

BYLAWS AIA Nebraska

Article 1 Organization

1.0 General Provisions

1.01 Name The name of this organization is AIA NEBRASKA, hereafter referred to as this Society.

1.011 Related Institute Organizations. In these bylaws the governing board of this Society is referred to as the Executive Committee; the Central States Regional Council as the Regional Organization; the American Institute of Architects is referred to as the Institute; and the Board of Directors of the Institute as the AIA Board.

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

1.03 Domain The domain of this Society shall be that territory described in its charter or otherwise established by the Institute. The territory of this Society is the State of Nebraska.

1.04 Organization This Society is a nonprofit membership corporation duly incorporated in the State of Nebraska on the 17th day of February, 1956, under and by virtue of the provisions of the Nebraska Nonprofit Corporation Act, and is a successor to the Nebraska Chapter, The American Institute of Architects, an unincorporated association duly chartered by the Institute on the 15th day of April, 1919.

1.05 Authority This Society shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the AIA Board. (AIA Bylaws Section 4.051). The Institute and this Society may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Society execute a written agreement to that effect.

1.06 Conformity with Institute Policy No act of this Society shall directly or indirectly nullify or contravene any act or policy of the Institute. This Society shall cooperate with its state organization and 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 Society.

1.1 Affiliations with Other Organizations

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

1.12 Agreements of Affiliation Every affiliation must be authorized by a two-thirds majority vote of the Executive Committee and shall be evidenced by a written agreement signed by the Society and the affiliated organization.

1.121 Statement of Purpose Every agreement of affiliation shall state the purposes and objects of the affiliations, 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 Society and shall not bind or obligate this Society to any policy or activity unless the 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 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 Society, and may speak at the invitation of the presiding officer.

1.2 Endorsements

Neither this Society, nor the Executive Committee, any Society 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.

Membership

2.0 General Provisions

2.01 Categories of Membership The membership of this Society shall consist of:

- a) the Architect, Intern and Associate members of the Institute who have been assigned to the Society or who have been admitted to unassigned membership in this Society, and
- b) the allied and affiliate members the Society may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions In these bylaws, Architect, Intern and Associate members who have been assigned to this Society are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Society pursuant to section 2.2 of these bylaws. The terms "allied" and "affiliate" shall refer to allied members and student affiliates, respectively. The term "member", if not otherwise qualified, shall refer to all classes of membership in this Society.

2.03 Qualifications This Society 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 provided for members who apply for such status because of their intended absence from the United States for at least 18 consecutive months. Non-resident members shall have the same rights and privileges as other Members in the same category, except that the Society 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 Society shall be duly notified to that effect by the Institute and this Society, and shall be enrolled by the Secretary as a member of this Society, and such membership shall be announced at the next regular meeting of this Society and in its next official publication.

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

2.07 Resignations Any member may resign from this Society by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined A member is not in good standing in this Society if and while in default of dues or other obligations to either this chapter or the Institute.

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

2.1 Assigned Members

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

Bylaws.

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

2.13 Reassignment The Executive Committee shall not delay or impede the transfer of any assigned member of this Society in good standing who has applied for assignment to another Society or Chapter of the Institute.

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

2.15 Termination Assigned membership in this Society is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter.

2.16 Emeritus Members A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Society. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues shall remain unchanged.

2.2 Unassigned Members

2.21 Admission The Executive Committee without action by the Institute, shall admit to unassigned membership any Architect, Intern or Associate member assigned to another Society or Chapter who applies for such membership in writing in the manner prescribed by the Executive Committee.

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

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

2.3 Allied and Affiliate Members

2.31 Admission Every application for admission to allied and affiliate membership in this Society shall be promptly acted upon by the Executive Committee.

2.32 Admission Fees Every applicant for allied and 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.

2.33 Termination Allied and affiliate membership is terminated by the death or resignation of an allied or affiliate 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 indebtedness as provided in section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Society.

