

BYLAWS OF THE WEST VIRGINIA SOCIETY OF ARCHITECTS **THE AMERICAN INSTITUTE OF ARCHITECTS**

ARTICLE 1. NAME, OBJECTS, ORGANIZATION AND JURISDICTION

Section 1. Name

The name of the organization is West Virginia Society of Architects, The American Institute of Architects.

In these Bylaws the above-named Organization is referred to as “this Component;” the governing board of this Component as the “Executive Committee;” the American Institute of Architects as “The Institute;” and the Board of Directors of The Institute as “The Institute Board.”

Section 2. Objects

The objects of this Component shall be to promote and forward the objects of the American Institute of Architects within the territory of this Society.

Section 3. Organization

This Component is a non-profit membership corporation duly incorporated on the twentieth day of January, 1955, amended on July 19, 1974, under and by virtue of the provisions of the laws of the State of West Virginia and a successor to the West Virginia Chapter. The American Institute of Architects, an unincorporated association, chartered by The Institute on the fourteenth day of December, 1922.

Section 4. Territory

The territory within which this Component shall represent and act for the Institute is the entire State of West Virginia.

Section 5. Governing Board

The affairs of this Component shall be conducted by a governing board called the Executive Committee.

Section 6. Component Chapters

- (a) The Executive Committee, with the approval of The Institute Board, may organize one or more chapters within its territory.
- (b) The Bylaws of chapters of this Component shall be similar to and in accord with the Bylaws of this Component and the Bylaws and policies of The Institute; provided that special clauses pertaining to the particular needs of a chapter of this Component may be added if approved by this Component.
- (c) The President of any chapter of this Component shall be a member ex officio of the Executive Committee of this Component.
- (d) Chapters of the Component shall not increase or otherwise alter their dues and assessments without approval of this Component’s Executive Committee.
- (e) Chapter dues shall be collected by this Component.

ARTICLE 2. MEMBERSHIP

Section 1. Members

This Component shall be composed of AIA members and Associate members of The Institute who have been assigned to membership in this Component by The Institute Board or have been admitted to such membership in accordance with the provisions of Section 3 of this ARTICLE and of the Professional Affiliate, Allied Subscriber Affiliate, Student Affiliate and Honorary Affiliate, it may admit. The Component shall not set up any special provision for admission to AIA membership or Associate membership which modify or nullify the Bylaws of The Institute or the rules or policies of The Board of Directors of The Institute.

Section 2. Assigned Members; Transfers

- (a) Each member assigned to this Component shall remain a member of it until membership in The Institute is terminated or he is reassigned by The Institute Board to another component.
- (b) The Executive Committee shall not delay or impede the transferal of any AIA or Associate member of this Component in good standing who has applied for admission to another component of The Institute.

Section 3. Unassigned Members

- (a) The Executive Committee, without action by The Institute, may admit to unassigned membership in this Component any assigned AIA member, or Associate member, or another component, provided that he applies for such membership in writing directly to the Executive Committee in the manner prescribed by it and, if accepted, shall enroll within thirty days any AIA member, or Associate member, so applying.
- (b) A member so admitted by the Executive Committee shall be subject to all regulations and shall have all rights in this Component co-equal with those of a member assigned to it, except he shall not hold any office or directorship in this Component, vote at any of its meetings on any matter affecting The Institute, nor represent its members as a delegate or otherwise at any meeting of The Institute.
- (c) If The Institute membership of a member admitted as provided in paragraph (a) of this Section is terminated, then ipsofacto his membership in this Component terminates. Such member may terminate his membership in the Component by resignation in writing to the Executive Committee if he is not indebted to his Component. The Executive Committee may terminate his membership in this Component for indebtedness to it.

Section 4. Enrollment of Members

Every new member of this Component shall be duly enrolled by the secretary as a member of this Component and shall be notified to that effect.

Section 5. Admission Fees and Annual Dues

- (a) A member assigned to this Component shall not pay any admission or initiation fee for membership in this Society.
- (b) Every AIA member of this Society shall pay \$200.00 to this Society as an annual dues, except as modified by ARTICLE 12, Section 1. (a).

Section 6. Privileges of Members

Except as prescribed in Section 3 of this ARTICLE, every member of this Component may use the titles and exercise the rights and privileges granted him by The Institute Bylaws, under the conditions fixed in said Bylaws.

ARTICLE 3. ASSOCIATE MEMBERS

Section 1. Associate Members

Associate members are those who are assigned to this Component by the Secretary of The Institute in this category.

Section 2. Qualifications

To be eligible for Associate membership, an applicant, without an architectural license, must either be working in an architect's office or an architect-engineer's office in a professional or technical capacity directly related to the practice of architecture or be employed in circumstances recognized by licensing authorities as constituting credit towards architectural registration.

Section 3. Automatic Termination

The Associate membership shall be terminated when such member becomes eligible for AIA membership.

Section 4. Procedures

- (a) Procedures for admission and assignment to a component and transfer from one component to another shall be the same as for AIA members.
- (b) Should an applicant fail to be submitted as an Associate member, he may still be eligible to be a professional affiliate or affiliate depending upon the circumstances

Section 5. Annual Dues

Every Associate member shall pay \$75.00 annual dues to this Component, except as modified by ARTICLE 12, Section 1. (a). There is no admission fee for this category of membership.

Section 6. Privileges of AIA Associates

An Associate who is in good standing in this Component shall have the following rights:

- (a) May serve as voting members on chapter and state boards, provided that Associate members may hold no more than two seats or one-third of the total seats, whichever number is greater, on such boards;
- (b) May speak on and vote in chapter, state and regional meetings on business matters and in elections on all issues except dues for members and charges of unprofessional conducts;
- (c) May be appointed as members of committees at all levels of The Institute, except those involved with formal or informal charges of unprofessional conduct by members;
- (d) May serve as chapter delegates to state, regional and national AIA conventions but may not constitute more than one-third of any component delegation to such conventions; they shall not be counted in determining a chapter's delegate strength for conventions;

- (e) Shall be eligible to serve as a national officer, national director, component officer or chair a national committee.

ARTICLE 4. PROFESSIONAL AFFILIATESHIPS

Section 1. Qualifications

Any person who is not a licensed architect but who works in an architecturally related division of education, government, industry, research, or journalism or any person who is not a licensed architect, but who is a member of a related design profession (engineering, landscape architecture, interior design, etc.) may be admitted as a Professional Affiliate of this Society.

Section 2. Application for Professional Affiliateship

Every application for admission to Professional Affiliateship in this Component shall be made to the Executive Committee on Institute forms fully executed and shall be promptly acted upon by the Executive Committee.

