



a Chapter of the American Institute of Architects

BYLAWS
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ARTICLE I. ORGANIZATION

1. Name

The name of this organization is AIA Kansas, Inc., a Chapter of the American Institute of Architects.

2. Objectives

The objectives of AIA Kansas shall be to promote and forward the mission of the American Institute of Architects within the territory of AIA Kansas and foster the capacity of the profession of architecture to serve society.

3. Definitions

In these Bylaws the governing board of AIA Kansas is referred to as the "Board of Directors"; the American Institute of Architects as the "Institute"; and the Board of Directors of the Institute as the "Institute Board".

4. Governing Authority

In these bylaws AIA Kansas, Inc., a Chapter of the American Institute of Architects, composed of membership as defined in Article II of these bylaws, is governed and operated in accordance with the laws of the State of Kansas, the state corporate charter, the bylaws of the American Institute of Architects, these bylaws, and the instructions of the AIA Kansas' Board of Directors.

5. Powers

- a. AIA Kansas shall have all of the powers and authority which may be conferred upon non-profit corporations under the provisions of the laws of the State of Kansas, and may engage in any lawful act or activity which is incidental to its objectives and in accordance with the Kansas general corporation code.
- b. Within the territory assigned to it, AIA Kansas will represent and act for the Institute under a charter issued by the Institute Board.
- c. No act of AIA Kansas shall directly or indirectly nullify or contravene any act or policy of the Institute.
- d. AIA Kansas may establish allied member and honorary affiliate membership categories, under conditions set forth in these bylaws.
- e. AIA Kansas may levy and collect annual dues from its members and may levy and collect admission fees for allied members.

6. Sections

The Board of Directors with the approval of the Institute Board, may organize one or more Sections within its territory. The bylaws of the Sections shall be similar to and in accord with the bylaws of AIA Kansas and the bylaws and policies of the Institute.

7. Student Chapters

AIA Kansas may affiliate with AIAS student chapters in accredited architectural programs located within its territory under conditions established by the Institute.

8. Territory

The territory within which AIA Kansas shall represent and act for the Institute is that described in its charter or otherwise prescribed by the Institute.

ARTICLE II. MEMBERSHIP

1. Composition

The members of AIA Kansas shall be:

- a. The Architect, and Associate Members of the Institute assigned to AIA Kansas by the Institute Board.
- b. A member who is declared a Member Emeritus by the Institute Board shall thereby be declared a Member Emeritus of AIA Kansas.
- c. AIA Kansas' allied members and Honorary affiliate members admitted to membership in the AIA Kansas by action of the Board of Directors.

2. Architect Members

- a. Qualifications and admission requirements are those stated in the Institute bylaws.
- b. Membership rights and privileges are those stated in the Institute bylaws.
- c. Termination, transfer, and readmission provisions are those stated in the Institute bylaws.

3. Associate Members

- a. Qualifications and admission requirements are those stated in the Institute bylaws.
- b. Membership rights and privileges are those stated in the Institute bylaws.
- c. Termination, transfer, and readmission provisions are those stated in the Institute bylaws.
- d. Such members may not hold more than two seats or one-third of the total seats, whichever number is greater on the AIA Kansas board.

4. Unassigned Members

- a. Institute members who are assigned to another AIA Component may be admitted to unassigned membership in AIA Kansas as provided in the Institute bylaws.
- b. Unassigned members may not vote for delegates or on matters affecting the Institute.

5. Allied Members

- a. Allied members have the same rights, privileges, and obligations as other members of AIA, however, allied members may not vote for delegates or on matters affecting the Institute.
- b. Such members may hold a directorship, but may not serve as an officer in AIA Kansas.

6. Member Emeritus

An assigned member who becomes a Member Emeritus of the Institute shall automatically become a Member Emeritus of AIA Kansas. An Emeritus Member's rights, duties, and privileges shall be those stated in the Institute bylaws.

7. Member's Right to Examine Records

Members have the right to examine AIA Kansas correspondence, AIA Kansas minutes, and the Secretary's records (except for confidential matters relating to bestowal of membership and honorary affiliate membership), Treasurer's accounts and yearly tax reports upon request.

