

NOTE TO AIA MEMBERS:

The AIA Pittsburgh bylaws were compared to the 2017 AIA Model Chapter Bylaws developed at AIA national. Many of the updates proposed here serve to align our bylaws with the model bylaws.

If a change was made for another reason, we have noted it here:

2.0 – changes in this section bring in clarity of membership types: Allied and Affiliate.

3.04 – changed to ensure greater transparency of the dues waiver process.

5.11 – changed to allow for email/ electronic communications

6.11 and 6.313 – changed to accommodate the growing number of non-Registered but architecturally trained individuals that could serve on the Board, but are not recent graduates of an architecture program (the original purpose of this category). With this change, recent graduates *and* well-established professionals who have studied architecture may be considered for Associate Director seats.

6.5 – change increases the minimum number of Board meetings to 6.

Changes are in colored text.

If you have questions about the bylaw changes please email Michelle Fanzo:  
[mfanzo@aiapgh.org](mailto:mfanzo@aiapgh.org)

BY-LAWS OF  
AIA PITTSBURGH, A CHAPTER OF  
THE AMERICAN INSTITUTE OF ARCHITECTS

ARTICLE 1  
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Pittsburgh, A Chapter of the American Institute of Architects, hereafter referred to as this Chapter.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the

profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows:

The Western Pennsylvania counties of Allegheny, Armstrong, Beaver, Butler, Fayette, Greene, Indiana, Lawrence, Somerset, Washington, and Westmoreland.

1.04 Organization. This Chapter is a non-profit membership corporation, duly incorporated on the Ninth day of September, 1899, under and by virtue of the provisions of the Court of Common Pleas of Allegheny County, Pennsylvania and is a successor to the Western Pennsylvania Chapter of the American Institute of Architects, an unincorporated association duly chartered by the Institute of the 28th day of March, 1891.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

Chaffin, Joseph 10/31/2018 2:00 PM  
Deleted: AIA Board

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization and regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

## 1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with an allied organization operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate and the nature of its organizations, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter and shall not bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

## 1.2 ENDORSEMENTS

Neither this Chapter, nor any committee or individual member in any official capacity of the Chapter, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## ARTICLE 2 MEMBERSHIP

## 2.0 GENERAL PROVISIONS

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, 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 Sections 2.3.

Architect members may also hold the titles Fellow and/or Emeritus. Unless otherwise provided, the term "Associate member(s)" in these bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

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 (as defined in Section 2.35), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.36) and Honorary Affiliates (as defined in Section 2.37). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Board of Directors as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.07 Resignations. Any member in good standing may resign from this Chapter by presenting a written resignation to the Board of Directors. The resignation of an assigned member shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

## 2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws.

Chaffin, Joseph 10/31/2018 2:05 PM  
**Deleted:** The term "affiliate" shall refer to professional, student and honorary affiliates.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Chapter shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.14 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation as defined in Section 2.07, or termination of membership in the Institute, or reassignment of the member to another chapter, or as otherwise provided in the Institute Bylaws or these bylaws.

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

## 2.2 UNASSIGNED MEMBERS

2.21 Admission. This Chapter, without action by the Institute, may admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

Chaffin, Joseph 10/31/2018 2:07 PM  
Deleted: shall

2.22 Rights and Privileges. Subject to whatever conditions the Institute Bylaws may provide, an unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation as defined in Section 2.07, or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in Section 3.32.

## 2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.32 Admission Fees. Every applicant for an Allied or Affiliate membership, except Honorary Affiliate members, may be required to pay a fee in an amount determined by the Board of Directors.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in the Institute Bylaws, including the use of the phrase "Allied Member of the AIA Pittsburgh Chapter of the American Institute of Architects" to describe themselves. Affiliates in good standing:

Chaffin, Joseph 10/31/2018 2:11 PM  
Deleted: Professional

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors, but may not vote;
- 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.

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates

2.361 Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools within the territory of this Chapter.

2.362 Policy. It is the policy of the Institute that a student affiliate member of AIA Pittsburgh is a member of a Student Chapter.

2.363 Membership. The President of a Student Chapter sponsored by this chapter shall automatically be a student affiliate member of AIA Pittsburgh and shall serve on an appropriate Committee or Task Force as determined by the Chapter Board as described in Section 6.7. Other students who desire student affiliate membership must apply for such membership to this Chapter.

2.364 Rights and Privileges. The rights and privileges of student affiliates shall be the same as those of Affiliate Members, as defined in Section 2.4.3, except they shall use the title "Student Affiliate Member of the AIA Pittsburgh".

