

THE
OCTAGON

A Journal of The American Institute of Architects



The Sixty-eighth Convention

Group Practice for Lending Institutions

The A. I. A. Contract Form for Small Construction

The By-law Amendments—Pages 18 to 83 Inclusive

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Looking Ahead

MANY years ago a few architects established The American Institute of Architects and stated its objects to be—

"To organize and unite in fellowship the Architects of the United States of America,

"To combine their efforts so as to promote the aesthetic, scientific, and practical efficiency of the profession, and

"To make the profession of ever increasing service to society."

These objectives—those of the idealist—can never be fully attained. The effort to attain them must never cease.

Today, it is more imperative than ever before that the architectural profession be united.

Today, more than ever before all phases of practice must be improved.

Today, more than ever before the profession must demonstrate the service which it can render to society.

The whole program of the coming Sixty-eighth Convention will be keyed to the text "Looking Ahead."

It is your privilege and duty as an architect to go to the Williamsburg Convention of The American Institute of Architects. The dates are May 5, 6, 7, and 8, 1936.

We need your presence, and you are cordially invited to join with us in this meeting.

STEPHEN F. VOORHEES,
President.

THE OCTAGON

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THE SIXTY-EIGHTH CONVENTION

THIRD NOTICE

To the Members:

IN THE January number of THE OCTAGON, notice was given concerning the following items relating to the Convention—

- Early Election of Delegates
- Procedure for Delegates and Proxies
- No Taxes or Refunds
- Chapter Meetings on Convention Business
- Nominations of Officers and Directors

In the February number, notice was given concerning—

- Qualifications of Delegates
- Proxy Representation
- Hotel Headquarters and Reservations
- The Program in General
- The Attractions of Williamsburg

This March number, by means of this notice, completes the pre-convention story—except the program in detail, which will be published in the April number.

It is again suggested and urged that Chapter Presidents devote the April meetings of their Chapters to Convention matters, and to a consideration of the By-law amendments which are published in this number.

Reference to the January, February, and March numbers of THE OCTAGON, and to the April number containing the Convention program, will furnish a comprehensive background of information. All Chapters should send delegates to Williamsburg with definite impressions of the policies of their Chapters with respect to the issues to be discussed at the Convention.

Hotel Reservations.

The New Chamberlin Hotel at Old Point Comfort, Virginia, will be the official hotel headquarters of the Convention. All of the sessions of the opening day of the Convention—May 5th—will be held at the Chamberlin. Thereafter, all day-time sessions will be in Williamsburg. Adequate transportation from Old Point Comfort to Williamsburg will be arranged.

The rates at the New Chamberlin Hotel for reservations made not later than April 27 are as follows:

European Plan—100 rooms only, each room with bath, at \$2.50 per day, per person, and \$4.00 per day for two persons.

As the number of these rooms is limited, reservations for them will be made by the Hotel in the order in which received.

American Plan—\$6.00 per person, per day, in single rooms; and \$5.00 per person, per day, in double rooms, each room with bath.

The American Plan rate includes three meals on May 5 and allows a deduction of 75 cents each day, per person, for the three luncheons at Williamsburg on May 6, 7, and 8; it will also allow a deduction of \$1.50 per person for those attending the Dinner of the Institute, which concludes the Convention on the evening of May 8. Tickets for the dinner will be sold separately.

All of the above rates include free use of the salt-water swimming pool, admission to the Marine Roof Garden, and other entertainment facilities of the Hotel.

It is emphasized that requests for reservations must be sent *direct* to the New Chamberlin Hotel,

Old Point Comfort, Virginia; that reference must be made to the Convention of The American Institute of Architects; that specific information must be given as to the type of reservation desired (whether European or American plan, single or double room), time of arrival, etc.; and that confirmation should be requested from the hotel.

It is hoped that the attendance at this Convention will utilize the entire space of the hotel, which can accommodate five hundred persons provided some of them take double rooms. The advantage in price—for two persons in a double room—is obvious.

