

AIA Washington Council

A Council of the American Institute of Architects
1010 Western Seattle, WA 98104 206-957-1925
office@aiawa.org

By-Laws

Adopted **May 5, 2016**

ARTICLE 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name.

The name of this organization is American Institute of Architects, Washington Council hereafter referred to as this Council.

1.011 Related Institute Organizations. In these bylaws the governing board of this Council is referred to as the Board of Directors, the chapters of the Institute within the State of Washington are referred to as the Chapters, The Northwest and Pacific Region is referred to as the Regional Organization, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects.

The objects of this Council shall be to advance the common interests of the Institute in Washington State on governmental issues that impact the practice of architecture. This is achieved through the Council's representation of the Chapters in our State to formulate and speak with a clear and consistent voice for our profession. In addition, the objects of this Council shall be to operate exclusively for the exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code (the "Code").

1.03 Domain.

The domain of this Council shall be the State of Washington

1.04 Organization.

The Council is a professional, non-profit, self-governing membership organization duly incorporated on the 20th day of June 1960 and existing under and by virtue of the provisions in the Revised Code of the State of Washington, Chapter 24.03 RCW. In the event of the dissolution or liquidation of the Council, its property shall pass and be distributed among such non-profit, scientific, educational or charitable corporations or foundations in Washington in such proportions as may be determined by vote of the Board of Directors at a meeting duly called and held for the purpose. In no event shall any of the property or assets of the Council inure, devolve upon or pass, nor shall any dividend or pecuniary profit be declared or paid (except as compensation for services actually rendered or for property actually conveyed or sold and delivered), to any members of the Board of Directors or any members of the Council.

1.05 Authority.

This Council shall represent and act for the Institute membership within the territory assigned to it on state matters under a charter issued by the AIA Board. The Council shall also represent the Chapters in Washington State on governmental advocacy matters and in so doing, together with the Chapters, fulfill

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the Advocacy Component of Core Member Services required by the Institute. The Institute, this Council, and the Chapters 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, this Council, and/or the Chapters execute a written agreement to that effect.

1.06 Conformity with Institute Policy.

No act of this Council shall directly or indirectly nullify or contravene any act or policy of the Institute. This Council shall cooperate with its Regional Organization to further the interests of the membership, and by agreement with such organizations may represent and act for it within the territory of this Council.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations.

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

1.12 Agreements of Affiliation.

Every affiliation must be authorized by not less than three-quarters vote of the Board of Directors and shall be evidenced by a written agreement signed by the Council 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 Council and shall not bind or obligate this Council 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 Council, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Council, nor the Board of Directors, any Council 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

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construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2

MEMBERSHIP

2.0 GENERAL

2.01 Component Membership.

The members of the Council shall consist of all the membership that is assigned to the Chapters chartered by the Institute within the State of Washington. Each member of the Council shall be represented on the Council through a representative of their local Chapter who are appointed or elected as provided in the bylaws of their local Chapter and who demonstrates a commitment to the Council's advocacy.

2.02 Individual Membership.

Categories of Individual Membership for this Council shall be established by the Chapter, and set forth in such Chapter bylaws for which the member has been assigned, with qualifications, rights, and privileges as defined by the Institute.

2.03 Qualifications.

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

2.04 Annual Dues and Assessments.

Every member of this Council shall pay the fixed annual dues and assessments of this Council as determined in Article 3.

2.05 Good Standing Defined.

A member is not in good standing in this Council if and while in default of dues or other obligations to either this Council or the Institute.

2.06 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 Council and the Institute, including any right to use the Council'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 Council.

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2.1 HONORARY AFFILIATE MEMBERS

2.11 Admission.

Every application for admission for Honorary Affiliate membership in this Council shall be promptly acted upon by the Board of Directors.

2.12 Honorary Affiliates.

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

2.122 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.

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

- 1) May serve as a member of any committee of this Council 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 Council;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Council;
- 4) Honorary Affiliate members of this Council may use the title "Honorary Affiliate of the AIA Washington Council"
- 5) 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, as defined by the Institute, and Honorary Affiliate members shall pay annual dues on or before March 31 of each year.

