that effect by AIA Michigan, and shall be enrolled by the Secretary as a member of AIA Michigan. New memberships will be announced at the next regular meeting of AIA Michigan and in the next issue of AIA Michigan's official publication. (*AIA Bylaws Section 4.15*)

2.1.5.1 Reclassification. Any Member whose membership status has been reclassified in the records of the state in which he/she is a member, shall automatically be reclassified upon notice and proof of such reclassification.

\*2.1.6 Annual Dues and Assessments. Every Member of AIA Michigan shall pay the fixed annual dues and assessments of AIA Michigan as determined in Article 3. (AIA Bylaws Section 3.15)

\*2.1.7 Resignations. Any Member may resign from AIA Michigan by presenting a written resignation to the Secretary. The resignation of an Assigned Member, if the Secretary finds the Member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary. (AIA Bylaws Sections 2.081 and 2.084)

\*2.1.8 Good Standing Defined. A Member is not in good standing in AIA Michigan if and while in default of dues or other obligations to either AIA Michigan or the Institute and any component organizations to which they are assigned, as determined by the relevant governing body. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing. (AIA Bylaws Section 2.04)

2.1.9 Loss or Suspension of Interests, Rights and Privileges. A Member who resigns, or is suspended or terminated by the Institute loses all rights in AIA Michigan and the Institute, including any right to vote, the right to use AIA Michigan's or the Institute's name, initials, symbol, or seal, until the Member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to AIA Michigan and there will be no refund of dues or assessments already paid. (AIA Bylaws Sections 2.04, 2.084-2.085)

## 2.2 ASSIGNED MEMBERS

\*2.2.1 General. The qualifications, rights and privileges of assigned Architect and Associate Members shall be as provided in the Institute Bylaws. (AIA Bylaws Sections 2.02 and 4.055)

2.2.1.1 Architect Member. An Architect Member in good standing may:

1. Serve as a member or chair of any committee, of AIA Michigan;
2. Speak, make motions and vote at any meeting of AIA Michigan on any matter which may properly come before the meeting;
3. Print and otherwise use the title Architect Member of AIA Michigan, or the designation AIA following their name;
4. Use the gold AIA lapel pin and AIA symbol within limitations established by the Institute.

2.2.1.2 Associate Member. An Associate Member in good standing may:

1. Serve as a member or chair of any committee of AIA Michigan;
2. Speak, make motions and vote at any meeting of AIA Michigan on any matter except dues for Architect Members;
3. Use the title Associate member of AIA Michigan;
4. Serve as the Associate Director of AIA Michigan;
5. May serve as a Chapter or Section Director or Secretary or Treasurer of AIA Michigan;
6. Wear the silver AIA pin (but not the gold AIA pin nor the AIA symbol).

\*2.2.2 Action on Applications. Whenever an application for membership in the Institute and assignment to AIA Michigan is filed with AIA Michigan, the Secretary shall forward the application to the Institute. Where the applicant is ineligible under AIA Bylaws, AIA Michigan will send a recommendation to the Institute Secretary to deny the application. (*AIA Bylaws Section 2.052*)

\*2.2.3 Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in AIA Michigan. (*AIA Bylaws Sections 4.15, 4.32 and 4.463*)

2.2.3.1 Section Membership. A Voluntary Member must be a member in good standing of the Institute and AIA Michigan in order to be a member of a local Section.

\*2.2.4 Termination. Assigned membership in AIA Michigan is terminated by the death of the Member, resignation or termination of membership in the Institute, or reassignment of the member to another component. (*AIA Bylaws Section 2.08*)

\*2.2.5 Emeritus Members. A Member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of AIA Michigan. (*AIA Bylaws Section 2.31*) All rights, interest, privileges, titles, liabilities and obligations of such Members shall remain unchanged except that Emeritus Members shall not be required to pay either regular or supplemental dues and shall not longer be required to maintain the right under law to practice and use the title Architect. (*AIA Bylaws Section 2.32*)

2.2.5.1 Title. An Emeritus Member may print and otherwise use the title member Emeritus of AIA Michigan.

2.2.6 International Associate Members. An International Associate Member shall have the same rights and privileges as an Associate member, except they may use the title International Associate member of AIA Michigan.

#### 2.2.7 Nonresident Members

2.2.7.1 Qualifications and Admission. A person who is registered to practice architecture in the state of Michigan, whose residence



and/or place of business is outside the state of Michigan may apply for membership as a Nonresident Member of AIA Michigan, provided that the applicant is a member in good standing of the Institute.

2.2.7.2 Rights and Privileges. A Nonresident Member shall have the same rights and privileges as an Architect Member.

## 2.3 UNASSIGNED MEMBERS

2.3.1 Admission. AIA Michigan, without action by the Institute, shall admit to unassigned membership any Architect or Associate Member assigned to another component by the Institute who applies for membership to AIA Michigan in writing in the manner prescribed by AIA Michigan.

\*2.3.2 Rights and Privileges. An Unassigned Member shall be subject to all regulations and shall have all rights in AIA Michigan of an Assigned Member, except that an Unassigned Member shall not have the right to vote nor to represent AIA Michigan as a delegate or otherwise at any meeting of the Institute. *(AIA Bylaws Section 2.074)*

2.3.2.1 An Unassigned Member shall not serve as a director or officer of AIA Michigan, nor any Chapter or Section.

2.3.3 Admission Fees Prohibited. An Unassigned Member shall not pay any admission or initiation fee for membership in AIA Michigan.

