

AIA Continental Europe

A Chapter of The American Institute of Architects



Chapter Bylaws (final draft)

ARTICLE 1: ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name: The name of this organization is "AIA Continental Europe, The European Chapter of The American Institute of Architects," hereafter referred to as this Chapter.

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

1.02 Objects: The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. In furtherance of Institute aims, the Chapter's objects are to organize and unite in fellowship architects and other design professionals who are active in Europe and who have personal and professional ties to the United States. The Chapter seeks to foster understanding of differences in professional practices between America and Europe; promote advantages of American training and design approaches; facilitate international recognition of American professional architectural credentials; and foster communications between the Institute and its members who work and reside in Europe.

1.03 Domain: The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The Chapter's administrative headquarters shall be in Paris, with a territory including these countries: Albania, Andorra, Austria, Belgium, Belarus, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldavia, Monaco, Netherlands, Norway, Poland, Portugal, Romania, Russia, Serbia and Montenegro, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey, Ukraine.

1.04 Organization: This Chapter is a non-profit membership organization (in French administrative terminology, an *association a but non-lucrative*) registered with the *prefecture de Paris*, the Republic of France, on 11 May 1994 (as published in the *Journal Officiel* of that same date), and chartered by the Institute on 8 February 1994.

1.05 Authority: This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA 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.

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

1.12 Agreements of Affiliation: Every affiliation must be authorized by a majority vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

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

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

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

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

1.2 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of its officers, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2: MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership: The membership of this Chapter shall consist of (a) the Architect (AIA), International Associate (Intl. Assoc. AIA), and Associate (Assoc. AIA) members of the Institute who have been assigned to the Chapter or who have been admitted to unassigned membership in this Chapter; and (b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.3.

2.02 Definitions: In these bylaws, Architect, International Associate and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to affiliates, student and honorary affiliates. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.04 Non-resident Status: Non-resident status shall be accorded to members who apply for such status and who are not permanent legal residents of a country included within this Chapter's territory. Non-resident members shall have the same rights and privileges as other members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

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

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

2.07 Resignations: Any member 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 Defined: A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

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

2.1 ASSIGNED MEMBERS

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

2.111 Rights and Privileges of Architect Members

2.1111 Title: Architect members in good standing may print or otherwise use in connection with their practice and work:

- a) the initials *AIA* as a suffix to their names and
- b) the titles *Member of the American Institute of Architects* and *Member of the Continental Europe Chapter of the American Institute of Architects*.

2.1112 Pin and Symbol: Architect members may use the gold AIA lapel pin and AIA symbol within the limitations established by the Institute.

2.1113 Privileges: Architect members have full rights and privileges, including but not limited to the following:

- a) To serve as voting members on section, chapter and other boards where applicable.
- b) To speak and vote in section, chapter, regional meetings on business matters and in elections on all issues.
- c) To be appointed as members of committees at all levels of the Institute.
- d) To serve as chapter delegates to regional and national AIA conventions.
- e) To participate in AIA benefit programs, as applicable to the Chapter domain.
- f) To serve as a national officer, national director, or component officer or director.

2.112 Associate and International Associate Members Eligibility and Privileges

2.1121 Eligibility for Associate Membership: Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership in the Institute and, consequently, in the Chapter:

- a) Those working for experience credit toward architectural licensure, or
- b) Those employed under the supervision of an architect in a professional or technical capacity related to the practice of architecture, or
- c) Those who have a professional degree in architecture, or
- d) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.1122 Eligibility for International Associate Membership: Individuals without architectural licenses from a U.S. licensing authority who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the architectural profession in the jurisdiction in which licensed shall be eligible for International Associate membership in the Institute and, consequently, in this Chapter. Such persons may be resident within or outside the U.S.

2.1123 Rights and Privileges of Associates and International Associates

2.11231 Title: Associates and International Associates in good standing may indicate that they are Associates or International Associates of The American Institute of Architects, subject to laws or regulations in licensing jurisdictions with which they must comply, and may use the title *Associate AIA*, or *International Associate AIA*, but not the initials AIA alone, as a suffix to their names.