8. Resignation

- a. An assigned Institute member may resign as provided in the Institute bylaws.
- b. Unassigned and allied members may resign from AIA Kansas by written resignation to the Secretary. Should the Secretary find the member qualified to resign, the resignation shall be effective as of the date it is received.
- c. When the Secretary finds that an unassigned or allied member is no longer eligible for membership, judged by

the same standards for new members, such membership may be terminated by the Secretary "without prejudice," provided, however, that such members shall be given full opportunity to explain his or her position before such action is taken.

9. Honorary Affiliate Membership

- a. A person of esteemed character who has rendered to the profession of architecture a seminal and valuable service within the territory of AIA Kansas, and has conspicuously upheld the aims of the profession, but who is not eligible for membership in the Institute, may be elected to Honorary membership.
- b. A candidate for Honorary Affiliate membership shall be nominated by five Members of AIA Kansas, not more than three of whom may be from one firm, and shall be sponsored by a member of the Board of Directors.
- c. The Board of Directors shall vote on the nomination by roll call vote. The concurring vote of three-fourths of the entire Board of Directors is required for election and the vote shall remain confidential until the nominee has accepted the honor.
- d. Honorary Affiliate members may use the phrase "Honorary Affiliate Member of AIA Kansas" as a suffix to their names, may attend AIA Kansas meetings, and serve as advisors to AIA Kansas meetings, and may take part in discussion on matters which are not related to AIA Kansas or Institute affairs, however, they may not vote. Honorary Affiliate members may serve and vote on AIA Kansas committees that do not perform any duty of the Board of Directors or Executive Committee. Honorary Affiliate members may not hold office, nor use the names, titles, initials, seal, symbol or insignia of the AIA.
- e. The Board of Directors may terminate an Honorary Affiliate membership for reasons it deems sufficient, provided it has offered the member an opportunity to be heard in the matter.

ARTICLE III. MEETINGS

1. Regular Meetings

- a. AIA Kansas shall hold an annual meeting each year on dates so called by the Board of Directors for the purpose of receiving the annual reports of the Board of Directors and Treasurer; and for transacting such business as may be appropriate.
- b. AIA Kansas may hold other regular meetings when called by the Board of Directors.
- c. The newly elected officers and directors shall take office on the first day of January of the following year.

2. Special Meetings

- a. A special meeting shall be held if a call for such a meeting, stating its purpose, is voted by a meeting of AIA Kansas or by the concurring roll call vote of not less than two-thirds of the entire membership of the Executive Committee, or by a written petition to the Board of Directors, signed by not less than ten percent (10%) of the total number of members of AIA Kansas then in good standing. However, not more than one half (1/2) of that ten percent (10%) can be from one section. In the latter event, the Board of Directors shall call the special meeting for the purposes set out in the petition within thirty (30) days after receiving it.
- b. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

3. Notices and Calls of Meetings

A notice of each meeting of AIA Kansas, stating the time and place thereof, shall be served by the Secretary on every member by sending, via mail or electronically, to the address on file with AIA Kansas. The notice of each regular meeting, and the call and notice of each special meeting shall be served at least thirty (30) calendar days before the date fixed for the meeting and the time of serving shall be deemed to be the date on which the notice or the call and notice was sent prior to the meeting.

4. Quorum at Meetings

A quorum shall be necessary for the transaction of any business at a meeting of AIA Kansas. Unless the statutes or these bylaws otherwise require, a quorum shall be twenty members of AIA Kansas. When a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding a lack of quorum, and the notice shall so inform the members. However, a quorum is required for consideration of amendments to bylaws.