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3.02 Amount of Annual Dues.

The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year.

3.03 General Waiver of Annual Dues.

This Council, by the concurring vote of not less than three-quarters of the Board of Directors present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class.

3.04 Hardship Dues Reduction.

In exceptional circumstances, this Council recognized that after consultation with the Institute Secretary and the Council Board of Directors, a Chapter may waive all or any part of the dues or fees owed by a member to the Institute and the Council, 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 Council.

3.1 SUPPLEMENTAL DUES

3.11 Supplemental Dues

The Council shall collect supplemental dues in accordance with the Bylaws of the Council. The Board of Directors, in its sole discretion, can choose to eliminate the assessment of supplement dues.

3.12 Supplemental Dues Amount

3.121 Annual Assessment. Council supplemental dues shall be assessed annually on firms which are owned, wholly or in part, by members.

3.122 Purpose. Supplemental Dues shall be based on the total number of registered architects who are not AIA members within such firms. Supplemental dues are assessed in recognition that certain advocacy efforts of the Council provide direct and distinct benefit to firms practicing in the State of Washington.

3.123 Notification. Notice of proposed action to modify the supplemental dues amount shall be sent in writing to all members and all firms which are owned, wholly or in part, by members, and Chapter offices, not less than forty-five (45) days before the date fixed for the meeting to vote on dues. Notification shall be by individual mailing or electronic mailing. The notice shall state when and where the vote on the proposed modification will occur, when the proposed modification is scheduled to go into effect and the reasons for the modification.

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3.2 ASSESSMENTS

3.21 Authority.

This Council, by the concurring vote of not less than three-quarters (75%) vote of the Board of Directors at the Annual Business Meeting, may levy an assessment on its members.

3.22 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 Council at which the proposed assessment is to be voted on.

ARTICLE 4

COUNCIL RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings.

The President shall serve as the delegate to represent the Council at meetings of the Institute. If the President is unable to act as the delegate an alternate shall be chosen from the Executive Committee.

4.1 REGIONAL ORGANIZATION

4.11 Council Representation in Regional Organization.

This Council shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Board of Directors shall represent this Council at meetings of the Regional Organization board.

ARTICLE 5

COUNCIL MEETINGS

5.0 ANNUAL ADVOCACY SUMMIT AND SPECIAL MEETINGS

5.01 Annual Advocacy Summit.

This Council shall hold an Annual Advocacy Summit, at a location to be determined each year by the Board of Directors, no later than November for the purpose of: advocacy training; discussing advocacy policies; recommending priority policy positions; and establishing advocacy committees for the following year: and for the transaction of such other business as may be appropriate as determined by the Board of Directors.

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5.02 Special Meetings.

A special meeting of this Council 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 10% of the total number of this Council's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted.

5.1 NOTICE, QUORUM, MINUTES FOR COUNCIL MEETINGS

5.11 Notice of Special Council Meetings.

A notice of each special meeting of this Council, stating the date, time and place where the meeting will be held, shall be given by the Secretary-Treasurer, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than forty-five (45) days before the date fixed for the meeting.

5.12 Delegates

The members in good standing of this Council shall be represented at meetings of the Council by delegates selected from among the local Chapters as set forth in such Chapter bylaws for which the member has been assigned.

5.121 Board of Directors. The Council Board Members from each Chapter shall serve as delegates.

5.122 Chapter delegates. The number of additional delegates from each Chapter shall be twenty-four (24) based as follows:

1. AIA Seattle Chapter (including NWW Section): Twelve (12) delegates
2. AIA Spokane Chapter (including Central Washington Section): Six (6) Board Members
3. AIA Southwest Washington Chapter (including Vancouver Section): Six (6) Board Members

5. 123. Member attendance. Any Member of the Council may attend the Council Meeting as a non-voting visitor.

5.13 Quorum at Special Meetings.

At the Special Meetings of this Council, sixty percent (60%) of the delegates representing a majority of the Chapters entitled to vote shall constitute a quorum for the transaction of any business. In addition, three-quarters (75%) of the Board of Directors must be present. The members present may adjourn the meeting despite the absence of a quorum.

