



AIA NEW JERSEY

**THE NEW JERSEY SOCIETY OF ARCHITECTS;
A CHAPTER & REGION OF THE AMERICAN INSTITUTE OF ARCHITECTS**

BYLAWS

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ARTICLE 1 - ORGANIZATION

1.0 GENERAL PROVISIONS

1.0.1 Name. The name of this organization is New Jersey Society of Architects, A Chapter and Region of The American Institute of Architects, also known as AIA New Jersey and hereafter referred to as this/the Chapter.

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

1.0.2 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.0.3 Domain. The territory of this Chapter is described as follows: The State of New Jersey.

1.0.4 Organization. This Chapter is a not-for-profit membership corporation incorporated in the State of New Jersey on February 1, 1901, and chartered by the Institute.

1.0.5 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.

1.0.6 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall act to further the interests of the membership within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.1.1 Purpose of Affiliations. This Chapter may affiliate with any local 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.

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

1.1.2.1 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.

1.1.2.2 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 Executive Committee has voted to be so bound or obligated.

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

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

1.2 ENDORSEMENTS

1.2.1 General. Neither this Chapter, nor the Executive Committee, nor any Chapter committee, nor any of its officers, trustees, 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

2.0.1 Categories of Membership. The membership of this Chapter shall consist of (a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and (b) the allied and affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

2.0.2 Definitions: In these bylaws, the following terms shall apply:

2.0.2.1 Assigned Members shall be Architect and Associate members who have been assigned to this Chapter.

2.0.2.2 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.

2.0.2.3 Allied shall refer to allied members.

2.0.2.4 Affiliate shall refer to student and honorary affiliate members.

2.0.2.5 Member if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter.

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

2.0.4 Non-resident Status. Non-resident status shall be accorded to members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. 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.

2.0.5 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 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.

2.0.6 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.

2.0.7 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.

2.0.8 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, to a Section of this Chapter, or the Institute.

2.0.9 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, in a Section of this Chapter and in 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

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

2.1.2 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Executive Director shall, within 30 calendar days after the date the application was filed, make a recommendation to the Institute Secretary to accept or deny the application.

2.1.3 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.

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

2.1.5 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.

2.1.6 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

2.2.1 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.

2.2.1.1 Unassigned members admitted to this Chapter shall be obligated to pay dues and assessments equal to the dues paid by assigned members.

2.2.2 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 5.2.4 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.2.3 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 Executive Committee may terminate unassigned membership for indebtedness to the Chapter as provided in section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

2.3.1 Admission. Every application for admission to allied or affiliate membership in this Chapter shall be promptly acted upon by the Executive Director after consultation with the Chapter's Membership Committee.

2.3.2 Admission Fees. Every applicant for an allied or affiliate membership, except Honorary Affiliate members, shall pay an admission fee in an amount as provided in section 3.0.2 of these bylaws.

2.3.3 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 Executive Committee may terminate the membership of an allied or affiliate member for indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter or Institute.

2.3.4 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: (a) May serve as a member of any committee of this Chapter that does not perform any duty of the Executive Committee; (b) May attend and speak but may not make motions or vote at any meeting of this Chapter, unless currently serving as a voting member of the Board of Trustees; (c) May serve as a Trustee or committee chair, but shall not be eligible to serve as an officer of this Chapter; (d) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute, unless they are serving as a Trustee of this Chapter.

2.3.5 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, muralist, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.3.6 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.

2.3.7 Honorary Affiliates.

2.3.7.1 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.

2.3.7.2 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Executive Committee. 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 Executive Committee, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.3.7.3 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.3.4 above, Honorary Affiliate members of this Chapter 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

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

3.0.2 Amount of Annual Dues and Admission Fees. By the concurring vote of 2/3 of the voting members present and voting at the annual meeting of the Chapter, 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 may be changed. If no vote is taken or the proposed change fails to receive the minimum required votes, the dues and admission fees in effect at the time shall remain in effect. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total.

3.0.2.1 Annual Dues Adjustment. The Board shall adjust regular dues for all classes of membership and supplemental dues to provide for annual dues equal to the dues actually collected for the preceding calendar year, plus an increase or decrease computed thereon based upon the Core Consumer Price Index ("Core CPI") for the previous twelve months, not to exceed 10% per year. The proposed adjustment shall be included in an item in the consent agenda at the Annual Board meeting, and shall become effective unless rescinded by a majority vote of the Board.

3.0.3 Dues Upon Admission. A newly admitted assigned, unassigned, allied or affiliate member shall pay prorated annual dues based on the month they are admitted.

