

**BYLAWS OF AIA SAN FRANCISCO  
A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS**

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**PREFACE**

These Bylaws describe the general procedures under which AIA San Francisco (the “Chapter”) operates and which may periodically be revised in compliance with the Institute Bylaws (as referenced below), and as provided by these Bylaws and by the California Nonprofit Corporations Code. Other complementary documents include the Chapter Charter, the Chapter’s Articles of Incorporation, and the most current version of the Bylaws of the American Institute of Architects (the “Institute Bylaws”).

**ARTICLE 1: ORGANIZATION**

**1.0. GENERAL PROVISIONS**

1.0.1. Name of Chapter. The name of this organization, as described by the Chapter’s Articles of Incorporation, is AIA San Francisco, a Chapter of The American Institute of Architects.

1.0.2. Definitions In these Bylaws, the following references apply:

1.0.2.1. ~~————~~ Affiliate Organization. An unrelated but complementary organization formally designated as an Affiliate Organization in compliance with Section 1.1.1 of these Bylaws.

1.0.2.2. Allied Member. A Member employed outside of architectural practice involved in a position allied to the field of architecture, as further described in Section 3.0.1.4 of these Bylaws.

1.0.2.3. Architect Member. A licensed “Architect” member of the Institute who is also a Member of this Chapter, as further described in Section 3.0.1.1 of these Bylaws.

1.0.2.4. Associate Member. An unlicensed “Associate” member of the Institute who is also a Member of this Chapter, as further described in Section 3.0.1.2 of these Bylaws.

1.0.2.5. Board. The Board of Directors of this chapter is referred to as Board.

1.0.2.6. Chapter. The above named Chapter is referred to as Chapter.

1.0.2.7. Directors. The directors of this Chapter’s Board of Directors are each referred to as Director.

1.0.2.8. Directors to the State Organization. The Chapter’s representatives to the Board of Directors of the State Organization are referred to as Directors to the State Organization.

1.0.2.9. Honorary Member. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter and who has rendered the profession significant and valuable service within the territory of this Chapter, and who has been named an Honorary Member in accordance with Section 3.4 of these Bylaws.

1.0.2.10. Institute. The American Institute of Architects is referred to as the Institute.

1.0.2.11. Institute Board. The Board of Directors of the Institute is referred to as the Institute Board.

1.0.2.12. Member. Unless the context indicates otherwise, the words Member, Members

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or Membership refer to all individuals who have been admitted as Members of this Chapter, as further described in Article 3. Only Architect Members, Associate Members and Student Affiliates (that is, the Members with the right to vote) are “members” within the meaning of Section 5056 of the California Nonprofit Corporations Code (such Members are sometimes referred to herein as “Voting Members”). For the avoidance of doubt, any references in these Bylaws to Member, Members or Membership in the context of voting, shall apply only to those Members eligible and entitled to vote on that matter.

- 1.0.2.13. Officers. The officers of this Chapter are each referred to as Officer.
- 1.0.2.14. State Organization. The American Institute of Architects California is referred to as State Organization or AIA CA.
- 1.0.2.15. Student Affiliate. A Student Affiliate shall be a Member who is a student in a college, university or secondary school within the territory of the Chapter or a student of the University of California at Berkeley, as further described in Section 3.2 of these Bylaws.
- 1.0.3. Purpose. The specific and primary purposes of this Chapter are to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, and to do all and everything permitted by law for the accomplishment of the foregoing purposes or otherwise, which may be calculated directly or indirectly to promote the interests of this Chapter; provided that the foregoing purposes and the specific powers shall not be held to limit or restrict in any manner the powers of this Chapter.
- 1.0.4. Territory. The jurisdiction of this Chapter shall be the territory prescribed by the Institute and as adopted by the Board.
- 1.0.5. Composition. This Chapter is a nonprofit, membership corporation incorporated under the laws of the State of California on August 2, 1955, and is a successor of the San Francisco Chapter, The American Institute of Architects, an unincorporated association chartered by the Institute on May 1, 1881. It is composed of individuals only, and its Members shall be Architect Members and Associate Members of the Institute assigned to it by the Secretary of the Institute, along with any Unassigned Members, Student Affiliates, Allied Members and Honorary Members admitted to this Chapter at the Chapter’s discretion in accordance with Article 3 of these Bylaws.

**1.1. AFFILIATIONS, SPONSORSHIPS, ENDORSEMENTS, AND PUBLICATIONS**

**1.1.1. AFFILIATIONS**

- 1.1.1.1. Purposes of Affiliations. This Chapter may affiliate with any non-profit or public sector organization (an “Affiliate Organization”) that is not used or maintained for financial gain, price fixing or political purposes, if and while the purposes of this Chapter will be promoted by such affiliation.
- 1.1.1.2. Agreements of Affiliation. Every affiliation with an Affiliate Organization must be authorized by the President or his/her designee.
- 1.1.1.3. Statement of Purpose. Every agreement of affiliation with an Affiliate Organization shall state the purposes of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

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- 1.1.1.4. Limitations. No Affiliate Organization shall have any voice in the affairs of this Chapter nor shall it bind or obligate this Chapter to any policy or activity unless the Board has voted to be so bound or obligated.
- 1.1.1.5. Privileges of Affiliate Organizations. The representatives of an Affiliate Organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the President.

1.1.2. SPONSORSHIPS

- 1.1.2.1. Purpose. The Chapter is authorized to accept sponsorship contributions, monetary or service in kind, from or with other organizations or business enterprises for the purpose of providing benefit to the Members. Benefit includes service to the Members, and the hosting of membership events, for chapter business, education, or fellowship.
- 1.1.2.2. Limitations. The Chapter may provide said sponsors the opportunity to present and distribute information to the membership. Such dissemination of information shall not constitute endorsement of the subject information, nor serve as an affiliation between the Chapter and said sponsor.

1.1.3. ENDORSEMENTS

- 1.1.3.1. Endorsements of Enterprises. The Chapter shall not sponsor or endorse any enterprise whether public or private, operated for profit.
- 1.1.3.2. Endorsements of Materials. No Officer, Director, committee member or employee of the Chapter in his or her official capacity shall approve, sponsor, endorse, or do anything that may be deemed or construed to be an approval, sponsorship, or endorsement of any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product.

1.1.4. PUBLICATIONS

- 1.1.4.1. Publications. Subject to prior approval of the Board, this Chapter 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 its objectives.

**ARTICLE 2: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS**

2.0. THE INSTITUTE

- 2.0.1. Cooperation and Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute Board. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.
- 2.0.2. Conformity with Institute Policy. No act of this Chapter, its Board, or any Chapter committee, or any Officer or Director shall directly or indirectly nullify or contravene any act or policy of the Institute.

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2.0.3. Delegates to Institute Meetings. Members of this Chapter shall be represented at meetings of the Institute by member delegates as prescribed in the Institute Bylaws.

2.0.3.1. Selection of Delegates. The member delegates to the Institute shall be selected by the Board from the Architect Members and Associate Members of this Chapter in good standing. Any Section of this Chapter established in accordance with Institute Bylaws shall be entitled to select its own delegates.

