

BYLAWS

MIDDLE PENNSYLVANIA CHAPTER, AIA

ARTICLE 1. NAME, ORGANIZATION, AND JURISDICTION

Section 1. Name

The Name of this organization is Middle Pennsylvania Chapter, The American Institute of Architects.

In these bylaws the above named Chapter is referred to as “this Chapter”; the governing board of this Chapter as the “Executive Committee”; the State Organization, Pennsylvania Society of Architects, as “the Society”; The American Institute of Architects as “the Institute”; and the Board of Directors of the Institute as “the Institute Board”.

Section 2. Object

The object of this Chapter shall be to promote and forward the objectives of the American Institute of Architects within the territory of this Chapter.

Section 3. Organization

This Chapter is a not-for-profit membership association and chartered by the Institute.

Section 4. Territory

The territory within which this Chapter shall represent and act for the Institute is that described in its Charter or otherwise prescribed by the Institute. The territory of the new Chapter will include the following thirteen Pennsylvania counties: Bedford, Blair, Cambria, Cameron, Centre, Clearfield, Clinton, Huntingdon, Lycoming, Mifflin, Potter, Tioga, and Union.

Section 5. State Organization

1. This Chapter shall have representation in the Pennsylvania Society of Architects in the manner provided for in the Society bylaws.
2. Directors. The President may be a director of the Society. At a regular meeting of this Chapter, the corporate members of this Chapter in good standing shall elect one or more directors, as may be required by the Society bylaws, to represent them in the Society for a term of three years. Directors shall be elected from full members only. The President of this Chapter shall serve as an alternate director, to serve in the absence of the elected director. Nominations and election of directors shall be made in the same manner as the officers and directors of this Chapter.
3. Duties of Directors. Directors representing this Chapter shall act for and in its behalf in all matters that may properly come before the Society.

4. Term of Directors. Each director shall serve for the term of three years, or until his successor is elected or appointed. The Executive Committee shall name the successor of a director for the unexpired term created by resignation or incapacity of any director, except that the vice president shall serve in the case of resignation or incapacity of the president.
5. Reports. This Chapter secretary shall furnish the Society with such reports as may be required from time to time. He shall at least annually furnish the Secretary of the Society with names and addresses of all members of this Chapter.
6. Dues to the Society. Each member, AIA associate member, professional affiliate or associate member of this Chapter shall pay annual dues and/or assessments levied by the Society in the amounts and at the times required by it for its support, in addition to Chapter dues. Such annual dues and/or assessments shall be paid to the Society, as prescribed by its bylaws, in accordance with statements issued by the Society.

ARTICLE 2. MEMBERSHIP

Section 1. Chapter Membership Categories

The members of this Chapter shall consist of the:

1. Members
2. Associate Members
3. Unassigned Members
4. Professional Affiliates
5. Student Affiliates

Also included in membership are Honorary Affiliates and the Members Emeritus which the Chapter may designate from time to time.

Section 2. Qualifications, Admission, Privileges, Terminations, etc.

The qualifications, admission requirements, and privileges of Members are those stated in the Institute Bylaws, current edition.

The qualifications, admission requirements, and privileges of Associate Members are those stated in the Institute Bylaws, current edition.

Termination, transfer, and readmission provisions for Members and Associate Members are those stated in the Institute Bylaws, current edition.

Section 3. Unassigned Members

1. A Member of another Chapter may become an Unassigned Member of the Chapter by written application to the Executive Committee.
2. An Unassigned Member shall have all the rights in this Chapter co-equal with assigned Members except that such member shall vote only in that member's assigned Chapter for delegates and on Institute matters.

3. If the Institute membership of an Unassigned Member is terminated, then such member's Chapter membership also terminates. Resignations must be in writing.

Section 4. Member Emeritus

The qualifications, requirements, and privileges of Members Emeritus are those stated in the Institute Bylaws, current edition.

ARTICLE 3. AFFILIATES

Section 1. Professional and Student

The affiliate members with limited status and privileges may be grouped into the following classes according to interests, rights, and privileges:

1. Professional Affiliates
2. Student Affiliates

A basic requirement for affiliate membership is that the application must have legal residence, principal place of business, or attend school, within the territory of the Chapter.

Section 2. Qualifications for Affiliates

1. Professional Affiliates are non-architects who meet the criteria established for such category as stated in the Institute Bylaws, current edition.
2. Student Affiliates are undergraduate or post-graduate students of architectural schools or secondary school students, within the territory of the Chapter, or as otherwise defined by the Institute Bylaws, current edition.

