

AMENDED BYLAWS

AIA LOUISIANA
521 America Street
Baton Rouge, LA 70802

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ARTICLE 2

MEMBERSHIP

2.0 GENERAL PROVISIONS

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

- a) Architect and Associate members of the Institute who have been assigned to the Chapter (AIA Bylaws Section 4.14), and
- b) Affiliate members the Chapter may admit as provided in Paragraphs 2.35 through 2.37.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to section 2.2 of these bylaws. The term "allied" shall refer to allied members, and the term "affiliate" shall refer to companies and/or organizations. The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The terms "Architect member" and "Associate Member" shall be as defined in the Bylaws of the Institute (*AIA Bylaws Sections 2.01*)

2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership. (*AIA Bylaws Section 4.053*)

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided by Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter and shall be enrolled by the Secretary/Treasurer as a member of this Chapter. (*AIA Bylaws Section 4.15*)

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues, supplemental fees and assessments of this Chapter as determined in Article 3. (*AIA Bylaws Section 3.15*)

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary/Treasurer. The resignation of an assigned member, if the Secretary/Treasurer finds the member eligible to resign, shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as the date the letter of resignation was received by the Secretary/Treasurer. (*AIA Bylaws Sections 2.081 and 2.084*)

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute. (*AIA Bylaws Section 2.04*)

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns or is suspended or terminated by the Institute loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter. (*AIA Bylaws Sections 2.04, 2.084 - 2.085*)

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws. (*AIA Bylaws Sections 2.02 and 4.055*)

2.12 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter. (*AIA Bylaws Sections 4.15, 4.32 and 4.453*)

2.13 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another chapter. (*AIA Bylaws Section 2.08*)

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing with the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in paragraph 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the AIA Louisiana Chapter", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3

DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues (and Admission Fees). The Board of Directors may fix, by the 3rd quarter board meeting, the annual dues to be paid by each category of members for the immediately succeeding fiscal year and the amount of admission fees required of allied or affiliate members.

3.03 Dues on Admission. Membership dues are calculated on a calendar year, January to December. A newly admitted assigned or allied or affiliate member shall pay full annual dues, except those that are admitted after the first quarter and the last day of the third quarter and shall pay prorated dues in accordance with the quarterly proration schedule.

3.04 Hardship Dues Reduction. The Chapter may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Chapter may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership. *(AIA Bylaws Section 3.12)*

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of not less than two-thirds of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of not less than two-thirds of the total number of its assigned members - may levy an assessment on its Associate members and/or allied or affiliate members.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be communicated to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default of dues, assessments or supplemental fees to this Chapter shall be given 60 days' notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES, ASSESSMENTS, OR SUPPLEMENTAL FEES

3.31 Assigned Members. Every member who has not paid full regular dues owed for the calendar year shall be in default, provided, however, that no member shall be considered as in default so long as the member is current in dues payments made in accordance with any programs approved by the Board in accordance with AIA National Bylaws *(AIA Bylaws Section 3.134)*.

ARTICLE 5

THE BOARD OF DIRECTORS

5.0 AUTHORITY OF BOARD OF DIRECTORS

5.01 Powers. The business of this Chapter shall be managed by the Board of Directors, which shall be composed of the officers and directors of this Chapter and shall exercise all authority, rights and powers granted to it by the laws of the State of Louisiana, the articles of incorporation and by these bylaws.

5.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of this Chapter except those specifically placed by these bylaws in custody of or under the administration of the Secretary/Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the objects of this Chapter.

5.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

5.1 ELECTION OF OFFICERS

5.11 Nominations. Nomination for each office of this Chapter about to become vacant shall be made at the annual meeting from the floor. However, at a meeting of the Board of Directors held at least eight (8) weeks prior to the annual meeting, the President shall select a nominating committee to prepare and present to the members a slate or slates of candidates for offices.

5.0111 President-Elect. Nominations for President-Elect shall be from among those members who have served a minimum of one year on the Board of Directors.

5.12 Elections. The nominee for an office who receives a majority of the ballots cast at the annual meeting shall be elected thereto. If there is only one nominee for any office, the Secretary/Treasurer may be directed by the meeting to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the vote shall be by secret ballot, and each office must be voted on separately. If no nominee for an office receives a majority, the Secretary/Treasurer shall conduct a run-off election between the two nominees receiving the most votes.

5.13 Tellers. The President may appoint three (3) tellers, who shall be members qualified to vote at the meeting, and who shall tally the qualified votes for each nominee, tabulate the results and immediately notify the Secretary/Treasurer thereof.

5.14 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.

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

5.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

5.21 Term. Each officer shall serve a term of one year except that the Secretary/Treasurer shall serve a term of two years. Each officer shall serve until a successor has qualified. Each Director shall serve a term as determined by his/her Local Chapter or Section.

5.22 Vacancies. If a vacancy occurs among the officers of the Board of Directors other than an account of the regular expiration of a term of office, the Board of Directors shall fill the vacancy for the unexpired term of office by electing a qualified member by majority vote of the Board of Directors. If a vacancy occurs among the Directors, the vacancy shall be filled by the Local Chapters or Section of the vacant Director.

5.23 Resignation. Any officer or director may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary/Treasurer unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer or director.