2.1. STATE ORGANIZATION

2.1.1. Cooperation and Authority. The Board shall cooperate with the State Organization in all matters consistent with the purposes and policies of the Institute and this Chapter, and by agreement with the State Organization, may represent and act for it within the territory of this Chapter.

2.1.2. Directors. The membership of this Chapter shall be represented on the Board of Directors of the State Organization by Directors to the State Organization as prescribed by the State Organization Bylaws. The directors to the State Organization shall be nominated, elected and serve for terms as described in Article 7 of these Bylaws.

**ARTICLE 3: MEMBERSHIP**

3.0. GENERAL PROVISIONS

3.0.1. Categories of Membership. The Membership of this Chapter shall consist of: Architect Members, Associate Members, Student Affiliates, Allied Members, and Honorary Members.

3.0.1.1. Architect Members. Architect Members shall be those individuals admitted as "Architects" to the Institute with full voting status and privileges. Architect Members shall be designated as either Assigned Members or Unassigned Members, in accordance with Section 3.0.2. Architect Members may also hold the titles Fellow and/or Emeritus.

3.0.1.2. Associate Members. Associate Members shall be those individuals admitted as "Associates" to the Institute with limited voting status and privileges as described in the Institute Bylaws. Associate Members shall be designated as either Assigned Members or Unassigned Members, in accordance with Section 3.0.2. Associate Members may also hold the title Emeritus.

3.0.1.3. Student Affiliates. Student Affiliates shall be students in a college, university or secondary school within the territory of the Chapter or a student of the University of California at Berkeley who have been admitted as Members.

3.0.1.4. Allied Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied 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. Allied Members may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and other professionals whose work is related to the practice of architecture and the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

3.0.1.5. Honorary Members. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter and who has rendered the profession

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significant and valuable service within the territory of this Chapter may be named an Honorary Member in accordance with Section 3.4.

- 3.0.2. Designation as Assigned Or Unassigned Membership. Each Architect Member and Associate Member of this Chapter shall be designated either as an Assigned Member or an Unassigned Member, as follows:
- 3.0.2.1. Assigned Members. Assigned Members shall be those Architect Members and Associate Members assigned to this Chapter by the Secretary of the Institute.
- 3.0.2.2. Unassigned Members. Unassigned Members are those Architect Members or Associate Members assigned to another chapter of the Institute who apply and are admitted to unassigned membership of this Chapter as prescribed in Section 3.1.2 of these Bylaws. This Chapter shall enroll within thirty days any Unassigned Member accepted by this Chapter.
- 3.0.3. Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 3.0.4. Non-resident Status. Non-resident status shall be accorded to Members who reside and have their principal place of business outside the territory of the Chapter and not in the territory of another chapter. Members who have applied for and been granted such status by the Chapter shall have the same rights and privileges as resident Members in the same category, except that the Chapter may lower dues and/or assessments for such Members as provided in Article 10 of these Bylaws.
- 3.0.5. Enrollment of Members. Every Member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a Member of this Chapter.
- 3.0.6. Resignations. Any Member may resign from this Chapter and/or the Institute 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.
- 3.0.7. Good Standing Defined. To be in good standing in the Chapter, Members must have paid all dues and other obligations due to the Institute, the Chapter and any other component organizations of the Institute to which they are assigned.
- 3.0.8. Loss or Suspension of Interests, Rights and Privileges. A Member who resigns, or is suspended or terminated by the Institute or this Chapter loses all rights in this Chapter, the State Organization and the Institute, including any right to use the Chapter's, the State Organization'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 the Chapter.
- 3.1. ARCHITECT AND ASSOCIATE MEMBERS; ASSIGNED AND UNASSIGNED MEMBERSHIP
- 3.1.1. Privileges. The qualifications, rights and privileges of Architect Members and Associate Members, including their designation as Assigned or Unassigned Members, shall be as those granted by law and fixed by the Institute Bylaws and these Bylaws. An Unassigned Member has the same rights and privileges as an Assigned Member of the same membership category, except that an Unassigned Member shall not represent his or her membership in meetings of the Institute or

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the State Organization and shall not vote at any meeting of this Chapter on matters affecting the Institute or the State Organization.

- 3.1.2. Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under Institute Bylaws, the Chapter will send a recommendation to the Secretary of the Institute to deny the application. This Chapter, without action by the Institute, may admit to unassigned membership any Architect or Associate Member assigned to another chapter who applies for such membership in writing.
  - 3.1.3. Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in this Chapter.
  - 3.1.4. Termination. The membership of an Assigned Member in this Chapter is terminated by the death of the Member, resignation or termination of membership in the Institute, or reassignment of the Member to another State Organization or chapter. Membership of an Unassigned Member in this Chapter is terminated by the death of the Member and by resignation or termination of membership in the Institute. In addition, the Board may terminate Unassigned Members for default in payment of obligations to the Institute or Chapter.
  - 3.1.5. Emeritus Members. A Member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus Member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such Members, other than the payment of regular and supplemental dues, shall remain unchanged.
  - 3.1.6. Fellows. An Architect Member who has been in good standing for at least ten years may be nominated for, and advanced to, Fellow status under guidelines set by the Chapter and the Institute.
- 3.2. STUDENT AFFILIATES
- 3.2.1. Admission. Every application for admission to membership as a Student Affiliate in this Chapter shall be promptly acted upon by the Chapter.
  - 3.2.2. Rights and Privileges. Student Affiliates in good standing may speak or make motions at any meeting of this Chapter and vote on any matter except matters concerned with the establishment of dues for Architect Members or disciplinary action. A Student Affiliate may serve either as a member or as chairperson of any Chapter committee that is not concerned with disciplinary matters. A Student Affiliate may not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.
  - 3.2.3. Termination. Student Affiliate memberships shall ipso facto be terminated on January 1 of the year following the termination of the student status of the Student Affiliate or upon the death of the Student Affiliate, or by resignation or by default in payment of obligations under the conditions prescribed in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.
- 3.3. ALLIED MEMBERS
- 3.3.1. Admission. Every application for admission to Allied membership in this Chapter shall be promptly acted upon by the Chapter.
  - 3.3.2. Rights and Privileges of Allied Members. Allied Members in good standing:

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- 3.3.2.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;
  - 3.3.2.2. May attend, speak and make motions, but shall not be eligible to vote on any matter, whether at any meeting of this Chapter or otherwise;
  - 3.3.2.3. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.
  - 3.3.2.4. In addition to the rights and privileges set forth above, Allied Members of this Chapter may use the title "Allied Member of AIA San Francisco" but the title may not be changed by abbreviation or amplification.
- 3.3.3. Termination. Allied membership is terminated by the death or resignation of the Allied Member, by the admission or eligibility to be admitted as an Assigned Member or Unassigned Member, by default in payment of obligations described in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.
- 3.4. HONORARY MEMBERS
- 3.4.1. Nomination and Admission of Honorary Members. A person eligible for Honorary membership may be nominated by any Member. The Board, in executive session, may elect such person as an Honorary Member by the vote of three-fourths of the Board's membership. The voting shall be and remain confidential.
  - 3.4.2. Rights and Privileges of Honorary Members. Honorary Members in good standing:
    - 3.4.2.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;
    - 3.4.2.2. May attend any meeting of this Chapter and speak but may not vote;
    - 3.4.2.3. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute;
    - 3.4.2.4. In addition to the rights and privileges set forth above, Honorary Members of this Chapter may use the title "Honorary Member of the American Institute of Architecture, San Francisco Chapter" but the title may not be changed by abbreviation or amplification;
    - 3.4.2.5. An Honorary Member shall not pay any dues or assessments.
  - 3.4.3. Termination. The Board may terminate the membership of any Honorary Member and strike the name from the records for any reason the Board deems sufficient.