2.11232 Pin and Symbol: Associates and International Associates in good standing may wear the silver pin but shall not be permitted to wear the gold pin nor to use the AIA symbol.

2.11233 Privileges: Associates and International Associates shall have the same rights and privileges as Architect members except as noted herein and in this section 2.1123 and together:

- a) May not hold more than two seats or one-third of the total seats, whichever number is greater, on section, chapter, or state organization boards, including the Chapter Board of Directors.
- b) May not vote on dues for Architect members.
- c) May not constitute more than one-third of any component delegation to state, regional, or national AIA conventions.
- d) Shall not be eligible to serve as a national officer, regional director, component officer, or on the National Ethics Council.

2.12 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 AIA Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.13 Reassignment: The Chapter shall not delay nor impede the transfer of any assigned member in good standing who has applied for assignment to another chapter of the Institute.

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

2.15 Termination: Assigned membership 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 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, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged.

2.2 UNASSIGNED MEMBERS

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

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

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

2.3 ALLIED AND AFFILIATE MEMBERS

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

2.32 Admission Fees: Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount determined by the Board of Directors as provided in section 3.02 of these bylaws.

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

2.34 Rights and privileges of Allied and Affiliate Members: Allied members shall have the rights and privileges specified in the Institute Bylaws. Affiliates in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or to chair a committee of this Chapter;
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

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

2.36 Student Affiliates-Qualifications: Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.37 Honorary Affiliates

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

2.372 Nomination and Admission: A person eligible for Honorary Affiliate membership may be nominated by any member 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 Affiliate member.

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

ARTICLE 3: DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues: All members except Emeritus members and Honorary Affiliate members shall pay annual dues, if any, on or before 1 March of each year.

3.02 Amount of Annual Dues and Admission Fees: The Board of Directors may fix, 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 admission fees required of allied or affiliate members.

3.03 Dues Upon Admission: A newly admitted assigned or allied or affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues For Nonresident Members: Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to section 3.02.

3.05 General Waiver 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 present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by allied or affiliate members.

3.06 Individual Waiver of Annual Dues: The Board of Directors may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

3.07 Exemptions: Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to section 3.02. Honorary Fellows of the AIA residing within the Chapter territory may receive mailings at the same fee as for Emeritus members.

3.1 ASSESSMENTS

3.11 Authority: This Chapter, by the concurring vote of a majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of a majority of the total number of its assigned members may levy an assessment on its Associate and International Associate members and/or allied or affiliate members.

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 mailed to every member not less than 15 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

3.23 Notice of Default to Member: Every member who is in default to this Chapter shall be given 15 days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

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

3.32 Unassigned Members and Allied or Affiliates: If an unassigned member or allied or affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 15 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4: CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

4.011 Delegate Selection Procedure: Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one third of the Chapter's delegation shall be International Associates or Associates. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.02 Nomination and Election of Institute Directors: This Chapter, not being part of any Regional Organization, shall have no role in nominating and electing the Institute Director(s) for any region, until such time as the Institute determines that this Chapter shall be represented on the Institute Board by a Director.

4.1 SECTIONS OF THIS CHAPTER

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

4.111 Designation of Sections: With the extended domain of this Chapter, Chapter Sections are established to better serve the Chapter members, with one Director representing each Section. Each elected Section Director, in accordance with Article 6, shall be a member of the Board of Directors, along with the elected officers.

