

American Institute of Architects  
**The Hawaii State Council**

## **BYLAWS**

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## BYLAWS

### THE HAWAII COUNCIL AMERICAN INSTITUTE OF ARCHITECTS

#### ARTICLE 1 ORGANIZATION, COMPOSITION AND GENERAL POWERS

##### 1.1 Name

###### 1.1.1 The Organization

The name of this organization is “The Hawaii State Council, The American Institute of Architects.”

###### 1.1.2 Related Institute Organizations

In these Bylaws the above named organization is referred to as the “the Council”; related Institute Organizations include The American Institute of Architects as the “Institute.”

##### 1.2 Definitions

###### 1.2.1 Institute or AIA

The term “Institute” or “AIA” as used in these Bylaws shall refer to “The American Institute of Architects” as incorporated under the laws of the State of New York.

###### 1.2.2 Council

The term “Council” shall refer to the Hawaii State Council, The American Institute of Architects, as incorporated under the laws of the State of Hawaii.

###### 1.2.3 Members and Chapters

The terms “Member” and “Chapter” shall refer to the local AIA Chapters established by the Institute or to be established in the future within the State of Hawaii.

###### 1.2.4 Board of Directors

The term “Board of Directors” shall refer to the Governing Board of the Council which is made up of Council officers and Chapter representatives, hereinafter referred to as Directors.

###### 1.2.5 Directors

The term “Directors” shall refer to Members who have been designated by their respective Chapters to serve on the Board of Directors.

###### 1.2.6 Executive Committee

The term “Executive Committee” shall refer to the Officers of the Council.

###### 1.2.7 Officers

The term “Officers” shall include the President, the President-Elect/Vice President, and Secretary/Treasurer.

1.2.8 Architect Member

The Term "Architect Member" shall refer to individual Architect members in good standing as currently defined the Institute Bylaws.

1.2.9 Associate Member

The term "Associate Member" shall refer to individual Associate members in good standing as currently defined by the Institute Bylaws.

1.3 Objectives and Powers

1.3.1 Objectives

The objectives of this Council shall be to promote and forward the objectives of the American Institute of Architects on a statewide level within the territory of this Council.

1.3.2 Powers

The powers of this Council shall be as provided in the laws of the State of Hawaii and the Institute Bylaws.

1.4 Organization

This Council is a nonprofit membership corporation under and by virtue of the provisions of the Hawaii Revised Statutes, and is the successor to the Hawaii Society, The American Institute of Architects, an association duly incorporated on the 21<sup>st</sup> day of November, 1956, which succeeded the Hawaii Chapter, The American Institute of Architects, an unincorporated association, chartered by the Institute on the 3<sup>rd</sup> day of October, 1926.

1.5 Territory

The territory within which this Council shall represent and act for the Institute is the State of Hawaii.

**ARTICLE 2 MEMBERSHIP**

2.1 Council members General Provisions

2.1.1 Classes of Membership

The Council shall be composed of all of the Chapters chartered by the American Institute of Architects within the State of Hawaii herein referred to as "Members."

2.1.2 Qualifications

This Council shall not establish membership qualifications in addition to, or which vary from, the Institute's policies for membership.

2.1.3 Standards

Members shall abide by the Institute's Bylaws, Rules of Policy and AIA Code of Ethics and Professional Conduct, and this Council's Bylaws.

#### 2.1.4 Annual Dues and Assessments

Every Chapter of this Council shall pay annual dues and assessments levied by the Council in the amounts and at the times required by it for its support.

### **ARTICLE 3 BOARD OF DIRECTORS**

#### 3.1 Structure

The Board of the Council shall be made up of its elected officers — the President, Vice President/President-elect, and Secretary/Treasurer, Directors from the Member Chapters, and representatives of the State at the Institute level.

#### 3.2 Authority

The Board of Directors is the governing body of the Council, and all rights and powers granted to it by the laws of the State of Hawaii and by these Bylaws may be exercised by the Council and shall be vested in and subject to exercise or change by the Board.

#### 3.3 Office and Staff

- 3.3.1 The Board may establish and maintain a central office and may retain the services of a salaried Executive Vice President, together with additional employees as may be necessary to conduct its affairs.
- 3.3.2 The Board or its designated committee shall establish the responsibilities and procedures in the operation of its central office.
- 3.3.3 Contractual relations between the Council and the Executive Vice President, or an organization providing services, including remuneration and duties, shall be ratified by the Board, which shall direct the President to execute the contract on behalf of the Council.