**ARTICLE 4: CHAPTER MEETINGS**

4.0. REGULAR, ANNUAL AND SPECIAL MEETINGS

- 4.0.1. Applicability. This Article applies to Chapter meetings as separate and distinct from Board meetings. Refer to Article 5 for provisions specifically governing Board meetings.
- 4.0.2. Annual Meeting. This Chapter shall hold an annual meeting during the fourth quarter of its fiscal



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year, at the time and place determined by the Board for the purpose of electing the Directors to succeed those whose terms are about to expire; for receiving the annual reports of the Board and the Treasurer; and for the transaction of such other business as may be appropriate.

- 4.0.3. Special Meetings. A special meeting of this Chapter may be called by the President or the Board or by written petition signed by no less than 5 percent of the total number of Members of the Chapter eligible to vote. In the latter event the Board shall call the special meeting for the purposes set out in the petition within 20 days after receiving same, and the meeting must be scheduled to take place within 35 to 90 days of receipt of the petition. No business other than that specified in the notice of the special meeting shall be transacted at said meeting.
- 4.0.4. Notice of Meetings. A notice of each Annual Meeting and each Special Meeting, stating the time and place at which it will be held and the general nature of the business to be transacted, shall be sent by first-class mail, facsimile or electronic mail (provided that if notice is given by facsimile or electronic mail, the recipient has provided the Chapter with his or her unrevoked consent to receive notices in such manner) by the Secretary to each Member entitled to vote at the meeting at least ten (10) calendar days (but no more than 90 calendar days) prior to the meeting, or as required by these Bylaws, unless a longer notice is required by law. The publication of a notice of an annual or of a special meeting in the Chapter newsletter or other official publication of this Chapter shall satisfy the requirement of notice provided the publication is sent to Members entitled to such notice at the addresses for the Members appearing on the books of the Chapter in time for them to receive it at least ten days prior to the meeting.

4.1. QUORUM AND MINUTES FOR CHAPTER MEETINGS

- 4.1.1. Quorum at Meetings. At any meeting of this Chapter, a quorum for the transaction of business shall be one-twentieth (1/20) of the Members entitled to vote. Except as otherwise required by law, the Articles or these Bylaws, the Members entitled to vote and present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. Any Chapter meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members entitled to vote at the meeting.
- 4.1.2. Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the number of Members (including separately the number of Members entitled to vote) present at the meeting, the matters considered at the meeting and the actions taken shall be kept by the Secretary or the Secretary's designated recorder. The minutes of each meeting shall be signed by the Secretary, published to voting membership within 30 days, and shall be considered approved and thereafter filed in the Chapter's record, unless contested in writing within ten days. If contested, the Secretary will review the items noted and will determine whether to incorporate the changes, or reject them; providing a written rationale for doing so. Minutes and the rationale, if any, will be reposted for a period of five days, and the minutes shall be considered approved and thereafter filed in the Chapter's record, unless the modification is contested in writing within ten days. Only objections to the modification will be considered during this additional 10-day period.

4.2. DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

- 4.2.1. Majority Vote. Every decision at a duly held Chapter meeting at which a quorum is present shall be by a majority vote of those Members entitled to vote and in good standing who are present and voting, unless otherwise required by law or these Bylaws.

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- 4.2.2. Roll-Call Vote. A roll-call vote shall be taken at the call of the presiding officer or whenever one-third of the voting Members present so request.
- 4.2.3. Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter; however, a written ballot will be accepted from voting Members incapacitated due to illness, or whose business requires the Member's presence outside a radius of 25 miles from the site of the meeting.
- 4.2.4. Eligibility to Vote. Only Members in good standing with the right to vote shall be entitled to vote. The specific voting rights associated with each category of Membership are described in Article 3 of these Bylaws.
- 4.2.5. Written Ballot. If authorized by the Board, any vote that may be taken at a meeting of this Chapter may be taken by written 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. Any vote taken by written ballot shall be in accordance with the requirements of the California Nonprofit Corporations Law.

**ARTICLE 5: THE BOARD OF DIRECTORS**

5.0. COMPOSITION OF THE BOARD

- 5.0.1. Number and Qualifications. The authorized number of directors of the Chapter (the "Directors") shall be not fewer than fifteen (15) and not more than twenty (20); the exact authorized number shall be as specified by resolution of the Board. The Board of Directors shall be composed as follows:
  - 5.0.1.1. Officers. Each of the six Officers of the Chapter described in Section 6.0 of these Bylaws (President, Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer) shall serve as a Director for the duration of his or her term of office as an Officer.
  - 5.0.1.2. Directors-At-Large. There shall be seven (7) Directors-At-Large elected by the Members. Each such Director shall be either an Architect Member or an Associate Member; provided that no more than three (3) Directors-At-Large may be Associate Members.
  - 5.0.1.3. Public Directors. Up to five (5) Public Directors may be elected by the Members to serve on the Board of Directors. Public Directors may, but are not required to be, Members of the Chapter, but may not qualify as Architect or Associate members of the Institute.
  - 5.0.1.4. Associate Director. The Members shall elect one (1) Associate Member to serve as the Associate Director. This shall not prevent other Associate Members from serving on the Board to the extent provided by these Bylaws.
  - 5.0.1.5. Immediate Past President. The immediate past President of the Chapter (the "Immediate Past President") who has fulfilled his or her term of office as President shall serve on the Board of Directors.
- 5.0.2. Board Representatives. The following individuals shall serve as non-voting representatives to the Board: the Executive Director, and, at the Board's option, an Associate Director-Designate (who, if one is to be appointed, shall be nominated and elected in accordance with Article 6 of these Bylaws), and a Student Affiliate of the Chapter (collectively, the "Board Representatives"). Board Representatives are not Directors or members of the Board of Directors, but may attend and

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speaking at Board meetings, unless otherwise requested by the President or the Board. The student representative shall not sit with the Board during its executive sessions or in consideration of matters of professional conduct.

**5.1. POWERS, DUTIES AND AUTHORITY OF BOARD**

5.1.1. Powers. The business of this Chapter shall be managed by the Board of Directors, herein referred to as the Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of California, by the Articles of Incorporation of this Chapter and by these Bylaws.

5.1.2. General Duties. The Board shall be responsible for the execution of all general policies, directions and instructions adopted at any meeting of this Chapter and shall act for and on behalf of this Chapter in all matters within its jurisdiction. The Board shall also:

5.1.2.1. Manage, direct, control and administer the affairs and business of this Chapter. Management includes delegation of specific duties to the administrative personnel hired for, and working on behalf of, the Chapter under the supervision of the Executive Director;

5.1.2.2. Establish its policies;

5.1.2.3. Govern its Membership;

5.1.2.4. Admit its Honorary Members;

5.1.2.5. Recommend to the Institute admission of its Architect and Associate members;

5.1.2.6. Exercise all authority, rights and powers granted by the Board by the laws of California; and

5.1.2.7. Conduct its business as required by said laws and these Bylaws.

5.1.3. Specific Duties. The Board shall perform the following specific duties:

5.1.3.1. Rules and Regulations. The Board may establish and adopt rules and regulations to supplement the provisions of these Bylaws. These rules and regulations shall be kept current in the Rules of the Board book and shall remain in force and effect until modified by the Board. In the event of any inconsistency between these Bylaws and the Rules of the Board, the provisions of these Bylaws shall control.