Section 3. Application for Affiliate Status

Application for admission to Affiliateship in the Chapter shall be made to the Executive Committee on Institute forms, properly executed. Every application shall be acted upon promptly by the Executive Committee in accordance with its established rules of procedure.

Section 4. Termination

1. Affiliateship shall be terminated by death, resignation, non-payment of dues, or for other reasons which may be determined by the Executive Committee.
2. When a Student Affiliate completes collegiate training and becomes employed in the profession of architecture, such person shall be transferred to the Chapter where that person has residence and/or business and to the Associate Member classification.

Section 5. Privileges of Professional Affiliates

Professional Affiliates in good standing:

1. May serve, except as chairperson, on any Committee of the Chapter; but they may not make motions or vote.
2. May not make motions, vote, hold Chapter office, print or permit to be printed or in any way use the name, title, initials, seal, symbol, or insignia of the Chapter or of the Institute.

Section 6. Privileges of Student Affiliates

1. While in good standing, a student affiliate may serve on any committee that is concerned exclusively with student affiliate affairs, and he may speak at any meeting of this Chapter, but shall not make any motions nor vote thereat, nor hold any office.
2. A student affiliate shall not print or permit to be printed or otherwise use in any manner or for any purpose the name, title, initials, seal, symbol, or insignia of this Chapter or of the Institute. Violation of the provisions of this paragraph shall make a student affiliate's membership subject to suspension or termination.

ARTICLE 4. HONORARY AFFILIATESHIP

Section 1. Qualifications for Honorary Affiliateship

A person of esteemed character who has rendered the profession of architecture signal and valuable service within the territory of this Chapter and has conspicuously upheld its aims, but is not eligible for membership or associateship in this Chapter or any other Chapter of the Institute, may be admitted to it as an Honorary Affiliate.

Section 2. Nomination and Admission to Honorary Affiliateship

1. A person eligible for honorary affiliateship may be nominated therefore by any member of the Executive Committee. The nomination must be in writing over the signature of the nominator and state the name of the nominee, his biography, a history of his attainments, his qualifications for the honor, and the reasons for the nomination.
2. The Executive Committee, at any of its regular meetings held more than two months after the nomination of a person for honorary affiliateship, may admit such person as an Honorary Affiliate by the concurring roll call vote of three-fourths of its entire membership.

Not more than one honorary affiliate shall be elected in any one calendar year.

3. All nominations for honorary affiliateship and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor.

4. When the Executive Committee has elected a person to honorary affiliateship, it shall ascertain his willingness to accept the honor. If he accepts, the Executive Committee shall request him to be present at the next annual meeting of his Chapter for the presentation of the honor.
5. At the annual meeting, the secretary shall announce the election of the honorary affiliate and read the citation of his achievements, and the president shall admit him as an honorary affiliate and present him the Certificate of Honorary Affiliateship. If the honorary affiliate is unable to attend the meeting, then the presentation may be postponed until a later meeting at which the honorary affiliateship can be present, or the election may be announced and the citation read by the secretary and the certificate presented in absentia by the president.

Section 3. Membership Certificates

When a person is made an honorary affiliate, the secretary shall issue to him a Certificate of Honorary Affiliateship. Such certificate shall be signed by the president and the secretary and shall state on its face the name of the honorary associate, the date of his admission, the reasons therefore, and such other matters as the Executive Committee prescribes from time to time.

Section 4. Rights and Privileges of Honorary Affiliateship

1. An honorary associate shall not pay any admission fee or annual dues to this Chapter nor be subject to any assessment levied by it, nor have any interest in its property or liabilities.
2. He may attend any meeting of this Chapter and, on invitation of the presiding officer, may speak and take part in the discussions thereat on all matters except those relating to the Institute, but he may not make motions nor vote thereat, nor hold any office or directorship in this Chapter, nor serve on any of its committees except as advisor, nor act as its representative or agent.
3. He shall have the right to use the title "Honorary Affiliate of The Middle Pennsylvania Chapter, AIA", which title he shall not change by further abbreviation, amplification, or otherwise, but he shall not use the initials AIA nor the phrase "The American Institute of Architects" alone or otherwise except as prescribed above, nor the symbol, seal, or insignia of the Institute or this Chapter.

