

**Amended and Restated
Bylaws
of
AIA Nebraska,
A Chapter of the American Institute of Architects**

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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is “AIA Nebraska, A Chapter of the American Institute of Architects” (“AIA Nebraska” or the “Chapter”). It is also known as the Nebraska Chapter of The American Institute of Architects, and serves as the Nebraska statewide chapter of The American Institute of Architects.

1.011 Certain Definitions. The American Institute of Architects is referred to herein as the “Institute.” The Central States Regional Council is referred to as the “Regional Organization.” The term “Local Sections” refers to the internal sections of AIA Nebraska as described in Section 1.2 hereof.

1.02 Objects. The objects of AIA Nebraska shall be to promote and forward the objects of the Institute within the State of Nebraska. AIA Nebraska shall organize and unite in fellowship the architects of the State of Nebraska to combine their efforts so as to promote the artistic, scientific, and practical efficiency of the profession; to advance the science and art of planning, design and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of our people through their improved environment; and to make the profession of ever increasing service to society.

In addition, AIA Nebraska shall function as the statewide representative for its members on matters of statewide interest affecting the interests of its members. The Local Sections shall take the lead on all local issues in accordance with the policy statements of AIA Nebraska and the Local Sections.

The enumeration of purposes shall not be construed as limiting or restricting in any manner the powers of AIA Nebraska, but AIA Nebraska shall have all of the powers and authority conferred upon nonprofit mutual benefit corporations under the provisions of the laws of the State of Nebraska.

1.03 Domain. The domain of this Chapter shall be the State of Nebraska. AIA Nebraska's business address shall be the same as that filed with the Nebraska Secretary of State.

1.04 Organization. This Chapter is a nonprofit mutual benefit corporation incorporated under the laws of the State of Nebraska on February 17, 1956, pursuant to 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 April 15, 1919.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the State of Nebraska under a charter issued by the Institute. The Institute and

this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its Local Sections and Regional Organization to further the interests of the membership, and by agreement with these organizations, the Chapter may represent and act for them within the State of Nebraska.

1.07 Nebraska Nonprofit Corporation Act. All references in these Bylaws to the “Act” shall mean the Nebraska Nonprofit Corporation Act, as it may hereafter from time to time be amended, and any statute that may in the future supersede or replace, in whole or in part, the Act.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any organization of the design and construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation. An affiliated organization is one that is associated with AIA Nebraska through a formal written agreement.

1.12 Agreements of Affiliation. Every affiliation must be authorized by a majority vote of the Board of Directors of the Chapter (the “Board”) and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every affiliation agreement 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 membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of AIA Nebraska, nor shall it bind or obligate AIA Nebraska to any policy or activity unless the Board has voted to be so bound or obligated. AIA Nebraska shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to by both parties, approved by a meeting of the Board, and approved by the Institute.

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

1.13 Endorsements. Neither this Chapter, nor the Board, any Chapter 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.

1.2 LOCAL SECTIONS

1.21 Establishment of Local Sections. The Chapter may establish voluntary internal Local Sections, based on territory, with the approval of the Institute Secretary. The current Local Sections of the Chapter (each of which was previously organized as a separate nonprofit membership corporation, section of AIA Nebraska, and chapter of the Institute) are:

- a) AIA Omaha
- b) AIA Lincoln
- c) AIA Western Nebraska

1.22 Local Section Governance, Policies and Procedures. Local Sections are subject to and shall abide by all requirements established by AIA Nebraska and the Institute. Each Local Section may adopt supplemental and supporting bylaws, policies and procedures that define officer roles, terms of office, section procedures and operational guidelines, provided that such provisions are in accordance with these Bylaws and are approved by the Board of Directors. Officers of a Local Section shall be members of that Local Section, and may consist of a Section President, a Section President-elect, a Section Secretary, and such other officers, if any, as the members of the Local Section may determine.

1.23 Local Section Bank Sub-Accounts. Bank sub-accounts shall be established and maintained for each Local Section for exclusive use by the Local Sections for items not accounted for in the annual Chapter budgets. Such sub-accounts shall contain discretionary funds allocated to the Local Section by the Chapter each year, the balance of cash on hand when the Local Section was merged into the Chapter, and any dues, assessments, fundraising or other non-dues revenue proceeds of the Local Section.

1.24 Local Section Membership. A Chapter member with a residential or business address within the territory of a Local Section shall be eligible for membership in that Local Section. A Chapter member may also request to be a member of a different Local Section.

1.25 Local Section Dues, Assessments. Local Sections may charge dues or assessments to members of the Local Section; however, payment of such dues or assessments is voluntary.

1.26 Local Section Fundraising, Non-Dues Revenue. Any fundraising or other efforts to raise non-dues revenue by a Local Section must be pre-approved by the Executive

Committee of the Chapter to ensure that it is not in conflict or competition with fundraising efforts by the Chapter or the Institute.

