

AIA SILICON VALLEY
BYLAWS

A CHAPTER OF
THE AMERICAN INSTITUTE OF ARCHITECTS

Revised September 26, 2022

BYLAWS OF AIA SILICON VALLEY
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PREFACE

These Bylaws describe the general procedures under which AIA Silicon Valley (the “Chapter”) operates and which may periodically be revised in compliance with the Institute Bylaws (as referenced below), and as provided by these Bylaws and by the California Nonprofit Corporations Code. Other complementary documents include the Chapter Charter, the Chapter’s Articles of Incorporation, and the most current version of the Bylaws of the American Institute of Architects (the “Institute Bylaws”).

ARTICLE 1: ORGANIZATION

1.0. GENERAL PROVISIONS

1.0.1. Name of Chapter. The name of this organization, as described by the Chapter’s Articles of Incorporation, is AIA Silicon Valley, a Chapter of The American Institute of Architects.

1.0.2. Definitions In these Bylaws, the following references apply:

1.0.2.1. Affiliate Organization. An unrelated but complementary organization formally designated as an Affiliate Organization in compliance with Section 1.1.1 of these Bylaws.

1.0.2.2. Allied Member. A Member employed outside of architectural practice involved in a position allied to the field of architecture, as further described in Section 3.0.1.4 of these Bylaws.

1.0.2.3. Architect Member. A licensed “Architect” member of the Institute who is also a Member of this Chapter, as further described in Section 3.0.1.1 of these Bylaws.

1.0.2.4. Associate Member. An unlicensed “Associate” member of the Institute who is also a Member of this Chapter, as further described in Section 3.0.1.2 of these Bylaws.

1.0.2.5. Board. The Board of Directors of this chapter is referred to as the Board.

1.0.2.6. Chapter. The above named Chapter is referred to as the Chapter.

1.0.2.7. Directors. The directors of this Chapter’s Board of Directors are each referred to as Director.

1.0.2.8. Directors to the State Organization. The Chapter’s representatives to the Board of Directors of the State Organization are referred to as Directors to the State Organization.

1.0.2.9. Honorary Member. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter and who has rendered the profession significant and valuable service within the territory of this Chapter, and who has been named an Honorary Member or Honorary Fellow in accordance with Section 3.4 of these Bylaws.

1.0.2.10. Institute. The American Institute of Architects is referred to as the Institute.

1.0.2.11. Institute Board. The Board of Directors of the Institute is referred to as the Institute Board.

1.0.2.12. Member. Unless the context indicates otherwise, the words Member, Members or Membership refer to all individuals who have been admitted as Members of this Chapter, as further described in Article 3. Only Architect Members and Associate Members (that is, the Members with the right to vote) are “members” within the meaning of Section 5056 of the California Nonprofit Corporations Code (such Members are sometimes referred to herein as “Voting Members”). For the avoidance of doubt,

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any references in these Bylaws to Member, Members or Membership in the context of voting, shall apply only to those Members eligible and entitled to vote on that matter.

1.0.2.13. Officers. The officers of this Chapter are each referred to as Officer.

1.0.2.14. State Organization. The American Institute of Architects California is referred to as the State Organization or AIA CA.

1.0.2.15. Student Affiliate. A Student Affiliate shall be a Member who is a student in a college, university or secondary school or maintains legal residency within the territory of the Chapter, as further described in Section 3.2 of these Bylaws.

1.0.3. Purpose. The specific and primary purposes of this Chapter are to promote and forward the objects of The American Institute of Architects within the territory of this Chapter, and to do all and everything permitted by law for the accomplishment of the foregoing purposes or otherwise, which may be calculated directly or indirectly to promote the interests of this Chapter; provided that the foregoing purposes and the specific powers shall not be held to limit or restrict in any manner the powers of this Chapter.

1.0.4. Territory. The jurisdiction of this Chapter shall be the territory prescribed by the Institute and as adopted by the Board.

1.0.5. Composition. This Chapter is a nonprofit corporation duly incorporated on the 10th day of August, 1955, under and by virtue of the provisions of State of California law and is a successor to the Santa Clara Valley Chapter, and prior, Coast Valleys Chapter, The American Institute of Architects, an unincorporated association duly chartered, by the Institute on the 1st day of June, 1950. It is composed of individuals only, and its Members shall be Architect Members and Associate Members of the Institute assigned to it by the Secretary of the Institute, along with any Unassigned Members, Student Affiliates, Allied Members and Honorary Members admitted to this Chapter at the Chapter's discretion in accordance with Article 3 of these Bylaws.

1.1. AFFILIATIONS, SPONSORSHIPS, ENDORSEMENTS, AND PUBLICATIONS

1.1.1. AFFILIATIONS

1.1.1.1. Purposes of Affiliations. This Chapter may affiliate with any non-profit or public sector organization (an "Affiliate Organization") that is not used or maintained for financial gain, price fixing or political purposes, if and while the purposes of this Chapter will be promoted by such affiliation.

1.1.1.2. Agreements of Affiliation. Every affiliation with an Affiliate Organization must be authorized by no less than two-thirds of the membership of the Board of Directors and shall be evidenced by a written agreement executed by the Chapter and the affiliated organization.

1.1.1.3. Statement of Purpose. Every agreement of affiliation with an Affiliate Organization shall state the purposes 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.

1.1.1.4. Limitations. No Affiliate Organization shall have any voice in the affairs of this Chapter nor shall it bind or obligate this Chapter to any policy or activity unless the Board has voted to be so bound or obligated.

1.1.1.5. Privileges of Affiliate Organizations. The representatives of an Affiliate Organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the presiding officer.

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1.1.1.6. Termination. Any affiliation may be terminated by (the concurring roll call vote of not less than two-thirds of the entire membership of the Board of Directors, but the Board of Directors must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

1.1.2. SPONSORSHIPS

1.1.2.1. Purpose. The Chapter is authorized to accept sponsorship contributions, monetary or service in kind, from or with other organizations or business enterprises for the purpose of providing benefit to the Members. Benefit includes service to the Members and the hosting of membership events, for chapter business, education, or fellowship.

1.1.2.2. Limitations. The Chapter may provide said sponsors the opportunity to present and distribute information to the membership. Such dissemination of information shall not constitute endorsement of the subject information nor serve as an affiliation between the Chapter and said sponsor.

1.1.3. ENDORSEMENTS

1.1.3.1. Endorsements of Enterprises. The Chapter shall not sponsor or endorse any enterprise whether public or private that is operated for profit.

1.1.3.2. Endorsements of Materials. No Officer, Director, Committee Member or Employee of the Chapter in their 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.