Section 5. Termination of Honorary Affiliateship

The Executive Committee, by the affirmative roll call vote of its entire membership, may terminate any honorary affiliateship in this Chapter and strike the name of the honorary affiliate from the records for any reason it deems sufficient, provided it has offered him an opportunity to be heard in the matter.

ARTICLE 5. MEMBER DELEGATES TO INSTITUTE MEETINGS

The assigned members of this Chapter in good standing shall elect member delegates to represent them at meetings of the Institute in the manner prescribed in the Bylaws of the Institute or Rules of the Institute Board.

ARTICLE 6. MEETINGS

Section 1. Regular Meetings

1. Annual Meeting. This Chapter shall hold an annual meeting during the month of November, whereat the officers to succeed those whose terms of office are about to expire shall be nominated and elected.
2. Regular Meetings. This Chapter shall hold a regular meeting during each quarter of the year.
3. Executive Committee. The date, place, and time of the annual meeting and regular meetings shall be fixed by the Executive Committee.

Section 2. Special Meetings

1. A special meeting shall be held if a call for such a meeting, stating its purpose, is voted by a meeting of this Chapter, or by the concurring roll call vote of not less than two-thirds of the entire membership of the Executive Committee, or by a written petition to the Executive Committee signed by not less than 25 percent of the total number of members of this Chapter then in good standing. In the latter event, the Executive Committee shall call the special meeting for the purposes set out in the petition within 30 days after receiving same.
2. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for a regular meeting.

Section 3. Notices and Calls of Meetings

Written notice of each meeting of this Chapter, stating the time and place thereof, shall be served by the secretary on every member, associate member, professional affiliate, and student affiliate by mailing it to his address on file with the secretary. The notice of each regular meeting, and the call and notice of each special meeting, shall be served at least ten calendar days before the date fixed for the meeting, unless a longer notice shall be required by law, and the time of serving shall be deemed to be the date on which the notice, or the call and notice, was mailed.

Section 4. Quorums at Meetings

A quorum shall be necessary for the transaction of any business at a meeting of this Chapter. Unless the statutes or these bylaws requires otherwise, a quorum shall be 12% of the total number of the assigned members of this Chapter, or three such members, whichever is greater.

Section 5. Decisions at Meetings – Definition of “Institute Affairs”

1. Every decision at a meeting shall be by a majority vote unless otherwise required by these bylaws.

2. A roll call vote shall be taken whenever these bylaws require or whenever a majority of the meeting shall so vote.
3. Unless the laws of the state otherwise require, there shall be no voting by proxy at a meeting of this Chapter, nor shall any vote be taken by letter ballot unless specifically permitted by the bylaws.

Section 6. Election of Officers

1. The officers shall be elected at the annual meeting.
2. Nominations for each office may be made at the annual meeting from the floor. In addition, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the Executive Committee may appoint a nominating committee to prepare a slate of officers.
3. If there is only one nominee for any office or directorship, the secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the president shall declare him to be elected by acclamation. Otherwise, the name of each nominee for such office and each directorship shall be placed by the secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedures prescribed therefore by law and the provisions of Section 7 of this Article.

Section 7. Balloting Procedures

1. Balloting shall be in charge of three tellers appointed by the president, 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.
2. The president shall announce to the meeting the results of all balloting, and shall declare all elections.
3. The nominee for an office or directorship who receives a plurality of the ballots cast shall be elected thereto.

Section 8. Minutes of Meetings

The secretary shall cause written minutes of every meeting of this Chapter to be kept in the Book of Minutes of the Chapter and all reports and other matters presented to the meeting shall be attached to the minutes as a part thereof. Each of the minutes shall be signed by the secretary of the meeting and approved at a meeting of this Chapter.

ARTICLE 7. THE EXECUTIVE COMMITTEE

Section 1. Governing Body

The affairs of this Chapter shall be conducted by a governing board called the Executive Committee.

Section 2. Membership of the Executive Committee

The Executive Committee shall consist of the four officers, the immediate past president, and the Society Directors of this Chapter.

Section 3. Terms of Office of Executive Committee

1. The term of office of each member of the Executive Committee shall be one calendar year, concurrent with his term as an officer or Society Director.
2. Vacancies. 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 Executive Committee, by roll call vote, shall fill the vacancy for the unexpired term of office or Society Directorship.

Section 4. Meetings of the Executive Committee Required

The Executive Committee must actually meet in regular or special meeting in order to transact business.

