AIA NEWARK AND SUBURBAN ARCHITECTS,
A SECTION OF THE NEW JERSEY SOCIETY OF ARCHITECTS;
A CHAPTER AND REGION OF THE AMERICAN INSTITUTE OF ARCHITECTS

BYLAWS

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TABLE OF CONTENTS

ARTICLE 1 - ORGANIZATION

1.0	GENERAL PROVISIONS	1
1.1.1	Name	1
1.1.2	Objectives	1
1.1.3	Domain	1
1.1.4	Organization	1
1.1.5	Authority	1

ARTICLE 2 - MEMBERSHIP

2.1	GENERAL PROVISIONS	1
2.1.1	Categories of Membership	1
2.1.2	Definitions	1
2.1.3	Qualifications	1
2.1.4	Non-Resident Status	2
2.1.5	Enrollment of Members	2
2.1.6	Resignations	2
2.1.7	Loss or Suspension of Interests, Rights and Privileges	2
2.2	ASSIGNED MEMBERS	2
2.2.1	General	2
2.2.2	Action on Applications	2
2.2.3	Transfers	2
2.2.4	Admission Fees Prohibited	2
2.2.5	Termination	2
2.2.6	Emeritus Members	2
2.3	UNASSIGNED MEMBERS	2
2.3.1	Admission of Unassigned Members	2
2.3.2	Rights and Privileges	2
2.3.3	Termination	2
2.4	ALLIED AND AFFILIATE MEMBERS	2
2.4.1	Admission	2
2.4.2	Admission Fees	3
2.4.3	Rights and Privileges of Allied Members	3
2.4.4	Rights and Privileges of Affiliate Members	3
2.4.5	Termination	3
2.4.6	Qualifications of Allied Members	3
2.4.7	Qualification of Student Affiliates	3
2.4.8	Honorary Affiliates	3

ARTICLE 3 - SECTION RELATIONSHIP TO OTHER ORGANIZATIONS

3.1	DELEGATES	3
3.1.1	Delegates to Chapter, Institute and Other Meetings	3

ARTICLE 4 - SECTION MEETINGS

4.1	ANNUAL, REGULAR AND SPECIAL MEETINGS	3
4.1.1	Annual Meeting	3
4.1.2	Regular Meetings	3
4.1.3	Special Meetings	4
4.2	NOTICE, QUORUM, MINUTES FOR SECTION MEETINGS	4
4.2.1	Notice of Section Meetings	4
4.2.2	Quorum at Section Meetings	4
4.2.3	Minutes of Section Meetings	4
4.3	DECISIONS AT SECTION MEETINGS, ELIGIBILITY FOR VOTING	4
4.3.1	Majority Vote	4
4.3.2	Roll-Call Vote	4
4.3.3	Voting by Proxy	4
4.3.4	Voting by Mail	4
4.3.5	Limitation on Voting Eligibility	4

ARTICLE 5 – BOARD OF TRUSTEES

5.0	AUTHORITY OF THE EXECUTIVE COMMITTEE OF THE BOARD	4
5.0.1	Powers and Duties of the Executive Committee	4
5.1.1.1	Limitations of Powers of the Executive Committee	4
5.0.2	Custodianship	4
5.0.3	Delegation of Authority	4
5.0.4	Meetings of the Executive Committee of the Board	5
5.0.4.1	Quorum at an Executive Committee Meeting	5
5.0.4.2	Meeting Requirements	5
5.1	AUTHORITY OF THE BOARD OF TRUSTEES	5
5.1.1	Members	5
5.1.2	General Powers	5
5.1.3	Custodianship	5
5.1.4	Delegation of Authority	5
5.2	ELECTION OF OFFICERS AND TRUSTEES	5
5.2.1	Nomination of Officers	5
5.2.2	Notice of Elections	5
5.2.3	Determination for Officers	5
5.2.4	Single Nominee for Officer	5
5.2.5	Tellers	5
5.2.6	Tie Votes	5
5.2.7	Results	6
5.3	TERMS OF OFFICE	6
5.3.1	Term	6
5.3.2	Vacancies	6
5.3.3	Resignation	6
5.3.4	Removal	6
5.4	MEETINGS OF THE BOARD OF TRUSTEES	6
5.4.1	Regular Meetings	6
5.4.2	Special Meetings	6
5.4.3	Notice of Meetings	6
5.4.4	Quorum at a Board of Trustees Meeting	6
5.4.5	Officer Pro-Tem of the Board of Trustees	6
5.4.6	Minutes of Board of Trustees Meetings	6
5.5	DECISIONS AT BOARD OF TRUSTEE MEETINGS, ELIGIBILITY FOR VOTING	6
5.5.1	Majority Vote	6
5.5.2	Roll-Call Vote	6
5.5.3	Voting by Proxy	6
5.5.4	Voting by e-mail	7
5.6	REPORTS OF THE BOARD OF TRUSTEES	7
5.6.1	Report to Members	7
5.7	COMMITTEES AND COMMISSIONS	7
5.7.1	Formation and Composition	7
5.8	SECTION OFFICERS	7
5.8.1	Officers	7
5.8.2	President	7
5.8.3	President-Elect	7
5.8.4	First Vice-President	7
5.8.5	Secretary	7
5.8.6	Treasurer	8
5.8.7	Immediate Past-President	8

ARTICLE 6 - DUES, ASSESSMENTS, FEES AND FINANCES:

6.1	ANNUAL DUES	8
6.1.1	Annual Dues	8
6.1.2	Obligation to Pay Dues	8
6.1.3	Amount of Annual Dues and Admission Fees	8
6.1.4	Dues Upon Admission	8
6.1.5	Dues for Non-Resident Members	8
6.1.6	General Waiver of Annual Dues and Admission Fees	9
6.1.7	Individual Waiver of Annual Dues	9