5.1.3.2. Contractual Agreements. The Board shall approve all contractual agreements exceeding \$10,000 in annual value, before this Chapter shall enter into them. Such approval may be delegated by the Board in specific cases to the officers, Executive Director or other staff. Ongoing agreements that do not increase in value by more than 5% annually do not require annual re-approval by the Board.

5.1.3.3. Administrative Personnel. The Board shall establish and determine the personnel policies and practices of the administrative office of this Chapter, including but not limited to personnel requirements, salaries and benefits, and shall provide equal opportunities to all individuals. The Executive Director is responsible for the day-to-day oversight of administrative personnel in compliance with the personnel requirements established by the Board.

5.1.4. Freedom from Commitments. No committee, commission, Officer, Director, Member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter has been reviewed and approved by the Board.

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Notwithstanding the foregoing, the Executive Director, operating in accordance with the policies, directives and any applicable resolutions of the Board, may commit the Chapter to the following expenses and activities without specific Board pre-approval:

- 5.1.4.1. For items included in the Chapter's approved annual operating budget, any item that does not exceed the budgeted amount by more than 5%, or as otherwise specifically stated in the budget or in a Board resolution; and
- 5.1.4.2. For items not included in the Chapter's approved annual operating budget, any items up to and including \$2,000 per occurrence, not to exceed \$10,000 in the aggregate in each fiscal year.
- 5.1.5. Delegation of Authority. The Board, to the extent allowed in these Bylaws and the Rules of the Board, may authorize someone other than the Board to perform certain of the delegable duties of the Board. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general direction of the Board which shall be responsible therefor.
  - 5.1.5.1. Executive Committee. The Board shall establish an Executive Committee of the Board, consisting of the President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. The Executive Director may attend meetings of the Executive Committee, as requested by the President. Subject to the limitations set forth below, the Executive Committee shall have the full authority of the Board; provided that the Board may, at any time, revoke or modify any or all of the authority of the Executive Committee. The Executive Committee shall not take any action that would conflict in whole or in part with any action of the Board or any meeting of this Chapter or any rule or policy of the Institute. In addition, the Executive Committee shall have no authority to:
    - a. Take any final action on matters which, under the California Nonprofit Corporation Law, require approval of the Voting Members or approval of a majority of all Voting Members;
    - b. Fill vacancies on the Board or in any committee which has the authority of the Board;
    - c. Fix compensation of the Directors for serving on the Board or on any committee;
    - d. Amend or repeal these Bylaws or adopt new bylaws;
    - e. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
    - f. Appoint any other committee of the Board or the members of such committees;
    - g. Expend corporate funds to support a nominee for Director in an election for Director if more people have been nominated than can be elected; or
    - h. With respect to any assets held in charitable trust, approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Corporations Code.

Minutes of each Executive Committee meeting shall be available to members of the Board within five days of the meeting. A quorum of the Executive Committee shall consist of a majority of its members.

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5.1.5.2. Executive Director. The Board shall have the power to appoint an executive officer, who shall be known as the Executive Director, and who shall be employed by the Chapter and who shall report to the Board. The Executive Director shall:

- a. Be and act as the chief executive officer of this Chapter and as such shall be responsible for the general management of Chapter personnel and affairs, subject to the general direction and control of the Board and to the supervision of the officers of this Chapter;
- b. Attend meetings of the Board and its Executive Committee, unless specifically requested not to attend by the President; and
- c. Make reports to the Board on the affairs and business of this Chapter when requested by the Board.

5.2. MEETINGS OF THE BOARD

5.2.1. Meetings Required. The Board must actually meet in a regular or special meeting to transact business. Any one or more Directors may participate in a meeting of the Board by conference telephone or similar device that allows all persons participating in the meeting to hear one another at the same time. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the action in writing. For purposes of the preceding sentence only, "all Directors" shall be defined in the same manner (and shall exclude the same individuals) as defined in Section 5211(b) of the California Corporations Code.

5.2.1.1. Regular Meetings. Except upon a vote of the Board, the Board shall meet a minimum of six times each calendar year, with each meeting occurring at least twenty-five (25) days after the preceding meeting. At the beginning of each calendar year, the Board shall fix the time and place of its meetings. The Board may hold regular meetings without notice at a time and place determined by it.

5.2.1.2. Organizational Meetings. The Board shall hold a regular organizational meeting at the first Board meeting following the Annual Meeting of this Chapter at which time the new Board shall organize in preparation for taking over the affairs of the retiring Board.

5.2.1.3. Special Meetings. A special meeting of the Board shall be held if so voted by the Board or if requested in writing by a majority of the Directors, or at the call of the President. The Executive Director, or a member of the Executive Committee shall send notice of each special meeting by mail, facsimile or electronic mail (provided that if notice is given by facsimile or electronic mail, each recipient has provided the Chapter with his or her unrevoked consent to receive notices in such manner) at least 4 days before the meeting (and so that such notice is received at least three days before the date of the meeting). Such notices shall state the time, place and the purpose of the meeting and the business to be transacted, and only the business stated in the notice shall be transacted at the special meeting. Any irregularity in or failure of notice shall invalidate the meeting or any action taken at such meeting unless this restriction is waived by the consent of every member of the Board.

5.2.1.4. Executive Sessions. The election of Honorary Members, the discussion of personnel matters, and other topics deemed appropriate shall be discussed in Executive Sessions. An Executive Session of the Board shall be held if so voted by a majority of the Board or at the call of the President. Attendance by those other than Directors shall be at the discretion of the President or by majority vote of the Board. Actions taken by the Board

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while in executive session shall be included in the minutes of the meeting. Minutes from Executive Sessions will be filed in sealed Chapter files, when distribution is restricted for legal compliance reasons regarding personnel matters or other issues requiring confidentiality.

- 5.2.2. Quorum. A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 5.0.1, whichever is greater) shall constitute a quorum for the transaction of the Board's business. If a quorum is not present, a majority of those present may adjourn the meeting from day to day, or to a later date. If the meeting is adjourned for more than 24 hours, notice of the time and place of the meeting must be given to Directors not present at the adjournment.
- 5.2.3. Decision. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless otherwise required by these Bylaws or by law. The vote of a member of the Board shall be entered on the minutes upon request and whenever a roll-call is taken.
- 5.2.4. Minutes. The Secretary or its designated representative shall keep written minutes of each meeting of the Board, recording the Directors and other attendees in attendance, the matters considered at the meeting and every Board action taken. Minutes shall be distributed to the members of the Board for approval at the next meeting and thereafter signed by the Secretary, and sent to the Regional Directors within 30 days after the date of approval and filed with the Chapter's records.
- 5.2.5. Reporting. At the end of each calendar year the Board shall present to the voting membership a full report in writing of the condition, interest, activities and accomplishments of this Chapter, including such recommendation as it deems fit and proper. It shall, if required by the Bylaws of the Institute, send a copy of each report to the Secretary of the Institute, supplementing it with reports on such matters as it deems appropriate. In addition, the Board shall cause an annual report to be prepared within 120 days after the end of the Chapter's fiscal year. That report shall contain the following information in appropriate detail:
- 5.2.5.1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cashflows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Chapter that they were prepared without audit from the Chapter's books and records;
- 5.2.5.2. A statement of the place where the names and addresses of current Voting Members are located; and
- 5.2.5.3. Any information required by Section 8322 of the California Corporations Code.