ARTICLE 2 - MEMBERSHIP

2.0 GENERAL PROVISIONS

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

- a) Architect members (designated as AIA or FAIA), Associate members (Associate AIA), and International Associate members (International Associate AIA) of the Institute who have been “assigned” to the Chapter by the Institute;
- b) Allied and Affiliate members the Chapter may admit as provided in Section 2.5
- c) Honorary members the Chapter may admit as provided in Section 2.6

2.02 Definitions.

- a) "Assigned Members" - Architect, Associate and International Associate members who have been assigned to AIA Nebraska by the Institute.
- b) "Unassigned Members" - Architect, Associate and International Associate members who choose to remain members of AIA Nebraska, when they are assigned to other state organizations of the AIA.
- c) "Member" - if not otherwise defined, the term shall refer to all persons in all classes of membership in this Chapter.
- d) "Not in Good Standing" - A member is “not in good standing” in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.03 Qualifications. This Chapter 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 this Chapter and are assigned members of another chapter or 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.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter.

2.051 Reclassification. Any member whose membership status has been reclassified in the Chapter's records shall automatically be reclassified upon notice from the Secretary that such reclassification has been accomplished.

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

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

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

2.1 ASSIGNED MEMBERS

2.11 General. An Architect, Associate or International Associate member in good standing, who is assigned by the Institute to this Chapter, is referred to as an “Assigned Member.” The qualifications, rights and privileges of assigned Architect, Associate and International Associate members shall be as provided in the Institute Bylaws and these Bylaws.

2.12 Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in the Chapter.

2.13 Rights and Privileges of Assigned Members. Assigned Members have all the rights and privileges granted to them by the Bylaws of the Institute and in accordance with these Bylaws, including:

- a) An Architect member may serve as a member or chair of any committee of this Chapter.
- b) An Architect member may vote on all business of the Chapter.
- c) An Architect member is eligible to serve as a director of this Chapter, subject to the requirements set forth in these Bylaws.
- d) An Associate or International Associate member may serve as a member or chair of any committee of this Chapter.
- e) An Associate or International Associate member may vote on all business of the Chapter in accordance with the requirements of the Institute.
- f) Members may use the designations identified in Section 2.01 to describe their class of membership.

2.14 Termination. Assigned membership in AIA Nebraska is terminated upon the death of the member, resignation or termination of membership in the Chapter or the Institute, or reassignment of the member to another Chapter.

2.15 Emeritus Members. An Assigned Member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interests, privileges, titles, liabilities and obligations of such members, other than the payment of regular dues, shall remain unchanged.

2.2 UNASSIGNED MEMBERS

2.21 Admission. The Chapter, without action by the Institute, may admit to unassigned membership any Architect or Associate member assigned to another Chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.22 Rights and Privileges. An unassigned member shall be subject to all regulations and shall have all rights in the Chapter of an assigned member, except that an unassigned member shall not hold any office or directorship in the Chapter, vote on matters described in subsection 5.24, nor represent the Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in the Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in subsection 3.3.

2.3 ARCHITECT MEMBERS

2.31 Eligibility for Architect Membership. Individuals who currently hold an Architectural license from a U.S. licensing authority (AIA or FAIA) are eligible to be Architect members in the Institute. Such Architects shall demonstrate honorable standing in the profession and in their community.

2.32 Privileges. Architect members have full rights and privileges, including but not limited to the following:

- a) To serve as voting members on Local, State and Regional Boards.
- b) To speak and vote in Local, State and Regional meetings on business matters and in elections on all issues.
- c) To be appointed as members of committees at all levels of the Institute.
- d) To serve as Chapter delegates to State, Regional and National AIA conventions.
- e) To participate in all Institute group insurance, retirement, and other benefit programs.

- f) To serve as a national officer, national director, or Local or State officer or chair a national committee.

2.4 ASSOCIATE AND INTERNATIONAL ASSOCIATE MEMBERS

2.41 Eligibility for Associate Membership. Individuals who do not hold an Architectural license from a U.S. licensing authority but who meet any of the following requirements shall be eligible for Associate membership in the Institute:

- a) Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward Architecture licensure, or
- b) Those who are employed under the supervision of an Architect in a professional or technical capacity directly related to the practice of Architecture, or
- c) Those who have a professional degree in Architecture, or
- d) Those who are faculty members in university programs in Architecture and who are actively involved in research, administration or the teaching of Architecture.

2.42 Eligibility for International Associate Membership. Individuals without Architectural licenses from a U.S. licensing authority who meet the following requirements shall be eligible for International Associate membership in the Institute:

- a) Those who have an Architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be a resident within or outside the U.S.

2.43 Rights and Privileges of Associates and International Associates. Associates and International Associates shall have the same rights and privileges as Architect members, except as noted below:

- a) Associates and International Associates may not hold more than two seats or one-third of the total seats, whichever number is greater, on Local Section or State organization boards.
- b) Associates and International Associates together may not constitute more than one-third of any component delegation to State, Regional, and National AIA conventions.
- c) Neither Associates nor International Associates shall be eligible to serve as a Chapter officer.

