



Bylaws of the West Jersey Society of Architects

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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is West Jersey Society of Architects, commonly ~~known as AIA~~ as AIA West Jersey, a Section of the American Institute of Architects New Jersey Chapter and region, hereafter referred to as this Chapter.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. 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. The affairs of this chapter shall be conducted by the Board of Directors.

1.03 Domain. The territory of this Chapter is described as follows: Located within the boundaries of Burlington, Camden, Gloucester, and Salem Counties and is indicated on the map attached to these bylaws.

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of New Jersey on The Fourth Day of November 1966, and chartered by the Institute on March 19th 1925, then as the Camden Society of Architects. There shall be three Trustees of this Corporation as stipulated in the Incorporation Documents, who shall serve until replaced or re-appointed by the Board of Directors.

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

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization and

regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter ~~that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.~~

1.12 Agreements of Affiliation. Every affiliation must be authorized by ~~not less than two thirds~~ a majority vote of the Board of Directors present at a meeting which complies with the Chapter's quorum requirements, and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects 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.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

—1.21 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise ~~operated for profit~~, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product. All promotional materials distributed by this Chapter on behalf of Allied Members, Associate Members or General Members shall include the statement: "AIA, The West Jersey Society of Architects, their officers, directors, employees and members do not endorse, either directly or indirectly any material of construction or any method or manner of handling, using, distributing or dealing in any material or product."

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and based on territorial map established by the state and chapters. See 'Appendix A' for Map.
- b) the affiliate members the Chapter may admit as provided in Paragraphs Section 2.3, through 2.36.

2.02 Definitions. In these bylaws the following membership categories shall be used:

- a) The term "Architect" and "Associate Members" who have been assigned to this Chapter by the Institute are referred to as "assigned members."
- b) The term "Unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws.
- ~~e) The term "Affiliate" shall refer to student and honorary affiliate non-licensed members holding a degree in Architecture.~~
- ~~d)c) The term "Allied" shall refer to Allied Members as defined in Section 2.3 of these bylaws.~~
- d) The term "Affiliate" shall refer to student and honorary affiliates as defined in Section 2.3 of these bylaws.
- e) The term "Member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 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. New memberships will be announced at the next regular meeting of this Chapter or in the next issue of the Chapter's official publication.

2.05 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.06 Resignations. Any member may resign from this Chapter 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.

2.07 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.08 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or 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.

2.1 ASSIGNED MEMBERS

2.1.1 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

2.1.2 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 AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.1.3 Admission Fees Prohibited. An assigned member shall not pay any initial membership admission or initiation fee for membership in this Chapter, above and beyond annual dues, activity fees and member meeting charges. Such fees are not prohibited and shall be the responsibility of the member.

2.1.4 Termination. Assigned membership 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 chapter.

2.1.5 Associate Members Associate members may serve as voting members on this Chapter's Board of Directors as secretary & treasurer only.

2.1.5.1 Associate Members may speak at meetings of this chapter on business matters and vote in elections and on all issues except dues for members and matters related to unprofessional conduct.

2.1.5.2 Associate Members may serve as members of committee of this chapter, the Society, and the Institute, except the National Ethics Council.

2.1.5.3 Associate Members may wear a silver AIA pin and indicate that they are Associate Members of the Institute of Architects.

2.1.5.4 Associate Members shall not use the gold AIA pin, or the AIA emblem, or the title "AIA Associate" or "AIA" as a suffix to their name.

2.1.5.5 Associate Members may resign if in good standing with this Chapter, the Society, and the Institute and the resignation is accepted by the Institute.

2.1.5.6 This Chapter shall admit to membership professional and student affiliate members.

2.15-16 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. Activity fees and member meeting charges shall be the responsibility of the Emeritus Member.

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors. Any member of another component of the Institute may apply to the Chapter Board of Directors for unassigned membership to the Chapter. ~~The member must have a legal residence or principal place of business in the State of New Jersey.~~ Approval of application shall be without further action by the Institute and shall automatically result in membership of the Chapter.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.32.

2.3 ALLIED & AFFILIATE MEMBERS

2.3.1 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.3.2 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

2.3.3 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 of Directors 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 the Chapter.

