



AIA
Colorado

Chapter Bylaws

As amended by the Members _____, 2020

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ARTICLE 1

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GENERAL

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is AIA Colorado, also known as the Colorado Chapter of The American Institute of Architects ("AIA Colorado" or "Chapter"). It is the statewide chapter of The American Institute of Architects in Colorado.

1.011 Certain Definitions. The governing Board of Directors of this Chapter is referred to as the "Board of Directors" or the "Board," and The American Institute of Architects as the "Institute."

1.02 Objects. The objects of AIA Colorado shall be to promote and forward the objects of The Institute within the State of Colorado. AIA Colorado shall organize and unite in fellowship the architects of the State of Colorado to combine their efforts so as to promote the artistic, scientific, and practical efficiency of the profession; to advance the science and art of planning, design and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our 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 the State of Colorado. AIA Colorado's business address shall be the same as that filed with the Colorado Secretary of State.

1.04 Organization. This Chapter is a nonprofit professional membership organization incorporated under the laws of the State of Colorado in February of 1959 and chartered by the Institute in 1892.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the State of Colorado under a charter issued by the Board of 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.

The enumeration of purposes shall not be construed as limiting or restricting in any manner the powers of AIA Colorado, but AIA Colorado shall have all of the powers and authority conferred upon nonprofit professional membership corporations under the provisions of the laws of the State of Colorado.

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.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. If and while affiliation will promote the purposes and objects of the Chapter, any organization operating within the territory of this Chapter may be affiliated

with the Chapter unless the other organization was formed, used, or maintained for financial gain, price-fixing, or political purposes.

1.2 ENDORSEMENTS

1.21 Endorsements of Enterprises. The Chapter shall not sponsor or endorse any enterprise whether public or private, operated for profit.

1.22 Endorsements of Materials. No officer, director, committee member, or employee of the Chapter in that individual's official capacity shall approve, sponsor, endorse, or do anything that may be deemed or construed to be an approval, sponsorship, or endorsement of any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product.

ARTICLE 2

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MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Classes of Membership. The membership of this Chapter shall consist of:

- a) Architect members (designated as AIA or FAIA) and Associate members (Assoc. AIA) and International Associate members (Intl. Assoc. AIA) of the Institute who have been assigned to the Chapter by the Institute, and
- b) Student members of the Chapter may be admitted as provided in these Bylaws, and
- c) Allied members of the Chapter may be admitted as provided in these Bylaws, and
- d) Members Emeritus (AIA Emeritus or FAIA Emeritus) may be admitted as provided in these Bylaws, and
- e) An individual may be granted Honorary AIA Colorado membership (Hon. Member of AIA Colorado) as provided in these Bylaws.

2.02 Definitions. Architect, Associate and International Associate members who have been assigned to AIA Colorado by the Institute are referred to as "Assigned Members." Architect, Associate and International Associate members who choose to remain members of AIA Colorado, when they are assigned to other state organizations of AIA, are referred to as "unassigned members." The term "affiliate" refers to Student, Allied and Honorary members. The term "member," if not otherwise defined, 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 Unassigned Members / Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of this Chapter and are assigned members of another chapter of the Institute. Members who

have applied for and been granted such status may participate voluntarily in this Chapter in conformity with Institute Bylaws.

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 Secretary as a member of this Chapter.

2.051 Reclassification. Any member whose membership status has been reclassified in the Chapter's records, in which he/she is a member, shall automatically be reclassified upon notice from the Chapter's secretary that such reclassification has been accomplished.

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

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, 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. To be in good standing, members must have paid all dues and other obligations due to the Institute and Chapter. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

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, its local sections, and the Institute, including any right to use the Chapter's, local section'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 a member of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.11 General. An Architect, Associate or International Associate member, who is assigned by the Institute to this Chapter is referred to as an "Assigned Member." The qualifications, rights and privileges of assigned Architect, Associate and International Associate members shall be as provided in the Institute Bylaws. Assigned Members have the right to vote on such matters as are set forth in these Bylaws and the Colorado Revised Nonprofit Corporations Act ("Act").

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the Executive Vice President/Chief Executive Officer shall promptly complete the application and forward it to the Institute. If the applicant is ineligible under Institute 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 the Chapter.

