

BYLAWS

AIA Louisiana
The Louisiana Architects Association
(Revised November 5, 2005)

I. MEETINGS

1.1 Special Meetings

A special meeting of the Association shall be held whenever such a meeting is called by: (a) a vote of a majority of the members at a meeting of the Association; (b) a two-thirds vote by mail of the entire Board of Directors; (c) a two-thirds vote of the member of the Board of Directors at a meeting; (d) resolutions adopted by a majority of the Chapters; or (e) a written petition to the Board of Directors signed by not less than twenty-five percent (25%) of all of the active members of the Association. The proposal must recite the purposes of the meeting. The Board of Directors shall call a special meeting for the purposes set out in the proposal within thirty (30) calendar days after the proposal is received. A notice of the special meeting shall be mailed by the Secretary/Treasurer to every member not less than fifteen (15) calendar days before the date fixed for the meeting.

1.2 Authority

All of the rights and powers which may be exercised by the Association at any annual or special meeting shall be vested in and may be exercised by the representatives of the membership of the Association who are present at any meeting. All authority, rights and privileges of the representatives shall terminate and be canceled when the meeting adjourns.

1.3 Proxies

Voting cannot be done by proxies at meetings of the Association.

1.4 Quorum

A quorum for a meeting of the Association shall consist of not less than twenty-five (25) AIA members and at which meeting there is present at least one member from a majority of the Chapters in the Association.

1.5 Decisions At Meetings

(A) Unless the Bylaws specifically require a greater number, the votes of not less than one-half of eligible votes in attendance at any meeting must be cast in order to act on any matter.

(B) Every decision of a meeting shall be by a majority of the votes cast, unless a larger

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vote is required by the Bylaws or Articles.

(C) A roll call vote or a secret ballot shall be taken whenever required by the Bylaws, or whenever a majority of the meeting shall decide to vote in such a manner. The Secretary/Treasurer shall attest the qualifications of voters and record the votes whenever a roll call is taken.

1.6 Reports At Annual Meetings

The President and Secretary/Treasurer (as Treasurer) of the Association shall each make an annual report, in writing, to the annual meeting. The President's report shall include a report of the activities of the Board of Directors and of the Association.

1.7 Nomination and Election of Officers

(A) Nominees of the Office of President-Elect, and nominees for the office of Secretary/Treasurer may be made in the following manner: 1. By the nominating committees and filed with the Secretary/Treasurer of the Association at least eight weeks prior to the annual meeting; 2. By filing a petition of nomination signed by ten (10) members and filed with the Secretary/Treasurer at least eight weeks prior to the annual meeting; 3. By any Chapter, signed by the chapter president and attested by the chapter secretary and filed with the Secretary/Treasurer of the Association at least eight (8) weeks prior to the annual meeting; 4. By members at the annual meeting from the floor.

(B) Nominees of the offices of District Vice President must be made by the individual chapters to the Nominating Committee eight (8) weeks prior to the Annual meeting. Each chapter shall submit one nominee. The Districts are as follows: District A shall be the Central/Monroe/Shreveport chapters; District B shall be the Baton Rouge/New Orleans chapters; and District C shall be the Coastal/South Louisiana/Southwest Chapters.

(C) At least three weeks prior to the date of the annual meeting, the Secretary/Treasurer shall circulate (in writing) to all members, the names of the candidates for each vacancy to be filled.

(D) If there is only one nominee for any office, the President shall instruct the Secretary/Treasurer to cast the vote of the membership. Otherwise, the vote shall be by secret ballot, and each office must be voted on separately.

(E) The President shall appoint three tellers from members qualified to vote at the meeting to count and tabulate the votes cast for each nominee and to notify the Secretary of the tabulation immediately upon completion.

(F) To be elected, a nominee must receive a majority of the votes cast.

(G) Only members in good standing shall be eligible to hold office, and to vote for officers of this Association.