#### 3.4 Representation at the Institute

##### 3.4.1 Delegates to Institute Meetings

The Board of Directors may designate delegates to represent this Council at meetings of the Institute in the manner prescribed in the Bylaws of the Institute or Rules of the Board of The Institute. Chapters shall elect their own delegates to Institute meetings.

##### 3.4.2 Representation

This Council and its Members may be represented at meetings of the Institute as provided in the Institute Bylaws. These may include but are not limited to an Annual Meeting delegate, Strategic Councilor, Young Architect Representative, National Associates Council Representative, and a Small Firm Exchange Representative. Representatives at the Institute level are selected by the Council Board of Directors and become Directors of the Council for the duration of the term determined by their position at the Institute.

##### 3.4.3 Reports

The Secretary/Treasurer shall furnish the Institute with such reports as may be required

from time to time, and shall, at least annually, furnish the Institute Secretary with the names and addresses of all officers and Directors as required to keep the Institute's records up-to-date and complete.

### 3.5 Member Representation on the Council

#### 3.5.1 Directors

Directors shall be elected or appointed by their respective Chapters. The manner of selection shall be at the discretion of each Chapter. Directors shall be Members as defined by the Institute.

The exception to Chapter selection will be for those representing the State of Hawaii who were selected by the Council to serve at the Institute. They may automatically inhabit a Director position on behalf of their Chapter for the duration of their term.

#### 3.5.2 Representation

The number and qualifications of Directors shall be as follows:

##### 3.5.2.1 Each Chapter shall have representation on the Board based on the following formula:

Each Chapter shall have the right to designate at least one director. Chapters having more than 50 members (Architects and Associates only) shall have the right to designate additional directors in accordance with the following formula:

Chapter Membership (Architects and Associates only)	Additional Directors
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51-150	1
151-350	1
351-550	1
551-750	1
951-1150	1

##### 3.5.2.2 There shall be a maximum of fifteen (15) voting members on the Board. The formula for determining representation shall be modified to maintain this maximum as the growth of Chapter membership may require.

##### 3.5.2.3 For the purpose of determining number of directors specified in Article 3.6.2.1 the membership count on March 31 shall be used to determine the number of directors entitled to serve for the following operating year.

#### 3.5.3 Duties of Directors

Directors designated by the Chapters shall act for and on their behalf in all matters that may properly come before the Council.

#### 3.5.4 Nominations and Elections

The manner of nominating and selecting Directors shall be at the discretion of the Chapters.

#### 3.5.5 Term of Directors

Directors shall serve for the term of three calendar years, or until a successor is elected or appointed. Terms of Directors shall be staggered. The Chapters shall name the successor of the representative for the unexpired term created by the resignation or incapacity of any Chapter Director except that the Vice President/President Elect shall serve in the case of resignation or incapacity of the President. In the event that the Vice President/President Elect is incapacitated, or unable or unwilling to serve, the Board shall call for nominations and elect a new Vice President/President Elect.

#### 3.5.6 Removal of Directors

A  $\frac{3}{4}$  majority of the Board may remove any Director of the Council for refusal, neglect or failure to perform the duties of office or position; for unexcused absence from any meeting; or for any act contrary to the policies and instructions of the Board deemed to have injured the Council. The Board shall offer the opportunity to such Directors to be heard in their own behalf, but its action shall be final and conclusive and without recourse. The vacancy thus created shall be filled as provided in these Bylaws.

#### 3.5.7 Expenses

Members of the Board of Directors shall be reimbursed for reasonable and necessary travel expenses to attend Council, Board and Executive Committee meetings. Unless otherwise provided in the Council Bylaws, the expenses of Delegates of and to the Institute, approved by a majority vote of the Directors at any properly called meeting of the Council, shall be defrayed in an amount to be determined by the Board of Directors. Appropriate travel expenses for any representatives of the Council or its interests may be defrayed at the discretion of the Board.

