

**ARTICLE 4**  
**CHAPTER RELATIONSHIP TO**  
**OTHER INSTITUTE ORGANIZATIONS**

## 4.0 THE INSTITUTE

**4.01 Delegates to Institute Meetings.** This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows (*AIA Bylaws Section 5.213*):

**4.011 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.

## 4.1 REGIONAL ORGANIZATION

**4.11 Chapter Representation in Regional Organization.** This Chapter shall participate in the Regional Organization in the manner provided in the bylaws of that organization.

## 4.2 STATE ORGANIZATION

**4.21 Representation on State Organization Board.** At the annual meeting of this Chapter, the members in good standing of this Chapter shall elect a representative, as may be required by the State Organization bylaws, to represent this Chapter in the State Organization. The Chapter shall elect a State Delegate as provided the Articles of Incorporation of AIA Louisiana.

**4.22 Nominations and Elections.** Nominations and elections of Chapter Delegates to the State Organization board shall be made at the same time and in the same manner as for the officers of this Chapter.

**4.23 Term of State Delegates.** The State Delegate shall serve for the term of two years, or until a successor is elected or appointed. The Executive Committee shall name the successor of a representative for the unexpired term created by the resignation or incapacity of any Delegate.

## ARTICLE 6 THE EXECUTIVE COMMITTEE

### 6.0 AUTHORITY OF EXECUTIVE COMMITTEE

**6.01 Powers.** The business of this Chapter shall be managed by the Executive Committee, which shall be composed of the officers of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Louisiana, the articles of incorporation and by these bylaws.

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

**6.02 Delegation of Authority.** Neither the Executive Committee nor any officer 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.

**6.03 Freedom from Commitments.** No committee, commission, officer, 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 OFFICERS

**6.11 Nominations.** Nominations for each office of this Chapter 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 President may select a nominating committee to prepare and present to the members a slate or slates of candidates for offices . Nominations for President-elect shall be from among those members who have served a minimum of one year on the Executive Committee.

**6.12 Elections.** The nominee for an office (who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary on ballots for voting by secret ballot. If no nominee for an office receives a majority, the Secretary shall conduct a run-off election between the two nominees receiving the most votes.

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

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

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

## 6.2 TERMS OF OFFICE OF OFFICERS

**6.21 Terms.** Terms of office shall be as follows:

|                    |         |
|--------------------|---------|
| President          | 1 Year  |
| President-elect    | 1 Year  |
| Vice President     | 1 Year  |
| Secretary          | 1 Year  |
| Treasurer          | 2 Years |
| Past President     | 1 Year  |
| State Delegate     | 2 Years |
| Associate Director | 1 Year  |
| YAF Representative | 1 Year  |

. Each officer shall serve 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 by electing a qualified member by majority vote of the Executive Committee.

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

**6.24 Removal of Officer.** Any or all of the officers may be removed for or without cause by vote of the members, or for cause by vote of the 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 Chapter shall be the President, President-elect, Vice President, Secretary, Treasurer, State Delegates, Associate Director and the YAF Representative.

**6.311 AIAS Representative.** The President or a designated representative of any Chapter of the American Institute of Architecture Students within the domain of the Chapter shall be invited to attend meetings of the Executive Committee as a member ex officio without vote.

**6.311 TSA Representative.** The Dean of the Tulane School of Architecture or an annually designated representative who shall be a licensed architect and who shall be a professional member of AIA New Orleans shall be invited to attend meetings of the Executive Committee as a member ex-officio without a vote.

**6.312 YAF Representative.** The YAF Representative shall be elected as provided in Article 6.1.. The YAF Representative shall be an Officer and member of the Executive Committee with full rights and responsibilities and shall perform such duties as are properly assigned by the Executive Committee or the President.

**6.32 The President.** The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Executive Committee under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the

Executive Committee; appoint, with the concurrence of the Executive Committee, all committees; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter, and shall perform all other duties usual and incidental to the office.

**6.321 Authority.** The President shall act as spokesperson of this Chapter and as its representative 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.

**6.33 The President-elect.** The 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 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 President-elect shall succeed to the office of President upon expiration of the term of office of the President.

**6.34 The Vice President.** The Vice President shall perform such duties as are properly assigned by the Executive Committee or the President. In the event of the absence, disability, refusal, or failure to act of both the President and the President-elect, the Vice President shall possess all the powers and perform all the duties of the President.

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

**6.351 Reports.** The Secretary shall furnish the Institute, the Regional Organization and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

**6.352 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.

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

**6.361 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. 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.

**6.362 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.

**6.363 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.

**6.37 Chapter Delegate to the State Organization.** The State Delegate shall be an Officers and member of the Executive Committee with full rights and responsibilities and shall perform such duties as are properly assigned by the Executive Committee or the President. The State Delegate shall serve on the Board of Directors of the State Organization as provided in the Articles of Incorporation of AIA Louisiana.

**6.38 The Past President.** The Immediate Past President shall perform such duties as are properly assigned by the Executive Committee or the President.

**6.381 Succession.** In the event that the President is elected to a successive term of office, the Executive Committee shall fill the office of Immediate Past President by electing a qualified member by majority vote of the Executive Committee.

**6.39 Associate Director.** The Associate Director shall be elected as provided in Article 6.1. Nominees for the office of Associate Director shall be from among those Associate members assigned to the Chapter. The Associate Director shall be an Officer and member of the Executive Committee with full rights and responsibilities and shall perform such duties as are properly assigned by the Executive Committee or the President. The Associate Director shall endeavor to represent the concerns and interests of the Associate members of the Chapter.

**6.310 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 must actually meet in a regular or special meeting in order to transact business.

**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 meeting of the Executive Committee shall not invalidate the meeting or any action taken.

**6.414 Special Meetings Via Electronic Communication.** A special meeting via electronic communication 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 such 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.

**6.42 Quorum and Vote.** A majority 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 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 Chapter'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 Chapter of the condition, interests, activities and accomplishments of this Chapter, making such recommendations with respect thereto as it deems proper.

**6.52 Report to Institute.** The 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 AND COMMISSIONS

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