5.24 Removal of Officer or Director. Any or all of the officers and directors may be removed for or without cause by vote of the members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

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

5.38 EXECUTIVE OFFICERS

5.381 Executive Vice President/Chief Executive Officer. The Board shall appoint an Executive Director, who shall be the chief executive and administrative officer of the organization, an ex-officio member of the Board, without vote.

5.382 Duties. The Executive Director shall be responsible for the management and administration of the affairs of the organization and shall perform such other duties as may be properly assigned by the Board.

5.383 Other Executive Officers. The Executive Director may appoint executive officers to assist in the management of the organization's affairs and shall define their duties.

5.4 DIRECTORS

5.41 Local Chapter and Section Directors. One licensed architect member of each Local Chapter or Section shall be chosen every two years, prior to December of each year, to serve as a member of the Board of Directors. The directors from the Local Chapters or Sections will serve staggered two-year terms, with directors from Coastal, Southwest, New Orleans and Central Chapters/Sections being selected in odd years and directors from South Louisiana, Shreveport, Monroe and Baton Rouge Chapter/Sections being selected in even years. Directors are limited to (2) full two-year terms.

In 2019 only, those directors selected from South Louisiana, Shreveport, Monroe and Baton Rouge chapter/sections will serve a two-year term of office. Those members from Coastal, Southwest, New Orleans and Central chapters/sections will serve a one-year term.

5.42 Associate Director. An Associate Director shall be appointed by the President from among those Associate members assigned to the Chapter. The Associate Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The Associate Director shall endeavor to present the concerns and interests of the Associate members of the Chapter.

5.43 Young Architect Forum. A Young Architect Forum Director shall be appointed by the President from among those YAF members assigned to the Chapter. The YAF Director shall serve as a member of the Board of Directors with full rights and responsibilities and shall perform such duties as are properly assigned by the Board of Directors or the President. The YAF Director shall endeavor to present the concerns and interests of the YAF members of the Chapter.

5.5 MEETINGS OF THE BOARD OF DIRECTORS

5.51 Meetings Required. The Board of Directors must actually meet in a regular or special meeting in order to transact business.

5.511 Regular Meetings. The Board of Directors may hold regular meetings at a time and place determined by it.

5.512 Special Meetings. A special meeting of the Board of Directors shall be held if required in writing by one-third of the members of the Board of Directors, or at the call of the President. The Secretary/Treasurer shall issue a call and notice of each special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

5.513 Waiver of Notice. Either the call or 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 Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

5.52 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business. Except as otherwise provided by law, the vote of a majority of the Board of Directors present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

5.521 Appointment of Proxy. With respect to any specific meeting and/or scheduled vote, a member may vote in person or by proxy executed in writing or in any form permitted by law by the member or by his duly authorized attorney-in-fact. All proxies shall be delivered no later than five (5) business days prior to any such scheduled vote and/or meeting. Electronic versions of proxies sent by PDF will be accepted. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

6.5 RESERVES POLICY

The Board of Directors may set aside reserves according to the Reserves Policy. Reserves will be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years. Reserve funds shall be invested in the name of the Chapter in accounts approved by the Executive Committee. The Executive Committee shall be required to meet at a minimum, once a year.

6.6 EXPENDITURE LIMITATIONS

6.61 General. No member, officer, director, committee, jury, department, employee, agent or representative of the Chapter shall have any right, authority or power to expend any money of the Chapter, to incur any liability for and on its behalf, or to make any commitment that will or may be deemed to bind or involve the Chapter 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 Chapter, except that the Board of Directors may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

6.62 The Board of Directors. 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 Chapter during such year, as shown in the budget for that year, except as provided in the Governance Policies, or unless directed and authorized to do so at a duly called meeting of the Chapter by the affirmative vote of not less than two-thirds (2/3) of the member's present and voting, provided however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year.

6.7 REVIEW OF FINANCIAL RECORDS

At appropriate intervals, but not less than annually, the Board of Directors shall employ a certified public accountant to prepare a compilation of the financial records of the Chapter as the basis for a financial report to the members, with a full audit every third year.

6.8 REAL AND PERSONAL PROPERTY

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

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

6.9 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 Chapter. (*AIA Bylaws Section 7.2*)

6.10 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter. (*AIA Bylaws Section 4.09*)

ARTICLE 7

GENERAL PROVISIONS

7.0 EXECUTIVE OFFICE

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

7.011. Serve as assistant Secretary/Treasurer to perform such duties as the Secretary/Treasurer may delegate;

4.06)

8.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members present and voting at the Chapter's annual meeting.

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

8.14 Title and Number of Bylaws. From time to time and without further action of the Chapter, the Secretary/Treasurer shall rearrange, retitle, and renumber the various chapter, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

ARTICLE 9

INTERPRETATION OF BYLAWS

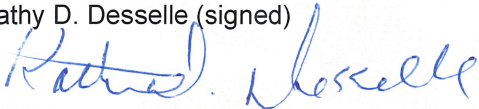
9.0 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the State of Louisiana. These amended bylaws to take effect on January 1, 2025.

Executed this 11th day of April, 2025.

Witnesses

Kathy D. Desselle (signed)



Kathleen K. Gordon (signed)



Kevin Alford (signed)

President



Angelique Hernandez (signed)

Secretary- Treasurer

