

June 16<sup>th</sup>, 2009

**AIA Milwaukee Chapter Meeting**

May 20<sup>th</sup>, 2009

Monona Terrace, Hall H&I

Madison, WI

Meeting Start: 3:35 pm (Quorum reached)

Attendees:

Chapter Officers:

Dan Kabara, President

Randy Morrison, Vice President

Kurt Zimmerman, Treasurer

Matthew Edwards, Secretary

Karen Plunkett-Muenster, Past President

John Holz, Director at Large

Legal Council:

Brian Larson, Attorney (Whyte Hirschboeck Dudek S.C.)

Membership:

See attendee list for a full list of membership and proxies present in good standing.

Meeting Content:

AIA Milwaukee Members in good standing: 435

Members Required for Quorum: 66

Total Members and Proxies in good standing: 66

Resolution #1 (see attached document)

Motion to Vote: J. Holz, K. Donahue seconded

65 Ayes, 1 Nay

Resolution #1 Passed

Resolution #2 (see attached document)

Motion to Vote: A. Balestrieri, J. Holz seconded

64 Ayes, 2 Nays

Resolution #2 Passed

Meeting Adjourned: 4:00 pm.

Respectfully Submitted,

Matthew Edwards, AIA  
AIA Milwaukee Secretary

The foregoing represents my understanding of the discussions and decisions made during this meeting. If you have any changes or comments, please notify me within five days of the date of this document.

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**BOARD OF DIRECTORS 2009**

**Dan Kabara** AIA  
President

**Randy Morrison** AIA  
Vice-President

**Kurt Zimmerman** AIA  
Treasurer

**Matthew Edwards** AIA  
Secretary

**Karen Plunkett-Muenster** AIA  
Past President

**AIA MILWAUKEE  
A CHAPTER OF THE  
WISCONSIN SOCIETY OF ARCHITECTS  
AMERICAN INSTITUTE OF ARCHITECTS  
(d/b/a "AIA WISCONSIN")**

**NOTICE OF MEETING**

On Wednesday, May 20, 2009, the AIA Milwaukee Chapter of the Wisconsin Society of Architects, American Institute of Architects, will hold a meeting at 3:00 p.m. at the Monona Terrace Community and Convention Center, One John Nolen Drive, Madison, WI 53703. All members of the Chapter are encouraged to attend.

The purposes of the Meeting are to review the business of the Chapter during the past year and to discuss Chapter priorities for the next year. In addition, the Architect Members in good standing, including Emeritus Members, will vote to approve new Bylaws for the Chapter. These proposed Bylaws were prepared by representatives from the Chapter in conjunction with the AIA Wisconsin Governance Task Group and have been reviewed by the AIA Wisconsin Board of Directors. **A copy of the proposed Bylaws are enclosed with this Notice for your review.**

Also enclosed with this Notice are two resolutions to be voted on by the Architect Members at the Meeting. Resolution # 1 relates to a procedural issue and will allow for a floor debate and possible amendments to the proposed Bylaws in advance of their adoption at the Meeting. The second resolution relates to the actual adoption of the Bylaws.

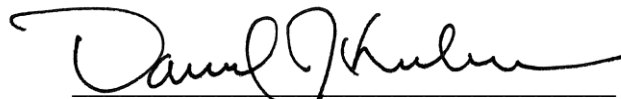
Finally, please also find enclosed with this Notice a proxy form that Members may use to designate another Member to vote on their behalf at the Meeting. If you wish to designate a proxy voter, please complete the form and e-mail or fax it to Matthew S. Edwards, AIA, Chapter Secretary, at [bylaws@aiaw.org](mailto:bylaws@aiaw.org) or (608) 257-0242, no later than May 19, 2009. However, please be aware that no Member may cast more than five proxy votes at one meeting. If you designate a proxy voter, it will be your responsibility to notify the Member whom you wish to designate and ensure that he/she will be qualified to vote on your behalf.

Members may also vote by absentee ballot by requesting an absentee ballot from the Secretary/Treasurer of the Chapter at least one week prior to the meeting.

Please note that the Meeting is scheduled concurrently with the *2009 AIA Wisconsin Convention & Building Products Expo* at the Monona Terrace on May 20 & 21, 2009. However, attendance at the *Convention & Expo* will not be required in order to attend the Meeting on May 20th.

