

BYLAWS
OF
AIA MINNESOTA
A SOCIETY OF THE AMERICAN INSTITUTE OF ARCHITECTS

ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Minnesota, a Society of the American Institute of Architects, hereafter referred to as this Society. Except for reports to government and other instances requiring official identification, the commonly used name for the Society shall be AIA Minnesota.

1.011 Related Institute Organizations. In these bylaws the governing board of this Society 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 Purposes. AIA Minnesota is the voice of the architecture profession within the state dedicated to serving its members, advancing their value and improving the quality of the built environment. The purposes of this Society shall be to promote and forward the purposes of The American Institute of Architects within the assigned territory of this Society. The Institute purposes are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society. (*AIA Bylaws Section 1.02 and 4.03*)

1.03 Domain. This Society shall be the statewide representative of and unifying body for the various Chapters of the Institute chartered within this Society's domain of the State of Minnesota on matters of statewide interest affecting the interests of such Chapters.

1.04 Organization. This Society is a non-profit membership corporation incorporated in the State of Minnesota on June 7, 1955, and is a successor to the Minnesota Chapter, the American Institute of Architects, an unincorporated association, duly chartered by the Institute on February 20, 1892.

1.05 Authority. This Society shall represent and act for the Institute membership on state matters under a charter issued by the AIA Board. (*AIA Bylaws Section 4.05*) The Institute and this Society 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 Society execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Society shall directly or indirectly nullify or contravene any act or policy of the Institute. (*AIA Bylaws Section 4.052 and 4.462*) This Society shall cooperate with its Regional Organization to further the interests of the membership, and by agreement with that organization may represent and act for it within the territory of this Society. (*AIA Bylaws Section 4.13*)

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Society may affiliate, cooperate, collaborate or otherwise associate with any organization of the construction industry operating within the State of Minnesota that is not used or maintained for financial gain, price fixing or political purposes, if and while the purposes of this Society will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Society and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes of the affiliation, the terms and conditions under which it is entered into, the duration, the purposes of the affiliation 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 Society and shall not bind or obligate this Society 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 Society, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Society, nor the Board of Directors, any Society 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 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 Society shall consist of:

2.011 The Architect and Associate members of the Institute who have been assigned to the Society or to any Chapter within the State of Minnesota (*AIA Bylaws Section 4.14*), or who have been admitted to unassigned membership in this Society, or its component Chapters and

2.012 The Allied, Student and Honorary members the Society may admit as provided in Sections 2.34 through 2.36.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Society by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other state organizations or chapters who have been admitted to membership in this Society pursuant to Section 2.2 of these bylaws. The term "Allied" shall refer to Allied members, and the terms "Student" and "Honorary" shall refer to Student and Honorary members. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Society.

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

2.04 Enrollment of Members. Every member assigned to or admitted by this Society shall be duly notified to that effect by this Society. New memberships will be announced in this Society's official publication. (*AIA Bylaws Section 4.15*)

2.05 Annual Dues and Assessments. Every member of this Society shall pay the fixed annual dues and assessments of this Society as determined in Article 3. (*AIA Bylaws Section 3.15*)

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

2.07 Good Standing Defined. A member is not in good standing in this Society if and while in default of dues or other obligations to this Society, a Minnesota Chapter or the Institute. (*AIA Bylaws Section 2.04*)

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 Society and the Institute, including any right to use the Society'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 Society. (*AIA Bylaws Sections 2.04, 2.084-2.085*)

2.1 ASSIGNED MEMBERS

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

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Society is filed with this Society, the Executive Vice President shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Society will send a recommendation to the Institute Secretary to deny the application. (*AIA Bylaws Section 2.052*)

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Society. (*AIA Bylaws Sections 4.15, 4.32 and 4.463*)

2.14 Termination. Assigned membership in this Society 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 non-Minnesota chapter. (*AIA Bylaws Section 2.08*).

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Society. (*AIA Bylaws Section 2.31*) All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged. (*AIA Bylaws Section 2.32*)

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Society, 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.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in this Society 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 Society as a delegate or otherwise at any meeting of the Institute. (*AIA Bylaws Section 2.074*)

2.23 Termination. Unassigned membership in this Society 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 Society as provided in Section 3.32.

2.3 ALLIED, STUDENT AND HONORARY MEMBERS

2.31 Admission. Every application for admission to Allied, Student or Honorary membership in this Society shall be promptly acted upon by the Executive Vice President.