2.3.4 Termination. Unassigned membership in AIA Michigan is terminated by the death of the Member and by resignation or termination of membership in the Institute. The Board may terminate unassigned membership for indebtedness to AIA Michigan as provided in section 3.32.

## 2.4 AFFILIATE MEMBERS

2.4.1 Admission. Every application for admission to affiliate membership in AIA Michigan shall be acted upon by the Secretary.

2.4.2 Admission Fees Prohibited. An Affiliate Member shall not pay any admission or initiation fee for membership in AIA Michigan.

2.4.3 Termination. Affiliate membership is terminated by the death or resignation of the Member and by the admission or eligibility to be admitted as an Assigned or Unassigned Member. The Board may terminate the membership of an affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of AIA Michigan, in the Board's sole discretion.

2.4.4 Rights and Privileges of Affiliate Members. Affiliates in good standing:

1. May serve as a member of any committee of AIA Michigan that does not perform any duty of the Executive Committee;
2. May attend and speak but may not make motions or vote at any meeting of AIA Michigan;
3. Shall not be eligible to serve as an Officer or Director (except as the Professional Affiliate Director) or to chair a committee of AIA Michigan;
4. May not in any way use the name, initials, seal, symbol or insignia of AIA Michigan or of the Institute. (*AIA Bylaws 4.143*).

\*2.4.5 Professional Affiliate Members. Individuals not otherwise eligible for membership in the Institute or AIA Michigan may become Professional Affiliate Members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Professional Affiliate Members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields affiliated to architecture who the Board believes will provide a meaningful contribution by reason of their employment or occupation. (*AIA Bylaws 4.141*)

\*2.4.6 Student Affiliates-Qualifications. Student Affiliate Members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of AIA Michigan. (*AIA Bylaws 4.142*)

2.4.7 Honorary Affiliates.

2.4.7.1 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or AIA Michigan but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of AIA Michigan, may be admitted as an Honorary Affiliate Member of AIA Michigan.

2.4.7.2 Nomination. Nominations for Honorary Affiliate Member may be submitted in writing by AIA Michigan or any Section over the signature of

the officers or executive committee of AIA Michigan or said Section or by the AIA Michigan Recognitions Committee. Each nomination shall include general biographical information relating to the education, professional training, experience, and attainments of the nominee, as well as the nominee's specific contributions to the advancement of the profession.

2.4.7.3 Election. More than one Honorary Affiliate Member may be elected in any one calendar year. At any meeting of the Board held not less than 30 days after the deadline for submission of nominations, as established by the Board, the Board may elect a person(s) to Honorary Affiliate membership by a concurring vote of not less than 2/3 of the total membership of the Board. All nominations to Honorary Affiliate membership shall be confidential until the nominee(s) is elected and accepts the honor.

2.4.7.4 Presentation. At a regular meeting of AIA Michigan, the President shall announce the election of the Honorary Affiliate Member, read the citation of qualifications for the honor, and present them a certificate of Honorary Affiliate membership. If the Honorary Affiliate Member is unable to attend the meeting, the presentation may be postponed until a later meeting; or the election may be announced, the citation read and the certificate presented in absentia.

2.4.7.5 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate Members of AIA Michigan may use the title "Honorary Affiliate (or Hon. Aff.) of AIA Michigan", and shall not pay any admission fee or annual dues nor be subject to any assessment.

## ARTICLE 3: DUES, FEES AND ASSESSMENTS

### 3.1 ANNUAL DUES

3.1.1 Obligation to Pay Dues. All Members except Emeritus Members and Honorary Affiliate Members shall pay annual dues on or before January 15 of each year.

3.1.2 Adjustment of Annual Dues. The Board, by the concurring vote of not less than two-thirds of the entire Board, shall fix, by the date established by the Institute, the annual dues for each category of Member required to pay dues for the immediate succeeding fiscal year. If an increase is required, it shall be based upon the National Consumer Price Index for that year and shall be limited to not more than 5 percent. Increases greater than 5 percent shall require a vote of the Members.

3.1.3 Dues Upon Admission. A newly admitted Assigned or Affiliate Member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted. Those admitted after October 1<sup>st</sup> shall have the opportunity to pay full dues and be admitted as a member for the full year following. Dues shall be paid by December 31<sup>st</sup> of the year admitted.

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

3.1.5 Exemptions. Emeritus Members and Honorary Affiliate Members shall pay no dues or assessments to AIA Michigan except Emeritus Members may be levied per 3.2.3. Emeritus Members who wish to receive mailings from AIA Michigan shall pay a fee in an amount determined by the Board pursuant to section 3.1.2.

### 3.2 ASSESSMENTS

#### 3.2.1 Authority.

3.2.1.1 AIA Michigan, by the concurring vote of not less than two thirds of those Architect Members responding, may levy an assessment on its Architect members,

3.2.1.2 AIA Michigan, by the concurring vote of not less than two thirds of those Assigned Members responding, may levy an assessment on its Associate Members, and/or Affiliate Members,

3.2.1.3 AIA Michigan, by the concurring vote of not less than two thirds of those Architect Members and Nonresident Members responding, may levy an assessment on its Nonresident Members.