6.1.8	Exemptions	9
6.2	ASSESSMENTS	9
6.2.1	Section's Authority to Levy Assessments	9
6.2.2	Notice of Assessment	9
6.3	DEFAULT OF DUES AND ASSESSMENTS	9
6.3.1	Default	9
6.3.2	Notice of Default	9
6.4	TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS	9
6.4.1	Termination or Suspension of Assigned Members in Default.	9
6.4.2	Termination or Suspension of Unassigned Members and Affiliate Members in Default	9
6.5	FINANCES	9
6.5.1	Budgets and Appropriations	
6.5.2	General Expenditure Limitations	9
6.5.3	The Executive Committee of the Board	9
6.5.4	Review of Financial Records	9
6.5.5	Fiscal Year	10
6.6	PROPERTY INTERESTS	10
6.6.1	Real and Personal Property Interests	10
6.6.2	Institute Property Interests	10
6.6.3	Gifts	10
6.7	DIVIDENDS AND DISSOLUTION	10
6.7.1	Dividends Prohibited	10
6.7.2	Disposition of Assets Upon Dissolution	10

ARTICLE 7 – AFFILIATED ORGANIZATIONS

7.1	Affiliations	10
7.2	Agreements of Affiliation	10
7.3	Statement of Purpose	10
7.4	Limitations	10
7.5	Termination	10
7.6	Privileges of Affiliated Organizations	10

ARTICLE 8 – MISCELLANEOUS

8.1	Section Administrator	10
8.2	Records Open to Members	10
8.3	Parliamentary Authority	11
8.4	Freedom from Commitments	11
8.5	Endorsements	11
8.6	Liability, Indemnification, Exculpation and Insurance	11
8.6.1	Liability	11
8.6.2	Insurance	11

ARTICLE 9 – AMENDMENTS

9.0	AMENDMENTS AT MEETINGS OF THE SECTION	11
9.0.1	Notice of Proposed Amendments	11
9.0.2	Bylaws Relating to Assigned Members	11
9.0.3	Mail Balloting	11
9.1	AMENDMENTS BY THE BOARD OF TRUSTEES	11
9.1.1	Amendment of the Bylaws	11
9.1.2	Conformity with Institute Bylaws	11
9.1.3	Delegation of Authority	11
9.2	LEGAL REVIEW	11
9.2.1	Legal Review of Bylaws Amendments	11

ARTICLE 1 - ORGANIZATION

1.1 GENERAL PROVISIONS

1.1.1 Name. The name of this organization shall be the AIA Newark and Suburban Architects, a Section of the New Jersey Society of Architects, and is referred to hereinafter as the Section ("Section"). In these Bylaws, the governing board of this Section is the Board of Trustees. The New Jersey Society of Architects, more commonly known as AIA New Jersey, which is a Chapter and Region of the American Institute of Architects, is referred to hereinafter as the Chapter ("Chapter"), and The American Institute of Architects is referred to hereinafter as the Institute ("Institute").

1.1.2 Objectives. The objectives of this Section shall be to promote and forward the objectives of the American Institute of Architects, within the assigned territory of this Section. In general, this Section shall organize and unite in fellowship the members of the architectural profession; advance the science and the art of planning by advocating the standards of architectural education, training and practice; coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and make the profession of ever-increasing service to society. No act of this Section shall directly or indirectly nullify or contravene any act or policy of the Institute or the Chapter.

1.1.3 Domain. The territory of this Section is as shown on the territorial map established by the Chapter. (http://www.aia-nj.org/about/sectionmap.shtml)

1.1.4 Organization. This Section is a not-for-profit membership corporation, incorporated in the State of New Jersey on July 17, 1956.

1.1.5 Authority. This Section shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Chapter. The Institute, Chapter and this Section may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise, provided that the Institute, the Chapter, and this Section execute a written agreement to that effect.

ARTICLE 2: MEMBERSHIP

2.1 GENERAL PROVISIONS

2.1.1 Categories of Membership. Pursuant to the New Jersey Chapter's Bylaws concerning the issue of membership in this Section, the membership of this Section shall consist of:

a) the Architect or Associate Members who have been assigned to this Section, or who have been admitted to Unassigned Membership in this Section, and
b) the Allied and the Affiliated Members admitted as provided in these Bylaws.

2.1.2 Definitions. In these Bylaws:

a) "Assigned Members" shall refer to Architect and Associate Members who have been assigned to membership in this Section.
b) "Unassigned Members" shall mean Architect Members and Associate Members other than Assigned Members.
c) "Allied Member" shall mean individuals not otherwise eligible for membership in the Chapter or Institute.
d) "Affiliate Member" shall mean student or honorary members, without voting rights.
e) "Member", if not otherwise qualified, shall mean all persons in all classes of membership in this Section.

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

a) Architect Members are those persons who are licensed to practice Architecture in accordance with the Institute's policies and are assigned to this Section.
b) Associate Members are those without architectural licenses, who meet the requirements stated in the Institute's policies and are assigned to this Section. Associate Members must hold membership in the Chapter and the Institute.
c) Allied Members are those individuals not otherwise eligible for membership in the Chapter or Institute. Allied Members are individuals, not organizations, who have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied Members may be representatives of organizations, but for the purposes of determining the person who is the member, only individuals may be Allied Members. Allied Members of this Section are Unassigned Members of this Section. Allied Members may be members of this Section without being Allied Members of the Chapter and/or the Institute. Allied members cannot use "AIA" or "Allied AIA", or any derivative thereof, after their name.
d) Affiliate Members shall mean student or honorary members. Honorary members of AIA Newark and Suburban Architects are designated by this Section and do not have the same rights and privileges of a similar title. The use of "Honorary AIA", or any derivative thereof, after one's name will not be permitted with this type of membership as this Section does not have the authority to award such a designation.

