

## AIASCV Chapter By-Laws - Proposed Amendments

SUBMITTED FOR BOARD REVIEW AND APPROVAL ON 8.18.16

### Article 1

#### -Paragraph 1.2.2.5 re Powers

CURRENT: This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and student affiliates, and may levy and collect admission fees (in addition to dues) for admission of professional affiliates and student affiliates.

PROPOSED: This Chapter may levy and collect annual dues from its assigned members, associate members, professional affiliates, and student affiliates.

REASON: Delete the following phrase, as it is redundant - **“and may levy and collect admission fees (in addition to dues) for admission of professional affiliates and student affiliates.”**

### Article 2

#### -Paragraph 2.1.7 re resignations of members from the Chapter:

CURRENT: Resignations. Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member present a resignation in writing to the Secretary and is in good standing at the time of resignation. If the Secretary finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Secretary.

PROPOSED: Resignations. Any person admitted to this Chapter, other than an assigned member, may resign from this Chapter; provided that such member present a resignation in writing to the chapter Executive Director and is in good standing at the time of resignation. If the Executive Director finds the member qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the Executive Director.

REASON: Replace the word **Secretary** with the word **Chapter Executive Director** regarding submission of resignation letters by members. Addresses the reality of handling the day-to-day business affairs of the Chapter by an Executive Director rather than volunteer, part-time Board members.

### Article 3

#### -Paragraph 3.1.1.1 re Delegate Selection to Related AIA organizations

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

PROPOSED: Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of the Board of Directors, except that no more than one third

of the Chapter's delegation shall be Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

REASON: Replace the word **Chapter** with **Board of Directors**. Representatives to serve on the AIA California Council and American Institute of Architects are appointed from the AIASCV Board of Directors.

**-Paragraph 3.2. re State and Regional Organization**

CURRENT: 3.2 State and Regional Organization (The American Institute of Architects, California Council)

PROPOSED: CURRENT: 3.2 State Organization (The American Institute of Architects, California Council)

REASON: this is a tautology; the State AIACC is our regional organization. **Delete Regional Organization**

**-Paragraph 3.2.2 re expenses of delegates attending State Organization meetings.**

CURRENT: 3.2.2 Expenses of Council Board Members. The expenses of Council Board Members, in an amount to be determined by the Board of Directors, shall be defrayed in an amount not to exceed the actual food, lodging and necessary traveling expenses to the State Organization meetings.

PROPOSED/REASON: Delete section as all matters pertaining to reimbursements are addressed in Policies and Procedures.

**Article 4**

**-Paragraph 4.2.1 re Meeting Notices**

CURRENT: Notices and Calls of Meetings. A notice of each business meeting of this Chapter, stating the time and place thereof, shall be served by the Secretary on every member, by mail, facsimile or electronic mail to the address of such member on file with the Secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was sent prior to the meeting.

PROPOSED: Notices and Calls of Meetings. A notice of each business meeting of this Chapter, stating the time and place thereof, shall be served by the Chapter on every member, by mail or electronic mail to the address of such member on file with the Chapter. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice or the call and notice was sent prior to the meeting.

REASON: Delete **facsimile** as a means of serving notices to members regarding meetings and notices of meetings. Replace **Secretary** with **Chapter**. Deletes

references to use of obsolete technology. Addresses the reality of handling the day-to-day business affairs of the Chapter by an Executive Director rather than volunteer, part-time Board members.

**-Paragraph 4.2.3 re Meeting Minutes**

CURRENT: Minutes of Meetings. Written minutes of every business meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be kept by the Secretary in the Book of Minutes of this Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

PROPOSED: Minutes of Meetings. Written minutes of every business meeting of this Chapter, recording the matters before the meeting and every action taken thereat, shall be electronically stored by the Chapter. The minutes of each meeting shall be signed by the Secretary and approved at a subsequent meeting of this Chapter.

REASON: Delete the phrase “**in the Book of Minutes of this Chapter**”. Addresses the act that the Chapter does not maintain a document known as the Book of Minutes. All minutes are electronically filed.

**Article 5**

**-Paragraph 5.1 re Board Membership**

CURRENT: **Membership of the Board of Directors**. The Board of Directors shall consist of the officers and six directors, each of whom shall be an assigned member of this Chapter.