Section 3. Termination of Professional Affiliateship

- (a) A Professional Affiliateship shall be terminated by the death or resignation of a Professional Affiliate or by admission to AIA membership, or Associate membership in The Institute, and it may be suspended or terminated as provided in ARTICLE 12, Section 4 and ARTICLE 16, Section 3.
- (b) Associates shall be transferred to the Professional Affiliate classification by the Executive Committee whenever they qualify for that classification; provided that such an Associate may, if he so elects, apply directly for admission to membership.

Section 4. Cost of Professional Affiliateship

Every application for a Professional Affiliateship shall pay \$10.00 to this Component as an admission fee to such Professional Affiliateship and every Professional Affiliate shall pay \$100.00 as an annual dues to this Component, except as modified by ARTICLE 12, Section 1 (a).

Section 5. Transfers of Professional Affiliates

- (a) Any Professional Affiliate in good standing who has changed his residence or place of business or employment from the territory of this Component to the territory of another component, may be transferred to the other component by the Executive Committee; provided that the applicant applies for the transfer in writing and that the Executive Committee of this Component and of the other component mutually agree to the transfer.
- (b) Under similar circumstances, Professional Affiliates transferred from other components may be admitted to this Component by the Executive Committee without examination provided that each thereof files a written application for Professional Affiliateship and makes the payments required of an applicant.

Section 6. Privileges of Professional Affiliates

A Professional Affiliate who is in good standing in this Component:

- (a) May serve as either member or chairman of any committee of this Component that does not perform any duty of the Executive Committee or that is not concerned with disciplinary matters or Institute affairs;

- (b) May speak and make motions at any meeting of this Component, and vote thereat on any matter that does not concern the affairs or business of The Institute, or the nomination or election of a delete to an Institute meeting, or the nomination or election of an officer or director of this Component;
- (c) May print or otherwise use or cause or permit to be printed or otherwise used in connection with his practice and work the title "Professional Affiliate of the AIA West Virginia ," which title shall not be changed further by abbreviations, amplifications or otherwise, nor shall be printed the words "Professional Affiliate" in smaller type than the remainder of the title:

Violation of this provision may be deemed to be prima facie evidence of unprofessional conduct;

- (d) May not hold office or directorship in this Component.

ARTICLE 5. ALLIED SUBSCRIBER AFFILIATE MEMBER

Section 1. Qualifications

Any person who is not a licensed Architect but who is engaged in the business of marketing products or services to Architects, may be admitted as a Allied Subscriber Affiliate of this Component.

Section 2. Application for Allied Subscriber Affiliate Membership

Every application for admission to Allied Subscriber Affiliate membership in this Component shall be made to the Executive committee on Component forms fully executed and shall be promptly acted upon by the Executive Committee.

Section 3. Termination of Allied Subscriber Affiliate Membership

An Allied Subscriber Affiliate membership shall be terminated by the death or resignation of the Allied Subscriber Affiliate or it may be suspended or terminated as provided in ARTICLE 12, Section 4.

Section 4. Cost of Allied Subscriber Affiliate Membership

Every Allied Subscriber Affiliate shall pay \$200.00 as an annual dues to this Society, except as modified by ARTICLE 12, Section 1 (a).

Section 5. Privileges of Allied Subscriber Affiliate Membership

An Allied Subscriber Affiliate who is in good standing in this Component:

- (a) May serve as a member of any committee of this Component that does not perform any duty of the Executive Committee or that is not concerned with disciplinary matters or Institute Affairs;
- (b) May attend and speak at any meeting of this Component;
- (c) May neither hold an office or a directorship in this Component, nor vote on any matter pertaining to Component business.

ARTICLE 6. STUDENT AFFILIATESHIPS

Section 1. Qualifications for Student Affiliateship

- (a) Any undergraduate or post graduate student attending a school located within the territory of this Component offering an architecturally related curriculum or any undergraduate or post graduate in a school of architecture or any secondary school student who resides within the territory of this Component may be admitted by the Executive committee to Student Affiliateship.
- (b) Whenever a Student Affiliate completes his academic training and becomes employed or otherwise engaged in the profession of architecture, he shall be transferred to the component in which he has established his residence or place of employment and to the appropriate membership class.

Section 2. Applications for Student Affiliateship

Applications for admission to Student Affiliateship shall be made to the Executive Committee on Institute forms fully executed.

Section 3. Termination of Student Affiliateship

A Student Affiliateship shall be terminated by the death or resignation of the Student Affiliate, or by his permanent engagement in a vocation other than architecture, and it may be suspended or terminated as provided in ARTICLE 12, Section 4 and ARTICLE 16, Section 3.

Section 4. Cost of Student Affiliateship

- (a) There shall be no admission fee for Student Affiliateship in this Society.
- (b) Every student affiliate of this Society shall pay \$10.00 to it as annual dues, except as modified by ARTICLE 12, Section 1 (a).

Section 5. Privileges of Student Affiliates

- (a) While in good standing, a student affiliate may serve on any committee that is concerned exclusively with student affiliate affairs, and he may speak at any meeting of this Component, but he shall not make any motions nor vote thereat, nor hold any office or directorship.
- (b) A student affiliate shall not print or permit be printed or otherwise used in any manner or for any purpose the name, title, initials, seal, symbol or insignia of this Component or The Institute.

Violation of the provisions of this paragraph (b) shall make a student affiliate's membership subject to suspension or termination.

ARTICLE 7. HONORARY AFFILIATESHIP

Section 1. Qualifications for Honorary Affiliateship

A person of esteemed character who has rendered the profession of architecture signal and valuable service within the territory of this Component and has conspicuously upheld its aims, but is not eligible for membership or affiliateship in this Component or any other component of The Institute may be admitted to Honorary Affiliateship in it as an Honorary Affiliate.

Section 2. Nomination and Admission to Honorary Affiliateship

- (a) A person eligible for Honorary Affiliateship may be nominated therefore by any member of the Executive Committee. The nomination must be in writing over the signature of the nominator and state the name of the nominee, a biography, a history of attainments, a statement of qualifications for the honor, and the reasons for the nomination.
- (b) The Executive Committee, at any of its regular meetings held more than two months after the nomination of a person for Honorary Affiliateship, may admit such person as an Honorary Affiliate by the concurring roll-call vote of three-fourths of its entire membership.

No more than one Honorary Affiliateship shall be elected in any one calendar year.

- (c) All nominations for Honorary Affiliateship and the voting thereon shall be in executive session and remain confidential until the nominee accepts the honor.
- (d) When the Executive Committee has elected a person to Honorary Affiliateship, it shall ascertain willingness to accept the honor. If accepted, the Executive Committee shall request the honoree to be present at the next annual meeting of this Component for the presentation of the honor.
- (e) At the annual meeting the secretary shall announce the election of the Honorary Affiliate and read the citation of his achievements and the president shall admit the person as an Honorary Affiliate and present the certificate of Honorary Affiliateship. If the Honorary Affiliate is unable to attend the meeting, then the presentation may be postponed until a later meeting at which the Honorary Affiliate can be present, or the election announced and the citation read by the secretary and the certificate presented in absentia by the president.