2.3.4 Rights and Privileges of Allied & Affiliate Members. Affiliate members shall have the rights and privileges specified in the Institute Bylaws. Allied and Affiliates-Affiliate members in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors.
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director and can only vice-chair a committee of this Chapter with an AIA member as the chair;

4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.3.5 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, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.3.5.1 Allied Members may be any Company or Individual who has applied directly to the Chapter for, and received approval from, the AIA West Jersey Board of Directors for membership. Allied Membership shall be limited to only the West Jersey Society of Architects and shall not encumber or bind, in any manner, any other Section, Regional, or National Component of the American Institute of Architects. Membership terms, dues and member rights shall be as stated in the "AIA West Jersey Application for Allied Membership" —as defined in Section 2.3 of these bylaws.

2.35-3.6 Student Affiliates-Qualifications. Student Affiliates shall be secondary school students high school, undergraduate or post-graduate students of at architecture schools, or secondary school students, either attending schools or residing within the territory of this Chapter. In addition to the rights and privileges stated in Section 3.4, Student Affiliates in good standing may:

2.3.6.1 Not serve on any committee of this Chapter except Board of Directors or any committee that is involved with formal or informal charges on unprofessional conduct; may not make motions, vote or hold office; may not print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of this Chapter, the Society of the Institute. Students affiliates

2.3.6.2 May use the title "Student Affiliate Member of the West Jersey Society of Architects Chapter, AIA West Jersey", which title shall not be changed by further abbreviation, amplification or otherwise, nor shall the words "Affiliate" "Affiliate Member" be printed in smaller type than the remainder of the title.

2.36-3.7 Honorary Affiliates.

2.3.7.1361-Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.3.7.2362- Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.3.7.3363 -Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA West Jersey Chapter", and shall not pay any admission fee or annual dues nor be

subject to any assessment. Activity fees and member meeting charged are acceptable charges and shall be the responsibility of the Honorary Affiliate Member.

~~2.4 Associate Members—Associate members may serve as voting members on this Chapter’s Board of Directors as secretary & treasurer only.~~

~~2.4.1 Associate Members may speak at meetings of this chapter on business matters and vote in elections and on all issues except dues for members and matters related to unprofessional conduct.~~

~~2.4.2 Associate Members may serve as members of committee of this chapter, the Society, and the Institute, except the National Ethics Council.~~

~~2.4.3 Associate Members may wear a silver AIA pin and indicate that they are Associate Members of the Institute of Architects.~~

~~2.4.4 Associate Members shall not use the gold AIA pin, or the AIA emblem, or the title “AIA Associate” or “AIA” as a suffix to their name.~~

~~2.4.5 Associate Members may resign if in good standing with this Chapter, the Society, and the Institute and the resignation is accepted by the Institute.~~

~~2.4.6 This Chapter shall admit to membership professional and student affiliate members.~~

ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 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.

3.02 Amount of Annual Dues and Admission Fees. The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.03 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.

3.04 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the Board of Directors present at a meeting ~~at which a majority is met~~, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by affiliate members.

3.05 Hardship Dues Reduction. The Board of Directors 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 Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member of the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.06 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Executive Committee pursuant to sections 2.16 and 3.02.

3.1 ASSESSMENTS

3.1.1 Authority. This Chapter, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or affiliate members.

3.1.2 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 mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.2.1 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.

3.2.2 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.

3.2.3 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.3.1 Assigned Members. ~~At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary. If an assigned member is in default to the Institute or this Chapter for non-payment of dues and assessments, such membership shall be subject to termination.~~

3.3.2 Unassigned Members, Allied Members, and AffiliatesAffiliate Members. If an unassigned member, allied member, or affiliate member is in default to this Chapter 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
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.0.1 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows

4.0.1.1 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors-, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter 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 this Chapter or execute a proxy as provided in the Institute Bylaws.

4.0.2 Nomination and Election of Institute Directors. ~~This Chapter shall nominate and elect the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization.~~ This Chapter shall participate in the nomination and election of the Regional Representatives for this Chapter's region to the Institute Strategic Council in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.1.1 Chapter Representation in Regional Organization. This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board of Directors shall represent this Chapter at meetings of the Regional Organization board.

4.1.2 Delegates to Regional Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of the Regional Organization as follows:

4.1.2.1 Delegate Selection Procedure. Chapter delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.2 STATE ORGANIZATION

4.2.1 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.2.1.1 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.2.2 Representation on State Organization Board. The President ~~and one assigned member in good standing or another member appointed by the Board of Directors~~ shall be a~~the~~ representatives of this Chapter in the State Organization. ~~At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent this Chapter in the State Organization.~~ The Board of Directors shall encourage, appoint, and ~~men~~nominate candidates for the State Organization At-Large Trustee positions per the bylaws of the State Organization.