Questions about the Meeting may be directed to the Chapter officers. Thank you.

Dated: May 8, 2009



Daniel J. Kabara, AIA, Chapter President



**RESOLUTIONS TO BE ADOPTED AT THE MEETING OF MEMBERS OF  
AIA MILWAUKEE  
A CHAPTER OF THE  
WISCONSIN SOCIETY OF ARCHITECTS  
AMERICAN INSTITUTE OF ARCHITECTS**

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**Resolution # 1**

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RESOLVED, that Article VIII of the existing Bylaws of the Chapter shall be replaced its entirety as follows:

Subsequently approved by WSA/AIA these Bylaws may be amended by a two-thirds (2/3) vote of a quorum of the Architect Members in good standing at any meeting of this Chapter. Proxy ballots shall be counted.

Dated: May 20, 2009



**RESOLUTION TO BE ADOPTED AT THE MEETING OF MEMBERS OF  
AIA MILWAUKEE  
A CHAPTER OF THE  
WISCONSIN SOCIETY OF ARCHITECTS  
AMERICAN INSTITUTE OF ARCHITECTS**

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**Resolution # 2**

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RESOLVED, that the existing Bylaws of the Chapter shall be replaced in their entirety by the By-Laws attached hereto, which shall be and hereby are approved, affirmed, ratified and adopted as the By-Laws of the Chapter, subject to approval by the Secretary of the American Institute of Architects;

FURTHER RESOLVED, that the said By-Laws attached hereto shall be inserted in the space designated therefor in the corporate record book maintained by the Chapter;

FURTHER RESOLVED, that the proper officers of the Chapter be, and hereby are, authorized and directed to do any and all acts which they deem necessary or proper to effect these resolutions.

Dated: May 20, 2009

**PROXY**

**AIA MILWAUKEE  
A CHAPTER OF THE  
WISCONSIN SOCIETY OF ARCHITECTS  
AMERICAN INSTITUTE OF ARCHITECTS  
MEETING**

**May 20, 2009**

**THIS PROXY IS SOLICITED ON BEHALF OF  
THE CHAPTER OFFICERS**

The undersigned hereby appoints \_\_\_\_\_, an Architect Member of the Chapter in good standing, as Proxy, with full power of substitution, and hereby authorizes said Proxy to represent and to vote all of the membership interest in the Milwaukee Chapter of the Wisconsin Society of Architects, American Institute of Architects, held of record by the undersigned at the Meeting to be held on May 20, 2009, or any adjournment or adjournments thereof, in connection with the matters described on the notice attached hereto and to vote in his/her discretion on all other matters that may be properly presented at such Meeting.

Dated as of the \_\_\_\_\_ day of May, 2009.

X \_\_\_\_\_

Print Name: \_\_\_\_\_

PLEASE COMPLETE, SIGN AND RETURN THIS PROXY AS SOON AS POSSIBLE TO:

Matthew S. Edwards, AIA, Secretary  
AIA Milwaukee Chapter  
c/o Wisconsin Society of Architects  
321 S. Hamilton St., Madison, WI 53703  
Fax: (608) 257-0242  
E-mail: [bylaws@aiaw.org](mailto:bylaws@aiaw.org)



**BYLAWS**

**OF**

**AIA MILWAUKEE, INC. OF**

**THE AMERICAN INSTITUTE OF ARCHITECTS**

These Bylaws, adopted as of May 20, 2009, supersede and entirely replace the Bylaws dated April 6, 1976.

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## ARTICLE 1 - ORGANIZATION

### 1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Milwaukee, Inc. (hereafter referred to as this "Chapter").

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

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of the Society, and of the Institute as a whole, within the domain described in 1.03 of these bylaws. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Domain. The domain of this Chapter shall generally cover the southeast quadrant of the State of Wisconsin, including the following counties: Milwaukee, Kenosha, Racine, Ozaukee, Walworth, Washington, and Waukesha.

1.04 Organization. This Chapter is a non-profit membership corporation incorporated in the State of Wisconsin on January 8, 2009 and chartered by the Institute on January 1, 1976.

1.05 Authority. This Chapter shall represent and act for the membership of the Society, and of the Institute as a whole, within the territory as defined in 1.03 of these Bylaws, under a charter issued by the AIA Board in coordination with the Society. The Institute, the Society, and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that each party execute a written agreement to that effect.