3.0.4 Dues for Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined pursuant to section 3.0.2.

3.0.5 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than two-thirds of the attending members of the Board of Trustees at a regular or special 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.

3.0.6 Individual Waiver of Annual Dues. The Executive Committee 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

3.0.6.1 Equal Distribution. After consultation with the Institute Secretary and other affected components, the Executive Committee may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.0.7 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter.

3.1 ASSESSMENTS

3.1.1 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of votes cast by members of the Board of Trustees present at a meeting, may levy an assessment on its Architect, Associate, allied and/or affiliate members. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total.

3.1.2 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 30 days prior to the Board of Trustees meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.2.1 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.

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

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

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.3.1 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.

3.3.2 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/or assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

ARTICLE 4 – CHAPTER RELATIONSHIPS TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

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

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

4.0.2 Nomination and Election of Institute Representative(s). This Chapter shall nominate and elect the Institute Representative(s) for this Chapter's region in the manner provided for in these bylaws.

4.1 REGIONAL AND STATE ORGANIZATION

4.1.1 Chapter Representation in Regional and State Organizations. Due to the unique nature of this organization, the Chapter, Region, and State Organization are the same and the Bylaws of the Chapter shall serve as the Bylaws for the Region and State organization.

4.2 SECTIONS

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

4.2.1.1 Procedure. Members in a geographic area within the territory of the Chapter may petition the Executive Committee to form a Section.

4.2.2 Mandatory Section Membership. Membership in any Section of this Chapter shall be mandatory and is required as a condition of membership in the Chapter or the Institute.

4.2.3 Section Dues and Assessments. Sections may levy dues and assessments on their members. Termination shall be made in accordance with paragraph 3.3.

ARTICLE 5 – CHAPTER MEETINGS

5.0 ANNUAL AND SPECIAL MEETINGS

5.0.1 Annual Meeting. This Chapter shall hold an annual meeting for the purpose of electing the officers of the Chapter, to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate

5.0.3 Special Meetings. A special meeting for cause of this Chapter may be called by the President, or the Executive Committee or by the Board of Trustees and shall be called by the President at the written request of 1) not less than ten percent (10%) of the total number of this Chapter's members in good standing or, 2) not less than a majority of the Presidents of the Chapter's Sections. 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

5.1.1 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 or by e-mail as provided for in sections 5.1.1.1 and 5.1.1.2, to each member entitled to vote at the meeting. Notice of a regular or special meeting shall be given not less than ten (10) days before the date fixed for the meeting. Notice of the annual meeting shall be given not less the sixty (60) days prior to the date of the meeting. Notice is sufficient if published in the Chapter newsletter and sent to members in time for them to receive it at least within the time limits stated above.

5.1.1.1 It shall be the policy of this Chapter to send meeting notices via e-mail in accordance with section 5.1.1. If a member so chooses, he/she may continue to receive mailed Chapter meeting notices by making such a request in writing to the Chapter.

5.1.1.2 The Chapter shall include a notice in all new member application packets stating that it shall be the policy to distribute Chapter meeting notices via e-mail. This notice shall also state that new members may receive mailed meeting notices by making such a request in writing to the Chapter.

5.1.2 Quorum at Meetings. At any meeting of this Chapter, one percent (1%) 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.

5.1.3 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

5.2.1 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total.

5.2.2 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.

5.2.3 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of the Chapter.

5.2.4 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: 1) Matters so designated elsewhere in these bylaws; 2) Elections of Institute Representative(s); delegates to meetings of the Institute; 3) Instructions to delegates; 4) Any matters relating to membership; 5) Voting on dues and assessments for Architect Members shall be limited to Architect Members; 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute; 7) Any vote that may be taken at a meeting of this Chapter may be taken by direct mail ballot or by e-mail ballot as provided for in sections 5.2.5 and 5.2.6 of the members of this Chapter, provided that the matters voted on have been introduced and discussed at the annual or special meeting of this Chapter.

5.2.5 It shall be the policy of this Chapter to distribute ballots via e-mail to all members, except as otherwise provided for herein. If a member so chooses, he/she may continue to receive mailed ballots by making such a request in writing to the Chapter.

5.2.6 The Chapter shall include a notice in all new member application packets stating that in the event that a ballot is to be distributed for a vote of the membership following discussion at an annual or special meeting of this Chapter, it shall be the policy to distribute such ballots via email. This notice shall also state that new members may receive mailed ballots by making such a request in writing to the Chapter. Current Members may also elect to change how they receive vote ballots at any time by making such a request in writing to the Chapter.