2.34 Rights and Privileges of Allied and Affiliate Members Allied and affiliates in good standing:

- 1) May serve as a member of any committee of this Society 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 Society;

3) Shall not be eligible to serve as an officer or director or to chair a committee of this Society;

4) May not in any way use the name, initials, seal or insignia of this Society or the Institute.

2.35 Allied Qualifications Allied members are non-architects with established professional reputations, registered to practice their professions where such requirements exist. Allies may include engineers, planners, landscape architects, sculptors, muralists and other artists, professionals in government, education, industry, research and journalism, and others the Society believes will provide a meaningful contribution by virtue of their employment or profession and who are not otherwise eligible for Institute membership.

2.36 Student Affiliates Qualifications Student affiliates shall be undergraduate or post-graduate students of architectural schools or secondary school students within the territory of this Society.

2.37 Honorary Affiliates

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

2.372 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.

2.373 Rights and Privileges In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Society 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 and Admission Fees The Executive Committee by the concurring vote of all but one of its members, may fix, before the end of any fiscal year, the annual dues to be paid by each category of member of the immediately succeeding fiscal year and the amount of admission fees required of affiliate members. Dues shall annually be increased automatically based on the US Government Price Index.

3.03 Dues Upon Admission The Executive Committee may adopt dues incentive programs that reduce dues for new members.

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 and Admission Fees This Society, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by affiliate members.

3.06 Individual Waiver of Annual Dues The Executive Committee by the concurring vote of all but one of its members may, in exceptional circumstances, waive the annual dues of any member in whole or in part for any year, and such waiver may be made retroactive.

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

3.1 Assessments

3.11 Authority This Society, by the concurring vote of a two-thirds majority of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of two-thirds majority of its assigned members may levy an assessment on its Intern, Associate members and affiliate members. The amount of the assessment on a member in any fiscal year shall not exceed 10 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 to every member not less than 30 days prior to the meeting of this Society 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 due 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 Society shall be given 30 days notice in writing of impending termination because of said default.

3.3 Termination or For Default of Dues or Suspension

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

3.32 Unassigned Members and Affiliates If an unassigned member or affiliate member is in default to this Society 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

Relationship to Other Institute Organizations

4.0 The Institute

4.01 Delegates to Institute Meetings The Executive Committee shall appoint the Society's delegate to meetings of the Institute, 'who shall be an Architect member. If the Executive Committee fails to act, or an appointed delegate fails to be accredited, the President or his designee may appoint a delegate or execute a proxy as provided in the Institute Bylaws.

4.02 Nomination and Election of *Institute* Directors This Society shall nominate and elect the Institute Director s for this Society's region in the manner provided in the bylaws of the Regional Organization.

4.1 Regional Organization

4.11 Chapter Representation in Regional Organization This Society shall participate in the Regional Organization in the manner provided in the bylaws of that organization. The President or another member appointed by the Executive Committee shall represent the members of this Society at meetings of the Regional Organization council/board.

4.12 Delegates to Regional Convention The assigned members in good standing of this Society shall be represented at meetings of the Regional Organization by delegates selected from among the assigned members of this Society in the number prescribed in the Bylaws of the Regional Organization as follows.

4.121 Delegate Selection Procedure Society delegates to meetings of the Regional Organization shall be selected from among the assigned members of this Society by the Executive Committee.

Article 5

Society Meetings

5.0 Regular, Annual and Special Meetings

5.01 Annual Meeting This Society shall hold an annual meeting for the purpose of nominating and electing the officers, directors and representatives to the Regional Organization 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 Society shall hold a minimum of one (1) meeting during the year, which may be the same meeting as the annual meeting.

5.03 Special Meetings A special meeting of this Society may be called by the President or the Executive Committee, and shall be called by the President at the written request of not less than ten percent (10%) of the total number of this Society's members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.1 Notice, Quorum, Minutes for Society Meetings

5.11 Notices of Society Meetings A notice of each meeting of this Society, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than 30 days before the date fixed for the meeting. Notice

is sufficient if published in the Society newsletter and sent to members in time for them to receive it at least 30 days prior to the meeting.