### **ARTICLE 4 THE EXECUTIVE COMMITTEE, OFFICERS AND ELECTIONS**

#### 4.1 Membership of the Executive Committee ("Excom")

The Executive Committee shall consist of the President, the President-Elect/Vice President, and the Secretary/Treasurer.

#### 4.2 Authority of Executive Committee

##### 4.2.1 Powers

The Executive Committee as herein defined shall act for and in behalf of the Council in the intervals between meetings of the Board. The Executive Committee cannot alter the budget or act on any matter requiring 2/3 or 3/4 vote of the Board as required by these Bylaws, or act in any way in conflict with previous actions of the Board.

The Executive Committee shall exercise all authority, rights and powers granted to it by the laws of the State of Hawaii and by these Bylaws. The Executive Committee shall manage, direct, control and administer the property, affairs and business of this Council as directed by the Board. The Executive Committee shall not:

4.2.1.1 Adopt a budget;

4.2.1.2 Change the Bylaws or policies of the Council;

4.2.1.3 Purchase, sell, lease or hypothecate any Council property;

4.2.1.4 Form an Affiliation;

4.2.1.5 Fix annual supplemental dues;

4.2.1.6 Elect a successor to any officer whose office becomes vacant;

provided, however, that it shall be allowed to act for the Board of Directors of any of the foregoing matters which have been delegated to it by 2/3 vote of the Board of Directors.

#### 4.2.2 Custodianship

The Executive Committee shall be and act as the custodian of the properties and interests of this Council except those specifically placed by these Bylaws in the custody of or under the administration of the Secretary-Treasurer. Within the appropriations made therefor, the Executive Committee shall do all things required and permitted by these Bylaws to forward the objectives of this Council.

#### 4.2.3 Awards

As funds or other means become available, this Council may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Council. Each award shall be bestowed for and on behalf of this Council by the Concurring vote of the Board, after due consideration of the nominees and their work. The Board may delegate responsibility for judging competition entries to a jury of their choosing. The token of each award shall be in the form a medal, certificate, scholarship or otherwise as the Executive Committee shall determine.

#### 4.2.4 Delegation of Authority

Neither the Executive Committee nor any officer or director of this Council shall delegate any of the authority, rights or power conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law. When immediate action requiring a decision by the Board is required prior to the next scheduled Board meeting,

4.2.4.1 The Board delegates to the Excom to act in its behalf.

4.2.4.2 When such action is required prior to the next Excom meeting, that Excom in turn delegates authority to the President to act in its behalf.

4.2.4.3 When such action occurs, that the President will subsequently report to Excom; Excom will subsequently report to the Board.

### 4.3 Election of Officers

#### 4.3.1 Nominations

Candidates for President, initially, and Vice President/President-elect; subsequently, may be nominated by members of the Board or by the Chapters and shall be elected by the Board. The Secretary/Treasurer shall be elected by the Board from within its own membership. If a current director becomes Vice President/President-elect or Secretary/Treasurer, that director's Chapter shall select a replacement to serve the remainder of his or her term.

#### 4.3.2 Voting; When Required

If there is only one nominee for any office, the Secretary/Treasurer may be directed by the members of the Board to cast a ballot for the full number of votes of the members of the Board for the said nominee, thereupon the President shall declare the nominee to be elected by acclamation. Otherwise the name of each nominee for each office shall be placed by the Secretary/Treasurer on ballots for the voting thereof by the members of the Board. Such voting shall be by secret ballot in accordance with the procedure prescribed therefor by law and the provisions of Paragraph 4.4.

#### 4.4 Balloting Procedures

##### 4.4.1 Results

The President shall announce to the meeting the results of all balloting and shall declare all elections.

##### 4.4.2 Election

The nominee who receives a majority of the ballots cast for an office shall be elected thereto. In the event no nominee receives a majority of the ballots cast, a run-off election shall be held between the two nominees with the highest number of votes, and the nominee receiving the majority of votes shall be elected to the office.

##### 4.4.3 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.

#### 4.5 Terms of Office of Officers

##### 4.5.1 Term

The term of office of each officer shall be for two calendar years, Secretary- Treasurer shall serve two calendar years; beginning the second year of the Presidents' term, each shall serve until a successor has qualified. The Vice President/President-elect shall serve one term in that office and the succeeding term as President.