2.431 Advancement from Associate to Architect Membership. An Associate who receives an initial license to practice Architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

2.5 ALLIED AND AFFILIATE MEMBERS

2.51 Allied Members - Qualifications. Individuals who are employed by firms in the construction industry engaged in research, design, development, testing, manufacturing, distribution or training for building and construction products and systems.

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

2.53 Student Affiliates - Qualifications. Student Affiliates shall be undergraduate or graduate students of Architecture schools, or secondary school students, within the territory of the Chapter.

2.54 Admission. Every application for admission to allied or affiliate membership in the Chapter shall be promptly acted on by the Executive Director.

2.55 Dues. Every applicant for an allied or affiliate membership, except honorary members, shall pay dues in an amount determined by the Board of Directors.

2.56 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 Board may terminate the membership of an allied or affiliate member for indebtedness as provided in subsection 3.31 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.57 Rights and Privileges of Allied and Affiliate Members. Allied and Affiliate members in good standing:

- a) May serve as a member of any committee of the Chapter that does not perform any duty of the Board.
- b) May attend and speak but may not make motions or vote at any meeting of the Chapter.
- c) Shall not be eligible to serve as an officer or director or to chair a committee of the Chapter.

2.6 HONORARY MEMBERS

2.61 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or the Chapter but who has rendered distinguished service to the profession of Architecture, or to the arts and sciences allied therewith within the domain of the Chapter, may be admitted as an honorary member of the Chapter.

2.62 Nomination and Admission. A person eligible for honorary affiliate membership may be nominated by five Institute members belonging to the Chapter, not more than three of whom may be from one firm, and shall be sponsored by a member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the names of the sponsors and of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board, at any regular meeting, may admit a nominee as an honorary member.

2.63 Rights and Privileges. Honorary members of the Chapter shall not pay any admission fee or annual dues nor be subject to any assessment.

2.7 FIRM MEMBERS

2.71 Recognition. A business corporation, professional corporation, partnership, or sole proprietorship which has acquired an Authorization to Practice Architecture in the state as recognized by the State of Nebraska may apply, upon such terms and conditions as the Board of Directors may from time to time prescribe, to be recognized as a firm member if it meets the following requirements:

- a) If a business corporation, at least one director or officer is an assigned or unassigned member.
- b) If a professional corporation, at least one shareholder is an assigned or unassigned member.
- c) If a partnership, at least one partner is an assigned or unassigned member.
- d) If a sole proprietorship, the owner is an assigned or unassigned member.

2.72 Privileges. A firm member shall not be a member of the Chapter and shall have only those privileges as may from time to time be prescribed by the Board of Directors.

2.73 Assessments. Firm members shall be subject to assessments as provided in Section 3.1.

ARTICLE 3 – DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. Except as enumerated in Sections 3.021 and 3.022, the Board by a two-thirds majority vote may fix, in accordance with the requirements of the Institute and before the end of any fiscal year, the annual dues to be paid by each category of membership for the immediately succeeding fiscal year. Unless the Board otherwise votes to limit an increase in dues, annual dues shall be automatically

modified annually based upon the Consumer Price Index (July 1-June 30 base) and rounded down to the nearest whole dollar.

3.03 Dues Upon Admission. A newly admitted Assigned Member shall pay full annual dues, unless otherwise determined by the Institute.

3.04 General Waiver of Annual Dues and Admission Fees. AIA Nebraska, by the concurring vote of a majority of the Board members present and voting, may waive (for any fiscal year) any part or all of the annual dues required to be paid by any membership class.

3.05 Hardship Dues Reduction. In exceptional circumstances, and after consulting with the Institute Secretary, the Board of Directors may waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, in accordance with Institute Bylaws.

3.06 Exemptions. A member of this Chapter who is exempted from payment of dues to the Institute shall be exempted from payment of annual dues to this Chapter. Emeritus members and honorary members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors.

3.1 ASSESSMENTS

3.11 Authority. The Chapter, before the end of any fiscal year, by the vote of not less than two-thirds of the total number of members eligible to vote and present at a regular or special Chapter meeting, may fix a schedule of assessments on its Architect members, Associate members, allied members, affiliate members and firm members, or any thereof.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reason(s) for the assessment, and when it shall be payable, shall be sent to every member or firm member subject to the proposed assessment not less than thirty (30) days prior to the meeting of the Chapter 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 the payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to AIA Nebraska shall be given thirty (30) days' notice in writing of the impending suspension or termination due to the default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If the dues of any Architect, Associate, or International Associate member are in default on the last day of July of the fiscal year in which they become due, the Board of Directors shall request the Institute to suspend the person's membership. If the dues of such Architect, Associate, or International Associate member remain unpaid on the last day of October in the year in which they become due, the Board of Directors shall request that the Institute terminate the membership of that Architect, Associate, or International Associate member. When any such default is cured, the Secretary shall immediately notify the Institute Secretary.