Address all communications to the New Chamberlin Hotel, Old Point Comfort, Va.

A Broad Invitation.

Members should bear in mind that participation in an Institute Convention is not limited to delegates. Members who are not delegates are priv-

ileged to offer motions, present resolutions, and participate in all discussions. They may vote on all questions recording the sense of the meeting. Furthermore, all other architects, irrespective of Institute affiliation, are cordially invited to attend all sessions and to join in the tours of inspection at Williamsburg.

It is hoped that many architects will bring their wives and families. Old Point Comfort is only a few hours distant by automobile—over excellent highways—from many of the large and active Chapters of the Institute. Each Chapter should encourage the formation of automobile parties, or special parties by train, to make the journey to Williamsburg during the week of May 5, 6, 7, and 8, 1936.

Now is the time to make plans, to give yourself a break, and to join with your brother architects in the annual council of your professional society.

CHARLES T. INGHAM,
Secretary.

Williamsburg

By JOHN ENNIS JONES IN THE WASHINGTON POST

THE Rev. Dr. W. A. R. Goodwin, rector of Bruton Parish Church, of Williamsburg, was invited to address a meeting of the Phi Beta Kappa Society in New York in 1925, and John D. Rockefeller, Jr., was in attendance. The clergyman found an opportunity at that time to invite the generous capitalist to Williamsburg, where he might visit the birthplace of the society. Mr. Rockefeller accepted the invitation. He went to the old Virginia capital—and then he went back to the same place again.

Pastor Revealed His Wish.

On his own home grounds at Williamsburg the clergyman disclosed the secret desire of his heart. The two men became friends and they considered the problem of the restoration of Williamsburg.

In William and Mary College and the Phi Beta Kappa these two idealists began to see eye to eye, but the dominie's power of salesmanship must have displayed old American goods at their best, while he was urging Mr. Rockefeller with convincing and wooing words to put up the money. The latter did not ask how much it would cost, but assured the rector in effect that they were "brothers under the skin" in this great enterprise and he promised to see it through. Dr. Goodwin's dreams were to come true.

Colonial Williamsburg was to be called back from out of the past, to meet Miss America in her modern raiment—the two to work, sing and dance joyfully together through the coming years, reviving beautiful memories and preserving the history and traditions of our country as the "Middle Plantation" continues to grow old and mellow with age.

That's the way the miracle of Williamsburg was planned.

In the beginning an English King signed a piece of parchment and a colony appeared in Virginia. The new property didn't figure very much in English hopes or expectations. It was without form and void—and vast darkness was on the face of the deep that separated England from the New World. In time little settlements branched out from the original one at Jamestown, and in 1632 Bruton Parish Church was founded on the Middle Plantation, now known as Williamsburg.

Another Shuffle in Royal Deck.

There was a shuffle in the English royal deck and a new king came out of the deal. He, King William, in 1693 granted a charter for a college in Williamsburg, and it was named William and Mary. Presidents Jefferson, Monroe, and Tyler and Chief Justice Marshall were among its graduates,

and Washington helped to administer its affairs.

The General Assembly moved over from Jamestown in 1700 and made the college building the headquarters for the Colonial government. In 1705 the General Assembly met for the first time in the new capitol building.

The church, the college and the government were keystones in the triple arch. Ships brought many lovely things from the old world. Mulberry trees were planted to raise silk worms—but the silk mills were never built. Scotch broom took root and flourished to add its beauty to the treasures of the woods that include native live oak trees, weeping willows, sycamores, pines, judas trees, magnolias, dogwood, apple and holly, and ground-covering plants. Nature has furnished sunny skies to promote growth in Old Virginia.

The Colonial Touch.

Hostesses and attendants in the principal buildings wear the costumes of colonial times. There are colored "Aunt Marys," who preside over colonial kitchens and give you nibbles of the food they prepare in grand old-time kitchens, where there are turning spits for roasting meats, huge iron kettles, skillets and other implements that speak eloquently of the feasts when the open fireplace sufficed and humanity was without information regarding diet. Savory bunches of thyme and other garden seasonings hang like picturesque bouquets from rafters and side walls.