2.1.4 Non-Resident Status. Non-resident status shall be accorded to Institute Members who reside and have their principal place of business outside of the territory of this Section and not in the territory of another Section or Chapter of the Institute. Non-resident members shall have the same rights and privileges as other members in the same category, except that this Section may reduce the dues and/or assessments for such members as provided in Article 6 of these Bylaws.

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

2.1.6 Resignations. Any Member may resign from this Section by presenting a written resignation letter to the Secretary. If the Secretary finds the Member eligible to resign, said resignation shall be forwarded to the Chapter and the Institute and will be effective upon its receipt by the Chapter and the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.1.7 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 Section, the Chapter and the Institute, including any right to use the Section's, the Chapter's or the Institute's name, initials, 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 Section.

2.2 ASSIGNED MEMBERS

2.2.1 General. The qualifications, rights and privileges of Assigned Members shall be as provided in the Institute's Bylaws, the Chapter's Bylaws, and as may be provided by these Bylaws.

a) Privileges of Architect Members. Assigned Architect Members may hold office, may serve on the Board of Trustees and on any committee of this Section, and shall be entitled to vote on all matters of this Section, in accordance with these Bylaws.
b) Privileges of Associate Members. Assigned Associate Members may hold office, may serve on the Board of Trustees, may serve on any committee of this Section, and shall be entitled to vote on all matters of this Section, in accordance with these Bylaws and to the degree authorized by the Institute's Bylaws.

2.2.2 Action on Applications. Whenever an application for membership in the Institute and an assignment to this Section is filed with this Section, the Executive Committee of the Board shall, within sixty (60) calendar days after the date the application was filed, make a recommendation to the Institute Secretary to accept or deny the application.

2.2.3 Transfers. The Section shall not delay nor impede the transfer of any Assigned Member in good standing who has applied for assignment to another Section or Chapter of the Institute.

2.2.4 Admission Fees Prohibited. An Assigned Member shall not pay any admission or initiation fee for membership in this Section.

2.2.5 Termination. Assigned Membership in this Section is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the Member to another Section or Chapter. The Board of Trustees may terminate the membership of an Assigned Member for indebtedness as provided in these Bylaws.

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

2.3 UNASSIGNED MEMBERS

2.3.1 Admission of Unassigned Members. This Section, without action by the Institute, shall admit to Unassigned Membership any Architect or Associate Member assigned to another Section or Chapter who applies for such membership in writing in the manner prescribed by the Executive Committee of the Board.

2.3.2 Rights and Privileges. An Unassigned Member shall be subject to all regulations and shall have all rights to this Section of an Assigned Member, except that an Unassigned Member shall not vote on matters described in these Bylaws. An Unassigned Member shall not represent this Section as a delegate, or otherwise, at any meeting of the Institute or Chapter.

2.3.3 Termination. Unassigned Membership in this Section is terminated by the death of the member, resignation or termination of membership in the Institute. The Executive Committee of the Board may terminate Unassigned Membership for indebtedness to the Section as provided in these Bylaws.

2.4 ALLIED AND AFFILIATE MEMBERS

2.4.1 Admission. Every application for admission to Allied or Affiliate Membership in this Section shall be promptly acted upon by the Executive Committee of the Board after consultation with the Section's Membership Committee.

2.4.2 Admission Fees. Every applicant for an Allied or Affiliate Membership shall pay an admission fee in an amount determined by the Executive Committee of the Board and as provided in Article 6 of these Bylaws or, by two-thirds (2/3) vote of the Board of Trustees.

2.4.3 Rights and Privileges of Allied Members. Allied Members in good standing:

a) may serve on the Board of Trustees, on any committee of this Section and may serve as a Chairperson on any committee of this Section. Allied Members may vote only on matters of this Section not dealing with Institute affairs, or with these Bylaws, and
b) may attend, speak at, make motions and vote at any meeting of the Section, and
c) shall not be eligible to serve as an Officer of this Section, and
d) may not in any way use the name, initials, seal, symbol or insignia of this Section, the Chapter, or the Institute.

2.4.4 Rights and Privileges of Affiliate Members. Affiliate Members in good standing:

a) may serve as a member of any committee of the Section that does not perform any duty of the Board of Trustees, and
b) may attend and speak at, but may not make motions or vote at any meeting of the Section, and
c) shall not be eligible to serve as an Officer, Trustee or to chair a committee of this Section, and
d) may not in any way use the name, initials, seal, symbol or insignia of this Section, the Chapter, or the Institute.

2.4.5 Termination. Allied or Affiliate Membership is terminated by the death or resignation of the Allied or Affiliate Member or by the admission or eligibility to be admitted as an Assigned Member or an Unassigned Member. The Executive Committee of the Board may terminate the membership of an Allied or Affiliate Member for indebtedness as provided in these Bylaws or, by two-thirds (2/3) vote of the Board of Trustees, for conduct detrimental to the interests of the Section.

2.4.6 Qualifications of Allied Members. Allied Members are individuals not otherwise eligible for membership in the Section. Allied Members shall be non-architects, registered to practice their profession where such requirements exist, with an established professional reputation. Allied Professionals shall include, but not be limited to, engineers, planners, landscape architects, sculptors, muralists, and other artists, professionals in government, education, industry, research and journalism, and other professionals whose work is related to the practice of Architecture.

2.4.7 Qualifications of Student Affiliates. Student Affiliates shall be undergraduate or post-graduate students from schools of architecture, or secondary school students within the territory of this Section.

