

ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is **AIA Charleston**, (hereafter referred to as this “Section”), which is a Section of the South Carolina Chapter of The American Institute of Architects.

1.011 Related Institute Organizations. In these bylaws the governing board of this Section is referred to as the “Executive Committee”; the South Carolina Chapter of the American Institute of Architects is referred to as the “Chapter”; the Board of Directors of the South Carolina Chapter of the American Institute of Architects is referred to as the “AIA/SC Board”; and The American Institute of Architects is referred to as the “Institute”.

1.02 Objects. The objects of this Section shall be to promote and forward the objects of the Chapter and The American Institute of Architects within the assigned territory of this Section.

(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 and building 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.)

1.03 Domain. The domain of this Section shall be that territory described in its charter or otherwise established by the Chapter. The territory of this Section is described as follows: Charleston County; Dorchester County; Berkely County within South Carolina.

1.04 Organization. This Section is a non-profit membership organization of the Chapter which was incorporated in the State of South Carolina on August 22, 1913, and chartered by the Institute on September 15, 1913.

1.05 Authority. This Section shall represent and act for the Chapter membership within the territory assigned by the AIA/SC Board. The Chapter and this Section 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 Chapter and the Section execute an agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Section shall directly or indirectly nullify or contravene any act or policy of the Chapter or Institute. This Section shall cooperate with the Chapter and the regional organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Section.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

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

1.12 Agreements of Affiliation. Every affiliation must be authorized by (not less than two-thirds vote of) this Section's Executive Committee and shall be evidenced by a written agreement signed by the Section and the affiliated organization.

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

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Section and shall not bind or obligate this Section to any policy or activity unless it's Executive Committee has voted to be so bound or obligated.

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

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

1.2 ENDORSEMENTS

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

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Section shall consist of:

- a) the Architect members and the Associate members of the Institute who have been assigned to the Section, or who have been admitted to unassigned membership in this Section, and
- b) the allied members and affiliate members the Section may admit as provided in Paragraphs 2.25 through 2.27.

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

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

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the section and not in the territory of another section. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Section may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Section shall be duly notified to that effect by this Section, 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 Section and in the next issue of the Section's official publication.

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

2.07 Resignations. Any member may resign from this Section 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 Chapter and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined. A member is not in good standing in this Section if and while in default of dues or other obligations due to this Section, the Chapter, or the Institute.

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

2.1 ASSIGNED MEMBERS

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

2.12 Action on Applications. An application for membership shall be filed with the Institute. Where the applicant is ineligible under the Institute Bylaws, the Section and/or Chapter will send a recommendation to the Institute Secretary to deny the application.

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

2.14 Termination. Assigned membership in this Section is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another section.

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Section. 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 ALLIED AND AFFILIATE MEMBERS

2.21 Admission. Every application for admission to allied or affiliate membership in this Section shall be promptly acted upon by the Executive Committee.

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

2.23 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 of the Executive Committee, for conduct detrimental to the interests of the Section.

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

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

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

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

2.27 Honorary Affiliates.

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

2.272 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.

2.273 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.24 above, Honorary Affiliate members of this Section may use the title "Honorary Affiliate of AIA Charleston", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. The Executive Committee may fix, before the end of any fiscal year, the annual dues to be paid by each category of member for the immediately succeeding fiscal year .

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

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

3.05 General Waiver of Annual Dues. This Section, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class.

3.06 Hardship Dues Reduction. The Executive Committee may, in exceptional circumstances, waive all or any part of the annual dues of any member.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Section. Emeritus members who wish to receive mailings from the Section shall pay a fee in an amount determined by the Executive Committee pursuant to section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Section, by the concurring vote of a majority of the total number of the votes of Architect members present at a duly held meeting at which a quorum of the Architect members is present, may levy an assessment on it's Architect members, and by the concurring vote of a majority of the total number of the votes of it's assigned members present at a duly held meeting at which a quorum of the assigned members is present, may levy an assessment on it's Associate members and/or allied or affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed 100 percent of the amount of the annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed or sent to every member not less than 30 days prior to the meeting of this Section at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

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

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

3.23 Notice of Default to Member. Every member who is in default to this Section 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

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

3.32 Allied or Affiliate Members. If an allied or affiliate member is in default to this Section for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 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
SECTION RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS

4.0 STATE ORGANIZATION

4.01 Representation on the Chapter Board. This Section shall participate in the State Chapter in the manner provided in the bylaws of that organization.