2.14 Rights and Privileges of Assigned Members. Assigned Members in good standing have all the rights and privileges granted to them by the Bylaws of the Institute, including the following:

- 1) To be appointed to serve as a member or chair of any committee or task force of this Chapter.
- 2) To serve as eligible voting members.
- 3) To be eligible for all offices of the Board of Directors and for the Directorships for which they are qualified.
- 4) To use the designations identified in these Bylaws to describe their class of membership.

2.15 Termination. Assigned membership in AIA Colorado is terminated upon the death of the member, resignation, or termination of membership in the Chapter, the Institute, loss of eligibility for category of membership, or reassignment of the member to another Chapter.

2.16 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, interests, privileges, titles, liabilities, and obligations of such members, other than the payment of regular dues, shall remain unchanged.

2.2 AFFILIATE MEMBERS

2.21 Admission. All applications for admission to Affiliate membership in this Chapter shall be promptly acted upon by the Executive Vice President/Chief Executive Officer, provided they qualify as members.

2.22 Dues. Every Affiliate member, except Honorary members, shall pay dues in an amount determined by the Board of Directors as provided in Article 3 of these Bylaws.

2.23 Termination. Affiliate membership is terminated by the death or resignation of the member, the loss of eligibility for category of membership, 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 or, by a majority vote of the Board, for conduct detrimental to the interests of the Chapter.

2.24 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.

2.25 Student Members. Individuals who are undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the Chapter may become Student Members.

2.26 Honorary Members.

2.261 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 member of this Chapter.

2.262 Nomination and Admission. A person eligible for Honorary membership may be nominated by any member of the Board of Directors. 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, at any regular meeting, may admit a nominee as an Honorary member.

2.27 Privileges of Affiliate Members.

2.271 Allied members may serve on chapter committees in any capacity, may vote on committees, and may use the phrase, "Allied Member of the Colorado Chapter of the American Institute of Architects," or "Allied Member of AIA Colorado," to describe themselves.

2.272 Student members may serve on committees but may not vote or serve as chair, and may use the phrase "Student Member of Colorado Chapter of the American Institute of Architects" or "Student Member of AIA Colorado," to describe themselves.

2.273 Honorary members may serve on chapter committees in any capacity but may not vote, and may use the phrase "Honorary Member of the Colorado Chapter of the American Institute of Architects" or "Honorary Member of AIA Colorado," to describe themselves.

2.274 Limitations. Neither Allied, Student nor Honorary members may hold a position as officer of this Chapter, or print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of the Chapter or of the Institute, except as otherwise expressly provided in these Bylaws.

ARTICLE 3

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DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.011 Installments. The dues may be paid in accordance with the Institute Bylaws.

3.02 Amount of Annual Dues. Except as enumerated in 3.021 and 2.22, the Board of Directors by a two-thirds majority vote may fix, in accordance with the requirements of the Institute and before the end of any fiscal year, the annual dues to be paid by each category of membership for the immediately succeeding fiscal year.

3.021 Proposed Dues Adjustment Notification. Any dues modifications not consistent with the automatic dues adjustment based upon the Consumer Price Index shall be announced to the membership by regular mail or e-mail not less than thirty (30) days prior to the vote by the Board.

3.022 Annual Dues Adjustment. Annual dues shall be automatically modified annually based upon the most recent Consumer Price Index and rounded down to the nearest whole dollar. The Board of Directors may increase the dues not to exceed ten percent of the Chapter portion of the current annual dues. Any dues modification not consistent with the Consumer Price Index adjustment shall be announced at a regular meeting of the Board not less than thirty (30) days prior to the vote by the Board.

3.03 Dues Upon Admission. A newly admitted Assigned or Affiliate member shall pay full annual dues, unless otherwise determined by the Institute or specified in these Bylaws.

3.04 Dues for Nonresident Members. Nonresident members may pay reduced dues. The amount of the reduction shall be determined by the Board of Directors.

3.05 General Waiver of Annual Dues and Admission Fees. AIA Colorado, by the majority of the Board, may waive (for any fiscal year) any part or all of the annual dues required to be paid by any membership class.

3.06 Hardship Dues Reduction. The Chapter Secretary may, in exceptional circumstances, and after consultation with the Institute Secretary and other affected components, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, in accordance with Institute Bylaws.

3.07 Exemptions. Emeritus members and Honorary members shall not pay dues or assessments to AIA Colorado. Emeritus members who wish to receive mailings from AIA Colorado shall pay a fee in an amount determined by the Board of Directors. Members of the American Institute of Architecture Students (“AIAS”) may be eligible for reduced or waived dues as determined by the Board of Directors.