At opening and closing times colonial coaches appear, such as George and Martha Washington, the English governors and other gentry used. The horses' clattering hoofs resound on the highways as they approach the main entrances of the buildings. Regal ladies, with powdered wigs, beautifully and appropriately costumed are let down by the attendants. The man on the driver's seat is as proud as an overnight millionaire in his new obese and extravagant automobile. This is only one of many ways in which history is visualized and traditions honored and preserved.

The periods blend harmoniously in the old capitol with reminders of the English governors, from Spotswood, who took office in 1710, to Botetourt, and the Virginia rulers who made the British pack up and go home, to make way for Patrick Henry to be governor in 1776, and Thomas Jefferson in 1779.

City Threatened by Revolution.

Things got pretty hot around Williamsburg during the Revolution and Jefferson helped move the

seat of the Government to Richmond. Williamsburgers have never forgiven him for forsaking them.

Dr. J. A. C. Chandler became head of the college and Dr. Goodwin rector of Bruton Parish early in the present century. They may have been unconscious of what fate had in store, but the two men were powerful influences in bringing old Williamsburg back to life. When Rockefeller enlisted for the finish fight, everything was all over but the shouting. And we, the people, who are feasting on the wonders of the restoration of Williamsburg, are the one who shout loudest.

For a hundred and fifty years the hands of progress moved slowly, or not at all, across the face of the clock. No important changes took place. Then Williamsburg was the one place in the United States that could be restored. When Goodwin convinced Rockefeller of his scheme the powerful New Yorker must have been planning his giant city in the center of the greatest of all cities. How fully Rockefeller must have lived—with power, imagination, brains, and ideals, that enabled him to contemplate the wonderful remaking of a part of America's metropolis—and at the same time, engage in the monumental undertaking of reconstructing for Americans the grand idea that we call Williamsburg. All honor to the creator of Rockefeller Center and the man who saw Williamsburg through. What one sees at Williamsburg depends a good deal upon a previous knowledge of American history. The simple souls of Hollywood might never realize that here is a grander picture than they have ever filmed. There's a forest of wonders in Williamsburg if you can see past the trees.

The restoration included the removal of more than 400 buildings of modern construction, the restoring of 63 colonial buildings, reconstructing 79 colonial buildings, repairing 18 buildings, and erecting two business blocks containing 25 shops and stores. The restored Wythe house, Court House, Market Square Tavern and the Travis house are high spots of the colonial period that greet the sight of visitors.

The restored Wren Building at the college is the oldest academic building in America. William and Mary College cherishes all its colonial tradition and sentiment. An evidence of this exists in the old statue of the favorite English governor, Norborne Berkeley, Baron de Botetourt, which stands on its pedestal in front of the main building—these buildings being flanked on either side by the president's house and Brafferton Hall—three original buildings. The baron faces Duke of Glou-

chester street and one imagines that he beams with satisfaction in the glorification of that great thoroughfare with its surfaced center and cobblestone borders, fixed up for the night with old types of lamp posts.

Street Is Less Than Mile Long.

In the light of the passing years, the baron signifies no objection to the bulbs that convey their electric beams from the tops of the old-fashioned posts. The street is a little less than a mile in length and it winds up with the restored capitol. Duke of Gloucester street is "different." It doesn't seem to start or end anywhere—it "fits in" perfectly as the connection between the college and the capitol.

Raleigh Tavern was one of the most famous hostelries in America in the colonial days. Here the aristocracy who called themselves gentlemen were wont to assemble to eat and drink, and conspire like the traitors England knew them to be.

