

AIA Ohio Proposed Bylaws Amendments Explanation

Page	Article.Section	Reason for Change
6	1.011	Edited for grammar and clarity
6	1.02.a-c	Edited for grammar and clarity
6	1.04.b	Edited for grammar and clarity
7	1.07	Edited for grammar and clarity
7	11.1	Edited for grammar and clarity
7	1.21	References newer section 1.22 language on endorsements
7	1.22	Edited for grammar and clarity
7	1.23	Edited for grammar and clarity
8	2.04	Outlines when a firm can use the phrase “Member of AIA Ohio”
8	2.05	Edited for grammar and clarity
8	2.07	Edited for grammar and clarity
8	3.01	Removes outdated reference to paying dues ‘at the Institute Headquarters’
8	3.01.a	Associate members and International Associate members are covered in 3.01’s reference to ‘every member’, therefore, this clause is not needed.
9	3.021.a	Clarifies when the CPI is calculated for annual cost of living increases
9	3.05	Confirms that hardship dues waivers granted by National are automatically accepted by AIA Ohio
9	3.06 and 3.06.a	Combines language into one section
9	3.2-3.21	Edited for grammar and clarity
10	3.22	Delete this section - AIA Ohio cannot have Unassigned Members
10	3.31	Edited for grammar and clarity
10	5.0	Edited for grammar and clarity
10	5.01.b	Clarifies the language allowing for virtual annual meetings, noting that each member participating has a reasonable opportunity to participate (hear and be heard)
11	5.02	Edited for grammar and clarity
11	5.022	New language that would allow for virtual AIA Ohio Board meetings, same conditions (hear and be heard and reasonably participate)
11	5.023	New language that requires written notice in advance to Board Members of the time and place for each Board Meeting
11	5.031	Edited for clarity. Also changes the time required for notifying the Board of a Special Meeting of the Board from 30 days to 5 days.
11	5.032	Offers flexibility by allowing for the five-day notice requirement to be waived by the consent of a majority of the Board
11	5.04	Edited for grammar and clarity
11	5.042	Clarifies that the Board recommends dues and budget to the membership for final approval
12	5.044	Deleting this section because AIA Ohio does not use a Letter Ballot
12	5.05	Edited for grammar and clarity
12	5.051	Allows for virtual Special Meetings of the Membership, as long as all members can reasonably participate (hear and be heard)
12	5.052	Allows AIA Ohio to use email to notify the membership of a Special Meeting
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12	5.12	Edited for grammar and clarity
12	5.12.a	Revises AIA Ohio's definition of quorum to reflect that members representing a majority of Chapters (at least four chapters) will constitute a quorum
13	5.13	Edited for grammar and clarity
13	5.2	Edited for grammar and clarity
13	5.24	Changes 'elected' members to 'eligible' to clarify that not all voting members of the Board are elected (some are appointed)
13	6.01	Clarifies what positions constitute the make-up of the AIA Ohio Board, and includes non-voting positions
13	6.03	Adds the reference to AIA Ohio Alternate Directors to the number of Directors allowed per chapter
13	6.04	Edited for grammar and clarity. Additional language outlining how and when the weighted vote is calculated was moved from the paragraph below.
13	6.04	Adds the Schools Director and Early Professionals Director to the list of voting members who are eligible to cast a vote for Honor Awards or electing the Ohio Representative to the Strategic Council, YAF, or NAC
14	6.05	Edited for grammar and clarity
14	6.06	Edited for grammar and clarity
14	6.07	Edited for grammar and clarity
14	6.08	Edited for grammar and clarity
15	6.011	Edited for grammar and clarity
15	6.012	AIA Ohio does not admit anyone for membership; additional language to clarify that AIA Ohio acts consistently with AIA National re: member administration
15	6.014	Edited for grammar and clarity
15	6.11	Includes 'or unable' with 'unwilling'
15	6.111	Changes process for if the President and President-elect offices become vacant; allows a process for the Board to elect an 'Acting President' to fill the vacated term
16	6.14	The 75 day requirement to compile candidate information is not needed; the next clause requires this information to be sent to the membership 45 days in advance of the Annual Meeting
16	6.14.a	Adding 'no later than' gives flexibility to the date that AIA Ohio sends the candidate information to the membership
16	6.15	Allows for either paper or electronic ballots when ballots are needed to elect officers (should there be more than one nominee per office)
17	6.16	Clarifies that the process for a tie vote is only implemented if there is a tie between the top two candidates
17	6.17	Stipulates that AIA Ohio will notify the membership within 30 days of candidate elections
17	6.18	Edited for grammar and clarity
17	6.21	Edited for grammar and clarity
17	6.211	Edited for grammar and clarity
17	6.214	Edited for grammar and clarity
17	6.23	Clarifies the role of Alternate Director
Page	Article.Section	Reason for Change
18	6.23.a	Offers flexibility to AIA Ohio to fill a vacated Director position

18	6.24	Provides that prior to voting to remove an officer or director, that individual will have the opportunity to address the Board. Additional edits for grammar and clarity.
19	6.341.c	Removes reference to an AIA Ohio seal, which AIA Ohio does not have.
19	6.341.d	Adds to the Secretary's role the responsibility to make AIA Ohio corporate records accessible.
19	6.341.e	Adds reference to the AIA Ohio Records Retention Policy to the Secretary's charge to maintain corporate records
19	6.342	Edited for grammar and clarity
19	6.35	Edited for grammar and clarity
19	6.351	Edited for grammar and clarity
20	6.4-6.41	Defines the AIA Ohio Executive Committee; this was missing from the AIA Ohio Bylaws
20	6.42	Edited for grammar and clarity
20	6.413	Removal of this requires that the Executive Committee follow the notification requirements outlined in 6.422, for calling a Special Meeting of the Executive Committee
20	6.34	This change acknowledges that the Secretary doesn't keep minutes, but is responsible for making sure that Executive Committee meeting minutes are kept. Also requires that Executive Committee Meeting Minutes are shared with the full AIA Ohio Board.
21	7.01	Edited for grammar and clarity
21	7.011	Clarifies that members vote on the budget at the Annual Meeting
22	7.11	Edited for grammar and clarity
22	7.12.a-b	Edited for grammar and clarity
22	7.32	Edited for grammar and clarity
23	8.02	AIA Ohio does not contract with the Executive Vice President directly
23	8.031	Changes the description of the Executive Vice President from Chief Executive Officer to Chief of Staff
23	8.3	Edited for grammar and clarity
24	8.32	Edited for grammar and clarity
24	8.33	Edited for grammar and clarity
24	9.01.b	Adds additional requirement for amending the bylaws by membership: the required 1% of members must represent a majority of chapters
25	9.11.a	Edited for grammar and clarity
25	9.13	Clarifies that AIA Ohio may retain legal counsel, but does not have in-house counsel