



BYLAWS

BYLAWS OF THE MISSISSIPPI CHAPTER

THE AMERICAN INSTITUTE OF ARCHITECTS

(known as AIA/MISSISSIPPI)

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**BYLAWS OF
THE MISSISSIPPI CHAPTER
THE AMERICAN INSTITUTE OF ARCHITECTS**

ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is Mississippi Chapter, the American Institute of Architects, hereafter referred to as the Chapter. Except for reports to government and other instances requiring official identification, the commonly used name for the Chapter shall be AIA/MISSISSIPPI or AIA/MS.

1.01.1 Related Institute Organizations. In these bylaws the governing board of the 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.

1.02 Purposes. AIA/MISSISSIPPI is the voice of the architecture profession within the state dedicated to serving its members, advancing their value and improving the quality of the built environment. The purposes of the Chapter shall be to promote and forward the purposes of the American Institute of Architects within the assigned territory of the Chapter. The Institute purposes 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 Chapter shall be the statewide representative of and unifying body of the Institute chartered within the Chapter's domain of the State of Mississippi on matters of statewide interest affecting the interests of the Chapter.

1.04 Organization. The Chapter is a non-profit membership corporation incorporated in the State of Mississippi on February 22nd, 1955, under virtue of the provisions of Chapter 4, Title 21, Mississippi Code of 1942, Recompiled, of the State of Mississippi, and is a successor to the Mississippi Chapter, the American Institute of Architects, an unincorporated association, duly chartered by the Institute in 1929.

1.05 Authority. The Chapter shall represent and act for the Institute membership on state matters under a charter issued by the AIA Board. The Institute and the 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 the Institute and the Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of the Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. The Chapter shall cooperate with its Regional Organization to further the interests of the membership, and by agreement with that organization may represent and act for it within the territory of the Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. The Chapter may affiliate, cooperate, collaborate or otherwise associate with any organization of the construction industry operating within the State of Mississippi that is not used or maintained for financial gain, price fixing or political purposes, if and while the purposes of the 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 Executive Committee and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

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

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

1.12.3 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 the Chapter, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither the 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 material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

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

2.01.1 The Architect and Associate members of the Institute who have been assigned to the Chapter or to any Chapter within the State of Mississippi, or who have been admitted to unassigned membership in the Chapter, or its component Chapters and,

2.01.2 The Allied, Student and Honorary members the Chapter may admit as provided in Sections 2.34 through 2.36

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to the Chapter by the Institute are referred to as “assigned members.” The term “unassigned member” shall refer to members assigned to other state organizations or chapters who have been admitted to membership in the Chapter pursuant to Section 2.2 of these bylaws. The term “Allied” shall refer to Allied members, and the terms “Student” and “Honorary” shall refer to Student and Honorary members. The term “member,” if not otherwise qualified, shall refer to all persons in all classes of membership in the Chapter.

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

2.04 Enrollment of Members. Every member assigned to or admitted by the Chapter shall be duly notified to that effect by the Chapter. New memberships will be announced in the Chapter's official publication, by direct or electronic mail, or on the Chapter's official web site.

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

2.06 Resignations. Any member may resign from the Chapter by presenting a written resignation to the Secretary/Treasurer. The resignation of an assigned member, if the Secretary/Treasurer 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/Treasurer.

2.07 Good Standing Defined. A member is not in good standing in the Chapter if and while in default of dues or other obligations to the Chapter or the Institute.

2.08 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in the Chapter 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.

2.1 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 Executive Director 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 the Chapter.

2.14 Termination. The death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another State Organization or non-Mississippi chapter terminates assigned membership in the 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 the 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. The Chapter, without action by the Institute, shall grant unassigned membership to 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 the 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 the Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in the 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 ALLIED, STUDENT AND HONORARY MEMBERS

2.31 Admission. Every application for admission to Allied, Student or Honorary membership in the Chapter shall be promptly acted upon by the Executive Committee as outlined in Section 6.32.1.

2.32 Termination. Allied, Student or Honorary 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 Officers and Board of Directors may terminate the membership of an Allied or Student member for indebtedness as provided in Section 3.32 or may, by two-thirds vote, terminate an Allied, Student or Honorary member for conduct detrimental to the interests of the Chapter.

2.33 Rights and Privileges of Allied, Student and Honorary Members. Allied, Student and Honorary members in good standing:

2.33.1 May serve as a member of any committee of the Chapter that does not perform any of the duties of the Board of Directors;

2.33.2 May attend, speak but may not make motions or vote at any meeting of the Chapter;

2.33.3 Shall not be eligible to serve as an officer of the Chapter, and may serve as director of the Chapter only as specifically allowed in Article 6 of these Bylaws;

2.33.4 Except as specifically allowed by Sections 2.35 or 2.362, (regarding the manner in which they represent their membership status) below, may not in any way use the name, initials, seal, symbol or insignia of the Chapter or of the Institute..