2.4.8 Honorary Affiliates.

a) Qualifications: Honorary Affiliates shall be those persons of esteemed character who are otherwise ineligible for membership in the Institute, the Chapter, or this Section, but who have rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, within the territory of this Section.
b) Nomination and Admission: A person eligible for Honorary Affiliate membership may be nominated by any member of the Executive Committee of the Board. The nomination must be in writing over 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 Executive Committee of the Board, at any regular meeting, may admit a nominee as an Honorary Affiliate Member.
c) In addition to the rights and privileges set forth in paragraph 2.4.4 above, Honorary Affiliate members of this Section may use the title "Honorary Affiliate of the AIA Newark and Suburban Architects", and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3 - SECTION RELATIONSHIP TO OTHER ORGANIZATIONS

3.1 DELEGATES

3.1.1 Delegates to Chapter, Institute and Other Meetings. This Section shall select delegates to represent the Assigned Membership at meetings of the Chapter and Other Meetings from among the Assigned Members of this Section. Member delegates shall be appointed from the Assigned Members of this Section by the Section President, except that no more than one-third (1/3) of the Section's delegation shall be Associate Members.

ARTICLE 4 - SECTION MEETINGS

4.1 ANNUAL, REGULAR AND SPECIAL MEETINGS

4.1.1 Annual Meetings. This Section shall hold an annual meeting during the month of December, the date, time, and place of which shall be stated in the notice of the meeting. The purpose of such annual meeting shall be to elect Officers and Trustees, which form the Board of Trustees, to receive the annual report of the Board of Trustees and the Treasurer, and to transact such other business as may properly be brought before the meeting.

4.1.2 Regular Meetings. This Section shall hold regular meetings when deemed necessary by the President or the Executive Committee of the Board and as scheduled on the Organization’s current calendar.

4.1.3 Special Meetings. Special meetings for cause may be called by the President, or the Executive Committee of the Board, or shall be called by the President of this Section at the written request of not less than fifteen percent (15%) of the total number of this Section's Members in good standing. Requests for and notices of special meetings shall state the purpose or purposes of the proposed special meeting, and no other business shall be transacted. All rules and procedures at the special meeting shall be the same as those for an annual meeting.

4.2 NOTICE, QUORUM, MINUTES FOR SECTION MEETINGS

4.2.1 Notice of Section Meetings. Written notice of each meeting of this Section shall state the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and shall be given to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the meeting.

4.2.2 Quorum at Section Meetings. For the purposes of transacting any business of the Section, a quorum is present where at least ten percent (10%) of the Members entitled to vote are present. If a quorum is not present at any meeting, the presiding officer shall adjourn the meeting.

4.2.3 Minutes of Section Meetings. Written minutes of every meeting of this Section, recording the matters considered at each meeting and the actions taken, shall be kept by the Secretary. The minutes of such meetings shall be signed by the Secretary after being approved at the subsequent meeting of the Section and thereafter filed in the Section's records.

4.3 DECISIONS AT SECTION MEETINGS, ELIGIBILITY FOR VOTING

4.3.1 Majority Vote. Every decision at a Section meeting shall be determined by a vote of a majority of those Members in good standing who are present and voting, unless otherwise required by law or these Bylaws.

4.3.2 Roll-Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third (1/3) of the voting members present so request.

4.3.3 Voting by Proxy. Except as otherwise provided by law, there shall be no voting by proxy at a meeting of this Section.

4.3.4 Voting by Mail. As decided by a concurring vote of the Board of Trustees, voting by mail may be permitted for particular issues as may be determined by the Board of Trustees. Any vote that may be taken at a meeting of this Section may be taken by a mail ballot. An official ballot shall be sent to all eligible voters within the Section. Such ballot shall indicate the name of the Member to whom it was sent, the issue to be voted upon, the location to which the ballot must be returned, and the deadline for receipt of the completed ballot. A decision shall be by a majority of votes received at the location and within the time limitations so stipulated on the ballot.

4.3.5 Limitation on Voting Eligibility. Only Assigned Members in good standing may vote on the following matters:

a) matters so designated elsewhere in the Bylaws;
b) elections of Section Officers and Trustees;
c) instructions to delegates;
d) key matters relating to membership;
e) voting on dues and assessments for Section Members; and
f) other matters relating to the government, meetings, affiliations, budget and finances of the Section.

ARTICLE 5: BOARD OF TRUSTEES

5.0 AUTHORITY OF THE EXECUTIVE COMMITTEE OF THE BOARD

5.0.1 Powers. There shall be an Executive Committee of the Board, which shall manage the business of the Section, and which shall be elected by the Members each year at the annual meeting of members. The Executive Committee of the Board shall be composed of the Officers of the Section. It shall have and may exercise all of the authority, rights, and power to act which may be delegated to it by the Board of Trustees, as well as any other powers which may be granted to it by the laws of the State of New Jersey, the articles of incorporation or these bylaws.

5.0.1.1 Limitations of Powers of the Executive Committee of the Board. The Executive Committee of the Board may not purchase, sell, lease, or pledge any real property; form an affiliation; or fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds (2/3) vote of the Board of Trustees. It shall not change the Bylaws, or elect a successor to any officer whose office becomes vacant.

5.0.2 Custodianship. The Executive Committee of the Board shall be responsible for the day-to-day management and administration of the properties and interests of this Section except those specifically placed by these Bylaws in the custody of or under the administration of the Treasurer. The Executive Committee of the Board shall operate in a manner consistent with the direction of the Board of Trustees. Within the appropriations made therefor, the Executive Committee of the Board shall do all things required and permitted by these bylaws to forward the objectives of this Section.

5.0.3 Delegation of Authority. Neither the Executive Committee of the Board nor any Officer of this Section shall delegate any of the authority, rights or power to act conferred by law or these Bylaws, unless such delegation is specifically prescribed or permitted by these Bylaws and is not contrary to law.

5.0.4 Meetings of the Executive Committee of the Board. A meeting of the Executive Committee of the Board shall be when called by the President or when requested in writing by two members of the committee.

5.0.4.1 Quorum at an Executive Committee Meeting. A quorum of two-thirds of its voting members shall be necessary to transact any business at a meeting of the Executive Committee of the Board.