##### 4.5.2 Vacancies

If a vacancy occurs in the membership of the Executive Committee other than on account of the regular expiration of a term of office, the Board of Directors by a roll-call vote shall fill the vacancy for the un-expired term of office except as noted in 3.5.5 above.

#### 4.6 Removal of Officers

A 3/4 majority of the Board may remove any officer of the Council for refusal, neglect or failure to perform the duties of office or position; for unexcused absence from Board meetings, or for any act contrary to the policies and instructions of the Board deemed to have injured the Council. The Board shall offer the opportunity to such Officers to be heard in their own behalf, but its action shall be final and conclusive and without recourse. The vacancy thus created shall be filled as provided in these Bylaws.

### **ARTICLE 5 DUTIES OF OFFICERS**

## 5.1 The President

### 5.1.1 Duties

The President shall exercise general supervision over the affairs of this Council except such thereof as are placed by these Bylaws or by the Executive Committee under the administration and supervision of the Secretary-Treasurer, and shall preside at meetings of the Board and of the Executive Committee; shall sign all contracts, legal documents and agreements to which this Council is a party for and in the name of the Council; have charge of and exercise general supervision over the offices and employees of this Council; and perform all other duties usual and incidental to the office.

### 5.1.2 Authority

The President shall act as spokesperson of this Council and as its representative at meetings with other organizations and committees unless otherwise delegated by the Executive Committee. The President shall not obligate or commit this Council unless the obligation or commitment has been specifically authorized by the Board.

## 5.2 The Vice President/President-Elect

### 5.2.1 Duties

The Vice President/President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President. The Vice- President shall also plan for the continuing operation of Council Affairs for the succeeding year. The Vice President/President-Elect shall serve as Parliamentarian at all Executive Committee, Board and special Council meetings or designate a representative to fill that duty in the event of absence.

### 5.2.2 Succession

The Vice President/President-Elect shall succeed to the office of the President upon expiration of the term of office of the President.

## 5.3 The Secretary-Treasurer

### 5.3.1 Duties

The Secretary-Treasurer shall:

5.3.1.1 Act as Council recording and corresponding secretary;

5.3.1.2 Act as Secretary for meetings of this Council, the Board of Directors and the Executive Committee;

5.3.1.3 Issue all notices of this Council;

5.3.1.4 Sign all instruments and matters that require the attestation or approval of this Council, except as otherwise provided in these Bylaws;

5.3.1.5 Keep its seal, and affix it on such instruments as require it.

5.3.1.6 Prepare the reports of the Board of Directors, the Executive Committee and

this Council;

- 5.3.1.7 Perform all duties usual and incidental to his office;
- 5.3.1.8 Keep the membership status rolls;
- 5.3.1.9 Have charge and exercise general supervision of all Council financial affairs;
- 5.3.1.10 Keep the records and books of account;
- 5.3.1.11 Prepare all budgets, collect and receipt for amounts due;
- 5.3.1.12 Have custody of all funds and monies and make all disbursements;
- 5.3.1.13 Have custody of its securities and of its instruments and papers involving finances and financial commitments;
- 5.3.1.14 Sign all approved contracts and agreements involving financial commitments;
- 5.3.1.15 Conduct the correspondence relating to his office and perform all duties usual and incidental;
- 5.3.1.16 Have custody and shall keep in good order all Council property.
- 5.3.1.17 Have charge and exercise general oversight of the office and employees;
- 5.3.1.18 Furnish to the Board of Directors and the Executive Committee each quarter, a written report setting forth the financial condition for this Council and the Secretary/Treasurer recommendations thereon;
- 5.3.1.19 Make a written annual report to the membership at the termination of each fiscal year.

### 5.3.2 Delegation of Authority

The Secretary-Treasurer may delegate to an assistant Secretary-Treasurer or other assistant employed by the Council the actual performance of any or all duties of the Secretary-Treasurer but shall not delegate:

- 5.3.2.1 The affixing of the seal of this Council;
- 5.3.2.2 The making of any attestation or certification required to be given by him;
- 5.3.2.3 The signing of any documents requiring his signature.
- 5.3.2.4 The authorization to sign any order statement, agreement, check or other financial instruments of this Council that require his signature, unless such designation is permitted in these Bylaws.

