



**Bylaws of  
The Colorado Component of  
The American Institute of Architects**

*As amended 08/02/05*

## ARTICLE 1

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### GENERAL

#### 1.0 GENERAL PROVISIONS

1.01 Name: The name of this organization is The Colorado Component of The American Institute of Architects, also known as "AIA Colorado". It is the state organization of The American Institute of Architects.

1.011 Related Institute Organizations. In these bylaws the governing Board of this Component is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute. In these bylaws the term Local Chapter shall refer to the subsidiary chapters of AIA Colorado which serve the four regions of the State of Colorado.

1.02 Objects. The objects of this Component shall be to promote and forward the objects of The American Institute of Architects within the State of Colorado. AIA Colorado shall organize and unite in fellowship the architects of the State of Colorado to combine their efforts so as to promote the artistic, 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 ensure the advancement of the living standards of our people through their improved environment; and to make the profession of ever-increasing service to society.

In addition, AIA Colorado shall function as the statewide representative for and unifying body of the various Local Chapters of The American Institute of Architects chartered within the State of Colorado on matters of statewide interest affecting the interests of such Local Chapters.

The enumeration of purposes shall not be construed as limiting or restricting in any manner the powers of AIA Colorado, but AIA Colorado shall have all of the powers and authority that may be conferred upon not-for-profit professional membership corporations under the provisions of the laws of the State of Colorado.

1.03 Domain. The domain of this Component shall be the State of Colorado. AIA Colorado's business address shall be the same as that listed in the Articles of Incorporation filed with the State of Colorado.

1.04 Organization. This Component is a not-for-profit professional membership organization incorporated under the laws of the State of Colorado in February of 1959 and chartered by the Institute in 1892.

1.05 Authority. This Component shall represent and act for the Institute membership within the State of Colorado under a charter issued by the Board of the Institute. The Institute and this Component 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 Component execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Component shall directly or indirectly nullify or contravene any act or policy of the Institute. This Component shall cooperate with its local chapters and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Component.

## **1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS**

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

1.12 Agreements of Affiliation. Every affiliation must be authorized by a majority of the Board of Directors and shall be evidenced by a written agreement signed by the Component and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Component and shall not bind or obligate this Component to any policy or activity unless the Board of Directors has voted to be so bound or obligated. AIA shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to by both parties, approved by a meeting of AIA Colorado and approved by the Institute.

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

1.131 Definition of Affiliated Organization. An affiliated organization is one that is associated with AIA Colorado through a formal written agreement or is a branch of AIA Colorado.

1.132 Definition of Collateral Organization. A Collateral Organization is one that is closely allied with, or was created by or through AIA Colorado and has become its own organization and maintains an alliance with AIA Colorado.

1.133 Affiliated and Collateral Representative Representation The representatives of an Affiliated or Collateral organization may attend any of the regular meetings of this Component, and may speak at the invitation of the presiding officer.

## **1.2 ENDORSEMENTS**

1.21 Endorsement of For Profit Enterprises. Neither this Component, nor any of its subsidiary organizations, nor the Board of Directors, nor any Component committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit.

1.22 Endorsement of Materials and Methods. Neither this Component, nor any of its subsidiary organizations, nor the Board of Directors, nor any Component 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 method or manner of handling, using, distributing or dealing in any material or product.

1.23 Endorsement of Political Parties or Nominees. Neither this Component, nor any of its subsidiary organizations, nor the Board of Directors, nor any Component committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or a nominee for an office of this Component.

## **ARTICLE 2**

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## **MEMBERSHIP**

## **2.0 GENERAL PROVISIONS**

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

- a) the Architect (designated as AIA or FAIA) and Associate members (Assoc. AIA) of the Institute who have been assigned to the Component, and
- b) Student Affiliate members (SA) of the Component may admit as provided in Paragraph 2.26, and
- c) Professional Affiliate members (PA) of the Component may admit as provided in Paragraph 2.25.
- d) Members Emeritus (AIA Emeritus or FAIA Emeritus) may admit as provided in Paragraph 2.17, and
- e) An individual may be granted Honorary AIA Colorado Membership (Honorary Member of AIA Colorado) as provided in Paragraph 2.27.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Component by the Institute are referred to as "assigned members." Architect and Associate members who choose to remain members of AIA Colorado, when they are assigned to other state organizations of AIA are referred to as "unassigned members". The term "affiliate" shall refer to student, Professional and Honorary Affiliate members. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Component.

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

2.04 Unassigned Members / Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of this Component and are assigned members of another Component or chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Component may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Component shall be duly notified to that effect by this Component, and shall be enrolled by the Secretary as a member of this Component. New memberships will be announced in the next issue of the Component's official publication.

2.051 Reclassification. Any member whose membership status has been changed in the Component's, in which he/she is a member, shall automatically be reclassified upon notice from the Component's secretary that such reclassification has been accomplished.