5. Decisions at Meetings

- a. Every decision at a meeting shall be by a majority vote of the members present and voting unless otherwise required by these bylaws.
- b. A roll call vote shall be taken whenever a majority attending the meeting shall so vote.
- c. There shall be no voting by proxy at a meeting of this AIA Kansas except that any vote may be taken by mail ballot as provided below.
- d. Ballot. Any vote that may be taken at a meeting of AIA Kansas may be taken by mail or electronic_ballot of the members of AIA Kansas, provided that the matters voted on have been introduced and discussed at a regular or special meeting of AIA Kansas. Every decision by ballot shall be by a majority of those returning the ballot within the time period established for the return of the ballots.
- e. Only members in good standing may vote at AIA Kansas meetings, or via ballot.

ARTICLE IV. NOMINATION AND ELECTION OF OFFICERS/DIRECTORS

Nomination and Election of Officers/Directors

1. The President Elect, who shall chair the committee shall appoint a nominating committee, composed of five members. The other appointees shall represent the diversity of the membership including but not limited to professional responsibilities, firm size and location, race, and gender. Other than the President Elect, appointees shall not presently serve on the Board of Directors.
2. The nominating committee appointments shall be made at least two months prior to the time set for the election of officers.
3. The nominating committee shall name one or more members for each AIA Kansas board position about to become vacant. The nominating committee shall consider diversity, and, where possible, nominate at least two individuals for each position.
4. The nominating committee shall endeavor to determine the ability and willingness of a proposed nominee to give the time required by the office, as well as receive the prior approval of the nominee(s) for each office prior to announcing the names of the nominees.
5. At least thirty (30) days prior to the annual election, the membership shall be notified of the names of those nominated as well as the procedure for those who are interested in becoming candidates who were not nominated.
6. Any eligible member who has not been nominated, but seeks election for a board position may be placed on the ballot if a petition for it is filed with the AIA Kansas Secretary no later than fifteen (15) days prior to the election. Not less than ten (10) members of the AIA Kansas of which no more than half are members of the same local component must sign such petition.

7. Election Procedures

- a. Dissemination of Candidate Information / Platform – Each candidate will be requested to provide written biographical information, and a platform statement, and a seconding statement from another member supporting their candidacy. AIA Kansas will disseminate this information to the membership.
- b. Voting; When Required. If there is only one nominee for any office or directorship, the Secretary may be directed to cast a ballot for the full number of votes for the said nominee, where upon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the membership. Such voting shall be conducted either by electronic or secret paper ballot in accordance with the procedure prescribed in Section 2 of this Article.
- c. The nominee for each position who receives a majority of the ballots cast for the office or directorship shall be elected thereto.
- d. In the event of a vote having more than two (2) nominees in which no one receives a majority of the votes, the nominee with the fewest votes shall be eliminated from the next ballot. The President shall announce the results of all balloting, and shall declare all elections at the next annual business meeting.

ARTICLE V. THE BOARD OF DIRECTORS

1. Authority

The Board of Directors is the governing authority of AIA Kansas.

2. Power

The management, direction, control and administration of the property, affairs and business of AIA Kansas shall be vested in the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Kansas and by these bylaws.

3. Composition

- a. The Board of Directors shall consist of assigned members of AIA Kansas, or others as outlined below, each of whom shall be called a director.
- b. Four of these directors shall be officers of AIA Kansas.
- c. Seven shall be directors-at-large. At least one of these directors shall be an associate member.
- d. Each Section/Chapter, and members with Kansas as their local component shall elect or appoint a director.
- e. The Board may elect, by 2/3 vote, someone from outside the architectural profession to serve as a public director. The public director receives one vote, serves a two-year term, and may be re-elected to serve more than one term. The Board is under no obligation to fill this directorship.
- f. The immediate past president shall serve a director with a vote.
- g. Representatives of each of the accredited architectural programs within the territory of AIA Kansas may have an ex-officio, non-voting representative on the Board of Directors at the invitation of the President.
- h. National representatives elected by AIA Kansas shall hold a voting position on the Board for the duration of their term.
- i. At the invitation of the President, the AIAS Chapter at any Kansas school with an NAAB accredited architecture program may have an ex-officio, non-voting representative on the Board of Directors.

4. Terms of Officers and Directors

- a. The term of office of each officer, representatives of each section, chapter, and members with Kansas as their local component, one associate director and past president shall be for one (1) year. The other elected directors shall serve two (2) year terms so arranged that normally only three terms thereof shall expire in any one year.