5.0.4.2 Meeting Requirements. The Executive Committee of the Board may meet in a regular or special meeting in order to transact business. Any one or more members of the Executive Committee of the Board may participate in a meeting by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting.

5.0.4.3 Minutes of Executive Committee Meetings. Written minutes of every meeting of the Executive Committee of the Board, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary of this Section, in the Book of Minutes of this Section.

5.0.5 Decisions at Executive Committee Meetings

5.0.5.1 Majority Vote. Every decision at an Executive Committee of the Board meeting shall be determined by a vote of a majority of the Executive Committee who are present to vote, unless otherwise required by law or these Bylaws.

5.0.5.2 Voting by Proxy. Except as otherwise provided by law, there shall be no voting by proxy at an Executive Committee of the Board meeting.

5.1 AUTHORITY OF THE BOARD OF TRUSTEES

5.1.1 Members. The Board of Trustees shall consist of:

a) the Officers of this Section, as per paragraph 5.8 of these Bylaws, and
b) nine (9) other Trustees,

each of who shall be elected by the Members. At no time shall Associate Members hold more than one-third of the seats on the Board of Trustees nor shall there be more than two Allied Members on the Board of Trustees.

5.1.2 General Powers. The general management and control of the affairs, funds and property of the Section shall be vested in the Board of Trustees. The Board of Trustees may delegate such authority, except the following:

a) The making, altering or repeal of any provision in the Bylaws;
b) The election or appointment of any Trustee, except as provided for in Section 5.3.2, or the removal of any officer or Trustee, except as provided for in 5.3.4;
c) The submission to members of any action requiring the approval of members; or
d) The amendment or repeal of any resolution previously adopted by the Board of Trustees.

5.1.3 Custodianship. The Board of Trustees shall be and act as the custodian of the properties and interests of this Section and may delegate such responsibilities to the Executive Committee of the Board as may be required for their day-to-day administrative and management responsibilities (except such thereof as are placed by these Bylaws in the custody or under the administration of the Treasurer of this Section), and within the appropriations made thereof shall do all things required and permitted by these Bylaws to forward the objects of this Section.

5.1.4 Delegation of Authority. Neither the Board of Trustees nor any officer of this Section 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.

5.2 ELECTION OF OFFICERS AND TRUSTEES

5.2.1 Nominations. Nominations for each office of this Section about to become vacant shall be made by a Nominations Committee. The Nominations Committee shall meet at least 60 days prior to the election and shall present its selections at least 30 days prior to the election. The Nominations Committee shall be chaired by the Immediate Past President of this Section. The Nominations Committee shall consist of the following members: Immediate Past President, President, President-Elect, and two other members in good standing selected by the chair of the Nominations Committee.

5.2.2 Notice of Elections. No less than fourteen (14) days prior to the election, mail and/or e-mail ballots shall be sent to all eligible voters, except the President of the Section. The ballots may be returned to the headquarters of the Section and postmarked no later than the Monday prior to the end of the balloting or may be deposited at the ballot box at the annual meeting.

5.2.3 Determination for Officers. The nominee for an office who receives a plurality of the ballots cast shall be elected thereto.

5.2.4 Single Nominee for Officer. If there is only one nominee for any office, the Secretary may be directed by the Members to cast a ballot for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation. Otherwise, the name of each nominee shall be placed by the Secretary on ballots for voting by secret ballot.

5.2.5 Tellers. The President shall 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 thereof.

5.2.6 Tie Votes. In the event of a tie vote, the President of this Section shall cast a vote to break the tie.

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

5.3 TERMS OF OFFICE

5.3.1 Term.

a) The term of office of all Officers shall be one (1) year, except for the Treasurer whose term of office shall be two (2) years and shall commence on January 1st of the year immediately following such Officer's election and shall expire on December 31st of the following year.
b) Except as otherwise provided in these Bylaws, the term of office of a Trustee shall be for three (3) years or until a successor has qualified. A Trustee shall serve no more than two (2) consecutive three-year terms. A Trustee's term(s) of office shall: (i) commence on January 1st of the first year of the term; and (ii) expire on December 31st of the third year of the term. Trustees who are fulfilling an unexpired term may serve the remainder of the unexpired term and may serve an additional consecutive full three (3) year term.

5.3.2 Vacancies. Where a vacancy occurs in this Section's Board of Trustees, other than on account of the regular expiration of a term of office, of either an Officer or another Trustee, such vacancy shall remain vacant until the President, or the most senior Board officer in the event of the President's office becoming vacant, nominates and the Board of Trustees confirms such replacement. The confirmed replacement shall serve the remainder of the unexpired term for which he or she is the replacement.

5.3.3 Resignation. Any Officer or Trustee may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by such Officer. No resignation shall discharge any accrued duty or obligation of the resigning Officer or Trustee.

5.3.4 Removal. Any or all Officers or Trustees of the Section may be removed for cause or without cause by a majority vote of the Members present and voting at a Section meeting attended by not less than a majority of the Section's Members. Any or all Officers or Trustees of this Section may be removed for cause by a majority vote of the Board of Trustees present and voting at a Board meeting attended by not less than a majority of the Members of the Board of Trustees.

5.4 MEETINGS OF THE BOARD OF TRUSTEES

5.4.1 Regular Meetings. The Board of Trustees shall hold a regular meeting in January and subsequent regular meetings at the discretion of the Board of Trustees. The Board of Trustees shall fix the time and place of the meetings.

5.4.2 Special Meetings. The Board of Trustees shall hold a special meeting if so voted by the Board of Trustees, if requested in writing by a majority of the members of the Board of Trustees, or at the call of the President or Secretary of this Section.