### 5.3.3 Reports

The Secretary-Treasurer shall make a written report each annual meeting of this Council and a written quarterly report to the Board of Directors. Each of said reports shall set forth the financial condition of this Council, and its income and expenditures for the period of the report and the Secretary-Treasurer's recommendation on matters relating to the finances and general welfare of this Council.

#### 5.3.4 Succession

When a new Secretary-Treasurer takes office, the retiring Secretary-Treasurer shall turn over to the successor a copy of the closing financial statement and audit all the records and books of account, and all monies, securities and other valuable items and papers belonging to this council that are in the Secretary-Treasurer's custody and possession. The incoming Secretary-Treasurer shall check the same and, if found correct shall give to the retiring Secretary-Treasurer a receipt therefor.

#### 5.3.5 Liability

The Secretary-Treasurer shall not be personally liable for any loss of money or funds of this Council 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.

### **ARTICLE 6 MEETINGS**

#### 6.1 Meetings

##### 6.1.1 Regular and Annual Meetings

This Council shall hold a minimum of two Board meetings a year, one of which shall be an annual meeting for the purpose of nominating and electing officers to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the annual reports of the Executive Committee and the Secretary/Treasurer; and for the transaction of such other business as may be appropriate. At least one Board meeting shall be held each year on each island that has a Chapter in the Council.

##### 6.1.2 Special Meetings

A special meeting of the Council may be called by the President or by a majority of the Board of Directors or of the Executive Committee provided that the purpose of such meeting is set forth in the meeting notice. No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedures at the meeting shall be the same as those for an annual meeting. Special meetings may be conducted by conference call, provided that no formal action shall be taken at such a meeting.

#### 6.2 Notice; Quorum; Minutes

##### 6.2.1 Notices and Calls of Meetings

A notice of each regular meeting of the Board, stating the time and place thereof, shall be served by the Secretary-Treasurer on each Member of the Board. The Notice of each regular meeting shall be served at least thirty calendar days before the date fixed for the meeting, unless a longer notice shall be required by law. Every call or notice of a regular meeting of the Executive Committee shall be served not less than thirty days before the date fixed for the meeting. The time of serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

##### 6.2.2 Quorums at Meetings

A quorum shall be necessary for the transaction of any business at any meeting of this Council. Two-thirds of the voting members of the Board of Directors shall constitute a quorum. Two voting members of the Executive Committee shall constitute a quorum for the transaction of its business. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date. If only two voting members of the Executive Committee are present at a meeting, any formal action must be by unanimous vote.

#### 6.2.3 Minute of Meetings

Written minutes of every meeting of this Council, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary-Treasurer in the Book of Minutes of this Council. The minutes of each meeting shall be signed by the Secretary-Treasurer and approved at subsequent meeting.

### 6.3. Decisions at Board and Excom Meetings; Eligibility Voting

#### 6.3.1. Majority Vote

Every decision at a meeting shall be in accordance with Robert's Rule of Order, unless otherwise required in these Bylaws or by law.

#### 6.3.2. Recorded Vote

A recorded vote shall be taken whenever any of the voting members present shall so require.

#### 6.3.3. Alternate Representations

Chapters shall appoint alternate Directors to attend meetings if any of their Council Directors are unable to attend meetings of the Board.

#### 6.3.4. Officer Pro Tem

In the absence of the President, President-Elect/Vice-President, or the Secretary-Treasurer, the Executive Committee shall elect from its members a President pro tem, or a Secretary-Treasurer pro tem as the case may be. Each thereof 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. Reports of the Executive Committee

#### 6.4.1. Report to Members

The Executive Committee shall render a full report in writing to each annual meeting of this Council of the condition, interests, activities and accomplishments of this Council, making such recommendations with respect thereto as it deems proper.

#### 6.4.2. Report to Institute

The Executive Committee or the Secretary-Treasurer 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.

## **ARTICLE 7. DUES, FEES, ASSESSMENTS AND FINANCES**

### **7.1. Annual Dues**

#### **7.1.1. Amount of annual Dues and Admission Fees**

The Board of Directors shall determine the amount of annual dues to be paid by the Members for the immediately succeeding year. The approved dues amount shall be submitted to the Chapters no later than September 30 so that they may determine their dues amount with the information provided by the Council.