ARTICLE 4 - CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. The Board of Directors shall select the delegates to represent the assigned membership at meetings of the Institute from among the Assigned Members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to Institute Meetings. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession to serve as Delegate will be President-elect, Secretary, and Treasurer. The Board may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws. The Section delegate appropriation will be based upon Section 5.222 of the Institute Bylaws derived from the number of assigned members in good standing of each Section.

4.02 Nomination and Election of Institute Directors. The Board of Directors shall nominate and elect the Institute Regional Representative(s) on the Strategic Council for this Chapter's region in the manner provided in the bylaws of the Regional Organization.

4.1 REGIONAL ORGANIZATION

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

4.12 Delegates to Regional Convention. The Assigned Members in good standing of this Chapter shall be represented at meetings of the Regional Organization by delegates selected from among the Assigned Members of this Chapter in the number prescribed in the bylaws of the Regional Organization as follows:

4.121 Delegate Selection Procedure. The President of the Chapter shall serve as the delegate from the Chapter to the Regional Organization. If the President is unable, neglects, fails or refuses to serve, or fails to be accredited, then the order of succession will be President-elect, Secretary, and Treasurer. The Board may also appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

ARTICLE 5 – CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. The Chapter shall hold an annual meeting of members each fiscal year, on such date and at such time as the Board of Directors shall by resolution specify, for the purposes of nominating and electing the Chapter officers and directors to succeed those whose terms are about to expire, to receive the annual reports of the Board of Directors and the Treasurer, and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. In addition to the annual meeting, the Chapter may hold additional regular meetings in the discretion of the Board of Directors.

5.03 Special Meetings. A special meeting of the Chapter may be called by the President, by the Board of Directors, or shall be called by the President at the written request of not less than ten (10) percent of the total number of the Chapter'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.

5.04 Place of Meeting. The Board of Directors may designate any place, either within or outside of the state of Nebraska, as the place of meeting for any annual or regular meeting of the Chapter or for any special meeting of the Chapter called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Nebraska.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A notice of each meeting of the Chapter, stating the date, time and place where the meeting will be held, shall be given by the Secretary to each member entitled to vote at the meeting. Notice shall be given not

less than fifteen (15), nor more than sixty (60), days before the date fixed for the meeting. Notice may be communicated in person, by mail, fax, email or other electronic means, or by publication in the Chapter newsletter. Written notice by the Chapter to its members is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

5.12 Quorum at Meetings. At any meeting of the Chapter, ten (10) percent of the assigned membership of the Chapter 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 the Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes shall be filed in the Chapter's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Unless otherwise required by law or these Bylaws, every decision at a Chapter meeting shall be by a majority vote of those members in good standing who are present and voting, or as authorized by subsection 5.25. Any member of the Chapter who is not in good standing shall have no right to vote on any Chapter or Local Section matter.

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. Voting by proxy shall be allowed at a meeting of the Chapter.

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

- a. Matters so designated elsewhere in these Bylaws.
- b. Elections of Institute officers and directors.
- c. Any matters relating to membership.
- d. Voting on dues and assessments for Architect members shall be limited to Architect members.
- e. Matters relating to Institute government, meetings, affiliations, budget and finances.
- f. Amendments to these Bylaws or the Articles of Incorporation.
- g. Any other matters as may be brought forward at the annual meeting of the members or a special meeting of the membership.

5.25 Ballot Voting. Any vote that may be taken at a meeting of this Chapter may be taken by direct mail or e-mail ballot, if the matter(s) voted on have been introduced and discussed at a regular or special meeting of the Chapter. An action based on a

written ballot may be taken provided the number of votes cast meets the quorum requirement and the number of approvals meets the majority vote requirement set forth in subsection 5.21. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with subsection 10.5.

5.3 INFORMAL ACTION BY MEMBERS

5.31 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by the Chapter prior to the receipt by the Chapter of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE 6 – BOARD OF DIRECTORS, OFFICERS, MANAGEMENT OF THE CHAPTER

6.0 BOARD OF DIRECTORS

6.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall exercise all authority, rights and powers granted to it by the laws of the State of Nebraska, including the Act, and the Chapter's Articles of Incorporation and Bylaws, as they may be amended from time to time.

6.02 Composition. The Board of Directors shall be composed of twelve (12) voting members, which shall consist of the five (5) officers of the Chapter, one (1) member appointed by each of the three Local Sections, two (2) At-Large Architect members, and two (2) At-Large Associate members. In addition, ex officio, non-voting members of the Board shall include: the Dean of the University of Nebraska College of Architecture (or his or her designee), the President and the President-elect of AIAS Nebraska, the Chair of the Chapter's Government Affairs Committee, and the Executive Director of the Chapter.

6.03 Eligibility. Members are eligible to serve as directors as specified in these Bylaws and the Local Section governance procedures. All voting members of the Board of Directors must be assigned members of AIA Nebraska in good standing. Directors who serve as a result of the association with a related organization shall meet the eligibility requirements of that related organization, and shall be members in good standing of those organizations.