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

2.07 Resignations. Any member may resign from this Component by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

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

2.09 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 Component, its subsidiary chapters, and the Institute, including any right to use the Component'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 Component.

## **2.1 ASSIGNED MEMBERS**

2.11 General. An Architect or Associate member of AIA, who is assigned to a Local Chapter within the State of Colorado automatically becomes a member of AIA Colorado. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Component, the Executive Director shall promptly complete the application and forward it to the Institute. Where the applicant

is ineligible under AIA Bylaws, the Component will send a recommendation to the Institute Secretary to deny the application.

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Component.

2.14 Rights and Privileges of Assigned Members. Assigned Members in good standing have all the rights and privileges granted to them by the bylaws of the Institute, and by this section and paragraph 5.24.

1) An Architect member may serve as a member or chair of any committee of this Component.

2) An Architect member may vote on all business of the Component.

3). An Architect member is eligible for all offices of the Board of Directors and some Directorships as defined in paragraph 6.4.

4) An Associate member may serve as a member of any committee of this Component, and may only chair a committee, which is established to serve the needs of that specific membership group.

5) An Associate member may vote on all business of the Component.

6) An Associate member is not eligible for office or directorship, with the exception of the Associate Director position described in paragraph 6.44.

7) Members may use the designations identified in paragraph 2.01 to describe their class of membership.

2.15 Local Chapter Membership. An assigned member shall also be an assigned member of one of the four Local Chapters sharing the domain of this Component. No member may resign or be terminated from a Local Chapter and remain a member of this Component, nor may a member resign or be terminated from this Component and remain a member of a Local Chapter.

2.16 Termination. Assigned membership in this Component is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another Component.

2.17 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Component. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular dues, shall remain unchanged.

## **2.2 AFFILIATE MEMBERS**

2.21 Admission. Every application for admission to affiliate membership in this Component shall be promptly acted upon by the Executive Director.

2.22 Dues. Every applicant for an affiliate membership, except Honorary Affiliate members, shall pay dues in an amount determined by the Board of Directors as provided in Article 3 of these Bylaws.

2.23 Termination. Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member.

The Board of Directors may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by a majority vote of the Board, for conduct detrimental to the interests of the Component.

2.24 Rights and Privileges of Affiliate Members. Affiliates in good standing:

- 1) May serve as a member of any committee of this Component.
- 2) May not serve as chair of any committee unless that committee is specifically formed for the purpose of serving the needs of that specific membership group.
- 3) Professional Affiliate (PA) members may serve on the Board of Directors in the positions of Public Director or Professional Affiliate Director, as appointed per paragraphs 6.46 and 6.47.
- 4) Student Affiliate (SA) members may serve on the Board of Directors in the position of Student Affiliate Director, as described in paragraph 6.49.
- 5) Otherwise may not vote in AIA Colorado elections or on AIA Colorado business.
- 6) May not in any way use the name, initials, seal, symbol or insignia of this Component or of the Institute, but may use the initials set forth in paragraph 2.01.

2.25 Professional Affiliate Members. Individuals not otherwise eligible for membership in the Institute or the Component may become Professional Affiliate (PA) 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 related to the field of architecture. Professional Affiliate members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields related to architecture who the Component believes will provide a meaningful contribution by reason of their employment or occupation.

2.26 Student Affiliates Qualifications. Student Affiliates (SA) shall be undergraduate or post-graduate students enrolled in architectural design or construction related programs, located anywhere within the State of Colorado.

2.261 Dues. Members of AIAS may be eligible for reduced dues as determined by the Board of Directors and as described in Article 3.

2.27 Honorary Affiliate Members.

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

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

2.273 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.24 above, Honorary Affiliate members of this Component may use the title "Honorary Member of AIA Colorado", 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 Affiliate members shall pay annual dues on or before January 15 of each year.

3.011 Installments. The dues may be paid in two equal installments, one in January and one in June.

3.02 Amount of Annual Dues. The Board of Directors by a two-thirds majority vote may fix, in accordance with the requirements of the Institute and before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.021 Proposed Modification of Dues. Any proposed modifications to the dues shall be announced to the membership by letter or newsletter notification thirty (30) days prior to the vote of the Board of Directors. Modifications to the dues shall be passed by a two-thirds majority vote of the Board of Directors.

3.022 Expenditure Budgets. The Board of Directors may adjust dues to provide for a dues income increase/decrease based upon the Consumer Price Index (July 1-June 30 base), not to exceed 10% of the Component portion of the dues per year; and based upon actual, plus the projected, increase/decrease in dues receipts resulting from changes in membership. The proposed increase/decrease shall be announced at a regular meeting of the Board at least thirty (30) days prior to the vote of the Board of Directors.

3.03 Dues Upon Admission. A newly admitted assigned or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted, unless otherwise determined by the Institute.