1.1.4. PUBLICATIONS

1.1.4.1. Publications. Subject to prior approval of the Board, this Chapter may prepare, edit, publish, print, sell or otherwise distribute any printed or electronic document, book, data, information or other literature concerning any matter that will tend to promote its objectives.

ARTICLE 2: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

2.0. THE INSTITUTE

2.0.1. Cooperation and Authority. This Chapter shall represent and act on behalf of the Institute membership within the territory assigned to it under a charter issued by the Institute Board. 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.

2.0.2. Conformity with Institute Policy. No act of this Chapter, its Board, or any Chapter committee, or any Officer or Director shall directly or indirectly nullify or contravene any act or policy of the Institute.

2.0.3. Delegates to Institute Meetings. Members of this Chapter shall be represented at meetings of the Institute by member delegates as prescribed in the Institute Bylaws.

2.0.3.1. Selection of Delegates. Member delegates shall be appointed from among the assigned members of the Board of Directors, except that no more than one-third of

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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.

2.1. STATE ORGANIZATION

- 2.1.1. Cooperation and Authority. The Board shall cooperate with the State Organization in all matters consistent with the purposes and policies of the Institute and this Chapter, and by agreement with the State Organization, may represent and act for it within the territory of this Chapter.
- 2.1.2. Directors. The membership of this Chapter shall be represented on the Board of Directors of the State Organization by Directors to the State Organization as prescribed by the State Organization Bylaws. The directors to the State Organization shall be nominated, elected and serve for terms as described in Article 7 of these Bylaws.

ARTICLE 3: MEMBERSHIP

3.0. GENERAL PROVISIONS

- 3.0.1. Categories of Membership. The Membership of this Chapter shall consist of: Architect Members, Associate Members, Student Affiliates, Allied Members, and Honorary Members.
- 3.0.1.1. Architect Members. Architect Members shall be those individuals admitted as "Architects" to the Institute with full voting status and privileges. Architect Members shall be designated as either Assigned Members or Unassigned Members, in accordance with Section 3.0.2. Architect Members may also hold the titles Fellow and/or Emeritus.
- 3.0.1.2. Associate Members. Associate Members shall be those individuals admitted as "Associates" to the Institute with limited voting status and privileges as described in the Institute Bylaws. Associate Members shall be designated as either Assigned Members or Unassigned Members, in accordance with Section 3.0.2. Associate Members may also hold the title Emeritus.
- 3.0.1.3. Student Affiliates. Student Affiliates shall be students in a college, university or secondary school, or maintain legal residency within the territory of the Chapter who have been admitted as Members.
- 3.0.1.4. 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 and other artists, professionals in government, education, industry, research and journalism, and other professionals whose work is related to the practice of architecture and the Chapter believes will provide a meaningful contribution by reason of their employment or occupation.
- 3.0.1.5. Honorary Members. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter and who has rendered the profession significant and valuable service within the territory of this Chapter may be named an Honorary Member, including Honorary Fellows, in accordance with Section 3.4.
- 3.0.2. Designation as Assigned Or Unassigned Membership. Each Architect Member and Associate Member of this Chapter shall be designated either as an Assigned Member or an Unassigned Member, as follows:

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- 3.0.2.1. Assigned Members. Assigned Members shall be those Architect Members and Associate Members assigned to this Chapter by the Secretary of the Institute.
- 3.0.2.2. Unassigned Members. Unassigned Members are those Architect Members or Associate Members assigned to another chapter of the Institute who apply and are admitted to unassigned membership of this Chapter as prescribed in Section 3.1.2 of these Bylaws. This Chapter shall enroll within thirty days any Unassigned Member accepted by this Chapter.
- 3.0.3. Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.
- 3.0.4. 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 by the Chapter 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 10 of these Bylaws.
- 3.0.5. 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 or Executive Director as a Member of this Chapter.
- 3.0.6. Resignations. Any Member may resign from this Chapter and/or the Institute 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.
- 3.0.7. Good Standing Defined. To be in good standing in the Chapter, Members must have paid all dues and other obligations due to the Institute, the Chapter and any other component organizations of the Institute to which they are assigned.
- 3.0.8. Loss or Suspension of Interests, Rights and Privileges. A Member who resigns or is suspended or terminated by the Institute or this Chapter loses all rights in this Chapter, the State Organization and the Institute, including any right to use the Chapter's, the State Organization's or the 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.
- 3.1. ARCHITECT AND ASSOCIATE MEMBERS; ASSIGNED AND UNASSIGNED MEMBERSHIP
- 3.1.1. Privileges. The qualifications, rights and privileges of Architect Members and Associate Members, including their designation as Assigned or Unassigned Members, shall be as those granted by law and fixed by the Institute Bylaws and these Bylaws. An Unassigned Member has the same rights and privileges as an Assigned Member of the same membership category.
- 3.1.2. Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under Institute Bylaws, the Chapter will send a recommendation to the Secretary of the Institute to deny the application. 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.
- 3.1.3. Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in this Chapter.

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- 3.1.4. Termination. The membership of an Assigned Member in this Chapter is terminated by the death of the Member, resignation or termination of membership in the Institute, or reassignment of the Member to another State Organization or Chapter. Membership of an Unassigned Member in this Chapter is terminated by the death of the Member and by resignation or termination of membership in the Institute. In addition, the Board may terminate Unassigned Members for default in payment of obligations to the Institute or Chapter.
- 3.1.5. 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.
- 3.1.6. Fellows. An Architect Member who has been in good standing for at least ten years may be nominated for, and advanced to, Fellow status under guidelines set by the Chapter and the Institute.

3.2. STUDENT AFFILIATES

- 3.2.1. Admission. Every application for admission to membership as a Student Affiliate in this Chapter shall be promptly acted upon by the Chapter.
- 3.2.2. Rights and Privileges. Student affiliates in good standing:
- 3.2.2.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;
 - 3.2.2.2. May attend, speak and make motions, but shall not be eligible to vote on any matter, whether at any meeting of this Chapter or otherwise;
 - 3.2.2.3. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.
 - 3.2.2.4. In addition to the rights and privileges set forth above, Student Members of this Chapter may use the title "Student Member of AIA Silicon Valley" but the title may not be changed by abbreviation or amplification.
- 3.2.3. Termination. Student Affiliate memberships shall ipso facto be terminated on January 1 of the year following the termination of the student status of the Student Affiliate or upon the death of the Student Affiliate, or by resignation or by default in payment of obligations under the conditions prescribed in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.

3.3. ALLIED MEMBERS

- 3.3.1. Admission. Every application for admission to Allied membership in this Chapter shall be promptly acted upon by the Chapter.
- 3.3.2. Rights and Privileges of Allied Members. Allied Members in good standing:
- 3.3.2.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;
 - 3.3.2.2. May attend, speak and make motions, but shall not be eligible to vote on any matter, whether at any meeting of this Chapter or otherwise;
 - 3.3.2.3. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute.