ARTICLE 6 – THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.0.1 Powers and Duties. There shall be an Executive Committee, which shall manage the business, funds and property of the Chapter and which shall be elected by the members each year at the annual meeting of members with the exception of the Young Architects Regional Director(s) and Regional Associates Director(s) who will be elected by the Board of Trustees. The Executive Committee shall be composed of the Officers and Regional Representative(s), Young Architects Regional Director(s) and Regional Associates Director(s) of the Chapter. The Executive Director shall serve as an ex officio member as set forth in Article 9.0. It shall have and may exercise all of the authority, rights and powers which may be delegated to it by the Board of Trustees, as well as any other powers which may be granted to it by the laws of State of New Jersey, the articles of incorporation, or these bylaws.

6.0.1.1 Custodianship. The Executive Committee shall be responsible for the day-to-day management and administration 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. The Executive Committee shall operate in a manner consistent with the direction of the Board of Trustees. Within the appropriations made therefore, the Executive Committee shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

6.0.2 Delegation of Authority. Neither the Executive Committee nor any officer, Regional Representative, Young Architects Regional Director, nor Regional Associates Director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.0.3 Freedom from Commitments. No committee, commission, officer, trustee, 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 Executive Committee.

6.1 ELECTION OF CHAPTER OFFICERS AND REGIONAL REPRESENTATIVE(S)

6.1.1 This Section shall govern the procedures for nominating and electing the officers and regional representative(s) of the Chapter.

6.1.2 Nominations Committee: The Nominations Committee shall actively identify and qualify candidates to run for election for Chapter office. The Nominations Committee shall consist of the Immediate Past President of the Chapter, who shall chair the committee, and the Past President of each of the Chapter's Sections, or their designee.

6.1.3 Nominations. Nominations for each Office and for Regional Representative(s), Young Architects Regional Director(s), and Regional Associates Director(s) of this Chapter which is about to become vacant shall be made by one of the following methods:

6.1.3(a) Announcement. For all offices, the Nominations Committee shall, by general announcement, no later than the first Tuesday in February, request individuals to submit their names for certification of eligibility for office to the Nominations Committee no later than the first Tuesday in April.

6.1.3(b) Solicitation for Candidates. Should the Nominations Committee fail to receive at least one candidate for each office about to become open, it shall actively solicit and place on the slate, qualified candidates for each office for which no candidate had been previously certified per Sections 6.1.3(a).

6.1.3(c) Open Positions. The committee shall endeavor to fill such open positions on the slate up to the distribution of ballots to the voting eligible membership.

6.1.4 Qualifications for Office

6.1.4.1 Eligibility. A nominee to be eligible to stand for the office of Chapter Secretary, Treasurer, Vice-President, President Elect or Regional Representative shall be an Assigned Architect Member in good standing of this Chapter.

6.1.4.2(a) Young Architects Regional Director(s). A nominee for Young Architects Regional Director shall be an assigned architect member in good standing of this Chapter who has been a registered architect less than 10-years.

6.1.4.2(b) Regional Associates Director(s). A nominee for Regional Associates Director shall be an assigned Associate Member in good standing with the Chapter and shall be an Associate Member at the start of their term of office.

6.1.4.3 Exclusions. Members of this Chapter or members of its Sections who are members of the New Jersey State Board of Architects shall not hold executive office or trusteeship in this Chapter during their term of office on the State Board.

6.1.5 Elections

6.1.5.1 Notice. No less than 14 days prior to the last Friday in June, ballots for Officers and Regional Representative(s) shall be sent to all eligible voters by the methods described in sections 6.1.5.1(a) and 6.1.5.1(b). The ballots shall be returned to the headquarters of the Chapter by no later than the last Friday in June of that same year. Any ballots distributed by mail in accordance with 6.1.5.1(a) and 6.1.5.1(b) shall be postmarked by no later than the last Friday in June of that same year to be deemed valid. The Regional Representative(s) and/or Director(s) shall be elected as described in section 6.1.5.3(a) through 6.1.5.3(c) of these bylaws.

6.1.5.1(a) It shall be the policy of this Chapter to distribute ballots via e-mail to all members, except as otherwise provided for herein. If a member so chooses, he/she may continue to receive mailed ballots by making such a request in writing to the Chapter. Current Members may also elect to change how they receive officer election ballots at any time by making such a request in writing to the Chapter.