5.14 Minutes of Meetings.

Written minutes of every meeting of this Council, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary-Treasurer. The minutes of each meeting shall be signed by the Secretary-Treasurer after they are approved at a subsequent meeting of the Board of Directors,

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and thereafter filed in the Council's records. In order to be approved, two-thirds (66%) of the Board of Directors that attended the Special Meeting must be present at the subsequent meeting.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote.

Every decision at a Council Special Meeting shall be by a majority vote of the delegates representing a majority of the Chapters entitled to vote.

5.23 Proxies.

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

ARTICLE 6

THE BOARD OF DIRECTORS

6.0 AUTHORITY OF THE BOARD OF DIRECTORS

6.01 Powers.

The business of this Council shall be managed by the Board of Directors, which shall be composed of representative from each Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Washington, 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 Council except those specifically placed by these bylaws in the custody of or under the administration of the Secretary/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 Council.

6.02 Council Representation.

Each Chapter shall elect or appoint its representatives and shall advise this Council of such elections or appointments at the Council Annual Business Meeting each year. Representation of any Section within the State is through the Chapter and governed by that Chapter's bylaws. There shall be eight (8) board members based as follows:

1. AIA Seattle Chapter (including NWW Section): Four (4) Board Members
2. AIA Spokane Chapter (including Central Washington Section): Two (2) Board Members
3. AIA Southwest Washington Chapter (including Vancouver Section): Two (2) Board Members

6.03 Amending Council Representation.

Based on the possibility of changes to Chapter and/or Section representation within the State, which is outside the control of this Council, the makeup of the eight member board shall be reviewed at the

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Annual Business Meeting; however, in no case shall a single Chapter that includes a majority of the members within the State be represented by fewer than half of the Board positions.

6.04 Term.

Each Board member shall serve a term of three (3) years or until a successor has qualified. In addition, each representative shall be a member in good standing of his or her Chapter and shall have expressed prior to election or appointment a willingness to serve as an officer of the Council, if so elected.

6.05 Resignation and Removal.

Any director may resign or be removed as set forth in the bylaws of the Chapter who elected or appointed such director.

6.06 Vacancy

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 vacant position shall be filled in accordance with the bylaws of the Chapter responsible for electing or appointing such director.

6.07 Removal

A director may be removed in accordance with the bylaws of the Chapter responsible for electing or appointing such director.

6.08 Delegation of Authority.

Neither the Board of Directors nor any officer of this Council 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.

6.09 Freedom from Commitments.

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

6.1 MEETINGS OF THE BOARD OF DIRECTORS

6.11 Meetings Required.

The Board of Directors must actually meet in a regular or special meeting in order to transact business unless the action is taken without a meeting and all directors consent to the action in writing as set forth in RCW 24.03.465. 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. Participation by that method constitutes presence in person at a meeting.

6.111 Annual Business Meeting. The Board of Directors shall hold an Annual Business Meeting within 30 days of the Annual Advocacy Summit of the membership for the purpose of

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nominating and electing the officers to succeed those whose terms are about to expire; for receiving the annual reports of the Secretary-Treasurer, and Board of Director committees, including the advocacy committees; and for the transaction of such other business as may be appropriate.

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

6.113 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by three-quarters of the members of the Board of Directors, or at the call of the President. The Secretary-Treasurer 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.

6.114 Waiver of Notice. Either the call for 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. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.12 Quorum and Vote.

A simple 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 simple 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. A tie vote is considered a negative vote, not a deadlock; the motion fails. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date. A director who is present at a meeting of at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention shall be entered in the minutes of the meeting or unless the director shall deliver his or her dissent or abstention to such action to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in writing. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

6.13 Minutes.

The Secretary-Treasurer 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 Council's records. If the Secretary-Treasurer is unable to attend the meeting, the task shall, by default be delegated to the Executive Director. If both are unable to attend the Secretary-Treasurer shall delegate it to another member of the Board of Directors.

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6.2 REPORTS OF THE BOARD OF DIRECTORS

6.21 Report to Members.

The Board of Directors shall render a full report in writing at the Annual Business Meeting of this Council of the condition, interests, activities and accomplishments of this Council, making such recommendations with respect thereto as it deems proper.