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3.3.2.4. In addition to the rights and privileges set forth above, Allied Members of this Chapter may use the title “Allied Member of AIA Silicon Valley” but the title may not be changed by abbreviation or amplification.

3.3.3. Termination. Allied membership is terminated by the death or resignation of the Allied Member, by the admission or eligibility to be admitted as an Assigned Member or Unassigned Member, by default in payment of obligations described in these Bylaws, or for any other reason the Board deems sufficient, provided it has offered to the person an opportunity to be heard in the matter.

3.4. HONORARY MEMBERS & HONORARY FELLOWS

3.4.1. Nomination and Admission of Honorary Members. A person eligible for Honorary membership may be nominated by any Member. The Board, in executive session, may elect such person as an Honorary Member by the vote of three-fourths of the Board’s membership. The voting shall be and remain confidential.

3.4.2. Rights and Privileges of Honorary Members. Honorary Members in good standing:

3.4.2.1. May serve as a member of any committee of this Chapter that is not concerned with disciplinary matters or the establishment of dues and that does not perform any duty of the Board;

3.4.2.2. May attend any meeting of this Chapter and speak but may not vote;

3.4.2.3. May not print or permit to be printed or in any way use the name, title, initials, seal, symbol or insignia of this Chapter or the Institute;

3.4.2.4. In addition to the rights and privileges set forth above, Honorary Members of this Chapter may use the title “Honorary Member of the American Institute of Architecture, Silicon Valley Chapter” but the title may not be changed by abbreviation or amplification;

3.4.2.5. An Honorary Member shall not pay any dues or assessments.

3.4.3. Termination. The Board may terminate the membership of any Honorary Member and strike the name from the records for any reason the Board deems sufficient.

ARTICLE 4: CHAPTER MEETINGS

4.0. REGULAR, ANNUAL AND SPECIAL MEETINGS

4.0.1. Applicability. This Article applies to Chapter meetings as separate and distinct from Board meetings. Refer to Article 5 for provisions specifically governing Board meetings.

4.0.2. Annual Meeting. This Chapter shall hold an Annual Business Meeting during the month of September, at the time and place determined by the Board for the purpose of electing the Directors to succeed those whose terms are about to expire; receiving the annual reports of the Board and the Treasurer; and the transaction of such other business as may be appropriate.

4.0.3. Special Meetings. A special meeting of this Chapter may be called by the President or the Board or by written petition signed by no less than five (5) percent of the total number of Members of the Chapter eligible to vote. In the latter event, the Board shall call the special meeting for the purposes set out in the petition within 20 days after receiving the same, and the meeting must be scheduled to take place within 35 to 90 days of receipt of the petition. No business other than that specified in the notice of the special meeting shall be transacted at said meeting.

4.0.4. Notice of Meetings. A notice of each Annual Meeting and each Special Meeting, stating the time and place at which it will be held and the general nature of the business to be transacted, shall

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be sent by physical or electronic mail to each Member entitled to vote at the meeting at least ten (10) calendar days (but no more than ninety (90) calendar days) prior to the meeting, or as required by these Bylaws, unless a longer notice is required by law. The publication of a notice of an Annual or of a Special Meeting in the Chapter newsletter or other official publication of this Chapter shall satisfy the requirement of notice provided the publication is sent to Members entitled to such notice at the addresses for the Members appearing on the books of the Chapter in time for them to receive it at least ten (10) days prior to the meeting.

4.0.5 Location of Meetings. Meetings of this Chapter shall be held at any place, physically or electronically, designated by the Board of Directors or by the written consent of all members entitled to vote at the meeting.

4.0.5.1 Electronic Meetings and Attendance. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Chapter or by electronic video screen communication. The Board of Directors may authorize voting members who are not present in person to participate by electronic transmission or electronic video screen communication, be deemed present in person, and to vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission, subject to the requirements of these bylaws.

4.1. QUORUM AND MINUTES FOR CHAPTER MEETINGS

4.1.1. Quorum at Meetings. At any meeting of this Chapter, a quorum for the transaction of business shall be one-twentieth (1/20) of the Members entitled to vote. Except as otherwise required by law, the Articles or these Bylaws, the Members entitled to vote and present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. Any Chapter meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members entitled to vote at the meeting.

4.1.2. Minutes of Meetings. Written minutes of every business meeting of this Chapter, recording the number of Members (including separately the number of Members entitled to vote) present at the meeting, the matters considered at the meeting and the actions taken, shall be kept by the Secretary or the Secretary's designated recorder. The minutes of each meeting shall be signed by the Secretary, published to voting membership within thirty (30) days, and shall be considered approved and thereafter filed in the Chapter's record, unless contested in writing within ten (10) days. If contested, the Secretary will review the items noted and will determine whether to incorporate or reject the changes and provide a written rationale for doing so. Minutes and the rationale, if any, will be reposted for a period of five days, and the minutes shall be considered approved and thereafter filed in the Chapter's record, unless the modification is contested in writing within ten days. Only objections to the modification will be considered during this additional ten (10) day period.

4.2. DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

4.2.1. Majority Vote. Every decision at a duly held Chapter meeting at which a quorum is present shall be by a majority vote of those Members entitled to vote and in good standing who are present and voting, unless otherwise required by law or these Bylaws.

4.2.2. 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.

4.2.3. Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter, except that any vote may be taken by mail or electronic ballot.

4.2.4. Eligibility to Vote. Only Members in good standing with the right to vote shall be entitled to vote.

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The specific voting rights associated with each category of Membership are described in Article 3 of these Bylaws.

- 4.2.5. Written or Electronic Ballot. If authorized by the Board, any vote that may be taken at a meeting of this Chapter may be taken by written or electronic 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. Any vote taken by written or electronic ballot shall be in accordance with the requirements of the California Nonprofit Corporations Law.

ARTICLE 5: THE BOARD OF DIRECTORS

5.0. COMPOSITION OF THE BOARD

- 5.0.1. Number and Qualifications. The authorized number of directors of the Chapter (the “Directors”) shall consist of eleven (11) members, including five (5) officers as described in subsection 5.0.1.1.. The Board of Directors shall be composed as follows:
- 5.0.1.1. Officers. Each of the five (5) Officers of the Chapter described in Section 6.0 of these Bylaws (President, Vice-President, Secretary, Treasurer, and Immediate Past-President) shall serve as a Director for the duration of their term of office as an Officer.
- 5.0.1.2. Directors-At-Large. There shall be five (5) Directors-At-Large elected by the Members. Each such Director shall be either an Architect Member or an Associate Member; provided that no more than two (2) of the total Directors-At-Large seats, in addition to the Associate Director seat, may be Associate Members.
- 5.0.1.3. Associate Director. The Members shall elect one (1) Associate Member to serve as the Associate Director. This shall not prevent other Associate Members from serving on the Board to the extent provided by these Bylaws.
- 5.0.2. Board Representatives. The following individuals shall serve as non-voting representatives to the Board: the Executive Director, the Executive Assistant, and, at the Board’s option, a Student Affiliate and a Professional Affiliate of the Chapter (collectively, the “Board Representatives”). Board Representatives are not Directors or members of the Board of Directors, may not make motions or vote, but may attend and speak at Board meetings, unless otherwise requested by the President or the Board. The student representative shall not sit with the Board during its executive sessions or in consideration of matters of professional conduct.