6.1.5.1(b) The Chapter shall include a notice in all new member application packets stating that it shall be the policy to distribute ballots for election of Chapter Officers and Regional Representative(s) via e-mail. This notice shall also state that new members may receive mailed election ballots by making such a request in writing to the Chapter.

6.1.5.2 Determination for Officers. The nominee for an office, except Regional Representative(s), Young Architects Regional Director(s) and Regional Associates Director(s), who receives a plurality of the votes cast shall be elected.

6.1.5.3(a) Determination for Regional Representative. The winner of the office of Regional Representative must have received a vote of more than 50% of the total votes cast. If because of more than two candidates, this is not achieved, a run-off election between the top two individuals shall be held and the winner declared the Regional Representative. The special election shall be in accordance with 6.1.7.1.

6.1.5.3(b) Determination for Young Architects Regional Director(s). The winner of the office of Young Architects Regional Director(s) must have received a vote of more than 50% of the total votes cast by the Board of Trustee members present at the meeting at which the vote is taken. If because of more than two candidates, this is not achieved, a second vote shall be held between the two nominees receiving the highest number of votes on the first ballot. In the event of a tie vote, the Chapter President shall cast the deciding vote.

6.1.5.3(c) Determination for Regional Associates Director(s). The winner of the office of Regional Associates Director(s) must have received a vote of more than 50% of the total votes cast by the Board of Trustee members present at the meeting at which the vote is taken. If because of more than two candidates, this is not achieved, a second vote shall be held between the two nominees receiving the highest number of votes on the first ballot. In the event of a tie vote, the Chapter President shall cast the deciding vote.

6.1.5.4 Single Nominee for Officer. If there is only one nominee for any office or for the Regional Representative(s) and/or Director(s), the President shall call for a motion from the floor at any regular or special meeting of the Board of Trustees directing the Secretary to cast a single vote for the single nominee(s) for offices of the Chapter. Upon the approval of said motion, the Secretary shall cast said vote, whereupon the President shall declare the nominee(s) to be elected by acclamation.

6.1.6 Tellers. The President shall appoint three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary thereof.

6.1.7 Tie Votes. In the event of a tie vote, the nominees for each office and each Regional Representative (s) involved in the tie, shall be placed on a ballot and distributed to all eligible voters. The nominee receiving a majority in the runoff election shall be elected to the office.

6.1.7.1 Runoff Election Balloting Procedure: The ballots shall be distributed to all eligible voters within 14 days from the close of the succeeding election. The ballots shall be returned to the headquarters of the Chapter no later than 14 days after distribution. Any ballots distributed by mail in accordance with 6.1.5.1(a) and 6.1.5.1(b) shall be postmarked by no later than 14 days after distribution to be deemed valid. The ballots shall be counted by tellers who shall be selected and perform as described in 6.1.6.

6.1.8 Results. The current President shall announce the winners of all balloting, and shall declare all elections.

6.2 TERMS OF OFFICE OF OFFICERS AND REGIONAL REPRESENTATIVES/DIRECTORS

6.2.1 Term. Each officer, Regional Representative(s) and/or Director(s) shall serve the terms listed in Table 6.2.1.

TABLE 6.2.1

Office	Maximum Length of Term	Number of Consecutive Terms
President	1 Year	One
President-Elect	1 Year	One
Vice-President	1 Year	Two
Treasurer	2 Years	Two
Secretary	2 Years	Two
Regional Representative(s)	3 Years	One
Young Architects Reg. Director(s)	2 Years	One
Regional Associates Director(s)	2 Years	One
Immediate Past President	1 Year	One

6.2.1.1 Staggered Terms. The two (2) year terms for Secretary and Treasurer, and the Young Architects Regional Director and Regional Associates Director shall alternate with one another, so that only one of the two offices and directorships becomes vacant each year.

6.2.2 Vacancies. Each officer shall serve until a successor has qualified. If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the President shall nominate an individual to fill the unexpired term. The nominee shall be confirmed by the Board of Trustees.

6.2.3 Resignation. Any Officer, Regional Representative(s) and/or Director(s) may submit a written letter of resignation to the President or the Secretary at any time during their term of office. Unless a different time is stated in the letter of resignation the resignation shall be effective immediately. No resignation shall discharge any accrued duty or obligation of an officer or Regional Representative.

6.2.4.1 Removal of Officer or Regional Representative. Any or all the Officers and Regional Representative(s) may be removed for or without cause, by vote of the members, or for cause by a unanimous-minus-one vote of the Executive Committee members present at the meeting at which the vote is taken.

