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AIA Ohio
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ARTICLE I ORGANIZATION, COMPOSITION, AND GENERAL POWERS

1.0 ORGANIZATION

1.01 Name: The name of the organization is AIA Ohio, a Society of The American Institute of Architects

1.01.1. Related Institute Organizations: in these Bylaws the above named organization is referred to as the Society; the governing Board of Directors of this Society as the Board; ~~the Ohio Valley Region as the Region;~~ The American Institute of Architects as the Institute; and the Board of Directors of the Institute as the Institute Board.

1.02 Objects:

- a. To promote and forward the objects of the American Institute of Architects within the territory of this Society. Said objects are to organize and unite in fellowship the members of the Architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of Architectural education, training and practice; to coordinate the building industry and the profession of Architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.
- b. To encourage wise and necessary legislation and to oppose the enactment of laws and ordinances prejudicial to the practice of Architecture and to represent and act for the profession in the State of Ohio in all matters affecting the practice of Architecture.
- c. To promote educational and public relations programs for the advancement of the Architectural profession and to collect and disseminate information among the members

1.03 Domain: The territory of AIA Ohio is the State of Ohio

1.04 Organization:

- a. AIA Ohio is ~~an organization~~ a chapter of the Institute ~~Chapters representing members~~ in the State of Ohio. ~~AIA Ohio, AIA Kentucky, and AIA Indiana collectively, constitute the Ohio Valley Region.~~
- b. This Society is a nonprofit membership corporation duly incorporated on the 28th day of September 1949 under and by virtue of the provisions of a corporation not for profit, under the General Corporate Act of Ohio and chartered by the Institute on the 25th day of April 1945.

1.05 Powers: Within the territory assigned to it, this Society shall represent and act for the Institute membership under a charter issued to it by the Institute Board. The Institute and this Society may

act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided, that the Institute Board 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.

1.07 Cooperation with Chapters: This Society shall cooperate with the Chapter organizations in the state of Ohio and the ~~Regional organization~~ to further the interests of the Architectural profession, and by agreement with these organizations, may represent and act for them within the territory of this Society.

1.1 AFFILIATIONS

1.11 Affiliation with Other Organizations: This Society shall not form nor enter into any affiliations with any individual, but it may affiliate with any 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.

1.2 ENDORSEMENTS

1.21 Endorsement of Parties, Methods or Products: 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, a political party, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

1.22 Endorsement of Political Candidates: The Society, with a two-thirds vote of the Board of Directors, may make an endorsement of a political candidate where such endorsement is deemed in the best interests of AIA Ohio. The voting shall be in accordance Section 6.04, and such vote shall be taken after a minimum sixty day notification of all members of the board, alternate directors, and chapter Presidents. The endorsement shall be valid only for a twelve month period and shall be limited to persons seeking elected positions in the state government of the State of Ohio.

1.23 Retraction of Endorsements: The Society, with a two-thirds vote of the Board of Directors, may retract an endorsement of a political candidate where such retraction is deemed in the best interests of AIA Ohio. The voting shall be in accordance Section 6.04.

ARTICLE 2 – MEMBERSHIPS

2.0 Architect, Intern and Associate Members

2.01 Categories of membership: The members of this Society shall consist of the Architect Members, Associate Members, and International Associate Members who have been assigned to Chapter

membership within the domain of this Society by the Institute and others who have been admitted to Society membership by this Society.

2.02 Definitions: In these Bylaws, Architect Members, Associate Members, and International Associate Members who have been assigned to Chapter membership within the domain of this Society are referred to as “assigned members.”

2.03 Qualifications: This Society shall not establish qualifications for assigned members in addition to, or which vary from, the Institute’s policies for membership

2.04 Use of Title: An Architect Member of one of the Ohio Chapters of the Institute may use the title “AIA Member of AIA Ohio.” An Associate Member of one of the Ohio Chapters of the Institute may use the title “Associate Member of AIA Ohio.” An International Associate Member of one of the Ohio Chapters may use the title “International Associate Member of AIA Ohio.”

2.05 Enrollment of members: Every member assigned to or admitted by this Society shall be duly notified to that effect by the Society, and shall be enrolled as a member of this Society without requiring payment of an admission fee.

2.07 Termination: Each assigned member of this Society shall remain a member until terminated by the Institute or reassigned by the Institute. An Associate Member who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

2.08 Members Emeriti: Any member who has been granted member emeritus status in accordance with the Institute Bylaws shall ipso facto be a Member Emeritus of this Society. All rights, interests, privileges, titles, liabilities and obligations, other than the payment of dues, shall remain unchanged.
a) Use of the title “Member Emeritus of AIA Ohio” is permitted.

ARTICLE 3 – DUES AND ASSESSMENTS

3.0 Annual Dues

3.01 Regular Dues: Every member shall pay regular dues to the Society in an amount determined in accordance with these Bylaws.

