

**ADDENDUM TO THE BYLAWS  
AIA SILICON VALLEY**

**PREAMBLE**

As a requirement of charter granted by The American Institute of Architects ("AIA") to the AIA Silicon Valley ("Component"), this Addendum has been adopted by the Component pursuant to the Component's Bylaws provisions for amendment, and is understood to be a part hereof as though included in the Component's Bylaws. In the event of a conflict between this Addendum's provisions and the Bylaws preceding, the terms of this Addendum shall govern.

**MEMBERSHIP: GENERAL PROVISIONS**

Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

Architect members have full rights and privileges, including but not limited to the following:

To serve as voting members on section, chapter, and state boards.

To serve as a component officer.

Associate Members. Individuals admitted with limited voting status and privileges are called Associates. 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, however, International Associate members may not hold that title.

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on component boards.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. Such component officers shall be included in the numerical limitations contained in Subsection (a) above with respect to Associates and International Associates Holding seats on component boards of directors.

Honorary Fellows, Honorary Members, and Allied Members. There are three categories of non-voting membership: Honorary Fellows, Honorary Members, and Allied Members.

Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate.

Good Standing. To be in good standing in AIA, members must have paid all dues and other obligations due to AIA and all of its AIA organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

Literature. Architect and Associate members in good standing shall have their names published shall receive the documents, periodicals, and literature from the Component(s) to which they belong, under terms which the Component board shall fix.

Assignment by AIA. All AIA members assigned to this Component shall maintain membership in this Component.

Termination of Membership. Membership shall be terminated: (1) by resignation from AIA; (2) by default in payment of obligations to AIA or its this Components under the conditions prescribed in these Bylaws; (3) for violation of the Code of Ethics and Professional Conduct pursuant to the AIA bylaws; or (4) by the death of the individual in the membership.

Termination for default of this Component's dues will be initiated only on request of the Board.

## **DUES**

Component Dues. Every assigned member shall, as a condition of membership in AIA, pay the fixed annual dues of this Component.

Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with AIA Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

Component Dues Default. An assigned member failing to pay the dues owed to an assigned component shall be in default.

## **ORGANIZATION**

Name. This Component shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of AIA.

Representation of Component Members. This Component shall represent and act for its assigned membership under a charter issued to it by AIA.

Non-Conformity With AIA Policy. No act of this Component shall directly or indirectly nullify or contravene any act or policy of AIA.

Establishing Membership Qualifications. This Component shall not establish qualifications for membership that vary from AIA's.

Establishing Categories of Membership. This Component shall not establish or maintain categories of membership other than as set forth in the AIA bylaws.

Limiting Membership Rights. The Component may not limit the rights or privileges of any category of membership as set forth in the AIA Bylaws. The Component shall permit assigned members to participate in the affairs of the Component to the fullest extent permitted in the AIA bylaws.

Consistency with AIA Bylaws. The Component shall adopt bylaws consistent with AIA's bylaws.

Component Reorganization. Should the executive committee of any component fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of AIA may, after calling the attention of the executive committee to the delinquency, notify each member of this Component and invite a reorganization of this Component.

Dissolution of Components. AIA may withdraw or suspend this Component's charter, whereupon the organization shall cease to be a component of AIA, but such withdrawal shall not be made until and unless this Component has been offered an opportunity to be heard in the matter.

Property Interests of Components. The Component shall not have any title to, nor interest in, any property of AIA nor be liable for any debt or other pecuniary obligation of AIA. AIA shall not have any title to, nor interest in, the property of any component unless the AIA board and this Component agree otherwise in writing, and AIA shall not be liable for any debt or other obligation of any component. AIA and a component are not agents for each other unless they so agree in writing.

Centralized Membership Database and Dues Collection. The Component shall participate with AIA in a centralized membership database and dues collection system that shall provide for 1) collection of all component and national dues, and 2) unified membership record keeping.

Residency Requirements for Component Officers. The Component may provide in these Bylaws that a component officer to reside or maintain a principal place of business within the geographic territory assigned to this Component by AIA during the period the officer serves as a component officer.

## **MEETINGS OF THE AIA**

State Delegates. Each state organization chartered by AIA, including state-wide chapters functioning as state organizations, may be represented at a meeting of AIA by one state delegate, who shall be an Architect member.

Member Delegates. This Component may be represented by member delegates at a meeting of AIA on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

This Component shall select this Component's representatives to serve as member delegates in the

manner prescribed in this Component's bylaws.

Accreditation of Delegates. The President or Secretary shall certify the selection and identity of the member delegates from this Component and present to each one a credential card furnished by AIA.