3.04 Dues For Nonresident Members. Nonresident members may pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to section 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Component, by the concurring vote of a majority of the Board of Directors, may waive for any fiscal year any part or all of the annual dues for AIA Colorado required to be paid by any membership class.

3.06 Hardship Dues Reduction. The Secretary may, in exceptional circumstances, and after consultation with the Institute Secretary and other affected components, 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.

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

### **3.1 ASSESSMENTS**

3.11 Authority. This Component, by a vote of two-thirds of the Board of Directors, may levy an assessment on its Architect members, and by a vote of two-thirds of the Board of Directors may levy an assessment on its Associate members and/or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed twenty-five (25) percent of the amount of the annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than thirty (30) days prior to the meeting of this Component at which the proposed assessment is to be voted on.

### **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 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 Component shall be given thirty (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. If the dues of any Architect member or Associate member are in default on the last day of July of the fiscal year in which they become payable, the Board of Directors shall request The American Institute of Architects to suspend his/her membership. If the dues of this Architect member or Associate member remain unpaid on the last day of October in the year in which they become due, the Board of Directors shall request that The American Institute of Architects terminate the membership of that Architect member or Associate member. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Affiliates. If the dues of any Student Affiliate or Professional Affiliate are in default on the last day of July of the fiscal year of which they become payable, the Board of Directors shall request that the Component suspend his/her membership. If the dues of this Student Affiliate or Professional Affiliate remain unpaid on the last day of October in the year in which they become due, the Board of Directors shall request that the Component terminate the membership of this Student Affiliate or Professional Affiliate, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least thirty (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

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### COMPONENT RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

#### 4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure. The President of the Component shall serve as the delegate from the Component to Institute Meetings. If the President is unable, neglects, fails or refuses to serve, or fail to be accredited, then the order of succession will be President -elect, Secretary, Treasurer, and Treasurer-elect. The Board of Directors may also appoint delegates to represent this Component or execute a proxy as provided in the Institute Bylaws.

4.012 Expenses. The Board of Directors may choose to defray the expenses of the delegate in an amount determined by the Board.

4.02 Nomination and Election of Institute Directors. The Board of Directors or the assigned members of this Component shall nominate and elect the Institute Director(s) for this Component's region in the manner provided in the bylaws of the Regional Organization.

#### 4.1 REGIONAL ORGANIZATION

4.11 Component Representation in Regional Organization. This State Organization (AIA Colorado) shall participate in the Regional Organization (AIA Western Mountain Region) in the manner provided in the bylaws of that organization. The President or

another member appointed by the Board of Directors shall represent this Component at meetings of the Regional Organization Board.

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

4.121 Delegate Selection Procedure. The President of the Component shall serve as the delegate from the Component to Regional Meetings. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession will be President -elect, Secretary, Treasurer, and Treasurer-elect. The Board of Directors may also appoint delegates to represent this Component or execute a proxy as provided in the Institute Bylaws.

4.122 Expenses. The Board of Directors may choose to defray the expenses of the delegate in an amount determined by the Board.

## **4.2 LOCAL CHAPTERS**

4.21 Establishment of Local Chapters. This Component may establish Local Chapters with the approval of the Institute Secretary.

4.211 Established Local Chapters. Local Chapters consist of the following:

- a) AIA Colorado North Chapter
- b) AIA Colorado South Chapter
- c) AIA Colorado West Chapter
- d) AIA Denver Chapter

4.212 Local Chapter Territory. The four Local Chapters shall cover all geographic areas of Colorado. The State Component shall maintain maps describing each area.

4.22 Local Chapter Membership. Membership in the Local Chapter, which represents the geographic area in which a member resides or works, shall be mandatory and required as a condition of membership in the Component or the Institute.

4.23 Local Chapter Dues and Assessments. Local Chapters may not levy dues or assessments on members of the Local Chapter or State Component.

4.24 Grants The Component shall provide funding to the Local Chapters in the form of grants distributed equally to the four Local Chapters. Amount, form, and schedule of grant distributions shall be determined by a majority vote of the Board of Directors.

## **ARTICLE 5**

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### **MEETINGS OF THE MEMBERSHIP OF THE COMPONENT**

## **5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS**

5.01 Annual Meeting. This Component shall hold an annual meeting during the last quarter of the fiscal year, for the purpose of receiving the annual reports of the Board of Directors and the Treasurer; announcing the Board of Directors for the following year; and for the transaction of such other business as may be appropriate.

5.02 Meetings of the Board of Directors. This Component shall hold regular meetings of the Board of Directors on the third Friday of each month or at a regular time as determined by the Board of Directors, and in accordance with paragraph 6.5.

5.03 Special Meetings. A special meeting of this Component may be called by the President at the request of a two-thirds vote of the Board of Directors, or by the President at the written request of not less than twenty five (25) percent of the total number of this Component's members in good standing. No business other than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

## **5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS**

5.11 Notice of Component Meetings. A notice of each meeting of the membership of this Component, stating the date, time and place where the meeting will be held, shall be given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member entitled to vote at the meeting, not less than fifteen (15) days before the date fixed for the meeting.