- a. Regular dues shall cover a calendar year, and shall be due and payable, in full, on or before January 1st of each year at the headquarters of the Institute.
- b. Every Associate Member, and International Associate Member shall pay regular dues to the Society in an amount determined in accordance with these Bylaws.

3.02 Right to Levy Dues and Assessments: The members at an annual or other duly called meeting of the Society may establish and fix regular annual dues. The Board may adjust dues within the limits set forth below in Section 3.021. The Board may establish and fix supplemental annual dues.

3.021 Adjustments in Annual Dues:

- a. The dues for the association shall automatically increase by a percentage equal to the Consumer Price Index, not to exceed 10% annually, unless otherwise reduced or eliminated by a vote of the Board of Directors.

3.03 Interpretation of Dues Regulation: The Treasurer shall interpret all forms, rules and regulation relating to the application and calculation of dues.

3.04 Reduction or Waiver of Dues: The members at any duly called meeting of the Society, by a two-thirds concurring vote of those attending, may waive or reduce any part or all of the regular dues required to be paid by any class of member for the current fiscal year.

3.05 Hardship Dues Reduction: In exceptional circumstances and for adequate cause, on an individual basis, the Executive Director may waive all or any part of the AIA Ohio dues required to be paid or owed by a member in any class for the current fiscal year, if the waiver has already been approved by the member's local chapter.

3.06 Member Emeritus: Anyone who has been granted Emeritus status in the Institute shall hold Emeritus status in the Society.

- a. Members Emeriti shall not be obligated for regular annual dues.

3.1 ASSESSMENTS

3.11 Authority: Assessments may be levied or authorized for special or unusual expenses by two-thirds vote of the members attending the annual meeting, or a special meeting of the Society. The members, at such meeting, by a two-thirds vote may delegate such power to the Board with such limitations as the members may choose to impose, including limitations as to purpose and period of time.

3.2 TERMINATION OF SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.21 Members: Every member who has not paid Society dues owed for the current calendar year on or before March 31 of said year shall be in default, and shall be given notice by the Institute.

- a. A former member who has been terminated by the Institute for nonpayment of dues, and then readmitted, shall pay the current dues for the year of readmission and all dues and other obligations to the Society outstanding and unpaid at the date of termination.
- b. Nothing contained in these Bylaws shall be construed to limit liability imposed by law on any member. The termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Society.

3.22 Unassigned Members: If an unassigned 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.

3.3 SUPPLEMENTAL DUES

3.31 Authority: Every member who is an owner or manager in an organization using registered architects to perform services is jointly and severally liable for the payment of supplemental dues, based on the total number of registered architects employed by the firm; including employers, in an amount determined in accordance with these Bylaws. A supplemental dues credit shall be given, as determined by the Board, for each registered architect who is a member of the Institute.

- a. Each member shall report annually, on a form provided by the Institute, whether or not the member has an obligation to pay supplemental dues. Failure to so report shall be grounds for recommendation of termination of membership.
- b. A new member is not liable for payment of supplemental dues until January 1 of the year following admission.
- c. Supplemental dues shall be calculated as provided in the Rules of the Board.
- d. Supplemental dues shall cover a calendar year and shall be due and payable, in full, on or before January 1 of each year at the headquarters of the Institute.
- e. Associate Members and International Associate Members are not obligated to supplemental dues.

ARTICLE 4 – RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS Reserved for future use

~~4.0 REGIONAL ORGANIZATION~~

~~4.01 Chapter Representation in Regional Organization:—The Regional Assembly of the Ohio Valley Region of American Institute of Architects shall be comprised of Delegates of the societies of the states of Ohio, Kentucky and Indiana. Proportional delegate representation shall be in accordance with the Bylaws of the Ohio Valley Region:~~

- ~~a.—The Regional Assembly shall call for the nominations of and elect Regional Representatives to represent the Ohio Valley Region on the Strategic Council of the Institute.~~

~~4.02 Delegates to the Regional Assembly:—Representation at the Regional Assembly is established by the Bylaws of the Ohio Valley Region based on a membership ratio:~~

~~4.03 Delegate Selection Procedure: The President and the President-elect shall serve as the initial two (2) Delegates. The President, as permitted by the membership ratio, shall appoint additional Delegates.~~

ARTICLE 5 – MEETINGS

5.0 REGULAR, ANNUAL, AND SPECIAL MEETINGS

5.01 Annual Meeting: This Society shall hold an annual meeting for the purpose of receiving the annual reports; and for the transaction of other business as may be appropriate.

- a. The President and Treasurer of the Society shall each make an annual report, in writing, to the annual meeting. The President's report shall include a report on the activities of the Board, the Executive Committee, and regular and special committees.
- b. The annual meeting shall be held on such date or dates after September 1 and prior to December 1, and at such place within, or without, the State of Ohio, in person or via electronic means as long as each member may hear and be heard, as the Board may determine.

5.02 Regular Meetings: The Board shall hold a minimum of six (6) regular meetings in each calendar year.

5.021 Quorum: A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, those Directors and Officers present may adjourn the meeting from day to day or to a later day.