Section 3. Rights and Privileges of Honorary Affiliates

- (a) An honorary affiliate shall not pay any admission fee or annual dues to this Component nor be subject to any assessment levied by it nor have any interest in its property or liabilities.
- (b) The Honorary Affiliate may attend any meeting of this Component and, on invitation of the presiding officer, may speak and take part in the discussions thereat on all matters except those relating to The Institute, but may not make motions or vote thereat, nor hold any office or directorship in this Component nor serve on any of its committees except as advisor nor act as its representative agent.
- (c) The person shall have the right to use the title "Honorary Affiliate of The West Virginia Society of Architects/AIA," which title shall not be changed by further abbreviations, amplifications, or otherwise. The person shall not use the initials AIA nor the phrase the American Institute of Architects alone or otherwise as prescribed above, nor the symbol, seal or insignia of The Institute or this Component.

Section 4. Withdrawal of Honorary Affiliateship

The Executive Committee, by the affiliate roll-call vote of its entire membership, may terminate any Honorary Affiliateship in this Component and strike the name of the Honorary Affiliate from the records for any reason it deem sufficient; provided it has offered him an opportunity to be heard in the matter.

ARTICLE 8. MEMBER DELEGATES TO INSTITUTE MEETINGS

- (a) The assigned members of this Component in good standing shall elect member delegates to represent them at meetings of The Institute in the manner prescribed in the Bylaws of the Institute or Rules of The Board of The Institute.

- (b) Any chapter of this Component shall be entitled to elect its own delegates to Institute meetings.

The number of such delegates shall be apportioned as follows: the total number of delegates assigned to this Component by The Institute shall be divided among the chapter or chapters of this Component in direct proportion to the number of corporate members not under suspension of this Component and its chapter or chapters, as of the date when The Institute calculation was made and said proportion shall be calculated to one decimal place and rounded off to the nearest integer.

ARTICLE 9. MEETINGS

Section 1. Regular Meetings

- (a) Annual meetings. This Component shall hold an Annual Meeting in the last forty-five (45) days of the calendar year. The date shall be established by the Executive Committee. The Annual Meeting shall always be held in the city in which the Executive Office is located.
- (b) Regular Meetings. This Component shall hold a regular meeting in January, March, May and September.
- (c) At the September meeting, the officers and directors to succeed those whose terms of office are to expire in December shall be nominated and elected.

Section 2. Special Meetings

- (a) A special meeting shall be held if a call for such a meeting, stating its purpose, is voted by a meeting of this Component, or by the concurring roll-call vote of no less than three-fourths of the entire membership of the Executive Committee, or by a written petition to the Executive Committee, signed by not less than twenty-five percent of the total number of members of this Component then in good standing. In the latter event, the Executive Committee shall call the special meeting for the purposes set out in the petition within 30 days after receiving same.
- (b) No other business than that specified in the call and notice of the special meeting shall be transacted thereat, and all rules and procedure at the meeting shall be the same as those for a regular meeting.

Section 3. Notices and Calls of Meetings

A notice of each meeting of this Component stating the time and place thereof, shall be served by the secretary on every member, associate member, professional affiliate, allied subscriber affiliate, and student affiliate, by mailing it to his address on file with the secretary. The notice of each regular meeting and the call and notice of each special meeting shall be served at least ten calendar days before the date fixed for the meeting, and the time serving shall be deemed to be the date on which the notice or the call and notice was mailed prior to the meeting.

Section 4. Quorums at Meetings

A quorum shall be necessary for the transaction of any business at a meeting of this Component. Unless these Bylaws otherwise require, a quorum shall be 10 percent of the total number of assigned members of this Society, or nine such members, whichever is the greater number.

Section 5. Decisions at Meetings – Definition of “Institute Affairs”

- (a) Every decision at a meeting shall be by a majority vote of those present unless otherwise required by these Bylaws.

- (b) A roll-call shall be taken whenever these Bylaws require or whenever a majority of the meeting shall so vote.
- (c) There shall be no voting by proxy at a meeting of this Component, but a vote may be taken by letter-ballot.
- (d) Only assigned members and associate members in good standing may vote on matters related to Institute business or which affect Institute affairs.

The following matters are “Institute business or which affect Institute affairs,” but this list shall not be deemed to be exclusive:

- (1) Amending of Component Bylaws, except as specified elsewhere in these Bylaws.
- (2) Matters so designated elsewhere in these Bylaws.
- (3) Elections of Component officers, Board members and delegates.
- (4) Instructions to delegates.
- (5) Any matters relating to membership, such as passing on the desirability of admission of applicants, etc.
- (6) Chapter dues of assigned corporate members.
- (7) Other matters relating to the Government, meetings, affiliations, budget and finances of the Component and The Institute, except as specified elsewhere in these Bylaws.
- (8) All other matters so ruled by the Chair. Such ruling can only be reversed by two-thirds vote of the assigned members and associate members present at this meeting and eligible to vote.

Section 6. Election of Officers and Directors

- (a) Nominations for each office and for each directorship of this Component about to become vacant, shall be made at the September meeting from the floor. However, at a meeting of the Executive Committee held at least one month prior to the September meeting, the President or the Executive Committee may select a nominating committee to prepare and present to the members slates of candidates for offices and directorships.
- (b) If there is only one nominee for any office or directorship, the Secretary may be directed by the meeting to cast a ballot for the full number of votes of the meeting for the said nominee, whereupon the president shall declare him to be elected by acclamation. Otherwise the name of each nominee for each office and each directorship shall be placed by the secretary on ballots for the voting thereof by the meeting. Such voting shall be by secret ballot in accordance with the procedure prescribed therefore by the provisions of Section 7 of this ARTICLE.

Section 7. Balloting Procedure

- (a) Balloting shall be in charge of three tellers appointed by the president, 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.
- (b) The president shall announce to the meeting the results of all balloting, and shall declare all elections.

- (c) The nominee for an office or directorship who receives a plurality of the ballots cast for the office or directorship shall be elected thereto.
- (d) In the event of a tie, the list of nominees for each office and each directorship in question shall be restricted to those involved in the tie, and the nominee receiving a plurality in the run-off election shall be elected to the office.

Section 8. Minutes of Meetings

The secretary shall cause written minutes of every meeting of this Component to be kept in the Book of Minutes of this Society and all reports and other matters presented to the meeting shall be attached to the minutes as part thereof. The minutes of each meeting shall record the names of all members and others present and every action taken at the meeting. Each of the minutes shall be signed by the Secretary of the meeting and approved at a meeting of this Component.

A copy of the minutes shall be sent to The Secretary of The Institute and a copy to the region's Directors within thirty days after approval.