3.2.1.4 The annual dues of Unassigned Members shall be fixed by the Board.

3.2.2 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be communicated to every Member not less than 30 days prior to the occurrence when the proposed assessment is to be voted on.

3.2.3 Right to Levy. The annual dues of Members Emeritus shall be assessed at the rate up to 75% of the Institute Member Emeritus dues. The annual dues of Members Emeritus shall be fixed by the Board.

### 3.3 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.3.1 Annual Dues. Every Member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

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

3.3.3 Notice of Default to Member. Every Member who is in default to AIA Michigan shall be given 30 days' notice in writing of impending termination because of said default.

### 3.4 TERMINATION/SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.4.1 Assigned Members. At appropriate intervals, the Secretary of AIA Michigan shall send to the Institute Secretary a list of all Assigned Members in default to AIA Michigan with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

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

## ARTICLE 4: AIA MICHIGAN RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

### 4.1 THE INSTITUTE

\*4.1.1 Delegates to Institute Meetings. AIA Michigan shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of AIA Michigan in the number prescribed in the Institute Bylaws. *(AIA Bylaws Section 5.213)*

4.1.1.1 Delegate Selection Procedure. Delegate shall be the President of AIA Michigan and/or delegate(s) shall be appointed from among the Assigned Members of AIA Michigan by the Board, except that no more than one third of AIA Michigan's delegation shall be Associate Members. If AIA Michigan neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent AIA Michigan or execute a proxy as provided in the Institute Bylaws.

\*4.1.2 Strategic Council Member (formerly known as, "Regional Director"). AIA Michigan shall nominate and elect a Regional Director for AIA Michigan's region in the manner provided in Section 6.2.2 of these Bylaws. *(AIA Bylaws Section 4.411)*

### 4.2 REGIONAL GOVERNANCE

AIA Michigan shall function as the regional governing organization for the state of Michigan, including any Sections within Michigan.

### 4.3 LOCAL SECTIONS

4.3.1 Formation of Sections. AIA Michigan may form one or more sections within its territory under guidelines set by Board in accordance with the Institute's Bylaws.

4.3.2 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or AIA Michigan.

4.3.3 Section Policies and Procedures. AIA Michigan's Articles of Incorporation, as they may be amended from time to time ("Articles"), Bylaws, and policies and procedures adopted by the Board shall govern the Section. Each Section may adopt such supplemental and supporting policies and procedures that define officer roles, terms of office, Section procedures, and operational guidelines provided such items are in accordance with the Articles and Bylaws and are approved by the Board.

4.3.4 Section Governance. Officers of the Sections shall be members of that Section and consist of, at a minimum, a Section President, Section Treasurer, and Section Director. The Section Director, or a delegate elected by the Section membership, shall be chosen from among the voting members of the Board.

4.3.5 Section Finances. Sections may maintain their own funds in accordance with policies adopted from time to time by AIA Michigan. Notwithstanding anything to the contrary in any such policy, procedure, Bylaws, or the Articles, however, AIA Michigan shall not appropriate for its own use or otherwise direct how the funds of any Section are to be used without the approval of the Members constituting such

Section, provided that such funds are used and disbursed in accordance with applicable law. This Bylaw shall not be amended in any way or deleted without the affirmative approval of 95% of the Members.

## ARTICLE 5: AIA MICHIGAN MEMBER MEETINGS AND ELECTIONS

### 5.1 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.1.1 Annual Meeting. AIA Michigan shall hold an annual meeting for the purpose of electing directors, for receiving the annual reports of the President, Secretary, Treasurer, Executive Director, and Regional Director; and for the transaction of such other business as may be appropriate.

5.1.2 Special Meetings. A special meeting of AIA Michigan may be called by the President, 2/3 of the Board present, a written resolution of the majority of AIA Michigan, or by the written request of not less than 25% percent of the total number of AIA Michigan's Members in good standing. The Board shall fix the time and place of the Special Meeting within thirty (30) days of the request, except that such time limit may be exceeded if agreed to by those calling the meeting. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

### 5.2 NOTICE, QUORUM, MINUTES FOR AIA MICHIGAN MEMBER MEETINGS

5.2.1 Notice of AIA Michigan Meetings. A notice of each meeting of AIA Michigan, stating the date, time, and place where the meeting will be held (and in the case of Special Meetings, the reason for the meeting), shall be given by the Secretary to Members entitled to vote. Notice shall be given not less than thirty (30), nor more than sixty (60), days before the date fixed for the meeting.

5.2.2 Quorum at Meetings. At any meeting of Members of AIA Michigan a quorum of the Board plus not less than one percent (1%) of all other Members entitled to vote shall constitute a quorum for the transaction of any business. The Members present may adjourn the meeting despite the absence of a quorum.

5.2.3 Minutes of Meetings. Written minutes of every meeting of AIA Michigan, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of AIA Michigan and thereafter filed in AIA Michigan's records.

