PROPOSED CHANGES TO THE AIA OHIO BYLAWS

July, 2011

The Following sections of the Bylaws are proposed to be revised to bring the existing AIA Ohio Bylaws into conformance with the Model Bylaws of the Institute. It is the intent of these changes to correct and make current with Institute policy, the AIA Ohio Bylaws. An effort has been made to identify areas of the current Bylaws not consistent with language suggested or required by the Institute.

While the following may not address all items or issues, it is believed that the changes will bring AIA Ohio into substantial compliance with the current requirements of the Institute. These proposed rules are subject to review by and approval of the Institute’s legal counsel in accordance with Institute requirements.

The following changes are proposed:

Item 1: Change the existing section of the Bylaws to include current language regarding endorsements of public or private enterprises operated for profit and of materials or distributors or suppliers of construction materials.

Current Language:

1.2 ENDORSEMENTS

Neither the Society nor any of its subsidiary organizations shall not make endorsements or recommendations, directly or indirectly, of a political party, or of a commercial material or object.

Proposed Language:

1.2 ENDORSEMENTS

Neither this Chapter, nor the Executive Committee, 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, a political party, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

Item 2: Change the existing section of the Bylaws to include current language related to members and membership. The current language does not reflect current practice nor the existing requirements of the Institute

Current Language

2.01 Class of membership: The members of this Society shall consist of the Architect Members, Associate Members, and International Associate Members who have been assigned to Chapter membership within the domain of this Society by the Institute and others who have been admitted to Society membership by this Society.
Proposed Language:

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 (AIA Bylaws Section 4.14), or who have been admitted to unassigned membership in this Chapter, and

   b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.11 through 2.15.

**Item 3: Change the existing Bylaws to redefine the definition of members. The current classifications are not consistent with the current definitions and designations of the Institute.**

Current Language:

2.02 Definitions: In these Bylaws, Architect Members, Associate Members, and International Associate Members who have been assigned to Chapter membership within the domain of this Society are referred to as “assigned members.”

Proposed Language:

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 “allied” shall refer to allied members, and the term “affiliate” shall refer to student and honorary affiliates. The term “member,” if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

**Item 4: This change removes the term International Associate Member from the AIA Ohio Bylaws because such designation does not currently exist.**

Current Language:

2.04 Use of Title: An Architect Member of one of the Ohio Chapters of the Institute may use the title “AIA Member of AIA Ohio.” An Associate Member of one of the Ohio Chapters of the Institute may use the title “Associate Member of AIA Ohio.” An International Associate Member of one of the Ohio Chapters may use the title “International Associate Member of AIA Ohio.”

**Item 5: This addition relates to professional affiliate members. Under the Model Component Bylaws, chapters are afforded the opportunity to have allied affiliated members. While AIA Ohio includes such a category, there is little or no description of requirements, rights or privileges. The following sections, as copied from the Model Bylaws, are proposed to be added. This item will need to be verified with the Institutes counsel, but if it is permissible, it is suggested that this section be deleted in its entirety because the professional affiliate members are generally associated with chapters as opposed to our society that is made up of representation of from the chapters.**

2.1 PROFESSIONAL AFFILIATE MEMBERS
Proposed sections to be added:

2.12 Admission: Every application for admission to Professional Affiliate membership in this Society shall be promptly acted upon by the Executive Committee.

2.13 Admission Fees: Every applicant for a Professional Affiliate membership shall pay a fee in an amount determined by the Executive Committee as provided in section 3.02 of these bylaws.

2.14 Termination: Professional Affiliate membership is terminated by death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Executive Committee may terminate the membership of a Professional Affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.15 Rights and Privileges of Professional Affiliate Members: Professional 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 Executive Committee.

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 or to chair a committee of this Chapter.

4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute. (AIA Bylaws 4.143).

Item 6: This item deletes a section currently in the Bylaws that is in conflict the Institute Bylaws. The following section is to be removed and replaced with the requirements as indicated above.

Delete the following existing section (see proposed 2.15 (4) above):

2.12 Use of Title: A Professional Affiliate of the Society may use the title “Professional Affiliate of AIA Ohio.”

Item 7: If the Professional Affiliates section is required to remain or determined necessary, the following section shall be added to define actions for default on the payment of dues or assessments.

Add the following:

3.22 Unassigned Members and Allied or Affiliates: In an unassigned member or allied 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.

Item 8: The following existing section of the AIA Ohio Bylaws is very restrictive and at the very least difficult for the Society to meet. The following changes to the position of School of Architecture Director are proposed.
Current Language:

6.08 School of Architecture Director: This Director shall be a registered architect and an AIA Ohio member and the head of one of the accredited schools of Architecture within the State of Ohio. This Director shall be elected by all of the heads of the accredited schools of Architecture and shall serve a term of two (2) years. This Director shall take part in all Board deliberations and shall have one vote.