5.1. POWERS, DUTIES AND AUTHORITY OF BOARD

- 5.1.1. Powers. The business of this Chapter shall be managed by the Board of Directors, herein referred to as the Board, which shall exercise all authority, rights and powers granted to it by the laws of the State of California, by the Articles of Incorporation of this Chapter and by these Bylaws.
- 5.1.2. General Duties. The Board shall be responsible for the execution of all general policies, directions and instructions adopted at any meeting of this Chapter and shall act for and on behalf of this Chapter in all matters within its jurisdiction. The Board shall also:
- 5.1.2.1. Manage, direct, control and administer the affairs and business of this Chapter. Management includes delegation of specific duties to the administrative personnel hired for, and working on behalf of, the Chapter under the supervision of the Executive Director;
- 5.1.2.2. Establish its policies;
- 5.1.2.3. Govern its Membership;
- 5.1.2.4. Admit its Honorary Members;

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- 5.1.2.5. Recommend to the Institute admission of its Architect and Associate members;
- 5.1.2.6. Exercise all authority, rights and powers granted by the Board by the laws of California; and
- 5.1.2.7. Conduct its business as required by said laws and these Bylaws.
- 5.1.3. Specific Duties. The Board shall perform the following specific duties:
- 5.1.3.1. Rules and Regulations. The Board may establish and adopt rules and regulations to supplement the provisions of these Bylaws. These rules and regulations shall be kept current in the Policies Manual and shall remain in force and effect until modified by the Board. In the event of any inconsistency between these Bylaws and the Rules of the Board, the provisions of these Bylaws shall control.
- 5.1.3.2. Contractual Agreements. The Board shall approve all contractual agreements exceeding \$5,000 in annual value before this Chapter shall enter into them. Such approval may be delegated by the Board in specific cases to the officers, Executive Director or other staff. Ongoing agreements that do not increase in value by more than 5% annually do not require annual re-approval by the Board.
- 5.1.3.3. Administrative Personnel. The Board shall establish and determine the personnel policies and practices of the administrative office of this Chapter, including but not limited to personnel requirements, salaries and benefits, and shall provide equal opportunities to all individuals. The Executive Director is responsible for the day-to-day oversight of administrative personnel in compliance with the personnel requirements established by the Board.
- 5.1.4. 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 has been reviewed and approved by the Board. Notwithstanding the foregoing, the Executive Director, operating in accordance with the policies, directives and any applicable resolutions of the Board, may commit the Chapter to the following expenses and activities without specific Board pre-approval:
- 5.1.4.1. For items included in the Chapter's approved annual operating budget, any item that does not exceed the budgeted amount by more than 10%, or as otherwise specifically stated in the budget or in a Board resolution; and
- 5.1.4.2. For items not included in the Chapter's approved annual operating budget, any items up to and including \$2,000 per occurrence, not to exceed \$10,000 in the aggregate in each fiscal year.
- 5.1.5. Delegation of Authority. The Board, to the extent allowed in these Bylaws and the Policies Manual, may authorize someone other than the Board to perform certain of the delegable duties of the Board. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general direction of the Board, which shall be responsible therefor.
- 5.1.5.1. Executive Committee. The Board shall establish an Executive Committee of the Board, consisting of the President, Vice President, Secretary, Treasurer, and Immediate Past-President. The Executive Director may attend meetings of the Executive Committee, as requested by the President. Subject to the limitations set forth below, the Executive Committee shall have the full authority of the Board; provided that the Board may, at any time, revoke or modify any or all of the authority of the Executive Committee. The Executive Committee shall not take any action that would conflict in whole or in part with any action of the Board or any meeting of this Chapter or any rule or policy of the

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Institute. In addition, the Executive Committee shall have no authority to:

- a. Take any final action on matters which, under the California Nonprofit Corporation Law, require approval of the Voting Members or approval of a majority of all Voting Members;
- b. Fill vacancies on the Board or in any committee which has the authority of the Board;
- c. Fix compensation of the Directors for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- f. Appoint any other committee of the Board or the members of such committees;
- g. Expend corporate funds to support a nominee for Director in an election for Director; or
- h. With respect to any assets held in charitable trust, approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Corporations Code.

Minutes of each Executive Committee meeting shall be available to members of the Board within ten (10) days of the meeting. A quorum of the Executive Committee shall consist of a majority of its members.

5.1.5.2. Executive Director. The Board shall have the power to appoint an executive officer, who shall be known as the Executive Director, and who shall be employed by the Chapter and who shall report to the Board. The Executive Director shall:

- a. Be and act as the chief executive officer of this Chapter and as such shall be responsible for the general management of Chapter personnel and affairs, subject to the general direction and control of the Board and to the supervision of the officers of this Chapter;
- b. Attend meetings of the Board and its Executive Committee, unless specifically requested not to attend by the President; and
- c. Make reports to the Board on the affairs and business of this Chapter when requested by the Board.

5.2. MEETINGS OF THE BOARD

5.2.1. Meetings Required. Any one or more Directors may participate in a meeting of the Board by conference telephone, virtual meeting, or similar device that allows all persons participating in the meeting to hear one another at the same time. The Board must meet in a regular or special meeting to transact business, except that any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the action in writing, including electronic form. For purposes of the preceding sentence only, "all Directors" shall be defined in the same manner (and shall exclude the same individuals) as defined in Section 5211(b) of the California Corporations Code.

5.2.1.1. Regular Meetings. Except upon a vote of the Board, the Board shall meet a minimum of six (6) times each calendar year, with each meeting occurring at least twenty(20) days after the preceding meeting. At the beginning of each calendar year, the Board shall fix the time of its meetings, though the Board may hold regular meetings without notice at

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a time and place determined by it.