~~4.2.3 Nominations and Elections.~~ ~~Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.~~

~~4.2.4-3~~ Term of Representatives. Each representative shall serve for the term of one year, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative except that the President Elect shall serve in the case of resignation or incapacity of the President.

ARTICLE 5
CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting during the month of November, for the purpose of nominating and electing the officers, directors, and representatives to the State and Regional Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings when called for and approved by the Board of Directors. One meeting shall be designated as the Annual Meeting.

5.03 Special Meetings. ~~A special meeting of this Chapter may be called by the President or the Board of Directors, and shall be called by the President at the written request of not less than 10% percent of the total number of this Chapter's members in good standing. 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.~~

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.1.1 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, via email or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than seven (7) days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least seven (7) days prior to the meeting.

5.1.1.2 Quorum at Meetings. At any meeting of this Chapter, 10% percent of the membership entitled to vote shall constitute a quorum for the transaction of any business plus one member of the Board of Directors. The members present may adjourn the meeting despite the absence of a quorum.

5.1.2 Decision at Meetings. ~~See Section 5.2 of these by-laws.~~

~~5.1.2.1 — Every decision at a meeting shall be by a majority vote of those present unless otherwise required by these By-Laws.~~

~~5.1.3 — A roll call vote shall be taken whenever these By-Laws require or whenever a majority of the members attending shall so vote.~~

~~5.1.4 — Unless required by the laws of the state there shall be no voting by proxy at a meeting of this chapter, nor shall any vote be taken by letter ballot unless specifically permitted by these By-Laws.~~

~~5.1.5 — Only assigned members in good standing may vote on matters relating to Institute business or which affect Institute affairs.~~

5.1.3 Minutes of Meetings. Written minutes of every meeting of this Chapter, 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 the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.2.1 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.2.2 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.

5.2.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

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

5.2.4.1 Matters so designated elsewhere in these bylaws;

5.2.4.2 Elections of Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives to the Regional and State Organization~~Institute Directors; delegates to meetings of the Institute and the Regional and State Organizations;~~

5.2.4.3 Instructions to delegates;

5.2.4.4 Any matters relating to membership;

5.2.4.5 Voting on dues and assessments for Architect members shall be limited to Architect Members; or

5.2.4.6 Other matters relating to the government, meetings, affiliations, budget and finances of the
Institute.

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

ARTICLE 6
THE ~~EXECUTIVE COMMITTEE~~BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.0.1 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers, directors, the Immediate Past President, and trustees of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of New Jersey, the articles of incorporation and by these by laws.

~~6.0.2-11 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefor, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.~~

~~6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.~~

~~6.0.2 The Board of Directors shall consist of the Officers of this Chapter, the Immediate Past President, the trustees of AIA West Jersey, and Board of Directors.~~

~~6.0.3 The Chapter shall be represented on the Society's Board of Directors by the President of another officer and by proportional representation based on the formula established in the By-Laws of the Society as computed pm August 1 of the preceding year.~~

~~6.0.4 The Chapter may appoint alternate Directors to act in the event that the regular Directors are not available to attend. Such Alternates must be designated by the Chapter at the beginning of the year, and their names forwarded to the Society.~~

~~6.0.5-3 Presidents of this Chapter upon completion of their term in office, shall automatically succeed to a one-year term of Immediate Past President.~~

~~6.0.6-4 Freedom from Commitments. No committee, commission, officer, director, trustee, 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 shall have been reviewed and approved by the Board of Directors.~~

6.1 ELECTION OF OFFICERS (AND DIRECTORS)

6.1.1 Nominations. Nominations for the office Secretary, Treasurer, & President-Elect/Vice President of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices. The officers described above other than the president shall be nominated and elected by the members and associated members of this Chapter in accordance with the procedure set fourth in these By-Laws. The president shall assume office by automatic succession from the office of President –Elect, except that the President shall be elected by special election when the President Elect is unable or unwilling to assume the office of President.

6.1.2 Elections. The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot.

6.1.3 Tellers. The President may appoint (three/ 3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

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

6.1.5 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

6.2 TERMS OF OFFICE ~~OF FOR~~ OFFICERS, ~~DIRECTORS~~, DIRECTORS, AND TRUSTEES.

6.2.1 Term. Each officer and trustee shall serve a term of one year or until a successor has qualified.

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

6.2.3 Resignation. Any officer 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.

6.2.4 Removal of Officer. Any or all of the officers may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS AND TRUSTEES

6.3.1 Officers. The officers of this Chapter shall be the President, President Elect, Vice President, Secretary, Treasurer, EPiC Section Director, and Immediate Past President.