#### **7.1.2. Period of Annual Dues**

Dues shall be due and payable to this Council annually in full at time of membership renewal or as determined through a payment plan approved by the Institute.

### **7.2. Finances**

#### **7.2.1. Budgets and Appropriations**

7.2.1.1. Prior to the beginning of every fiscal year, the acting Board of Directors by the concurring vote of two-thirds of its total membership shall adopt an annual budget showing in detail the anticipated income and expenditures of the Council for the immediately succeeding year, make annual appropriations and authorize expenditures in accordance with the budget, and authorize the Secretary-Treasurer to pay authorized expenditures when due.

7.2.1.2. The Board shall not adopt a budget or make appropriations which, in the aggregate in any fiscal year, will exceed the net income for the year.

7.4.1.3 No officer, director, committee, employee, member, or representative or agent of this Council may expend any of its money or make any commitment which will involve this Council in any expense or financial liability, and the Secretary-Treasurer shall not pay out any money unless the expense or liability has been authorized in the general budget, or by a duly called meeting of the Board and an appropriation has been made therefore by the Board.

7.4.1.4. Every expenditure of money shall be evidenced by a voucher or other instrument signed by the Secretary-Treasurer, provided said expenditures are within the current approved budget or within an appropriation made therefore by the Board.

7.4.1.5 The Secretary-Treasurer shall be directed to establish a reserve fund by allocating to this fund 10% of each annual budget for the next five years or until the reserve fund equals a minimum of six months of operating costs. When 80% of six months minimum is attained, interest earned on these funds may be applied to the remaining 20% in lieu of the 10% contribution stipulated above. A two-thirds majority vote of the Board shall be required to authorize expenditure of reserve funds, except in extraordinary circumstances when such expenditures may be authorized in accordance with the delegation of such authority permitted by Section 4.2.4 above.

#### 7.2.2. Audits

In alignment with the Institute accreditation requirements or whenever the Executive Committee shall appropriate necessary funds, the books of the Secretary-Treasurer and the rolls of this Council shall be reviewed by an independent Financial Review Committee appointed by the Council or a certified public accountant employed by the Executive Committee.

#### 7.2.3. Fiscal and Operating Year

7.2.3.1. The fiscal year of this Council shall be January 1 through December 31.

7.2.3.2. The operating year of this Council shall be July 1 through June 30.

#### 7.2.4. Deposits and Withdrawals of Money and Securities

7.2.4.1. The Secretary-Treasurer shall deposit all monies of this Council in the name of this Council when, as and in the original form received by them, in one or more depositories approved by the Board.

7.2.4.2. The Board may invest any funds of this Council in high grade negotiable securities, and may sell, change or transfer any thereof, and the rights and privileges that may accrue therefrom. The Secretary-Treasurer shall keep such securities in the name of this Council in a responsible depository approved by the Board.

7.2.4.3 Every disbursement of money of this Council, except from petty cash, shall be by check of this Council, signed by the Secretary-Treasurer or Executive Vice President. Any other officer may, in an emergency co-sign said check. The Secretary-Treasurer may authorize in writing other officers of the Board to sign checks on their behalf at their discretion.

### **ARTICLE 8. PROPERTY, RIGHTS AND PRIVILEGES**

#### 8.1. Acquisition of Property

##### 8.1.1. Authority

In order to carry on its affairs and exercise its powers, this Council may take and acquire real and personal property for its own use by purchase, lease, gift, devise, bequest or otherwise, and may exercise all of its legal rights relative to such property and the proceeds and income therefrom but shall not execute any chattel mortgage.

##### 8.1.2. Gifts

Only the Board of Directors shall have any right or authority to solicit, receive, take or accept any gift, bequest or devise for or on behalf of this Council; it shall not accept any gift, bequest or devise if it will not promote the objects and purposes of this Council, or if it and its administration will place an undue financial or other burden on this Council.

#### 8.2. Dividends Prohibited

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the Members of this Council.

#### 8.3. Institute Property Interests

This Council 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 Council, and the Institute shall not be liable for any debt or other obligation of this Council.

#### 8.4. Interests in Property and Liabilities

All title to and interest in the property of this Council is vested and shall remain in this Council until it is dissolved and its affairs terminated. No director or officer of the Council shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. In the event of dissolution, the Board of Directors shall propose to the Members the names of non-profit organizations whose objectives parallel those of the Council to receive corporate assets then existing in the Council name.