6.04 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred

by law or these Bylaws unless such delegation is specifically prescribed or permitted by these Bylaws or the Act. The Board may delegate authority to a Local Section to initiate or carry on activities in accordance with policies adopted by the Local Section and approved by the Board.

6.05 Authority to Act. Except as specifically authorized and approved by the Board, no committee, council, officer, director, 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.

6.1 ELECTION OF OFFICERS AND OTHER DIRECTORS

6.11 Call for Expression of Interest. The Board of Directors shall, by appropriate means of communication to Chapter members, advise the membership that members may request to be considered to be nominated as an officer or director, and that they may recommend another member be considered for nomination. An expression of interest in being nominated or a recommendation of another member for nomination shall be submitted to the Nominating Committee in the form prescribed from time to time by the Board of Directors. The Board shall set the date by which expressions of interest in nomination or member-proposed nominees are required to be received by the Nominating Committee.

6.12 Nominating Committee. A Nominating Committee, consisting of a minimum of 3 to 6 members, including the President, President-elect and Past President of the Chapter, and a representative of each Local Section, if so desired and as selected by each Local Section, shall make one or more nominations each for the office of President-elect, Secretary, Treasurer, and for each of the other directors whose term of office is about to expire. Each nominee shall be voted on by the Nominating Committee, and those nominees who receive a majority vote shall be included (subject to the nominee's consent) as a candidate for office on the report of the Nominating Committee. The notice for the annual Chapter meeting shall include the report of the Nominating Committee. The Nominating Committee shall present its report to the annual meeting, after which the presiding officer shall entertain nominations from the floor.

6.13 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 and each directorship shall be placed by the Secretary on ballots for voting by secret ballot.

6.14 Tellers. The President may appoint up to 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.

6.15 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.

6.16 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections. The results shall also be published in the next regularly scheduled e-newsletter and/or on the web site of AIA Nebraska.

6.2 TERMS OF OFFICE OF OFFICERS AND OTHER DIRECTORS

6.21 Terms. Each officer shall serve a term of one (1) year, or until a successor has been duly qualified and elected. Directors who serve on the Board of Directors as the designee of a Local Section shall serve a term of one (1) year, or until a successor has been duly designated by the Local Section. The two At-Large Architect members shall be elected to serve for two (2) year staggered terms, or until a successor has been duly qualified and elected. The two At-Large Associate members shall be elected to serve for two (2) year staggered terms, or until a successor has been duly qualified and elected. Terms shall coincide with the annual meetings of the Chapter.

6.22 Vacancies. If a vacancy occurs in an officer position or an At-Large Director position, other than on account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy, through a roll call vote, for the unexpired term of office. If a vacancy occurs in a director position representing a Local Section, the Local Section shall fill the vacancy.

6.221 The President. Should a vacancy occur in the office of the President, the President-elect shall succeed to the office of President for the remainder of the current year's term and shall continue as President for his/her own elected term. A President-elect shall be appointed to fill the remainder of the President-elect's term, but he/she shall not succeed to the office of the President unless elected to that 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 Officers and Other Directors. Any or all of the officers and At-Large Directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken. A Local Section may remove its officers or other delegates serving on the Board in accordance with policies of the Local Section.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall consist of the following:

- 1) President
- 2) President-elect
- 3) Secretary
- 4) Treasurer
- 5) Past President.

6.32 Eligibility. Officers of AIA Nebraska must be assigned Architect Members of AIA Nebraska in good standing who have at least one (1) year of prior experience serving on the Chapter's Board of Directors (or as a member of the Executive Committee prior to January 1, 2017). Officers shall be elected by the assigned membership of AIA Nebraska pursuant to Section 6.1.

6.33 The President. The President shall exercise general supervision over the affairs of the Chapter, except those matters placed by these Bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of the Chapter, the Board, and the Executive Committee; appoint, with the concurrence of the Board, all committees; serve as a member of the board of directors of the Architectural Foundation of Nebraska; have charge of and exercise general supervision over the offices and employees of the Chapter, with the concurrence of the Board of Directors, and perform all other duties usual and incidental to the office.

6.331 Authority. The President shall act as spokesperson of the Chapter and as its representative at meetings with other organizations and committees, unless otherwise delegated by the Board of Directors. The President may sign contracts and agreements to which the Chapter is a party, but shall not obligate or commit the Chapter unless the obligation or commitment has been specifically authorized by the Board.

6.332 Delegation of Authority. The President may delegate to the Executive Director employed by the Chapter the actual performance of specific duties of the President, but shall not delegate responsibility for the property of the Chapter, or the making of any attestation or certification required to be given by the President, or the signing of any document requiring the signature of the President.

6.34 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; perform such other duties as are properly assigned by the Board of Directors or the President; and serve as a member of the board of directors of the Architectural Foundation of Nebraska.

6.341 Succession. The President-elect shall succeed to the office of President upon expiration of the term of office of the President, except as otherwise provided in these Bylaws.