- b. Each officer and director shall serve until his successor has qualified.
 - c. A director or officer who misses two meetings without an adequate excuse, may be removed. If the board so votes, a new director shall be appointed as defined below.
 - d. If a vacancy occurs in the membership of the Board of Directors, other than because of a regular expiration of a term, the Board of Directors, by majority roll call vote, shall fill the vacancy for the unexpired term.
5. Meetings of the Board of Directors
 - a. Regular meetings of the Board of Directors shall be held at a time and place fixed by the President, but not less than four (4) times annually.
 - b. Notice of each meeting of the Board of Directors shall be sent via mail or electronically, by either, the Secretary or delegated staff, to each member of the Board of Directors no less than five (5) days before the date and time fixed by the President.
6. Special Meetings
 - a. A special meeting of the Board of Directors shall be held if so voted by it, or if requested in writing by a majority of the members of said Board, or at the call of the President or the Secretary.
 - b. The Secretary or delegated staff shall issue a call, via mail or electronically, and a notice of each special meeting, stating therein the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting, provided, however, that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the written or electronic consent of every member of the Executive Committee.
7. Service of Notice

Notice of a special meeting shall be served not less than three (3) days before the date fixed for the meeting except this notice can be waived as stated in section 6. Any irregularity in or failure of notice of the organization meeting of the Board of Directors shall not invalidate the meeting or any action taken thereat.
8. Quorum of Board of Directors

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Decisions of the Board of Directors shall be by a concurring majority vote, unless otherwise required by these bylaws.
9. Officer Pro Tem

In the absence of the President and President-Elect, the Secretary or the Treasurer, the Board of Directors shall elect from its membership a president pro tem, a secretary pro tem, or a treasurer pro tem, as the case may be. Each, thereof, 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.
10. Minutes

Written minutes of every meeting of the Board of Directors, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary of AIA Kansas.
11. Reports of the Board of Directors

The Board of Directors shall render a full written report to AIA Kansas members at the annual meeting, stating the condition, interests, activities and accomplishments of the AIA Kansas for the year, with appropriate recommendations. A copy of the report shall be sent to the Secretary of the Institute. Additional reports shall be made upon the request of the Institute Board.

12. Custodianship

The Board of Directors shall be and act as the custodian of the properties and interests of AIA Kansas except such thereof as are placed by these bylaws in the custody or under the administration of the Treasurer or delegated staff, and within the appropriations made therefore shall do all things required and permitted by these bylaws to forward the objects of AIA Kansas.

13. Executive Office

The Board of Directors shall establish the location of the executive office of AIA Kansas.

14. Delegation of Authority

Neither the Board of Directors nor any officer or director of AIA Kansas shall delegate any of its or his/her authority, rights or power conferred by statutes or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws.

ARTICLE VI. THE OFFICERS

1. Titles

The officers of AIA Kansas, shall be the President, the President-Elect, the Secretary and the Treasurer. These officers constitute the Executive Committee of AIA Kansas. Requirements for the officers are the same as those of the Institute.

2. The President

- a. The President shall be the administrative head of AIA Kansas and shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the Secretary and the Treasurer, and shall preside at meetings of AIA Kansas and of the Board of Directors and the Executive Committee and shall sign all contracts and agreements whereof AIA Kansas is a party and perform all other duties usual and incidental to the office except such as delegated or assigned to other directors or staff of AIA Kansas.
- b. The President shall act as spokesperson of AIA Kansas and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President, or other delegate, shall not obligate or commit AIA Kansas unless the obligation or commitment has been specifically authorized by the Board of Directors.
- c. The President shall assume the office by automatic succession from the office of President-Elect, except that the President shall be elected if the President-Elect is unable to and/or unwilling to assume the Presidency.

3. The President-Elect

The President-Elect shall be an administrative officer and shall possess all of the powers and perform all of the duties of the President in the event of the absence of the President or a disability, refusal or failure to act, and shall perform such other duties as are properly assigned by the Board of Directors, Executive Committee or the President. The President-Elect shall succeed to the office of the President on the expiration date of the term of the office of the President.