### **ARTICLE 9. COMMITTEES AND COMMISSIONS**

#### 9.1. Composition

The committees, their membership, terms of office, and duties be as determined by the Board of Directors. The membership, terms of office and duties of each committee shall be prescribed by the Board which may assign additional duties to any committee at any time.

#### 9.2. Committee Members

The members and the chair of every committee shall be approved by the Board of Directors. The President with the approval of the Board may remove any chairman from office and appoint a new chairman to said committee.

#### 9.3. Reports

Every committee shall make an annual report to the Board of Directors at the close of its work and at such other times as the Board directs.

#### 9.4. Commissions

This council may establish commissions to act as supervisor and liaison agents of the Executive Committee for the appointed committees of this Council. Commissioners shall be appointed by the President from the Board of Directors.

### **ARTICLE 10. AFFILIATIONS AND ENDORSEMENTS**

#### 10.1. Affiliations with Other Organizations

This Council shall not form nor enter into any affiliation with any individual, but it may affiliate with non-profit, professional, educational, research and civic organizations and any local organizations of the construction industry operating within the territory of this Council that is not used or maintained for financial gain, price fixing, if and while the objects of this Council and the Institute will be promoted by such affiliation.

## 10.2. Agreements of Affiliation

Every affiliation must be authorized by the concurring roll call vote of not less than two- thirds of the entire membership of the Board of Directors and shall be evidenced by a written agreement executed by the Council and the affiliated organization; provided that the Board may collaborate with one or more organizations for any purpose to forward or maintain the objects or standing of this Council and the Institute without such written agreement if the collaboration does not extend beyond one year.

## 10.3. Conditions of Affiliation

### 10.3.1. Statement of Purpose

Every agreement of affiliation shall set out in full the purposes and objectives of the affiliation, the terms and conditions under which it is entered into, the duration, the objectives of the affiliate and the nature of its organizations, membership, government and operations.

### 10.3.2. Limitations

It shall be a condition of every affiliation that the affiliated organization shall not have any voice in the affairs of this Council and that it shall not and cannot bind or obligate this Council to any policy in any manner by pronouncement or otherwise, unless the Executive Committee has duly and specifically voted to be so bound and obligated.

### 10.3.3. Termination

Any affiliation may be terminated by concurring roll call vote of the Board, but the Executive Committee must give notice in writing to the affiliated organization of its intention to cancel and give it an opportunity to be heard in the matter, and a like provision pertaining to cancellation by the affiliated organization must be included in the agreement of affiliation.

## 10.4. Privileges of Affiliated Organization

The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Council and may speak thereat on invitation of the presiding officer.

## 10.5. Endorsements of Materials Prohibited

Neither this Council nor the Executive Committee, any Council 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 material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

## 10.6. Publications

The Board of Directors may prepare, edit, publish, print, sell or otherwise distribute any document, book, data, information or other literature concerning any matter that will tend to promote the objectives of this Council

# ARTICLE 11. GENERAL PROVISIONS

## 11.1. Executive Office

The executive offices of this Council shall be as given in the Articles of Incorporation.

11.2. Records Open to Members

The correspondence and the minutes books, the Secretary-Treasurer's books of account and the records of this Council shall be open to inspection at the executive offices of the Council during the business hours fixed by the Executive Committee, by duly authorized representatives of any Chapter of this Council in good standing.

11.3. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall supplement the rules and regulations adopted by this Council and shall govern this Council, the Executive Committee, the Board of Directors and the Council committee in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with law, these Bylaws or the rules and regulations adopted by this Council or by the Executive Committee.

11.4. Liability, Indemnification and Insurance

11.4.1 Liability

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

11.4.2 Indemnification

To the greatest extent authorized or permitted by law, this Council shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former officer, director or employee of this Council or in any other capacity at the request of this Council; provided that such person shall have acted in good faith for a purpose which he or she reasonably believed to be in the best interests of this Council; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe his or her conduct to be unlawful.

11.4.3 Insurance

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

## ARTICLE 12. AMENDMENTS

12.1. Amendments at Meetings of This Council

#### 12.1.1. Notice of Proposed Amendments

These Bylaws may be amended at any meeting of the Board, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed amendment are sent to every Board Member eligible to vote on the amendment not less than 30 days prior to the date of the meeting at which the proposed amendment is to be considered.