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(H) The President shall announce to the meeting the results of all balloting and shall declare all elections.

II. CHAPTERS

2.1 Privileges, Admission Requirements and Classes of Members

Qualifications, admission requirements, privileges and classes of members in this Association shall be the same as those provided for in the Bylaws of the American Institute of Architects.

III. BOARD OF DIRECTORS

3.1 Terms of Office

With the exception of the Secretary/Treasurer, all officers and directors shall serve from January 1 of the year in which they are elected until December 31 of that year. Effective January 1, 1985, and on January 1 of each odd-numbered year thereafter, the Secretary/ Treasurer shall serve for a term of two years. All officers shall continue in office until their successors have been duly elected and qualified.

3.2 Duties of the Board

(A) The Board of Directors shall manage, direct, control and administer the property, affairs and business of the Association; shall put into effect all general policies, directions and instructions adopted at meetings of the Association; and shall act for the Association in all matters within the jurisdiction of the Board of Directors.

(B) The Board of Directors may delegate certain of its duties to others under these Bylaws and may at any time revoke any delegation of its duties, unless specifically provided otherwise in these Bylaws. Only those to whom authority is so delegated may perform any delegated duties of the Board of Directors, and each duty so performed shall be done under the general directions and instructions of the Board of Directors, which shall be responsible therefor.

(C) The Board of Directors may take such action as it may deem advisable from time to time to establish and maintain a state office for the Association, to employ an Executive Director and such other employees at it may see fit, and to retain counsel for the Association.

3.3 Meetings of the Board

(A) The Board of Directors shall hold at least three regular meetings each year and shall by majority vote fix the time and place for each meeting.

(B) A special meeting of the Board shall be held if voted by the Board or on request of a majority of its officers, or of a majority of the members of the Board.

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(C) A written notice of each meeting of the Board, stating the time and place of the meeting, together with the call, if it is to be a special meeting, shall be sent to every member of the Board by the Secretary/Treasurer at least five (5) days in advance of such meeting. If the meeting called is a special meeting, only the business stated in the call may be transacted, unless

two-thirds of the members present shall agree to suspend the rules for each additional subject matter. The Board must meet in regular or special meeting in order to transact business. A majority of the members of the Board shall constitute a quorum for the transaction of business. All decisions of the Board shall be by a majority vote of the members present, except where otherwise provided in these Bylaws. Unless others are recognized by the President, only Board members may speak at a Board meeting. Written minutes of each meeting shall be prepared by the Secretary/Treasurer and sent to each Board member within twenty-one (21) days following such meeting. At the following meeting, these minutes shall be approved by the Board or corrected to meet its approval.

3.4 Executive Committee

The Executive Committee shall be composed of the President, President-Elect, three District Vice Presidents, the Secretary/Treasurer and the immediate past President. The Executive Committee shall act for the Board between meetings of the Board. The Executive Committee shall not originate any major policy or take any action which would conflict in whole or in part with any action of the Board or of any meeting of the Association. Written notice shall be given members of the Committee and written minutes of its meetings shall be kept as provided for with regard to regular meetings of the Board.

3.5 Executive Planning Committee

There shall be an Executive Planning Committee for the purpose of preparing and proposing programs and budgets for consideration by the Board. This committee shall be chaired by the President-Elect and shall consist of the current Executive Committee and the newly elected officers.

3.6 Committee Appointments

Unless provided otherwise, the President shall appoint committees and chairmen to perform duties in connection with Board activities. The Board of Directors shall approve the committee chairmen. The President shall be an ex-officio member of all committees unless otherwise provided in the Association's Articles of Incorporation or Bylaws.

IV. COMMITTEES

4.1 Standing Committees

These committees shall be those whose work involves the activity of the Association at the state level. They shall be composed of a chairman and the number of members appointed by the President. Committee members shall serve for a term of one year. The standing committees are:

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Governmental Affairs, Convention, Continuing Education, and other such standing committees as may be established by the Board of Directors.