4. The Secretary

- a. The Secretary shall be an administrative officer of AIA Kansas and shall act as its recording and corresponding secretary and secretary of meetings of AIA Kansas and of the Board of Directors, and the Executive Committee. The Secretary shall have custody of and shall safeguard and keep in good order all property of AIA Kansas, except such thereof that is placed under the charge of the Treasurer. The Secretary shall issue all

notices of AIA Kansas; sign all instruments and matters that require the attestation or approval of AIA Kansas, except as otherwise provided in these bylaws; prepare the reports of the Executive Committee and AIA Kansas; in collaboration with the President, have charge of all matters pertaining to the meetings of AIA Kansas and perform all duties usual and incidental of the office.

- b. The Secretary may delegate, with the concurrence of the Board of Directors, to an assistant secretary or AIA Kansas staff the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the making of any attestation or certification required to be given by the Secretary or the signing of any documents requiring the signature of the Secretary.

5. The Treasurer

- a. The Treasurer shall be an administrative officer of AIA Kansas and shall have charge and shall exercise general supervision of its financial affairs and keep the records and books of account thereof. The Treasurer shall prepare the budgets, collect amounts due to AIA Kansas, and receipt for and have custody of its funds and moneys and shall make all disbursements thereof. The Treasurer shall have custody of its securities and of its instruments and papers involving finances and financial commitments and shall conduct the correspondence relating to the office and perform all duties usual and incidental to the office of Treasurer.
- b. The Treasurer shall make a written annual report to each annual meeting of AIA Kansas and a written report periodically, but not less than quarterly to the Board of Directors. Each of said reports shall set forth the financial condition of AIA Kansas, the state of its budget and appropriations at the date of the report, and its income and expenditures for the period of the report, and the Treasurer's recommendations on matters relating to the finances and general welfare of AIA Kansas.
- c. The duties of the Treasurer, under authority of the Treasurer, may be assigned in whole or in part to AIA Kansas staff with the concurrence of the Board of Directors, but shall not delegate responsibility for property of AIA Kansas or the signing of any document requiring the signature of the Treasurer.
- d. The Treasurer, personally, shall not be liable for any loss of money or funds of AIA Kansas, 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 of the Treasurer.
- e. AIA Kansas shall furnish and maintain in the name of the AIA Kansas a fidelity bond, for the Treasurer and delegated staff of AIA Kansas, in a sum, which shall be fixed by the Board of Directors. Such bond shall be issued by a surety company licensed to do business in the State of Kansas satisfactory to the Board of Directors and shall insure the full reimbursement of AIA Kansas or the surety company, in the event of death, resignation, or removal from office of the Treasurer, for any and all loss AIA Kansas may sustain of money, funds, securities, negotiable instruments or other personal property belonging to AIA Kansas that may have come into the hands or possession of the Treasurer, including that for which the Treasurer is responsible.
- f. If the Board of Directors elects a Treasurer pro tem, AIA Kansas shall arrange a fidelity bond for him or her in all respects similar to that furnished and maintained for the Treasurer.

ARTICLE VII. EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Board of Directors composed of the elected officers of AIA Kansas.
2. A meeting of the Executive Committee shall be held as directed by the Board of Directors, or when called by the chair of the committee; or when requested in writing by three members of the committee.
3. A quorum of two-thirds of its voting members shall be necessary to transact any business at a meeting of the Executive Committee.
4. The Executive Committee may meet in a regular or special meeting in order to transact business. Any one or more

members of the Executive Committee may participate in a meeting of the committee by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting.