#### 12.1.2. Bylaw Provisions

It shall require a vote of not less than two-thirds of the voting Members of the Board to amend other provisions of these Bylaws.

### 12.2. Amendments by the Executive Committee

#### 12.2.1. Conformity with Institute Bylaws

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

#### 12.2.2. Delegation of Authority

The Executive Committee shall be authorized to amend specific provisions of these Bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of the Board eligible to vote thereon.

### AMENDMENT RECORD

The following amendments to these bylaws have been duly voted by this Council and are herein made a part of these bylaws:

No.	Date	Article	Section	Brief Description
1	6/92	3	3.6.2	No. Board Directors
1	6/92	6	6.1.1	Meeting Each Island
2	8/93	Title		Name Change
2	8/93	1	1.1.1	Name Change
2	8/93	1	1.2.3	Definition
2	8/93	3	3.1	Secretary/Treasurer as Officer and EVP to Executive Director
2	8/93	4	4.3.1	Elect Sec./Treasurer to Board
2	8/93	4	4.3.2	Correct Language and Referenced Paragraph
2	8/93	4	4.5.1	“Terms” in place of “Years”
2	8/93	7	7.4.3	Create Operating Year as well as Fiscal Year
3	8/94	3	3.6.2.3	Change date for Membership Count
3	8/94	1	1.2.6 1.2.10 1.2.11 1.3.1 1.3.2	Housekeeping changes per the Institute's Letter of 6/13/94
3	8/94	2	2.1.3	“ “
3	8/94	3	3.6.1 3.6.2	“ “
4	11/94	7	7.1.2	Dues payment in increments
4	11/94	7	7.4.1.5	Apply Interest to reserve funds
5	5/02	1	1.2.7	Delete Executive Director
5	5/02	1	1.2.8	Delete Executive Director
5	5/02	1	1.2.9	Delete entire
5	5/02	3	3.1	Delete Executive Director
5	5/02	3	3.3.1	Change Director to Vice President & add provision for contract services
5	5/02	3	3.3.3	Change Director to Vice President & add provision for contract services
5	5/02	4	4.1	Delete Executive Director

**AMENDMENT RECORD (CONTINUED)**

5	5/02	4	4.5.1	Change “one” to “two” and add beginning the second year of the Presidents’ term.
5	5/02	7	7.4.3.2	Change June to July and May 31 to June 30
6	5/18	3	3.6.5	Add the word “calendar” between the words “three years” in Article 3.6.5.
7	4/22	1	1.1.2	Remove reference to the Region. Delete “the Northwest and Pacific Region, American Institute of Architects as the “Regional Organization;” and
7	4/22	1	1.2.2	Delete entire
7	4/22	3	3.5	Delete entire
7	4/22	3	3.6.7	Delete Regional Organization and renumber accordingly to 3.5.7
8	10/24	3	3.1	Add “representatives of the State at the Institute level.”  Add “These may include but are not limited to an Annual Meeting delegate, Strategic Councilor, Young Architect Representative, National Associates Council Representative, and a Small Firm Exchange Representative. Representatives at the Institute level are selected by the Council Board of Directors and become Directors of the Council for the duration of the term determined by their position at the Institute.”
8	10/24	3	3.4.2	Add “the exception to Chapter selection will be for those representing the State of Hawaii who were selected by the Council to serve at the Institute. They may automatically inhabit a Director position on behalf of their Chapter for the duration of their term.”
8	10/24	3	3.5.1 3.5.2.2	Increase the maximum number of voting members on the Board from 12 to 15.
8	10/24	7	7.1.1	Update the fee structure of dues to reflect how the Council is paid. Each local chapter no longer pays the Council; the separation of Institute, Council, and Chapter takes place at the Institute level. Dues are paid through irregular deposits occurring when individual members renew from the Institute.
8	10/24	7	7.2 7.3	Delete entirely.

8	10/24	7	7.4.2	Update to align audit schedule with requirement by the Institute for accreditation and provide the option of an independent committee.
8	10/24	7	7.4.4	Update to include the option for the contracted staff to make deposits and withdrawals. Remove language referencing a safe deposit box.