The House of Burgesses of Old Virginia and the General Court administered public affairs in the Colonial Capitol Building. On February 24, 1934, the Governor of the State and the legislature reconvened in true old colonial form, and with Mr. Rockefeller present in what he described as the double capacity of host and guest, they dedicated the restored capitol. Within its noble walls there hang the portraits of King William and Queen Mary, George Washington and many other illustrious members of colonial royalty and founders of the United States.

General Washington Burgess Master.

George Washington was a member of the burgesses when he married Martha. On returning to his duties at Williamsburg he received the hearty congratulations of his colleagues in the house. In attempting to express his appreciation he was overcome with emotion and the speaker admonished the future Father of His Country to "sit down," adding that "your modesty equals your valor and that surpasses the power of any language I possess." Here Patrick Henry issued his challenge that rang round the world when he declared at the conclusion of a great speech: "If this be treason make the most of it."

Here in Williamsburg the radicals and the progressives, including nice ladies like Martha Washington, demanded a new deal with less taxes and more democracy for the masses—even as you and I.

There were no so-called night clubs in Williams-

burg but undoubtedly they stayed up all night just the same. The youthful Thomas Jefferson while a college student wrote to a friend about a grand night "dancing with Belinda in the Apollo room." The proprietor of Raleigh Tavern provided for a ball in the Apollo room "once every week during the sitting of the assembly and the General Court." Historians and novelists have written reams of copy about the glorious gay Raleigh Tavern. Naturally enough on the "great day" when peace was proclaimed after the Revolution on May 1, 1783, it was ordered that the procession, after making a proclamation at the college and the capitol, was to "proceed to the Raleigh and pass the rest of the day." What happened that night was officially "off the record."

Old Munitions Magazine.

There is the Old Powder Magazine from which the British Governor Dunmore removed the powder one May night in 1775. The Virginians hunted him down and made him pay for it. Virginia really started rebelling immediately but deferred the formal announcement until the following year. Dunmore sat with his family in a balcony of Bruton Church, separated from the rest of the congregation, in those days when the Royalists were observing all the "safety first" rules.

Gov. Spotswood didn't care how much of the king's treasure or the taxpayers' money the palace cost and when he was through his successors added a huge ballroom and other important additions. There was nothing equal to the Governor's palace in the British inventories except the court of England. The buildings and grounds contradict the popular notion that privation and hardship were universal in the early times. Most of the building material and practically all furnishings in those days were brought over from England. Gov. Boteourt casually stated in a letter that "fifty-two dined with me yesterday, and I expect at least that number today." On an official occasion Gov. Spotswood entertained 400 guests at supper.

Gates Shut Off Palace Grounds.

The palace and grounds are shut off by gates and high walls. There are several small buildings besides the palace. There is a built-in canal of fresh water, a "fish pond," the "falling gardens," and enough boxwood hedge in artistic abundance to surround a good-sized farm. The boxwood and the grounds have been arranged in less than three years, but the whole landscape looks as ancient and honor-

able as Mount Vernon, where visitors are told that "that's just like Martha left it."

During the excavation for the restoration the bodies of 158 Revolutionary soldiers who died in the palace while it was being used as a hospital during and after the Yorktown campaign were found. They now rest in their eternal sleep beneath a sodded lawn, and in the center of this lawn there

is a mammoth weeping willow tree. Thus we honor these unknown Revolutionary dead!

Processions of tourists and sightseers stop at Williamsburg, and in its inspirational atmosphere become conscious of many patriotic tingles and emotions.

They are just a little bit better Americans because of the restoration of Williamsburg.

GROUP PRACTICE FOR LENDING INSTITUTIONS

By PIERRE BLOUKE, A. I. A.

FOR many years the architectural profession has had a detached interest in small house construction. Contact with the small house field, which includes the factors such as lending institutions, manufacturers, builders, and prospective home owners, has not been real.