1.06 Conformity with Society and Institute Policies. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Society or the Institute. This Chapter shall cooperate with its state, regional and national organizations to further the interests of the membership of the Society, and of the Institute as a whole, within the domain described in 1.03 of these Bylaws.

### 1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

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

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

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

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

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

## **1.2 ENDORSEMENTS**

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## **1.3 TAX EXEMPT STATUS**

The Chapter shall be organized and operated as a tax-exempt organization under section 501(c) of the Internal Revenue Code. Officers of the Chapter shall, on an ongoing basis, comply with all requirements set forth by the Society in order to maintain the Chapter's recognition of exemption from federal income tax pursuant to the Society's group exemption letter issued by the Internal Revenue Service, including but not limited to, the requirements for group exemption set forth in Rev. Proc. 80-27,1980-1 C.B. 677.

## ARTICLE 2 - MEMBERSHIP

### 2.0 GENERAL PROVISIONS

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

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) the affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.
- c) the public members the Chapter may admit as provided in section 2.4.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other Chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "affiliate" shall refer to professional, student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another Chapter of the Society. 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 Chapter 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 Chapter shall be duly notified to that effect by the Society, and shall be enrolled by the Society as a member of this Chapter. New memberships will be announced by the Society and published in the official publication of the Society. New memberships will be announced at the next regular meeting of this Chapter.

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

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

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter, the Society, 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 Chapter, the Society, and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of

membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

## **2.0 ASSIGNED MEMBERS**

2.11 General. 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 Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

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

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

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

## **2.2 UNASSIGNED MEMBERS**

2.21 Admission. This Chapter, without action by the Institute, shall admit to unassigned membership any Architect or Associate member assigned to another Chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

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

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

## **2.3 AFFILIATE MEMBERS**

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

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

2.33 Termination. Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an affiliate member for indebtedness as

provided in section 3.32 or, by majority vote, for conduct detrimental to the interests of the Chapter.

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

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.35 Professional Affiliate Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Professional Affiliate members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Professional Affiliate members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.37 Honorary Affiliates.

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

2.372 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.

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

## **2.4 PUBLIC MEMBERS**

2.41 Eligibility for Public Membership. Individuals who are not otherwise eligible for membership in the Institute, Society or the Chapter, but who are architecture clients, benefactors, members of the general public, and others who care about the architecture profession and believe in the mission of the Institute, shall be eligible for membership as Public Members.

2.411 Limitations. Public Membership in this Chapter does not constitute membership in the Institute, Society or any other chapter.

2.42 Dues for Public Members. The Board of Directors shall annually determine the dues payable by Public Members. Dues are payable directly to the Chapter.

2.43 Rights and Privileges. The Board of Directors shall determine the rights and privileges of Public Members. Public Members in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

## ARTICLE 3 - DUES, FEES AND ASSESSMENTS

### 3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues and Admission Fees. The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees or service fees required of affiliate members. The Board of Directors may adjust dues within the limits set forth in Section 3.03.

3.03 Adjustments in Annual Dues. For all membership categories, any initial annual dues and subsequent annual dues increases of more than 10% shall require the approval by the majority of members at a Chapter meeting and the consent of a majority of the Society Board.

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

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

### 3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect Members, and by the concurring vote of a majority of its assigned members may levy an assessment on its Associate members and/or allied or affiliate members. (The amount of the assessment on a member in any fiscal year shall not exceed 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 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

### 3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 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 Chapter shall be given 30 days notice in writing of impending termination because of said default.

### **3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS**

3.31 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

## ARTICLE 4 - CHAPTER RELATIONSHIP TO THEIR INSTITUTE ORGANIZATIONS

### 4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one third of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.02 Nomination and Election of Institute Directors. The nominations and selections of the Institute Director(s) for this Chapter's region will be by the Society in accordance with established rules, policies, and bylaws.

### 4.1 [RESERVED]

### 4.2 STATE ORGANIZATION

4.21 Representation on State Organization Board. The President and Vice President/President Elect of this chapter shall be representatives on the Society Board as prescribed in the Society Bylaws. Should the Chapter fail to elect the necessary Chapter officers, it shall be the duty of the Society Board to appoint members pro tem to serve until the Chapter acts.