4.02 Nomination and Election. This Section shall make recommendations on individuals within the Section to the Chapter for the positions of State Directors in accordance with the Chapter Bylaws. The election of these State Directors shall be at the same time and manner as for the election of the Officers of the Chapter.

4.03 Term of Representatives. Each representative shall serve for the term established by the Chapter, or until a successor is elected or appointed.

ARTICLE 5
SECTION MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Section shall hold an annual meeting during the month of November, for the purpose of nominating and electing the officers and directors, 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.

5.02 Regular Meetings. This Section shall hold regular meetings on the 3rd Wednesday of the month, or as notice is given.

5.03 Special Meetings. A special meeting of this Section may be called by the President, or the Executive Committee, or shall also be called by the President at the written request of not less than five (5%) percent of the total number of this Section's voting members in good standing, upon those members signing, dating and delivering said request to any corporate officer describing therein the purposes/s for which the meeting is to held. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Section Meetings. A notice of each meeting of this Section, stating the date, time and place where the meeting will be held, shall be given by the Secretary by mail, or e-mail, to each member entitled to vote at the meeting. Notice shall be given by mail not less than ten (10) days before the date fixed for the meeting. Notice is sufficient if published in the Section newsletter and sent by mail, or e-mail, to members in time for them to receive it at least ten (10) days prior to the meeting. If notice is mailed by other than first class or registered mail, notice shall be mailed at least thirty (30) days prior to the meeting, but not than sixty (60) days before the meeting date.

5.12 Quorum at Meetings. At any meeting of this Section, ten (10%) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may continue the meeting in the absence of a quorum without voting on matters before the membership, or the members may adjourn the meeting in the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every annual and special meeting of this Section, 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 Section and thereafter filed in the Section's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. If a quorum is present, every decision at a Section meeting shall be by a majority vote of those members in good standing who are present and entitled to vote, unless otherwise required by law or these bylaws.

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

5.23 Voting Entitlement Generally. Unless these bylaws provide otherwise, each member present and in good standing is entitled to one (1) vote on each matter to be voted upon by the membership.

5.24 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Section.

5.25 Limitations on Voting Eligibility. Only assigned members in good standing are entitled to vote on the following matters:

- 1) Matters so designated elsewhere in these bylaws;
- 2) Any matters relating to membership;
- 3) Voting on dues and assessments for Architect members shall be limited to Architect Members; or
- 4) Other matters relating to the government, meetings, affiliations, budget and finances of the Section.

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

ARTICLE 6
THE EXECUTIVE COMMITTEE

6.0 AUTHORITY OF EXECUTIVE COMMITTEE

6.01 Powers. The business of this Section shall be managed by the Executive Committee, which shall be composed of the officers and directors of this Section and shall exercise all authority, rights and powers granted to it by the laws of the State of South Carolina, and by these bylaws.

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

6.02 Delegation of Authority. Neither the Executive Committee nor any officer or director of this Section 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.

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

6.1 ELECTION OF OFFICERS AND DIRECTORS

6.11 Nominations. Nominations for each office and for each directorship of this Section about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the annual meeting, the Executive Committee may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices and directorships.

6.12 Elections. The nominee for an office or directorship who receives a plurality of the ballots cast at the annual meeting shall be elected thereto. In "plurality" voting, each voter is allowed to vote for only one (1) candidate for the position, and the winner of the election is the single candidate who received the largest number of votes. 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 that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the Secretary on ballots for voting by secret ballot.

6.13 Tellers. The President may 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.

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

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

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of one year or until a successor has qualified.

6.22 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 shall fill the vacancy for the unexpired term of office.

6.23 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

6.24 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members entitled to vote, or for cause by vote of the Executive Committee, when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Section shall be the President, Vice President/ President-elect, Secretary and Treasurer.

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

6.321 Authority. The President shall act as spokesperson of this Section 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 Section unless the obligation or commitment has been specifically authorized by the Executive Committee.

6.33 The Vice President/President-elect. 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 in the event of the President's disability, refusal, or failure to act, and shall perform such other duties as are properly assigned by the Executive Committee or the President.

6.331 Succession. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

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

6.341 Reports. The Secretary shall furnish the Institute, the Regional Organization and the Chapter with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and

addresses of all officers and directors of this Section and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary, or other assistant employed by this Section, the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Section, 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.

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

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Section and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of this Section, 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 Section. The Treasurer shall make an annual year end written report to the Chapter in form as determined by the Chapter.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Section 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 Section, the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Section, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Section or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.36 Officer Pro Tem. If any officer is absent or unable to act, the Executive Committee may elect from its membership a chairman 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

6.41 Meetings Required. The Executive Committee should actually meet in a regular or special meeting in order to transact business. Any one or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time. Alternatively, any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all members of the Executive Committee consent to the action in writing.