Section 5. Regular Meetings of the Executive Committee

1. The Executive Committee shall hold a regular organization meeting within thirty days after the adjournment of each annual meeting of this Chapter, at which the committee shall organize and take over the affairs of the retiring committee. It shall also hold a regular meeting immediately prior to the opening of each annual meeting and one regular meeting prior to each regular or special meeting of this Chapter.
2. The Committee shall fix the time and place of its meetings.
3. A written notice of any regular meeting other than the organization meeting shall not be required.

Section 6. Special Meetings

1. A special meeting of the Executive Committee shall be held if so voted by it, or if requested in writing by a majority of the members of the said Committee, or at the call of the president.
2. The secretary shall issue a written call and a notice of each special meeting, stating therein and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting; provided, however, that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee.

Section 7. Service of Notice of Meetings

Every call or notice of an organization meeting or special meeting shall be served not less than three days before the date fixed for the meeting but any irregularity in or failure of notice of the organization meeting of the Executive Committee shall not invalidate the meeting or any action taken thereat.

Section 8. Quorum of Executive Committee Meetings

Four members of the Executive Committee shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

Section 9. Decisions of Executive Committee

Every decision of the Executive Committee shall be by a concurring majority vote, unless otherwise required by these bylaws or by law. The vote of a member of the Executive Committee shall be entered on the minutes at his request, and whenever a roll call is taken.

Section 10. Officer Pro Tem

In the absence of the president and vice president, the secretary or the treasurer, the Executive Committee shall elect from its membership a chairman pro tem, a secretary pro tem, or a treasurer pro tem, as the case may be. Each thereof shall serve until the regularly elected office is able to act, and during such period shall perform the duties and exercise the power and authority of the officer.

Section 11. Minutes

Written minutes of every meeting of the Executive Committee, setting out the members in attendance, the matters before the meeting, and every action taken thereat, shall be kept by the secretary in the Book of Minutes of this Chapter. Each said minutes shall be signed by the secretary of the meeting and be approved by the Executive Committee. A copy of each of said minutes shall be sent to the Secretary of the Institute and a copy of the region's Director within 30 days after the day on which the meeting was held.

Section 12. Reports of the Executive Committee

The Executive Committee shall render a full report in writing to each annual meeting of this Chapter, of the condition, interest, activities, and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper. The Executive Committee shall prepare and forward reports to the Institute in the manner and form as may be requested by it.

Section 13. Custodianship

The Executive Committee shall be and act as the custodian of the properties and interests of this Chapter except such thereof as are placed by these bylaws in the custody or under the administration of treasurer, and within the appropriations made therefore shall do all things required and permitted by these bylaws to forward the objects of the Chapter.

Section 14. Nominations for Director of Region

Whenever the officer of directorship for the region within which this Chapter is located is about to become vacant, the Society shall select a nominee or nominees for the office in

accordance with the Institute bylaws and transmit the nominations to the Secretary of the Institute for presentation to the Institute Convention as provided in the Institute bylaws.

Section 15. Delegation of Authority

Neither the Executive Committee nor any director of this Chapter shall delegate any of its or his authority, rights or power conferred by statute or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws.

ARTICLE 8. THE OFFICERS

Section 1. Titles

The officers of this Chapter shall be the president; the vice president who shall also be designated as president elect, the secretary, and the treasurer.

Section 2. The President

1. The president shall be the administrative head of this Chapter. He shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the secretary and treasurer, and shall preside at meetings of this Chapter and of the Executive Committee. He shall sign all contracts and agreements whereof this Chapter is a party and perform all other duties usual and incidental to his office.
2. The president shall act as spokesman of this Chapter and as its representative at meetings with other organizations and committees unless some other member is delegated so to act in any instance by him or the Executive Committee. A pronouncement shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Executive Committee.

Section 3. The Vice President

The vice president (president elect) shall possess all the powers and perform all the duties of the president in the event of the absence of the president or of his disability, refusal, or failure to act, and he shall perform such other duties as are properly assigned to him by the Executive Committee.

Section 4. The Secretary

1. The secretary shall be an administrative officer of this Chapter. He shall act as its recording and its corresponding secretary and as secretary of meetings of this Chapter and of the Executive Committee. He shall have custody of and shall safeguard and keep in good order all property of this Chapter, except such thereof that is placed under the charge of the treasurer. He shall issue all notices of this Chapter; keeps its membership rolls; have charge and exercise general oversight of the offices and employees of this Chapter; sign all instruments and matters that require the attest or approval of this Chapter, except as otherwise provided in these bylaws; keeps its seal, and affix it on such instruments as require it; prepare the reports of the Executive Committee and this Chapter; in collaboration with the president, have charge of all

matters pertaining to the meetings of this Chapter, and perform all duties usual and incidental to his office.