4.2 Special Committees

These committees may be appointed to carry out projects outside the field of activity of the committees mentioned above. The tenure of these committees shall be for the duration of the special tasks assigned them.

4.3 Nominating Committee

There shall be two Nominating Committees. One shall be composed of the President and President-Elect and the three immediate past presidents of the Association, and the other committee shall be composed of the President and President-Elect of the Association along with the presidents of the AIA Chapters in Louisiana. The President of the Association shall chair both Nominating Committees and for any committee member who will not or cannot serve, the President shall name a member of the Association to take his place. It shall be the duty of each Nominating Committee to file with the Secretary/Treasurer, at least eight weeks prior to the date of the Annual Meeting, the names of at least one nominee for each office to be presented to the membership at the Annual Meeting. When a vacancy for the office of AIA Regional Director is to be filled by the Association, the Nominating Committee, composed of the Association President, the President-Elect and the presidents of the AIA Chapters in Louisiana, shall nominate at least two nominees for the office of AIA Regional Director.

V. THE OFFICERS

5.1 The President

The President shall be the administrative head of the Association, shall exercise general supervision over its affairs, and shall perform all the duties required of him by these Bylaws or delegated to him by the Board, and all other duties which are usual and incidental to his office. He shall preside at every meeting of the Association, the Board, and the Executive Committee, and shall sign documents on which his signature is required.

5.2 The President-Elect

The President-Elect shall serve in the absence, disability, resignation, or death of the President. The President-Elect shall become president upon the expiration of the term of the President.

5.3 Vice Presidents

The three district vice presidents shall assist the President, and the Board of Directors and shall perform such other duties as may be properly assigned to them by the President or the Board.

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5.4 The Secretary/Treasurer

(A) The Secretary/Treasurer, as Secretary, shall act as the Recording and Corresponding Secretary of the Association, of the Board, and of the Executive Committee; shall issue all notices for meetings of the Association, the Board and the Executive Committee; shall issue and attest all matters which require the attest or approval of the Association; shall have printed and issued all matter published by the Association; shall notify the entire membership, at least four weeks prior to each annual meeting, of the nominees for elective offices and positions, and shall notify officers and committees of their appointment. As Treasurer, he shall have charge of all

financial affairs of the Association; keep records thereof and books of account. He shall have custody of its funds and make all disbursements, except those made through a petty cash fund. He shall issue all due bills and statements, and shall prepare a financial statement of receipts and expenditures of the annual convention, periodic financial statements for guidance at each Board meeting, and any interim financial statements requested by the Board.

He shall cause a certified public accountant to examine the books of account as of a date not earlier than December 15, nor later than January 10, and to prepare a report of the examination; this report will be available to the Treasurer-Elect for his use in preparation of the budget for approval of the incoming Board at its first meeting. The Secretary/Treasurer shall perform such other duties as may be properly assigned him by the Board, or which are incidental to his dual offices of Secretary and Treasurer.

(B) The Secretary/Treasurer may delegate to the Executive Director and other assistant officers the actual performance of any or all of his duties as Recording Secretary and Corresponding Secretary, and may authorize such Executive Director and other assistant officers to sign under their respective titles the correspondence conducted by them. However, he shall not delegate the signing of any certificate or notice required to be given or issued by him,, the signing of any documents or literature issued by or for the Association, the signing of any agreement of the Association requiring his signature, the signing of any certificate or attestation required to be given by him, the management of the Association's legal records, or the affixing of the seal of the Association except as otherwise provided in these Bylaws.

VI. FINANCES

6.1 Accounting Year

The accounting year of the Association shall begin on January 1 and end on December 31 of each year.