5.12 Quorum at Meetings. The members present may adjourn the meeting despite the absence of a quorum. Quorums shall be established as follows:

5.121 Annual Meeting: A quorum shall consist of not less than twenty five (25) members, including at least one AIA Member from each of the Local Chapters. Proxies are not accepted for the establishment of a quorum.

5.122 Special Meeting: A quorum shall consist of not less than twenty five (25) members, including at least one AIA Member from each of the Local Chapters. Proxies are not accepted for the establishment of a quorum.

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

## **5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING**

5.21 Majority Vote. Every decision at a Component 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 a majority of the voting members present so request.

5.23 Proxies. No proxies are accepted for meetings of the membership.

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

- 1) Matters so designated elsewhere in these bylaws;
- 2) Annual elections of Officers and the Associate Director;
- 3) Changes to the Bylaws;
- 4) Any other matters as may be brought forward at the annual meeting or a special meeting of the membership.

5.241 Other Limitations on Voting Eligibility. Affiliate members in good standing may vote on the following matters:

- 1) The Student Affiliate (SA) representative elected to the Board of Directors may vote on all matters of the Board.
- 2) Professional Affiliate (PA) members in good standing who are elected to the Board of Directors in the two Affiliate Director positions may vote on all matters of the Board.

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Component may be taken by direct mail ballot of the members of this Component, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Component. All mail ballots must be postmarked by the deadline stated on the ballot, and be sealed in an envelope with the members printed name and signature on the outside of the envelope, to be valid and counted. No proxies are accepted for a mail ballot.

5.26 Online Voting. An online voting protocol may be established by a majority vote of the Board of Directors—Unless specifically addressed by the Board, the mail-in ballot should continue to be provided to the membership.

5.261 Limitation. Online voting shall not be allowed for issues to be voted upon by the Board of Directors.

5.262 Election of Officers and General Membership Issues. Online voting shall be considered appropriate for the election of officers of the Component, and general membership issues requiring a vote by the members when the Board of Directors can:

- 5.262.1 Access. Ensure full access to the electronic voting mechanism by chapter members able to cast a vote;
- 5.262.2 Security. Guarantee the security of the member voting; and,
- 5.262.3 Full Deliberation. Insure that members have the reasonable opportunity to fully deliberate the issues requiring a vote.

**ARTICLE 6**  
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**THE BOARD OF DIRECTORS**

**6.0 AUTHORITY OF BOARD OF DIRECTORS**

6.01 Powers. The business of this Component shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Component and shall exercise all authority, rights and powers granted to it by the laws of the State of Colorado, 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 Component except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these Bylaws to forward the objects of this Component.

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

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

**6.1 ELECTION OF OFFICERS AND DIRECTORS**

6.11 Appointment of Directors. Directors, with the exception of the Associate Director, shall be appointed to or recognized to be on the Board of Directors as provided in paragraph 6.4.

6.12 Nomination of Officers. Nominations for each office of this Component and the Associate Directorship about to become vacant shall be made by the Nominating Committee, paragraph 6.721. The slate of candidates shall be announced at a regular meeting of the Board of Directors and shall be posted on the web site or published in the regular publication of the Chapter.

6.121 Nomination by the Membership. Within fifteen (15) calendar days of the announcement of the candidates, petitions may be filed with the Secretary signed by no less than five (5) assigned Architect members placing in nomination one or more candidates other than those filed by the Nominating Committee.

6.122 Issuance of the Ballot. On the sixteenth (16) day, after publication of the Nominating Committee's report, the Secretary shall place on the ballot all nominations for each office to be contested, both by the Nominating Committee and by petition, which shall be mailed to all members eligible to vote, so that each member may express their choice for the Officers and the Associate Director.

6.123 Election by Acclamation. If there is only one nominee for any office or directorship, the Secretary may be directed by the Board to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation.

6.13 Election Procedure.

6.13.1 Ballots Ballots shall be mailed to all eligible voters and shall include an official return envelope addressed to the judges of the election. Envelopes must also include, on the exterior, a line for the printed name and signature of the voting member. Ballots may be returned to the offices of AIA Colorado either by return mail or by hand, sealed in the return envelope provided. Envelopes must be postmarked within thirty (30) days of the date of mailing of the ballots or marked with a received stamp indicating the date of receipt if hand delivered or delivered by courier to the offices of AIA Colorado. The counting of the ballots shall be conducted to allow for envelopes postmarked within the specified time to be received at the offices of AIA Colorado and to be counted. No proxies shall be accepted. Online voting may be allowed as described in paragraph 5.26.

6.13.2 Date of Ballot Mailing The date of mailing shall be established to be the date the ballots are delivered to the post office and postmarked by the post office. One envelope shall be addressed to the offices of AIA Colorado and shall bear the record postmark and shall be retained as a record of the date of mailing.