6.3.2 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all 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, and shall perform all other duties usual and incidental to the office.

6.3.2.1 Authority. 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 of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

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

6.3.3.1 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President. The nominee for President-Elect shall have served at least one (1) year as an Executive Officer of the Chapter within no more than two (2) years prior to nomination.

6.3.4 Vice President In the absence of the President and President-Elect, or of their disability, refusal or failure to act, the Board of Directors shall designate those powers to the Vice President. The Vice-President designated by the Board of Directors shall possess all the powers, and perform all the duties of the President-Elect or President, in the event of absence or disability, refusal or failure to act, and shall perform the other duties that are properly assigned by the Board.

6.3.5 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, 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 this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.3.5.1 Reports. The Secretary shall furnish the Institute, the Regional Organization 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 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.

6.3.6 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 this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

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

6.3.6.2 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws.

6.3.6.3 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.3.6.4 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit of the Treasury, all the records and books of account, and all monies, securities, and other valuable items belonging to this chapter.

6.38 EPiC Section Director. The Emerging Professional Section Director shall be the West Jersey liaison to the State Organization EPiC Committee. The EPiC Section Director shall be responsible for coordinating Emerging Professional events in the Chapter.

6.3.7 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, 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.

6.3.8 AIA New Jersey Board of Trustees. The Board of Trustees for AIA New Jersey shall be the AIA West Jersey President, ~~President Elect, & Past President~~ and one additional member pursuant Section 4.2.2 of these by-laws. The President may elect to designate alternates that have served on the Board of Directors.

6.4.3.9 West Jersey Board of Directors Trustees. Up to three West Jersey Trustees may be appointed by the Board of Directors from the general membership to sit on the West Jersey Board of Directors. Length of appointment shall be one year and Trustees shall be a member within the West Jersey membership.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

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

6.5.1.1 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it. Regular meetings may be in-person or via teleconference / video conference.

6.5.1.2 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.5.1.3 Waiver of Notice. Either the call and notice of a 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 of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.5.2 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Director members present at the time of the vote shall be the act of the Board of Directors if a quorum is

present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date. Trustees are allowed to vote, and can contribute, but not required to make a quorum.

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

6.6 REPORTS OF THE BOARD OF DIRECTORS

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

6.6.2 Report to Institute. The Board of Directors or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.7 COMMITTEES AND COMMISSIONS

6.7.1 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors. Any and all members, may sit on a committee, however Allied members and Affiliate members can only vice-chair a committee with an AIA member as chair.

ARTICLE 7
FINANCES

7.0 FINANCES

7.0.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.0.2 Expenditure Limitations.

7.0.2.1 General. No member, officer, director, committee, commission, employee or agent of 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 has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.0.2.2 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so at a duly called meeting of the members provided, however, that the Board of Directors 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 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.

7.0.3 Review of Financial Records. At appropriate intervals, the Board of Directors shall employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.0.4 Fiscal Year. The fiscal year of this Chapter shall be from January 1st to December 31st.

7.0.5 Reserve & Operating Accounts. The Chapter may hold in reserve account 100% of the anticipated gross expenses and may hold 200% of the anticipated gross expenses in the operating account.

7.1 REAL AND PERSONAL PROPERTY

7.1.1 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.

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

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

7.3.1 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.

ARTICLE 8 GENERAL PROVISIONS

8.0 RECORDS OPEN TO MEMBERS

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

8.1 PARLIAMENTARY AUTHORITY

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

8.2 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.2.2 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.2.3 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law. The Board of Directors shall obtain the written opinion of counsel before filling or joining in a complaint against a member under the code of Ethics and Professional conduct.

8.2.4 Publications. Whenever this chapter published an official bulletin of communication with its members, all notices of this chapter required to be issued by law of these By-Laws and printed in said bulletin and mailed or emailed to its members, shall constitute the proper giving and serving of said notice.

8.3 ETHICS

8.31 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.0.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.0.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

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

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

APPENDIX A

Per Section 1.0.1 of these by-laws, ~~The~~ the territory of AIA West Jersey is located within the boundaries of Burlington, Camden, Gloucester, and Salem Counties.

SECTION MAP