5.12 Quorum at Meetings At any meeting of this Society, 10 percent of the membership entitled to vote shall constitute a quorum, for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

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

5.2 Decisions at Meetings; Eligibility for Voting

5.21 Majority Vote Every decision at a Society meeting shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these bylaws.

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

5.23 Proxies If the Chapter representatives cannot attend a Central States Regional meeting, then the Chapter President or the President's Designate may authorize a member delegate or state delegate from another chapter in Nebraska to distribute the chapter's votes via proxy. The delegate selected to represent the component shall cast the Chapter's total number of votes entitled by the Chapter. The selected delegate may represent more than one Chapter in addition to his or her own.

5.24 Limitations on Voting Eligibility Only assigned members in good standing may vote on the following matters:

1. Matters so designated elsewhere in these Bylaws;
2. Elections of Institute Directors; delegates, to meetings of the Institute and the Regional and State Organizations;
3. Instructions to delegates;
4. Any matters relating to membership;
5. Voting on dues and assessments for Architect members shall be limited to Architect members;
6. Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

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

Article 6

The Executive Committee

6.0 Authority of the-Executive Committee

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

6.02 Delegation of Authority Neither the Executive Committee nor any officer or director of this Society 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 Society shall initiate or carry on any activity that may commit the Society to an expense, policy or activity until the matter shall have been reviewed and approved by the Executive Committee.

6.04 Membership of the Executive Committee The Executive Committee shall consist of the officers together with the immediate Past President, two (2) Directors at Large, One (1) Intern/Associate Director and the Presidents of each Chapter as voting members. In addition, the Dean of the College of Architecture shall be an ex. officio member without vote, and the AIAS Nebraska chapter may appoint a non voting student representative to the committee. If the Dean cannot serve, the Executive Committee may appoint another nonvoting member.

6.1 Election of Officers and Directors

6.11 Nominations Nominations for each office and for each directorship of this Society 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 (1) 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 and directorships.

6.12 Elections The nominee for an office or directorship 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 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 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 (1) 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, 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 Society 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 Society, except those matters as are 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 Society and of the Executive Committee; appoint, with the concurrence of the Executive Committee, all Committees, sign all contracts and agreements to which this Society is a party; have charge of and exercise general supervision over the offices and employees of this Society; and shall perform all other duties usual and incidental to the office.

6.321 Authority The President shall act as spokesperson of this Society 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 Society 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 this Society 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 Society, except property that is placed under the charge of the Treasurer; issue all notices of this Society; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Society, 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 Society; in collaboration with the President, have charge of all matters pertaining to the meetings of this Society; 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 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 and directors of this Society 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 Society the actual performance of any or all duties as recording or as corresponding secretary, but shall not delegate responsibility for the property of this Society, 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 Society; shall prepare the budgets, collect amounts due this Society 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 shall 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 Society and a written report to each regular meeting of the Executive Committee. Each of said reports shall set forth the financial condition of this society, 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 Society.

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 Society 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 Society the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Society, 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 the Society or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

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

6.4 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 last 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.

6.42 Quorum and Vote A majority of the Executive Committee entitled to vote 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 Society'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 Society of the condition, interests, activities and accomplishments of this Society, 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 Society. 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.

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 (2/3) of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of this Society for the immediately succeeding year.

7.02 Expenditure Limitations

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

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 Society for the year unless specifically authorized to do so by a two-thirds majority vote at a duly called meeting of the members 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 Society'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 Society as the basis for a financial report to the members.

7.04 Fiscal Year The fiscal year of this Society shall be from 1 January to 31 December in each year.

7.1 Real and Personal Property

7.11 Authority In order to carry on its affairs and exercise its powers, this Society 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 Society; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Society, or that will place an undue financial or other burden on this Society.

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 Society.