6.2.4.2 Removal of Young Architects Regional Director. Any of the Young Architects Regional Directors may be removed for or without cause, by a unanimous-minus-one vote of the Board of Trustees members present at the meeting at which the vote is taken, or for cause by a unanimous-minus-one vote of the Executive Committee members present at the meeting at which the vote is taken.

6.2.4.3 Removal of Regional Associates Director. Any of the Regional Associates Directors may be removed for or without cause, by a unanimous-minus-one vote of the Board of Trustees members present at the meeting at which the vote is taken, or for cause by a unanimous-minus-one vote of the Executive Committee members present at the meeting at which the vote is taken.

6.2.5 Definition of Term of Office. The term of office of all Officers, unless noted otherwise herein, shall commence on January 1 of the year immediately following such Officer's election and shall expire on December 31 of that same year. The term of office of the Young Architects Regional Director(s), Regional Associates Director(s), Treasurer, and Secretary shall commence on January 1 of the year immediately following such Young Architects Regional Director(s)', Regional Associates Director(s)', Treasurer's, or Secretary's election and shall expire on December 31 of the second year thereafter. The term of office of all Regional Representative shall commence on January 1 of the year immediately following such Regional Representative election and shall expire on December 31 of the third year thereafter.

6.3 OFFICERS

6.3.1 Officers. The officers of this Chapter shall be the President, President-elect, Vice-President, Treasurer, Secretary and the Immediate Past President.

6.3.2 President. The President shall a) exercise general supervision over the affairs of this Chapter, except for those matters placed by these bylaws, by the Executive Committee, or by the Board of Trustees under the administration and supervision of the Secretary and/or the Treasurer; b) preside at meetings of this Chapter and of the Executive Committee; c) appoint, with the concurrence of the Executive Committee, all committees; d) sign all contracts and agreements to which this Chapter is a

party; e) have charge of and exercise general supervision over the offices, and employees of this Chapter, and over consultants, if any, engaged by the Chapter, and f) shall perform all other duties usual and incidental to the office.

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

6.3.2.2 Succession. The President shall succeed to the office of Immediate Past President upon expiration of his/her term of office as the President.

6.3.3 President-elect. The President-elect shall possess all the powers of and perform all the duties of the President in the event of either a) the absence of the President or b) the President's disability, refusal, or failure to act. The president-elect shall also perform such other duties as are properly assigned by the Executive Committee, the Board of Trustees, or the President.

6.3.3.1 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the current President.

6.3.4 Vice-President. The Vice-President shall be appointed by the Board of Trustees as Acting President in the event of a) the absence of the President and President-Elect or b) of the President's and President's-Elect disability, refusal, or failure to act. The Vice-President shall perform such other duties as are properly assigned by the Executive Committee, the Board of Trustees or the President.

6.3.5 Secretary. The Secretary shall a) act as the recording and corresponding secretary of the Chapter and the Executive Committee, and shall attend all their meetings and keep minutes of the proceedings; b) 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; c) issue all notices of this Chapter; d) keep its membership roll; e) sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; f) keep its seal, and affix it on such instruments as require it; g) prepare the reports of the Executive Committee and this Chapter; h) in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter, and i) shall perform all other duties usual and incidental to the office.

6.3.5.1 Reports. The Secretary shall furnish the Institute, with such reports as may be required from time to time and, at least annually, shall furnish the Institute Secretary with the names and addresses of all officers (and trustees) of this Chapter and report changes in the membership as may be required to keep the records of the Institute up-to-date and complete.

6.3.5.2 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 any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.3.6 Treasurer. The Treasurer shall a) have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; b) 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; c) have custody of its securities and of its instruments and papers involving finances and financial commitments; d) conduct the correspondence relating to the office; and e) perform all duties usual and incidental to the office.

6.3.6.1 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 Executive Committee and the Board of Trustees. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.3.6.2 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.

6.3.6.3 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.

6.3.7 Immediate Past-President. The Immediate Past-President shall also be included as a voting member of the Executive Committee of the Board, as well as the Board of Trustees. The Immediate Past-President may exercise all of the authority, rights, and power to act which may be delegated to him or her by the Board of Trustees, as well as any other powers which may be granted by the articles of incorporation or these bylaws.

6.3.8 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a president pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.4 MEETINGS OF THE EXECUTIVE COMMITTEE

6.4.1 Meetings Required. All actions and business of the Executive Committee shall be conducted in a regular or special meeting.

6.4.1.1 Regular Meetings. The Executive Committee may hold regular meetings without notice at a time and place determined by it.