There have been organized at different times, in the form of "Home Clinics," local architectural groups, which have offered to the public technical advice and designs for small homes. These groups have, for the most part, enjoyed indifferent success. Some of the principal reasons for not experiencing general acceptance have been the reticence on the part of the lending institutions to interest themselves in such a program, the merchandising problem of reaching the so-called ultimate consumer before he has been contacted by the local carpenter, retail lumber dealer, jerry builder, and so forth, who have discouraged professional advisory and supervisory services, for reasons too well known to include here.

Plan services *alone*, whether local or national, have contributed in several ways to the demoralization of sound practices in the small home field. There have been developed by plan service agencies on a national scale and to which architects have contributed, more than a sufficient number of designs to serve this country as well as England, France, Spain and a few others. It was generally felt that the greatest need was for plans of some sort, rather than no plans, and some degree of good was accomplished. However, a bewildering variety of designs, many of which might be questioned as to adequacy, has generally resulted in the prospective home builder being left to his own discretion as to selection of design. In consequence there has been much construction of homes inappropriate in design for the neighborhood, and built of materials

poor in quality or improperly used. Many of these plan services were stimulated because of the lack of interest of local architects to serve this field.

Through the interest of the Federal Home Loan Bank Board a proposal for a home building service plan was recently presented to the 3,500 members of the Federal Home Loan Bank System, which program encourages the organization of *local architectural groups* to prepare and render advisory and supervisory service to the prospective home builder through one of these member institutions. The organization of these groups and the type of services to be rendered have been fully described in *THE OCTAGON* and in subsequent releases to the various Chapters by the Chairman of the Housing Committee of the Institute. The pattern of organization and type of service suggested are those already set up by a group of architects who are members of the Buffalo Chapter, A. I. A. These architects have formally organized, prepared a substantial number of designs *suitable* for the Buffalo area—to be used in connection only with their supervision service. This group maintains a headquarters directed by an office manager and to date is dependent upon its contact with prospective home builders through such publicity media it is able to develop itself.

The first architectural group to organize and establish itself as an identity to serve in a program in cooperation with a Member Institution of the Federal Home Loan Bank System is one in Washington, D. C. Under the leadership of E. Philip Schreier, Secretary of the Washington Chapter, six members of the Washington Chapter have completed details to cooperate with the Perpetual Building Association (a lending institution having assets of forty million dollars). For a limited period this group is functioning through *the one institution* to

develop the operating technique before offering its service to other lending agencies which might be interested in this cooperative plan. The Perpetual Building Association has cooperated in every way to make this trial a success.

Other groups have organized or are in the process of doing so, along similar lines to cooperate with lending institutions in their areas. The success of this program is dependent entirely upon an understanding of and determination of an adequate solution of local problems. As I see it, for the architect to properly approach this program he must know the routine processes of a lending institution, the de-

mands of the local small home market, whether it be for the owner-built home or that of the operative builder, and then set his course accordingly. With this direct contact established through lending institutions the architects' detachment from the small home field is a thing of the past. Instead, a real relationship is established which will permit the architect to render service on a broad scale in the small home field.

Editor's Note: Pierre Blouke is Architect Adviser to the Home Owners' Loan Corporation. The above statement—of immediate interest to the entire profession—is an unofficial one, but none the less important.

The A. I. A. Short Form for Small Construction Contracts

AGREEMENT AND GENERAL CONDITIONS BETWEEN CONTRACTOR AND OWNER

THE Institute announces the issuance of a new document entitled "The A.I.A. Short Form for Small Construction Contracts—Agreement and General Conditions between Contractor and Owner." This form is issued by the Institute for use when a stipulated sum forms the basis of payment and is not, therefore, intended for use in cost-plus forms of contract.

The issuance of this form is in response to a very definite current demand for a standard contract form appropriate for small contracts as differentiated from important contracts for which the regular standard contract documents were developed and have long been in use. There has been for many years some indication of a desire for such a form but so slight as not to warrant the possibility of confusion due to the issuance by the Institute of two standard contract forms. The current influence on the field of small construction contracts due to the activities of the Federal Housing Administration, the Home Owner's Loan Corporation, and the Federal Home Loan Bank, has brought this matter before the Institute with a new force. The need of such a form has been indicated by officials of the above mentioned federal activities, and has been attested by architectural supervisors of F.H.A.