2.37 Honorary Affiliates.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member in good standing of the Chapter. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors may admit a nominee as an Honorary Affiliate member by majority vote.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of AIA Pittsburgh", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3

DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members, Student Affiliate members, and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues and Admission Fees. The Board of Directors, by majority vote, may fix, before the end of any fiscal year, and in accordance with timing and other requirements fixed by the Institute, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of Allied or Affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except as follows:

3.031 If the member is admitted during the third quarter of the fiscal year, the amount equal to

Chaffin, Joseph 10/31/2018 2:17 PM  
Deleted: -

Chaffin, Joseph 11/2/2018 1:28 PM  
Deleted: does not have to be a member of a Student Chapter, nor

Chaffin, Joseph 11/2/2018 1:29 PM  
Deleted: required to be a student affiliate member of AIA Pittsburgh

Chaffin, Joseph 10/31/2018 2:24 PM  
Deleted: professional

one-half the annual dues is payable upon admission.

3.032 If the member is admitted during the last quarter of the fiscal year, no dues are payable for the current fiscal year, but the next year's dues are payable upon admission.

3.04 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.05 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter may be assessed in an amount determined by the Executive Committee pursuant to section 3.02.

Chaffin, Joseph 10/31/2018 2:40 PM  
Deleted: 3.041 The Board of Directors may, by majority vote, delegate this authority to the Executive . . . [2]

### 3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members may levy an assessment on its Associate members and/or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed 100 percent of the amount of the annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, and the time within which it must be paid before a member will be in default for non-payment, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

### 3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to this Chapter shall be given 30 days' notice in writing of impending termination because of said default.

### 3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the Secretary of this Chapter shall send to the Institute Secretary a list of all assigned members in default to this Chapter with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

3.32 Unassigned and Affiliate Members. If an unassigned 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.

## ARTICLE 4 CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 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.

4.02 Nomination and Election of Institute Directors. This Chapter shall participate in the nomination and election of the Regional Representatives for this Chapter's region to the Institute Strategic Council in the manner provided in the bylaws of the Regional Organization.

Chaffin, Joseph 10/31/2018 2:47 PM  
**Deleted:** shall submit nominations for the Institute Director(s) for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

4.11 The Regional Organization is the State Organization, known as the Pennsylvania Society of Architects (PSA).

4.2 STATE ORGANIZATION

4.21 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of the State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the Bylaws of the State Organization as follows:

4.211 Selection of Delegates. Chapter delegates to meetings of the state organization shall be selected from among the assigned members of this Chapter by the Board of Directors.

4.22 Representation on State Organization Board. The Board of Directors shall elect from among its members two representatives to the State Organization. At the annual meeting of this Chapter, the assigned members in good standing of this Chapter shall elect additional representatives as may be required by the State Organization bylaws, to represent this Chapter in the State Organization. Representatives to the state board shall be elected from the assigned members only.

4.23 Nominations and Elections. Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the directors of this Chapter.

4.24 Term of Representatives. Each representative shall serve for the term as defined in the PSA bylaws, or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any representative.

4.3 SECTIONS

4.31 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

4.32 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

4.33 Section Dues and Assessments. Sections may levy dues and assessments on members of the Section, but Section members may not be required to pay them except to the extent provided in the Institute's Bylaws.

ARTICLE 5  
CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting at a time designated by the Board of Directors, for the purpose of electing the directors, and representatives to the State Organization to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold a minimum of one regular meeting in addition to, or in conjunction with, the annual meeting.

5.03 Special Meetings. A special meeting of this Chapter may be called by the President or the Board of Directors and shall be called by the President at the written request of not less than 10 percent of the total number of this Chapter's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally, by mail, or by electronic mail/communication, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least ten days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of this Chapter, 25 assigned members entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.23 Proxies. Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for him or her by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

5.231 Voting by proxy shall be used only in voting on issues concerning assessments.

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

1. Election of Chapter Directors, and Representative(s) to the State Organization
2. Assessments, except that voting on assessments for Architect members shall be limited to Architect members.
3. Amendments and revisions to the bylaws of this Chapter.
4. Removal of a Director



5.25 Mail Ballot. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot of the members of this Chapter, provided that the matters voted on have been introduced and discussed at a regular or special meeting of this Chapter.

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 Commonwealth of Pennsylvania, the articles of incorporation and by these bylaws.

Chaffin, Joseph 10/31/2018 3:11 PM  
Deleted: State

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter. Within the appropriations made there for, 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. No 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.

6.021 Executive Committee. The Board of Directors may, by majority vote, delegate to the Executive Committee limited authority to act for the Board.

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.

6.04 Ex Officio Board Members' Rights and Privileges. The ex officio Board members may: participate in discussions; vote on Chapter matters except on issues related to Chapter dues and assessments; not be eligible to be an officer of the Board of Directors, and not be counted for purposes of establishing a quorum of the Board.