5.4.3 Notice of Meetings. Written notice of any meeting of the Board of Trustees, whether regular or special, shall be required. In the case of each special meeting, the Secretary shall issue a written call and notice thereof, stating therein the time, place and purpose of the meeting and the business to be transacted thereat. Only the business stated in the call and notice shall be transacted at the special meeting. All rules and procedures governing annual meetings shall apply. Every call or notice of a special meeting shall be served not less than three (3) days before the date of the meeting.

5.4.4 Quorum at a Board of Trustees Meeting. A majority of the Board of Trustees shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting to a later date or proceed with discussion of matters before the Board. No voting shall be permitted without a quorum present.

5.4.5 Officer Pro Tem of the Board of Trustees. The Board of Trustees shall, in the absence of the President, President-Elect or First Vice-President of this Section, elect a chair pro tem who shall serve until the regularly elected officer is able to act, and during such a period shall perform the duties and exercise the power and authority of the President.

5.4.6 Minutes of Board of Trustees Meetings. Written minutes of every meeting of the Board of Trustees, recording the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the Secretary of this Section, in the Book of Minutes of this Section.

5.5 DECISIONS AT BOARD OF TRUSTEE MEETINGS, ELIGIBILITY FOR VOTING

5.5.1 Majority Vote. Every decision at a Board meeting shall be determined by a vote of a majority of the Board Members who are present to vote, unless otherwise required by law or these Bylaws.

5.5.2 Roll-Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third (1/3) of the voting members present so request.

5.5.3 Voting by Proxy. Except as otherwise provided by law, there shall be no voting by proxy at a meeting of this Section.

5.5.4 Voting by e-mail. As decided by a concurring vote of the Board of Trustees, voting by e-mail may be permitted for particular issues as determined by the Executive Committee. The voting procedure will be as follows:

a) A motion is sent to the voting membership, by the Secretary, stating exactly what is to be discussed and voted on, as well as the timeline for comments and subsequent voting. The subject line must contain the term "motion".
b) The discussion period begins on the date that the email is sent to the Board. Unless specified otherwise, the discussion period lasts for two days.
c) When the discussion period ends, the Secretary circulates a new email with the term "vote" in the subject line. Board members vote by sending an email with "MOTION xxxx" YES/NO/ABSTAIN. All votes must be sent in within 24 hours of the time the email was sent. All Board members, excluding the President, may vote.
d) The Secretary is responsible for tallying the votes and informing the Board of the outcome. The results should also include a statement, that the voting was held in accordance with these By-laws.
e) The Board shall review all e-mail motions, approved or unapproved, at the start of the next board meeting. The secretary should include that review in the minutes of the meeting.

5.6 REPORTS OF THE BOARD OF TRUSTEES

5.6.1 Report to Members. The Board of Trustees shall render a full report in writing to each annual meeting of this Section of the condition, interests, activities and accomplishments of this Section, making such recommendations with respect thereto as it deems proper.

5.7 COMMITTEES AND COMMISSIONS

5.7.1 Formation and Composition. The Board of Trustees may form committees and commissions to carry out the work of the Section. The charge and duration of each committee or commission shall be determined by the Board of Trustees. The members of committees and commissions shall be appointed by the President with the concurrence of the Board of Trustees.

5.8 SECTION OFFICERS

5.8.1 Officers. The Officers of this Section shall be the President, President-Elect, First Vice-President, Secretary, Treasurer and the Immediate Past President.

5.8.2 President. The President shall exercise general supervision over the affairs of this Section, except those matters placed by these Bylaws or by the Board of Trustees under the administration and supervision of the Secretary and/or Treasurer. The President shall preside at meetings of this Section and of the Board of Trustees, and appoint, with the concurrence of the Board of Trustees, all committees.

a) Authority. The President shall act as a spokesperson of this Section and as a representative at meetings with other organizations and committees unless otherwise delegated by the Board of Trustees. The President cannot obligate or commit this Section, unless the obligation or commitment has been specifically authorized by the Board of Trustees.
b) Succession. The President shall succeed to the position of Immediate-Past President upon expiration of his or her term of office as President.

5.8.3 President-Elect. The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal or failure to act and shall perform such other duties as are properly assigned by the Board of Trustees or President.

a) Qualifications. As a nominee for the office of President-Elect, the nominee shall be an Assigned Member in good standing of this Section, who has served at least two (2) full terms as an Officer of this Section within seven (7) years prior to the assumption of office.
b) Succession. The President-Elect shall succeed to the office of President upon expiration of the term of office of the then-current President.

5.8.4 First Vice-President. The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President, President-Elect or of their disability, refusal or failure to act and shall perform such other duties as are properly assigned by the Board of Trustees or President.

a) Qualifications. As a nominee for the office of First Vice-President, the nominee shall be an Assigned Member in good standing of this Section, who has served at least one (1) full term as an Officer or Trustee of this Section within seven (7) years prior to the assumption of office.
b) Succession. The First Vice-President shall succeed to the office of President-Elect upon expiration of the term of office of the then-current President-Elect.

5.8.5 Secretary. The Secretary shall act as the recording and corresponding secretary of the Section and the Board of Trustees, shall attend all their meetings and keep minutes of the proceedings, and shall have custody of and shall safeguard and keep in good order all property of this Section, except property that is placed under the charge of the Treasurer. The Secretary shall also issue all notices of this Section, keep its membership roll, sign all instruments and matters that require the attention or approval of this Section, except as otherwise provided in these Bylaws. The Secretary shall also keep this Section's seal, and affix it on such instruments as require it, prepare the reports of the Board of

Trustees and this Section, and in collaboration with the President, shall have charge of all matters pertaining to the meetings of this Section, and shall perform all other duties usual and incidental to the office.