2. The secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all of his duties as recording or as corresponding secretary, but he shall not delegate his responsibility for the property of this Chapter, or the making of any attestation or certificate required to be given by him, or the signing of any document requiring his signature.

Section 5. The Treasurer

1. The treasurer shall be an administrative officer of this Chapter. He shall have charge and shall exercise general supervision of its financial affairs and keep the records and books of account thereof. He shall prepare the budgets, collect amounts due this Chapter, and receipt for and have the custody of its funds and monies and make all disbursements thereof. He shall have custody of its securities and of its instruments and papers involving finances and financial commitments. He shall conduct the correspondence relating to his office and perform all duties usual and incidental to his office.
2. 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. Each of said reports shall set forth the financial condition of this Chapter, the state of its budget and appropriations at the date of the report, 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.
3. The treasurer shall not authorize any person to sign any order, statement, agreement, check, or other financial instrument of this Chapter that requires his signature, unless such delegation is expressly permitted in these bylaws.
4. When a new treasurer takes office, the retiring treasurer shall turn over to his successor a copy of the closing financial statement and audit of the treasury, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Chapter that are in his custody and possession. The incoming treasurer shall check the same, and if found correct, shall give to the retiring treasurer his receipt therefore and a complete release of the retiring treasurer from any liability from thereafter with respect thereto.
5. The treasurer, personally, shall not be 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 of his acts performed in good faith in conducting the usual business of his office.

Section 6. Terms of Office of Officers

1. The term of office for each officer shall be one year commencing immediately following the annual meeting.
2. If a vacancy occurs in any office, other than on account of expiration of office, the Executive Committee, by roll call vote, shall fill the vacancy for the unexpired term.

ARTICLE 9. DUES, FEES, ASSESSMENTS, AND FINANCES

Section 1. Chapter Annual Dues

1. Liability for Dues. All members, associate members, professional affiliates, and student affiliates liable for annual dues can be assessed in accordance with this Article.
2. Amounts of Annual Dues. The Executive Committee, by the concurring vote of all but one of the entire membership, may fix, before the end of any fiscal year, any annual dues to be paid by members, associate members, professional affiliates, and student affiliates, for the immediately succeeding fiscal year, but in no case shall the annual dues of a member, associate members, professional affiliates, be less than \$15.00, nor the annual dues of a student affiliate be less than \$1.00.
3. Period of Annual Dues. Every annual due shall be for the period of the fiscal year of this Chapter and shall be due and payable on the first day of each such fiscal year.
4. Proration of First Annual Dues. If a member, associate member, professional affiliate, or student affiliate is admitted at any time during the fiscal year, the treasurer shall prorate the annual dues for the year of admission.
5. Individual Exemption from Payment of Dues. A member of this Chapter who is exempted from the payment of dues to the Institute by retirement shall be exempted from the payment thereafter of annual dues to this Chapter.
6. General Remission of Annual Dues. This Chapter, by the concurring vote of not less than two-thirds of the total number of its members present at a meeting may remit for any fiscal year any part or all of the annual dues required to be paid by members, associate members, professional affiliates, or student affiliates.
7. Individual Remission of Annual Dues. The Executive Committee, by the concurring vote of all but one of its members may, in exceptional instances and under exceptional circumstances and for what it deems adequate cause, remit the annual dues of any member, associate members, professional affiliates, or student affiliates in whole or in part for any year, and such remission may be made retroactive.
8. Members absent from the United States for a period of not less than 18 months, and who have made application for and received Non-Resident status in accordance with the current Institute Bylaws, shall be required to pay only 25% of the proper dues for their category for the duration of time they remain in Non-Resident status.

Section 2. Assessments

1. This Chapter, by the concurring vote of two-thirds of the total number of members, associate members, professional affiliates, present at the meeting, may levy an assessment on its members, associate members, professional affiliates, and student affiliates. Such an assessment on the members shall be alike and equal for each thereof; on the affiliate members alike and equal for each thereof; on the student affiliates alike and equal for each thereof; and the amount of the assessment on each member, associate member, professional affiliate, and student affiliate respectively,

in any fiscal year, shall not exceed the amount of the annual dues required to be paid by him for that year.