- 5.2.1.2. Organizational Meetings. The Board shall hold a regular organizational meeting following the Annual Meeting of this Chapter, and prior to the start of the next calendar year, at which time the new Board shall organize in preparation for taking over the affairs of the retiring Board.
- 5.2.1.3. Special Meetings. A special meeting of the Board shall be held if so voted by the Board or if requested in writing by a majority of the Directors, or at the call of the President. The Executive Director, or a member of the Executive Committee shall send notice of each special meeting by physical or electronic mail at least 4 days before the meeting and so that such notice is received at least three days before the date of the meeting. Such notices shall state the time, place, and the purpose of the meeting and the business to be transacted, and only the business stated in the notice shall be transacted at the special meeting. Any irregularity in or failure of notice shall invalidate the meeting or any action taken at such meeting unless this restriction is waived by the consent of every member of the Board.
- 5.2.1.4. Executive Sessions. The election of Honorary Members, the discussion of personnel matters, and other topics deemed appropriate shall be discussed in Executive Sessions. An Executive Session of the Board shall be held if so voted by a majority of the Board or at the call of the President. Attendance by those other than Directors shall be at the discretion of the President or by majority vote of the Board. Actions taken by the Board while in Executive Session shall be included in the minutes of the meeting. Minutes from Executive Sessions will be filed in sealed Chapter files when distribution is restricted for legal compliance reasons regarding personnel matters or other issues requiring confidentiality.
- 5.2.2. Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of the Board's business. If a quorum is not present, a majority of those present may adjourn the meeting from day to day or to a later date. If the meeting is adjourned for more than 24 hours, notice of the time and place of the meeting must be given to Directors not present at the adjournment.
- 5.2.3. Decision. Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless otherwise required by these Bylaws or by law. A decision may be made by the Board by non-concurrent electronic vote so long as all members of the Board have given written consent (including electronic consent), or the business to be voted on was discussed during a regular board meeting prior to the vote. The vote of a member of the Board shall be entered on the minutes upon request and whenever a roll-call is taken.
- 5.2.4. Minutes. The Secretary or its designated representative shall keep written minutes of each meeting of the Board, recording the Directors and other attendees in attendance, the matters before the meeting, and every Board action taken. Minutes shall be signed by the Secretary, distributed to the members of the Board for approval at the next meeting, and thereafter filed with the Chapter's records.
- 5.2.5. Reporting. At the end of each calendar year the Board shall present to the voting membership a full report in writing of the condition, interest, activities and accomplishments of this Chapter, including such recommendation as it deems fit and proper. It shall, if required by the Bylaws of the Institute, send a copy of each report to the Secretary of the Institute, supplementing it with reports on such matters as it deems appropriate.

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ARTICLE 6: OFFICERS AND DIRECTORS OF THE CHAPTER

6.0. OFFICERS

The Officers of the Chapter shall be the President of the Chapter, the Vice President of the Chapter, the Secretary of the Chapter, the Treasurer of the Chapter, and the Immediate Past President of the Chapter. Each Officer must be an Architect Member of the Chapter and shall also serve as a Director during the duration of their term of office as an Officer.

6.0.1. President

- 6.0.1.1. The President shall exercise general supervision of the business and affairs of this Chapter, except those placed by these Bylaws under the administration or supervision of the Secretary and the Treasurer. The President shall perform all the duties incidental to the office, those required by law and these Bylaws, and those properly delegated to the office by the Board.
- 6.0.1.2. The President shall speak on behalf of this Chapter, act as its representative, and shall commit or obligate this Chapter only as specifically authorized by these Bylaws and the Board.
- 6.0.1.3. The President shall preside at each meeting of this Chapter and of the Board and of the Executive Committee.
- 6.0.1.4. The President shall have the authority to sign 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. The President, with the Board's approval, may delegate any of these duties.
- 6.0.1.5. 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.

6.0.2. Vice President

- 6.0.2.1. The Vice President shall possess all the powers and perform all the duties of the President in the event, as determined by the Board, of the President's absence, disability, refusal or failure to act and shall perform such other duties as are properly assigned by the Board or the President.
- 6.0.2.2. The Vice President shall succeed to the office of President upon expiration of the term of the office of the President.

6.0.3. Secretary

- 6.0.3.1. The Secretary shall act as Chapter recording and corresponding secretary and as secretary of meetings of this Chapter and the Board, and shall attend all their meetings, keep minutes of the proceedings, and prepare the reports of the Board and of this Chapter.
- 6.0.3.2. The Secretary shall, in collaboration with the Executive Director, issue all notices of meetings, keep membership rolls, sign instruments and matters that require Chapter attestation or approval, except as otherwise provided in these Bylaws, keep its seal and affix it as required and perform all duties incidental to this office, those required by these Bylaws and those properly delegated to the office by the Board.
- 6.0.3.3. The Secretary shall, in collaboration with the President, have charge of all matters

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pertaining to the meetings of this Chapter and perform all other duties usual and incidental to the office.

6.0.3.4. The actual performance of these duties may be delegated. The signing of specific documents may be delegated by the Board or the President as allowed in these Bylaws.

6.0.3.5. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time as may be required to keep the records of those organizations up-to-date and complete.

6.0.4. Treasurer

6.0.4.1. The Treasurer shall act as the Chapter's fiscal manager. The Treasurer shall enforce proper accounting procedures for the handling of this Chapter's funds and review records and books of account of this Chapter quarterly and be responsible for the keeping of funds in such banks, trust companies and/or investments as are approved by the Board and for disbursement of funds from the Chapter. The Treasurer shall act as the authorizing agent for transactions involving securities, finances, and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.0.4.2. The Treasurer shall make a written annual report at the termination of each fiscal year at each annual meeting of this Chapter to the Membership of this Chapter and at all meetings of the Board and at other times when called upon by the President, setting forth the financial condition of the Chapter, including the budget and actual income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the financial welfare of this Chapter.

6.0.4.3. The Treasurer shall have the authority to sign all approved contracts and agreements involving financial commitments unless such authority has been specifically delegated to another Board member, Executive Director, or other staff.

6.0.4.4. As soon as reasonably possible after the new Treasurer takes office, the retiring Treasurer shall turn over to the new Treasurer a copy of the closing financial statement, reconciliation and most recent audit report performed by an independent qualified firm.

6.0.4.5. Delegation of Authority. The Treasurer may delegate to a member of the Executive Committee or other Chapter employee duties relating to the office.

6.0.4.6. 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.

6.0.5. Immediate Past President.

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the President and the President-Elect on an as-needed basis.

6.0.6. Officer Pro Tem. In the absence of the President and Vice President, the Secretary, and/or the Treasurer, the Board of Directors shall elect from its membership a chairman pro tem, a Secretary pro tem or a Treasurer pro tem, as the case may be. Each such officer 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..

6.1. DIRECTORS

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The Directors shall be those individuals described in Section 5.0.1 and elected in accordance with Article 5 and this Article 6.