6.14 Schedule for the Election. The Board of Directors shall fix the date for the counting of the ballots, which shall be at least fifteen (15) calendar days after the mailing of the ballots and no later than one month prior to the annual meeting.

6.15 Judges of Election. The Board of Directors shall appoint a committee of three (3) judges, none of whom shall be an Officer or Director or a candidate for election. These judges shall certify the voting right of all persons mailing or presenting ballots. The judges shall file with the Secretary an official record of the election.

6.151 Validation and Counting of Ballots. No envelope containing a ballot shall be opened until after the polls are closed. The judges will destroy unopened all envelopes not signed and all envelopes signed by persons not eligible to vote. The remaining envelopes shall then be opened and destroyed before any ballot is unfolded or examined. The judges shall then proceed, with the assistance of such tellers as they may appoint, to count the ballots.

6.16 Tie Votes. In the event of a tie vote, the judges may break the tie through the toss of a coin.

6.17 Results. The Nominating Committee chair shall announce to the next regular meeting the results of all balloting, and the President shall declare all elections. Results shall also be published in the next regularly scheduled newsletter and/or on the web site of the Component. The Officers and Associate Director shall be introduced to the membership at the Annual Meeting and shall be installed at the December Board meeting.

## **6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS**

6.21 Terms. Each officer and director shall serve a term of one year or until a successor has qualified, or as otherwise described by these bylaws. Terms shall coincide with the fiscal year of this organization. Directors who serve on the Board of Directors through an affiliation with another organization shall serve a term which coincides with the requirements of that organization. The public Director and the Professional Affiliate Director shall serve a term of two years, staggered such that they overlap by one year.

6.212 Term Limits. There is no limitation on the number of terms an individual may serve, provided all procedures of this article are followed.

6.22 Voting. Except as otherwise provided in the Institute's Bylaws, each member of the Board of Directors as defined by these Bylaws shall have one vote, regardless of membership classification, provided he is a member in good standing.

6.23 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, through a roll call vote, for the unexpired term of office.

6.231 The President. Should a vacancy occur in the office of the President, the President-Elect shall succeed to the office of President for the remainder of the current year's term and shall continue as President for his/her own elected term. A President-Elect shall be appointed to fill the remainder of the President-Elect's term, but he/she however, shall not succeed to the office of the President.

6.24 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.

6.25 Removal of Officer or Director. Any or all of the officers and directors may be removed with or without cause by vote of the majority of the membership of the Component, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

## **6.3 OFFICERS**

6.31 Officers. The officers of this Component shall be:

- 1) the President
- 2) the President-elect
- 3) the Secretary
- 4) the Treasurer
- 5) the Treasurer-elect.

6.32 Eligibility. Officers of AIA Colorado must be assigned Architect Members of AIA Colorado in good standing to serve on the Board of Directors. Officers shall be elected by the assigned membership of AIA Colorado pursuant to Section 6.1.

6.33 The President. The President shall exercise general supervision over the affairs of this Component, 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 and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Component is a party; have charge of and exercise general supervision over the offices and employees of this Component, and shall perform all other duties usual and incidental to the office.

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

6.332 Delegation of Authority. The President may delegate to the Executive Director employed by this Component the actual performance of any or all duties of the President, but shall not delegate responsibility for the property of this Component, or the making of any attestation or certification required to be given by the President, or the signing of any document requiring the signature of the President.

6.34 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.

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

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Component 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 Component, except property that is placed under the charge of the Treasurer; issue all notices of this Component; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Component, except as otherwise provided in these Bylaws; keep its seal, and affix it on such

instruments as require it; prepare the reports of the Board of Directors and this Component; in collaboration with the President, have charge of all matters pertaining to the meetings of this Component, and shall perform all other duties usual and incidental to the office.

6.351 Reports. The Secretary shall furnish the Institute, the Regional Organization and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers and directors of this Component and report changes in the membership as may be required to keep the records of those organizations up to date and complete.

6.352 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Component the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Component, 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.

6.36 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 Component; prepare the budgets, collect amounts due this Component, 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.

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

6.362 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Component 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 Component the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Component, or the signing of any document requiring the signature of the Treasurer.

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

6.37 The Treasurer-elect. The Treasurer-elect shall possess all the powers and perform all the duties of the Treasurer in the event of the absence of the Treasurer or of the Treasurer'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. In addition the Treasurer-elect shall assist the Treasurer in the preparation of materials required by these Bylaws and as requested by the Board of Directors.

6.371 Succession. The Treasurer-elect shall succeed to the office of Treasurer upon expiration of the term of office of the Treasurer.