PROPOSED: **Membership of the Board of Directors**. The Board of Directors shall consist of the officers, immediate past president and six directors, each of whom shall be an assigned member of this Chapter.

REASON: Add **immediate Past President** as a Board member. Provides for continuity and consistency in the conduct of Chapter business affairs.

**-Paragraphs 5.2.1 re State Council Directors & 5.2.2 re Alternate Council Directors**

CURRENT:

5.2.1 Council Directors. Council Directors, in the number assigned to this Chapter by the Council Bylaws, shall be nominated and elected in the same manner as Chapter Directors and shall serve for two years.

5.2.2 Alternate Council Directors. Alternate Council Directors may attend Council Board meetings in lieu of Council Directors. They shall be nominated and elected in the same manner as Chapter Directors and shall serve for one year. The number of Alternate Directors to which the Chapter is entitled shall equal the number of Council Directors to which the Chapter is entitled.

PROPOSED:

5.2.1 Council Directors. Council Directors, in the number assigned to this Chapter by the Council Bylaws, shall be nominated and elected by the current AIASCV Board of Directors and shall serve for two years.

5.2.2 Alternate Council Directors. Alternate Council Directors may attend Council Board meetings in lieu of Council Directors. They shall be nominated and elected by the current AIASCV Board of Directors and shall serve for one year. The number of Alternate Directors to which the Chapter is entitled shall equal the number of Council Directors to which the Chapter is entitled.

REASON: **Current By-laws language** calls for Council Directors to be nominated and elected in similar manner as Board Directors. Chapter practice has not followed this language for several years at least. **Re-write this paragraph** to reflect current chapter practice of typically the Board's executive council members serving as State Directors.

**-Paragraph 5.7.1 re Quorums at Meetings**

CURRENT: Quorum. Six members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

PROPOSED: Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

REASON: Replace "**6 members** of the" with "**a majority** of the" Board. More accurately defines the meaning of quorum.

**Article 6**

**-Paragraph 6.1 re Board of Directors Officers.**

CURRENT: Officers. The officers of this Chapter shall include a President, Vice President / President-Elect, a Secretary, and a Treasurer.

PROPOSED: Officers. The officers of this Chapter shall include a President, Vice President / President-Elect, Immediate Past President, a Secretary, and a Treasurer.

REASON: Add **Immediate Past President** to list of Officers. Provides for continuity and consistency in the conduct of Chapter business affairs.

**-Add new Paragraph 6.6 re Immediate Past President**

PROPOSED: Duties. The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the president and the President-Elect on an as-needed basis.

REASON: Defines term and responsibilities expected of the Immediate Past President serving on the Board of Directors.

**Article 9**

**-Consider deleting Commissions from Article title "Committees and Commissions".**

CURRENT: ARTICLE 9. COMMITTEES AND COMMISSIONS

PROPOSED: ARTICLE 9. COMMITTEES

REASON: Commissions do not exist within the chapter, there being no purpose to them as “liaison agents” of committees.

**-Paragraph 9.2 re Committee Members**

CURRENT: **Committee Members**. The members and the chair of every committee shall be approved by the Board of Directors.

PROPOSED: No such committee shall exercise the authority of the Board. Chairs of committees shall be elected by the members of the respective committees, and approved by the Board of Directors.

REASON: Defines limit of committee powers and maintains Board oversight of Committee leadership.

**-Paragraph 9.4 re Commissions**

CURRENT: **Commissions**. This Chapter may establish commissions to act as supervisory and liaison agents of the Board of Directors for the committees of this Chapter.

PROPOSED: **Delete this section**

REASON: Irrelevant in light of Board of Directors already acting as Committee liaisons.

**Article 13.3**

**-Paragraph 13.3 re Chapter Participation in Disciplinary Proceedings**

CURRENT: None

PROPOSED: 13.3.5 AIASCV Board of Directors may seek guidance from an attorney who acts in an advisory capacity in providing advice on the Standards of Professional Conduct.

REASON: Discussion of Board’s role in responding to and/or pursuing instances of Unprofessional Conduct recommended that the **Board pursue advice of legal counsel** regarding Board’s liability and responsibility in such matters.