6.4.1.2 Special Meetings. A special meeting of the Executive Committee shall be held if requested in writing by one-third of the members of the Executive Committee, 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. Only the business stated in the call and notice shall be transacted at the special meeting.

6.4.1.3 Waiver of Notice. Either the call or 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

Executive Committee. Any irregularity in or failure of notice of a meeting of the Executive Committee shall not invalidate the meeting or any action taken.

6.4.2 Quorum and Vote. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present and voting at the time of the vote shall be the act of the Executive Committee if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.4.3 Minutes. The Secretary shall keep written minutes of each meeting of the Executive Committee, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Executive Committee for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

6.5.1 Report to Members. The Executive Committee 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.

6.5.2 Report to Institute. The Executive Committee 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, TASK FORCES AND COMMISSIONS

6.6.1 Formation and Composition. The President with the concurrence of the Board of Trustees may form, charge and set the duration for committees, task forces and commissions to carry out the work of the Chapter. The members of committees, task forces and commissions shall be appointed by the President with the concurrence of the Board of Trustees. Said committees, task forces and commissions shall exercise such authority as the Board of Trustees may delegate to them.

6.6.1.2 Standing Committees. The Chapter will have several permanent committees intended to consider all matters pertaining to a designated subject. These standing committees are as follows; a) Budget & Finance; b) Bylaws & Policies; c) Communications; d) Nominations; e) Legislative & Government Affairs; f) Programs & Events.

ARTICLE 7 – BOARD OF TRUSTEES

7.0 MEMBERS

7.0.1 Members. The Board of Trustees shall consist of the Executive Committee, plus additional trustees as stipulated hereafter, not to exceed a total of 28 members, not including ex-officio members, two-thirds of which must be Architect members.

7.0.2 Additional Trustees. The Board of Trustees shall endeavor to appoint members to the Board of Trustees as described in Articles 7.0.2.1 through 7.0.2.4

7.0.2.1 Section Representation. Sections of this Chapter shall be represented on the Board of Trustees in accordance with paragraphs 7.0.2.1.1 through 7.0.2.1.3.

7.0.2.1.1 Section President. Each Section's President shall by nature of their position, serve as a member of the Board of Trustees.

7.0.2.1.2 Section Member. Sections shall endeavor to designate, in accordance with their bylaws and/or policies, one (1) additional representative to serve as a member of the Board of Trustees

7.0.2.1.3 Section Alternates. Sections may appoint alternate Trustees to act in the event that the current designated representative(s) is(are) not able to attend a meeting. However, such Alternates must be selected by their Section and their names forwarded to this Chapter, as soon as the information is available.

7.0.2.2 At-Large Members. The Board of Trustees shall endeavor to appoint at-large members to the Board of Trustees, from the general membership, as needed to fill the required amount of at-large appointments as set forth in paragraph 7.0.1. or as described elsewhere in these bylaws.

7.0.2.3 Public Member. The Board of Trustees shall endeavor to nominate and appoint a person not otherwise eligible for membership in the Chapter as a Trustee of the Board of Trustees if, in the opinion of the Board of Trustees, their area of expertise makes them particularly suited to serve the objects of the Chapter. The Public member has the right to attend and participate at all meetings of the board, and vote on all matters, except as described in Article 5.2.4. Such person shall be granted Honorary Affiliate Membership for a period of up to three (3) years at the discretion of the Board of Trustees.

7.0.2.4 Reserved.

7.0.2.5 Ex-Officio Members. The following categories of membership in the Board of Trustees shall be ex-officio. They may participate and discuss issues brought before the board, but they may not make a motion or vote. They are not included in the maximum number of Trustees allowed by Article 7.0.1

7.0.2.5.1 Executive Director as set forth in Article 9.0 of these bylaws.

7.0.2.5.2 Deans of the Schools of Architecture within the geographic area of the Chapter.

7.0.2.5.3 Student Representatives. The President or designee of each Student Chapter established or sponsored by this Chapter may, at the pleasure of the Board of Trustees, represent their Student Chapter to the Board of Trustees as a student affiliate.

7.0.2.6 Terms. Each Trustee, serving according to paragraph 7.0.2, shall serve for one year beginning January 1 of the year immediately following such Trustee election and shall expire on December 31 of that same year. Members may serve no more than three (3) consecutive years as a Trustee. However, service on the Board of Trustees as a President of a Section shall not count against the three (3) consecutive year limit.