3.1 ASSESSMENTS

3.11 Authority. AIA Colorado, by a vote of two-thirds of the Board of Directors at a meeting at which a quorum is present, may levy an assessment on its Architect members, Associate members, International Associate members, and/or Affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed twenty-five (25) percent of the amount of the Chapter’s 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, shall be given by the Secretary or by the staff so assigned, personally, by mail, or by electronic means to each member of the Board of Directors entitled to vote at the meeting, not less than thirty (30) days and no more than forty-five (45) days prior to the meeting of the Board of Directors 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 the payment shall be in default for the unpaid amount.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If an Assigned Member is in default, the chapter shall request the American Institute of Architects to suspend the person's membership. When any default is cured, the Chapter shall immediately notify the Institute Secretary.

3.32 Unassigned/Non-resident members who have not paid Chapter dues owed for the membership year may be terminated by this Chapter.

3.33 Affiliate Members. If any Student or Allied member has not paid dues owed for the membership year, the Chapter may terminate the membership.

ARTICLE 4

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CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. AIA Colorado 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:

4.02 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to Institute Meetings. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession to serve as Delegate will be President-elect, Secretary, and Treasurer. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.1 REGIONAL ORGANIZATION

4.11 Chapter Representation in Regional Organization. The Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization.

4.12 Delegates to Regional Convention. The Assigned Members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the Assigned Members of this Chapter in the number prescribed in the bylaws of the Regional Organization as follows:

4.121 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to the Regional Organization. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession will be President-elect, Secretary, and Treasurer. The Board of Directors may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.2 LOCAL SECTIONS

4.21 Establishment of Local Sections. This Chapter may establish internal local sections with the approval of the Institute to include the following voluntary local sections:

- a) AIA Colorado North
- b) AIA Colorado South
- c) AIA Colorado West
- d) AIA Denver

4.211 Definition: The term “local section” refers to the internal sections of AIA Colorado, which serve as the geographic regions of the State of Colorado. The local sections are subject to and shall comply with the governance requirements established by AIA Colorado, including these Bylaws and the Institute.

4.22 Voluntary Section Identity. Identification with any local section of this Chapter is voluntary and shall not be made by assignment nor required as a condition of membership of the Institute or this Chapter.

4.23 Local Section Advisory Councils. Local Section Advisory Councils may be defined through policies of the Board of Directors.

ARTICLE 5

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MEETINGS OF THE MEMBERSHIP OF THE CHAPTER

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Member Meeting. This Chapter shall hold an annual meeting of the members during the last quarter of the fiscal year, for the purpose of receiving the annual reports of the Board of Directors and the Treasurer; announcing the Board of Directors for the following year; and for the transaction of such other business as may be appropriate and specified in advance.

5.02 Meetings of the Board of Directors. This Chapter shall hold regular meetings of the Board of Directors as determined by the Board of Directors, and in accordance with these Bylaws.

5.03 Special Meetings. A special meeting may be called by the President at the request of a two-thirds vote of the Board of Directors, or by the President at the written request of not less than twenty-five (25) percent of the total number of this Chapter’s Assigned Members in good standing. No business other 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. At least thirty days before any meeting of the Chapter, the Secretary shall have notice of the meeting publicized to every assigned member in good standing. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

5.12 Quorum at Meetings. The members present may adjourn the meeting despite the absence of a quorum. Quorums are as follows:

5.121 Annual Meeting. A quorum shall consist of not less than twenty-five (25) Assigned Members. Proxies are not accepted for the establishment of a quorum.

5.122 Special Meeting. A quorum shall consist of not less than twenty-five (25) Assigned Members. Proxies are not accepted for the establishment 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 and kept in the Chapter's minute book.

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 the eligible voting members in good standing who are present at a meeting at which a quorum is present, unless otherwise required by the Act or these Bylaws.

5.22 Proxies. No proxies are accepted for membership voting at any meeting.

5.23 Limitations on Voting Eligibility. Only eligible voting members may vote on the following matters:

- 1) Those matters set forth in these Bylaws or the Act
- 2) Annual elections of Officers
- 3) Amendments to the Bylaws
- 4) Any other matters specified in the notice of the meeting requiring a vote.

5.24 Voting. Except as otherwise provided in the Institute's Bylaws, these Bylaws or the Act, each Eligible Voting Member shall have one vote per member provided he or she is a member in good standing.