5. Every decision of the Executive Committee shall be made by not less than a majority of the voting members in attendance.
6. The Executive Committee shall have full authority, right and power to act for the Board of Directors between Board meetings on all matters except those below:
 - a. The Executive Committee may not adopt or change the budget; purchase, sell, lease, or pledge any real property; form an affiliation; hire or terminate the Executive Director; fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds vote of the Board of Directors. It shall not change the Rules of the Board, the Bylaws, or any policy of AIA Kansas, or elect a successor to any officer whose office becomes vacant. It shall not perform any functions of the Board of Directors, which according to these bylaws, require the action of the Board.
 - b. The Executive Committee may authorize others to perform certain duties of the Executive Committee under these bylaws. The Executive Committee may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these bylaws. Only those to whom authority is delegated by the Executive Committee may perform duties of the Executive Committee, and each duty so performed shall be done under the general directions and instructions of the Executive Committee, which shall be responsible therefore.

ARTICLE VIII. FISCAL AFFAIRS

1. Annual Dues
 - a. The Board of Directors, by a two-thirds vote of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by members for the immediately succeeding fiscal year.
 - b. The Board shall increase dues based on an annual escalation factor. The Board will use the CPI/Inflation Economic Forecast from the State of Kansas Consensus Revenue Estimates Long Report May, to establish the increase. The dues increase shall not exceed 5% per year. The Board may, if they so vote by a two-thirds ($\frac{2}{3}$) majority, waive the escalation amount for the next year.
 - c. The fiscal year of AIA Kansas shall be the calendar year.
2. Assessments
 - a. AIA Kansas may, by two-thirds vote of the voting members present and voting, levy an assessment on members which shall be in proportion to, and shall not exceed the annual dues of each member.
 - b. Notice of a vote on an assessment shall be sent via mail or electronically, to every member not less than fifteen (15) days prior to the date fixed for the AIA Kansas meeting whereat the question will be considered.
3. Payment of Dues and Assessments

Dues are due and payable according to the policies established by the Institute. Assessments are payable within thirty (30) days following the date of invoice. Any unassigned or allied member whose dues, assessments or other debts owed AIA Kansas remain unpaid sixty (60) days after invoice shall be notified, in writing, that their membership has been terminated for default.
5. Proration of First Annual Dues

First annual dues for a member shall be prorated on the schedule adopted by the Institute or by this Board of Directors.

6. Annual Budget and Expenditures

- a. At its first meeting of the year, the Board of Directors, by two-thirds vote of its entire membership, shall adopt a budget for the fiscal year, showing in detail the anticipated income and scheduled expenditures.
- b. The Board of Directors shall not adopt any budget, make any appropriations, nor authorize any expenditure, which, in the aggregate, will exceed the net anticipated income for the fiscal year, unless authorized at a Board of Directors meeting by a vote of two-thirds of the voting members present and voting.
- c. The Board of Directors, within the aggregate expenditures provided in the budget, may adjust an item of budgeted expense and change appropriations accordingly, and may transfer income additional to the budgeted amounts from accumulated capital reserve.

7. Fiscal Policy

- a. AIA Kansas as a corporation shall not have a capital stock and no part of the income of the corporation shall inure to the private profit of any individual, except in payment of authorized services for the administration and conduct of its affairs.
- b. In the event of the dissolution of the corporation, after payment of all debts of the corporation, the remaining property and assets shall be conveyed or transferred for such purposes as the members of AIA Kansas in their absolute discretion may determine, but no funds or property shall revert to or be distributed to members of AIA Kansas.
- c. The private property of the members and officers or directors or staff of AIA Kansas shall not be subject to the payment of corporate debts whatsoever.

ARTICLE VI. PROPERTY RIGHTS AND PRIVILEGES

1. Acquirement of Property

- a. In furtherance of carrying on its affairs and exercising its powers, AIA Kansas may take and acquire real property and personal property for its own use.
- b. Only the Board of Directors shall have any right or authority to solicit, receive, take or accept any gift, bequest or devise for or on behalf of AIA Kansas, and it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of AIA Kansas, or if it and its administration will place an undue financial or other burden on AIA Kansas.

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 AIA Kansas.

3. Institute Property Interest

AIA Kansas shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of AIA Kansas, and the Institute shall not be liable for any debt or other obligation of AIA Kansas.

