

**AIA Chicago Bylaws**  
**As amended through 6 December 2010**

**Article I. ORGANIZATION**

- 1.1 **This Chapter** The name of this organization is **AIA Chicago**, a Chapter of the American Institute of Architects. AIA Chicago is a non-profit membership corporation duly incorporated on the 8<sup>th</sup> day of February 1890, under and by virtue of the provisions of an act concerning corporations of the State of Illinois.
- 1.2 **Related Organizations** In these Bylaws, the AIA Chicago chapter is referred to as this Chapter, the Board of Directors of this Chapter as the Board, the Executive Committee of this Chapter as the Executive Committee; AIA Illinois, a council of the American Institute of Architects as the Council, and the American Institute of Architects as the Institute.
- 1.3 **Territory** The territory assigned to this Chapter is the counties of McHenry, Lake, and Cook, except for the following areas in Cook County:  
That portion north of Interstate Highway 55 (Stevenson Expressway) and west of Interstate Highway 94 (Edens Expressway) when said highways are outside the city limits of the City of Chicago; and the southern Cook County Townships of Bloom, Bremen, Calumet, Palos, Rich, Thornton, and Worth, but including all areas of said townships which fall within the city limits of the City of Chicago.

**Article II. OBJECTIVES AND POWERS**

- 2.1 **Objectives** The objectives of this Chapter are to promote and forward the objectives of the Institute within the territory of this Chapter.
- 2.2 **Powers** The powers of this Chapter shall be provided in the laws of the State of Illinois and the Institute Bylaws.

**Article III. MEMBERSHIP**

- 3.1 **Categories** The membership of this Chapter shall consist of the Architect Members, including Fellows and Emeriti, and Associate Members of the Institute who have been assigned to membership in this Chapter by the Institute, and Unassigned and Affiliate Members who have been admitted to membership in this Chapter as provided for in these Bylaws. The term "Chapter Members", if not otherwise qualified, shall refer to all categories of membership in this Chapter.
- 3.2 **Qualifications** This Chapter shall not establish for Architect Members, (including Fellows and Emeriti) and Associate Members, of the Institute, qualifications in addition to, or which vary from, the Institute's policies for such classes of membership.
- 3.3 **Enrollment** Every Chapter Member assigned to or admitted by this Chapter shall be duly notified to that effect by the Institute and/or this Chapter, and shall be enrolled as a Chapter Member without requiring payment of an admission fee. Such membership shall be announced at the next regular meeting of this Chapter ~~and or~~ in its next official publication.
- 3.4 **Annual Dues** Every Chapter Member shall pay the annual dues of this Chapter in accordance with the provision outlined in these Bylaws.
- 3.5 **Termination of Membership** Each Assigned Member of this Chapter shall remain a Chapter Member until membership in the Institute is terminated, or until the Institute reassigns such member to another Chapter. Associate memberships shall be terminated on January 1 of the year following receipt of a license to practice architecture. Affiliate memberships shall be terminated by the resignation of an Affiliate, by admission to or becoming eligible for membership in the Institute, and may be terminated for indebtedness as provided in these Bylaws.
- 3.6 **Good Standing** A Chapter Member is not in good standing and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon the suspension of a Member, the Member's rights in this Chapter and the Institute are withdrawn until the Member is restored to good standing.

#### Article IV. ASSIGNED MEMBERS

- 4.1 **General** The term Assigned Members shall refer to Architect Members, (including Fellows and Emeriti) and Associate Members, of the Institute who have been assigned by the Institute to membership in this Chapter. The qualifications, rights, and privileges of Architect Members (including Fellows and Emeriti) and Associate Members, shall be as provided in the Institute Bylaws.

#### Article V. UNASSIGNED MEMBERS

- 5.1 **General** The term Unassigned Members shall refer to Architect Members (including Fellows and Emeriti), Intern Members, and Associate Members of the Institute who have been assigned by the Institute to membership in another Chapter. An Assigned Member of another Chapter may, without action of the Institute, become an Unassigned Member of this Chapter upon approval by the Board or by a Board designated Chapter employee of an application from such Member.

