

**BYLAWS
OF
AIA INTERNATIONAL
(Adopted 15 November, 2022)**

1. AIA INTERNATIONAL

- 1.1 AIA International, A Component of the American Institute of Architects, . (“AIA International”) is a not-for-profit corporation duly organized and existing under the laws of the District of Columbia to effectuate the purposes set forth herein. AIA International is a component of the American Institute of Architects.
- 1.2 The American Institute of Architects (“AIA”) is a not-for-profit corporation duly organized and existing under the laws of the State of New York.
- 1.3 The Board of Directors (“Board”) is the governing body of AIA International, as more fully set forth below.

2. DOMAIN AND LOCATION

- 2.1 The domain of AIA International shall be that territory established by the AIA, that is, all geographic areas outside the United States and its territories.
- 2.2 The principal offices of AIA International are located in the District of Columbia.

3. PURPOSES

- 3.1 The purposes for which AIA International is organized are to promote and forward the objects of the AIA within its established territory; to facilitate communication between the AIA’s board of directors and components and members of the AIA outside the United States, thereby forwarding the objectives of the AIA, unifying its efforts, and improving administration of its affairs; to represent and act for the membership assigned to the AIA’s components in AIA International as well as members residing or working within AIA International; and to engage in such additional activities as shall be consistent with the purposes stated herein. AIA International shall carry out these purposes by soliciting, holding, and expending funds; providing financial support as appropriate; and engaging in other activities that are consistent with the purposes stated herein, all in accordance with the requirements prescribed by 26 U.S.C. § 501(c)(6) and related provisions of the Internal Revenue Code.

3.2 No act of AIA International shall directly or indirectly nullify or contravene any act or policy of the AIA.

4. MEMBERSHIP

4.1 AIA International membership shall consist of members assigned to it by the AIA, which may include Architect, International Associate, Associate, and Emeritus members.

4.2 The Board shall have the authority to establish such additional categories of membership as may be permitted by AIA.

4.3 Except as otherwise provided by AIA's Bylaws, every member of AIA International shall pay the fixed annual dues and assessments of AIA International as determined in Article 5.

4.4 All rights, privileges, and duties of AIA International members shall be as determined by the Board, in accordance with the AIA Bylaws.

5. DUES AND ASSESSMENTS

5.1 The Board may fix the annual dues to be paid by chapters within AIA International's domain and/or its members. Such dues shall be due no later than January 15 of each year

5.2 The Board may levy an assessment on chapters within AIA International's domain and/or its members by a two-thirds (2/3) majority of the entire Board. Assessments may be levied only for special or unusual expenses.

5.3 No admission fees may be levied.

5.4 Every chapter who has not paid the entire amount of required annual dues or of an assessment in timely fashion shall be in default of the unpaid amount. Every such chapter shall be considered as not in good standing with AIA International, and shall be subject to such action as shall be consistent with these Bylaws.

5.5 Notwithstanding any other provisions of these Bylaws, the Board may, in exceptional circumstances, waive all or any part of AIA International's: annual dues of any chapter or member; and/or assessments levied on any component or member.

6. MEMBER MEETINGS

6.1 AIA International shall hold an annual meeting, at a location, date and time set by the Board, for the purpose of nominating and electing the officers and directors to succeed those whose terms are about to expire; for receiving the annual reports of the Board and the Treasurer; and for the transaction of such other business as may be appropriate. In the event of a conflict between this section and Section 6.7, the latter section shall govern.

6.2 No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for a regular meeting.

6.3 A notice of each meeting of AIA International, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by mail, to each member entitled to vote at the meeting. Notice shall be given not less than sixty (60) days before the date fixed for the meeting. Notwithstanding any other provisions of this section, notice shall also be sufficient if it is delivered in any other manner consistent with the laws of the District of Columbia.

6.4 At any meeting of AIA International, five percent (5%) of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

6.5 Every decision at a meeting of AIA International shall be by a majority vote of those members in good standing who are present and voting, unless otherwise required by law or these Bylaws.

6.6 The Board may authorize proxy voting at a meeting of AIA International.

6.7 Notwithstanding any other provisions of these Bylaws, the annual meeting of members need not be held at a physical location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with the members' vote on matters submitted to the members, pose questions, and make comments. If the meeting is held at a geographic location, members may attend in person or by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear

the proceedings substantially concurrently with the members' occurrence, vote on matters submitted to the members, pose questions, and make comments.

- 6.8 Written minutes of every meeting of AIA International, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of AIA International and thereafter filed in AIA International's records.
- 6.9 Notwithstanding any other provisions of these Bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if AIA International delivers a ballot to every member entitled to vote on the matter.

7. BOARD OF DIRECTORS

7.1 The governing body of AIA International is the Board of Directors, which has authority and is responsible for the supervision, control and direction of AIA International.