2. Notice of the intention to levy an assessment, stating the amount thereof, the reasons and necessity therefore, when it shall be payable and the time within which it must be paid before a member, associate member, professional affiliates, and student affiliates will be in default for non-payment thereof, shall be mailed to every member, associate member, professional affiliate, and student affiliate not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

Section 3. Default of Annual Dues and Assessments

1. Every member, associate member, professional affiliate, and student affiliate who has not paid the entire amount of his required annual dues for the then current fiscal year within six months of the date they became due and payable shall be in default for the unpaid amount.
2. Every member, associate member, professional affiliate, and student affiliate who has not paid the entire amount of an assessment on or before the date fixed for said payment shall be in default for the unpaid amount.
3. Notice of Default to The Institute. At the end of the first six months' period of each fiscal year, at the end of each fiscal year, and at such other times as the Secretary of the Institute requests, the Society shall send to the Secretary of the Institute a list of all members in default to this Chapter with the amount of each default, and, when any such default is cured, the Society shall immediately notify the Secretary of the Institute.

Section 4. Termination for Default

1. Every member of the Chapter and the Society who is in default for any amount of unpaid dues shall be given a final notice in writing by the Society of the amount of his default and the impending termination of his membership. The Chapter shall not be required to give notice to any member, unless such member be in a classification other than those classifications which are also automatically members of the Society, in which case it shall be duty of the Chapter to give final notice.
2. The Chapter will give assigned members who are in default notice prior to advising the Institute.
3. Every member or associate member who has been given final notice and remains in default shall have his membership request terminated by the Society giving notice to the Institute. Only the Institute shall terminate members or associate membership.
4. Every unassigned member, associate membership, or professional affiliate who has been given final notice and remains in default shall have his membership request terminate by the Society giving notice to the Chapter.
5. The Chapter shall terminate any member of any classification in the Chapter other than members, not less than thirty days following final notice, the member having

taken no action to make payment, and not later than the close of the last day of the fiscal year in which the default occurred. A member so terminated shall be dropped from the roster and, where applicable, the Society shall be so notified.

Section 5. Budgets and Appropriations

Prior to the beginning of every fiscal year, the Executive Committee, 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 at least the immediately-succeeding year, make annual appropriations in accordance therewith, authorize the expenditure thereof, and authorize the treasurer to pay the authorized expenditures when due.

Section 6. Audits

Whenever a new treasurer is elected, and at such other times as the Executive Committee shall make the appropriations therefore, the books of the treasurer and the rolls of this Chapter shall be audited by a competent accountant employed by the Executive Committee, and copies thereof shall be filed with the Treasurer, with the Executive Committee, and with the Secretary of the Institute.

Section 7. Fiscal Year

The fiscal year of this Chapter shall be from January 1 to December 31.

ARTICLE 10. PROPERTY, RIGHTS, AND PRIVILEGES

Section 1. Acquisition of Property

1. In furtherance of carrying on its affairs and exercising its powers, this Chapter may take and acquire real property and personal property for its own use but shall not execute any chattel mortgage.
2. Only the Executive Committee shall have any right or authority to solicit, receive, take, or accept any gift, bequest or devise for or on behalf of this Chapter, and it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Chapter, or if it and its administration will place an undue financial or other burden on this Chapter.

Section 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, associate members, professional affiliates, or student affiliates of this Chapter.

Section 3. Suspension of Interests, Rights, and Privileges – Good Standing Defined

A member is not in good standing in this Chapter if and while in default to either this Chapter or the Institute or under suspension by the Institute, and a professional affiliate, or student affiliate is not in good standing if and while in default to it or under suspension by it.

ARTICLE 11. COMMISSIONS

1. Commissions shall be established to act as supervisory and liaison agents for the Executive Committee on the Committees of this Chapter.
2. Each commission shall consist of not more than three members, appointed by the president of this Chapter, one of whom shall be a member of the Executive Committee, provided that such member of the Executive Committee need not serve as chairman of the commission unless so appointed by the president of this Chapter.
3. The term of office of the members of a commission shall coincide with the term of the president of this Chapter who appointed them.
4. The type of commissions shall be similar in title and functions to those of the national commissions of the Institute.
5. The commissions shall have jurisdiction over the Committees relating to that commission's scope and as directed by the President of the Chapter.