6.38 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

## **6.4 DIRECTORS**

6.41 Directors. The Directors of this Component shall be:

- 1) the Past President
- 2) the Local Chapter Directors
- 3) the Associate Director
- 4) the Government Affairs Director
- 5) the Public Director
- 6) the Professional Affiliate Director
- 7) the University Director
- 8) the Student Director

6.411 Eligibility. Members are eligible to serve as directors as specified under each directorship. Directors who serve as a result of association with related organizations shall meet the eligibility requirements of that related organization, and shall be members in good standing of those organizations.

6.42 The Past President. The immediate Past President of AIA Colorado shall serve as a Director on the Board of Directors.

6.43 The Local Chapter Directors. There shall be one (1) Director from each Local Chapter who shall be the current President of that Local Chapter.

6.431 Local Chapter Representative. There shall be one (1) additional representative from each chapter who shall be the President-Elect. The Chapter representative has a vote only when the Chapter President is absent.

6.432 Attendance. Attendance at the regular meeting by at least one Director of each Chapter is mandatory. In the event that the Chapter President cannot attend, the Chapter President-Elect shall attend in his/her place. After two absences without prior notification, either the Secretary or the delegated staff member of AIA Colorado shall immediately notify the governing body of the Local Chapter affected, which shall designate a new director to fill the vacancy. Should the Local Chapter not take action within thirty (30) days of such a notification, AIA Colorado Board may make such designation of a new Director and notify the Local Chapter.

6.44 The Associate Director. The Associate Director shall be an Associate member in good standing of the Component. The Associate Director shall be elected in accordance with the provisions of paragraphs 6.721 and 6.1.

6.441 The Associate Director-Elect. The Associate Director-Elect shall possess all the powers and perform all the duties of the Associate Director in the event of the absence of the Associate Director or of the Associate Director'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. In addition, the Associate Director-Elect shall assist the Associate Director in the duties as required by this position and the Board of Directors.

6.442 Succession. The Associate Director-Elect shall succeed to the office of Associate Director upon expiration of the term of office of the Associate Director.

6.45 The Government Affairs Director. The Government Affairs Director shall be the current Chair of the Government Affairs Committee. The Government Affairs Director shall serve a term of one year.

6.451 Appointment. If the chair is unable to serve as Director an alternate may be appointed, with the recommendation of the Government Affairs Committee, by the Board of Directors.

6.46 The Public Director. The Public Director shall be an individual selected from the business community of Colorado, and may or may not be a member of AIA Colorado.

6.461 Qualifications. The Public Director shall have the following qualifications:

- 1) Influence and respect in the community
- 2) Provide a different point of view from architects
- 3) Past dealings with building/design industry
- 4) A legal, political and/or business point of view
- 5) Demonstrated time commitment to AIA

6.462 Appointment. The Public Director shall be appointed by the Board of Directors from candidates nominated by the Local Chapters at a regular meeting of AIA Colorado. The term of the Public Director shall commence at the date of appointment by the Board unless otherwise specified by the Board at the time of appointment. The Director may be reappointed subject to Board approval.

6.463 Attendance. The Public Director must attend no fewer than eight (8) regularly scheduled half-day board meetings per year.

6.47 The Professional Affiliate Director. The Professional Affiliate Director (PA) shall be an individual selected from the Professional Affiliate membership of AIA Colorado.

6.471 Appointment. The Professional Affiliate Director (PA) shall be appointed by the Board of Directors from candidates nominated by the Local Chapters at a regular meeting of AIA Colorado. The term of the Professional Affiliate Director shall commence at the date of appointment by the Board, unless otherwise specified by the

Board at the time of appointment. The Director may be reappointed subject to Board approval.

6.48 The University Director. The University Director shall be the Dean of the College of Architecture and Planning at the University of Colorado at Denver, or the Dean's representative, subject to Board approval. The University Director shall be a member of AIA Colorado, and serve a term concurrent with his/her position as Dean. If a representative is appointed that representative shall serve a term of two years, beginning at the date of appointment, and may be re-appointed subject to Board approval.

6.49 The Student Director. The Student Director (SA) shall be President of The American Institute of Architecture Students (AIAS), University of Colorado at Denver Chapter, or such equivalent representative of the student architectural community as is appointed by student elections or jointly by the Dean of the College of Architecture and Planning at the University of Colorado at Denver and the President of AIA Colorado. The Student Director shall also be a Student Affiliate member of AIA Colorado. The Student Director shall serve a term concurrent with the term of AIAS President. If a representative is appointed that representative shall serve a term of one year concurrent with the school year and may be reappointed subject to Board approval.

## **6.5 MEETINGS OF THE BOARD OF DIRECTORS**

6.51 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. If agreed to by the majority of the Board of Directors, in advance of the meeting, any one or more members of the Board of Directors may participate in a meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time. In addition, any required or permitted action may be taken by the Board of Directors if all members of the Board of Directors consent to the action in writing.

6.511 Regular Meetings. The Board of Directors shall meet the third Friday of each month or at a time and place determined by it.

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

6.5121 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.52 Notice of Board Meetings. A notice of each Board of Directors meeting, stating the date, time and place of the meeting shall be given by the secretary or by the staff so assigned,

personally, by mail or by electronic means to each member entitled to vote at the meeting.