6.35 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, 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 the Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of the 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 Board of Directors and the Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of the Chapter, and shall perform all other duties usual and incidental to the office.

6.351 Reports. The Secretary shall furnish the Institute and the Regional 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 the 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 the Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of the 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 of and shall exercise general supervision of the financial affairs of the Chapter.

6.361 Reports. The Treasurer shall make a written financial report to each annual meeting of the Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of the 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 the 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 the 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 the Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property

of the 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 the 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.

6.364 Succession. When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement, all records, all monies, securities and other valuable items and papers belonging to the Chapter that are in the Treasurer's custody and possession.

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

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Regular Meetings. The Board of Directors shall hold a regular meeting no less than four (4) times per year on such date and at such time and place, either within or without the state of Nebraska, as the Board of Directors shall from time to time by resolution specify, without other notice than the resolution.

6.42 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by a majority of the members of the Board of Directors, or at the call of the president.

6.43 Notice. Notice of the date, time and place of a special meeting of the Board of Directors shall be given at least two days before the date of the special meeting by written notice delivered personally or sent by mail, fax, email or other electronic means to each member of the Board of Directors at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when transmitted to the recipient. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

6.44 Quorum and Vote. A majority of members of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board members present at the time of the vote shall be the act of the Board 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.

6.45 Meetings by Telecommunications. Members of the Board of Directors may participate in a meeting of the Board by any means of communications by which all directors participating in the meeting shall be able to simultaneously hear each other, and participation in a meeting pursuant to this provision shall constitute presence of the director in person at the meeting. Records of the meeting shall be kept as required by subsection 6.47.

6.46 Action without a Meeting. Action required or permitted to be taken by the Board of Directors may be taken without a meeting if each member of the Board signs a consent describing the action taken and delivers it to the Chapter. Action taken under this section is the act of the Board of Directors when one or more consents signed by all members of the Board are delivered to the Chapter. A written consent may be revoked by a writing to that effect received by the Chapter prior to the receipt by the Chapter of unrevoked consents by all members of the Board.

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

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The Board of Directors 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 Board of Directors 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 EXECUTIVE COMMITTEE

6.61 Composition of Executive Committee. There shall be an Executive Committee, which shall consist of the President, the President-elect, the Secretary, the Treasurer and the Past President. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

6.62 Authority of Executive Committee. The Executive Committee shall have and may exercise the authority of the Board of Directors in the interim between meetings of the Board in the management of the Chapter's affairs and shall oversee all of the Chapter's functions. The Executive Committee shall promptly report to the Board all actions taken.

6.63 Restrictions on Authority. The Board of Directors may restrict the powers of the Executive Committee as it deems appropriate and may provide for the manner in which the Executive Committee exercises such powers. The Executive Committee shall not have the authority of the Board of the Chapter to authorize distributions; to approve or recommend to the members the dissolution or merger of the Chapter or the sale, pledge, or transfer of all or substantially all of the Chapter's assets; elect, appoint or remove officers or members of the Board of Directors; fill vacancies on the Board of Directors or vacancies on the Chapter offices; amend the Bylaws; set Board of Directors policy; adopt a general budget; purchase, sell, lease or pledge any real property, form an affiliation; or make a fiscal change over one percent of the general budget. The creation of the Executive Committee or the action by the Executive Committee does not relieve the Board of Directors or any member of the Board of any responsibility or duty imposed by law.

6.7 EXECUTIVE DIRECTOR

6.71 Duties of Executive Director. The Executive Director shall be a salaried employee of the Chapter, hired by the Board of Directors, and shall serve at the pleasure of the Board. The Executive Director shall be the principal operating officer of the Chapter and shall generally supervise and control all of the business and affairs of the Chapter subject to the ultimate direction and control of the President and the Board of Directors. The Executive Director shall have custody of and shall safeguard and keep in good order all property of the Chapter, keep full and accurate records of all transactions of the Chapter, be custodian of the Chapter records and conduct the correspondence relating to his or her duties. The Executive Director shall be responsible for the general supervision of the principal office of the Chapter. The Executive Director shall be responsible for hiring and supervising the employees of the Chapter and shall have the authority to fix terms of employment and starting salaries of new employees within such guidelines as may from time to time be prescribed by the Board of Directors. The Executive Director shall have the power to discharge employees of the Chapter. The Executive Director shall see that the policies and directives of the Chapter are carried out.

ARTICLE 7 –COMMITTEES, COUNCILS AND TASK FORCES

7.01 Formation and Composition. The Board of Directors may form committees, councils and task forces to carry out certain work of the Chapter. No committee other than the Executive Committee shall have the authority of the Board of Directors. Other committees may be formed for such purposes and for such duration as the Board of Directors may from time to time designate. The charge and duration of each

committee or task force shall be determined by the Board of Directors. The members of the committees shall be appointed by the President. Any member of any such committee may be removed by the President or by a majority vote of the Board of Directors. The Board of Directors may terminate any committee formed thereby. Each committee formed by the Board of Directors shall make an annual report to the Board of Directors, make a report to the Board at the completion of the work on the committee, and at such other times as the Board may from time to time direct.