7.0.2.7 General Powers. The Board of Trustees is charged with creating programs/events that support and move forward the mission and goals of the Chapter in accordance with the Strategic Plan. The Board of Trustees shall gather information and provide feedback to the Executive Committee regarding issues

that are important to the Membership. The general management and control of the affairs, funds and property of the Chapter shall also be vested in the Board of Trustees. The Board of Trustees may delegate such authority, except the following: (a) The making, altering or repeal of any Bylaw; (b) The election or appointment of any Trustee or the removal of any officer or Trustee; (c) The submission to members of any action requiring the approval of members; or (d) The amendment or repeal of any resolution previously adopted by the Board of Trustees.

7.0.2.8 Vacancy. If a vacancy occurs in a Section's representation on the Board of Trustees, such vacancy shall be filled by the Section from which the Trustee was originally selected.

7.0.2.9 Resignation. Any Trustee may submit a written letter of resignation to the President or the Secretary at any time during their term of office. Unless a different time is stated in the letter of resignation, the resignation shall be effective immediately. No resignation shall discharge any accrued duty or obligation of a Trustee.

7.0.2.10 Removal of a Trustee. Any of the Trustees may be removed for or without cause, by a unanimous-minus-one vote of the Board of Trustees members present at the meeting at which the vote is taken, or for cause by a unanimous-minus-one vote of the Executive Committee members present at the meeting at which the vote is taken.

7.1 REGULAR MEETINGS OF THE BOARD OF TRUSTEES

7.1.1 Schedule. The Board of Trustees shall hold a regular organization meeting in January and subsequent regular meetings at the discretion of the Board of Trustees. The Board of Trustees shall fix the time and place of its meetings.

7.1.2 Notice. A written notice of any regular meeting shall be required.

7.2 SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

7.2.1 Call of Special Meeting. A special meeting of the Board of Trustees shall be held: (a) if so voted by it. (b) If requested in writing by a majority of its members. (c) At the call of the President or the Secretary. (d) If requested, in writing, by a majority of the Section Presidents

7.2.2 Notice. The Secretary shall issue a written call and a notice of each special meeting, stating therein the time, place and purpose of the meeting and the business to be transacted thereat. Only the business stated in the call and notice shall be transacted at the special meeting. All rules and procedures governing annual meetings shall apply. Every call or notice of a special meeting shall be served by e-mail not less than three (3) days before the date of the meeting.

7.3 QUORUM AND VOTE OF BOARD OF TRUSTEES MEETINGS

A majority of the Board of Trustees, excluding ex-officio members, shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting to a later date or proceed with discussion of matters before the Board. Except as otherwise provided by law, the vote of a majority of the Board of Trustees present and voting at the time of the vote shall be the act of the Board, if a quorum is present. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total. No voting shall be permitted without a quorum present.

7.4 DECISION OF THE BOARD OF TRUSTEES

Every decision of the Board of Trustees shall be a concurring majority vote of those present and eligible to vote unless otherwise required by these bylaws. A roll call shall be taken at the call of the presiding officer or whenever requested by one-third of the voting members present. Results shall be entered on the minutes if requested.

7.5 OFFICER PRO-TEM

The Board of Trustees shall, in the absence of the President, President-Elect, or Vice-President of this Chapter, elect a chairman pro-tem 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 of President.

7.6 MINUTES OF MEETINGS

Written minutes of every meeting of the Board of Trustees, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary of this Chapter, which shall be available for inspection in accordance with paragraph 9.1.

7.7 CUSTODIANSHIP

The Board of Trustees shall be and act as the custodian of the Properties and interests of this Chapter and may delegate such responsibilities to the Executive Committee as may be required for their day-to-day administrative and management responsibilities, except such thereof as are placed by these Bylaws in the custody or under the administration of the Treasurer and Secretary of this Chapter. The Board may and within the appropriations made therefore shall do all things required and permitted by these Bylaws to forward the objectives of this Chapter.

7.8 DELEGATION OF AUTHORITY

Neither the Board of Trustees nor any officer or trustee of this Chapter shall delegate any of their authority, rights or power conferred by statute or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws.

ARTICLE 8 – FINANCES

8.0 FINANCES

8.0.1 Review of Financial Records. The Executive Committee shall, on an annual basis, employ a firm to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members.

8.0.2 Fiscal Year. The fiscal year of this Chapter shall be a calendar year.

8.1 BUDGETS AND APPROPRIATIONS.

At the beginning of every fiscal year, the Treasurer shall present an annual budget to the Board of Trustees for their adoption. The budget shall show in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

8.2 EXPENDITURE LIMITATIONS.

8.2.1 General. No member, officer, trustee, 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 a) the Executive Committee or b) by a specific resolution at a meeting of the Chapter.