The Chapter shall annually notify each Voting Member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Section 5.2.5, on written request by a Voting Member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the Chapter may send the report and any accompanying material sent pursuant to this Section by electronic transmission (provided that the recipient has provided the Chapter with his or her unrevoked consent to receive communications in such manner).

This Section shall not apply if the Chapter receives less than \$10,000 in gross revenues or receipts during the fiscal year.

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**ARTICLE 6: OFFICERS AND DIRECTORS OF THE CHAPTER**

6.0. Officers: The Officers of the Chapter shall be the President of the Chapter, the Vice President of the Chapter, the Secretary of the Chapter, the Treasurer of the Chapter, the Assistant Secretary of the Chapter and the Assistant Treasurer of the Chapter. Each Officer must be an Architect Member of the Chapter and shall also serve as a Director during the duration of his/her term of office as an Officer.

6.0.1. President

6.0.1.1. The President shall exercise general supervision of the business and affairs of this Chapter, except those placed by these Bylaws under the administration or supervision of the Secretary and the Treasurer. The President shall perform all the duties incidental to the office, those required by law and these Bylaws, and those properly delegated to the office by the Board.

6.0.1.2. The President shall speak on behalf of this Chapter and act as its representative, and shall commit or obligate this Chapter only as specifically authorized by these Bylaws and the Board.

6.0.1.3. The President shall preside at each meeting of this Chapter and of the Board and of the Executive Committee.

6.0.1.4. The President shall have the authority to sign contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter. The President, with the Board's approval, may delegate any of these duties.

6.0.1.5. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board.

6.0.1.6. Following the President's term in office, the President may serve as a Director (delegate) to the State Organization in accordance with Article 7 of these Bylaws.

6.0.2. Vice President

6.0.2.1. The Vice President shall possess all the powers and perform all the duties of the President in the event, as determined by the Board, of the President's absence, disability, refusal or failure to act and shall perform such other duties as are properly assigned by the Board or the President.

6.0.2.2. The Vice President shall succeed to the office of President upon expiration of the term of the office of the President.

6.0.2.3. The Vice President shall serve as Chapter Representative ex-officio to the Center for Architecture and Design.

6.0.3. Secretary

6.0.3.1. The Secretary shall act as Chapter recording and corresponding secretary and as secretary of meetings of this Chapter and the Board and shall attend all their meetings and keep minutes of the proceedings and shall prepare the reports of the Board and of this Chapter.

6.0.3.2. The Secretary shall issue all notices of meetings, keep membership rolls, sign instruments and matters that require Chapter attestation or approval, except as

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otherwise provided in these Bylaws, keep its seal and affix it as required, and perform all duties incidental to this office, those required by these Bylaws and those properly delegated to the office by the Board.

- 6.0.3.3. The Secretary shall, in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.
- 6.0.3.4. The actual performance of these duties may be delegated. The signing of specific documents may be delegated by the Board or the President as allowed in these Bylaws.
- 6.0.3.5. The Secretary shall furnish the Institute and the State Organization 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 this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.0.4. Treasurer

- 6.0.4.1. The Treasurer shall act as the Chapter's fiscal manager. The Treasurer shall enforce proper accounting procedures for the handling of this Chapter's funds and review records and books of account of this Chapter quarterly, shall be responsible for the keeping of funds in such banks, trust companies and/or investments as are approved by the Board, and for disbursement of funds from the Chapter. The Treasurer shall act as the authorizing agent for transactions involving securities, finances, and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.
- 6.0.4.2. The Treasurer shall make a written annual report at the termination of each fiscal year at each annual meeting of this Chapter to the Membership of this Chapter and at all meetings of the Board and at other times when called upon by the President, setting forth the financial condition of the Chapter, including the budget, and actual income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the financial welfare of this Chapter.
- 6.0.4.3. The Treasurer shall have the authority to sign all approved contracts and agreements involving financial commitments unless such authority has been specifically delegated to another Board member, Executive Director, or other staff.
- 6.0.4.4. As soon as reasonably possible after the new Treasurer takes office, the retiring Treasurer shall turn over to the new Treasurer a copy of the closing financial statement, reconciliation, and most recent audit report performed by an independent qualified firm.
- 6.0.4.5. Delegation of Authority. The Treasurer may delegate to the Assistant Treasurer, a member of the Executive Committee, or other Chapter employee duties relating to the office with the following exception: Execution of financial instruments or directives in excess of \$2,000 require the signature of the Treasurer or Assistant Treasurer and must bear a second signature by the Executive Director, or another member of the Executive Committee.
- 6.0.4.6. 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



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account resulting from any acts performed in good faith in conducting the usual business of the office.

- 6.0.5. Assistant Secretary. The Assistant Secretary shall assist the Secretary in the performance of the duties of administrative officer of the Chapter and, if nominated and elected in accordance with Section 6.2, shall succeed to the office of Secretary upon expiration of the term of the office of the Secretary.
- 6.0.6. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of administrative officer of the Chapter and, if nominated and elected in accordance with Section 6.2, shall succeed to the office of Treasurer upon expiration of the term of the office of the Treasurer.
- 6.0.7. Officer Pro Tem. In the absence of the President, Secretary or Treasurer, the Vice President, Assistant Secretary, and/or Assistant Treasurer will fill the respective roles upon authorization by the Board and until the regularly elected Officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office until adjournment or accession by the proper office. The Board shall then elect from the current Directors a Vice President pro tem, an Assistant Secretary pro tem, or an Assistant Treasurer pro tem, as the case may be, who shall serve until the regularly elected Officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office until adjournment or accession by the proper officer. In addition, if neither the President nor the Vice-President is present at a meeting of the Board, any officer or any two Directors may call the meeting to order and the Board may then elect a President pro tem, to act as the President during the remainder of the meeting.
- 6.1. Directors. The Directors shall be those individuals described in Section 5.0.1 and elected in accordance with Article 5 and this Article 6.
- 6.2. Nomination of Officers and Directors.
- 6.2.1. Nomination. Nomination of Officers and Directors may be made by the Nominating Committee or by Nomination Petitions as defined in 6.2.3.
- 6.2.2. Nominating Committee. At least 75 days prior to the Annual Meeting, the Board shall name a Nominating Committee to submit one nomination for each Officer and a slate of nominees for the remaining Directors' positions, all to be voted upon as prescribed in these Bylaws. The Voting Members shall be notified of the names of the Nominating Committee at least 60 days prior to the Annual Meeting.
- 6.2.3. Nominating Petitions. Nominating petitions ("Nomination Petitions"), including self-nominations, must be in writing, must bear the signatures of no fewer than 15 Members who are eligible to vote, and must be delivered to the Executive Director at least 20 days prior to the Annual Meeting.
- 6.2.4. Notice to Membership. The Voting Members shall be notified of the slate of nominees chosen by the Nominating Committee at least 45 days prior to the Annual Meeting. If additional nominations are made by petition, the names of all the nominees shall be published to the Voting Members at least 15 days prior to the Annual Meeting.
- 6.3. Election of Officers and Directors:

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- 6.3.1. Election. All Officers and Directors (except the President) shall be elected by the Members of the Chapter entitled to vote at the Annual Meeting in accordance with the procedures prescribed by law and set forth in these Bylaws.
- 6.3.2. Succession. The President shall assume his or her position by automatic succession from the position of Vice President. In the event that the Vice President is unable or unwilling to assume succession to the President's office, the President shall be nominated in accordance with Section 6.2, and elected at the Annual Meeting in accordance with the procedures prescribed by law and set forth in these Bylaws. The Assistant Secretary, Assistant Treasurer and Associate-Director Designate may, if nominated and elected pursuant to this Article 6, assume the positions of Secretary, Treasurer and Associate Director, respectively.
- 6.3.3. Balloting Procedures.
- 6.3.3.1. 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. Balloting shall be in the charge of three tellers appointed by the Secretary, who shall be Members eligible to vote, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary.
- 6.3.3.2. In the event there are more nominees for directorship than there are vacancies to be filled, those nominees receiving the greatest number of votes shall be elected.
- 6.3.4. Election by Acclamation. When there is only one nominee for any office or directorship, the Secretary may be directed by the President to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee elected by acclamation.
- 6.3.5. Declaration of Election. The Secretary shall announce to the meeting the results of all balloting and shall declare all elections official and final.
- 6.4. TERMS OF OFFICE OF OFFICERS AND DIRECTORS
- 6.4.1. Officers' Term. Each Officer's term as Officer and Director shall be one year commencing on January 1 following the Officer's election and ending on December 31 of that year or until a successor has qualified.
- 6.4.2. Directors' Term. The term of office for each Director (other than the Directors who are also Officers) shall be two (2) years commencing on January 1 following the Director's election and shall be arranged so that normally the terms of office for one-half of the non-Officer Directors shall expire in any one (1) year. An Associate Director shall be entitled to complete his/her term of office if he/she obtains his/her professional license while serving his/her term.
- 6.4.3. Vacancies. A vacancy shall be deemed to occur by the death, removal or resignation of an Officer or Director, or in the case of a Director, whenever a Director is absent for more than 50 percent of the regular Board meetings in any six month period without good cause as determined by the Board. If a vacancy occurs on the Board other than on account of the regular expiration of a term of office and other than by removal of a Director by the Members, the Board by roll-call vote shall fill the vacancy for the unexpired term of office, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Section 7211 of the California Nonprofit Corporations Code, or (3) a sole remaining director. Notwithstanding the foregoing, if a non-Officer Director is

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elected to serve in an Officer position during the second year of the Director's term, such Director's original two-year Director term shall be deemed vacant upon such Director taking office as an Officer (and such individual will serve a one-year term as Officer and Director in accordance with Section 6.4.1 above), and a new Director will be nominated and elected to serve a 2-year term in accordance with Sections 6.2 and 6.3 of these Bylaws.

- 6.4.4. Resignation. Any Officer or Director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an Officer or Director.
- 6.4.5. Removal of Officer or Director. Any or all of the Officers and Directors may be removed for or without cause by majority vote of the Members of the Chapter, or for cause (only for the reasons provided in Section 7221 of the California Nonprofit Corporations Code) by a two-thirds vote of the Board when there is a quorum of not less than a majority at the meeting at which the vote is taken.
- 6.5. ASSOCIATE DIRECTOR-DESIGNATE. If the Board elects to fill such position, the Associate Director-Designate is a Board Representative and serves a two-year year term of office concurrent with the Associate Director's term of office. If the Associate Director-Designate should obtain his/her professional license while serving and does not wish to continue, the Board shall fill the unexpired term as required by these Bylaws. The Associate Director-Designate shall be nominated and elected at the same time and in the same manner as for the Officers and Directors. In addition, the provisions governing vacancies, resignations and removals set forth in this Article 6 for Officers and Directors shall apply to the Associate Director-Designate position.

**ARTICLE 7: DIRECTORS TO THE STATE ORGANIZATION**

- 7.0. Nomination and Election of Directors. Nominations and elections of Directors to the State Organization from this Chapter shall be made at the same time and in the same manner as for the Officers and Directors of this Chapter. The Nominating Committee may, upon acceptance of the nomination by the President, nominate the President to serve as a Director to the State Organization, commencing at the end of his or her tenure as President.
- 7.1. Vacancies. Vacancies in the Chapter representation to the Board of Directors of the State Organization shall be filled by the Board of Directors, sitting as duly elected representatives of the membership at large.
- 7.1.1. Term of Directors. Directors to the State Organization shall serve for the term of two years, or until a successor is elected or appointed.
- 7.1.2. Vacancy. Should a vacancy occur during a normal term of office, the Board shall appoint a replacement Director to the State Organization.

**ARTICLE 8: COMMITTEES AND COMMISSIONS**

- 8.0. Committees. Chapter committees may be established by either the Executive Committee or meeting of this Chapter. The charge and duration of each committee shall be as prescribed by the body that established it; provided that no such committee shall exercise the authority of the Board. Chairs of committees shall be elected by the members of the respective committees.

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- 8.1. Mandatory Committees. There shall be four mandatory committees: Strategic Planning, Finance, Fellows, and Nominating. Each of these committees shall meet regularly to carry out their duties on behalf of the Chapter and make an annual report to the Board.
- 8.1.1. Strategic Planning Committee:
- 8.1.1.1. The Strategic Planning Committee reports to the Board and is responsible to the Board for all aspects of the Chapter’s Strategic Planning. Membership consists of the President, Vice President, Secretary, two other members of the Board (the “at-large Board members”) and the Immediate Past President of the Chapter. No at-large Board member shall serve more than a two-year term on the Strategic Planning Committee, unless such member is elected to an Officer position. The Vice President is responsible for maintaining this committee and its report and actions to the Board.
  - 8.1.1.2. The Committee will, on an annual basis, and no later than the third Board meeting of each year, make a formal report to the Board concerning, at a minimum, 1) appropriateness of the current Strategic Plan, 2) progress made regarding implementation of the plan, and 3) any required revisions to the plan. The report of the Strategic Planning committee shall be published to voting membership on an annual basis.
  - 8.1.1.3. The Board is responsible for providing and approving a Chapter Strategic Plan and required revisions to the plan on an annual basis.
- 8.1.2. Finance Committee. The Finance Committee shall consist of the Treasurer, Assistant Treasurer, and no fewer than two other Directors. The Committee shall perform as an oversight body for the financial matters of the Chapter. The requirements governing such financial matters are established in Article 9 of these Bylaws.
- 8.1.3. Fellows Committee. The Fellows Committee shall consist of no fewer than five Fellows assigned to the Chapter and approved by the Executive Committee. The Committee shall perform the duties required to annually recommend candidates to the Board for submission to the Institute.
- 8.1.4. Nominating Committee. The Nominating Committee shall consist of no fewer than four Voting Members, three of whom are not members of the Board, and one of whom shall be an Associate Member. The Committee shall perform all duties required by these Bylaws to annually nominate persons for the Officers and Directors of this Chapter, and as otherwise described in these Bylaws. The Vice-President may serve on this Committee, but is not required to do so.