#### Article VI. PROFESSIONAL AFFILIATES

- 6.1 **Qualifications** Professional Affiliates of this Chapter are non-architects admitted by the Board to membership in this Chapter who this Chapter believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for Institute membership.
- 6.2 **Rights and Privileges** The rights and privileges shall be as follows:
- a. May serve as a member of any committee of this Chapter.
  - b. May attend and speak, but may not make motions nor vote at any meeting of this Chapter except on dues for Professional Affiliates.
  - c. Shall not be eligible to serve as an officer or to chair a committee of this Chapter.
  - d. May not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise, nor the seal, symbol, insignia, or emblem of this Chapter or the Institute.

#### Article VII. STUDENT AFFILIATES

- 7.1 **Qualifications** Student Affiliates of this Chapter shall be undergraduate or postgraduate students of architecture school, secondary schools, or allied arts schools within the territory of this Chapter that have been admitted by the Board or by a Board designated Chapter employee to membership in this Chapter.
- 7.2 **Rights and Privileges** The rights and privileges shall be as follows:
- a. May serve as a member of any committee of this Chapter. May attend and speak, but may not make motions nor vote at any meeting of this Chapter except on dues for Student Affiliates.
  - b. Shall not be eligible to serve as an officer or to chair a committee of this Chapter.
  - c. May use the title "Student Affiliate Member of the Chicago Chapter, AIA", which shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Affiliate Member" be printed in smaller type than the remainder of the title. May not use the initials "AIA" nor the phrase "The American Institute of Architects" alone or otherwise except as prescribed above, nor the seal, symbol, insignia, or emblem of this Chapter or the Institute.

#### Article VIII. HONORARY MEMBERS

- 8.1 **Qualifications** A person of esteemed character who has rendered distinguished service to the profession of architecture or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted by the Board to membership in this Chapter as an Honorary Member.
- 8.2 **Rights and Privileges** The rights and privileges shall be as follows:
- a. Shall not pay annual dues to this Chapter, nor have any interest in its property or liabilities.
  - b. May attend, and on invitation of the President may speak and take part in the discussions, but may not make motions nor vote at any meetings of this Chapter.
  - c. Shall not be eligible to serve as an officer or to chair a committee of this Chapter, nor serve on any of its committees except as advisor.
  - d. May use the title "Honorary Member of the Chicago Chapter, AIA," which shall not be changed by further abbreviation, amplification, or otherwise, nor shall the words "Honorary Member" be printed in smaller size type than the remainder of the title. May not use the initials "AIA" or the phrase "The American Institute of Architects"

alone or otherwise do not except as prescribed above, nor the seal, symbol, insignia, or emblem of this Chapter or the Institute.

#### **Article IX. MEETINGS**

- 9.1 **Annual Meeting** This Chapter shall hold an Annual meeting during the month of December for the purpose of nominating and electing the Officers to succeed any Officers and Directors whose terms are about to expire, for receiving the annual reports of the President and the Treasurer, and for the transaction of any other business that may be appropriate.
- 9.2 **Regular Meetings** A Regular Meeting of this Chapter may be called by the Board or by written petition to the Board signed by not less than 25 Assigned Members of this Chapter in good standing.
- 9.3 **Notice** A notice stating the time, place and purpose of each meeting of this Chapter shall be served by **postal mail or by e-mail** by the Secretary to every Chapter Member **and also posted on the Chapter Web site**. The notice of each Annual 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 was issued.
- 9.4 **Quorums** A quorum shall be necessary for the transaction of any business, including election of officers or amendments to these Bylaws, at a meeting of this Chapter. A quorum shall be 25 Assigned Members in good standing. No business shall be transacted without such quorum.
- 9.6 **Decisions** Every decision at a meeting shall be by a majority vote of the Chapter Members present at such meeting.
- 9.7 **Limitations on Voting Eligibility** Only Assigned Members in good standing may vote on the following matters:
- a. Amendments to these Bylaws
  - b. Matters so designated elsewhere in these Bylaws
  - c. Elections of Chapter Officers and Directors
  - d. Matters relating to membership
  - e. Annual dues of Assigned Members
  - f. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute and this Chapter
  - g. All other matters so ruled by the President, such rulings being reversible only by a vote of two-thirds of the Assigned Members present at the meeting

