

ARTICLES OF INCORPORATION
OF
AIA LOUISIANA
The Louisiana Architects Association
OF THE
AMERICAN INSTITUTE OF ARCHITECTS

I. NAME

The name of this corporation is **AIA LOUISIANA - THE LOUISIANA ARCHITECTS ASSOCIATION OF THE AMERICAN INSTITUTE OF ARCHITECTS**.

II. PURPOSE

2.1 To unite the architects of Louisiana in an effort to make their profession of ever increasing service to the citizens of the State by advocating means to protect and better the public health, safety and welfare, in matters relating to the built environment, planning and to the design and construction of buildings.

2.2 To unify within the Association all of the Louisiana Chapters of the American Institute of Architects.

2.3 To maintain high professional standards among architects practicing in the State of Louisiana.

2.4 To cooperate with all branches of government, other design professions, and educational institutions and the building industry.

2.5 To afford architects a means to cooperate in the solution of their common professional problems.

2.6 To cooperate with the American Institute of Architects and its several Louisiana Chapters in all activities consistent with the purpose of this Association.

2.7 To provide for insurance benefit programs for its members and their employees and to provide other benefits as approved by the Board of Directors.

2.8 To disseminate information on architecture and the architectural profession to architects and to the public.

2.9 To borrow and to lend money and to own property of all kinds, movable or immovable, and to engage in any other activities which may be incidental to any of the above powers.

2.10 This enumeration of specific powers shall not be construed as limiting or restricting in any manner, the powers of this corporation, but the corporation shall have all the powers and authority which may be conferred upon nonprofit corporations under the provisions of La. R.S. 12:201 through 12:269, and any other applicable provisions of Louisiana law.

1.

III. DURATION

The Association shall enjoy corporate existence for a period of ninety-nine (99) years from the date of these amendments.

IV. REGISTERED OFFICE

The location and post office of the registered office is 521 America Street, Baton Rouge, Louisiana 70802.

V. REGISTERED AGENTS

The full name and post office addresses of its registered agents are: Stephen C. Losavio, 11814 Market Pl., Ste. C, Baton Rouge, LA 70816, and Kenneth W. Tipton, Jr., 10621 N. Oak Hills Pkwy., Ste. B, Baton Rouge, LA 70810.

VI. BASIS OF ORGANIZATION

This corporation shall be organized without capital stock, and membership shall be evidenced by certificates of membership.

VII. DIRECTORS AND OFFICERS

7.1 The direction and administration of this Association shall be vested in its Board of Directors.

7.2 The Board of Directors shall be composed of the following: The President, the President-Elect, two additional Vice Presidents, the Secretary/Treasurer, the immediate Past President of the Association, one AIA Associate member to be named by the President for a term of one year, and the additional directors elected by the Chapters of the Association as set forth below. The Bylaws may provide the qualifications of officers and members of the Board of Directors and restrict their eligibility.

7.3 The President of each Chapter recognized by the Association shall serve on the Board of Directors. Chapters shall be entitled to elect additional members of the Board for terms of two (2) years in accordance with the following schedule showing the number of AIA members who are in good standing with all AIA components on September 1st of each year, to-wit:

<u>ASSOCIATION BOARD REPRESENTATIVE(S)</u>	<u>CHAPTER SIZE</u>
Chapter President Only	1 - 50
Chapter President + 1 Delegate	51 - 100
Chapter President + 2 Delegates	101 - 150
Chapter President + 3 Delegates	151 - 200
Chapter President + 4 Delegates	201 - 300
Chapter President + 5 Delegates	301 - 400
Etc.	Etc.

7.3.1 Each Chapter President, as representative to the Association Board, shall be allowed to name an alternate to represent him provided that the alternate's name is submitted in writing to the Association Secretary/Treasurer.

7.4 The officers of the Association and the members of the Board of Directors shall continue in office until their successors are elected.

7.5 Any officer or director may be removed by the vote of three-fourths (3/4) of the members of the Board of Directors. Should any officer be removed in this manner, the Board of Directors shall have the power to name his successor to serve until the next annual meeting of the Association.

7.6 The President shall have the authority to fill any vacancy which may occur among the officers of the Association, among the directors of the Association, or on any committee of the Association in any manner other than by removal of any officer or director as set forth above, and the person designated by the President shall serve until the next annual meeting of the Association.

7.7 The Board of Directors shall hold such meetings during the year as may be called by the President or as may be fixed by the Bylaws, at a time and place to be designated by the President or fixed by the Bylaws. At least one such meeting of the Board of Directors shall be held each year.

VIII. MEMBERSHIP MEETING

8.1 There shall be an annual meeting of the membership of the Association in the fall of each year for the purpose of electing officers and transacting any other business which may properly come before the meeting. The date and place for the meeting shall be set by the Board of Directors, and the membership shall be notified by mail of the date and place at least 12 weeks prior to the meeting.

8.2 At an annual meeting, there shall be elected by a majority vote of the AIA members present, a President, President-Elect, three additional Vice Presidents and a Secretary/Treasurer.

IX. MEMBERSHIP AND DUES

9.1 All members of any type of all Chapters of the American Institute of Architects in Louisiana, now existing or which shall hereafter be granted charters by the Board of Directors of the American Institute of Architects, shall be members of this Association.

9.2 The classifications of memberships in the Association shall be the same as the classifications established by the AIA. To qualify for membership in the Association, the member shall be a member in good standing in the AIA or one of the Louisiana Chapters of the American Institute of Architects. The membership shall exercise such privileges as are set forth in the Bylaws for the classification of members.

9.3 A person elected to membership or assigned to a Louisiana Chapter of the AIA shall automatically become a member of the Association with the same class of membership as he holds in the Chapter.

9.4 A member of the American Institute of Architects or a member of a Louisiana AIA Chapter may not resign from **AIA LOUISIANA - *The Louisiana Architects Association*** so long as he remains a member of the American Institute of Architects or a member of a Louisiana Chapter. Upon resigning or termination from his Chapter of the American Institute of Architects, or from the American Institute of Architects, he automatically ceases to be a member of this Association.

9.5 A member of the American Institute of Architects may be suspended or expelled only by action of the Board or Directors of the American Institute of Architects.

9.6 Each member of this Association shall pay such dues, assessments and firm fees as may be fixed or levied from time to time by a majority vote of the membership present and voting at any annual or special meeting of the Association for the classification in which he holds membership.

9.7 Dues of all Association members are due and payable as provided in the Bylaws of this Association.

X. AMENDMENTS

10.1 These Articles may be altered or amended in any manner lawful under the laws of Louisiana relating to nonprofit corporations or, in addition, by the vote of two-thirds (2/3) of the AIA members present at the annual meeting of this Association or at any special meeting held for the purpose of amending the Articles of Incorporation, after thirty (30) days notice in writing shall have been mailed to each AIA member at his last known residence or business address, setting forth the general nature of amendments to be proposed.

10.2 The President is authorized to appear before a Notary Public and two witnesses and execute an authentic act incorporating these amendments.

WITNESSES:

W. F. Williamson, Jr., FAIA
1981 President

Don D'Avy, AIA
1981 Secretary/Treasurer

NOTARY PUBLIC

Revised: April 29, 1999