2.34 Allied Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied 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. Allied 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.

2.35 Student Member - Qualifications. Student members shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of the Chapter. Student members may use the title “Student Member of AIA/Mississippi.”

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

2.36.1 Nomination and Admission. Any member of the Executive Committee may nominate a person eligible for Honorary membership. 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 Executive Committee, at any regular meeting, may admit a nominee as an Honorary member.

2.36.2 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.33 above, Honorary members of the Chapter may use the title “Honorary Member of AIA/Mississippi“, and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. The Executive Committee (by two-thirds majority vote) may fix, before the end of any fiscal year, the annual dues to be paid by each category of member, including firm assessments, for the immediately succeeding fiscal year provided such increase is no more than 10%. An annual or special meeting of the membership must approve increases more than 10%.

3.03 Dues Upon Admission. A newly admitted assigned, Student or Allied member shall pay full annual dues, prorated quarterly, except that those admitted during the last quarter of the year shall not pay dues for the year in which they are admitted, but shall pay the following years’ dues in full as set forth in Section 3.01.

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 and Honorary members shall pay no dues or assessments to the Chapter.

3.1 ASSESSMENTS

3.11 Special Assessments.

3.11.1 Authority. The Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members, may levy a special assessment on its members. The amount of the special assessment on a member in any fiscal year shall not exceed 50 percent of the amount of the annual Chapter dues that are required to be paid by such member for that year.

3.11.2 Notice of Assessment. Notice of the intention to levy a special 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 the Chapter at which the proposed assessment is to be voted on.

3.12 Firm Assessments. Payment of firm assessments is mandatory by all private architectural or architectural/engineering firms whose principals include AIA members. Failure to make payment on such firm assessment shall result in the membership termination of the firm’s principals and those individuals who have ownership in the firm.

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, including firm assessments against a firm in which the member is an owner or principal, 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 the 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/Treasurer of the Chapter shall send to the Institute Secretary a list of all assigned members in default to the Chapter with the amount of such default and request termination of those memberships.

3.32 Unassigned Members and Allied or Student Members. If an unassigned member or Allied or Student member is in default to the 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 OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.01.1 The member delegates shall be appointed from among the assigned members of the Chapter by the Executive Committee, except that no more than one-third of the Chapter's delegation shall be Associates.

4.02 Nomination and Election of Institute Directors. The Executive Committee of the Chapter shall nominate and elect the Institute Director(s) for the Chapter's region in the manner provided by the rules and policies of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization. The Chapter shall participate in the Regional Organization in the manner provided in accordance with the rules and policies of that organization. The President or another member appointed by the Board of Directors shall represent the members of the Chapter at meetings of the Regional Organization.

4.12 Delegates to Regional Meetings/Conventions. Delegates selected from among the assigned members of the Chapter shall represent the assigned members in good standing of the Chapter at meetings of the Regional Organization and shall be selected from among the assigned members of the Chapter by the Executive Committee.

ARTICLE 5 CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Regular Meeting. The Chapter may hold a monthly/bi-monthly or quarterly meeting for the purpose of Chapter Business, education, project tours, and/or fellowship among the members and guests of members.

5.02 Annual Meeting. The Chapter shall hold an annual meeting during its annual convention for the purpose of nominating and electing the officers and the associate director to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Secretary/Treasurer; and for the transaction of such other business as may be appropriate.

5.03 Special Meetings. A special meeting of the Chapter may be called by the President or the Board of Directors or shall be called by the President at the written request of not less than five percent of the total number of the 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 the Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary/Treasurer, personally or by direct or electronic mail, to each member entitled to vote at the meeting. Notice shall be given not less than 10 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 the Chapter, five 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 the Chapter, 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 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, there shall be no voting by proxy at a meeting of the Chapter.

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

5.24.1 Matters so designated elsewhere in these bylaws;

5.24.2 Elections of Institute Directors; delegates to meetings of the Institute and the Regional and State Organization;

5.24.3 Instructions to delegates;

5.24.4 Any matters relating to membership;

5.24.5 Voting on dues and assessments for Architect members shall be limited to Architect members; or

5.24.6 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Mail Ballot. If authorized by the Executive Committee any vote that may be taken at a meeting of the Chapter may be taken by direct or electronic mail ballot of the members of the Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of the Chapter.