7.2 The Board of Directors shall be composed of the following:

- (a) The President, who shall serve in that capacity for two (2) years.

In the President's first year, the Immediate Past President's office will be filled and the First Vice President's office will be vacant. In the President's second year, the Immediate Past President's office will be vacant, and the First Vice President's office will be filled.

In the event the President is unable or unwilling to serve, the First Vice President shall assume the office of President; if the First Vice President office is vacant, then Immediate Past President shall assume the office of the President.

- (b) The First Vice President, who shall serve in that capacity for one (1) year and shall succeed to the Presidency upon completion of such term as First Vice President. Upon succession to the Presidency, the office of the First Vice President will remain vacant for one year.
- (c) The Immediate Past President, who shall serve in that capacity for one year upon completion of such term as President. The Immediate Past President shall have a right to vote only to break a tie vote by other members present and voting on a motion. In the event the Immediate Past President resigns, or is otherwise unwilling or unable to fulfill

his/her duties, the office will remain vacant until the next succeeding President completes such term of office as President.

Upon commencement of the President's second year of office, the Immediate Past President's office will remain vacant for one year.

- (d) The Secretary, who shall serve in that capacity for two (2) years (beginning in odd-numbered years). In the event the Secretary is unable or unwilling to serve, the Board shall fill the resulting vacancy for the remainder of the Secretary's term of office.
- (e) The Treasurer, who shall serve in that capacity for two (2) years (beginning in even-numbered years). In the event the Treasurer is unable or unwilling to serve, the Board shall fill the resulting vacancy for the remainder of the Treasurer's term of office.
- (f) Chapter Directors selected by the chapters within AIA International's domain.
 - i. Each chapter within AIA International's domain shall be entitled to select one (1) Chapter Director to serve on the Board. Such selection shall be made in any manner the chapter deems appropriate; provided, however, that the individual selected must be: (a) an assigned member of the chapter at the time of the Chapter Director's selection; and (b) preferably either a current officer of the chapter or the immediate past president of the chapter at the time of their selection.
 - ii. Each Chapter Director shall serve a term of office of one (1) year; provided, however, that any such Chapter Director may be selected by Chapter Director's Chapter to serve as many as two (2) consecutive one-year terms as Chapter Director. No Chapter Director shall serve more than two (2) consecutive terms in that office.
 - iii. In the event any Chapter Director is unable or unwilling to serve, the chapter shall fill the resulting vacancy for the remainder of the Chapter Director's term of office.
 - iv. Notwithstanding any other provisions of this Section 7.2(f), there shall in no event be more than eight (8) Chapter Directors. In the event that the formation of new chapters would cause this number to be exceeded, the Board of Directors shall establish a schedule which ensures that each chapter, on a rotating basis among zones and chapters, shall forfeit the right to select a

Chapter Director for one (1) year, as needed to maintain the limitation specified here.

- (g) Three (3) at-large Directors selected by Architect, Associate, and International Associate who are not members of any AIA Chapter within AIA International's domain, in a manner prescribed by the Board. All such Directors shall serve staggered terms of two years each, such that two (2) Directors serve simultaneously, and one (1) Director's term is staggered. In the event any such Director is unable or unwilling to serve, the Board shall fill the resulting vacancy for the remainder of the Director's term of office.
- (h) The AIA International representative(s) to the AIA's Strategic Council, who shall serve as an ex officio member of the Board for the duration of the member's service on the Strategic Council. This representative shall be selected in a manner to be determined by the Board.
- (i) At the discretion of the Board, an Adjunct Director may be appointed to the Board. The Adjunct Director will serve in a non-voting capacity. The Board may establish any other grants or limitations of rights and privileges to the Adjunct Director at its discretion.

7.3 Unless otherwise directed by the Board, the President shall be Chair and the Vice President shall be Vice Chair of the Board of Directors.

7.4 The following provisions shall govern actions by the Board of Directors:

- 7.41 The Board shall meet at least annually at such place and time as it selects. In addition to the annual meeting, it may meet from time to time in a regular or special meeting in order to transact business. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.
- 7.42 Board members shall be sent notice stating the time and place of each Board meeting at least five (5) days in advance of the meeting. A Director's attendance at the meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- 7.43 A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, those Officers and other Directors present may adjourn the meeting to another time and place.

- 7.44 Every decision of the Board shall be by a majority vote of those present and voting unless otherwise required by law or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.
- 7.45 Any one or more members of the Board may participate in a meeting of the Board 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.
- 7.5 The Board may from time to time authorize others to perform certain of its duties, so long as the performance of those duties is conducted in compliance with the Articles of Incorporation of AIA International and these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be performed under the general direction and instruction of the Board, which shall be responsible therefor.
- 7.6 A Director may be removed for good cause by a two-thirds (2/3) vote of the other members of the Board of Directors.
- 7.7 Directors shall not receive compensation for the Director's services, but may receive reimbursement for expenses reasonably incurred in connection with the Director's service on the Board of Directors. The Board will determine the level of reimbursement as it sees fit.
- 7.8 In the event action is required or seems advisable but is not specifically addressed in these Bylaws, the Board shall be fully authorized to take such action in its discretion so long as it is consistent with the laws of the District of Columbia and the Bylaws of the AIA.