### 5.3 VOTING

\*5.3.1 Limitations on Voting Eligibility. Only Assigned Members in good standing may vote on the following matters: (*AIA Bylaws Sections 2.074 and 4.055*)

1. Matters so designated elsewhere in these Bylaws;

2. Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;
3. Instructions to delegates;
4. Any matters relating to membership;
5. Voting on dues and assessments of Architect Members shall be limited to Architect Members; or
6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.3.2 Voting Eligibility. Eligibility for voting at all meetings of AIA Michigan shall be as follows:

1. All Architect Members, Members Emeritus and Nonresident Members in good standing may vote on all matters;
2. All Associate Members and International Associate Members in good standing may vote on all matters except dues for Architect Members;
3. Unassigned Members, Allied Members, Professional Affiliate Members and Honorary Affiliate Members shall not vote on any matter.

5.3.3 Voting Process. The Secretary shall prepare the ballot and accompanying background material at the direction of the Board, and shall ensure that the means of voting (electronic or paper) is extended by reasonable means equally to all eligible voters. The ballot shall specify the time by which AIA Michigan must receive a ballot in order to be counted as a vote of the Member. The time specified shall be not less than 20 nor more than 90 days after the date AIA Michigan provides the ballot to the Members. Ballots shall be retained for 30 days after the date of the election, and shall be open to inspection by any Member.

5.3.4. Votes at Meetings. Votes may be received at Meetings or Special Meetings when the voting process is otherwise as specified above, when proper notice is given, and when the voting period is scheduled to close at the time of the meeting. Quorum at a meeting is not required to receive votes when the vote otherwise complies with requirements of these Bylaws.

5.3.5. Proxies. No proxies shall be accepted for Membership voting.



## ARTICLE 6: THE BOARD OF DIRECTORS

### 6.1 AUTHORITY OF THE BOARD OF DIRECTORS

6.1.1 Powers. The business of AIA Michigan shall be managed by the Board, which shall be composed of its Directors, its Officers, its immediate Past-President and AIA Michigan's Executive Director, and shall exercise all authority, rights and powers granted to it by the laws of the State of Michigan, the articles of incorporation and by these bylaws.

6.1.1.1 Custodianship. The Board shall be and act as the custodian of the properties and interests of AIA Michigan except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board shall do all things required and permitted by these Bylaws to forward the objects of AIA Michigan and to comply with applicable law.

6.1.2 Delegation of Authority. Neither the Board nor any officer or director of AIA Michigan shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

6.1.3 Freedom from Commitments. No committee, commission, officer, director, Member, employee or agent of AIA Michigan shall initiate or carry on any activity that may commit AIA Michigan to an expense, policy or activity outside of the approved budget until the matter shall have been reviewed and approved by the Board.

6.1.4 General Functions. The Board shall manage, direct, control, and administer the property, affairs, and business of AIA Michigan; shall put into effect all general policies, directions and instructions adopted at meeting of AIA Michigan; and shall act for and on behalf of AIA Michigan in all matters within its jurisdiction.

6.1.5 Specific Duties. The Board shall have all rights and duties, not in opposition to the Articles of Incorporation or these Bylaws, as permitted by applicable law. As part of its regular duties, and not by means of limitation, the Board:

6.1.5.1. Shall establish and adopt rules and regulations to supplement the provisions of these Bylaws.

6.1.5.2. Shall govern the use of property, name, initials, symbol and insignia of AIA Michigan.

6.1.5.3. Shall approve all major contractual agreements before AIA Michigan shall enter into the same.

6.1.5.4. Shall refer to the State of Michigan Board of Architects any information brought to its attention alleging deceit, fraud or misrepresentation in obtaining a state certificate of licensure, malfeasance or gross incompetence on the part of any architect licensed in the State of Michigan, or violation of the state law providing for the licensing of architects.

6.1.5.5. Shall perform all duties required of the Board by these Bylaws; provided, however that the foregoing list shall not be construed as limiting or restricting in any manner the duties of the Board.

## 6.2 DIRECTORS

6.2.1 Directors representing Chapters and Sections. Beginning with the 2015 Annual Meeting, each Chapter and Section of AIA Michigan shall be permitted to elect that number of Directors set forth next to such Chapter's or Section's name below. For joint Chapters or Sections (noted below as "jointly elected"), beginning at the 2015 Annual Meeting, one of the Chapters or Sections, selected by lot, will elect such Director, and at the next election, the other Chapter or Section will elect a Director; -provided, however, that if a Chapter or Section fails to so elect a jointly elected Director, then the other Chapter or Section may do so, in which case the ability to elect a Director will alternate at the next election. For the 2015 Annual Meeting, three (3) of the seven (7) components noted below, selected by lot, will elect a Director for a one (1)-year term and the remainder will elect a Director for a two (2)-year term. Thereafter, Directors will be elected to serve two (2)-year terms.

- a. Upper Peninsula and Saginaw Valley - one Director – jointly elected;
- b. Upper Great Lakes and Northern Michigan - one Director – jointly elected;
- c. Grand Rapids - one Director - not jointly elected;
- d. Huron Valley - one Director - not jointly elected;
- e. Flint and Mid-Michigan - one Director – jointly elected;
- f. Southwest - one Director – not jointly elected;
- g. Detroit - three Directors - not jointly elected.