#### **Article X. NOMINATIONS OF OFFICERS AND DIRECTORS**

- 10.1 **Nominating Committee** There shall be a Nominating Committee of nine members: the Past Past President, the immediate Past President, the President, the AIA Regional Director and the First Vice President, who shall meet and elect an additional four past Board members to serve on the Nomination Committee. The President shall call the first meeting of all nine members on or before September 1, at which time the Committee shall elect its own chairperson.
- 10.2 **Duties and Responsibilities** The Nominating Committee shall give careful consideration to the qualifications of individuals who are members in good standing of the Chapter and shall prepare a slate of nominations consisting of at least one candidate for each Officer, Director and Illinois Council Representative(s), to be filled from those who have consented to serve if elected. At least a majority of the Nominating Committee must agree on each nomination. The report of the Nominating Committee shall be circulated to the members postmarked on or before November 15. The Nominating Committee shall review and approve for nomination Committee Chairpersons who are members in good standing of the Chapter and who have been recommended to the Nominating Committee each year by each Chapter Committee through the Committee's election process.
- 10.3 **Nominations** In preparing the annual slate of nominations, the Nominating Committee shall select a nominee for:
- a. First Vice President/President-elect, who shall serve a one-year term as President-elect, a one-year term as President, and a one-year term as Past President;
  - b. Alternately Two or three Directors to total seven, who, if elected, will serve a three-year term each;
  - c. AIA Illinois Delegates and Alternate Delegates (as needed), who will each serve a three-year term to AIA Illinois. One of the Delegates shall be designated to be the voting Representative to the Board of the Delegation;
  - d. Two Associate Directors, selected from among the Associate Membership, who, if elected, will serve a three-year term each;

- e. Two Professional Affiliate Directors, to be selected from among the Professional Affiliate membership, who, if elected, will each serve a three-year term;
- f. In the odd-numbered year, one Vice President and a Treasurer, and
- g. In the even-numbered year, a Secretary and a second Vice President, so that the terms of the one Vice President and the Treasurer alternate with the terms of the second Vice President and the Secretary.
- h. In the odd-numbered year, a third Vice President who shall serve a two-year term.
- i. Student directors(s), up to one Student Director nominated from each NAAB accredited school of architecture in the component's territory, who shall serve a one-year term.

Nominations may also be made by petition, signed by at least 25 Assigned Members of this Chapter in good standing. Any such petition shall be sent to the Secretary of the Chapter, and if received prior to October 15, shall be circulated to the members, post-marked no later than November 15. No name shall be placed in nomination without the consent of the Nominee.

All Officers and Board Members shall assume their offices on January 1.

## **Article XI. ELECTIONS OF OFFICERS AND DIRECTORS**

- 11.1 **Voting** Elections will occur by ballot vote at the Annual Meeting, except if there is only one nominee for any position, the vote may be by voice. If there is more than one nominee, the Secretary shall provide ballots for the election, and the President shall appoint the necessary tellers to tabulate the vote. A majority vote shall elect.

## **Article XII. OFFICERS**

12.1 **General** The Officers of this Chapter shall be the President, First Vice President, three vice Presidents, Secretary, and Treasurer.