5.022 Meetings of the AIA Ohio Board: Meetings of the AIA Ohio Board may be held in person or via electronic means as long as each member of the Board can hear and be heard.

5.03 Special Meetings of the Board: A special meeting of the Board shall be held at the written request of any five members of the Board or upon the call of the President. The Board shall transact only the business stated in the call and notice for the special meeting unless this provision is waived in writing by every member of the Board.

5.031 Notices Required: A notice of the time and place of each meeting of the Board, either written or emailed, or published in a printed or electronic newsletter, together with the call if it is to be a special meeting, shall be sent to every Officer and Director, not less than thirty days before the date fixed for the meeting.

5.032 Waiver of Notice: The thirty day minimum notice of a meeting may be waived by any member of the Board.

5.04 Decisions

5.041 Decisions by Majority Vote: Every decision of the Board shall be by a majority vote unless otherwise required by law or these bylaws. Upon request, the vote of an Officer or member of the Board shall be entered in the minutes.

5.042 Decisions by Two-Thirds Vote: Unless the provisions of the laws of the State of Ohio require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required to adopt, amend, suspend or rescind rules or policies supplementing these Bylaws; to form an affiliation; to fix annual dues; to adopt a general budget; to create and establish a financial obligation or liability in excess of the appropriation fixed in the general budget; to give a proxy in any corporation; to accept any gift, bequest or devise; to purchase, sell lease or hypothecate any real property; or act on any matter for which a two-thirds vote is required by these Bylaws.

5.043 Roll Call Vote: The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

5.044 Letter Ballot: The sense of the Board may be taken by letter ballot, but such ballot shall not constitute an act of the Board or be effective or binding on the Society or the Board or on any member thereof.

5.05 Special Meetings: Special meetings of the membership of the Society shall be held whenever such a meeting is called by:

- a. The President of the Society or in the case of absence, death, or disability of the President, the President-elect or Secretary authorized to exercise the authority of the President.
- b. A vote of the majority of the members present at the annual meeting of the Society.
- c. A written petition by two-thirds vote of the entire Board.
- d. Resolutions adopted by a majority of the Chapters.
- e. The written petition to the Board of Directors signed by not less than twenty-five percent (25%) of all assigned members of the Society. The petition shall state the purposes of such special meeting.

5.051 Business to be transacted: A special meeting called under the provisions of Sections a, b, or c of this Section shall be held on such date or dates and at such place within the State of Ohio as the party calling such meeting may designate. A special meeting called under the provisions of Sections (d) or (e) of this Section shall be held within forty-five (45) days after receipt of such resolution or petition by the Secretary of the Society. The meeting shall be held at a location within Franklin County, Ohio.

5.052 Notice of Special Meetings: Notice of such special meeting shall be given either by mail or electronic mail, to each member at latest address filed with the Society, not less

than fifteen (15) days nor more than forty-five (45) days after receipt of such resolution or petition.

5.1 NOTICE, QUORUM, MINUTES FOR SOCIETY MEETINGS

5.11 Notice of Society Meetings: Notice of the annual meeting shall be given to each member at latest address filed with the Society, or via electronic mail, not less than 30 nor more than 60 days before the date of the meeting.

5.12 Quorum at Meetings: The quorum shall be necessary for the transaction of any business at any meeting of this Society.

- a. A quorum for a meeting of the Society shall be the majority of those members present and voting, representing a majority of the Chapters of the Society.

5.13 Minutes of Meetings: Written minutes of every meeting of this Society, recording all the matters before the meeting and every action taken thereat, shall be kept by the Society. The minutes of each meeting shall be approved at a subsequent meeting of this Society.

5.2 DECISION AND ELIGIBILITY FOR VOTING

5.21 Majority Vote: Every decision at a meeting shall be by a majority of votes cast unless otherwise required by these Bylaws.

5.22 Roll Call Vote: A roll call vote shall be taken whenever one-third (1/3) of the voting members present shall so request.

5.23 Proxies: There shall be no voting by proxy at any meeting of this Society, except as noted in section 6.04.

5.24 Limitations on Voting Eligibility: Only assigned members in good standing may vote at any meeting of the Society. Only elected members of the Board may vote at any meeting of the Board.