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

6.412 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, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee. Any irregularity in or failure of notice of a special meeting of the Executive Committee shall not invalidate the meeting or any action taken, so long as waiver of notice of the meeting, and approval of the action taken at said meeting, have the written consent of all members of the Executive Committee.

6.42 Quorum and Vote. A majority of the voting 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 entitled to vote and present 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.

6.43 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 Section's records.

6.5 REPORTS OF THE EXECUTIVE COMMITTEE

6.51 Report to Members. The Executive Committee shall render a full report in writing to each annual meeting of this Section of the condition, interests, activities and accomplishments of this Section, making such recommendations with respect thereto as it deems proper.

6.52 Report to Institute and Chapter. The Executive Committee or the Secretary shall make a written report to the Institute and/or Chapter at such times as the Institute and/or Chapter requests of the matters and in the form required by it.

6.6 COMMITTEES AND COMMISSIONS

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

6.7 DIRECTORS

6.71 Number and Term of Directors. The Executive Committee shall be comprised of between three (3) and eight (8) elected Directors, whom shall be elected to one (1) year terms at the annual meeting of the membership at the time of the election of the officers of the Section. Even though Associate and Allied members are not entitled to serve as an officer of the Section, Associate members may be elected to a directorship, and one Allied member may be elected to serve a directorship.

ARTICLE 7
FINANCES

7.0 FINANCES

7.01 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 Section for the immediately succeeding year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of the Section shall have any right, authority or power to expend any money of the Section, incur any liability for or on the Section's behalf, or make any commitment that will or may be deemed to bind the Section to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Executive Committee, or by a specific resolution approved at a meeting of the Section.

7.022 The Executive Committee. The Executive Committee shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Section for the year unless specifically authorized to do so (by two-thirds majority vote) at a duly called meeting of the members at which a quorum is present (provided, however, that the Executive Committee may 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 Section'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).

7.03 Review of Financial Records. At appropriate intervals, the Executive Committee shall employ a firm to prepare a compilation of the financial records of the Section as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of this Section shall be January 1st through December 31st.

7.1 REAL AND PERSONAL PROPERTY

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

7.12 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 Section; it shall not accept any gift, bequest or devise that will not promote the objectives and purposes of this Section, or that will place an undue financial or other burden on this Section.

7.2 DIVIDENDS PROHIBITED

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

7.3 INSTITUTE AND CHAPTER PROPERTY INTERESTS

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

ARTICLE 8
GENERAL PROVISIONS

8.0 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Section, except for confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection during the business hours fixed by the Executive Committee, by any member of this Section in good standing.

8.1 PARLIAMENTARY AUTHORITY

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

8.2 LIABILITY, INDEMNIFICATION AND INSURANCE

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

8.22 Indemnification. If a director or officer of the Section is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of the Section, then, to the full extent permitted by law, the Executive Committee by affirmative (majority) vote of a quorum of its members present at such meeting, who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding.

8.23 Insurance. The Executive Committee may authorize the purchase and maintenance by this Section of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Section as may protect them against any liability asserted against them in such capacity, whether or not this Section would have the power to indemnify such persons under applicable law. Currently, at the time of the adoption of these bylaws by the Section, the Chapter has informed the Section that the Chapter maintains liability insurance and director's and officer's insurance which covers and adequately insures and protects the officers, directors, employees, and other persons acting at the request of the Section

ARTICLE 9
AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS SECTION

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Section, at which a quorum is present, by two-thirds vote of the members present, provided that notice of the proposed amendment and the date, time and place of 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.

9.02 Bylaws Relating to Assigned Members. So long as a quorum (a majority of the assigned membership in the Section) of assigned members are present, it shall require a vote of not less than two-thirds of the assigned members present at the called meeting to amend a bylaw relating to such assigned members.

9.1 AMENDMENTS BY THE EXECUTIVE COMMITTEE

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

9.12 Delegation of Authority. The Executive Committee 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 Section eligible to vote thereon, at a duly called meeting, at which a quorum is present.

9.2 APPROVED AMENDMENTS

9.21 Amended By-laws. The By-laws were last amended and approved at the annual business meeting on November 21, 2007.



Dennis L. Blaschke, Jr., AIA
2010 President, AIA Charleston



Kenneth O. Bolin, AIA
2010 Treasurer, AIA Charleston