2.32 Termination. Allied, Student or Honorary 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 Allied or Student member for indebtedness as provided in Section 3.32 or may, by two-thirds vote, terminate an Allied, Student or Honorary member for conduct detrimental to the interests of the Society.

2.33 Rights and Privileges of Allied, Student and Honorary Members. Allied, Student and Honorary members in good standing:

2.331 May serve as a member of any committee of this Society that does not perform any of the duties of the Board of Directors;

2.332 May attend, speak and make motions but shall not vote at any meeting of this Society;

2.333 Shall not be eligible to serve as an officer of this Society, and may serve as director of this Society only as specifically allowed in Article 6 of these Bylaws;

2.334 Except as specifically allowed by Sections 2.35 or 2.362, (regarding the manner in which they represent their membership status) below, may not in any way use the name, initials, seal, symbol or insignia of this Society or of the Institute. (*AIA Bylaws 4.143*).

2.34 Allied Members. Individuals not otherwise eligible for membership in the Institute or this Society 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 this Society believes will provide a meaningful contribution by reason of their employment or occupation. (*AIA Bylaws 4.141*)

2.35 Student Member - Qualifications. Student members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Society. (*AIA Bylaws 4.142*) Student members may use the title "Student Member of AIA Minnesota."

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

2.361 Nomination and Admission. A person eligible for Honorary 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 member.

2.362 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.33 above, Honorary members of this Society may use the title "Honorary Member of AIA Minnesota", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member, including firm assessments, for the immediately succeeding fiscal year provided such increase is no more than 10%. Increases more than 10% must be approved by an annual or special meeting of the membership.

3.03 Dues Upon Admission. A newly admitted assigned, Student or Allied member shall pay full annual dues, prorated quarterly, except that those admitted during the last quarter of the year shall not pay dues

for the year in which they are admitted, but shall pay the following years' dues in full and in advance upon admission.

3.04 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 to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership. (*AIA Bylaws Section 3.12*)

3.05 Exemptions. Emeritus members and Honorary members shall pay no dues or assessments to the Society. Emeritus and Honorary members who wish to receive mailings from the Society shall pay a fee in an amount determined by the Board of Directors pursuant to Section 3.02.

3.1 ASSESSMENTS

3.11 Special Assessments.

3.111 Authority. This Society, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may levy a special assessment on its members. The amount of the special assessment on a member in any fiscal year shall not exceed 50 percent of the amount of the annual society dues required to be paid by such member for that year.

3.112 Notice of Assessment. Notice of the intention to levy a special 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 Society at which the proposed assessment is to be voted on.

3.12 Firm Assessments. Payment of firm assessments is mandatory by all private architectural or architectural/engineering firms whose principals include AIA members. Failure to make payment on such firm assessment shall result in the membership termination of the firm's principals and those individuals who have ownership in the firm.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 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.

3.22 Assessments. Every member who has not paid the entire amount of an assessment, including firm assessments against a firm in which the member is an owner or principal, on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to this Society 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

3.31 Assigned Members. At appropriate intervals, the Secretary of this Society shall receive from the Institute Secretary a list of all assigned members in default to this Society with the amount of such default and request termination of those memberships.

3.32 Unassigned Members and Allied or Student Members. If an unassigned member or Allied or Student member is in default to this Society 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 SOCIETY RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. This Society shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Society in the number prescribed in the Institute Bylaws as follows (*AIA Bylaws Section 5.213*):

4.011 The member delegates shall be appointed from among the assigned members of this Society by the Board of Directors, except that no more than one-third of this Society's delegation shall be Associates.

4.02 Nomination and Election of Institute Directors. The Board of Directors of this Society shall appoint the Institute Director(s) for this Society's region in the manner provided by the rules and policies of the Regional Organization. (*AIA Bylaws Section 4.411*)

4.1 REGIONAL ORGANIZATION

4.11 Society Representation in Regional Organization. This Society shall participate in the Regional Organization in the manner provided in accordance with the rules and policies of that organization. The President or another member appointed by the Board of Directors shall represent the members of this Society at meetings of the Regional Organization.