6.2 Amount of Dues and Fees

Except as provided in paragraph 6.2.1, the annual dues of members after December 31, 2003, shall be Sixty Dollars (\$60.00) for the first year of membership, Seventy Dollars (\$70.00) for the second year of membership and Eighty Dollars (\$80.00) thereafter; annual dues of the Associate members shall be Sixty Dollars (\$60.00) and Professional Affiliate members shall

be One Hundred Dollars (\$100.00). Association members who are principals of firms engaged in the practice of architecture shall pay, in addition to their membership dues, firm fees in the sum of \$120.00 per year for each person employed in its office, including principals, juniors, and all employees.

When more than one firm principal is a member of the Association, the obligation to pay firm fees will be both a joint and separate obligation of the principals and payment by one or more of the principals shall satisfy the obligation of all. For the purpose of counting the number of employees for whom firm fees are due, licensed engineers, licensed landscape architects and licensed interior designers who pay dues to their own professional organization and are employees of a firm, are not to be included. The Board of Directors shall be authorized to issue rules and interpretations to achieve equitable collection of dues, firm fees and assessments.

The term "firm" shall mean a partnership, corporation, or, in the case of an individual member who maintains his own office, it shall mean that individual. The number of employees shall be based on the average for the previous calendar quarter. A member admitted to membership less than six months prior to the close of a fiscal year shall pay dues, assessments, and fees for one-half year. There shall be no admission fee. Nothing contained in the Bylaws shall be construed to limit the authority of the Association to fix or levy assessments for appropriate purposes, according to the Articles of Incorporation and the Nonprofit Corporation Law. While Emeritus members are excused from payment of membership dues and assessments, they are not to be excused from payment of firm fees, if they are still engaged in the active practice of architecture.

The Association Board of Directors, by two-thirds vote of the members of a quorum present, may from year to year reduce the first year's membership dues of new members, associate members or affiliate members.

6.2.1 Dues of Faculty

The annual dues of members who are employed as full time faculty of a Louisiana School of Architecture after December 31, 2003, shall be Forty Dollars (\$40.00).

6.3 Dues, Assessments and Fees Payable

All dues and firm fees shall be for the calendar year of this Association and shall be due and payable to this Association on the first day of each calendar year, except in the case of new members, dues and fees become payable upon acceptance in the Association. Dues and firm fees shall be billed by the AIA National Component to each member. Assessments shall be due and payable to this Association as provided by the Association in its approval of assessments. If no such due date is fixed by the Association, the assessments shall be due and payable on the first day of the calendar month immediately following the calendar month in which the assessments are approved. If the dues of a member, associate or affiliate remain unpaid by the date prescribed by the AIA National Component, action shall be taken to terminate his membership. If assessments or fees of any member are not paid within 90 days of the day on which they become payable, action may be taken to terminate his membership.

6.4 Remission of Dues, Assessments and Fees

(A) In exceptional instances and for what it deems adequate cause, at its own instance or upon the request of a Chapter, the Board of Directors may remit the annual dues, assessments, and firm fees to be paid by any member, in whole or in part.

(B) The Board will remit the annual dues, assessments, and fees of any member whose Chapter dues and assessments have been remitted because that member is on extended active duty in the Armed Forces of the United States of America.

(C) Remission of dues, assessments, and fees may be made retroactive.

6.5 Exemption from Dues

An AIA member exempt from paying dues to the AIA shall be exempt from paying dues to the Association.

6.6 Reinstatement

Any member who has been terminated from membership because of failure to pay dues, assessments or firm fees may be automatically reinstated to his original classification upon reinstatement in the Chapter of which he is a member and payment of his delinquent dues, assessments and firm fees.

6.7 Budget

At its first meeting for the calendar year, the Board of Directors, by a vote of not less than two-thirds of those present, shall adopt an annual budget showing in detail the anticipated income and expenditures of the Association.

6.8 Expenditures

(A) The Secretary/Treasurer shall deposit all funds of the Association in a depository designated by the Board of Directors. Checks for the withdrawal of such funds shall be signed by the Secretary/Treasurer and counter-signed by the President except that, if approved by the Board of Directors, the Executive Director may be authorized to sign for the President and a member of the Board, named by the Board, may be authorized to counter-sign checks for the Secretary/Treasurer. The limits of the authority shall be defined by the Board.