6.1 MEMBERSHIP OF THE BOARD OF DIRECTORS

6.11 Membership of the Board of Directors. The Board of Directors shall consist of fourteen (14) Chapter Directors, each of whom shall be an assigned Architect member of this Chapter, except for at least one (1), but no more than three (3), Associate Directors who should be assigned Associate members of this Chapter. In addition, the head of the Department of Architecture at Carnegie Mellon University, up to two (2), Public Directors, and the legal counsel of AIA Pittsburgh shall be Directors of the Board ex officio, with rights and privileges as described in Paragraph 6.04 above. A Public Director shall be a non-architect (except Honorary Membership) and not be employed by AIA Pittsburgh. The Executive Director shall be a non-voting member of the Board, ex-officio.

Chaffin, Joseph 10/31/2018 3:28 PM  
Comment [1]: Associate membership is open to individuals who have a professional degree in architecture, work under the supervision of an architect, are enrolled in AXP, or are a faculty member in a university program in architecture.

6.12 Membership of the Executive Committee. The officers of the Board of Directors shall collectively form the Executive Committee, including the Immediate Past President of the Board of Directors. The Executive Director shall also serve on the Executive Committee as a non-voting member.

Chaffin, Joseph 10/31/2018 3:31 PM  
Deleted: and the president of the student chapter

6.2 ELECTION OF OFFICERS AND DIRECTORS

6.21 Nominations. Nominations for each office or directorship of this Chapter about to become vacant may be made from the floor at the annual meeting. However, at a meeting of the Board of Directors held at least one

Michelle Fanzo 11/20/2018 3:50 PM  
Deleted: who is not in any membership category  
Michelle Fanzo 11/20/2018 3:50 PM  
Deleted: nor

month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.22 Elections. The nominee for a directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any directorship, the Secretary 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 name of each nominee for each directorship shall be placed by the Secretary on ballots for voting by secret ballot.

Chaffin, Joseph 10/31/2018 3:44 PM  
Deleted: plurality/

6.23 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 thereof.

6.24 Tie Votes. In the event of a tie vote, the list of nominees for 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.

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

### 6.3 TERMS OF OFFICE OF DIRECTORS

6.31 Term. Chapter Directors shall be elected for a term of three (3) years to begin January 1 following the date of their election and ending on December 31 of the third year. Terms shall be so arranged to no more than five terms expire in any one year. A Director shall not be elected to more than two (2) consecutive terms after which the Director shall not be re-elected for at least one term.

6.311 Chapter Officers. (The Executive Committee) Chapter officers are elected for a term of one calendar year by the Board of Directors and from the Board of Directors.

6.312 Election of Chapter Officers. The Board shall elect all officers for a one (1) year term in the following sequence. That is, (1) the President, (2) the First Vice President, (3) the Second Vice President, (4) the Secretary and lastly, (5) the Treasurer.

Chaffin, Joseph 10/31/2018 3:49 PM  
Deleted: all

6.313 Term of Associate Directors. The Associate Directors shall be appointed by the Board of Directors for up to a term of two (2) year terms, as determined by the Board at the time of the appointment.

6.314 Term of Public Director The Public Director shall be appointed by the Board of Directors for a term of two (2) years.

Michelle Fanzo 11/20/2018 3:56 PM  
Deleted: a term of one (1) year

6.32 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office.

6.33 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 unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.34 Removal of Officer or Director. Any or all of the officers or 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.

### 6.4 OFFICERS

6.41 Officers. The officers of this Chapter shall be the President, First Vice President/ President-elect, Second Vice President, Secretary, and Treasurer.

6.42 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, the Treasurer, and the Executive Director; preside at meetings of this Chapter, the Board of Directors, and of the Executive Committee; appoint, with the concurrence of the Board of Directors, all committees; sign all contracts 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.

6.421 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.

6.43 The First Vice President/ President-elect. The First Vice President/ 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.

6.431 Succession. The First Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.44 The Second Vice President. The Second Vice President shall possess all the powers and perform all the duties of the First Vice President/ President-elect in the event of the absence, resignation, disability, death, refusal or failure to act of the First Vice President, and shall perform such other duties as are properly assigned to the Second Vice President by the Board of Directors.

6.45 The Secretary. The Secretary 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, except property that is placed under the charge of the Treasurer; 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.

6.451 Reports. The Secretary shall furnish the Institute, and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations 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.

6.452 Delegation of Authority. The Secretary may delegate to the Executive Director or other staff member 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, or the signing of any document requiring the signature of the Secretary.

6.46 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and moneys and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.461 Reports. The 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 Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.462 Delegation of Authority. The 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 Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to the Executive Director or other staff member employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.463 Liability. The 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.

6.47 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may appoint 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.