ARTICLE 6 THE EXECUTIVE COMMITTEE

6.0 COMPOSITION AND ELECTION OF THE EXECUTIVE COMMITTEE

6.01 Composition. The Executive Committee of the Chapter shall be composed of the following persons:

6.01.1 All officers of the Chapter shall be members of the Executive Committee;

6.01.2 The immediate Past President of the Chapter shall be a member of the Executive Committee for a term of one year;

6.01.3 The Dean of the College of Architecture at MISSISSIPPI STATE UNIVERSITY shall be a member of the Board of Directors. If the Dean declines to serve, the Board may, if it determines appropriate, select another full time member of the faculty of the College of Architecture to serve;

6.01.4 There shall be one member of the Board of Directors who is an Associate member.

6.01.5 There shall be at least one member of the Board of Directors who is an Emeritus member.

6.01.6 There shall be one member of the Board of Directors who is a Student member, and who is the current President of the local American Institute of Architecture Students organization;

6.01.7 There may be one member of the Board of Directors who is a Public member, as appointed by the above Board members.

6.02 Nominations. Nominations for each office and for each directorship of the Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the Executive Committee may select a nominating committee to prepare for the Board of Director's approval and presentation to the members a slate or slates of candidates for offices and directorship.

6.02.1 Nominating Committee. The Nominating Committee shall be composed of the President, the President-elect and the Immediate Past President of the Chapter.

6.03 Elections. The nominee for an office or directorship who receives a majority of the votes cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or the directorship, the Secretary/Treasurer may be directed by the meeting to cast a vote for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation.

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

6.05 Results. The President shall announce to the meeting the results of all voting, and shall declare all elections.

6.06 Allied and Honorary Members. No more than two members of the Board of Directors may be an Allied or Honorary member of the Chapter.

6.1 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.11 Term. Each officer and director shall serve a term of one year or until a successor has qualified, unless otherwise required by these bylaws.

6.12 Vacancies. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Executive Committee shall fill the vacancy for the non-expired term of office, except that the President-elect shall fill any vacancy in the office of President.

6.13 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/Treasurer unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.14 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 Executive Committee when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.15 Associate Director. An Associate Director shall complete his/her term of office should they become registered during his/her term.

6.2 OFFICERS

6.21 Officers. The officers of the Chapter shall be the President, President-elect, Second Vice-President, and Secretary/Treasurer and immediate Past President.

6.22 The President. The President shall exercise general supervision over the affairs of the Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary/Treasurer; preside over the meetings of the Chapter, of the Executive Committee and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; have charge of and exercise general supervision over the Executive Director of the Chapter, and shall perform all other duties usual and incidental to the office.

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

6.23 The President-elect. The President-elect shall perform all other duties usual and incidental to the office; 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 Executive Committee or the President.

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

6.24 The Secretary/Treasurer. The Secretary/Treasurer shall act as the recording and corresponding Secretary of the Chapter and the Executive Committee, 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 the Chapter, issue all notices of the Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of the Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports to regular meetings of the Executive Committee and the Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of the Chapter; exercise general supervision of the financial affairs and keep the records and books of account of the Chapter; chair the Finance Committee; prepare the budgets, collect amounts due the 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 shall perform all other duties usual and incidental to the office.

6.24.1 Reports. The Secretary/Treasurer 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 and directors of the Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete; make a written report to each annual meeting of the Chapter and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of the Chapter, 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 the Chapter.

6.24.2 Delegation of Authority. The Secretary/Treasurer may delegate to an assistant secretary/treasurer or other assistant employed by the Chapter the actual performance of any or all duties as Secretary/Treasurer, but shall not delegate responsibility for the property of the Chapter, or the making of any attestation or certification required to be given by the Secretary/Treasurer. The Secretary/Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of the Chapter that requires the signature of the Secretary/Treasurer, unless such delegation is expressly permitted in these bylaws.

6.24.3 Succession. The Secretary/Treasurer shall succeed from the office upon expiration of the term of office. After expiration of the current term, the past Secretary/Treasurer will insure the Secretary/Treasurer elect has a complete understanding of their duties to minimize disruption and to insure a timely transition of the Chapter records and reports.

6.24.4 Liability. The Secretary/Treasurer shall not be personally liable for any loss of money or funds of the Chapter or for any decrease in the capital, surplus, and income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.25 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a chair pro tem, a secretary/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.

6.26 Limitations. Allied, Student and Honorary members of the Chapter and the Dean of the College of Architecture (if not a member of the Chapter) shall not be the officers of the Chapter.

6.3 AUTHORITY OF THE EXECUTIVE COMMITTEE

6.31 Powers. The business of the Chapter shall be managed by the Executive Committee, which shall be composed of the officers and directors of the Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Mississippi, the articles of incorporation and by these bylaws.