ARTICLE 10. THE EXECUTIVE COMMITTEE

Section 1. Membership of the Executive Committee

The Executive Committee shall consist of eight assigned AIA members or associate members of this Component, each of whom shall be called a Director. Not more than 25% of the Directors shall be associate members. Four of these Directors shall be the officers of this Component, and one Director shall be the immediate Past President.

The President of the Component shall be an ex officio member.

Section 2. Terms of Office of Directors

- (a) The terms of office of each officer shall be one year, and of each of the other directors three years starting at the January meeting following election. The latter terms of office shall be so arranged, that normally only one thereof shall expire in any one year.
- (b) Each officer and director shall serve until his successor has qualified.
- (c) 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 said Committee, by roll-call vote, shall fill the vacancy for the unexpired term of office.

Section 3. Meeting of the Executive Committee Required

The Executive Committee must actually meet in regular or special meeting in order to transact business.

Section 4. Regular Meeting of the Executive Committee

- (a) The Executive Committee shall hold a regular organization meeting within thirty (30) days prior to the January meeting of this Component, at which the committee shall organize. It shall take over affairs of the retiring committee prior to the January meeting of the Component and shall hold regular meetings immediately prior to the annual and each regular meeting of the Component.
- (b) The Committee shall fix the time and place of its meetings.

- (c) A written notice of any regular meeting other than the organization meeting shall not be required.

Section 5. Special Meetings

- (a) A special meeting of the Executive Committee shall be held if so voted by it, or if requested in writing by a majority of the members of the said committee, or at the call of the president or the secretary.
- (b) The secretary shall issue a written call and a notice of each special meeting, stating therein the time, place and purpose of the meeting and the business to be transacted thereat, and only the business stated in the call and notice shall be transacted at the special meeting, provided, however, that either the call and notice or the limitation as to the business to be transacted, or both, may be waived by the written consent of every member of the Executive Committee.

Section 6. Service of Notices of Meetings

Every call or notice of an organization meeting or special meeting shall be served not less than three days before the date fixed for the meeting but any irregularity in or failure of notice of the organization meeting of the Executive Committee shall not invalidate the meeting or any action taken thereat.

Section 7. Quorum of Executive Committee Meetings

Four members of the Executive Committee shall constitute a quorum for the transaction of its business and, if a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

Section 8. Decisions of Executive Committee

Every decision of the Executive Committee shall be by a concurring majority vote unless otherwise required by these Bylaws. The vote of a member of the Executive Committee shall be entered on the minutes at his request, and whenever a roll-call is taken.

Section 9. Officer Pro-Tem

In the absence of the president and vice-president and the secretary or treasurer, the Executive Committee shall elect from its membership a chairman pro-tem, a secretary pro-tem, or a treasurer pro-tem as the case may be. Each thereof shall serve such 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.

Section 10. Minutes

Written minutes of every meeting of the Executive Committee, setting out the members in attendance, the matters before the meeting and every action taken thereat, shall be kept by the secretary in the Book of Minutes of this Component. Each said minutes shall be signed by the secretary of the meeting, be approved by the Executive Committee, and then signed by the president or other officer who presided at the meeting. A copy of each of said minutes shall be sent to The Secretary of The Institute and to the region's Directors within thirty days after approval.

Section 11. Report of the Executive Committee

- (a) The Executive Committee shall render a full report in writing to the January meeting of this Component of the condition, interests, activities, and accomplishments of this Component, making such recommendations with respect thereto as it deems proper. It shall send a copy of each such report to The Secretary of The Institute, supplementing it with reports of such matters as The Institute Board requires.

- (b) The Executive Committee shall make a written report to The Institute Board annually, and at such other times as that board requests, of the matters and in the form required by it.

Section 12. Custodianship

The Executive Committee shall be and act as the custodian of the properties and interests of this Component except such thereof as are placed by these Bylaws in the custody or under the administration of the treasurer, and within the appropriations made therefore shall do all things required and permitted by these Bylaws to forward the objects of this Component.

Section 13. Nominations for Regional Directors

Whenever the office of directorship for the region within which the Component is located is about to become vacant, the Executive Committee, or the Component meeting assembled, or the duly appointed representatives of the Component, or a regional council shall select a nominee or nominees for the office, and transmit the nominations to The Secretary of the Institute, for presentation to The Institute Convention as provided in The Institute Bylaws.

Section 14. Regional Council

- (a) The Component may appoint or elect a representative to the Board of Directors of the Regional Council in the region, which it is located.
- (b) Prior to an Annual Meeting, the Executive Committee of the Component shall select an AIA member to serve on the Regional Council Board of Directors.
- (c) The term of office of that representative shall not exceed two years starting in January following the Annual Meeting.
- (d) If a vacancy occurs in one of these offices for reasons other than the regular expiration of the term of office, the Executive Committee of the Component shall fill the vacancy for the unexpired term of office.

Section 15. Delegation of Authority

Neither the Executive Committee nor any officer or director of this Component shall delegate any of its or his authority, rights or power conferred by these Bylaws, unless such delegation is specifically prescribed or permitted in these Bylaws.

ARTICLE 11. THE OFFICERS

Section 1. Titles

The officers of this Component shall be the president, the vice-president, the secretary, and the treasurer.

Section 2. The President

- (a) The president shall be the administrative head of this Component. He shall exercise general supervision of its affairs, except such thereof as are placed under the administration and supervision of the secretary and treasurer, and shall preside at meetings of this Component and of the Executive Committee. He shall sign all contracts and agreements whereof this Component as a party and perform all other duties usual and incidental to his office.
- (b) The president shall act as spokesman of this Component and as its representative at meetings with other organizations and committees unless some other member is delegated so to act in any instance by him or the Executive Committee. A pronouncement shall not obligate or commit this

Component unless the obligation or commitment has been specifically authorized by the Executive Committee.

- (c) The president may be reelected to succeed himself not more than one time.

Section 3. The Vice-President and President-Designate

The vice-president shall possess all the powers and perform all the duties of the president in the vent of the absence of the president or of his disability, refusal, or failure to act, and he shall perform such other duties as are properly assigned to him by the Executive Committee. He shall succeed to the office of President upon the expiration of the term of office of the President except when the president is elected to succeed himself.

Section 4. The Secretary

- (a) The secretary shall be an administrative officer of this Component. He shall act as its recording and corresponding secretary and as secretary of meetings of this Component and of the Executive Committee. He shall have custody of and shall safeguard and keep in good order all property of this Component except such thereof that is placed under the charge of the treasurer, or as otherwise directed by the Executive Committee. He shall issue all notices of this Component; keep its membership rolls; have charge and exercise general oversight of the offices and employees of this Component; sign all instruments and matters that require the attest or approval of this Component, except as otherwise provided in these Bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Executive Committee and this Component, in collaboration with the president, have charge of all matters pertaining to the meetings of this Component, and perform all duties usual and incidental to his office.
- (b) The secretary may delegate to an assistant secretary or other assistant employed by this Component the actual performance of any or all of his duties as recording or as corresponding secretary, but he shall not delegate his responsibility for the property of this Component, or the affixing of the seal of this Component, or the making of any attestation or certification required to be given by him, or the signing of any document requiring his signature.