4.12 Delegates to Regional Meetings. The assigned members in good standing of this Society shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Society as follows:

4.121 Society delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Society by the Board of Directors.

ARTICLE 5 SOCIETY MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Society shall hold an annual meeting during its annual convention for the purpose of nominating and electing the officers and the associate director 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 Special Meetings. A special meeting of this Society may be called by the President or the Board of Directors or shall be called by the President at the written request of not less than five percent of the total number of this Society'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 SOCIETY MEETINGS

5.11 Notice of Society Meetings. A notice of each meeting of this Society, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by direct or electronic mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published in the Society newsletter and sent to members in time for them to receive it at least ten days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Society, five percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Society, 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 Society and thereafter filed in this Society's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Society 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.

5.22 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.

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

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: *(AIA Bylaws Sections 2.074 and 4.055)*

5.241 Matters so designated elsewhere in these bylaws;

5.242 Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;

5.243 Instructions to delegates;

5.244 Any matters relating to membership;

5.245 Voting on dues and assessments for Architect members shall be limited to Architect members;

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

5.25 Mail Ballot. If authorized by the Board of Directors any vote that may be taken at a meeting of this Society may be taken by direct or electronic mail ballot of the members of this Society, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Society.

ARTICLE 6
THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Society shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Society and shall exercise all authority, rights and powers granted to it by the laws of the State of Minnesota, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Society 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 purposes of this Society.

6.012 Implementation. The Board of Directors shall implement all general policies, directions and instructions adopted at all meetings of this Society.

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Society 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.

6.021 Executive Committee. There shall be an Executive Committee of the Board composed of the President, President-elect, the immediate Past President, Secretary, and Treasurer of this Society and the President of each Chapter.

6.022 Quorum. A quorum of the Executive Committee shall consist of a majority of its members.

6.023 Function. The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors. The Executive Committee shall not originate any major policy or take any action that would conflict in whole or in part with any action of the Board of Directors or of any meeting of the Society or any rule or policy of the Institute.

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Society shall initiate or carry on any activity that may commit this Society to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 COMPOSITION OF THE BOARD / ELECTION OF OFFICERS AND DIRECTORS

6.11 Composition. The Board of Directors of this Society shall be composed of the following persons:

6.111 All officers of this Society shall be members of the Board of Directors;

6.112 The immediate Past President of this Society shall be a member of the Board of Directors for a term of one year;

6.113 The President of each Chapter shall be a member of the Board of Directors;

6.114 Each Chapter shall have additional members of the Board of Directors, each of whom shall be an Architect Member in accordance with the following schedule:

Number of Assigned Chapter Members	Number of Chapter Directors In Addition to President
0-99	1
100-199	2
200-399	3
400 or more	4

6.115 The Dean of the College of Architecture and Landscape Architecture at the University of Minnesota shall be a member of the Board of Directors. If the Dean declines to serve, the Board may, if it determines appropriate, select another full time member of the faculty of the College of Architecture and Landscape Architecture to serve;

6.116 There shall be at least one member of the Board of Directors who is an Associate member.

6.117 There shall be one member of the Board of Directors who is a Student member, and who is the current President of the local American Institute of Architecture Students organization;

6.118 There may be one member of the Board of Directors who is a Public member, as appointed by the above Board members.

6.12 Nominations. Nominations for each office and for the Associate directorship of this Society 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 for the Board of Director's approval and presentation to the members a slate or slates of candidates for offices and Associate directorship.

6.121 Nominating Committee. The Nominating Committee shall be composed of the President, the President-elect and the Immediate Past President of this Society, and the President of each Chapter.

6.13 Elections. The nominee for an office or the Associate directorship who receives a majority of the votes cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or the directorship, the Secretary may be directed by the meeting to cast a vote for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation.

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

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

6.16 Allied and Honorary Members. No more than two members of the Board of Directors may be an Allied or Honorary member of this Society.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

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

6.22 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, except that the President-elect shall fill any vacancy in the office of President.

6.23 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.

6.24 Removal of Officer or Director. Any or all of the officers and directors 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.

6.25 Associate Director. An Associate Director shall complete his/her term of office should they become registered during his/her term.

6.3 OFFICERS

6.31 Officers. The officers of this Society shall be the President, President-elect, Secretary, Treasurer and immediate Past President.

6.32 The President. The President shall exercise general supervision over the affairs of this Society, 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 Society, of the Executive Committee and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; have charge of and exercise general supervision over the Executive Vice President of this Society, and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Society 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 Society unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.33 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.