5.25 Remote Meetings. Eligible voting members may participate in any meeting of the eligible voting members by, or conduct the meeting through the use of, any means of communication where all eligible voting members participating can hear each other during the meeting. An eligible voting member participating in this manner will be considered present in person at the meeting.

5.26 Member Voting By Written or Electronic Ballot. Any action that may be taken at any meeting of the eligible voting members may be taken without a meeting if the Chapter delivers by mail or electronic mail (e-mail) a ballot to every member entitled to vote on the matter. The ballot shall (i) set forth each proposed action; (ii) provide an opportunity to vote for or against the proposed action; (iii) indicate the number of responses necessary to meet the quorum requirements; (iv) state the percentage of approvals necessary to approve each matter other than election of directors; (v) specify the time by which the ballot must be received by the corporation in order to be counted; and (vi) be accompanied by written information sufficient to permit each person voting to reach an informed decision. Members shall return their written ballots to the Chapter as directed by the Chapter. Approval by written ballot shall only be valid when the number of votes cast by eligible voting members equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Written ballots may not be revoked. Written ballots may be deleted ten (10) days following the meeting unless the results are challenged.

ARTICLE 6

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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 elected Officers and Directors of this Chapter, together with the Executive Vice President/CEO, and shall exercise all authority, rights and powers granted to it by the laws of the State of Colorado, including the Colorado Revised Non-Profit Corporation Act (hereby known as the “Act”), the Chapter’s Articles and Bylaws as they may be amended from time to time. The Board of Directors may form committees and task forces to carry out the work of the Chapter in accordance with these Bylaws.

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 the Act.

6.03 Authority to Act. No committee, 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 DIRECTORS

6.11 Directors. In addition to the Officers, the Directors of this Chapter shall be:

- 1) the Past President (1)
- 2) the Local Section Directors (4)
- 3) the At-Large Directors (up to 2)
- 4) the Associate Director (1)

6.112 The Past President. The immediate Past President of this Chapter shall serve as a Director on the Board of Directors for a non-renewable term of one-year.

6.113 The Local Section Directors. There shall be one (1) Director from each local section which serve as the geographic regions of Colorado, as specified in these Bylaws. Such person must be an assigned Architect, Associate or International Associate Member in good standing.

6.114 The At-Large Directors. The Board of Directors shall have discretion in appointing At-Large Directors who may include Associate members, Allied members, public representatives or any other such individuals the Board may deem appropriate. The At-Large Director positions shall be flexible in pursuit of advancing the mission of AIA Colorado. If a faculty member or administrator of a Colorado accredited professional architecture degree granting institution does not occupy any officer or director position on the Board, one shall be appointed as an At-Large Director. At-large appointments shall be for one year to coincide with the fiscal year of this Chapter and may be renewed at the discretion of the Board.

6.115 Associate Director. The Associate Director must be an assigned AIA Colorado Associate member in good standing and shall be elected pursuant to these Bylaws. The Associate Director shall serve as a conduit to Associate members in the Chapter and liaison to Associate Directors within the Chapter's assigned Region.

6.2 ELECTED OFFICERS

6.21 Elected Officers. The elected officers of this Chapter shall be:

- 1) the President
- 2) the President-elect
- 3) the Secretary
- 4) the Treasurer

6.22 Eligibility. Officers of AIA Colorado must be assigned Architect, Associate or International Associate Members of AIA Colorado in good standing to serve on the Board of Directors.

6.23 Roles of Elected Officers.

6.231 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board.

6.232 Role of the President-Elect. The President-elect shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

6.233 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Chapter and of the Board. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

6.234 Role of the Treasurer. The Treasurer shall exercise general oversight of the Chapter's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

6.24 Delegation of Duties of Officers. The Secretary and the Treasurer may delegate to the Executive Vice President who may further delegate to other executive officers the actual performance of such of their duties as the Executive Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

6.25 Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a president 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.

6.26 General Standards of Conduct for Officers and Directors. Each Director or Officer shall discharge their duties as set forth in the Colorado Non-Profit Corporation Act and the Institute's Code of Ethics and Professional Conduct.

6.3 EXECUTIVE OFFICERS

6.31 Executive Vice President/Chief Executive Officer. The Board shall appoint an Executive Vice President/CEO, who shall be the chief executive and administrative officer of the Chapter, and an ex-officio member of the Board, without vote.