7.02 Eligibility. Any member of AIA Nebraska may serve on a Committee, Council or Task Force. Only an assigned Architect, Associate or International Associate member may serve as chair unless otherwise determined by the Board or as otherwise specified in these Bylaws.

7.03 Attendance. Attendance at Committee, Council or Task Force meetings shall be governed by the chair of the Committee, Council or Task Force. A chair may be replaced by the President, with the concurrence of the Board, for failure to perform the assigned business of the Committee, Council or Task Force. Any chair may continue on a Committee after his or her term expires as an ex-officio, non-voting member.

7.04 Reporting. All Committees, Councils and Task Forces shall have a regularly scheduled reporting procedure to the Board of Directors as defined at the time of establishment of the Committee, Council or Task Force.

ARTICLE 8 - PROFESSIONAL CONDUCT AND DISCIPLINE

8.1 APPLICABILITY OF INSTITUTE CODE

The Code of Ethics and Professional Conduct of the Institute shall apply to the professional activities of all assigned and unassigned members of the Chapter, wherever such activities occur. It is the duty of all such members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations. All Institute members, regardless of membership category, are subject to the Code of Ethics and/or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other entity.

8.2 INTERPRETATIONS

Every interpretation of the Code of Ethics and Professional Conduct issued by the National Ethics Council shall be deemed to be the interpretation of the Chapter. Neither the Chapter nor any individual member, officer, director or employee has the authority to make a binding interpretation or amendment of the Code of Ethics and Professional Conduct. The Chapter, however, may respond to inquiries regarding such code by furnishing written materials provided by the Institute.

8.3 ADVISORY OPINIONS

In the event an inquiry concerning the Code of Ethics and Professional Conduct cannot be answered by reference to such code or any published interpretations, the Chapter may request an advisory opinion or interpretation from the National Ethics Council.

8.4 ACTION ON COMPLAINTS OF UNPROFESSIONAL CONDUCT BY ITS MEMBERS

8.41 Formal Action Prohibited. A charge of unprofessional conduct against any assigned or unassigned member shall not be heard or adjudged by the Chapter, the Board of Directors or any Chapter committee, nor shall any of them have the right or authority to admonish, censure, suspend or terminate such member for unprofessional conduct.

8.42 Ethics Committee. The Board of Directors may establish an ethics committee, the membership of which shall be limited to assigned members, which shall be responsible for educating the members about the Code of Ethics and Professional Conduct and facilitating the informal resolution of complaints.

8.43 Informal Settlement Prior to Filing of Complaint with the Institute. The ethics committee, upon receipt of a charge of unprofessional conduct against a member of the Chapter, shall advise the member making the charge of the procedures for filing a formal complaint with the National Ethics Council, and may in its sole discretion extend the opportunity to seek an informal resolution of the matter through the committee. If the member wishes to seek such an informal resolution, the ethics committee shall advise the member against whom the charge is made, and with the consent of such member, attempt to mediate the matter, either directly or through the offices of a third party. In attempting informal settlement, the ethics committee shall comply with the rules of procedure of the National Ethics Council, where applicable.

8.44 Confidentiality. All inquiries made to the ethics committee, correspondence, evidence presented by the parties, and all other matters relating to a charge or complaint of unprofessional conduct and any attempt at informal settlement shall be and remain confidential. Upon the conclusion of any settlement effort, whether or not a resolution has been reached, all evidence submitted shall be returned to the party who submitted it and may not be introduced in further proceedings except by that party.

8.5 CHAPTER PARTICIPATION IN DISCIPLINARY PROCEEDINGS

Any request that the Chapter initiate or join as co-complainant in a proceeding under the Code of Ethics and Professional Conduct shall be referred to the Board of Directors. The Board may, with due consideration given to the advice of counsel, file or join in the filing of

a formal charge of unprofessional conduct in the name of the Chapter, against an Institute member or Associate member.

8.51 Authority of the Board of Directors. The Board of Directors shall not delegate to any other person or body its authority to initiate or join in a disciplinary proceeding.

8.52 Confidentiality. Any discussion or decision by the Board of Directors relating to an informal or formal complaint against an Institute member or Associate member shall occur in executive session, shall be and remain confidential, and shall not be announced or disclosed to the membership or public.

8.53 Notice of Institute Discipline. Whenever notice is received from the Institute that a member of the Chapter has been censured, suspended or terminated by the Institute, such notice shall be duly entered in the minutes and records of the Chapter. At the discretion of the Board of Directors but not otherwise, such notice of discipline shall be read at the next Chapter meeting and published in the next official Chapter publication.