Section 5. The Treasurer

- (a) The treasurer shall be an administrative officer of this Component. He shall have charge and shall exercise general supervision of its financial affairs and keep the records and books of account thereof. He shall prepare the budgets, collect amounts due this Component; receipt for and have custody of its funds and monies and make all disbursements thereof. He shall have custody of its securities and of its instruments and papers involving finances and financial commitments. He shall conduct the correspondence relating to his office and perform all duties usual and incidental to his office.
- (b) The treasurer shall make a written annual report to each January meeting of this Component and a written report to each regular meeting to the Executive Committee. Each of said reports shall set forth the financial condition of this Component, the state of its budget an appropriations at the date of the report 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 Component.
- (c) The treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Component that requires his signature, unless such delegation is expressly permitted by these Bylaws.
- (d) When a new treasurer takes office, the retiring treasurer shall turn over to his successor a copy of the closing financial statement and audit of the treasury, all the records and books of account, and all monies, securities, and other valuable items and papers belonging to this Component that

are in his custody and possession. The incoming treasurer shall check the same, and, if found correct, shall give to the retiring treasurer his receipt therefore and a complete release of the retiring treasurer from any liability thereafter with respect thereto.

- (e) The treasurer, personally, shall not be liable for any loss of money or funds of this Component or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any of his acts performed in good faith in conducting the usual business of his office.
- (f) At the discretion of the Executive Committee, the treasurer shall furnish and maintain a fidelity bond in favor of this Component in a sum which shall be fixed from time to time by the Executive Committee, but which shall be not less than \$10,000.00. Such bond shall be issued by a surety company satisfactory to the Executive Committee, and shall insure the full reimbursement to this Component by the surety company. In the event of death, resignation, or removal from office of the treasurer, for any and all loss this Component may sustain of monies, funds, securities, negotiable instruments or other personal property belonging to this Component that may have come into the hands or possession of the treasurer including that for which the treasurer is responsible.
- (g) If the Executive Committee elects a treasurer pro-tem, at its discretion, it shall require a fidelity bond from him in all respects similar to that given by the treasurer.

ARTICLE 12. DUES, FEES, ASSESSMENTS AND FINANCES

Section 1. Annual Dues

- (a) Amounts of Annual Dues. The Executive committee, by the concurring vote of three-fourths of its entire membership may fix, before the end of any fiscal year, the annual dues to be paid by AIA members, associate members, professional affiliates, allied subscriber affiliates, and student affiliates, for the immediately succeeding fiscal year at a lesser amount than that fixed in these Bylaws, but in no case shall the annual dues of an AIA member, associate member, professional affiliate member or allied subscriber affiliate member be less than \$50.00, nor the annual dues of a student affiliate be less than \$10.00
- (b) Period of Annual Dues. Every annual dues shall be for the period of the fiscal year of this Component and shall be due and payable to this Component at its office on the first day of each such fiscal year.
- (c) Payment of annual Dues. If an AIA member, associate member, professional affiliate, allied subscriber affiliate, or student affiliate is admitted at any time during the first half of the fiscal year, he shall pay the entire annual dues for the year of the admission; if he is admitted at any time during the second half of the fiscal year, he shall pay one-half of the annual dues for the year of the admission.
- (d) Individual Exemption from Payment of Dues. A member of this Component who is exempted from the payment of dues to The Institute by retirement, ipso facto, shall be exempted from the payment thereafter of annual dues to this Component.
- (e) General Remission of Annual Dues. This Component, by the concurring vote of not less than two-thirds of the total number of its members and associates present at a meeting may remit for any fiscal year any part of all of the annual dues required to be paid by AIA members, associate members, professional affiliates, allied subscriber affiliates, student affiliates, or any part of the admission fees required to be paid by professional affiliates.
- (f) Individual Remission of Annual Dues. The Executive Committee, by the concurring vote of all or of three-fourths of its members, may in exceptional instances and under exceptional

circumstances and for what it deems adequate cause, remit the annual dues of any AIA member, associate member, professional affiliate, allied subscriber affiliate, or student affiliate, in whole or in part for any year, and such remission may be made retroactive.

Section 2. Assessments

- (a) This Component, by the concurring vote of not less than two-thirds of the total number of members, including AIA members, associate members and professional affiliates present at a meeting, may levy an assessment on its AIA members, associate members and professional affiliates. Such an assessment on the AIA members shall be alike and equal for each thereof; on the associate alike and equal for each thereof; on the professional affiliate alike and equal for each thereof; and the amount of assessment on each AIA member, associate member, and professional affiliate, respectively, in any fiscal year, shall not exceed the amount of the annual dues required to be paid for that year.
- (b) Notice of the intention to levy an assessment, stating the amount thereof, the reasons and necessity thereof, when it shall be payable and the time within which it must be paid before an AIA member, associate member, and professional affiliate will be in default for non-payment thereof, shall be mailed to every member, not less than thirty days prior to the meeting of the Component at which the proposed assessment is to be voted on.

Section 3. Default of Annual Dues and Assessments

- (a) Default of Annual Dues. Every AIA member, associate member, professional affiliate, allied subscriber affiliate, and student affiliate who has not paid the entire amount of his required annual dues for the then current fiscal year on or before the first day of March of the said year shall be in default for the unpaid amount.
- (b) Every AIA member, associate member, professional affiliate, allied subscriber affiliate, and student affiliate who has not paid the entire amount of an assessment on or before the date fixed for said payment shall be in default for the unpaid amount.
- (c) Notice of Default to the Institute. At the end of the first three month's period of each fiscal year, at the end of each fiscal year, and at such other times as the Secretary of The Institute requests, the secretary of this Component shall send to The Secretary of The Institute a list of all AIA members and associates in default to this Component with the amount of each default, and, when such default is cured, the secretary shall immediately notify The Secretary of The Institute.

Section 4. Termination for Default of Dues and Assessments

- (a) If an unassigned member, professional affiliate, allied subscriber affiliate or student affiliate is in default to this Component for nonpayment in full of his dues and assessments at the end of April of the fiscal year, such membership shall be terminated, provided that in all cases such member shall have been given a written notice of impending termination at least thirty days prior to the date of termination, during which period he may cure his default and maintain his membership in good standing.
- (b) If an assigned member is in default to this Component for nonpayment in full of his dues and assessments at the end of March of the fiscal year, the Executive Committee shall so advise The Institute's Board, and request the termination of his membership.