8. OFFICERS

- 8.1 The Officers of AIA International shall be the President, the First Vice President, the Treasurer, and the Secretary. The Officers shall be nominated and selected by a vote of the members at a meeting of AIA International's members or in such other fashion as the Board may prescribe.
- 8.2 The President shall be the chief officer of AIA International. The President shall perform all duties incidental to the office, those required by law and these Bylaws, and those properly delegated to the office by the Board of Directors.

The President chairs Board meetings with all the commonly accepted power of that position. The President is to ensure the integrity of Board process and that the Board follows its own rules.

The President is responsible for ensuring that: (a) Board meeting discussion content is confined to those issues that, according to Board policy, clearly belong to the Board to decide (b) deliberation is timely, fair, orderly and thorough, but also efficient, limited in time and kept to the point; and (c) Robert's Rules are observed, except where the Board has superseded them.

The authority of the President consists in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies on except where the Board delegates portions of this authority to others.

The President may speak for the Board to outside parties concerning Board-stated positions and President's decisions and interpretations within the President's delegated authority (as defined in the Bylaws or by direction of the Board).

No action or pronouncement of the President or the President's delegate shall obligate or commit the Institute except as provided in the Bylaws, these Rules, or as specifically authorized by the Board.

Nothing herein shall restrict the President from speaking or acting in the capacity of an individual architect or AIA member, so long as that fact is specifically stated.

- 8.3 The First Vice President shall assume all the powers and the duties of the President in the event of absence or disability of the President, and shall perform other duties assigned by the President or by the Board of Directors.
- 8.4 The Secretary shall record all actions taken at meetings of the Board of Directors, and shall perform other duties assigned by the President or by the Board of Directors.
- 8.5 The Treasurer shall be responsible for the financial affairs of AIA International and shall serve without bond. The Treasurer shall perform other duties assigned by the President or by the Board of Directors. The Treasurer shall authorize disbursements from AIA International's funds with the approval of the Board of Directors, and in accordance with applicable law and these Bylaws.
- 8.6 Each Officer shall take office on the first day of January in the year his/her selection becomes effective, and shall continue in that office until the expiration of the Officer's term of office, or until a successor is appointed.

- 8.7 No individual may hold two (2) offices at the same time, with the exception ex-officio offices. For clarity, in cases where more than one ex-officio is held by a single individual, such individual is entitled to only a single vote in any matter in which that individual is entitled to vote. Notwithstanding, nothing in these Bylaws, however, shall preclude an individual who has completed service in one office from serving a consecutive term in that office, or from serving in another office.

9. COMMITTEES

- 9.1 The President and the Board of Directors shall have the authority to appoint such committees and/or task forces as may be appropriate to assist in the operation of AIA International

10. SPOKESPERSON AUTHORITY

- 10.1 The President may speak for the Board to outside parties concerning Board-stated positions and President's decisions and interpretations within the President's delegated authority.
- 10.2 Board members are expected to communicate to the public, the press and other entities the values and perspectives of AIA International. Except for the President and Executive Vice President/CEO, Board members performing this role speak for themselves, not for the Board.
- 10.3 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.

11. AIA CODE OF ETHICS AND PROFESSIONAL CONDUCT

AIA International shall refer all matters or inquiries regarding the AIA's Code of Ethics and Professional Conduct ("Code") to the AIA. The AIA National Ethics Council has the sole authority to interpret the Code of Ethics. Individual AIA members, officers, directors, employees and component organizations have no authority to make binding interpretations or clarifications of the Code.

12. AMENDMENTS/RULES

- 12.1 These Bylaws may be amended by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors.

12.2 The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures, and programs of AIA International.

13. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

13.1 To the fullest extent permitted by law, AIA International shall indemnify Directors, Officers, and employees against reasonable expenses incurred in connection with an action, suit, or proceeding.

14. TERM

14.1 The period of AIA International's duration is perpetual.

15. DISSOLUTION

15.1 In the event AIA International is dissolved, its assets shall be applied toward the liquidation of any lawful debts and other liabilities of AIA International then remaining. If any assets remain after the liquidation of debts and other liabilities, such assets shall be distributed as directed by the Board of Directors, in a manner appropriate to serve AIA International's purposes, all in accordance with applicable law.

16. CONSISTENCY WITH AIA BYLAWS AND POLICIES

16.1 AIA International shall in all respects conduct its affairs in compliance with and in a manner consistent with the AIA's Bylaws, policies and requirements.