ARTICLE 9 - FINANCES

9.0 FINANCES

9.01 Budgets and Appropriations. In the last quarter of the fiscal year, the Board of Directors shall cause to be prepared an annual budget for the immediately succeeding year, showing in detail the anticipated income and expenditures of the Chapter for such year. At the last Board of Directors meeting prior to the beginning of a new fiscal year, the Board of Directors by a vote of not less than two-thirds of those present shall adopt a budget detailing the anticipated income and expenditures of the Chapter. A discretionary fund for each Local Section will be included in the budget for the use of the Local Sections for items not already accounted for in the budget.

9.011 Long Range Planning. The Board may also develop budgets for successive years for planning purposes, although no budget may be adopted outside of the fiscal year in which it applies except as provided in Paragraph 9.01.

9.02 Expenditure Limitations.

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

9.022 The Board of Directors. The Board of Directors may, during the fiscal year, make minor changes in the detail of actual income and expenditures in the

annual budget as deemed necessary and appropriate. The Board shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so at a duly called meeting of the members; provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year. The Board may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years. The Board may elect to make expenditures, from time to time as deemed necessary with the source of funding being outside the annual budget, from accrued savings or from member or firm assessments.

9.03 Fiscal Year. The fiscal year of the Chapter shall be January 1 to December 31.

9.1 REAL AND PERSONAL PROPERTY

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

9.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of the Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of the Chapter, or that will place an undue financial or other burden on the Chapter.

9.2 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 the Chapter.

9.3 INSTITUTE PROPERTY INTERESTS

The Chapter 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 Chapter, and the Institute shall not be liable for any debt or other obligation of the Chapter.

ARTICLE 10 - GENERAL PROVISIONS

10.0 BOOKS AND RECORDS MAINTAINED

The Chapter shall keep correct and complete books and records of account and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

10.1 RECORDS OPEN TO MEMBERS

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

10.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall supplement the rules and regulations adopted by the Chapter and shall govern meetings of the Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by the Chapter or by the Board of Directors.

10.3 LIABILITY, FIDELITY BOND AND INSURANCE

10.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of the Chapter shall not be personally liable for its debts, obligations liabilities; or any loss of money or funds or any decrease in the capital, surplus, income or reserve of any fund or account of the Chapter.

10.32 Fidelity Bond. The Chapter shall furnish and maintain a fidelity bond in favor of the Chapter in a sum which shall be fixed from time to time by the Board of Directors, but which shall not be less than fifty thousand dollars. Such bond shall be issued by a surety company satisfactory to the Board and shall insure the full reimbursement to the Chapter by the surety company, in the event of death, resignation, or removal from office of any officer, for any and all loss the Chapter may sustain of monies, funds, securities, negotiable instruments, or other personal property belonging to the Chapter that may have come into the hands or possession of any officer, including that for which the officer was responsible.

10.33 Insurance. The Board of Directors shall authorize the purchase and maintenance by the Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of the Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

10.4 CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

10.41 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and

on behalf of the Chapter, and such authority may be general or confined to specific instances.

10.42 Loans. No loans shall be contracted on behalf of the Chapter and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

10.43 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Executive Director.

10.44 Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositaries as the Chapter may select, including the sub-accounts established and maintained for each Local Section.

10.45 No Loans to Members, Directors or Officers. No loans shall be made by the Chapter to any members, directors or officers of the Chapter. Any member of the Board of Directors or officer who assents to or participates in the making of any such loan shall be liable to the Chapter for the amount of such loan until the loan is paid in full.

10.5 ELECTRONIC TRANSMISSION

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given and ballots may be transmitted and a vote cast on that ballot by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

10.6 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Chapter, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE 11 – AMENDMENTS OF ARTICLES OF INCORPORATION AND BYLAWS

11.0 AMENDMENTS BY ASSIGNED MEMBERS

11.01 Amendments by Members. Subject to prior approval by the Institute, the Articles of Incorporation of this Chapter and these Bylaws may be amended by the Assigned Members of the Chapter at any meeting of the Chapter, 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 thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Any proposed amendments shall be provided to the Secretary of the Institute for review for conformity with Institute bylaws and approval.

11.02 Required Vote of Assigned Members. Except as provided in Section 11.1, a vote of not less than two-thirds of the Assigned Members of the Chapter who are present at the meeting at which a quorum is present shall be required to amend any provision of these Bylaw relating to the rights, duties or privileges of the Assigned Members.

11.1 AMENDMENTS OF BYLAWS BY THE CHAPTER BOARD

11.11 Conformity with Institute Bylaws. The Board of Directors, without action by the members, may amend these Bylaws as may be necessary for conformity with Institute bylaws and federal and state law. Any proposed amendments shall be provided to the Secretary of the Institute for review for conformity with Institute bylaws and approval.

11.12 Delegation of Authority to Board. The Board of Directors 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 Assigned Members of this Chapter. Any proposed amendments shall be provided to the Secretary of the Institute for review for conformity with Institute bylaws and approval.

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These Amended and Restated Bylaws of AIA Nebraska, A Chapter of the American Institute of Architects were approved by the Board of Directors thereof on _____, 2016, effective as of _____, 201_.

President

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