6.22 Reports to Chapters.

The Board of Directors shall provide regular updates, including an update to coincide with the Annual Business Meeting, regarding the interests, activities and accomplishments of this Council in the form of a newsletter that can be disseminated to the membership through the Chapters normal means of communications to its membership.

6.23 Report to Institute. The Board of Directors or the Secretary-Treasurer 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.

6.3 COMMITTEES AND COMMISSIONS

6.31 Formation and Composition.

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

6.4 ELECTION OF OFFICERS

6.41 Nominations.

Nominations for each office of this Council about to become vacant shall be made at the Annual Business Meeting from the floor. Officers shall be nominated from within the current Board of Directors. The nomination of an Officer shall not have any objections from the Chapter that elected or appointed them as a representative to the Council.

6.42 Elections.

The nominee for an office who receives a simple majority of the ballots cast at the Annual Business Meeting shall be elected thereto. If there is only one nominee for any office, the Secretary may be directed by the meeting 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. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot. The President and the Secretary-Treasurer shall conduct the election process.

6.43 Tie Votes.

In the event of a tie vote, the list of nominees for each office 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.

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6.44 Results.

The President shall announce to the meeting the results of all balloting, and shall declare all elections.

6.5 TERMS OF OFFICE OF OFFICERS

6.51 Terms.

The terms for Officers may be concurrent with the minimum three (3) year term as a Board member. The minimum term for both shall be fulfilled. If the term as an Officer were to result in serving more than the three (3) year term they were elected to serve, the Chapter they represent shall maintain that member as their representative until both terms are fulfilled. The President-elect will serve a term of two (2) years; the first year as President-elect, the second year as President. The Secretary-Treasurer shall serve a term of three (3) years.

6.52 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 remaining members of the Board of Directors shall fill the vacancy for the unexpired term of office.

6.53 Resignation.

Any officer 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.

6.54 Removal of Officer.

Any or all of the officers may be removed for cause by vote of the Board of Directors when there is a quorum at the meeting at which the vote is taken.

6.6 OFFICERS – THE EXECUTIVE COMMITTEE

6.61 Officers – Executive Committee.

The officers of this Council shall be the President, President-Elect, and Secretary-Treasurer. They, along with the Executive Director, who shall serve ex officio as a nonvoting member, shall serve as the Executive Committee. The Executive Committee shall assure that policies set by the Board of Directors are being implemented, and it shall propose matters for consideration by the Board of Directors. Unless specifically prohibited from exercising certain authority by the Board of Directors, the Executive Committee shall have an exercise the authority of the Board of Directors in the management of the Council, except that the Executive Committee shall not have the authority to take any such actions as are specifically prohibited under RCW 24.04.115

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6. 62 Meetings of the Executive Committee.

The Executive Committee may meet at any time and place and may be called by the President or by two other committee members. The President may invite other members, staff, or outside persons to attend any meeting.

6.63 The President.

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

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

6.64 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.

6.641 Succession. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.65 The Secretary-Treasurer.

The Secretary-Treasurer, as Secretary, shall act as the recording and corresponding secretary and treasurer of the Council and the Board of Directors, and shall attend all their meetings. The Secretary-Treasurer shall oversee the preparation of notices and records of all official meeting minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Council; issue all notices of this Council; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Council, 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 Council; in collaboration with the President, have charge of all matters pertaining to the meetings of this Council, and shall perform all other duties usual and incidental to the office. In addition, the Secretary-Treasurer, as Secretary, shall have the following responsibilities:

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

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6.652 Delegation of Authority. The Secretary-Treasurer may delegate to the Executive Director employed by this Council the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Council, or the making of any attestation or certification required to be given by the Secretary-Treasurer, or the signing of any document requiring the signature of the Secretary-Treasurer.

In addition, the Secretary-Treasurer, as Treasurer, shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Council; prepare the budgets, collect amounts due this Council, 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. In addition, the Secretary-Treasurer, as Treasurer, shall have the following responsibilities:

6.653 Reports. The Secretary-Treasurer shall make a written report to each Annual Business Meeting 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 Council, and its income and expenditures for the period of the report and the Secretary-Treasurer's recommendations on matters relating to the finances and general welfare of this Council.