6.2. NOMINATION OF OFFICERS AND DIRECTORS.

- 6.2.1. Nomination. Nomination of Officers and Directors may be made by the Nominating Committee or by Nomination Petitions as defined in 6.2.3.
- 6.2.2. Nominating Committee. At least 75 days prior to the Annual Meeting, the Board shall name a Nominating Committee to submit one nomination for each Officer and a slate of nominees for the remaining Directors' positions, all to be voted upon as prescribed in these Bylaws.
- 6.2.3. Nominating Petitions. Nominating petitions ("Nomination Petitions"), including self-nominations, must be in writing, must bear the signatures of no fewer than two (2) Members who are eligible to vote, and must be delivered to the Executive Director at least 20 days prior to the Annual Meeting.
- 6.2.4. Notice to Membership. The Voting Members shall be notified of the slate of nominees chosen by the Nominating Committee at least forty-five (45) days prior to the Annual Meeting. If additional nominations are made by petition, the names of all the nominees shall be published to the Voting Members at least fifteen (15) days prior to the Annual Meeting.

6.3. ELECTION OF OFFICERS AND DIRECTORS

- 6.3.1. Election. All Officers and Directors (except the President and Immediate Past President) shall be elected by the Members of the Chapter entitled to vote at the Annual Meeting in accordance with the procedures prescribed by law and set forth in these Bylaws.
- 6.3.2. Succession. The President shall assume their position by automatic succession from the position of Vice President. In the event that the Vice President is unable or unwilling to assume succession to the President's office, the President shall be nominated in accordance with Section 6.2, and elected at the Annual Meeting in accordance with the procedures prescribed by law and set forth in these Bylaws. The Immediate Past President shall assume their position by automatic succession from the position of President.
- 6.3.3. Election by Acclamation. When there is only one nominee for any office or directorship, the Secretary may be directed by the President to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the President shall declare the nominee elected by acclamation. Otherwise such voting shall be conducted in accordance with the procedure prescribed therefore by law and the provisions of Section 6.3.4.

6.3.4. BALLOTING PROCEDURES

- 6.3.3.1. The name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for the voting thereof by the meeting. Voting may be conducted by written ballot, electronic ballot, or direct mail ballot. Written balloting shall be in the charge of three (3) tellers appointed by the Secretary, who shall be Members eligible to vote or Chapter Staff, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary. Electronic ballots shall be issued by the Secretary or Executive Director and digitally tabulated results shall be provided to the Secretary
- 6.3.3.2. In the event there are more nominees for directorship than there are vacancies to be filled, those nominees receiving the greatest number of votes shall be elected.
- 6.3.3.3. In the event of a tie vote, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, a runoff election held, and the nominee receiving a majority shall be elected to the office.

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6.3.5. Declaration of Election. The Secretary shall announce to the meeting the results of all balloting and shall declare all elections official and final.

6.4. TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.4.1. Officers' Term. Each Officer's term as Officer and Director shall be one (1) year, except for Treasurer and Secretary, which shall be for two (2) years, commencing on January 1 following the Officer's election and ending on December 31 of that year or until a successor has qualified.

6.4.2. Directors' Term. The term of office for each Director (other than the Directors who are also Officers) shall be two (2) years commencing on January 1 following the Director's election and reasonable attempt shall be made so that normally the terms of office for one-half of the non-Officer Directors shall expire in any one (1) year. An Associate Director shall be entitled to complete their term of office if they obtain their professional license while serving their term.

6.4.3. Vacancies. A vacancy shall be deemed to occur by the death, removal or resignation of an Officer or Director, or in the case of a Director, whenever a Director is absent for more than fifty (50) percent of the regular Board meetings in any six (6) month period without good cause as determined by the Board. If a vacancy occurs on the Board other than on account of the regular expiration of a term of office and other than by removal of a Director by the Members, the Board by roll-call vote shall fill the vacancy for the unexpired term of office, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Section 7211 of the California Nonprofit Corporations Code, or (3) a sole remaining Director. Notwithstanding the foregoing, if a non-Officer Director is elected to serve in an Officer position during the second year of the Director's term, such Director's original two-year Director term shall be deemed vacant upon such Director taking office as an Officer (and such individual will serve a one-year term as Officer and Director in accordance with Section 6.4.1 above), and a new Director shall be nominated and elected to serve a 2-year term in accordance with Sections 6.2 and 6.3 of these Bylaws.

6.4.4. 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.

6.4.5. Removal of Officer or Director. Any or all of the Officers and Directors may be removed for or without cause by majority vote of the Members of the Chapter, or for cause (only for the reasons provided in Section 7221 of the California Nonprofit Corporations Code) by a two-thirds (2/3) vote of the Board when there is a quorum of not less than a majority at the meeting at which the vote is taken.

ARTICLE 7: DIRECTORS TO THE STATE ORGANIZATION

7.0. NOMINATION AND ELECTION OF DIRECTORS

This Chapter shall have representation in the State Organization as provided in the Bylaws of the State Organization. The President and Vice-President/President-Elect shall be representatives of this Chapter in the State Organization as Board Members. Should an alternate or alternates be required, the Board of Directors will by majority vote select the alternate(s).

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7.1. VACANCIES

Vacancies in the Chapter representation to the Board of Directors of the State Organization shall be filled by the Board of Directors, sitting as duly elected representatives of the membership at large.

7.1.1. Term of Directors. Directors to the State Organization shall serve for the term of two years, or until a successor is elected or appointed.

7.1.2. Vacancy. Should a vacancy occur during a normal term of office, the Board shall appoint a replacement Director to the State Organization.

ARTICLE 8: COMMITTEES AND COMMISSIONS

8.0. COMPOSITION

The committees, their membership, terms of office, and duties shall be as determined by the Board of Directors. The Board of Directors may assign additional duties to any committee at any time.

8.2. COMMITTEE MEMBERS

No such committee shall exercise the authority of the Board. Chairs of committees shall be elected by the members of the respective committees, and approved by the Board of Directors.

8.3. REPORTS

Every committee shall make an annual report to the Board of Directors at the close of its work, and at such other times as the Board of Directors directs.

ARTICLE 9: FINANCES

9.0. FINANCES

9.0.1. Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

9.0.2. Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the upcoming year, make annual appropriations in accordance therewith, authorize the expenditures thereof, and authorize the Treasurer to pay the authorized expenditures when due.

9.0.3. Expenditure Limitations.

9.0.3.1. General. No Member, Officer, Director, committee, commission, 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 is included in the annual budget duly authorized by the Board, or in a budget amendment authorized by the Board in a regularly scheduled meeting, or as permitted in Section 5.1.4 of these Bylaws.

9.0.3.2. The Board. The Board shall not adopt a budget, make any appropriations or authorize expenditures in any fiscal year which exceed the estimated aggregate net income plus cash reserve funds of the Chapter unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the Members. The Board may, however, enter into leases and employment contracts for terms longer than one year and may set

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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. The Board, within the aggregate total fixed for expenditures in the budget, may adjust any or all items of the budgeted expenses and change the appropriations accordingly.