ARTICLE 12. COMMITTEES

Section 1. Classes of Committees

1. Chapter committees may be established to perform service for this Chapter.
2. Chapter committees may consist of Standing Committees, established in these bylaws, and Special Committees, established by either the Executive Committee or meetings of this Chapter.
3. Every special committee shall expire at the adjournment of the annual meeting of this Chapter, but any thereof may be recreated.

Section 2. Chapter Committee Members

1. The members and the chairman of every standing committee shall be elected by the Executive Committee, and the members and the chairman of every special committee shall be appointed by the president.
2. The term of office of each member of each standing committee shall be such that not more than one-third of the total membership of the committee normally shall expire in any one year.
3. The expiring terms of office shall expire at the adjournment of the annual meeting of this Chapter; provided, however, that a member of a standing committee whose term has expired shall serve until his successor has accepted his committee membership.

Section 3. The Standing Committees

1. This Chapter shall establish two types of Standing Committees both of which shall cooperate with the appropriate national commission of the Institute.
2. The first type of Standing Committee is one which serves the special needs of this Chapter and cooperates with similar committees of the State Society.
3. The second type of Standing Committee is one which is equivalent to those state society or regional or national committees with similar titles and duties. These Standing Committees shall work through the regional committees of the same name with the National Committees in forwarding the programs of the respective committees and may include committees on research, student affairs, special aspects of building design, exhibitions, etc.
4. Each committee shall consist of at least three members of which one shall be an assigned member.

Section 4. Committee Reports

Every committee shall make an annual report to the Executive Committee or at the close of its work. These committee reports shall be maintained in the Chapter Information Bank.

ARTICLE 13. ARCHITECTURAL PRACTICE

Article 13 is deleted in its entirety.

ARTICLE 14. AWARDS OF HONOR

This Chapter, from time to time, as funds or other means become available therefore, may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Chapter. Each award shall be bestowed for and in behalf of this Chapter by the concurring vote of all but one of the Executive Committee, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an engrossed certificate, a scholarship, or otherwise, as the Executive Committee shall determine or the deed of gift shall fix.

ARTICLE 15. AFFILIATIONS

Section 1. Affiliations with Organizations

Other than the membership classifications of professional affiliate, student affiliate and honorary affiliate as defined heretofore, this Chapter shall not form nor enter into any affiliation with any individual, but it may affiliate with any local professional or civic organization or 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 prompted by such affiliation.

Section 2. Agreements of Affiliates

Every affiliation must be authorized by the concurring roll call vote of not less than two-thirds of the entire Executive Committee and shall be evidenced by a written agreement duly executed by the Executive Committee and the affiliated organization; provided that the Executive Committee, by a like vote, may collaborate with one or more organizations for any emergency purpose to forward or maintain the objects or standing of this Chapter without such written agreement if said collaboration does not extend longer than one year.

Section 3. Conditions of Affiliation

1. Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the period thereof, the objects of the affiliate, and the nature of its organization, membership, government, and operations.
2. It shall be a condition of every affiliation that the affiliate shall not have any voice in the affairs of this Chapter and that it shall not and cannot bind or obligate this Chapter to any policy in any manner by pronouncement or otherwise, unless the Executive Committee has duly and specifically voted to be so bound or obligated.
3. Every affiliation must be cancelable by the Executive Committee by the concurring roll call vote of not less than two-thirds of its entire memberships but the Executive Committee must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be written into the agreement.
4. An affiliation may be made for a period of not to exceed three calendar years, but thereafter such affiliation may extend from year to year until terminated by either party.

Section 4. Privileges of Affiliates

1. The representative of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter and may speak thereat on invitation of the presiding officer.
2. An organization affiliated with this Chapter, but not a collaborating organization as specified in Section 2 of this Article, may use and print the phrase "Affiliated with the Middle Pennsylvania Chapter, The American Institute of Architects", as a suffix to the name of the affiliated organization. Any abbreviation of such phrase or any use of such title by any individual member, associate, or affiliate of the affiliated organization, or by any person, firm, association, or corporation connected therewith, shall make the agreement of affiliation cancelable forthwith.