6.2.1.1 - Terms of Directors. Except as set forth in Section 6.2.1 with respect to the 2015 Annual Meeting, the terms of office of elected Directors shall commence upon the call to order of the year-end organizational meeting of the Board, and shall expire upon the call to order of the organizational meeting of the Board two years thereafter.

6.2.1.2 Eligibility. Directors elected shall be Members in good standing of the Institute. Each of the then-current Secretary and Treasurer shall be elected as the Director representative for their respective Chapter or Section.

6.2.1.3 Vacancy. Should a vacancy occur for any reason other than expiration of term of office, the Chapter or Section electing such Director shall promptly fill such vacancy for the unexpired term. If such vacancy is not filled within 60 days after notification of the vacancy, then the Board may appoint a Director from such Chapter or Section and shall notify such Chapter or Section.

6.2.1.4 Reallocation of Representation. Chapter and Section representation may be allowed to change as directed by the AIA Michigan Board of Directors as a result of availability, commitment, membership numbers, and the addition of new sections in accordance with policies and procedures adopted by the Board of Directors.

6.2.2 Strategic Council Member (formerly known as “Regional Director”). In accordance with the Institute Bylaws, a Director shall be elected by the Members in good standing entitled to vote for purposes of representing the Members of the Michigan Region on the board directors of the Institute. In addition to the duties prescribed in the Institute Bylaws, the Regional Director shall be a member of the Board of AIA Michigan and shall perform all duties required of this position by these Bylaws. In addition, the Regional Director shall meet with the President of AIA Michigan and the Presidents of the Chapters and Sections at least twice per year, in a formal meeting chaired by the President of AIA Michigan.

6.2.2.1 - Nomination of Strategic Council Member. The Strategic Council Member shall call a regional convocation of delegates to nominate a successor. The Delegates shall consist of the President of AIA Michigan and the Presidents of all Chapters and Sections. The President of AIA Michigan shall preside at the convocation. The Delegates shall nominate one or more Members of AIA Michigan as Regional Director candidates. These names shall be placed in nomination by announcement in an AIA Michigan publication. The publication shall be presented to membership a minimum of 30 days prior to the first of June to allow for nominations to be made by petition containing the signatures of ten Members, or by resolution of any Chapter or Section or its Executive Committee. Nominations are closed June 1st.

6.2.2.2 – Election of Strategic Council Member. The election of the Strategic Council Member shall take place by direct mail ballot. The nominee(s) for Regional Director, their qualifications and platform, shall be presented to membership in an AIA Michigan publication prior to the end of June. The direct mail ballot shall be returned to AIA Michigan on or before July 31. A plurality of votes cast is required for election. The election result shall be announced at the Annual Meeting of AIA Michigan.

6.2.2.3 – Term of Office. The Strategic Council Member shall be elected to a term as prescribed by the Institute.

6.2.2.4 Vacancy in the Office of Strategic Council Member. Should a vacancy occur in the office of Strategic Council Member for any reason other than the term of office is expired, the Board shall, within 60 days of the date of vacancy, elect a Member of AIA Michigan to fill the unexpired term. The Secretary shall promptly send the name of the newly elected Strategic Council Member to the Institute.

6.2.3 Associate Director. There shall be one Director representing Associate Members of AIA Michigan. The Director shall be an Associate Member of the Institute in good standing and shall be nominated by the Associate Committee of AIA Michigan and elected by the Members as prescribed in these Bylaws to a two-year term. The Board shall fill vacancies in unexpired terms should any occur. The Associate Director shall also serve on the AIA National Associate Member Committee, representing the Michigan Region.

6.2.4 At Large Directors. There will be up to four (4) at-large AIA Michigan Directors chosen by the Members from among the following five (5) categories. Two (2) of the three (3) categories will be represented at each election. Filling the remaining two categories is not required. A nominating committee of the Board shall nominate the candidates for vote by the Members at the Annual Meeting. At-large Directors shall serve terms as set forth below, and any vacancy shall be filled by the Board.

1. Professional Affiliate Director. The Director shall be a Professional Affiliate Member of AIA Michigan and shall be appointed by the Board as prescribed in these Bylaws to a two-year term.

2. American Institute of Architecture Students Director. The AIAS Director shall be eligible to serve if he or she is a member in good standing of AIAS and has been selected to a one-year term by AIAS in a process that rotates representation among AIAS chapters.

3. Educational Director. There shall be one Director representing accredited schools of architecture. The Director shall be a Member of AIA Michigan in good standing and shall be appointed by the Board as prescribed in these Bylaws to a two-year term.

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4. At-Large Director: The Director shall be a Member of AIA Michigan in good standing and shall be appointed by the Board as prescribed in these Bylaws to a two-year term. The At-Large Director is eligible for an officer position.

5. Public At Large Director: The Public Director shall be a person who is not a licensed architect who represents the general public and/or a related constituency such as allied professions, state or municipal government, or other groups with a vested interest in the built environment. The Public At Large Director shall be appointed by the Board as prescribed in these Bylaws to a two-year term, and is not eligible for an officer position.