6.32 Duties. The Executive Vice President/CEO shall be responsible for the management and administration of the affairs of the Chapter and shall perform such other duties as may be properly assigned by the Board.

6.33 Other Ex-Officio Executive Officers. The Executive Vice President/CEO may appoint executive officers to assist in the management of the Chapter's affairs and shall define their duties.

6.4 TERMS OF OFFICE OF OFFICERS AND DIRECTORS OF THE CHAPTER

6.41 Terms of Elected Officers

6.411 General Practices. The terms of Elected Officers shall coincide with the fiscal year of this Chapter.

6.412 President's Term of Office. The term for President shall be one year. The President may only serve one term except in the case where the President-Elect is unable to succeed as President.

6.413 President-elect Term of Office. The term of office for President-elect shall be for one year, succeeding automatically to the office of the President in the following year.

6.414 Secretary's Term of Office. The term of office for Secretary shall be two years.

6.415 Treasurer's Term of Office. The term of office for Treasurer shall be two years.

6.42 Terms of Directors. The Directors of this Chapter shall serve terms of two years or until a successor has qualified, or as otherwise described in these Bylaws. Director terms shall coincide with the fiscal year of this Chapter.

6.43 Term Limits. Except as otherwise provided in these Bylaws, Officers and Directors shall serve no more than two consecutive terms in one role. An individual is eligible to serve in the same role again provided at the time of assuming office it has been at least one year since they last occupied that position.

6.44 Board Vote. Except as otherwise provided in the Institute's Bylaws, each member of the Board of Directors as defined by these Bylaws shall have one vote, regardless of membership classification, provided he or she is a member in good standing.

6.45 Vacancies. If a vacancy occurs in an Officer or Director position, other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy, through a roll call vote for the unexpired term of office.

6.451 The President. Should a vacancy occur in the office of the President, the President-elect shall succeed to the office of President for the remainder of the current year's term and shall continue as President for his/her own elected term. An Acting President-elect shall be appointed to fill the remainder of the President-elect's term, however, shall not automatically succeed to the office of the President. The Acting President-elect may be nominated to serve a consecutive term as President-elect in accordance with these Bylaws.

6.46 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.

6.47 Removal of Officer or Director. Any or all of the Officers or Directors may be removed with or without cause by vote of the majority of the eligible voting members convened in a meeting in accordance with the provisions of Article 5 of these Bylaws, or an Officer may be removed for cause by vote of the Board of Directors when there is a quorum of not less than a majority of the Directors at the meeting at which the vote is taken.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.51 Meetings Required. The Board of Directors shall meet in a regular or special meeting in order to transact business. If agreed to by the majority of the Board of Directors, in advance of the meeting, any one or more members of the Board of Directors may participate in a meeting by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time.

6.511 Action by Board Without a Meeting. Any action of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed by the required number of directors unless a different

effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail or by facsimile, e-mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or committee member; (ii) the Director's or committee member's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Corporation is not effective until received.

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 Secretary shall issue a written or electronic 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.

6.5121 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.

6.52 Notice of Board Meetings. A notice of each Board of Directors meeting, stating the date, time and place of the meeting shall be given by the secretary or by the staff so assigned, personally, by mail or by electronic means to each Board Member at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director).

6.53 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 or these Bylaws, 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.

6.54 Proxies. For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies for directors are allowed.

6.55 Minutes. The Secretary 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 and filed with the Chapter's records.

6.56 Virtual Meetings. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

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.

6.711 Definitions.

1) A Committee shall be established for the long-term work of AIA Colorado. A Committee may establish subcommittees as needed.

2) A Task Force may be established to conduct any short-term business of AIA Colorado. The purpose of the Task Force should be specifically determined at the time of its creation by the Board of Directors.

6.712 Eligibility. Any member of AIA Colorado may serve on a Committee or Task Force. Only assigned Architect, Associate or International Associate Members may serve as chair unless otherwise determined by the majority of the Board of Directors or as otherwise specified in these Bylaws. Committee and Task Force Chairs will be appointed by the President of AIA Colorado with the concurrence of the Board of Directors.

6.713 Attendance. Attendance at Committee and Task Force meetings shall be governed by the chair of the Committee or Task Force. A chair may be replaced by the President, with the concurrence of the Board, for failure to perform the assigned business of the Committee or Task Force.

6.7131 Ex Officio. Any chair may continue on a Committee or Task Force after his or her term expires as an ex-officio member.