ARTICLE 6 – BOARD OF DIRECTORS

6.0 MEMBERSHIP OF THE BOARD OF DIRECTORS

6.01 Composition: The Directors and the Officers, jointly, shall constitute and be the Board of Directors of AIA Ohio.

6.02 Membership Requirements: Every voting member of the Board shall be a member of a Chapter.

6.03 Directors Number: The members of each Chapter shall be represented on the Board by one Director.

- a. 6.04 Voting: With the exception of Honor Award voting and voting to elect Ohio's representative to the Strategic Council, Young Architects Forum (YAF) and National Associates Committee (NAC), each Director shall have a weighted voting power according to the membership of the Chapter represented, with one vote per each 50 members, or major fraction thereof. In instances ~~when the Board of Directors serves as a jury, e.g. of voting on the~~ Honor Awards and the election of the Ohio representative to Strategic Council, YAF and NAC, each Officer and Director shall be entitled to one vote. If a chapter's Director and the chapter's Alternate Director cannot attend the Board meeting during which the board will vote on the Honor Awards ~~will be chosen~~ or the election of the Ohio representative to Strategic Council, YAF and NAC, the Director may select their chapter's President, President-elect, Secretary or Treasurer to attend the meeting and vote by proxy for the Honor Awards or the election of the Ohio representative to Strategic Council, YAF and NAC. Proxy voting for Honor Awards or for the election of the Ohio representative to Strategic Council, YAF and NAC is not permitted for AIA Ohio officers, nor any other voting member of the Board who is not serving as their chapter's Director. For purposes of computing the number of votes a Director is entitled to cast, the chapter membership shall be the total number of assigned AIA Members, Associate Members, International Associate Members and Emeritus Members in the Chapter as of December 31 of the preceding year.

6.05 Members of the Strategic Council: ~~Members of the Strategic Council who are members of AIA Ohio~~ The Ohio Representative to the Strategic Council shall be a member of AIA Ohio at the time they are elected. The Ohio Representative to the Strategic Council shall be elected by a simple majority of the Board. Candidates from the current Ohio Representative to the Strategic Council's local component shall not be eligible. The election shall take place at the September board meeting. The Ohio Representative to the Strategic Council shall serve a term of three (3) years. The Ohio Representative to the Strategic Council shall be an ex-officio member ~~members~~ of the Board and in this role may take part in deliberations but shall not vote. ~~with one vote, and take part in their deliberations.~~

6.06 Representative to the Young Architects Forum (YAF): The Ohio Representative to the YAF shall be an architect registered for ten (10) years or less and a member of AIA Ohio at the time they are elected. The Ohio Representative to the YAF shall be elected by a simple majority of the Board. Candidates from the current Ohio Representative to the YAF's local component shall not be eligible. The election shall take place at the September board meeting. The Ohio Representative to the YAF shall serve a term of two (2) years. The Ohio Representative to the YAF shall be an ex-officio member of the Board and in this role may take part in deliberations but shall not vote.

6.07 Representative to the National Associates Committee (NAC): The Ohio Representative to the NAC shall be an Associate Member of AIA Ohio at the time they are elected. The Ohio Representative to the NAC shall be elected by a simple majority vote of the Board. Candidates from the current Ohio Representative to the NAC's local component shall not be eligible. The election shall take place at the September board meeting. The Ohio Representative to the NAC shall serve a term of two (2) years. The Ohio Representative to the NAC shall be an ex-officio member of the Board and in this role may take part in deliberations but shall not vote.

6.06 Executive Vice President: The Executive Vice President shall be a member of the Board without vote, and take part in their deliberations.

6.07 School of Architecture Director: This Director shall be an AIA Ohio member and shall be a representative of one of the accredited schools of Architecture within the State of Ohio. This Director shall be appointed by the President and shall serve a term of one (1) year. This Director shall take part in all Board deliberations and shall have one vote.

6.08 Members of the National Board: A member of the Institute Board of Directors who is a member of AIA Ohio shall be an ex-officio member of the AIA Ohio Board and in this role, may take part in deliberations but shall not vote. ~~with one vote, and take part in Board deliberations.~~

6.09 Associate-Early Professional Directors: There shall be two (2) Associate-Early Professional Directors, from two different Ohio local components, on the AIA Ohio Board. The Associate-Early Professional Directors shall be ~~Associate Members of the AIA at the time they are elected~~ members of AIA Ohio and shall have graduated from a NAAB-accredited program no more than ten (10) years prior to their election. The ~~Associate Directors~~ Early Professional Directors shall be elected by a simple majority vote of the Board, ~~based on nominations by the Chapters, with each Chapter having not more than one (1) nomination.~~ The election shall take place at the September board meeting ~~preceding the annual meeting of the Society.~~ The ~~Associate-Early Professional Directors~~ shall serve for a staggered term of two (2) years each, or until a successor is chosen. The Senior Associate-Early Professional Director shall have one (1) vote. In the absence of the Senior Associate-Early Professional Director, the Junior Associate-Early Professional Director shall carry the Associate-Early Professional Director vote.

6.010 General Function and Jurisdiction: The Board shall manage, direct, control and administer the property, affairs and business of the Society, admit and govern its members; act as trustee for and be the custodian of its properties and interests, except those placed in the custody or under the administration of the Treasurer by the provisions of these Bylaws; exercise all authority, rights and powers granted the Board by the laws of the State of Ohio and conduct its business as required by said laws and these Bylaws.

6.011 General Duties of the Board: The Board shall be responsible for the execution of all general policies and instruction adopted at any meeting of the Society and shall act for and on behalf of the Society in all matters within its jurisdiction. It shall present at each annual meeting a report in writing of the condition and interests of the Society and its activities and accomplishments, including such recommendations, as it deems fit and proper.