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6.2.5 Additional Directors. In addition to the Directors representing Chapters and

Sections, the Strategic Council Member, the Associate Director and the At Large Directors, all elected as set forth in Sections 6.2.1 through 6.2.4 above, the following shall also serve as Directors:

1. The Vice President (unless such person is already serving as a Director);
2. The President;
  - a) The President, if serving as an elected Chapter or Section director at the time of accession to office, shall vacate such Chapter or Section directorship.
3. The immediate Past-President (unless such person is already serving as a Director); and
4. AIA Michigan's Executive Director shall be an *ex-officio*, non-voting member of the Board but shall not have fiduciary duties of a Director.

**6.2.6 Removal of Directors for Cause.** If any Director fails to attend three (3) meetings of the Board during any calendar year, the President may call a meeting of those Members who elected that Director for the sole purpose of considering the removal of such Director and the election of a substitute Director to serve for the remainder of the removed Director's term. Any vacancy created hereby that is not filled within sixty (60) days shall be filled by the Board from a Member representing the same category as the removed Director.

### 6.3 OFFICERS

**6.3.1 Officers.** The proposed officers of AIA Michigan shall be the President, Vice President/ President-elect, Secretary and Treasurer. Officers shall be AIA Architect members in good standing and members of the current AIA Michigan Board.

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**6.3.2 The President.** The President shall exercise general supervision over the affairs of AIA Michigan, except those matters placed by these Bylaws or by the Board under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of AIA Michigan and of the Board; appoint, with the concurrence of the Board, all committees; sign, together with the Secretary and when so authorized by the Board, all contracts and legal documents for and in the name of AIA Michigan; provided, however, that the Board may authorize other officers or agents of AIA Michigan to sign contracts and legal documents in the name of AIA Michigan; have charge of and exercise general supervision over the offices and employees of AIA Michigan, submit a report to the annual meeting of AIA Michigan, serve as AIA Michigan delegate to the annual convention of the Institute, and shall perform all other duties usual and incidental to the office.

**6.3.2.1 Authority.** The President shall act as spokesperson of AIA Michigan and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board. The President shall not obligate or commit AIA Michigan unless the obligation or commitment has been specifically authorized by the Board in the budget.

6.3.3 The Vice President/President-elect. The Vice President/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 or the President.

6.3.3.1 Succession. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.3.4 The Secretary. The Secretary shall act as the recording and corresponding secretary of AIA Michigan and the Board, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of AIA Michigan, except property that is placed under the charge of the Treasurer; issue all notices of AIA Michigan; keep its membership roll; sign all instruments and matters that require the attestation or approval of AIA Michigan, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board and AIA Michigan; in collaboration with the President, have charge of all matters pertaining to the meetings of AIA Michigan, and shall perform all other duties usual and incidental to the office. The Secretary may delegate some of its duties, subject to the Secretary's supervision or as otherwise directed by the Board.

6.3.4.1 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers (and directors) of AIA Michigan and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.3.5 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of AIA Michigan; prepare the budgets, collect amounts due AIA Michigan, 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 perform all duties usual and incidental to the office.

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

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

Treasurer.

6.3.5.3 Liability. The Treasurer shall not be personally liable for any loss of money or funds of AIA Michigan 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.

6.3.6 Nomination and Election. A nominating committee consisting of President, Vice President, immediate Past-President and Executive Director (ex officio) shall meet. The committee shall review the qualifications of all persons eligible to serve as officers for the succeeding year, shall prepare a slate of names for those offices to be filled, and shall place these names in nomination at a Board meeting. Additional nominations may be made from the Board. Officers for the subsequent year shall be elected by the Board.

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6.3.7 Terms of Office. The term of office of the President, who has assumed the office by automatic succession, Vice President, Secretary and Treasurer will commence upon the call to order of the organizational meeting and shall expire at the succeeding year's organizational meeting.

6.3.8 Vacancy. Should a vacancy occur, for any reason other than the term of office has expired, in the office of:

6.3.8.1 President, the Vice President shall assume the duties of the President for the remainder of the unexpired term;

6.3.8.2 Vice President, the Board shall nominate and elect an eligible director to fill the vacancy for the unexpired term; a director so elected shall become President by automatic succession;

6.3.8.3 Secretary or Treasurer, the Board shall nominate and elect an eligible director to fill the vacancy for the unexpired term.

6.3.9 Succession of Duties. In the event that the President and Vice President shall be absent, or unable, refuse or fail to act, the Secretary and Treasurer, in that order, shall, in addition to their own duties, perform as may be required the duties of the President and Vice President.

#### 6.4 ACTIONS OF THE BOARD OF DIRECTORS

6.4.1 Meetings. The Board shall meet in a regular or special meeting in order to transact business.

6.4.1.1 Organizational Meeting. The first regular meeting of each Board shall be held in December and shall be known as the organizational meeting. At the organizational meeting, the incoming Board shall take over the business of the retiring Board, shall determine organization, general plans and policies for the succeeding year.

6.4.1.2 Regular Meetings. Regular meetings are those announced at the organizational meeting for the upcoming year. The

announcement shall include both the time and place of regular meetings. No less than six regular meeting shall be scheduled each year. The time between consecutive regular meetings shall be no more than 90 days. A notice of the time and place of each meeting of the Board shall be sent to every officer and director not less than 10 days before the date fixed for the meeting.

6.4.1.3 Special Meetings. A special meeting of the Board shall be held if called by the President, requested by a majority vote of the Board, or at the written request by a majority of the entire membership of the Board. 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, and only the business stated in the call and notice shall be transacted at the special meeting. No meeting shall be scheduled for a date less than five days subsequent from the date notice was given.