**ARTICLE 9: FINANCES**

9.0. FINANCES

- 9.0.1. Fiscal Year. The fiscal year of this Chapter shall be the calendar year.
- 9.0.2. Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the upcoming year, make annual appropriations in accordance therewith, authorize the expenditures thereof, and authorize the Treasurer to pay the authorized expenditures when due.
- 9.0.3. Expenditure Limitations.
- 9.0.3.1. General. No Member, Officer, Director, committee, commission, employee or agent of

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the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment is included in the annual budget duly authorized by the Board, or in a budget amendment recommended by the Finance Committee and authorized by the Board in a regularly scheduled meeting, or as permitted in Section 5.1.4 of these Bylaws.

- 9.0.3.2. The Board. The Board shall not adopt a budget, make any appropriations or authorize expenditures in any fiscal year which exceed the estimated aggregate net income plus cash reserve funds of the Chapter unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the Members. The Board may, however, 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 the Chapter'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. The Board, within the aggregate total fixed for expenditures in the budget, may adjust any or all items of the budgeted expenses and change the appropriations accordingly.
- 9.0.3.3. Reserve Fund: The Board shall maintain a Reserve Fund, consisting of two components: an operating cash reserve fund deposited in a bank or other secured financial company (the "Cash Reserve Fund"), and an invested reserve fund (the "Invested Reserve Fund").
- a. The amount of funds in the Cash Reserve Fund may not exceed 50% of the Invested Reserve Fund, measured at the time Board adopts the budget for the applicable fiscal year. The Cash Reserve Fund may, upon Board approval, be drawn upon to pay for one-time expenditures (even if such draw results in the balance of the Reserve Funds being less than the 30% threshold described in subsection (d) below).
  - b. The Invested Reserve Fund shall be maintained but may not be drawn upon unless authorized by a vote of two-thirds of Directors then in office.
  - c. Until such time as the combined Reserve Funds equal at least 30% of the Chapter's current year operating budget, the Chapter shall contribute to the Reserve Funds an amount of at least 5% of the Chapter's annual operating budget unless two-thirds of the Directors then in office vote not to contribute such amount to the Reserve Funds.
  - d. Once the balance of the Reserve Funds have reached 30% of the Chapter's current year operating budget, the Board shall (in that year) maintain the Reserve Funds at an amount equal to at least 30% of the Chapter's current year operating budget unless two-thirds of the Directors then in office vote to deplete a portion of the Reserve Fund, or as otherwise provided in subsection (a) above.
  - e. The use of any money in the Invested Reserve Fund shall be specifically authorized by a two-thirds vote of all Directors then in office, provided that a schedule of repayment from future income shall be adopted and incorporated as an expense in subsequent budgets
- 9.0.3.4. Borrowing. In no event shall the Board borrow funds from sources other than the Invested Reserve Fund (excluding credit cards used in the normal course of the Chapter's operations) without a vote of the Chapter membership.

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- 9.0.4. Deposits. The Treasurer shall deposit all monies of this Chapter in the name of this Chapter when, as, and in the original form received, in one or more depositories approved by the Board.
- 9.0.5. Investment. The Board may invest any funds of this Chapter in high-grade negotiable securities, and may sell, change, or transfer any thereof, or the rights or privileges that may accrue therefrom, and the Treasurer shall keep such securities in the name of this Chapter in a responsible depository approved by the Board.
- 9.0.6. Reviews and Audits of Financial Records. Each year the financial records of this Chapter shall receive an independent review by an accountant retained by the Board. An audit shall be performed no less frequently than every third year with a review or compilation (as determined by the Board or Treasurer) for each of the two non-audit years. Each said audit, review, or compilation shall be filed with the Board, and a copy thereof shall be filed with the Treasurer. At appropriate intervals, the Board shall have prepared a summarization of the financial records of the Chapter as the basis for a financial report to the Board and Voting Members.

**9.1. REAL AND PERSONAL PROPERTY**

- 9.1.1. Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.
- 9.1.2. Real Property. In furtherance, but not in limitation of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise, and may exercise all of its legal rights relative to such property and the proceeds and income therefrom, but shall not execute any chattel mortgage.
- 9.1.3. Personal Property. Unless the statutes otherwise require, all title to and interest in the personal property of this Chapter are vested and shall remain in this Chapter until it is dissolved and its affairs terminated. No Member, Officer or Director shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- 9.1.4. Intangible Property. The privilege to use the insignia, name and other intangible property of this Chapter is a revocable right granted and conferred by these Bylaws.
- 9.1.5. Gifts. Only the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for on behalf of this Chapter, and it shall not accept any gift, bequest or devise if it will not promote the objectives and purpose of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

**9.2. DIVIDENDS PROHIBITED**

Unexpended and unencumbered income in a fund at the close of the fiscal year shall be used only to further objectives of this Chapter and safeguard its future, and shall never be distributed as profits, dividends or otherwise to the Members of this Chapter.

**9.3. 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 other 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.

**9.4. DISSOLUTION**

In the event that this Chapter is legally dissolved, there shall be no distribution of assets to the benefit

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of any Member. In the event of dissolution of this Chapter, all assets remaining, if any, after payment of all liabilities of this Chapter, shall be distributed to nonprofit organizations, proposed by the Board to the Chapter membership and voted upon by a majority of the Members, whose objectives parallel those of this Chapter.

**ARTICLE 10: DUES AND ASSESSMENTS**

**10.0. ANNUAL DUES**

**10.0.1. Regular Dues.**

10.0.1.1. The Board of Directors, at a regular meeting of the Board , once annually, establishes and fixes annual regular dues.

10.0.1.2. Obligation to Pay Regular Dues. Every Architect Member, Associate Member, Student Affiliate and Allied Member shall pay regular dues to this Chapter.

**10.0.2. Firm Surcharges.**

10.0.2.1. The Board, at a regular meeting of the Board, once annually, establishes and fixes annual firm surcharges.

10.0.2.2. Obligation to Pay Firm Surcharge. Every Architect Member of this Chapter who has ownership interest in, or is manager in an organization using registered architects to perform service for the public, is jointly and severally liable for payment of firm surcharges. Hereinafter for purposes of paying such surcharges, such organization shall be referred to as a "Firm."

10.0.2.3. Newly-elected Architect Members. A newly-elected Architect Member is not liable for payment of firm surcharges for one year following admission to membership in the Institute.

10.0.2.4. Members who do not have ownership interest but by virtue of their managerial or administrative position in a firm are obligated to pay firm surcharges shall pay firm surcharges or see that they are paid by others on their behalf, on all those rendering architectural services within the branch, division, subsidiary or department of which they are manager or administrator.

10.0.2.5. Basis of payment. Firm surcharges shall be based on the total number of nonmember staff employed by the firm as of January 2 including architects, professional/technical employees and all other employees.