6.012 Delegation of Authority: The Board may authorize others than the Board to perform certain of the duties of the Board, under these Bylaws and the Rules of the Board. The Board may at anytime take over the performance of any or all of these duties unless explicitly provided otherwise in the Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done, under the general directions and instructions of the Board, which shall be responsible therefore.

- a. The Board shall establish and adopt rules and policies from time to time to supplement these Bylaws.

6.1 NOMINATION AND ELECTION OF OFFICERS

6.11 Election of Officers: The Officers described in this section are elected by the delegates at the annual meeting of the Society and are members of the Society. The President however, is not elected directly but assumes office by automatic succession from the office of President-elect. The President shall be elected at the annual meeting only when a President-elect is unwilling to assume office.

6.111 Filling of Unexpired Terms of Officers: If any office except that of President becomes vacant, the Board shall fill the office for the remainder of the term. If the office of President becomes vacant, the President-elect shall [complete the remainder of the vacated term and](#) become President the following year. If the offices of President and President-elect become vacant, the Board shall elect an acting President from the Officers serving or elected to serve at the time the vacancy occurs to serve until the next annual meeting of the Society.

6.12 Nominations: At the Board meeting no later than 120 days prior to the annual meeting, the President shall report to the Board a Nominating Committee, comprised of the President, Immediate Past President, and the representative of the President-elect's Chapter, to prepare and present to all members a slate of candidates for the offices of:

- a. President-elect (1 year term): if the President-elect is unable to or does not desire to become President for the next year, the Nominating Committee shall also present a candidate for the office of President.
- b. Secretary (2 year term): [Upon completion of the term as Secretary, the Secretary automatically assumes the office of President-elect.](#) If the Secretary is unable to or does not desire to become President-elect upon completion of their term, the Nominating Committee shall also present a candidate for the office of President-elect.
- c. Treasurer (2 year term): [Upon completion of the term as Treasurer, the Treasurer automatically assumes the office of President-elect.](#) If the Treasurer is unable to or does not desire to become President-elect upon completion of their term, the Nominating Committee shall also present a candidate for the office of President-elect.

6.13 Restrictions on Nominations: The Nominating Committee shall not nominate candidates from Chapters with members holding office other than Immediate Past President in the new election year.

6.14 Notification: The Nominating Committee shall cause to have assembled a resume and photo of each candidate for office 75 days prior to the annual meeting. The resume shall contain such information as required by the Rules of the Board.

- a. The resume and photo shall be mailed or emailed to all AIA Ohio members 45 days prior to the annual meeting.

- b. No later than 30 days prior to the annual meeting additional nominations may be submitted to the Society's office and shall contain the resume and photo as required by the Rules of the Board and shall be accompanied by a letter of nomination bearing the signatures of at least fifteen (15) assigned members representing at least three (3) Chapters and with not less than three (3) nor more than seven (7) signatures from any one Chapter.

6.15 Ballots Elections: If more than one member is nominated by the Nominating Committee or an additional nominee is received, printed ballots shall be prepared and distributed at the Annual Meeting, for the particular office.

- a. If printed ballots are required for any office, a three (3) person Tellers Committee representing three (3) Chapters shall be appointed by the President, from those Board members in attendance at the annual meeting. The Tellers Committee shall count and tabulate the votes of the validated ballots and shall immediately provide the Secretary with a tabulation of the votes for each office. The Secretary shall immediately announce the successful candidate.
- b. If only one member is nominated for an office the Secretary shall be directed by the Society's Board to cast a unanimous ballot for said nominee, whereupon the President shall declare the nominee to be elected.

6.16 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.

6.17 Results: The names of all successful candidates shall be published in the next newsletter of the Society.

6.18 Order of Succession of Officers: In the event that the President and the President-elect shall all be absent, or unable, refuse or fail to act, then the Secretary and Treasurer, in that order, shall perform as may be required, the duties of any or all of those offices.

6.2 Terms of Office of Officers

6.21 Term: Officers shall take office January 1 following the annual meeting of the Society, except for those who are elected by the Board to fill a vacancy, who shall take office immediately.

6.211 The President: The President may serve only one term of one year, and shall ascend automatically from the office of President-elect.

6.212 The President-elect: The President-elect shall serve only one term of one year, and shall ascend automatically to the office of President.

6.213 The Secretary: The Secretary shall serve only one term of two years, and shall ascend automatically to the office of President-elect upon completion of their term. The Secretary's term of office shall expire in even-numbered years.

6.214 The Treasurer: The Treasurer shall serve only one term of two years, and shall ascend automatically to the office of President-elect upon completion of their term. The Treasurer's term of office shall expire on odd-numbered years.

6.215 The Immediate Past President: The Immediate Past President shall serve for one term of one year immediately following their term as President.