12.2 **President** The president shall be the administrative head of this Chapter. The President shall exercise general supervision of Chapter affairs, and shall act as spokesman for this Chapter and be its representative at meetings with other organizations and committees, unless another member is delegated to act in any instance by the President or the Board. No representative shall in any way obligate or commit this chapter unless the Board has previously and specifically authorized the obligation or commitment. The President shall preside at all meetings of this Chapter, the Board, and the Executive committee; sign all contracts and agreements whereof this Chapter is a party; and shall perform such other duties as are usual and incidental to the office.

12.3 **First Vice President/President-elect** The First Vice President/President-elect shall serve as aide to the President and shall assume the duties of that office in the President's absence or disability. This Officer shall automatically accede to the office of president. In the case of vacancy in the office of the President, the First Vice President/President-elect shall become President for the unexpired portion of that term, and the term for which the Officer was elected. The First Vice President/President-elect shall be responsible for chairing the Strategic Plan committee and for developing the overall program for the subsequent year, and performing such additional duties as directed by the Board.

12.4 **Vice Presidents** The three Vice Presidents shall perform such duties as shall be delegated to them by the Board or assigned by the President. One Vice President shall serve as Chair of the Sponsorship Committee. One Vice President shall chair the Public outreach committee. In the absence of the President and first vice President, the Board shall name one of the Vice Presidents to serve as President.

12.5 **Secretary** The Secretary shall maintain minutes of all meetings of the members, of the Board, and of the Executive Committee; see that all notices are duly given in accordance with the provision of the Bylaws or as required by law; be the custodian of the corporation records and the seal of the corporation which is to be affixed to all documents as required; in general, performance of duties incidental to the office of Secretary. The Secretary may delegate to an employee of this Chapter the actual performance of the Secretary's duties, but may not delegate the responsibility of the Secretary. The Secretary shall Chair the Membership Committee and shall support the activities of the President in the President's capacity as spokes-person for the Chapter.

- 12.6 **Treasurer** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks or other depositories as approved by the Board; in general, performance of all duties incidental to the office of Treasurer. The Treasurer may delegate to an employee of this Chapter the actual performance of his duties, but he shall not delegate his responsibility thereof. The Treasurer shall Chair the Finance Committee and shall assist the Executive Vice President in the formation of

the Chapter's annual budget, which shall be presented to and approved by the Board. The Treasurer shall assist the Executive Vice President in the formation of quarterly annual reports, which shall be presented and reviewed by the Board.

### Article XIII. BOARD OF DIRECTORS

13.1 **General** The Board shall conduct the business of the Chapter and shall be responsible for acting on all matters of public and membership policy. This will include, but not necessarily be limited to, the establishment of committees, task forces and commissions to carry out the work of this Chapter; approve dues for Members and the annual budget by affirmative voice vote of the majority of the Board; review quarterly the Chapter's budget performance.

13.2 **Composition and Voting Status** Voting members of the Board shall consist of: the President, First Vice President/President-elect, the three Vice Presidents, Secretary, Treasurer, the immediate Past President, the seven Directors, the two Associate Directors, the two Professional Affiliate Directors and the Voting Representative to the Board of the AIA Illinois Delegation. Non-voting members of the Board shall be one of the Illinois Regional AIA Directors and Student Director(s).

13.3 **Meetings** The Board shall hold regular meetings at such time and place as may be designated in the notice of such meetings. Special meetings may be called by the President, or shall be called at the written request of a majority of the members of the Board. At least five days, but not more than thirty days, notice shall be given of a special meeting. A majority of the members of the Board shall constitute a quorum for the transaction of business at all meetings of the Board.

13.4 **Vacancy** The Board may fill any Vacancy occurring on the Board by an affirmative vote of a majority. A person so elected will fill a vacancy for the unexpired term of the predecessor in office.

### Article XIV. EXECUTIVE COMMITTEE

14.1 **General** The Executive Committee, composed of the Officers, shall carry on the necessary business of this Chapter between meetings of the Board and conduct such business as the Board may request, to the extent permitted by law.

14.2 **Meetings** The Executive Committee shall hold regular meetings, as called by the President. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Minutes of all Executive Committee meetings shall be sent promptly to the Board.