4. Suspension of Interest, Rights and Privileges

Good Standing Defined: An assigned member is not in good standing in AIA Kansas if and while in default to either AIA Kansas or the Institute or under suspension by the Institute, and an unassigned member and an allied member is not in good standing if and while in default to it or under suspension by AIA Kansas.

ARTICLE X. COMMISSION - COMMITTEE STRUCTURE

- a. The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The membership, terms of office and duties of each committee as well as the termination of committees shall be prescribed by the Board of Directors.
- b. The Board of Directors appoints members and the chair of each committee.
- c. Each committee and task force shall make an annual report to the Board of Directors at the close of its work, or more often if directed by the Board of Directors.
- d. AIA Kansas may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of AIA Kansas.
- e. No commission, committee, nor any member or chair thereof, shall incur financial obligations unless funds are available in its appropriation and it is authorized to do so under existing rules. Nor shall any of the foregoing commit AIA Kansas or Institute orally or otherwise on any matter without specific authority.
- f. No commission, committee, nor any member or chair may speak for, or distribute any policy, position or statement on behalf of AIA Kansas or the Board of Directors unless so authorized by the Board of Directors or these bylaws.

ARTICLE XI. PROFESSIONAL CONDUCT AND DISCIPLINE

1. **Applicability of Institute Code**
The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of AIA Kansas whenever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. Members are not immune from charges of violation of the code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.
2. **Formal Action Prohibited**
A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjudged by AIA Kansas, the Board of Directors, or any AIA Kansas Committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct. Any charge of unprofessional conduct against a member shall be referred to the Institute's National Judicial Council.
3. **Notice of Institute Discipline**
Whenever notice is received from the Institute that a member of AIA Kansas has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of AIA Kansas. At the discretion of the Board of Directors, but not otherwise, such notice of discipline shall be read at the next AIA Kansas meeting and/or published in the next official AIA Kansas publication.

ARTICLE XII. AFFILIATIONS

1. **Affiliations with Organizations**
AIA Kansas shall not form nor enter into any affiliation with any individual, but it may affiliate with any local professional or civic organization or any local organization of the construction industry, operating within the territory of AIA Kansas, that is not used or maintained for financial gain, price fixing, or political purposes, if and while the objects of AIA Kansas will be promoted by such affiliation.
2. **Agreements of Affiliation**
Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement duly executed by the Board of

Directors and affiliated organization; provided, that the Board of Directors, by a like vote, may collaborate with one or more organizations for any emergency purpose to forward or maintain the objects or standing of AIA Kansas without such written agreement, if said collaboration does not extend longer than one year.

3. Conditions of Affiliation

- a. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the period thereof, and the nature of its organization, membership, governance and operation.
- b. It shall be a condition of every affiliation that the affiliate shall not have any voice in the affairs of AIA Kansas and that it shall not and cannot bind or obligate AIA Kansas to any policy in any manner by pronouncement or otherwise, unless the Board of Directors has duly and specifically voted to be so bound or obligated.
- c. Every affiliation must be cancelable by the Board of Directors by the concurring roll call vote of not less than two-thirds of its entire membership, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter and vice versa.
- d. An affiliation may be made for a period not to exceed three (3) calendar years, but thereafter such affiliation may extend from year to year until terminated and canceled by either party.

4. Privileges of Affiliates

- a. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of AIA Kansas and may speak thereat by invitation of the presiding officer.
- b. An organization affiliated with AIA Kansas, but not a collaborating organization as specified in Section 2 of this Article, may use and print the phrase "Affiliates with AIA Kansas" as a suffix to the name of the affiliated organization. Any abbreviation of such phrase or any use of such title of any individual member, associate, or affiliate of the affiliated organization, or by any person, firm, association or corporations connected therewith, shall make the agreement of affiliations cancelable forthwith.

ARTICLE XIII. GENERAL PROVISIONS

1. Endorsements

Neither AIA Kansas, nor anyone representing AIA Kansas, shall directly or indirectly make endorsements of any enterprise operated for profit, or a political party or candidate, or of a commercial material, object, devise or process.