a) Qualifications. As a nominee for the office of Secretary, the nominee shall be an Assigned Member in good standing of this Section with at least two (2) years service on a Committee of this Section prior to the assumption of office and who, in addition, has at least two (2) years service as a Trustee or Officer of this Section prior to the assumption of office.
b) Reports. The Secretary shall furnish the Institute and the Chapter with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all Officers and Trustees of this Section and report changes in the membership as may be required to keep the records of those organization up-to-date and complete.
c) Delegations of Authority. The Secretary may delegate to an assistant the actual performance of any or all duties as recording or corresponding Secretary, but shall not delegate responsibility for the property of this Section, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

5.8.6 Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Section. The Treasurer shall also prepare the budgets, collect amounts due this Section, and give receipts for and have the custody of its funds and monies and make all disbursements of funds. The Treasurer shall also have custody of its securities and of its instruments and papers involving finances and financial commitments, conduct the correspondence relating to the office, and shall perform all duties usual and incidental to the office.

a) Qualifications. As a nominee for the office of Treasurer, the nominee shall be an Assigned Member in good standing of this Section with at least two (2) years of service on a Committee of this Section prior to the assumption of office and who, in addition, has at least two (2) years service as a Trustee or Officer of this Section prior to the assumption of office.
b) Reports. The Treasurer shall make a written report to each annual meeting of this Section and a written report to each regular meeting of the Board of Trustees. Each of said reports shall set forth financial condition of this Section, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Section.
c) Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Section that requires the signature of the Treasurer, unless such delegation is expressly permitted in these Bylaws. The Treasurer may delegate to the President, President-Elect or First Vice-President of this Section the actual performance of any or all duties of the Treasurer, but shall not delegate responsibility for the property of this Section, or the signing of any document requiring the signature of the Treasurer.
d) Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Section 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.

5.8.7 Immediate Past-President. The Immediate Past-President shall also be included as a voting member of the Executive Committee of the Board, as well as the Board of Trustees. The Immediate Past-President may exercise all of the authority, rights, and power to act which may be delegated to him or her by the Board of Trustees, as well as any other powers which may be granted by the articles of incorporation or these bylaws.

a) Succession. The Immediate Past-President shall succeed to a 1-year position as Trustee upon expiration of the term of office of the current President.

ARTICLE 6 - DUES, ASSESSMENTS, FEES AND FINANCES:

6.1 ANNUAL DUES

6.1.1 Annual Dues. Every Member of this Section shall pay the fixed annual dues of this Section as determined in these Bylaws.

6.1.2 Obligation to Pay Dues. Except for Emeritus Members and Honorary Affiliate Members, all Members shall pay annual dues on or before January 15th of each year.

6.1.3 Amount of Annual Dues and Admission Fees. By the concurring vote of two-thirds (2/3) of the voting members present at the Annual Meeting of the Section, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of Allied and Affiliate Members may be changed. If no vote is taken or the proposed change failed to receive the minimum required votes, the dues and admission fees in effect at the time shall remain in effect.

6.1.4 Dues Upon Admission. A newly admitted Assigned Member, or Affiliate Member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

6.1.5 Dues for Non-Resident Members. Dues for Non-Resident Members shall be the same as for members of the membership class to which the non-resident member is associated.

6.1.6 General Waiver of Annual Dues and Admission Fees. This Section, by the concurring vote of not less than two thirds (2/3) of the attending members of the Board of Trustees at a regular or special meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by Allied or Affiliate Members.

6.1.7 Individual Waiver of Annual Dues. The Executive Committee of the Board by the concurring vote of not less than two thirds (2/3) of the attending members of the Executive Committee of the Board at a regular or special meeting, may, in exceptional circumstances, waive the annual dues of any Member in whole or in part for any year, and such waiver may be made retroactive.

6.1.8 Exemptions. Emeritus Members and Honorary Members shall pay no dues or assessments to this Section. Emeritus Members who wish to receive mailings from the Section shall pay a fee in an amount determined by the Board of Trustees pursuant to these Bylaws.

6.2 ASSESSMENTS

6.2.1 Section's Authority to Levy Assessments. This Section, by the concurring vote of not less than two-thirds (2/3) of the total of members of the Board of Trustees present at a meeting, may levy an assessment on its Assigned Members, Unassigned Members, or Affiliate & Allied Members.

6.2.2 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 mailed to every Member not less than 30 days prior to the Board of Trustees meeting at which the proposed assessment is to be voted on.

6.3 DEFAULT OF DUES AND ASSESSMENTS

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

6.3.2 Notice of Default. Every Member who is in default to this Section shall be given thirty (30) days' notice in writing of impending termination because of said default.

6.4 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

6.4.1 Termination or Suspension of Assigned Members in Default. At appropriate intervals, the Secretary of this Section shall send to the Secretary of the Institute a list of all Assigned Members in default to this Section with the amount of such default and request termination of those memberships. When any such default is cured, the Secretary of this Section shall immediately notify the Secretary of the Institute.

6.4.2 Termination or Suspension of Unassigned Members and Affiliate Members in Default. If an Unassigned Member, or an Affiliate Member is in default to this Section 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 thirty (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.

6.5 FINANCES

6.5.1 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Trustees, by the concurring vote of not less than two-thirds (2/3) of the total of members of the Board of Trustees present at a meeting, shall adopt an annual budget showing in detail the anticipated income and expenditures of this Section for their immediately succeeding year.

6.5.2 General Expenditure Limitations. No Member, Officer, Trustee committee, commission, employee or agent of the Section shall have any right, authority or power to expend any money of the Section, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Section to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Trustees or a specific resolution at a meeting of the Section.

6.5.3 The Executive Committee of the Board. The Executive Committee of the Board shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Section for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting for the Members (provided, however, that the Executive Committee of the Board may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Section'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).

6.5.4 Review of Financial Records. At appropriate intervals, the Executive Committee of the Board shall employ a certified public accounting firm to prepare a compilation, review, or audit of the financial records of the Section as the basis for a financial report to the members.