9.0.3.3. Reserve Fund: The Board shall maintain a Reserve Fund, consisting of two components: an operating cash reserve fund deposited in a bank or other secured financial company (the "Cash Reserve Fund"), and an invested reserve fund (the "Invested Reserve Fund"). Management of these funds shall be described in the Board's Finance Policy.

9.0.3.4. Borrowing. In no event shall the Board borrow funds from sources other than the Invested Reserve Fund (excluding credit cards used in the normal course of the Chapter's operations) without a vote of the Chapter membership.

9.0.4. Deposits. The Executive Director, Executive Assistant, or Treasurer shall deposit all monies of this Chapter in the name of this Chapter when, as, and in the original form received, in one or more depositories approved by the Board.

9.0.5. Investment. The Board may invest any funds of this Chapter in accordance with its Finance Policy.

9.0.6. Reviews and Audits of Financial Records. When determined by the Board of Directors, the books of the Treasurer and the rolls of this Chapter shall be audited by a certified public accountant employed by the Board of Directors.

9.0.7. Fiscal Year. The fiscal year of this Chapter shall be the calendar year.

9.1. REAL AND PERSONAL PROPERTY

9.1.1. 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.

9.1.2. Real Property. In furtherance, but not in limitation of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use by purchase, lease, gift, devise, bequest, or otherwise, and may exercise all of its legal rights relative to such property and the proceeds and income therefrom, but shall not execute any chattel mortgage.

9.1.3. Personal Property. Unless the statutes otherwise require, all title to and interest in the personal property of this Chapter are vested and shall remain in this Chapter until it is dissolved and its affairs terminated. No Member, Officer or Director shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

9.1.4. Intangible Property. The privilege to use the insignia, name and other intangible property of this Chapter is a revocable right granted and conferred by these Bylaws.

9.1.5. Gifts. Only the Board shall have any right or authority to solicit, receive, take or accept any gift, bequest, or devise for on behalf of this Chapter, and it shall not accept any gift, bequest or devise if it will not promote the objectives and purpose of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

9.2. DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of the fiscal year shall be used only to further objectives of this Chapter and safeguard its future, and shall never be distributed as profits, dividends or otherwise to the Members of this Chapter.

9.3. INSTITUTE PROPERTY INTERESTS

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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.

9.4. DISSOLUTION

In the event that this Chapter is legally dissolved, there shall be no distribution of assets to the benefit of any Member. In the event of dissolution of this Chapter, all assets remaining, if any, after payment of all liabilities of this Chapter, shall be distributed to nonprofit organizations, proposed by the Board to the Chapter membership and voted upon by a majority of the Members, whose objectives parallel those of this Chapter.

ARTICLE 10: DUES AND ASSESSMENTS

10.0. ANNUAL DUES

10.0.1. Amount of Annual Dues and Admission Fees. The Board of Directors (by the concurring vote of all but one of its members present and eligible) may recommend, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of any admission fees required of affiliate members. This recommendation shall be ratified or amended by a majority vote of assigned members present at the annual business meeting before taking effect. This recommendation can, when approved by the Board, be based on modifying dues and fees according to the annual cost Consumer Price Index (C.P.I.).

10.0.2. Period of Annual Dues. Dues shall be due and payable to this Chapter on the first day of each fiscal year.

10.0.3. Allocation of First Annual Dues. If an assigned or affiliate member is admitted at any time during the first quarter of a fiscal year, the Treasurer shall allocate the entire annual dues as dues for the year of admission; if such a member is admitted during the second quarter of the fiscal year, the Treasurer shall allocate an amount equal to three-quarters of the annual dues for the year of admission; if such a member is admitted during the third quarter of the fiscal year, the Treasurer shall allocate an amount equal to one-half of the annual dues for the year of admission; and if the member is admitted during the last quarter of the fiscal year, the Treasurer shall allocate the entire annual dues as dues for the succeeding fiscal year.

10.0.4. Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter.

10.0.5. General Remission of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the total number of assigned members and affiliate members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by any class of member, or any part of any admission fee required to be paid by affiliate members.

10.0.6. Individual Remission of Annual Dues. The Board of Directors (by the concurring vote of all but one of its members) may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member in whole or in part for any year, and such remission may be made retroactive.

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10.1. ASSESSMENTS

10.1.1. Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of the Members present at a meeting, may levy an assessment on its assigned Architect Members; by the concurring vote of not less than two-thirds of the total number of its Members may levy an assessment on its Associate Members; and by the concurring vote of not less than two-thirds of the total number of its Members may levy an assessment on its Affiliate Members. The amount of the assessment on each Member, respectively, in any fiscal year, shall not exceed five (5) percent of the amount of the annual dues required to be paid by such member for that year.

10.1.2. Notice of Assessment. Notice of the intention to levy an assessment stating the amount of and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a member will be in default for nonpayment, shall be sent by mail, facsimile or electronic mail 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.

10.2. DEFAULT OF ANNUAL DUES AND ASSESSMENTS

10.2.1. Due Date for Annual Dues. Every member who has not paid the entire amount for the required annual dues for the then current fiscal year on or before March 31 shall be in default for the unpaid amount.

10.2.2. Due Date for 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.

10.2.3. Notice of Default to Member. Every member who is in default to this Chapter shall be given thirty days prior notice in writing regarding impending termination because of said default.

10.3. TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

10.3.1. Assigned Members. If an assigned member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, the Secretary or the Board of Directors shall so advise the Institute Secretary and request termination of that membership.

10.3.2. Unassigned Members and Affiliates. If an unassigned member or affiliate member is in default to this Chapter for nonpayment of dues and assessments at the end of the fiscal year, 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 thirty 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 11: GENERAL PROVISIONS

11.1. EXECUTIVE OFFICE

The executive offices of this Chapter shall be located at a place selected by the Board of Directors, with written notice mailed to all classes of membership at least 30 days prior to occupying new offices.

11.2. Chapter Executive

The administrative and executive offices of the Chapter shall be in the charge of the Chapter Executive who shall be employed by the Board of Directors and report to the Chapter President. The Chapter Executive shall be responsible for the administration of the affairs of the Chapter and such other duties as the Chapter President may assign. Specifically, the Chapter Executive shall a) Serve as assistant

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Secretary and assistant Treasurer to perform such duties as the President may delegate, b) Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Chapter President, c) Attend all meetings of the Board of Directors as an ex-officio member without vote, d) Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Chapter President.

11.3. 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, the Code of Ethics and Professional Conduct, and bestowal of Honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

11.4. 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 the said Rules of Order are applicable and insofar as they 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.