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

6.655 Liability. The Secretary-Treasurer shall not be personally liable for any loss of money or funds of this Council 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.

6.66 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.

6.67 Executive Director

The Executive Director shall have those roles and responsibilities as set forth below in Article 8.

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ARTICLE 7

FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations.

Prior to the beginning of every fiscal year, the Board of Directors by a majority vote of the Board, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Council for the immediately succeeding year.

7.02 Expenditure Limitations.

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

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 Council for the year unless specifically authorized to do so by three-quarters majority vote of the Board of Directors at a duly called Board meeting 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 Council'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 least annually, the Board of Directors shall employ a firm to prepare an audit or other independent review of the accounts of the Secretary-Treasurer as well as a compilation of the financial records of the Council as the basis for a financial report to the members.

7.04 Fiscal Year.

The fiscal year of this Council shall begin on January 1 and end on December 31 of the same calendar year.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority.

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

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

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 Council.

7.3 INSTITUTE PROPERTY INTERESTS

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

ARTICLE 8

GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Council 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 Council and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

1. Maintain a central office and, together with the Board of Directors, manage additional employees as may become necessary to conduct its affairs.
2. Serve as assistant Secretary-Treasurer to perform such duties as the Secretary-Treasurer may delegate;
3. Employ such new staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors.
4. The unplanned replacement of staff, where the Council's budget is not affected, may be authorized by the Executive Committee;
5. Attend all meetings of the Board of Directors as a member ex officio without vote;
6. Make reports to the Board of Directors and Executive Committee on the affairs and business of the Council when requested by the Board of Directors and/or Executive Committee.

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8.1 RECORDS OPEN TO MEMBERS

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

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Modern Parliamentary Procedure shall supplement the rules and regulations adopted by this Council and shall govern this Council, the Board of Directors, and the Council 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 Council or by the Executive Committee.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability.

Former and present directors, officers, employees, and agents shall have no liability to the Council for monetary damages for conduct as a director, officer, employee, or agent, except for (i) acts or omissions that involve intentional misconduct by such individual, (ii) a knowing violation of law by such individual, (iii) where the director, officer, employee, or agent votes or assents to a distribution which is unlawful or violates the requirements of the articles of incorporation or these bylaws, or for any transaction from which the director, officer, employee, or agent will personally receive a benefit in money, property, or services to which such person is not legally entitled. If the Washington Nonprofit Corporation Act, Chapter 24.03 RCW, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, officer, employees, and/or agents, then the liability of such person shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director, officer, employee, or agent of the Council existing at the time of such repeal or modification for or with respect to an act or omission of such director, officer, employee, or agent occurring prior to such repeal or modification.

8.32 Indemnification.

If a director or officer of the Council 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 Council, then, to the full extent permitted by law, more specifically RCW 24.03.043 and RCW 23B.17.030, 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.

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8.33 Insurance.

The Council is required to purchase and maintain such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Council as may protect them against any liability asserted against them in such capacity, whether or not this Council would have the power to indemnify such persons under applicable law.

ARTICLE 9

AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS COUNCIL

9.01 Notice of Proposed Amendments.

These bylaws may be amended at a Special Meeting of this Council by two-thirds vote of the delegates, 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 45 days prior to the date of the meeting.

9.02 Bylaws Relating to Members.

It shall require a vote of not less than two-thirds of the members of this Council who are present at the meeting to amend a bylaw relating to such members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws.

The Board of Directors, without action by a meeting of this Council, 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.

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 Council eligible to vote thereon.

ARTICLE 10

ADOPTION

10.0 ADOPTION

10.01 Adoption of these Bylaws

Each change in the Bylaws shall be submitted to the Institute for review and approval. Changes approved by the Annual Business Meeting shall take effect immediately upon approval by the Delegates,

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unless otherwise determined by the Annual Business Meeting, and shall remain in effect unless the Council is advised by the Institute that the change is not acceptable or until changed by the Annual Business Meeting.