8.2.2 The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so (by two-thirds majority vote) at a duly called meeting of the Board of Trustees. The Executive Committee may, however, enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years.

8.3 REAL AND PERSONAL PROPERTY

8.3.1 Authority. To carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

8.3.2 Gifts. Only the Executive Committee 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.

8.4 DISPOSITION OF ASSETS UPON DISSOLUTION

Should the Chapter dissolve as a corporation, after paying its debts or making provision for the payment of its debts, its remaining assets shall be distributed to one or more organizations or institutions interested in or involved with architecture as determined by the Board of Trustees.

8.5 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.

8.6 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of either the Institute or any of its Sections, nor be liable for any debt or other pecuniary obligation of the Institute or its Sections. Neither the Institute nor the Sections shall have any title to or interest in the property of this Chapter, nor shall the Institute and/or the Sections be liable for any debt or other obligation of this Chapter.

ARTICLE 9 – GENERAL PROVISIONS

9.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter, at a location approved by the Board of Trustees, shall be in the charge of the Executive Director, who shall be employed by the Chapter and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall: (a) Serve as assistant Secretary and assistant Treasurer to perform such duties as the

Secretary and Treasurer may delegate; (b) Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee; (c) Attend all meetings of the Executive Committee and the Board of Trustees as a member ex officio without vote; (d) Make reports to the Executive Committee and the Board of Trustees on the affairs and business of the Chapter at their regular meetings and when requested.

9.1 RECORDS OPEN TO MEMBERS

All correspondence, the Treasurer's books of account and the Secretary's records of this Chapter including the minutes of meetings, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Executive Committee, by any member of this Chapter in good standing.

9.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Executive Committee, 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 Executive Committee.

9.3 LIABILITY, INDEMNIFICATION AND INSURANCE

9.3.1 Liability. The Chapter may, by the affirmative vote of the disinterested members of the Board of Trustees, indemnify each of its corporate agents, as defined in N.J.S.A.15a:3-4a.(1), and each such agent shall be entitled without further act on his or her part to indemnity from the Chapter for all expenses (including the amount of any judgment or reasonable settlement made with a view to the curtailment of costs of litigation) reasonably incurred by him or her in connection with or arising out of any action, proceeding, or claim in which he or she may be involved by reason of his or her being or having been an agent of the Chapter, whether or not he or she continues to be such agent at the time of incurring such expenses; provided, however, that such indemnity shall not apply with respect to any matter as to which such agent shall be finally adjudged in such action or proceeding to have been guilty of willful misfeasance in the performance of his or her duty and provided further, however, that the indemnification herein provided shall, with respect to any settlement of any such action, proceeding, or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such action, proceeding, or claim, when in the judgment of the Board of Trustees of the Chapter, such settlement and reimbursement appear to be in the best interests of the Chapter. In this connection, the Board of Trustees may rely on opinion of counsel. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each such agent, and shall be in addition to any of their rights to which any such agent may otherwise be entitled, under the law, by-law, agreement, or vote of members or of the Board of Trustees. The Board of Trustees, in its discretion, may grant such further indemnification to the Chapter's agents as may be authorized by N.J.S.A.15A:3-4.

9.3.2 Insurance. The Executive Committee shall authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, trustees, 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 10 – AMENDMENTS

10.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

10.0.1 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by a two-thirds majority of votes cast by the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total.

10.0.2 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 and voting at the meeting to amend a bylaw relating to such assigned members and the meeting at which it will be voted on is given to the membership not less than 20 days prior to the date of the meeting. For the purposes of calculating the number of votes cast, abstentions will **not** be included in the total.

10.0.3 Mail Balloting. These Bylaws may also be amended by mail ballot, provided that all eligible members are notified of the proposed changes and of the date of the meeting of the Board of Trustees at which these changes would be discussed before mail balloting. A mail ballot shall require a response from at least 10% of the assigned regular membership and a concurring vote of not less than two-thirds (2/3) of the total number of ballots returned.

10.1 AMENDMENTS BY THE BOARD OF TRUSTEES

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

10.1.2 Delegation of Authority. The Board of Trustees 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.

10.2 LEGAL REVIEW

10.2.1 Legal Review of Amendments. Before any amendment to any provision of these Bylaws made by the Board of Trustees shall become effective, the counsel of the Chapter shall approve it as being within the power of the Board of Trustees to make, in correct legal form, and legally proper.