

ARTICLE 6

THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Louisiana, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this 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 Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

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

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this 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 Board of Directors.

6.1 ELECTION OF OFFICERS

6.11 Nominations. Nomination for each office of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least eight (8) weeks prior to the annual meeting, the President shall select a nominating committee to prepare and present to the members a slate or slates of candidates for offices.

6.111 District Vice Presidents. Nominations for District Vice Presidents shall be submitted to the Board of Directors by the Local Chapters and Sections. Each Local Chapter and Section shall submit one nominee.

6.0111 President-Elect. Nominations for President-Elect shall be from among those members who have served a minimum of one year on the Board of Directors.

6.12 Elections. The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary/Treasurer may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the vote shall be by secret ballot, and each office must be voted on separately. If no nominee for an office receives a majority, the Secretary/Treasurer shall conduct a run-off election between the two nominees receiving the most votes.

6.13 Tellers. The President may appoint three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary/Treasurer thereof.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office 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.

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

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer shall serve a term of one year except that the Secretary/Treasurer and District Vice-Presidents shall serve a term of two years. Each officer shall serve until a successor has qualified. Each Director shall serve a term as determined by his/her Local Chapter or Section.

6.22 Vacancies. If a vacancy occurs among the officers of the Board of Directors other than an account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office by electing a qualified member by

majority vote of the Board of Directors. Nominees for replacement officers shall follow the provisions of Article 6.11. If a vacancy occurs among the Directors, the vacancy shall be filled by the Local Chapters or Section of the vacant Director.

6.23 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.

6.24 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 Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, President-Elect, Past President and, Secretary/Treasurer and (3) District Vice Presidents.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary/Treasurer; preside at meetings of this Chapter and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committees; sign documents on which his/her signature is required, and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

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

6.33 The President-Elect. The President-Elect 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 Board of Directors or the President.

6.331 Succession. The President-Elect shall succeed to the office of President upon expiration of the term of office of the President.

6.34 The Secretary/Treasurer - Administrative Responsibilities. The Secretary/Treasurer shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, 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 this Chapter; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.341 Reports. The Secretary/Treasurer shall furnish the Chapter with such reports as may be required from time to time and at least annually shall furnish the Institute Secretary with the names and addresses of all officers and directors of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary/Treasurer may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary/Treasurer, or the signing of any document requiring the signature of the Secretary/Treasurer.

6.35 The Secretary/Treasurer - Financial Responsibilities. The Secretary/Treasurer shall act as the Secretary of each meeting on the Chapter, of the Board, and of the Executive Committee. The Secretary/Treasurer shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board of Directors or the President. The Secretary/Treasurer shall act as the Treasurer and shall exercise general oversight of the Chapter's financial affairs and shall perform all the duties incident of the office of Treasurer and other duties properly assigned by the Board of Directors or the President.

6.351 Reports. The Secretary/Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this

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 this Chapter.

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

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

6.36 The District Vice Presidents. There shall be three District Vice Presidents, one from each of three Districts comprising the Local Chapters and Sections as follows:

District A shall be composed of the Monroe Section, Shreveport Chapter, and Central Louisiana Section.

District B shall be composed of the Baton Rouge and New Orleans Chapters

District C shall be composed of the Southwest Louisiana Section, South Louisiana Chapter, and Louisiana Coastal Section.

The District Vice Presidents shall perform such duties as are properly assigned by the Board of Directors or the President. The District Vice President each shall endeavor to represent the concerns and interests of the members of their Local Chapters and Sections.

6.361 Nomination and Election. Nomination and election of the District Vice Presidents shall follow the provisions of Article 6.0

6.36 The Past President. The Immediate Past President shall perform such duties as are properly assigned by the Board of Directors or the President.

6.361 Succession. In the event that the President is elected to a successive term of office, the Board of Directors shall fill the office of Immediate Past President by electing a qualified member by majority vote of the Board of Directors.

6.37 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman pro tem, a secretary pro tem or a 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.

6.4 DIRECTORS

6.41 Local Chapter and Section Directors. One licensed architect member of each Local Chapter or Section shall be chosen every two years, prior to December of each year, to serve as a member of the Board of Directors. The directors from the Local Chapters or Sections will serve staggered two-year terms, with directors from Coastal, Southwest, New Orleans and Central Chapters/Sections being selected in even years and directors from South Louisiana, Shreveport, Monroe and Baton Rouge Chapter/Sections being selected in odd years. Directors are limited to (2) full two-year terms.

In 2019 only, those directors selected from South Louisiana, Shreveport, Monroe and Baton Rouge chapter/sections will serve a two year term of office. Those members from Coastal, Southwest, New Orleans and Central chapters/sections will serve a one year term.

Each Local Chapter or Section shall be entitled to elect additional Delegates to serve as Directors in proportion to the number of licensed architect members in the Local Chapter or Section as follows:

1 - 50 members = Local Chapter President/Section representative only

51 - 100 members = Local Chapter President/Section representative + 1 Delegate

101 - 150 members = Local Chapter President/Section representative + 2 Delegates

151 - 200 members = Local Chapter President/Section representative + 3 Delegates

201 - 300 members = Local Chapter President/Section representative + 4 Delegates

301 - 400 members = Local Chapter President/Section representative + 5 Delegates

Each 100 additional members = 1 additional Delegate

6.42 Associate Director. An associate Director shall be appointed by the President from among those Associate members assigned to the Chapter. The Associate Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The Associate Director shall endeavor to present the concerns and interests of the Associate members of the Chapter.

6.43 Young Architect Forum. A Young Architect Forum Director shall be appointed by the President from among those YAF members assigned to the Chapter. The YAF Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The YAF Director shall endeavor to present the concerns and interests of the YAF members of the Chapter.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.

6.511 Regular Meetings. The Board of Directors may hold regular meetings at a time and place determined by it.

6.512 Special Meetings. A special meeting of the Board of Directors shall be held if required in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary/Treasurer shall issue a 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.

6.513 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 Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.52 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors present at the time of the vote shall be the act of the Board of Directors 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.

6.53 Minutes. The Secretary/Treasurer shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary/Treasurer and filed with the Chapter's records.

6.6 REPORTS OF THE BOARD OF DIRECTORS

6.61 Report to Members. The Board of Directors shall render a full report to each annual meeting of this Chapter of the condition, interest, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

6.62 Report to Institute. The Board of Directors or the Secretary/Treasurer shall make a written report to the Institute at such times the Institute requests of the matters and in the form required by it.

6.7 COMMITTEES AND COMMISSIONS

6.71 Formation and Composition. The Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Directors.

6.72 Executive Committee. The Executive Committee shall be composed of the officers as provided in Article 6.3 The Executive Committee shall conduct the business of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall not take action that would conflict in whole or in part with actions of the Board of Directors or actions approved by the members at Chapter meetings.