### Article XV. CHAPTER REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

15.1 **The Institute** The Board shall select delegates from the Assigned Members of this Chapter to represent this Chapter at meetings of the Institute. The number of such delegates shall be prescribed in the Institute Bylaws. If the Executive Committee neglects, fails, or refuses to select delegates, or should selected delegates fail to qualify, the President may appoint delegates to represent this Chapter, as provided for in the Institute Bylaws. Delegates from this Chapter to Institute meetings shall act for and in behalf of the members of this Chapter in all matters that may properly come before such Institute meetings.

15.2 **The Council** The Assigned Members in good standing of this Chapter shall select the delegates, in the number prescribed in the Bylaws of the Council, to represent this Chapter at meetings of the Council. The delegates shall act for and in behalf of the members of this Chapter in all matters that may properly come before such Council meetings.

### Article XVI. DUES

16.1 **Annual Dues** The amount of Annual Dues to be paid by each category of Chapter membership including Supplemental Dues, if applicable, or Special Assessment for the immediate succeeding fiscal year, shall be determined by a majority vote of the Board Members present and eligible to vote at the October Board meeting.

16.2 **Due Date** Dues shall be payable to this Chapter on or before January 15<sup>th</sup> of the covered fiscal year.

16.3 **Default of Annual Dues** Every Chapter Member who has not paid the entire amount of the required Annual Dues or entered an approved payment plan for the then current fiscal year on or before the 31<sup>st</sup> day of March, shall be in

default for the unpaid amount and shall be given thirty days notice, in writing, of impending termination because of said default.

- 16.4 **Termination or Suspension for Default of Dues or Assessments** If an Assigned member is in default to this Chapter for non-payment of dues on May 1, the Secretary shall so advise the Institute Secretary and request termination of that membership. If an Affiliate Member is in default to this Chapter for non-payment of dues on May 1, such membership shall be terminated and notice of such termination shall be given in writing. A member is not in good standing in this Chapter and shall be under suspension if and while in default of dues or other obligations to either this Chapter or the Institute. Immediately upon suspension of a member, the member's rights in this Chapter and the Institute are withdrawn until the member is restored in good standing.

## **Article XVII. FINANCES**

- 17.1 **Budgets and Appropriations** At the October Board Meeting, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediate succeeding year.
- 17.2 **Audits** At such times as the Board shall determine the books of the Treasurer and the financial affairs of this Chapter shall be audited by a Certified Public Accountant employed by the Board.
- 17.3 **Fiscal Year** The fiscal year of this Chapter shall be January 1 to December 31.
- 17.4 **Reserve Fund** In order to provide for long-term economic stability, the Chapter shall establish a Reserve Fund. The level of the Reserve Fund shall be maintained at 20 percent of the Chapter operating expenses or \$100,000, whichever is greater, unless otherwise approved by a vote equal to two-thirds of the entire Board.
- a. At the January meeting of the Board of Directors, the level of the Reserve Fund shall be compared with that year's budget and monies added to the reserve to bring the fund up to the required level.
  - b. Monies may be transferred from the Reserve Fund only by the recommendation of the Finance Committee and vote equal to two-thirds of the entire Board.
- 17.5 **Acquisitions of Property** In furtherance of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.
- 17.6 **Gifts** No person, committee, representative, or agent of this Chapter other than the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for or on behalf of this Chapter, unless specifically authorized and empowered to do so by the Board.
- 17.7 **Institute Property Interests** This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other financial obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

## **Article XVIII. BORROWING**

- 18.1 **General** This Chapter may have total debt from borrowing money up to an aggregate amount not exceeding fifty percent of the total of the then current annual dues, which sum may be used to pay any extraordinary expenses essential to the advancement of the objective of this Chapter, providing that such borrowing is authorized at a meeting of the Board by a vote of not less than two-thirds of the membership of the Board.
- 18.2 **Execution of Note** When such borrowing is authorized by vote of the Board, the President and the Treasurer shall execute the note therefore on behalf of this Chapter.
- 18.3 **Repayment** The Treasurer shall pay the interest on the loan, and the principal thereof, as and when due, from current income and accumulated funds respectively, and the amounts necessary to make such payment shall be a lien upon the current income and unexpended funds until the loan is paid.