## **ARTICLE 5 - CHAPTER MEETINGS**

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

5.01 Annual Meeting. This Chapter shall hold an annual meeting as scheduled by the Board of Directors for the purpose of receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter may hold regular meetings as scheduled by the Board of Directors.

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

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

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

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

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

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

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

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.23 Proxies. Unless otherwise required by law, this Chapter shall allow for the purpose of obtaining a quorum, any member may authorize another member to vote on his or her behalf at any meeting of the Chapter with a written proxy duly signed by the absent member and limited to a specific meeting, providing that no member cast more than five (5) proxy votes at any one meeting.

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) Elections of Institute Directors; delegates to meetings of the Institute and the Regional Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Voting on dues and assessments for Architect members shall be limited to Architect Members; or
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct or electronic mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at an annual, regular or special meeting of this Chapter. An electronic signature of a member on an electronic ballot shall for all purposes be deemed an original signature of such a member.

## ARTICLE 6 - THE BOARD OF DIRECTORS

### 6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers, three directors and the immediate past president of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Wisconsin, 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 Chapter 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 Chapter.

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

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

### 6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. Nominations for each office and for each directorship of this Chapter about to become vacant shall be made at a Chapter meeting from the floor. However, at a meeting of the Board of Directors held at least one month prior to the meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.12 Elections. The name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for voting by secret ballot. The nominee for an office or directorship who receives a majority of the ballots cast shall be elected thereto.

6.121 Elections at a Chapter Meeting. Elections may occur during a Chapter meeting as scheduled by the Board of Directors.

6.122 Elections by Mail or Electronic Ballot. If a quorum of members is not present at such Chapter meeting, the Board of Directors may present the slate of candidates and ballots to members following the meeting in accordance with Section 5.25.

6.13 Tellers. The President may appoint up to three tellers, who shall be members qualified to vote, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

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

6.15 Results. The President shall announce the results of all balloting, and shall declare all elections.

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

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

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

6.23 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

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

## **6.3 OFFICERS**

6.31 Officers. The officers of this Chapter shall be the President, Vice President/ President-elect, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one individual.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

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

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

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it

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

6.341 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 Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

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

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

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.6.37 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 MEETINGS OF THE BOARD OF DIRECTORS**

6.41 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business. Members may participate in a required meeting by conference telephone or similar device that allows all participants to hear one another at the same time.

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

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the, 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.

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

6.42 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

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

## **6.5 REPORTS OF THE BOARD OF DIRECTORS**

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

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

6.53 Report to Society. The Board of Directors or the Secretary shall make a written report to the Society at such times as the Society requests of the matters and in the form required by it, including a full financial report.

## **6.6 COMMITTEES AND COMMISSIONS**

6.61 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.

## ARTICLE 7 - FINANCES

### 7.0 FINANCES

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

7.02 Expenditure Limitations.

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

7.022 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 Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

7.03 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 Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January through December of the calendar year.

### 7.1 REAL AND PERSONAL PROPERTY

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

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

### 7.2 DIVIDENDS PROHIBITED

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

### **7.3 INSTITUTE PROPERTY INTERESTS**

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

## **ARTICLE 8 - GENERAL PROVISIONS**

### **8.0 EXECUTIVE OFFICE**

If the Board of Directors so desires and with the approval of a majority vote of the Chapter members, it may select an Executive Director. The Board of Directors of the Chapter 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 Chapter 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 vote;
4. Make reports to the Board of Directors on the affairs and business of the Chapter 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 Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

### **8.2 PARLIAMENTARY AUTHORITY**

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

### **8.3 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 Chapter shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. To the greatest extent authorized or permitted by law, this Chapter shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in

connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter provided that such person shall have acted in good faith for a purpose which he or she reasonable believed to be in the best interests of this Chapter; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

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

## **ARTICLE 9 - AMENDMENTS**

### **9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER**

**9.01 Notice of Proposed Amendments.** These bylaws may be amended at any meeting of this Chapter by two-thirds majority vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting. These bylaws, and any proposed amendments to them, shall be forwarded at the request of the Secretary of the State Society for review for conformance with State Society Bylaws.

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

### **9.1 AMENDMENTS BY THE BOARD OF DIRECTORS**

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

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