7.3 Institute Property Interests

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

Article 8

Public Policy

8.0 Public Policy

8.1 Definitions: The following definitions apply throughout this section

8.11 Public Policies Public Policies are AIA Nebraska statements .of belief to policy-makers, the public, and the construction industry on issues of public policy affecting the membership, the profession of architecture, the American Institute of Architects, or the health, safety, and welfare of the general public.

8.12 Position Statements Position Statements elaborate on Public Policies or apply them to specific conditions or events. Position Statements are subordinate to Public Policies.

8.13 Commentaries Commentaries are analyses that amplify or advocate Public Policies or Position Statements.

8.2 Format

8.21 Format A Statement shall be a concise interpretation, where and when appropriate as deemed by the Executive Board, with no specific format.

8.3 Procedure for Adoption

8.31 Public Policy Adoption and Rescission Public Policies and amendments to Public Policies take effect only after approval by the Executive Committee by a majority vote. A Public Policy may be rescinded by the Executive Committee by a majority vote.

8.32 Position Statement Adoption and Rescission The Executive Committee may adopt, amend, or rescind a Position Statement by majority vote at any meeting.

8.33 Commentary Adoption and Rescission Commentaries that are consistent with approved Public Policies or Position Statements may be issued by the President or Executive Director at any time.

8.34 Discussion Drafts Executive Staff will prepare a discussion draft of all new Public Policies or revisions to existing policies based on input from all appropriate sources both within and outside the American Institute of Architects Nebraska Society, prior to the appropriate Executive Committee meeting. Based on the comments received, the executive staff will prepare a revised draft for consideration by the Executive Committee. Members will be promptly notified to the Executive Committee's action.

8.35 Policy Initiation and Coordination At any time the Executive Committee may direct the Executive Staff to develop a new Public Policy or revisions to an existing policy. Requests from any other source for policy development or revision will be coordinated by the executive staff for appropriate Executive Committee action.

8.36 Interpretations of Policy Interpretations concerning the scope, direction, or intent of an existing Public Policy or Position Statement shall be made by the executive staff after conferring with the Executive Committee.

8.4 Policy Conformance

8.41 Conformity with Approved Public Policies and Position Statements All public statements, testimony, and lobbying efforts presented on behalf of the American Institute of Architects Nebraska Society with respect to matters of public concern and any matters before legislative or administrative bodies shall be in accordance with approved American Institute of Architects and American Institute of Architects Nebraska Society Public Policies and Position Statements.

Article 9 General Provisions

9.0 Executive Office

The administrative and executive offices of the Society shall be in the charge of the Executive Director, who shall be employed by and report to the Executive Committee. The Executive Director shall be responsible for the administration of the affairs of the Society and such other duties as the Executive Committee may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Executive Committee may authorize as may be necessary to perform the duties assigned by the Executive Committee;
3. Attend meetings of the Executive Committee as a member ex officio without vote;
4. Make reports to the Executive Committee on the affairs and business of the Society when requested by the Executive Committee.

9.1 Records Open to Members

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

9.2 Parliamentary Authority

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

9.3 Liability, Indemnification and Insurance

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

9.32 Indemnification If a director or officer of the Society 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 Society, then, to the full extent permitted by law, the Executive Committee by affirmative vote of a quorum of its members 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.

9.33 Insurance The Executive Committee may authorize the purchase and maintenance by this Society 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 Society as may protect them against any liability asserted against them in such capacity, whether or not this Society would have the Power to indemnify such persons under applicable law.

Article 10 Amendments

10.0 Amendments at Meetings of this Society

10.01 Notice of Proposed Amendments These Bylaws may be amended at any meeting of this Society by two-thirds vote of the members present provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

10.02 Bylaws Relating to Assigned Members It shall require a vote of not less than two-thirds (2/3) of the assigned members of this Society who are present at the meeting to amend a Bylaw relating to such assigned members.

10.1 Amendments by the Executive Committee

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

10.12 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 (2/3) vote of the members of this Society eligible to vote thereon.

Amended 8/04