(B) No member, officer, or representative of the Association shall have authority to contract any obligation for the Association or to expend any money of the Association unless the contract or commitment has been authorized by the Board of Directors, or by specific resolution at a duly called meeting of the Association; and unless the Board has made an appropriation of funds for the purpose.

(C) No funds shall be spent to pay for any expense or obligation unless an appropriation for that purpose has been made by the Board, nor shall any payment be made for any expense

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or obligation in excess of the unexpended and unencumbered balance of the specific appropriation. However, a petty cash fund not to exceed \$25.00 in amount, may be maintained and expenditures may be made from that fund for normal minor expenses.

(D) The proceeds from the liquidation of the Offshore Captive Insurance Program shall be invested in the name of the association in accounts approved by a management committee consisting of the current president, the president elect, the secretary/treasurer and two past presidents approved by the Board of Directors.

To help preserve the principal investment and to produce a continuing stream of income, the Board of Directors may not spend or obligate the principal or future earnings, but may spend or reinvest the net of earnings after deducting, from the annual investment income, taxes due and a percentage for continuing investment equal to the increase in the Consumer Price Index.

The Management Committee shall render a report on the fund investments at the annual meeting of the association.

(E) Funds from the Offshore Captive Insurance Program Reserve Fund may be withdrawn for the Association upon approval of the Executive Committee up to a maximum of One Hundred Thousand Dollars (\$100,000).

VII. GENERAL PROVISIONS

7.1 Reclassification

Any member of the Association whose membership classification has been changed in the Chapter of which he is a member, shall automatically be reclassified in the Association.

7.2 Endorsements

Neither the Association nor any of its subsidiary organizations shall make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material or object.

7.3 Parliamentary Authority

To the extent that they do not conflict with the Articles of Incorporation and the Bylaws, the rules contained in "Roberts' Rules of Order, Revised" shall be followed in conducting the meetings of the Association, the Board of Directors, the Executive Committee, and its committees.

7.4 Cooperation With the American Institute of Architects

The Association shall support the Institute and its activities, and shall not directly or indirectly nullify or contravene the general purpose of the Institute. Voting on any question concerning the affairs of the Institute or its Chapters shall be in accordance with the Bylaws of the AIA.

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7.5 Titles Which May be Used

As a State Organization of the American Institute of Architects, the Association may use the following title for official business: "**AIA LOUISIANA** - *The Louisiana Architects Association, a State Organization of the American Institute of Architects*". A member of one of the Louisiana Chapters of the AIA may, in addition to his AIA designation, use the title, "Member of AIA Louisiana". An Associate of one of the Louisiana Chapters of the AIA may use the title, "Associate Member of AIA Louisiana". A Professional Affiliate member of one of the Louisiana Chapters of the AIA may use the title "Professional Affiliate Member of AIA Louisiana". A Member Emeritus of one of the Louisiana Chapters of the AIA may, in addition to his AIA designation, use the title, "Member Emeritus of AIA Louisiana".

7.6 Relations With Other Organizations

The Association shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to in writing by both parties and approved by a meeting of the Association.

VIII. AMENDMENTS

8.1 Amendment Procedure

(A) These Bylaws may be amended at any general membership meeting of the Association, provided that a notice stating the general purpose of each proposed amendment and the reason for it is sent to every member entitled to vote, not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted on.

(B) The Board of Directors may for emergency purposes, alter and amend the Bylaws and add new provisions to them, by the concurring vote of not less than two-thirds of the Board members, provided that a notice stating the purpose of each proposed amendment and the reason for it is sent to every Board member entitled to vote, not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted on. The amendment made by the Board shall govern the Association until revoked or approved at the next Annual or special meeting.