6.216 Limits of Term: No person shall serve more than a total of four consecutive years in any combination of the offices of Secretary and Treasurer.

6.22 Terms of Office of Directors: Each chapter shall set the term for the Director and Alternate Director representing that chapter.

6.23 Filling of Unexpired Terms on Board: Each Chapter shall designate a member as Director to the Board and Alternate Director to serve in case of absence of the Director. Alternate Directors shall regularly receive notices, minutes and reports of the Board.

- a. Should a vacancy on the Board occur, the Secretary shall immediately instruct the governing body of the Chapter affected to designate a new Director to fill the unexpired term. Should the Chapter not take such action within sixty (60) days of such notification, the Society's Board shall make such designation of a new Director and so notify the Board.
- b. Vacancies in the School of Architecture Director's position shall be filled by appointment by the President.

6.24 Removal of Directors: If there is not more than one vote of the entire membership of the Board of Directors to the contrary, the Board of Directors, by secret ballot, may remove any Officer or Director of the Society for refusal, neglect, or failure to perform the duties of this office or position, or for any act contrary to the policies and instructions of the Board of Directors and shall offer the opportunity to the said Officer or Director to be heard, but its action shall be final and conclusive and without recourse. The vacancy thus created shall be filled as provided in these Bylaws.

6.3 OFFICERS

6.31 Officers: The Officers shall be the President, the President-elect, the Secretary, the Treasurer and Immediate Past President.

- a. Each Officer shall have one vote in deliberations of the Board.

6.32 The President: The President shall exercise general supervision over the Board and its affairs and shall perform all the duties required by these Bylaws or delegated by the Board, and all other duties, which are usual and incidental to this office.

- a. The President or their designee shall be the Society delegate to Institute meetings.

~~b.—The President shall serve as a Delegate to the Regional Assembly.~~

6.33 The President-elect: The President-elect shall, in the absence of the President, preside and perform all the duties as may properly be assigned by the President or the Society's Board.

~~a.—The President-elect shall serve as a Delegate to the Regional Assembly.~~

6.34 The Secretary: The Secretary shall be an administrative Officer of the Society and shall act as its recording secretary, its corresponding secretary and the secretary of each meeting of the Society and the Board. The Secretary shall perform or cause to be performed the duties usual and incidental to the office, the duties required to be performed by law and these Bylaws and the duties properly assigned by the Board.

6.341 Specific Duties of the Secretary: The Secretary shall:

- a. Issue all notices and all calls of all meetings of the Society and the Board.
- b. Conduct the general correspondence of the Society except such as delegated or assigned to the staff of the Society.
- c. Affix, seal and sign papers.
- d. Supervise the maintenance of the membership rolls and corporate records.
- e. Maintain current in the executive office of the Society a copy of the current membership rolls, the minutes of meetings, the Treasurer's annual reports and other vital records of the Society required by law to be maintained in that office, and shall have charge and custody of all records in such office.

6.342 Reports: The Secretary shall Furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with names and addresses of all Officers and assigned members of this Society required to keep the Institute's records up-to-date and complete; and shall periodically report all resignations, requests for transfer or defaults of it assigned members.

~~6.343 Regional Assembly Delegate: The Secretary shall serve as Secretary of the Regional Assembly as an ex officio member and may be appointed by the President to serve as one of AIA Ohio's voting delegates.~~

6.35 The Treasurer: The Treasurer shall exercise general supervision of the financial affairs of AIA Ohio; have the custody of its monies and securities, except as provided in the Rules of the Board; shall authorize collection of all monies of the Society; authorize the purchase of, sale, assignment and transfer such of its securities as are placed in the Treasurer's charge; have charge of all matters relating to insurance, taxes, bonds and annuities of the Society; supervise the records and books of account of the Society's financial transactions; sign all instruments of the Society when required; perform all duties required by law and these Bylaws, and those properly assigned by the Board.

6.351 Reports: The Treasurer shall present an accurate written report to the Board at its regular meetings and to the delegates at each annual convention, and at other meetings of the Society, as required.

6.352 Delegation of Authority: The Treasurer shall not authorize any person to sign any financial instrument, notice or agreement of the Society that requires the signature of the Treasurer, unless such delegation or authorization is expressly permitted in these Bylaws or the Rules of the Board. The actual performance of the clerical, bookkeeping, statistical, collecting and recording work of the office may be delegated to the Executive Vice President, who may also be authorized to sign checks of the Society under conditions prescribed in the Rules of the Board, and records, vouchers, receipts and other documents if such delegation is not prohibited by these Bylaws.

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

~~6.354 Regional Assembly Delegate — the AIA Ohio Treasurer shall serve as Treasurer of the Ohio Valley Region Assembly as an ex-officio member and may be appointed by the President to serve as one of AIA Ohio's voting delegates.~~

6.36 Immediate Past President: The Immediate Past President shall serve as Chairperson of the Nominating Committee for the officers of the Society.