6.53 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. No proxies shall be accepted for the establishment of a quorum. Except as otherwise provided by law or these by-laws, 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.

6.54 Proxies. Any member of the Board of Directors may authorize another person to act for him/her by proxy, unless otherwise prohibited by these Bylaws. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

6.55 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 Component's records.

## **6.6 REPORTS OF THE BOARD OF DIRECTORS**

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

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

## **6.7 COMMITTEES, COMMISSIONS AND TASK FORCES**

6.71 Formation and Composition. The Board of Directors may form committees, commissions and task forces to carry out the work of the Component. The charge and duration of each committee or task force shall be determined by the Board of Directors.

### 6.711 Definitions.

1) A Committee shall be established for the long-term work of AIA Colorado. Committees shall cooperate with similar committees established by Local Chapters, Regional Components, and the Institute whose committees share similar titles and duties. A Committee may establish subcommittees as needed. See paragraph 6.72 for standing Committees and their purposes.

2) A Commission may be established to act as supervisory and liaison agents between AIA Colorado and its committees with allied organizations. Commissioner terms shall be limited to one year and shall coincide with the term of the President. The president may appoint up to three (3) members to serve on the commission, one member shall report to the Board on business transacted by the Commission. See paragraph 6.73 for standing Commissions and their purposes.

3) A Task Force may be established to conduct any short-term business of AIA Colorado. The purpose of the Task Force should be specifically determined at the time of its creation by the Board of Directors.

6.712 Eligibility. Any member of AIA Colorado may serve on a Committee, Commission, or Task Force. Only assigned Architect members may serve as chair unless otherwise determined by the majority of the Board of Directors. Committee and Task Force Chairs will be appointed by the President of AIA Colorado with the concurrence of the Board of Directors. Commission members may be any assigned member of the Component, appointed by the President with the concurrence of the Board. Commission members need not serve as chair, unless so appointed.

6.713 Attendance. Attendance at Committee, Commission, and Task Force meetings shall be governed by the chair of the Committee. A chair may be replaced by the President, with the concurrence of the Board, for failure to perform the assigned business of the Committee or Task Force.

6.7131 Ex Officio. Any chair may continue on a Committee after their term expires as an ex-officio member.

6.714 Reporting. All Committees, Commissions and Task Forces shall have a regularly scheduled reporting procedure to the Board of Directors as defined at the time of establishment of the Committee, Commission or Task Force.

6.72 Standing Committees of AIA Colorado. The following Committees are standing Committees established by AIA Colorado for the purpose of carrying on the ongoing business of AIA Colorado:

- 1) the Nominating Committee
- 2) the Committee on Government Affairs (GAC)
- 3) the Design Conference Committee
- 4) the Finance Committee
- 5) the Communications Advisory Board (CAB)
- 6) the Statewide Sponsorship Committee
- 7) other standing committees as the Board of Directors deems necessary.
- 8) other standing committees that may further the work of committees of the Institute.

6.721 The Nominating Committee. The purpose of the Nominating Committee is to prepare a slate of candidates for election of officers.

6.7211 Composition of the Nominating Committee. The Nominating Committee shall be composed of at least five (5) assigned Architect members of AIA Colorado. The Nominating Committee Chair shall be the current President-Elect, but no other

members of the Board of Directors shall serve on this Committee. At least one representative from each Local Chapter shall serve on the Committee.

6.7212 Establishment. The Nominating Committee shall be appointed by the Board of Directors at the June meeting or as otherwise determined at that time by the Board of Directors.

6.7213 Procedure of the Nominating Committee. The Nominating Committee shall file with the Board Secretary the names of nominees for the office of President-elect, Secretary, Treasurer-elect and Associate Director-Elect to the Board, no later than July 31<sup>st</sup>, unless an extension of the date determined by a majority of the Board. The report of the Nominating Committee shall be announced at the next regular meeting of AIA Colorado.

6.722 The Committee on Government Affairs. The AIA Colorado Government Affairs Committee (GAC) advocates the interests of the architecture profession to the State of Colorado and regional governments while supporting local governmental efforts. GAC strengthens collaboration with allied organizations and with public officials and agencies to maintain an on-going liaison, and facilitates legislative relationships that support the architecture community in promoting public healthy, safety, and welfare. GAC assists in shaping and communicating policy positions and issues to the AIA membership.

6.723 Design Conference Committee. The Design Conference Committee shall establish the scope and program for the annual Design Conference and Design Awards. The Chair or Co-Chairs of the Committee will be appointed by the President of AIA Colorado. The committee shall report to the Board on its activities on a regular basis.

6.724 Finance Committee. The Finance Committee shall be made up of the President, President-Elect, Past President, Treasurer, Treasurer-Elect and Executive Director. The Committee shall meet as required by the Treasurer, but at least monthly. The Committee shall be responsible for the Financial Planning for AIA Colorado on both the short term and long term.