Section 5. Reimbursements

- (a) Reimbursements. The Component may reimburse members, associate members and the Executive Committee for expenses incurred while performing certain Component or Institute functions.

- (b) Those AIA members and associates who serve as accredited delegates to a National Convention may be reimbursed the cost of the registration for that Convention.
- (c) Those AIA members or associates who serve on Institute Committees may be reimbursed up to \$125.00 per meeting after the first meeting attended in each calendar year.

Section 6. Member Emeritus

- (a) Member Emeritus Status. Anyone who has been a member in good standing in The Institute for fifteen consecutive years and has attained the age of 70, or the age of 60 and is retired from the profession of architecture, or who is so incapacitated as to be unable to work in the profession, may apply to the Secretary for Member Emeritus Status.
- (b) All rights, interests, privileges, titles, liabilities and obligations, including the privilege of using the title Member Emeritus written in full after the initials AIA or FAIA as the case may be, other than the payment of regular and supplemental dues, associated with AIA membership, shall remain unchanged.

Section 7. Budgets and Appropriations

Prior to the beginning of every fiscal year, the Executive committee elect, 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 this Component for at least the immediate succeeding year, make annual appropriations in accordance therewith, authorize the expenditure thereof, and authorize the treasurer to pay the authorized expenditures when due.

Section 8. Audits

Whenever a new treasurer is elected, and at such other times as the Executive Committee shall make the appropriation therefore, the books of the treasurer and the rolls of this Component shall be audited by a competent accountant employed by the Executive Committee or by an auditing committee comprising three members in good standing of the Component, excluding members of the Executive Committee, elected by the Executive Committee. Each of said audits shall be filed with the Executive Committee and a copy thereof shall be filed with the treasurer and another copy with the Secretary of The Institute.

Section 9. Fiscal Year

The fiscal year of this Component shall be from January 1, through December 31.

Section 10. Deposits and Withdrawals of Money and Securities

- (a) The treasurer shall deposit all monies of this Component, when, as, and in the original form received by him, in one or more depositories designated by the Executive Committee.
- (b) Every disbursement of money of this Component, except from the petty cash, shall be by check of this Component, signed by the treasurer.
- (c) The treasurer may maintain a petty cash, which may be disbursed for the usual petty cash purposes by himself or by the person designated in writing by the treasurer. Such petty cash shall not exceed two-hundred fifty dollars at any time, and statements of petty cash expenditures shall be duly recorded by said person and the expenditures approved by the treasurer before the cash is replenished.

ARTICLE 13. PROPERTY, RIGHTS, AND PRIVILEGES

Section 1. Acquirement of Property

- (a) In furtherance of carrying on its affairs and exercising its powers, this Component may take and acquire real property and personal property for its own use but shall not execute any chattel mortgage.
- (b) Only the Executive Committee shall have right or authority to solicit, receive, take or accept any gift, bequest or device for or on behalf of this Component, and it shall not accept any gift, bequest or device if it will not promote the objects and purposes of this Component or if it and its administration will place an undue financial or other burden on this Component.

Section 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, associates, professional affiliates, allied subscriber affiliates, or student affiliates of this Component.

Section 3. Suspension of Interests, Rights, and Privileges

Good Standing Defined. An AIA member or associate member is not in good standing in this Component if and while in default to either this Component or The Institute, and a professional affiliate, allied subscriber affiliate, or student affiliate is not in good standing if and while in default to it or under suspension by it.

ARTICLE 14. COMMITTEES

Section 1. Classes of Committees

- (a) Component committees shall be established to perform service for this Component, and each such committee may create one or more subcommittees.
- (b) The Component committees shall consist of "Standing Committees" established in these Bylaws and "Special Committees" established by either the Executive Committee or meetings of this Component.
- (c) Every special committee shall expire at the adjournment of the January meeting, but any thereof may be recreated. Every subcommittee shall expire with or at the will of the committee that created it.
- (d) The membership, terms of office, and duties of each standing committee shall be as prescribed in these Bylaws. The membership, terms of office and duties of each special committee and of each subcommittee shall be prescribed by the body that established it, but the Executive Committee may assign supplementary duties to any Component committee at any time.
- (e) All major projects proposed by a standing committee shall first clear through the Executive Committee before presentation to the Component.

Section 2. Component Committee Members

- (a) The members and the chairman of every standing committee shall be elected by the Executive Committee at its organization meeting, and the members and the chairman of every special committee shall be appointed by the president.

- (b) The Component president may serve as ex officio member of all committees.
- (c) The term of office of each member of each standing committee shall be such that not more than one-third of the total membership of the committee normally shall expire in any one year. The term of office of each member of each special committee and of each subcommittee shall expire with the committee.
- (d) The expiring terms of office shall terminate at the adjournment of the January meeting of this Component; provided, however, that a member of a standing committee whose term has expired shall serve until his successor has accepted his committee membership.

Section 3. Reports of Committees

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

Section 4. The Standing Committees

- (a) This Component shall establish two types of standing committees, both of which shall cooperate, with the appropriate national commission of The Institute.
- (b) The first type of standing committee is one, which serves the special needs of this Component.
- (c) The second type of standing committee is one which may be equivalent to those regional or national committees with similar titles and duties.
- (d) Other Committees. This Component may establish other standing committees which are not specifically mention in these Bylaws, upon adoption of a motion to that effect.

ARTICLE 15. COMMISSIONS

This Component may establish commissions to act as supervisory and liaison agents for the Executive Committee on the committees of this Component.

ARTICLE 16. ARCHITECTURAL PRACTICE

Section 1. Standards of Practice of this Component

- (a) The Standards of Professional Practice of The American Institute of Architects are hereby made the Standards of Professional Practice of this Component and every interpretation made by The Institute Board of any part of said Standards of Professional Practice shall be deemed to be the interpretation of this Component of the like parts of its Standards of Professional Practice.
- (b) No amendment of the said Standards of Professional Practice shall be made by this Component.

Section 2. Component Procedure Relating to Unprofessional Conduct by Members or Associate Members

- (a) Except as provided in paragraph (b) of this Section 2 or as may be directed by the Bylaws and Rules of the Board of Directors of The Institute, a charge of unprofessional conduct against any member or associate member of The Institute shall not be heard or adjudged by this Component, the Executive Committee, or any Component committee, nor shall any thereof have any right or authority to censure him nor to suspend or terminate his membership in this Component for unprofessional conduct, nor recommend any penalty with respect hereto.

- (b) The Executive Committee, in executive session, may conduct an informal hearing of any complaint against a member or associate member of this Component for unprofessional conduct if a formal charge of said unprofessional conduct has not been filed with The Secretary of the Institute.

If after said hearing, the Executive Committee believes that the evidence produced does not support the complaint, it shall endeavor to convince the complainant that formal charges should not be preferred.