6.4 MEETING OF THE EXECUTIVE COMMITTEE

6.41 Meetings Required: The Executive Committee meeting shall be conducted through regular or electronic session in order to transact business.

6.411 Regular Meetings: The Executive Committee may hold regular meetings without notice at a time and in a manner determined by members of the Executive Committee.

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. A notice of each special meeting, stating the time, manner and purpose of the meeting and the business to be transacted, shall be sent to the Executive Committee. Only the business stated in the call and notice shall be transacted at the special meeting.

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

6.42 Quorum and Vote: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Executive Committee members present at the time of the vote shall be the act of the Executive Committee if a quorum is present.

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 at the next Executive Committee meeting and thereafter filed with the Society's records.

6.5 COMMISSIONS AND STANDING COMMITTEES

6.51 Commissions and Standing Committees: Commissions and Standing Committees may be established by the Board both as to structure and purpose.

6.52 Ad Hoc Committees and Task Forces: The President may create new committees and task forces, and shall report to the Board. The President may make appointments to them, fill other committee vacancies as may be needed, and may add members to committees.

6.53 Authority: No commission, committee, task force, nor any member or chairperson thereof, shall incur financial obligations unless authorized to do so by the Board. None of the foregoing shall commit the Society on any matter without specific written authority.

ARTICLE 7 – FINANCES

7.0 FINANCES

7.01 General Budget: The Board, each year, shall recommend to the annual meeting of the members a general budget, which shall show the anticipated income and expenditures, in detail, for the next two fiscal years.

7.011 Annual Budget: Not later than December 1, the members by a majority vote of those present, shall adopt an annual balanced budget showing in detail the anticipated income, and expenditures, of the Society.

- a. The Society shall not adopt any budget, which in the aggregate in any fiscal year will exceed the sum of the estimated net income of the next fiscal year plus the accumulated reserves as of the beginning of the next fiscal year.

7.02 Expenditures and Liabilities

7.021 General Limitations: No member, Officer, Director, committee, jury, employee, agent or representative of the Society shall have any right, authority or power to expend any money of the Society to incur any liability for and in its behalf, or to make any commitment which will or may be deemed to bind or involve the Society in any expense or financial

liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board or by a specific resolution at a duly called meeting of the Society, nor shall they have any right, authority or power to incur any expense of the unexpended and unencumbered balance of such specific appropriation.

7.022 Expenditures Limited to Income: The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by the Society during such year, as shown in the budget for that year, unless directed and authorized so to do at a duly called meeting of the Society by the affirmative vote of not less than two-thirds of the members in attendance.

7.023 Treasurer's Limitations: The Treasurer shall not have any right or authority to pay any expense or obligation for or on behalf of the Society unless an appropriation to pay such expense or obligation has been duly made by the Board, nor shall the Treasurer pay an expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation.

7.03 Audits: The Board shall contract a Certified Public Accountant to audit the books and accounts of the Society. A written audit report shall be provided to the Board annually. .

7.04 Fiscal Year: The fiscal year of the Society shall be the calendar year.

7.1 REAL PROPERTY

7.11 General Powers: In furtherance but not in limitation of the powers conferred upon it by the articles of incorporation and amendments thereto, the Society may carry on its business and exercise its corporate powers as a scientific and educational Society within the limits of the State of Ohio and beyond the same, and may take and acquire real property and personal property to advance its objects by purchase, lease, gift, devise, bequest or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.

7.12 Authority to Sell, Purchase, Lease, Mortgage, Transfer or Convey Real Property: The real property of the Society and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by way of deed of trust or otherwise by the affirmative vote of not less than two-thirds of the total membership of the Board.

- a. Real property may be purchased by the Society and improvements placed thereon, or an agreement may be entered into by it as lessee, either severally or collectively, provided commitments therefore shall not exceed five years, and upon a two-thirds affirmative vote of the Board. Longer commitments may be entered into upon the affirmative vote of the members at a duly called meeting of the Society.

7.2 DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the objects of the Society, safeguard its future, and perfect its members in the art, practice and science of Architecture, and shall never be distributed as dividends to the members.

7.3 PROPERTY INTERESTS

7.31 Title: All title to and interest in the real and personal property of the Society imposed, granted and conferred by the laws of the State of Ohio and these Bylaws are vested and shall remain in the Society. No member shall have any right, title or interest in such property at any time.

7.32 Intangible Property: All title to and interest in the seal and insignia of the Society and abbreviations thereof in the initials AIA Ohio, denoting membership in the Society, whether or not the said initials are prefixed or suffixed by one or more titles, names, letters or symbols, and in all other intangible property of the Society, shall rest solely and shall always remain in the Society and shall be bested in its members.

7.33 Successor Interests: Upon dissolution of the Society, its net assets, after payment of all legitimate claims and expenses, shall be paid proportionately to each of the member Chapters based upon the recorded Chapter membership as of the beginning of the then current fiscal year. If the Board determines such distribution to be unfeasible, the Board may pay all or portions thereof to the AIA Ohio Foundation or to the American Institute of Architects.