10.0.2.6. Confidentiality. Information pertaining to the amount of firm surcharges owed or paid by a Member shall be treated as confidential information.

**10.0.3. Interpretation of Dues Regulations.** The Treasurer is authorized to resolve all questions relative to the interpretation of the dues regulations set forth in these Bylaws.

**10.0.4. Reduction or Waiver of Obligations.** The Board, in exceptional circumstances and for adequate cause, on an individual basis may waive or defer payment of all or any part of the dues or assessments required to be paid to this Chapter by any Member for any year.

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10.1. ASSESSMENTS

10.1.1. Authority to Levy Assessments. Assessments may be levied or authorized only for special or unusual expenses by two-thirds of the Members eligible to vote and present at an Annual Meeting or other duly called meeting, provided, however, that the meeting by two-thirds vote, may delegate such power to the Board for specific purposes, or specified period of time, with such limitations as the meeting may choose to impose.

10.2. PAYMENT AND DEFAULT OF ANNUAL DUES AND ASSESSMENTS

10.2.1. Regular Dues. Regular dues of every Member for the current calendar year are due and payable in full by January 15 of each year. Every Member who has not paid regular dues for the current year on or before February 15 of said year shall be in default, and may be assessed a penalty as determined by the Board.

10.2.2. Firm Surcharges. Every Architect Member who is obligated to pay the firm surcharge shall pay the amount due in full by January 15 of each year. Every Architect Member who has not paid in full the firm surcharge within thirty days of the due date shall be in default, and shall also be subject to a penalty to be determined by the Board.

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

10.2.4. Termination. The procedure and schedule for notification and termination of Members in default of obligations to this Chapter shall be as established by the Board. The memberships of Architect Members and Associate Members who are in default shall be terminated by the Institute at the request of the Board. Memberships of Student Affiliates and Allied Members shall be terminated by Board action.

10.2.5. Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a Member. The termination of membership shall not relieve the person whose membership has been terminated from indebtedness to the Chapter.

**ARTICLE 11:GENERAL PROVISIONS**

11.0. LOCATION. The administrative and executive offices of this Chapter shall be at located within the Chapter's territory as designated by the Board.

11.1. RECORDS OPEN TO MEMBERS

Except as otherwise provided in these Bylaws or the Institute Bylaws, all correspondence and records of this Chapter shall, except confidential matters including but not limited to legally restricted matters, personnel matters, information regarding firm surcharges, membership applications, and bestowal of Honorary memberships, be open to inspection at the Chapter executive offices during business hours by any Architect Member, Associate Member or Student Affiliate in good standing

11.2. PARLIAMENTARY AUTHORITY

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



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11.3. LIABILITY, INDEMNIFICATION AND INSURANCE

11.3.1. To the fullest extent permitted by law, the Chapter shall indemnify Directors, Officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding as follows:

11.3.1.1. Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, provided such action or the cause of such suit or proceeding was within the authority given by the Board in the Bylaws or otherwise authorized by a majority of the Board.

11.3.1.2. 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 committee member of the Chapter.

11.3.1.3. Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including counsel fees, actually and necessarily incurred in connection with the action, suit, or proceeding.

11.3.1.4. Advancement of Funds. The Chapter may advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding on receipt of an undertaking by or on behalf of such person to repay the amount of the advance unless it is determined ultimately that such person is entitled to be indemnified as authorized in this Section 11.3.1.

11.3.1.5. Authority to Approve Funds. No money shall be paid by the Chapter under this section except upon the affirmative vote of a majority of the Board while a quorum of Directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding, or, if all members of the Board are parties or threatened to be made parties to the action, suit or proceeding, by a majority vote of the Board while a quorum of Directors are present.

11.3.1.6. Standard of Conduct. To the extent required by law, any indemnification under this Section 11.3.1 shall be made by the Chapter only if authorized in the specific case, upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in the California Nonprofit Corporations Code, by:

- a. A majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- b. Approval of the members (as that term is defined in Section 5034 of the California Corporations Code), with the persons to be indemnified not being entitled to vote thereon; or
- c. The court in which the proceeding is or was pending upon application made by the Chapter or the person seeking indemnification or the attorney, or other person rendering services in connection with the defense, whether or not the application by the person seeking indemnification, attorney or other person is opposed by the

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Chapter.

11.3.2. Insurance. The Board 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.

11.4. INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted first, according to the laws of the State of California, and second, by the Board.

**ARTICLE 12:AMENDMENTS**

12.0. AMENDMENTS TO THESE BYLAWS

12.0.1. Conformity with Institute Bylaws. Subject to applicable law, the Board shall have the power to amend these Bylaws by the affirmative vote of not less than a majority of the Board, without action by a meeting of this Chapter, as may be necessary for conformity with Institute Bylaws, if and when and as directed by the Institute.

12.0.2. Board Amendment. Subject to the Voting Members' rights under Section 12.0.3 below, the Board, by the affirmative vote of not less than two-thirds of the Board, may adopt, amend, or repeal any provisions of these Bylaws unless doing so would:

- 12.0.2.1. Materially and adversely affect the Voting Members' rights as to voting, dissolution, redemption, or transfer;
- 12.0.2.2. Increase or decrease the number of Voting Members authorized in total or for any class;
- 12.0.2.3. Effect an exchange, reclassification, or cancellation of all or part of the memberships of Voting Members; or
- 12.0.2.4. Authorize a new class of membership of members entitled to vote.

12.0.3. When Member Approval Required. Without the approval of the Voting Members, the Board may not adopt, amend, or repeal any bylaw that would:

- 12.0.3.1. Increase or extend the terms of Directors;
- 12.0.3.2. Specify or change a fixed number of Directors or the maximum or minimum number of Directors or changing from a fixed to a variable board or vice versa;
- 12.0.3.3. Allow any Director to hold office by designation or selection rather than by election by the Voting Members;
- 12.0.3.4. Permit the Board to fill vacancies occurring by removal of the Director;
- 12.0.3.5. Increase the quorum for members' meetings;
- 12.0.3.6. Repeal, restrict, create, expand, or otherwise change proxy rights;
- 12.0.3.7. Authorize cumulative voting; or
- 12.0.3.8. Adopt, amend, or repeal any other provision required by the California

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Nonprofit Corporations Code to be approved by the Voting Members.

12.0.4. Titling and Numbering of Bylaws. From time to time, and without further action by this Chapter, the Board or the Institute, the Secretary shall rearrange, retitle and re-number the various chapters, articles, sections and paragraphs of these Bylaws as necessary for proper reference.

12.1. APPROVAL BY THE INSTITUTE

Immediately following the adoption of a resolution amending these Bylaws by the Board, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for approval. Amendments to these Bylaws shall become effective as soon as approved by the Institute, subject to the approval of the Voting Members (if required).

**CERTIFICATE**

The foregoing Bylaws of AIA San Francisco, A Chapter of The American Institute of Architects were adopted by the membership of this Chapter effective November 14, 2014.

Bylaws of AIA San Francisco, A Chapter of The American Institute of Architects have been further amended on November 19, 2019 pursuant to a vote of two-thirds of the board in accordance with Section 12.0.2.

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AIA, Secretary  
AIA San Francisco, A Chapter of The American Institute of Architects