6.5.5 Fiscal Year. The fiscal year of this Section shall be a calendar year, beginning January 1st and ending December 31st.

6.6 PROPERTY INTERESTS

6.6.1 Real and Personal Property Interests. In order to carry on its affairs and exercise its powers this Section may acquire and dispose of real and personal property for its own use.

6.6.2 Institute Property Interests. This Section shall not have any title to or interest in any property of the Institute or Chapter, nor be liable for any debt or other pecuniary obligation of the Institute or Chapter. The Institute and/or Chapter shall not have any title to or interest in the property of this Section, and the Institute and/or Chapter shall not be liable for any debt or other obligation of this Section.

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

6.7 DIVIDENDS AND DISSOLUTION

6.7.1 Dividends Prohibited. An unencumbered balance of income at the close of the fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Section.

6.7.2 Disposition of Assets Upon Dissolution. Should the Section dissolve as a corporation, after paying its debts or making provision for the payment of its debts, its remaining assets shall be distributed to one or more organizations or institutions interested or involved with architecture as determined by the Board of Trustees.

ARTICLE 7 - AFFILIATED ORGANIZATIONS

7.1 Affiliations. This Section may affiliate with any organization, including, but not limited to any local organization, provided that such affiliation is not used or maintained for financial gain, price fixing or political purposes, and further provided that the objectives of this Section will be promoted by such affiliation. Such affiliations shall expressly include the authorizations of this Section to subordinate itself for the purpose of a "group exemption" as contemplated by 26 U.S.C. § 501(c), or any successor statute thereto.

7.2 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds (2/3) vote of the Board of Trustees and shall be evidenced by a written agreement.

7.3 Statement of Purpose. Every agreement of affiliation shall state 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 organization, membership, government and operations.

7.4 Limitations. No affiliated organization shall have any voice in the affairs of this Section and it shall not bind or obligate this Section to any policy or activity, unless the Board of Trustees has voted to be so bound or obligated.

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

7.6 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Section, and may speak at the invitation of the presiding officer.

ARTICLE 8 - MISCELLANEOUS

8.1 Section Administrator. The Section Administrator shall be employed by the Section and report to the Executive Committee of the Board. The Section Administrator shall be responsible for the administration of the affairs of the Section and such other duties as the Executive Committee of the Board may assign. Specifically, the Section Administrator shall:

a) Be responsible for preparing and distributing meeting and event notices via email;
b) Coordinating site logistics and assisting in the administration of all Section Events and Meetings;
c) Attend all meetings of the Executive Committee and the Board of Trustees as a member ex officio without vote; and
d) Any other activities as directed by the President and Steering Committee, and/or the Signed Contract.

8.2Records Open to Members. The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Section, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection during the business hours of the Treasurer or the Secretary, as may be appropriate, by any Member of this Section in good standing.

8.3 Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Section and shall govern this Section, the Executive Committee of the Board, the Board of Trustees, and the Section committees in all cases in which such rules are applicable and are not inconsistent with or in conflict with law, these Bylaws or the rules and regulations adopted by this Section or by the Board of Trustees.

8.4 Freedom from Commitments. No committee, commission, officer, trustee, member, employee or agent of this Section shall initiate or carry on any activity that may commit this Section to an expense, policy or activity until the matter has been reviewed and approved by the Executive Committee of the Board.

8.5 Endorsements. Neither this Section, nor any Officer, Trustee, committee, member or employee shall, in an official capacity as such, approve, sponsor, or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

8.6 Liability, Indemnification, Exculpation and Insurance.

8.6.1 Liability. The Section shall indemnify each person who may be indemnified (the "Indemnitees"), to the full extent permitted by law. In each and every situation where the Section may do so, the Section hereby obligates itself to so indemnify the Indemnitees, and in each case, if any, where the Section must make certain investigations on a case-by-case basis prior to indemnification, the Section hereby obligates itself to pursue such investigations diligently, it being the specific intention of these Bylaws for the Section to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent provided in N.J.S.A. § 15A-2-8(c), the Officers and Trustees of the Section shall not be liable to the Section for any mistake or misjudgment, negligence or otherwise.

8.6.2 Insurance. This Section may authorize the purchase and maintenance by this Section of such insurance on behalf of the present and former Officers, Trustees, employees and persons acting in any other capacity at the request of this Section as may protect them against any liability asserted against them in such capacity, whether or not this Section would have the power to indemnify such persons under applicable law.

ARTICLE 9-AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THE SECTION

9.0.1 Notice of Proposed Amendments. These Bylaws may be amended at any meeting of this Section by a two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 20 days prior to the date of the meeting.

9.0.2 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of this Section who are present at the meeting to amend a By-laws provision relating to such assigned members and the meeting at which it will be voted on is given to the membership not less than 20 days prior to the date of the meeting.

9.0.3 Mail Balloting. These Bylaws may also be amended by mail ballot, provided that all eligible members are notified of the proposed changes and of the date of the meeting of the Board of Trustees at which these changes would be discussed before mail balloting. A mail ballot shall require a response from at least 10%of the assigned regular membership and a concurring vote of not less than two-thirds (2/3) of the total number of ballots returned.

9.1 AMENDMENTS BY THE BOARD OF TRUSTEES

9.1.1 Amendment of the Bylaws. To the extent not prohibited by law, the Board of Trustees shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, in all cases by an affirmative vote of two-thirds (2/3) of the whole Board of Trustees, provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new Bylaws, is included in the notice of the meeting of the Board of Trustees at which such action takes place.

9.1.2 Conformity with Institute Bylaws. The Board of Trustees, without action by a meeting of this Section, 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 of the Institute for review for conformity with Institute Bylaws.

9.1.3 Delegation of Authority. The Board of Trustees 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 (2/3) vote of the members of this Section eligible to vote thereon.

9.2 LEGAL REVIEW

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