6.31.1 Custodianship. The Executive Committee shall be and act as the custodian of the properties and interests of the Chapter 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 Executive Committee shall do all things required and permitted by these bylaws to forward the purposes of the Chapter.

6.31.2 Implementation. The Executive Committee shall implement all general policies, directions and instructions adopted at all meetings of the Chapter.

6.32 Delegation of Authority. Neither the Board of Directors nor any officer or director of the 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.

6.33 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of the 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 Executive Committee.

6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required. The Executive Committee will meet in a regular or special meeting to transact business. Any one or more members of the Executive Committee 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. Notwithstanding the foregoing, any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Committee consent to the action in writing.

6.41.1 Regular Meetings. The Executive Committee may hold regular meetings without notice at a time and place determined by it.

6.41.2 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee, or at the call of the President. The Secretary/Treasurer shall issue a written call and notice of each special meeting, by direct or electronic mail, 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.

6.41.3 Waiver of Notice. Either the call or 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 Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken, provided all Committee members consent in writing.

6.42 Quorum and Vote. A majority of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee 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/Treasurer shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary/Treasurer and filed with the Chapter's records.

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

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

6.52 Report to Institute. The Executive Committee 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.

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. The Executive Committee may form committees and commissions to carry out the work of the Chapter. The Executive Committee shall determine the charge and duration of each committee or commission. The President shall appoint the members of committees and commissions with the concurrence of the Executive Committee.

ARTICLE 7 FINANCES

7.0 FINANCES

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

7.02 Expenditure Limitations.

7.02.1 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 Executive Committee or a specific resolution at a meeting of the Chapter.

7.02.2 The Executive Committee. The Executive Committee 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 Executive Committee 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 Executive Committee may employ a certified public accountant to prepare an audit of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Trusteeship. The Chapter may act as trustee for scholarships, endowments or trusts of a philanthropic nature.

7.05 Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

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

7.12 Gifts. Only the Executive Committee shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of the Chapter; it shall not accept any gift, bequest or devise that will not promote the purposes of the Chapter, or that will place an undue financial or other burden on the 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 the Chapter.

7.3 INSTITUTE PROPERTY INTERESTS

The 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 the Chapter, and the Institute shall not be liable for any debt or other obligation of the Chapter.)

7.4 DISSOLUTION

In the event that the Chapter is legally dissolved, there shall be no distribution of assets to the benefit of any member. In the event of dissolution of the Chapter, all remaining assets, if any, after payment of all liabilities of Mississippi AIA shall become the property of the Mississippi State University, College of Architecture.

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

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

8.01.1 Serve as assistant Secretary/Treasurer to perform such duties as the Secretary/Treasurer may delegate;

8.01.2 Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;

8.01.3 Attend all meetings of the Executive Committee as a member ex officio without vote;

8.01.4 Make reports to the Executive Committee on the affairs and business of the Chapter when requested by the Executive Committee.

8.02 Administrative Policy Committee. The Executive Director's tenure, salary and additional duties, if any, shall be as annually reviewed and recommended by the Administrative Policy Committee composed of the Chapter's President, President-elect, and immediate Past President, and as concurred with by the Executive Committee.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Secretary/Treasurer's books of account and records of the Chapter, except confidential matters relating to membership applications and bestowal of Honorary memberships, shall be open to inspection at the executive offices of the Chapter during the business hours fixed by the Board of Directors, by any member of the Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, latest edition, shall supplement the rules and regulations adopted by the Chapter and shall govern the Chapter, the Executive Committee, and the Chapter's 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 the Chapter or by the Chapter's Executive Committee.

8.3 LIABILITIES, INDEMNIFICATION AND INSURANCE

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

8.32 Indemnification. If a director or officer of the Chapter 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 Chapter, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Executive Committee may authorize the purchase and maintenance by the 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 the Chapter as may protect them against any liability asserted against them in such capacity, whether or not the Chapter would have the power to indemnify such persons under applicable law.

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THE CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of the Chapter by two-thirds 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 15 days prior to the date of the meeting.

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

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

9.11 Conformity with Institute Bylaws. The Executive Committee, without action by a meeting of the Chapter, 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 Executive Committee 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 the Chapter eligible to vote thereon.

CERTIFICATE

The foregoing Bylaws of the MISSISSIPPI CHAPTER,

The American Institute of Architects

(known as AIA/Mississippi)

were adopted by the membership of the Chapter

effective the 10th day of June, 2005

Secretary/Treasurer's Name, AIA
Secretary/Treasurer, AIA/MISSISSIPPI