ARTICLE 16. GENERAL PROVISIONS

Section 1. Action on Application for Membership in the Institute

1. Whenever an application for membership in the Institute and assignment to this Chapter is filed with this Chapter, the Executive Committee shall examine the application at the first Executive Committee meeting after the date the application was filed with it and either act on the application or determine what additional investigation shall be made of the qualifications of the applicant.
2. Immediately following any determination, the secretary of the Executive Committee shall commence such investigation requesting references, reports, etc., as shall be necessary and the secretary shall keep a record of such investigation.
3. At the next regular meeting of the Executive Committee after the receipt of such additional references, reports, etc., the Executive Committee shall act on the application.
4. Admission to membership, and the Chapter's recommendation concerning membership, will be based on each applicant's eligibility under the Institute Bylaws. A recommendation for disapproval will be based on an applicant's ineligibility, and the decision of the Executive Committee will be based on documentable evidence.
5. If the application is approved by a majority vote of the entire Executive Committee, it shall be submitted at the next meeting of the Chapter members for approval.
6. If the application is approved by a majority of eligible members present, the application shall be sent to the Secretary of the Institute for disposition.

Section 2. Resignations

A member, associate member, professional affiliate, or student affiliate may resign if they are in good standing.

Section 3. Action on Applications for Unassigned Membership in this Chapter, for Transfer of Membership to this Chapter, or for Assignment to this Chapter

Action on applications for unassigned membership in this Chapter, for Transfer of Membership to this Chapter, or for Assignment to this Chapter, whenever an application of request for (1) unassigned membership in this Chapter, (2) transfer of membership to this Chapter, or (3) assignment to this Chapter, shall be received by the Chapter, in accordance with the Institute bylaws, the applicant shall complete a special application form which shall be processed in accordance with Section 1 of this Article.

Section 4. Limitation of Chapter Actions

No action of this Chapter, the Executive Committee, any chapter committee, or any officer or director shall directly or indirectly nullify or contravene any act or policy of the Institute.

Section 5. Endorsements

Neither this Chapter, the Executive Committee, any chapter committee, or any of its officers, directors, committee members, or employees, in their respective official capacities, shall approve, sponsor, endorse, recommend, warrant or vouch for, either directly or indirectly, any enterprise, whether public or private, operated for profit, or any material, facility, product, or device made, sold or used in or for the construction or erection of buildings, or any method or manner of handling, using, distributing, or dealing in any such material, facility, product, or device.

Section 6. Publications

The Executive Committee may prepare, edit, publish, print, sell, or otherwise distribute any document, book, data, information, or other literature concerning any matter that will tend to promote the objects of this Chapter. The publication of official chapter notices in any official bulletin of communication with the members, AIA associates, professional associates, associates, and student associates, shall satisfy the requirements of law and of these bylaws regarding publication, provided that the official bulletin of communications be mailed on a date which meets the time requirements specified by law and in these bylaws.

Section 7. Records Open to Members

The correspondence and the minute books (except the confidential matters relating to bestowal of honorary associateships), the treasurer's books of account, and the secretary's records of this Chapter, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Executive Committee by any member, AIA associate, professional associate, associate, or student associate in good standing.

Section 8. Parliamentary Authority

The rules contained in Robert's "Rules of Order 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 the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes, these bylaws, or the rules and regulations adopted by this Chapter or by the Executive Committee.

Section 9. Counsel

The opinion of counsel will be sought on agreements entered into by the Chapter and other matters determined by the Executive Committee.

Section 10. Student Chapters

This Chapter may establish and sponsor student chapters on Schools of Architecture located within the territory of this Chapter under the conditions established by the Institute.

ARTICLE 17. AMENDMENTS TO BYLAWS

Section 1. Amendments by Meetings of this Chapter

1. These bylaws may be amended at any meeting of this Chapter, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment is sent to every member, AIA associate, professional associate, and associate not less than 30 days prior to the date of the meeting at which the proposed amendment is to be voted on.
2. It will require a roll call concurring vote of not less than two-thirds of the assigned members, associate members, and professional affiliates of this Chapter who are presented at the meeting to amend a bylaw that does not relate to the Institute affairs.
3. Immediately following the adoption of a resolution by this Chapter amending those bylaws, the secretary shall submit a copy of the amendment to the Secretary of the Institution for approval for consistency with Institute bylaws. Amendments which do not conflict with Institution bylaws will be effective as of the date of their adoption, unless another effective date is established in the resolution of adoption.

Section 2. Amendments by the Executive Committee

The Executive Committee shall have the authority to amend the bylaws as may be necessary for conformance with the bylaws of the Pennsylvania Society or the Institute, or with applicable laws.

Section 3. Amendments by the Institute

Deleted

ARTICLE 19. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Chapter, its net assets, after payment of claims and expenses, shall be paid to The American Institute of Architects, or, of the Institute Board so resolves, to any other nonprofit organization or organizations the purposes of which are similar to those of this Chapter.