6.4.2 Waiver of Notice. Either the call and notice of a regular or special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board.

6.4.3 Quorum and Vote. A majority of the members of the Board shall constitute a quorum for the transaction of its business, provided that not less than a majority of the elected officers are present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

6.4.5 Participation in a Board Meeting. Any meeting can include participation via any means of communication by which all persons participating in the meeting are able to hear one another and provided that a mechanism is provided that allows real-time participation in both audio and visual portions of the meeting content, and that participants included in the quorum are engaged fully in the meeting. Any agreement or act of the officers and directors, unless occurring at a duly called meeting, shall not constitute an act of the Board or be effective or binding on AIA Michigan, the Board, or any members thereof.

6.4.6 Decisions. Each decision of a meeting of the Board shall be by a majority vote, unless a larger vote is required by these Bylaws. A concurring vote of not less than 2/3 of the members of the Board then in office (not including any unfilled vacancies) shall be required to adopt, amend, suspend, or rescind rules or regulations supplementing these Bylaws.

## 6.5 EXECUTIVE COMMITTEE OF THE BOARD



6.5.1 Membership of the Executive Committee There shall be an Executive Committee of the Board composed of the President, Vice President, Secretary, Treasurer, the immediate Past-President and the Strategic Council Member. The Executive Director shall serve in an *ex officio*, non-voting capacity.

6.5.2 Functions of the Executive Committee The Executive Committee shall have final authority, right and power to act for the Board on all matters which lie within the jurisdiction of the Board, except that the Executive Committee shall not implement any major policy or take any action which would conflict in whole or in part with any decision of the membership of AIA Michigan. However, the Executive Committee does not have power or authority to do any of the following:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or conversion.
- (c) Recommend to Members the sale, lease, or exchange of all or substantially all of AIA Michigan's property and assets.
- (d) Recommend to Members a dissolution of the corporation or a revocation of a dissolution.
- (e) Amend these Bylaws.
- (f) Fill vacancies in the Board.
- (g) Fix compensation of the Directors for serving on the Board or on a committee.
- (h) Cancel shares or terminate memberships.

#### 6.5.3 Meetings of the Executive Committee

6.5.3.1 Power to Call. Meetings of the Executive Committee shall be held when so directed by the Board or when called by the President.

6.5.3.2 Notice. All members of the Executive Committee shall be notified of each Committee meeting not less than 48 hours before the meeting; provided, however, that any Committee member may waive such notice.

6.5.3.3 Quorum. A quorum for a meeting of the Executive Committee shall consist of a majority of the entire membership of the Committee.

6.5.3.4 Must Meet to Act. The Executive Committee must actually meet to transact business; provided, however, that a telephone conference call or other similar means which permits mutual discussion by all members participating therein shall be considered a meeting. Any agreement or act of the Executive Committee, unless occurring at a duly called meeting, shall not constitute an act of the Executive Committee or be effective or binding on AIA Michigan, the Board, the Executive Committee, or any members thereof.

6.5.3.5 Decisions. Each decision of a meeting of the Executive Committee shall be by a majority vote of the entire membership of the Committee.

6.5.3.6 Minutes. The minutes of each meeting of the Executive Committee shall be kept by the Secretary and shall be distributed to all members of the Board following their approval.

## 6.6 REPORTS OF THE BOARD OF DIRECTORS

6.6.1 Report to Members. The Board shall render a full report in writing to each annual meeting of AIA Michigan of the condition, interests, activities and accomplishments of AIA Michigan, making such recommendations with respect thereto as it deems proper.

6.6.2 Report to Institute. The Board 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.

## 6.7 COMMITTEES AND COMMISSIONS

6.7.1 Formation and Composition. Standing committees and special committees may be established to perform services for AIA Michigan. Each such committee may create one or more sub-committees. Committees may be established by the Board, by the Executive Committee, or by the membership at any meeting of AIA Michigan. The President, with concurrence of the Board, shall annually appoint all committee chairs and vice chairs.

## ARTICLE 7: FINANCES

### 7.1 FINANCES

7.1.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board (by the concurring vote of two-thirds of those present) shall adopt an annual budget showing in detail the anticipated income and expenditures of AIA Michigan for the immediately succeeding year.

#### 7.1.2 Expenditure Limitations.

7.121 General. No Member, officer, director, committee, commission, employee or agent of AIA Michigan shall have any right, authority or power to expend any money of AIA Michigan, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind AIA Michigan to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board or a specific resolution at a meeting of AIA Michigan.

7.122 The Board of Directors. The Board shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of AIA Michigan for the year unless specifically authorized to do so (by two-thirds majority vote of the Board) at a duly called meeting of the Board; provided, however, that the Board may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of AIA Michigan's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

7.123 Limitations on Individuals. No officer, director, committee, member, or employee of AIA Michigan shall have any right, authority or power to incur any expense or obligation on account on any specific appropriation in excess of the unexpended and unencumbered balance of said appropriation.