## **Article XIX. INDEMNIFICATION**

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

19.2 **Indemnification** To the full extent that it shall from time to time have power under applicable law and in the manner from time to time prescribed or permitted under applicable law, this Chapter shall indemnify any Director or Officer of this Chapter. Without limiting the foregoing, this Chapter shall indemnify any employee or agent of this Chapter who is an Executive Vice President, with respect to the defense in a judicial or administrative proceeding involving Chapter 42 of the Internal Revenue Code of 1954, as amended, or involving state laws relating to mismanagement of funds of charitable organizations, against all expenses (other than taxes, penalties, or expenses of correction) including attorney's fees, but only if (a) such expenses are reasonably incurred by such person in connection with such proceeding, and such person is successful in such defense, or such proceeding is terminated by settlement; and (b) such person has not acted willfully and without reasonable cause with respect to the act or failure to act which led to liability for tax under Chapter 42 of the Internal Revenue Code of 1954, as amended.

## **Article XX. STUDENT BRANCH CHAPTERS**

20.1 **General** The Board may establish and sponsor Student Chapters in NAAB accredited Schools of Architecture located within the territory of this Chapter. Each Student Chapter shall elect its own officers and function under rules approved by the Board. The Board may establish Student Chapter dues, payable to this Chapter. The establishment of such dues is not mandatory and shall be at the discretion of the Board. A Student Director elected each year shall represent the organized Student Chapters on the Board.

## **Article XXI. AFFILIATIONS**

- 21.1 **Affiliations with Other Organizations** This Chapter may affiliate with any organization of the construction industry or arts and sciences allied therewith operating within the territory of this Chapter; provided that such organization is not used or maintained for financial gain, price fixing, or political purposes, and that such affiliation will promote the objectives of this Chapter.
- 21.2 **Agreements of Affiliation** Every affiliation must be authorized by the Executive Committee, and shall be evidenced by a written agreement between this Chapter and the affiliated organization. A written agreement is not required if the affiliation does not extend beyond one year.
- 21.3 **Conditions of Affiliation** Every agreement of affiliation shall set out in full the purposes and objectives of the affiliation, the terms and conditions under which it is entered into, the duration, the objectives of the affiliate, and the nature of its organization, membership, government, and operations.
- 21.4 **Limitations of Affiliation** An affiliated organization shall not have any voice in the affairs of this Chapter and shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise.
- 21.5 **Termination of Affiliation** Any affiliation may be terminated by the majority vote of the Executive Committee, but the Executive Committee 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. A like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.
- 21.6 **Privileges of Affiliated Organizations** Representatives of an affiliate or collaborating organization may attend any of the regular meetings of this Chapter, and may speak on invitation of the President.

## **Article XXII. AMENDMENTS**

22.1 **Amendments of these Bylaws** These Bylaws may be amended at the annual meeting of this Chapter, or at a Regular Meeting of this Chapter called for the purpose of amending the Bylaws, by a vote of two-thirds of the Assigned Members in good standing, in attendance at the meeting, provided that a copy of such proposed amendment and a statement of purpose and the reason therefore is included in the notice for this meeting. The Board, without action by a meeting of this Chapter, shall amend any of these Bylaws as may be necessary for conformity with Institute Bylaws. These Bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