If, however, it finds that the evidence produced supports the complaint, and the charge has been made by a non-member, then the Executive Committee shall file a formal charge of unprofessional conduct against the member or associate member complained of, with The Secretary of The Institute, together with the evidence it has in the case. Thereafter, the Executive Committee shall act as complainant on behalf of the non-member in the prosecution of the case.

If the Executive Committee finds that the evidence produced supports the complaint, and if the charge has been made by a member, then it may join the member in filing a formal charge of unprofessional conduct against the member or associate member complaining of, or it may choose not to do so, and advise the complaining member that if he wishes to pursue the matter, he must file the charges in his own name. Except when the Executive Committee files, or joins in filing a complaint, its interest in, discussion of and action on any charge of unprofessional conduct shall cease upon the conclusion of its informal hearings it shall, however, advise the West Virginia Board of Architects if the conduct requiring the complaint is, or appears to be, a violation of the Architect's Registration Laws of the State of West Virginia.

- (c) Whenever notice is received from The Institute that a member or associate member of this Component has been censured or that his membership or associate membership has been suspended or terminated by The Institute Board, such notice, in full, shall be duly entered in the minutes and records of this Component and read at its next meeting.

Section 3. Procedure Relating to Unprofessional Conduct by Professional Affiliates, Allied Subscriber Affiliates, and Student Affiliates

- (a) The West Virginia Board of Architects or any person, firm or corporation may bring to the attention of the secretary any case of alleged unprofessional conduct of a professional affiliate, allied subscriber affiliate, or student affiliate of this Component of which he or it is cognizant.
- (b) Every such charge of unprofessional conduct on the part of a professional affiliate, allied subscriber affiliate, or student affiliate must be in writing, state the facts alleged to be true, be signed by the person or body making the charge, and be sent to the secretary.
- (c) When a charge has been so filed, the Executive Committee, in writing, shall request the complainant and the professional affiliate, allied subscriber affiliate, or student affiliate against whom the charge is made to appear before it for a hearing, shall fix the time, place and procedure for such hearing, and shall furnish all parties with a copy of this ARTICLE 16, and the rules that will govern the procedure and hearing. At the hearing, the Executive Committee shall examine the complainant and the accused and such other witnesses, as it desires to hear. If either the complainant or the accused fails to appear, the hearing may proceed without him.
- (d) If the Executive Committee finds the charge to be true and deems the accused to be guilty of unprofessional conduct, it may censure him by written pronouncement or may suspend or terminate his professional affiliateship, allied subscriber affiliateship, or student affiliateship, whichever penalty, in its judgment, is in proportion to the seriousness of the offense. If the accused is exonerated, he and the complainant shall be so notified, and if the accused requests in writing that his exoneration be noticed to this Component, then the secretary shall send said

notice of the exoneration to each of its members, professional affiliates, allied subscriber affiliates, and student affiliates.

Section 4. General Provisions Relating to Hearings and Procedures

- (a) The Executive Committee shall not delegate to any other person or body any of its duties or authority in relation to disciplinary matters.
- (b) The Executive Committee shall be the judge of what constitutes unprofessional conduct by a professional affiliate, allied subscriber affiliate, or by a student affiliate and of whether or not he has been guilty thereof. Its decision in every matter concerning their conduct and every penalty imposed by it on any thereof on account of unprofessional conduct shall be final and conclusive and without recourse as to the professional affiliate, allied subscriber affiliate, or student affiliate, and any person acting for him in his behalf.
- (c) If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of the Executive Committee, it may dismiss the charges.
- (d) The Executive Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted.
- (e) When a case has been concluded by the Executive Committee, the secretary shall send under confidential cover a notice stating the facts, the judgment taken, the penalty imposed, or the dismissal of charges, as the case may be to the professional affiliate, allied subscriber affiliate, or student affiliate involved and to the complainant, and if a penalty was imposed, to each member, associate, professional affiliate, allied subscriber affiliate, and student affiliate of this Component. The secretary shall enforce the penalty.
- (f) The charges, evidence and action of the Executive Committee in any case of unprofessional conduct where-under a penalty is imposed shall not be made public.
- (g) Charges of unprofessional conduct shall be made only in executive session, and all proceedings of and before the meeting at which such charges are made shall be confidential.

ARTICLE 17. AWARDS OF HONOR

This Component, from time to time, as funds or other means become available therefore, may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of the Component. Each award shall be bestowed for an in behalf of this Component by the concurring vote of three-fourths of the Executive Committee, after due consideration of the nominees and their work. The token of each award shall be in the form of a medal, an engraved certificate, a scholarship, or otherwise as the Executive Committee shall determine or the deed of gift shall fix.

ARTICLE 18. AFFILIATIONS

Section 1. The West Virginia Foundation for Architecture

The West Virginia Foundation for Architecture has been established by the Component to engage, at no profit, in activities to seek, investigate or carry out programs and projects for improving the human environment for living and working; to solicit, receive and expend gifts, grants and legacies for education, preservation, exhibition, publication and research relating to architecture, architects and allied arts and sciences; to provide scholarships and grants in support of architectural studies; to enlarge the public understanding of architecture and its allied fields; and to establish awards, prizes and medals for meritorious work in architecture and its allied fields primarily within the jurisdiction of the Component.

Section 2. Affiliations with Organizations

This Component shall not form nor enter into any affiliation with any individual, but it may affiliate with any local professional or civic organization or any local organization of the construction industry operating within the territory of this Component that is not used or maintained for financial gain, pricefixing, or political purposes, if and while the objects of this Component will be promoted by such affiliation.

Section 3. Agreements of Affiliation

Every affiliation must be authorized by the Executive Committee and subsequently approved by a concurring vote of two-thirds of the members present at a regular meeting of this Component. If so approved, the affiliation shall be evidenced by a written agreement duly executed by the Executive Committee, and affiliated organization; provided that the Executive Committee, by a concurring roll-call vote of not less than three-fourths of its entire membership, may collaborate with one or more organizations for any emergency purposes to forward or maintain the objects or standing of this Component without such written agreement, if said collaboration does not extend longer than one year.

Section 4. Conditions of Affiliations

- (a) Every agreement of affiliation shall set out in full the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the period thereof, the objects of the affiliate, and the nature of its organization, membership, government and operations.
- (b) It shall be a condition of every affiliation that the affiliate shall not have any voice in the affairs of this Component and that not and cannot bind or obligate this Component to any policy in any manner by pronouncement or otherwise, unless the Executive Committee has duly and specifically voted to be so bound or obligated.
- (c) Every affiliation must be cancelable by the Executive Committee by the concurring roll-call vote of not less than three-fourths of its entire membership, 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 written into the agreement.
- (d) An affiliation may be made for a period of not to exceed three calendar years, but thereafter such affiliation may extend from year to year until terminated and canceled by either party.