6.725 The Communications Advisory Board. It will be the duty of this committee to coordinate and promote all communications on behalf of AIA Colorado. This Committee shall oversee the design and production of the newsletter or other instrument of communication with the membership, will coordinate the communications between AIA Colorado and the public and the press, oversee the design and operations of the Web Site, and provide long range planning for future communication tools, both within the membership and between the membership and the public.

6.726 The Statewide Sponsorship Committee. It will be the duty of this Committee to oversee and coordinate the efforts of AIA Colorado in its corporate sponsorship program. The Committee shall approve all materials mailed to current and potential sponsors, shall participate in contacting current and potential sponsors, and shall participate in maintaining the list of statewide corporate sponsors.

### 6.73 Standing Commissions

- 1) Design and Construction Coalition

- 2) AIA/AGC/ACEC Liaison Committee
- 3) Participation in other commissions as may be determined to be a benefit to AIA Colorado
- 4) Participation in other commissions as may be established by the Institute and beneficial to AIA Colorado.

## ARTICLE 7

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## FINANCES

### 7.0 FINANCES

7.01 Budgets and Appropriations. At its first meeting of each fiscal year, the Board of Directors by a vote of not less than two thirds of those present, shall adopt a budget showing in detail the anticipated income and expenditures of AIA Colorado. In the last quarter of the fiscal year, the Board of Directors shall forward, for approval, an annual budget to the Board of the immediately succeeding year, showing in detail the anticipated income and expenditures of this Component for that succeeding year.

7.011 Long Range Planning. The Finance Committee, president-elect, or treasurer-elect may also develop budgets for successive years for planning purposes, though no budget may be adopted outside of the fiscal year in which it applies.

### 7.02 Expenditure Limitations.

7.021 General. No member, officer, director, Committee, Commission, employee or agent of the Component shall have any right, authority or power to expend any money of the Component, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Component.

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 Component for the year unless specifically authorized to do so by a majority vote at a duly called meeting of the members. However, 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 Component'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.

7.023 Signatures. All funds of AIA Colorado shall be deposited in a depository designated by the Board of Directors by the Treasurer. Checks for the withdrawal of funds require two of five signatures. Those authorized to sign will include of the following five, as determined by the Board: Treasurer, President, President-elect, Executive Director, or Board Member as named by the Board.

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

7.04 Fiscal Year. The fiscal year of this Component shall be the same as the calendar year.

## **7.1 REAL AND PERSONAL PROPERTY**

7.11 Authority. In order to carry on its affairs and exercise its powers this Component 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 Component; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Component, or that will place an undue financial or other burden on this Component.

## **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 Component.

## **7.3 INSTITUTE PROPERTY INTERESTS**

This Component 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 Component, and the Institute shall not be liable for any debt or other obligation of this Component.

# **ARTICLE 8**

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## **GENERAL PROVISIONS**

### **8.0 EXECUTIVE OFFICE**

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

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

2. Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors as a member ex officio without a vote;
4. Make reports to the Board of Directors on the affairs and business of the Component when requested by 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 Component, except confidential matters relating to membership applications and bestowal of Honorary Memberships, shall be open to inspection at the executive offices of this Component during the business hours fixed by the Board of Directors, by any member of this Component 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 Component and shall govern this Component, the Board of Directors, and the Component committees in all cases in which such rules are applicable and are not inconsistent or in conflict with State and Federal law, these bylaws or the rules and regulations adopted by this Component or by the 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 Component shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a director or officer of the Component is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Component, 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 Component 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 Component as may protect them against any liability asserted against them in such capacity, whether or not this Component would have the power to indemnify such persons under applicable law.

## **ARTICLE 9**

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**AMENDMENTS**

**9.0 AMENDMENTS AT MEETINGS OF THIS COMPONENT**

9.01 Notice of Proposed Amendments. These bylaws may be amended by the membership of the Component, 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 thirty (30) days prior to the date of the meeting.

9.02 Voting on Amendments. It shall require a vote of not less than two-thirds of the assigned members of this Component who are present at the meeting to amend the bylaws relating to such assigned members.

**9.1 AMENDMENTS BY THE BOARD OF DIRECTORS**

9.11 Notice of Proposed Amendments. The Board of Directors, without action by a meeting of this Component, may from time to time alter and amend the Bylaws and add new provisions to them by the concurring vote of not less than two-thirds of its members, provided that a notice is sent to every assigned member entitled to vote not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted.

9.12 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Component, 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.

Ratified by the Membership, August 2, 2005

President \_\_\_\_\_ Date

Secretary \_\_\_\_\_ Date

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2005, by John Yonushewski, AIA, 2005 President and Rob Davidson, AIA, 2005 Secretary of the Colorado Component, The American Institute of Architects.

My Commission expires \_\_\_\_\_.

Notary Public