4.112 Sections of the Chapter: The initial designation of Sections is as follows:

4.112.1: France

4.112.2: Germany

4.112.3: Italy

4.112.4: Switzerland and Liechtenstein

4.112.5 Northern Europe: Belgium, Denmark, Finland, Iceland, Ireland, Luxembourg, Netherlands, Norway, Sweden

4.112.6 Southern Europe: Albania, Cyprus, Greece, Malta, Monaco, Portugal, Spain, Turkey

4.112.7 Eastern Europe: Austria, Belarus, Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Georgia, Hungary, Latvia, Lithuania, Macedonia, Moldova, Poland, Romania, Russia, Serbia and Montenegro, Slovakia, Ukraine

4.113 Number of Sections: The Chapter Sections hereinabove named may be increased or decreased to obtain a more equitable distribution of members to the Sections. In no event shall the number of Sections exceed ten.

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

4.13 Section Dues and Assessments: Sections may levy dues and assessments on members of the Section by majority vote of a meeting of the members of the Section and with the approval of the Board of Directors.

ARTICLE 5: CHAPTER MEETINGS

5.0 ANNUAL, SCHEDULED AND SPECIAL MEETINGS

5.01 Annual Meeting: This Chapter shall hold an annual meeting in either Spring or Fall of the calendar year, for the purpose of nominating and electing the officers to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Scheduled Meetings: This Chapter shall hold scheduled meetings on at least one other occasion during the course of a single year, or shall authorize Section Directors to hold meetings on such dates, as are determined by majority vote of the Board of Directors after consultation with the Section Directors.

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

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

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

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

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

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote: Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or permitted by these bylaws. Members shall be deemed present and may vote when participating via video link-up or telephone conferencing.

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

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

5.24 Limitations on Voting Eligibility: Only assigned members in good standing may vote on elections Institute Directors and delegates to meetings of the Institute; instructions to delegates; any matters relating to membership; other matters relating to the government, meetings, affiliations, budget and finances of the Institute; or matters so designated elsewhere in these bylaws. Voting on dues and assessments for Architect members shall be limited to Architect Members.

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

ARTICLE 6: THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers: The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the elected officers and directors of this Chapter, and shall exercise all authority, rights and powers granted to it by the laws and regulations of the Republic of France pertaining to a nonprofit association (in French administrative terminology, an *association à but non-lucratif*), by the Chapter's articles of incorporation and by these bylaws.

6.011 Custodianship: The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.02 Delegation of Authority: Neither the Board of Directors nor any officer or director of this Chapter shall legate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.03 Freedom from Commitments: No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS AND APPOINTMENT OF COMMITTEE CHAIRS

6.11 Nominations: The Board of Directors may select a nominating committee, to be chaired by the Immediate Past President, to prepare and present to the members a slate or slates of candidates for offices. Nominations for each office of this Chapter about to become vacant may also be made at the annual meeting from the floor, provided the nominee is present and assents.

6.12 Elections: The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot.

6.13 Tellers: The President may appoint two tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.14 Tie Votes: In the event of a tie vote, the list of nominees for each office in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

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

6.16 Appointment of Committees: The President of the Chapter shall, with the concurrence of the Board of Directors, appoint committee chairs for a term of one year to fulfill such duties and obligations as may from time to time become necessary or desirable.

6.2 TERMS OF OFFICE OF ELECTED OFFICERS

6.21 Term: The President, First Vice President/President-elect, and the Vice President shall serve a term of one year or until a successor has qualified. The Secretary, the Treasurer and the Directors shall serve a term of two years or until a successor has qualified. The Vice President, Secretary, Treasurer, and the Directors may succeed themselves, but not to exceed four successive years in any single office.

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

6.23 Resignation: Any officer 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.

6.24 Removal of Officers: Any or all of the officers may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS AND DIRECTORS

6.31 Officers: The officers of this Chapter shall be the President, First Vice President/President-elect, Vice President, Secretary, Treasurer, and the Directors, and shall be known collectively as the Board of Directors.

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

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

6.32 A The First Vice President/President-elect: The First Vice President shall assume all the powers and 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 of Directors or by the President.

6.33 The Vice President: The Vice President shall perform the duties of the President and the First Vice President in the event of their absence, or of the disability, refusal, or failure to act of both, and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.34 The Secretary: The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and shall perform all other duties usual and incidental to the office.