11.5. COUNSEL

The Board of Directors may obtain the written opinion of counsel before filing or joining in a complaint against a member under the Code of Ethics and Professional Conduct, on all procedures concerning all agreements, and concerning any amendments to these Bylaws, before any such actions take effect.

11.6 LIABILITY, INDEMNIFICATION AND INSURANCE

11.6.1. 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 its debts, obligations or liabilities.

11.6.2. Indemnification. To the greatest extent authorized or permitted by law and availability, this Chapter shall defend, indemnify and hold harmless any person from and against any all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Chapter or in any other capacity at the request of this Chapter; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Chapter; has discharged the duties of their position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advise of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe their conduct to be unlawful.

11.6.3. 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 12: AMENDMENTS

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12.0. AMENDMENTS TO THESE BYLAWS

12.0.1. Conformity with Institute Bylaws. Subject to applicable law, the Board shall have the power to amend these Bylaws by the affirmative vote of not less than a majority of the Board, without action by a meeting of this Chapter, as may be necessary for conformity with Institute Bylaws, if and when and as directed by the Institute.

12.0.2. Board Amendment. Subject to the Voting Members' rights under Section 12.0.3 below, the Board, by the affirmative vote of not less than two-thirds of the Board, may adopt, amend, or repeal any provisions of these Bylaws unless doing so would:

12.0.2.1. Materially and adversely affect the Voting Members' rights as to voting, dissolution, redemption, or transfer;

12.0.2.2. Increase or decrease the number of Voting Members authorized in total or for any class;

12.0.2.3. Effect an exchange, reclassification, or cancellation of all or part of the memberships of Voting Members; or

12.0.2.4. Authorize a new class of membership of members entitled to vote.

12.0.3. When Member Approval Required. Without the approval of the Voting Members, the Board may not adopt, amend, or repeal any bylaw that would:

12.0.3.1. Increase or extend the terms of Directors;

12.0.3.2. Specify or change a fixed number of Directors or the maximum or minimum number of Directors or changing from a fixed to a variable board or vice versa;

12.0.3.3. Allow any Director to hold office by designation or selection rather than by election by the Voting Members;

12.0.3.4. Permit the Board to fill vacancies occurring by removal of the Director;

12.0.3.5. Increase the quorum for members' meetings;

12.0.3.6. Repeal, restrict, create, expand, or otherwise change proxy rights;

12.0.3.7. Authorize cumulative voting; or

12.0.3.8. Adopt, amend, or repeal any other provision required by the California Nonprofit Corporations Code to be approved by the Voting Members.

12.0.4. Titling and Numbering of Bylaws. From time to time, and without further action by this Chapter, the Board or the Institute, the Secretary shall rearrange, retitle and re-number the various chapters, articles, sections and paragraphs of these Bylaws as necessary for proper reference.

12.1. APPROVAL BY THE INSTITUTE

Immediately following the adoption of a resolution amending these Bylaws by the Board, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the Institute for approval. Amendments to these Bylaws shall become effective as soon as approved by the Institute, subject to the approval of the Voting Members (if required).

ARTICLE 13. PROFESSIONAL CONDUCT AND DISCIPLINE

13.1 CODE OF ETHICS AND PROFESSIONAL CONDUCT

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- 13.1.1 Applicability of Institute Code. The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of this Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. InstituteArchitect members or associate members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.
- 13.1.2 Interpretations. Every interpretation of the Code of Ethics and Professional Conduct issued by the National Judicial Ethics Council shall be deemed to be the interpretation of this Chapter. Neither this Chapter nor any individual member, officer, director or employee has the authority to make a binding interpretation or amendment of the Code. However, this Chapter may respond to inquiries regarding the Code by furnishing written materials provided by the Institute.
- 13.1.3 Advisory Opinions. In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to the Code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Judicial Ethics Council.

13.2 ACTION ON COMPLAINTS OF UNPROFESSIONAL CONDUCT BY MEMBERS

- 13.2.1 Formal Action Prohibited. A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjusted by this Chapter, the Board of Directors or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.
- 13.2.2 Ethics Committee. The Board of Directors may establish an Ethics Committee, the membership of which shall be limited to assigned members, which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of Complaints.
- 13.2.3 Informal Settlement Prior to Filing of Complaint with the Institute. The Ethics Committee, upon receipt of a charge of unprofessional conduct against a member of this Chapter, shall advise the member making the charge of the procedures for filing a formal Complaint with the National Judicial Ethics Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the Committee. If the member wishes to seek such an informal resolution, the Ethics Committee shall advise the member against whom the charge is made, and with the consent of such member attempt to mediate the matter, either directly or through the offices of a third party.
- 13.2.4 Informal Settlement Following Filing of Complaint with the Institute. The Ethics Committee, upon receipt from the National Judicial Ethics Council of a formal Complaint against a member of this Chapter and the response thereto, may in its sole discretion extend to the parties the opportunity to seek an informal resolution of the matter through the Committee. If the parties wish to seek such an informal resolution, the Ethics Committee shall advise the Institute and attempt to mediate the matter, either directly or through the offices of a third party. In attempting informal settlement, the Ethics Committee shall comply with the Rules of Procedure of the National Judicial Ethics Council, where applicable.
- 13.2.5 Confidentiality. All inquiries made to the Ethics Committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or Complaint of unprofessional conduct

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and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

13.3 CHAPTER PARTICIPATION IN DISCIPLINARY PROCEEDINGS

- 13.3.1 Any Request that the Chapter initiate or join as Co-Complainant in a proceeding under the Code of Ethics shall be referred to the Board of Directors. The Board of Directors may, with due consideration given to the advice of counsel, file or join in the filing of a formal charge of unprofessional conduct in the name of the Chapter, against an InstituteArchitect member or Associate member.
- 13.3.2 Authority of the Board of Directors. The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.
- 13.3.3 Confidentiality. Any discussion or decision by the Board of Directors relating to an informal or formal Complaint against an InstituteArchitect member or Associate member shall occur in Executive Session, shall be and remain confidential, and shall not be announced or disclosed to the membership or the public.
- 13.3.4 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of this Chapter. At the discretion of the Board of Directors, but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.
- 13.3.5 AIA Silicon Valley Board of Directors may seek guidance from an attorney who acts in an advisory capacity in providing advice on the Standards of Professional Conduct.

CERTIFICATE

The foregoing Bylaws of AIA Silicon Valley, A Chapter of The American Institute of Architects were adopted by the membership of this Chapter effective July 1, 2022.

Bylaws of AIA Silicon Valley, A Chapter of The American Institute of Architects have been further amended on September 21, 2022 pursuant to a vote of two-thirds of the board in accordance with Section 12.0.2.

_____, AIA, Secretary

AIA Silicon Valley, A Chapter of The American Institute of Architects