7.1.3 Annual Fiscal Report. At the end of each fiscal year, a firm authorized by the Board shall prepare a compilation of the financial records of AIA Michigan for said fiscal year. Upon completion of this compilation, the Treasurer shall prepare a financial report, showing in detail the income and expenditures for said fiscal year. This report, or summary thereof, shall be available to every Member of AIA Michigan no later than May 1, following the end of said fiscal year.

7.1.4 Fiscal Year. The fiscal year of AIA Michigan shall be January 1st to December 31st.

### 7.2 REAL AND PERSONAL PROPERTY

7.2.1 Authority. In order to carry on its affairs and exercise its powers AIA Michigan may acquire and dispose of real and personal property for its own use.

7.2.2 Gifts. Only the Board shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of AIA Michigan; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of AIA Michigan, or that will place an undue financial or other burden on AIA Michigan.

7.3 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 AIA Michigan. (AIA Bylaws Section 7.2)

\*7.4 INSTITUTE PROPERTY INTERESTS

AIA Michigan shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of AIA Michigan, and the Institute shall not be liable for any debt or other obligation of AIA Michigan. (AIA Bylaws Section 4.08) AIA Michigan shall have no financial interest in the property, assets, or liabilities or any organization in which it may be affiliated, unless specifically agreed to in writing by both parties and approved by a 2/3 vote of the membership at any meeting of AIA Michigan.

## ARTICLE 8: GENERAL PROVISIONS

### 8.1 EXECUTIVE OFFICE:

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

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board may authorize as may be necessary to perform the duties assigned by the Board;
3. Attend all meetings of the Board and Executive Committee as a member ex officio without vote;
4. Make reports to the Board on the affairs and business of AIA Michigan when requested by the Board and Executive Committee.

### 8.2 RECORDS OPEN TO MEMBERS:

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of AIA Michigan, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of AIA Michigan during the business hours fixed by the Board, by any Member of AIA Michigan in good standing.

### 8.3 PUBLICATIONS

8.3.1 Scope and Responsibility. The Board may adopt means to prepare, publish, print, sell or otherwise distribute any document, book, and brochure or any other information or literature concerning any matter that will tend to promote the purposes of AIA Michigan. The Board shall be responsible for the control and supervision of the text, advertising matter, and all matters of finance in connection with any such publication.

8.3.2 As Official Notice or Report. The printing and distribution of an official notice or report in any official publication of AIA Michigan shall satisfy the requirements of these Bylaws regarding publication and distribution of such notice or report; provided that;

1. The notice is sent to all persons specified by these Bylaws;
2. The notice is sent on a date which meets the time requirements specified in these Bylaws.

8.4 PARLIAMENTARY AUTHORITY:

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by AIA Michigan and shall govern AIA Michigan, the Board, and AIA Michigan committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by AIA Michigan or by the Board.

8.5 LIABILITY, INDEMNIFICATION AND INSURANCE

8.5.1 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of AIA Michigan shall not be personally liable for its debts, obligations or liabilities.

8.5.2 Indemnification. To the full extent permitted by law, AIA Michigan shall indemnify directors, officers, employees, and commission and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

1. Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.
2. Persons Indemnified. Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or commission or committee member of AIA Michigan.
3. Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgment, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit or proceeding.

8.5.3 Insurance. The Board shall authorize the purchase and maintenance by AIA Michigan of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of AIA Michigan as shall protect them against any liability asserted against them in such capacity, whether or not AIA Michigan would have the power to indemnify such persons under applicable law.

## ARTICLE 9: BYLAWS AMENDMENTS

### 9.1 AMENDMENTS BY THE MEMBERS

9.1.1 Notice of Proposed Amendments. Except as otherwise set forth in Section 4.4.5, these Bylaws may be amended by the Members in good standing entitled to vote by a concurring vote of not less than 2/3 of the votes cast provided that a notice stating the text and purpose of each proposed amendment is sent to every Member eligible to vote thereon not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on. Each amendment shall become effective only if and when approved by the Institute. Upon receipt of said approval, the Secretary shall enter the amendment in these Bylaws, with the effective date thereof.

9.1.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the votes cast of the Assigned Members of AIA Michigan to amend a Bylaw relating to such Assigned Members.

### 9.2 AMENDMENTS BY THE BOARD OF DIRECTORS

\*9.2.1 Conformity with Institute Bylaws. The Board without action by the Members, shall amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendments to them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws. *(AIA Bylaws Section 4.06)*

9.2.2 Amendment initiated by the Board. The Board, by a concurring vote of not less than 2/3 of the entire membership of the Board, and without further action by the Members of AIA Michigan, may rearrange, retitle, and renumber various articles, sections, and paragraphs of these Bylaws, and make minor changes in wording for purposes of clarity and consistency; provided that such changes do not change the meaning or intent of any part of these Bylaws. Each such amendment shall become effective only if and when approved by the Institute. Upon receipt of said approval, the Secretary shall enter the amendment in these Bylaws with the effective date thereof.

9.2.3 Amendment directed by the Institute. The Board, without further action by the Members of AIA Michigan, shall amend any of these Bylaws if, which and as directed by the Institute. The Secretary shall enter any such amendment in these Bylaws with the effective date thereof.

**9.3 NOTIFICATION OF AMENDMENTS** When these Bylaws are amended, whether by action of the membership or by the Board, and upon approval of such amendments by the Institute, the membership of AIA Michigan shall be notified of said amendments.