6.714 Reporting. All Committees and Task Forces shall have a regularly scheduled reporting procedure to the Board of Directors as defined at the time of establishment of the Committee or Task Force.

6.72 Standing Committees. AIA Colorado's standing committees shall include the following:

6.721 The Nominating Committee. The purpose of the Nominating Committee is to prepare a slate of candidates for election of officers and directors. The Nominating Committee shall be composed of at least five (5) assigned members of AIA Colorado. The Nominating Committee Chair shall be the current Past-President, but no other members

of the Board of Directors shall serve on this Committee. At least one representative from each local section shall be appointed to the Committee.

6.722 The Government Affairs Committee. The purpose of the Government Affairs Committee is to provide advocacy for the profession of architecture in the State Legislature, the State executive offices, State boards and commissions.

6.8 ELECTION OF OFFICERS AND DIRECTORS

6.80 Succession to the Office of President. The President-elect shall succeed to the office of President upon the expiration of the President's term, except in the case that a vacancy in the current office of President arise.

6.81 Nomination of Officers and Directors. An open Call for Nominations shall be issued to all members of this Chapter by the Nominating Committee. Nominations for each expiring office or directorship of this Chapter, except as otherwise noted in these Bylaws, may be made by any assigned member in good standing. A report including a slate of candidates shall be made by the Nominating Committee. The slate of candidates shall be announced to Eligible voting members on the AIA Colorado web site or published in a regular publication of AIA Colorado.

6.811 Issuance of the Ballot. After publication of the Nominating Committee's report, the Secretary shall place on the ballot all nominations for each office to be contested, which shall be mailed or emailed to all Eligible voting members, so that each member may express their choice for the Officers and Directors.

6.812 Election by Acclamation. If there is only one nominee for any office, the Secretary may be directed by the Board 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.

6.82 Results. After the conclusion of voting, election results shall be announced on the AIA Colorado website or published in a regular publication of AIA Colorado.

ARTICLE 7

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FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. During the first quarter of each fiscal year, the Board of Directors by a vote of not less than two-thirds of those present shall adopt a budget detailing the anticipated income and expenditures of AIA Colorado. In the last quarter of the fiscal year, the Board of Directors shall forward, for approval, an annual budget to the Board of the immediately succeeding year, showing in detail the anticipated income and expenditures of this Chapter for that succeeding year, including any discretionary funds for local section activities.

7.011 Long Range Planning. The Board may also develop budgets for successive years for planning purposes, though no budget may be adopted outside of the fiscal year in which it applies.

7.02 Expenditure Limitations.

7.021 General. No member, officer, 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 expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by a vote of not less than two-thirds of those present at a duly called meeting of the Board of Directors. However, 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.

7.1 INSTITUTE AND CHAPTER 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
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GENERAL PROVISIONS

8.0 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised or other standard code of parliamentary procedures shall supplement the rules and regulations adopted by this Chapter and shall serve as a guide to the Board of Directors, and the Chapter committees in all cases in which such rules are applicable; provided such rules are not inconsistent or in conflict with State and Federal law, these Bylaws or the rules and regulations adopted by this Chapter or the Board of Directors.

8.1 LIABILITY, INDEMNIFICATION AND INSURANCE

8.11 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for the Chapter's debts, obligations or liabilities.

8.12 Indemnification. If a director or officer of the Chapter is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer 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.

8.13 Insurance. The Board of Directors may 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.

ARTICLE 9
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AMENDMENTS

9.0 AMENDMENTS AT MEMBERSHIP MEETINGS

9.01 Notice of Proposed Amendments. Except as set forth below, these Bylaws may be amended by the Eligible voting members of the Chapter, 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 thirty (30) days and not more than sixty (60) days prior to the date of the meeting.

9.02 Voting on Amendments. It shall require a vote of not less than two-thirds of the eligible voting members of this Chapter who are present at the meeting at which a quorum is present to amend the Bylaws.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Notice of Proposed Amendments. The Board of Directors, may from time to time alter and amend the Bylaws and add new provisions to them by the concurring vote of not less than two-thirds the Board and vote by the Eligible voting members if such proposed amendment concerns the rights, duties, or privileges of the members, provided that a notice is sent to every Director and every Eligible Voting Member not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon.

9.12 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of the members of this Chapter, may 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.

Ratified by the Board of Directors:

President _____
Adam Harding, AIA

Date _____

Secretary _____
Kaylyn Kirby, AIA

Date _____