Section 5. Privileges of Affiliates

- (a) The representative of an affiliated or collaborating organization may attend any of the regular meetings of this Component and may speak thereat on invitation of the presiding officer.
- (b) An organization affiliated with this Component but not a collaborating organization as specified in Section 2 of this ARTICLE, may use and print the phrase "Affiliated with AIA West Virginia, The American Institute of Architects," as a suffix to the name of the affiliated organization. Any abbreviation of such phrase or any use of such title by an individual member, associate or affiliate of the affiliated organization, or by any person, firm, association, or corporation connected therewith, shall make that agreement of affiliation cancelable forthwith.

ARTICLE 19. GENERAL PROVISIONS

Section 1. Action of Application for Membership in The Institute

Whenever an application for membership in The Institute and assignment to this Component is filed with this Component, the Executive Committee shall examine and act thereon within thirty calendar days after the date the application was filed with it, and shall certify such action to The Secretary of The Institute.

Section 2. Resignations

Any person admitted to this Component, except as assigned member or associate member may resign therefrom, providing that he presents his resignation in writing to the secretary and is in good standing at the time of his resignation. If the secretary finds him qualified to resign, the resignation shall be effective as of the date the letter of resignation was received by the secretary.

Section 3. Transfers of Professional Affiliations

- (a) Any professional affiliate in good standing, who has changed his residence or place of business or employment from the territory of this Component to the territory of another component, may be transferred to the other component by the Executive Committee; provided that the applicant applied for the transfer in writing and the Executive Committee of this Component and of the other component mutually agree to the transfer.
- (b) Under similar circumstances, professional affiliates transferred from other components may be admitted to this Component by the Executive Committee without examination; provided that each thereof files a written application for professional affiliation as the case may be, and makes the payments required of an applicant.

Section 4. Membership Cards and Certificates

- (a) When an AIA member, associate, professional affiliate, allied subscriber affiliate, or student affiliate is enrolled in this Component and each year thereafter, on the day he pays in full his annual dues required to be paid by him, the secretary shall issue to him an annual card. Every such card shall be signed by the secretary and state on its face the period for which it is issued, the name of the person to whom it is issued, whether the person is an AIA member, associate, professional affiliate, allied subscriber affiliate, or student affiliate of this Component, and such other matters as the Executive Committee prescribes from time to time.
- (b) When a person is made an honorary affiliate, the secretary shall issue to him a Certificate of Honorary Associateship. Such certificate shall be signed by the president and the secretary and shall state on its face the name of the honorary associate the date of his admission, the reasons therefore, and such other matters as the Executive Committee prescribes from time to time.

Section 5. Limitations on Society Actions

No action of this Component, the Executive Committee, or any officer or director shall directly or indirectly nullify or contravene any act or policy of the Institute.

Section 6. Executive Office

The executive offices of this Component shall be at Charleston, West Virginia.

Section 7. Endorsements

Neither this Component, the Executive Committee, any Component committee, nor any of its officers, directors, committee members, or employees in their respective official capacities shall approve sponsor, endorse, recommend, warrant or vouch for, either directly or indirectly, any enterprise whether public or private, operated for profit, or any material, facility, product, or device made, sold, or used in or for the construction or erection of buildings, or any method or manner of handling, using, distributing, or dealing in any such material, facility, product, or device.

Section 8. Publications

The Executive Committee may prepare, edit, publish, print, sell or otherwise distribute any lawful document, book, data, information, or other literature concerning any matter that will tend to promote the objects of this Component. The publication of official Component notices in any official bulletin of communication with the members, associates, professional affiliates, allied subscriber affiliates, and student affiliates, shall satisfy the requirements of law and of these Bylaws regarding publication, provided that the official bulletin of communication be mailed on a date which meets requirements specified by law or in these Bylaws.

Section 9. Records Open to Members

The correspondence and the minute books (except the confidential matter relating to charges of unprofessional conduct and to bestowal of honorary affiliations,) the treasurer's books of account, and the secretary's records of this Component shall be open to inspection at the executive office of this Component during the business hours fixed by the Executive Committee by any member, associate, professional affiliate, allied subscriber affiliate, or student affiliate in good standing.

Section 10. Parliament Authority

The rules contained in Robert's "Rules of Order Revised" shall supplement the rules and regulations adopted by this Component and shall govern this Society, the Executive Committee, and the Component committees in all cases in which the said Rules of Order are applicable and insofar as they are not inconsistent or in conflict with the statutes, these bylaws, or the rules and regulations adopted by this Component or by the Executive Committee.

Section 11. Counsel

The Executive Committee shall obtain the written opinion of legal counsel on all disciplinary procedure relating to unprofessional conduct, concerning every disciplinary case wherein the action of the Executive Committee may result in the expulsion of a professional affiliate, allied subscriber affiliate, or student affiliate concerning the Standards of Practice and the Rules of Conduct of this Society and concerning all agreements before any thereof shall become effective.

Section 12. Student Chapters

This Component may establish and sponsor student chapters in Schools of Architecture located within the territory of the Component under conditions established by The Institute.

ARTICLE 20. AMENDMENTS TO BYLAWS

Section 1. Amendments by Meetings of this Component

- (a) These Bylaws may be amended at any meeting of this Component, provided that a notice stating the purpose of each proposed amendment and the reason therefore and a copy of the proposed

amendment is sent to every member, associate and professional affiliate not less than thirty days prior to the date of the meeting at which the proposed amendment is to be voted on.

- (b) It shall require a roll-call concurring vote of not less than two-thirds of the assigned members and associates of the Component who are present at a meeting to amend a Bylaw relating to Institute affairs.
- (c) It shall require a roll-call concurring vote of not less than two-thirds of the assigned members, associates and professional affiliates of the Component who are present at meeting to amend a Bylaw that does not relate to Institute affairs.
- (d) Every resolution of this Component amending these Bylaws shall state that the amendment will become effective only if and when it is approved by the Institute Board. Immediately following the adoption of such a resolution, the secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of The Institute for such approval. Upon receipt of said approval, the amendment shall become effective and the secretary shall enter the amendment and the approval at the proper place in these bylaws, with the date of the amendment and approval.

Section 2. Amendments by the Executive Committee

The Executive Committee of this Component, without action by a meeting of this Component, shall amend any of these bylaws, if, when, and as directed by the Institute Board.

Section 3. Amendments by the Institute

The Institute Board, unless the statutes forbid, may amend any provision of these Bylaws that the Executive Committee fails to amend after due notice so to do from the Institute Board. Each amendment made by said Board shall have the same force and effect as if made by this Component in the manner hereinabove provided, and shall be effective immediately on receipt of the notice of The Secretary of The Institute containing the amendment, and the secretary shall enter the amendment at the proper place in these bylaws, with the date it was made.

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