ARTICLE 8 – GENERAL PROVISIONS

8.0 ADMINISTRATIVE AND EXECUTIVE DEPARTMENTS

8.01 Offices: The registered office of the Society shall be in Franklin county.

8.02 Executive Vice President: An executive officer, who shall be known as the Executive Vice President, shall be contracted by and shall report to the Board.

8.03 Duties of the Executive Vice President:

8.031 Management: The Executive Vice President shall be and act as the chief executive officer of the Society, and as such shall be responsible for the general management of the administration of its affairs, subject to the Bylaws, and the rules, policies and directions of the Board.

8.032 Administration: The Executive Vice President shall have general oversight of all of the activities of the Society and in general shall be the interpreter of the directives of the Board.

8.033 Policies: The Executive Vice President shall be responsible for implementing general policies of the Society.

8.034 Program: The Executive Vice President shall be charged with the administration of programs and activities and shall coordinate all Society affairs.

8.035 Liaison: The Executive Vice President shall maintain contacts with other professional societies in fields allied to Architecture and with trade associations in the construction

industry in order to be constantly informed as to activities in those fields, extending the cooperation of the Society as circumstances may warrant.

8.04 Assistants to Executive Vice President: The Executive Vice President may employ assistants to perform such duties as may be assigned.

8.1 INSPECTION OF BOOKS AND RECORDS

Correspondence, books of account and records of the Society, except as otherwise provided in these Bylaws, shall be open at the executive offices to the inspection of any member in good standing during the regular business hours of the Society.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall supplement these Bylaws and Rules of the Board adopted by the Society and the Board and shall govern the Society, the Board, the commissions and the 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 Society and the Board.

8.3 LIABILITY, IDEMNIFICATION AND INSURANCE

8.31 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.

8.32 Indemnification: The Society shall indemnify to the fullest extent authorized or permitted by Ohio nonprofit corporation law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a Director, Officer, employee or agent of the Society or serves or served any other enterprise in such capacity at the request of the Society.

8.33 Insurance: The Board 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.

8.4 COOPERATION WITH THE AMERICAN INSTITUTE OF ARCHITECTS

8.41 The Ohio Valley Region: The Society shall support the Ohio Valley Regional Assembly which represents the Chapters or sections within the States of Ohio, Kentucky and Indiana on regional matters only.

8.42 The Institute: The Society shall endeavor to support the American Institute of Architects and its activities and shall not directly or indirectly nullify or contravene any Bylaws or rule of The American Institute of Architects. Voting on any question concerning the affairs of the American

Institute of Architects or its Chapters or sections shall be limited to assigned members of the Society in good standing.

ARTICLE 9 – AMENDMENTS AND INTERPRETATIONS

9.0 AMENDMENT OF BYLAWS

9.01 Notice of Proposed Amendments Vote: These Bylaws may be amended at any meeting of the Society by an affirmative vote of not less than two-thirds of those assigned members in attendance; provided, that the Secretary shall have sent to each assigned member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

- a. Notice: Such notice of proposed amendment shall be deemed to have been sent if it has been published in a written or electronic publication of the Society, including email notices, and this publication has been sent to each assigned member not less than thirty (30) days before the day of the meeting at which the proposed amendment is to be voted upon.
- b. Sponsorship: Every proposed amendment must be sponsored by the Board, or by a written petition signed by assigned members in good standing in the Society. A petition by assigned members must bear the signatures of not less than one percent of the total number of assigned members then in good standing in the Society, and must have been received by the Secretary not less than sixty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Limitations to Amendments by the Board: In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere given to the Board, the Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of the Bylaws to forward the objects and facilitate the activities of the Society or to eliminate from said Bylaws any inconsistency; provided, that:

- a. As a result of any such amendment, the power of the Board is not increased; the name and objects of the Society, its membership and the qualifications therefore, its government, meetings, conditions of affiliations and the terms or office or manner of election of its Officers and Directors are not changed; the rights and interests of any member are not lessened or diminished; the fees, dues, and other financial liability of any member are not increased, unless the Board is herein elsewhere authorized to do so; the safeguarding of the investments, securities, money, special funds, and other property of the Society and the limitations placed on its expenditures are not lessened or weakened nor the authority to make such expenditures or to incur indebtedness extended; and the provisions regarding gifts, advertising, the inspection of records, and the requiring of advice of counsel, are not changed.

9.111 Effect: Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of the Society and each such amendment shall be incorporated in these Bylaws as part thereof.

9.112 Publication: The proposed amendments shall be published in a publication of the Society and sent to each member not less than sixty days before action by the Board.

9.12 Titling and Numbering of Bylaws: From time to time and without further action of the Society, the Secretary may rearrange, retitle and renumber the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

9.13 Legal Review: Before any amendment to any provision of these Bylaws made by the Board shall become effective, legal counsel of the Society shall approve it as being within the power of the Board to make, in correct legal form and legally proper.