## **AIA CHICAGO • POLICY ON PUBLIC STATEMENTS BY CHAPTER MEMBERS**

From time to time, members of the Chapter may want to make public comments on issues affecting architects or architecture. Moreover, members who chair a Chapter Knowledge Community (KC) or who serve on public boards or commissions may be called upon to express their views of such issues. It is important to recognize, in these circumstances, that the only statements that represent the official positions of the Chicago Chapter AIA are those that are endorsed by the Board of Directors. To receive Board endorsement, the member and/or KC Chair wishing to

express a view is required to attend the next scheduled Chapter Board of Directors meeting, present the position orally and in writing prior to Board endorsement. Accordingly, whenever a member expresses a position that might otherwise reasonably be thought to be the position of the Chapter, but endorsement of that position has not been approved by the Board of Directors, that member should make clear that he or she is speaking in an individual capacity and not on behalf of the Chapter. The Executive Committee can, consistent with the responsibilities identified in Article 14 of the Bylaws, review and vote to provide an endorsement of a statement if such endorsement is urgent and is required in a time frame not facilitated by regularly scheduled Board of Directors meetings.

*Approved April 1989 by the Board of Directors. Drafted by chapter legal consultant Jack Bierig, Sidley and Austin. Approved revisions November 2002 by the Board of Directors.*

#### **AIA CHICAGO • POLICY ON QUALIFICATIONS FOR CHAPTER COMMITTEE MEMBERSHIP**

The Objectives of the Chapter are to promote and forward the objectives of the institute and those objectives are met, in part, by authorizing the formation of, and supporting the work of standing committees of the Chapter, as listed in the Committee Chair Handbook. It is important to recognize, in these circumstances, that the work of these committees is vital to the objectives of the Chapter and is at the same time a reflection of the stature and status of the Chapter in the professional life of the community. For these reasons, it is necessary that the Chairperson, Co-Chairperson, and other voting members of the Chapter's committees and steering committees shall be AIA Chicago members in good standing. All committees are accountable to the AIA Chicago Board of Directors for what they do to the same extent that the Board of Directors is accountable for what they do.

This policy is not intended to limit in any way the participation of persons who are not Chapter members in the events planned and sponsored by the committee. Committee events are vehicles for recruiting new Chapter members. Persons who are not members of AIA Chicago may attend and participate in committee meetings as guests or volunteers, but they may not have a voice in the commitment of Chapter resources. Guests and volunteers who are interested in long-term participation in the activities of any committee should be encouraged to join AIA Chicago.

*Approved June, 1993 by the Board of Directors*

#### **AIA CHICAGO • POLICY ON SELECTION OF NATIONAL CONVENTION DELEGATES**

In accordance with Chapter Bylaws, delegates from AIA Chicago to the National Convention shall act for and in behalf of the members of AIA Chicago in all matters that may properly come before the National Convention.

In order to be selected as a delegate, candidates must make their candidacy known to the Executive Vice President or President of AIA Chicago prior to the Preconvention Delegates Meeting.

In order to be selected as a delegate, candidates must agree to act for and in behalf of the members of AIA Chicago. To effectively fulfill this obligation, candidates must be knowledgeable of AIA Chicago's position on issues, if any, and the implications of matters that may arise at the Convention. At minimum candidates must familiarize themselves with the issues and positions the Chapter may take through any of the following activities:

- Attend Pre-convention Delegates Meeting
- Participate in AIA Chicago Board or Board Committee activities
- Participate in AIA National Board or Committee activities
- Demonstrate recent prior knowledge and experience with AIA Chicago and AIA National issues

In order to be selected as a delegate, candidates must agree to fulfill the duties required of delegates at the Convention, including:

- Getting officially accredited as a delegate
- Attending all regional and local business
- Attending all business sessions and participating in all votes
- Voting for candidates for national office
- Voting in run-off election, if conducted

This policy is not intended to prohibit or discourage the participation of AIA Chicago Members as delegates to the National Convention. Its purpose is to insure that the Chapter's members have the best representation in all matters that come before the Institute. It is important the delegates recognize that the delegate system established by AIA National is a representative form of governance. And it is essential that delegates agree to represent AIA Chicago and act in behalf of the Chapter's members, not themselves as individuals.

*Approved September, 1998 by the Board of the Directors*