## 6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required. The Board of Directors must meet in regular or special meetings in order to transact business. Meeting in person is expected, however in special circumstances as recognized by the Board of Directors or AIA Pittsburgh staff, members may participate via telephone, video-conference, or other electronic means as long as the Officer's or Director's identity can be recognized and all persons participating in the meeting and are able to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Chaffin, Joseph 10/31/2018 4:07 PM

Deleted: Board member's

Chaffin, Joseph 10/31/2018 4:08 PM

Deleted: can

6.511 Regular Meetings. The Board of Directors will meet a minimum of six (6) times per year with one (1) additional Board Retreat annually at a predetermined time and place.

Michelle Fanzo 11/20/2018 4:06 PM

Deleted: in February will hold at least four (4) quarterly meetings

6.512 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. The President or Executive Director shall issue a written call and notice of each special meeting at least five (5) business days before the meeting date, stating the time, place and purpose of the meeting and the business to be transacted. Only the business stated in the call and notice shall be transacted at the special meeting.

Chaffin, Joseph 10/31/2018 4:14 PM

Deleted: three (3)

6.513 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 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.

6.514 Executive Committee Meetings. The Executive Committee will meet whenever called upon to do so by the Board of Directors or President. Meeting in person is expected, however in special circumstances as recognized by the Board of Directors or AIA Pittsburgh staff, members may participate via telephone, video-conference, or other electronic means as long as the Officer's or Director's identity can be recognized and all persons participating in the meeting and are able to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. The Executive Committee may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Chaffin, Joseph 10/31/2018 4:16 PM

Deleted: Board member's

Chaffin, Joseph 10/31/2018 4:17 PM

Deleted: can

6.52 Quorum and Vote. Seven (7) of the assigned Architect members 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 shall keep written minutes of each meeting of the Board of Directors recording the members in attendance, 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 and filed with the Chapter's records.

6.54 Attendance. Board of Directors meeting attendance is required of all **Officers and Directors**. Resignations may be requested of any **D**irectors who miss three (3) or more meetings in one (1) calendar year, unless good and sufficient cause thereof is shown.

## 6.6 REPORTS OF THE BOARD OF DIRECTORS

6.61 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of this Chapter of the condition, interests, 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 shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

## 6.7 COMMITTEES AND TASK FORCES

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

6.72 Reports. Every committee or task force shall make an annual report to the Board of Directors as the Board of Directors directs.

## ARTICLE 7 FINANCES

## 7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of two-thirds of the Board's total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year; make annual appropriations and authorize expenditures in accordance with the budget; and authorize the Treasurer and Executive Director to pay the authorized expenditures when due.

### 7.02 Expenditure Limitations.

7.021 General. No member, director, committee, task force, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.022 The Board of Directors. The Board of Directors shall not budget expenditures in any fiscal year that exceed the estimated income of the Chapter for the year (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

7.03 Review of Financial Records. At appropriate intervals, the Board of Directors may employ a certified public accounting firm to audit the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Chapter shall be January 1 through December 31.

7.05 Signing of Checks. The President, First Vice President, Treasurer, Executive Director and any other director specifically authorized by the Board of Directors, are eligible to sign checks. Two signatures shall be required on all checks.

#### 7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use but shall not execute any chattel mortgage.

7.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or if the gift or the administration thereof will place an undue financial or other burden on this Chapter.

#### 07.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

#### 7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

### ARTICLE 8 GENERAL PROVISIONS

#### 8.0 EXECUTIVE OFFICE

8.01 Executive Director. The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be employed by and report to the Board of Directors. The Executive Director shall be responsible for administering the policies and affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors as a member ex officio without vote; and
4. Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.02 Chapter Office. The Executive office of this Chapter shall be located as directed by the Board of Directors.

#### 8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter by any member of this Chapter in good standing.

#### 8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

#### 8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability. A director shall not be personally liable as a director for monetary damages, for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Bylaws, nor to any breach or performance of duty or any failure of performance of duty by a director prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omission of such director occurring prior to such amendment or repeal.

8.32 Indemnification. If a director past or present, or employee of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or employee of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.33 Insurance. The Board of Directors shall authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law to the extent that such insurance is reasonably available.

#### 8.4 COUNSEL

The Chapter Board shall obtain the written opinion of counsel concerning all agreements, and any amendments to these Bylaws, and on all procedures relating to unprofessional conduct concerning every disciplinary case wherein the action of the Chapter Board may result in the expulsion of an affiliate member, before any such actions take effect.

#### 8.5 ETHICS

8.51 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

### ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the assigned members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, shall amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded at the request of the Secretary of the Institute for review for conformity with Institute Bylaws.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

ARTICLE 10  
DISSOLUTION OF CHAPTER

Upon dissolution of this Chapter, its net assets, after payment of claims and expenses, shall be paid to the American institute of Architects, or, if the Institute Board so resolves, to any other non-profit organization or organizations, the purposes of which are similar to this Chapter.

Amended in [November](#) of 2018.