6.341 Reports: The Secretary shall furnish the Institute, and the Chapter's host country government with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

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

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

6.351 Reports: The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare this Chapter.

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

6.353 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.

6.36 Officer *Pro Tern*: If any officer is absent or unable to act, the Board of Directors may elect from its membership a chairman *pro tern*, a secretary *pro tern* or a treasurer *pro tern*, 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.

6.37 Directors: Each of the Chapter Sections in Section 4.112 of these bylaws shall be represented on the Board of Directors by one Director, who shall work or reside within the geographic boundaries of the Section. Directors may be Architect, International Associate, or Associate members. However, the total number of International Associate or Associate members may not exceed one-third of the total membership of the Board of Directors.

6.371 Terms of Office: Directors shall take office on the first day of the year following their election and shall serve for two years. A Director may not serve more than two consecutive terms, except that a Director first serving an unexpired term or a term of less than two years is eligible for election to two full two-year terms, Approximately one-half of the Directors shall be elected in even years, one-half in odd-number years.

6.372 Number of Directors: The total number of Directors shall not exceed ten, with one Director representing the country or group of countries as indicated in Section 4.112 of these bylaws. The Board of Directors may regroup the countries to achieve more equal representation and adjust the number of Directors to reflect changes in Chapter membership.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.4.1 Meetings Not Required: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to the action in writing.

6.411 Scheduled Meetings: The Board of Directors may hold scheduled meetings without notice at a time and place determined by it.

6.412 Special Meetings: A special meeting of the Board of Directors shall be held if requested in writing by one-half of the members of the Board of Directors, or at the call of the President. The Secretary shall issue a written 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.

6.413 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.

6.42 Quorum and Vote: Seven members of the Board of Directors shall constitute a quorum for the transaction of its business, except that a maximum of two members may be represented by proxy, executed within two weeks of the specific meeting. Except as otherwise provided by law, the vote of a majority of the Board of Directors members present at the time of the vote shall be the act of the Board of Directors if a quorum present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.43 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 in advance of the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.5.1 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.

6.52 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.

6.6 COMMITTEES AND COMMISSIONS

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

ARTICLE 7: FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations: Prior to the beginning of every fiscal year, the Board of Directors, by the concurring vote of two-thirds of its total membership, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations:

7.021 General: No member, officer, 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 has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter. 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 at a duly called meeting of the members.

7.03 Review of Financial Records: At appropriate intervals, the Board of Directors may employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

7.04 Fiscal Year: The fiscal year of this Chapter shall coincide with the calendar year, from 1 January to 31 December.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority: In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

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

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE PROPERTY INTERESTS

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

7.4 HOST-COUNTRY ADMINISTRATIVE REGULATIONS REPORTING REQUIREMENTS

This Chapter shall conduct its financial affairs in accordance with the legal and administrative requirements pertaining to non-profit associations registered in the Republic of France, and shall meet the reporting requirements incumbent on such organizations.

ARTICLE 8: GENERAL PROVISIONS

8.0 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter, or at a location designated by the President, by any member of this Chapter in good standing, during the business hours fixed by the Board of Directors.

8.1 PARLIAMENTARY AUTHORITY

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

8.2 LIABILITY, INDEMNIFICATION AND INSURANCE

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

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

8.23 Insurance: The Board of Directors may authorize the purchase and maintenance by this Chapter such insurance on behalf of the present and former officers, 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: AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments: These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the members present, provided that notice of the proposed amendment and the meeting which it will be voted on is given to the membership not less than 15 days prior to the date of the meeting

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

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws: The Board of Directors, without action by a meeting of this Chapter, 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.

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

9.2 REPORTING TO HOST COUNTRY

9.21 Notice to Registering Entity: The Board of Directors shall notify the *Prefecture de Paris*, the host country entity with which the Chapter is registered, in the event it appears that amendments to these bylaws could materially affect the legal and administrative status of the Chapter in France.

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