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

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

6.341 Reports. The Secretary shall furnish the Institute, and the Regional 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 Society and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Society the actual performance of any or all duties as recording or

corresponding secretary, but shall not delegate responsibility for the property of this Society, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 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 Society; chair the Finance Committee; prepare the budgets, collect amounts due this Society, 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.

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Society 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 Society, 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 Society.

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

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Society 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.

6.36 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chair 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.

6.37 Limitations. Allied, Student and Honorary members of this Society, the Dean of the School of Architecture and Landscape Architecture director (if not a member of this Society) and Public director shall not be the officers of this Society.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Meetings Required. The Board of Directors will meet in a regular or special meeting to transact business. Any one or more members of the Board of Directors may participate in a meeting of the Board by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time. Notwithstanding the foregoing, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to the action in writing.

6.411 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it.

6.412 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, by direct or electronic mail, 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.

6.413 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, provided all Board members consent in writing.

6.42 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 Directors 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.

6.43 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 signed by the Secretary and filed with the Society's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

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

6.52 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.

6.6 COMMITTEES AND COMMISSIONS

The Board of Directors may form committees and commissions to carry out the work of this Society. 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.

ARTICLE 7 FINANCES

7.0 FINANCES

7.01 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 Society for the immediately succeeding year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of the Society shall have any right, authority or power to expend any money of the Society, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Society 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 Society.

7.022 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 Society for the year unless specifically authorized to do so by two-thirds majority vote 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 Society'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.

7.03 Review of Financial Records. At appropriate intervals, the Board of Directors shall employ a certified public accountant firm to prepare an audit of the financial records of the Society as the basis for a financial report to the members.

7.04 Trusteeship. This Society may act as trustee for scholarships, endowments or trusts of a philanthropic nature.

7.05 Fiscal Year. The fiscal year of this Society shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Society may acquire and dispose of real and personal property for its own use.

7.12 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 Society; it shall not accept any gift, bequest or devise that will not promote the purposes of this Society, or that will place an undue financial or other burden on this Society.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Society. (*AIA Bylaws Section 7.2*)

7.3 INSTITUTE PROPERTY INTERESTS

This Society 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 Society, and the Institute shall not be liable for any debt or other obligation of this Society. (*AIA Bylaws Section 4.08*)

7.4 DISSOLUTION

In the event that this Society is legally dissolved, there shall be no distribution of assets to the benefit of any member. In the event of dissolution of this Society, all remaining assets, if any, after payment of all liabilities of AIA Minnesota shall become the property of the Minnesota Architectural Foundation. In the event of the dissolution of the Minnesota Architectural Foundation prior to dissolution of AIA Minnesota, upon dissolution of AIA Minnesota, all its assets shall be distributed to the University of Minnesota, College of Architecture and Landscape Architecture after payment of all AIA Minnesota debts existing at the time.

ARTICLE 8
GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

8.01 Executive Vice President. The administrative and executive offices of the Society shall be in the charge of the Executive Vice President, who shall be employed by this Society, and be selected by and report to the Board of Directors. The Executive Vice President shall be responsible for the administration of the affairs of the Society and such other duties as the Board of Directors may assign. Specifically, the Executive Vice President shall:

8.011 Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;

8.012 Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;

8.013 Attend all meetings of the Board of Directors and its Executive Committee as a member ex officio without vote;

8.014 Make reports to the Board of Directors on the affairs and business of the Society when requested by the Board of Directors.

8.02 Administrative Policy Committee. The Executive Vice President's tenure, salary and additional duties, if any, shall be as annually reviewed and recommended by the Administrative Policy Committee composed of this Society's President, President-elect, and immediate Past President, and as concurred with by the Executive Committee of the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

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

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Society and shall govern this Society, the Board of Directors, and this Society's 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 Society or by this Society's Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.32 Indemnification. If a director or officer of the Society 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 this Society, 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.

8.33 Insurance. The Board of Directors may authorize the purchase and maintenance by this Society 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 Society as may protect them against any liability asserted against them in such capacity, whether or not this Society would have the power to indemnify such persons under applicable law.

ARTICLE 9
AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS SOCIETY

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Society 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.

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

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Society, 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. (*AIA Bylaws Section 4.06*)

9.12 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 Society eligible to vote thereon.

CERTIFICATE

The foregoing Bylaws of AIA Minnesota, a Society of the American Institute of Architects were adopted by the membership of this Society effective the _____ day of _____, 2002.

Rosemary McMonigal, AIA
Secretary, AIA Minnesota,