2. Publications

The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objects of AIA Kansas. Whenever AIA Kansas publishes an official bulletin of communication with the members, notice of AIA Kansas required to be issued by these bylaws, printed in such bulletin and sent via mail or electronically to the members as therein provided, shall constitute the proper giving and serving of said notice.

3. AIA Kansas, from time to time as funds or other means become available therefor, may make awards to persons, firms, corporations or associations for meritorious work in their respective fields within the territory of AIA Kansas. Each award shall be bestowed for and on behalf of AIA Kansas by the concurring vote of two-thirds of the entire Board of Directors, after due consideration of the nominees and their work.

4. Parliamentary Authority

The rules contained in "Robert's Rules of Order, Newly Revised" shall supplement the rules and regulations adopted by AIA Kansas and shall govern AIA Kansas, Board of Directors, the Executive Committee and AIA

Kansas' committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with statutes, these bylaws or the rules and regulations adopted by AIA Kansas or by the Board of Directors.

ARTICLE XIV. LIABILITY, INDEMNIFICATION AND INSURANCE

1. Liability

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

2. Indemnification

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

3. Insurance

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

ARTICLE XV. AMENDMENTS TO THE BYLAWS

1. AIA Kansas Action

- a. These bylaws may be amended at any meeting of AIA Kansas by two-thirds vote of the members present and voting, provided that a notice stating the purpose of the amendment, and a copy of the amendment, shall be sent to every voting member not less than thirty (30) days prior to the date fixed for the meeting.
- b. Should a quorum not be convened, the presiding officer may direct the Secretary to submit the amendments(s) to the members by ballot sent via mail or electronically. A two-thirds vote from not less than ten (10%) percent of the members shall be required and shall be received in AIA Kansas office no later than three weeks after it is sent, to amend these bylaws. Results shall be published to the members and announced at the next AIA Kansas meeting.

2. Conformity with Institute Bylaws

The Board of Directors without action by a meeting of AIA Kansas, 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 to the Secretary of the Institute for review for conformity with Institute bylaws.

3. Delegation of Authority

The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so have been delegated to it by a two-thirds vote of the members of AIA Kansas eligible to vote thereon.

Revised January 19, 2017

- Article VIII, Fiscal Affairs, Annual Dues (1 b.) amendment adopted at the October 20, 2016 annual business meeting.

Revised December 1, 2021

Amendments adopted with the board of directors and $\frac{2}{3}$ of 10% of the membership approval:

- Due to National's dissolution of regions, remove language in Article I, Section 5(d) in Article I, Section 5(d): *"AIA Kansas shall cooperate with the regional organization to further the interest of the Institute and by agreement with this organization, may represent and act for them within the territory of AIA Kansas."*
- Remove reference to AIA Kansas's physical office in Article II, Section 7: Add AIA Kansas-elected national representatives (Strategic Council, Young Architects Forum, National Associates Committee) as voting members of the AIA Kansas Board in Article V, Section 3, new subsection (h)
- Add AIA Kansas-elected national representatives (Strategic Council, Young Architects Forum, National Associates Committee) as voting members of the AIA Kansas Board in Article V, Section 3, new subsection (h)

The following amendments shorten the timeline for Board nominations in Article VI.

- Section 2: *The [nominating committee] appointments shall be made at least two ~~three~~ months prior to the time set for the election of officers.*
- Section 5: *At least [thirty (30) days] ~~two months~~ prior to the annual election, the membership shall be notified of the names of those nominated as well as the procedure for those who are interested in becoming candidates who were not nominated.*
- Section 6: *Any eligible member who has not been nominated, but seeks election for a board position may be placed on the ballot if a petition for it is filed with the AIA Kansas Secretary no later than [fifteen (15) days] ~~one month~~ prior to the election. Not less than ten (10) members of the AIA Kansas of which no more than half are members of the same [local component] ~~chapter/section~~ must sign such petition.*

The following amendments corrected grammatical errors:

- Correcting the spelling of "therefore" in Article V, Section 12
- Changes "it" to "its" in Article IV, Section 5(b)
- Correcting the spelling of "therefore" in Article VII, Section 6(b)