Proposed Language:

6.08 School of Architecture Director: This Director shall be a registered architect and an AIA Ohio member and the head of one of the accredited schools of Architecture within the State of Ohio. This Director shall be elected by all of the heads of the accredited schools of Architecture appointed by the President and shall serve a term of two (2) one (1) years. This Director shall take part in all Board deliberations and shall have one vote.

**Item 9:** The current wording of the section addressing tie votes for officers at the annual meeting is not consistent with other sections of the Bylaws and is restrictive. This process is more reflective of the procedure used at the national as opposed to that used typically at the state or local component level.

Current Language:

6.16 Tie Votes: In the case of a tie vote for any office, the assigned members registered for and present at the annual meeting shall be provided with ballots for the nominees for whom the tie vote was cast. By 5:00 pm, on the day of the Annual Board Meeting, the ballots shall be given to the Tellers Committee for validation, counting and tabulation. The Tellers Committee shall provide the Secretary with the tabulation. The Secretary shall then post the name of the successful candidate.

Proposed Language:

6.16 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.

**Item 10:** The current Bylaws do not have a section specifically related to the Executive Committee, however there are references throughout the Bylaws and the Rules of the Board to the Executive Committee. It is recommended that this section be added to the Bylaws to reflect common and current practices. The section as indicated below is directly from the Institute Model Component Bylaws. This section would be labeled as section 6.4 and the existing section 6.4 Commissions and Standing Committees would be renumbered as 6.5

Proposed Language to be added:

6.4 MEETING OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required: The Executive Committee meeting shall be conducted through regular or electronic session in order to transact business.
6.411 Regular Meetings: The Executive Committee may hold regular meetings without notice at a time and place determined by it.

6.412 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 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.

6.143 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 Executive Committee. Any irregularity in or failure of notice of meeting of the Executive Committee shall not invalidate the meeting or any action taken.

6.42 Quorum and Vote: A majority of the members 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.

6.43 Minutes: The Secretary 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 at the next Executive Committee meeting and thereafter signed by the Secretary and filed with the Chapter’s records.

Item 11: The Bylaws currently have a provision for an AIAS member to act as a non-voting member of the Board. While it is desirable to have representation and participation by the AIAS, this position has not been filled in more than 15 years and the AIAS is not technically part of the AIA, but rather an affiliate organization. It is recommended that this section be removed. When deemed appropriate, the President may invite a member of the AIAS to attend Board meetings to address the views and opinions of architectural students.

Delete the following paragraph:

6.07 Student Director: The AIAS Regional Director shall be a member of the Board without vote, and take part in their deliberations.

Item 12: The current Bylaws provide for notification of meetings by regular mail. It is recommended that this practice be revised to include electronic notification of the board and board officers.

Modify the following section as indicated:

5.031 Notices Required: A notice of the time and place of each meeting of the Board—written, either written or emailed, or published in a printed or electronic newsletter, together with the call if it is to be a special meeting, shall be sent to every Officer and Director, not less than thirty days before the date fixed for the meeting.
**Item 13:** Current Bylaws restrict members of the Board from missing more than one meeting of the Board each year. This provision, which is not included in the Model Component Bylaws, is overly restrictive and does not provide for reasonable absences. It is suggested that this provision be eliminated because it does not allow flexibility in meeting the intent of the Bylaws. Board members often participate in other calls, conferences, meetings and programs throughout the year in addition to scheduled board meetings. The current provision also does not distinguish between directors and alternate directors and there is no differentiation regarding removal of a director when a chapter may be adequately represented by its alternate representative. It is suggested that this provision be removed. There remains in section 6.24 a provision for removal of an officer or board member for cause.

Delete the following paragraph:

a. Failure of a Board member to attend any two meetings during a calendar year shall cause automatic removal from the Board. The removed member may not be renamed during that calendar year.

**Item 14:** The current Bylaws provide for notification of proposed changes to the amendments to occur if included in a publication of the Society, sent to each member. This change has been included to address current technology and practical concerns.

Modify the following section as indicated:

a. Notice: Such notice of proposed amendment shall be deemed to have been sent if it has been published in a written or electronic periodical publication of the Society, including email notices, and this publication has been sent to each assigned member not less than thirty days before the day of the meeting at which the proposed amendment is to be voted upon.

The above are the principal changes to the Bylaws to be considered and put forth for acceptance by the membership at the annual meeting. If accepted by the Board and approved by the membership, these change shall become part of the Society’s Bylaws. In accordance with section 9.11 of the Bylaws, the Board shall have the authority to approve any additional changes necessary to eliminate or correct any inconsistencies from the Bylaws. This action would include the removal of inconsistencies resulting from acceptance of the above proposed changes.