There is a very large potential use for this document and it can be of substantial help in bringing into this small construction field a more orderly contract procedure.

The form has been developed through a process of elimination and simplification applied to the original standard Agreement and General Conditions,

keeping in mind that it was not intended to be used or recommended for use in contracts involving substantial costs or special complications. No specific price limit could be applied in indicating the contracts for which this short form will be suitable. A contract of relatively small amount may involve many complications making desirable very complete contract conditions. On the other hand, a contract of a somewhat larger amount may be extremely simple and justify the use of the simplified form of contract. Architects should keep this distinction clearly in mind when determining whether to use the Short Form or the Long Form.

The cost of the document has been determined as forty cents a copy. Only from two to four copies will be needed for each contract. The cost to the job is therefore negligible and the document is as effective for these small contracts as the longer and somewhat more expensive long forms are for larger contracts, for which a very much larger number of copies are generally required.

The long form, as heretofore in use, will shortly be issued in a fifth edition including certain minor improvements approved by the Board of Directors.

The new Short Form is recommended to the careful consideration of the architectural profession, contractors, owners, and lending agencies, as a new document of great value for the protection of all parties concerned in the very large field of small construction contracts.

WILLIAM STANLEY PARKER, *Chairman.*

Yesterday and Today - A Comparison

ADDRESS BY HAROLD CLARK McLAUGHLIN, PRESIDENT OF THE GEORGIA CHAPTER

A FEW years ago a book was published under the title of "Only Yesterday," which catalogued in a vivid style the manners and customs, the deeds and gossips that had comparatively recently shaped our lives and dominated our thoughts, but which were already fading into the twilight of the past. The book had the charm of a chance meeting with a childhood friend or of an old picture album found in an attic on a rainy day.

Today I wish to call up for you certain other manners and customs that also have faded, thank God. Only yesterday architects took the whole afternoon for lunch to get away from the morgue-like atmosphere of their offices. Only yesterday professional conversation was as cheerful as the moans from the mourners' bench at an A. M. E. funeral. Only yesterday processions of hungry draftsmen wore trails from office to office.

But times are changing. Quite recently we have seen processions of harassed architects searching frantically for draftsmen. Today—for the first time in this decade—we can compare the present with the past without sighing, and the future with the present without fear. Today—for the first time in this decade—we are facing a dawn rather than a sunset. This new day is still little more than a flush on the horizon. It is still pretty murky where most of us are, but hope has displaced despair or apathy. Life is once more a game that's worth the candle.

But this New Day, like all other new days, holds a challenge, a challenge for all of our institutions. For man's creations are no more exempt from the law of the survival of the fittest than Nature's own. Facism and Nazism, New Deals and Square Deals, Capitalism and Bolshevism, Townsendism, Chiroprody and the profession of Architecture may some day be under glass along with the stuffed carcasses of outmoded species in Time's great Smithsonian Institute. No institution, not even the church, can close its eyes and count on the inertia of the past to carry it through. The position which our honored profession shall hold in the future will depend upon the intelligence, energy, and clarity with which we meet our problems of today.

One of the problems that faces us is that of the Mass Production House. To some this seems an ogre, to others a blessing. It may well be that before we die we will find ourselves not only eating

out of tin cans, drinking out of tin cans, and riding in tin cans, but living in the damn things. If so, where does architecture fit into the picture?

Prefabrication, the advent of new materials, and the development of factory technique are playing an increasingly important part in the building industry. Ultimately they will revolutionize building procedure, office practice and even our relations with our clients. Are we keeping step?

Only recently has the country begun to dimly perceive the tremendous economic losses due to absence of group or community planning; and still dimmer is its idea of what can be done about it. The solution of this problem will be slow and difficult, but progress here will be what may keep architecture a respected profession rather than the concubine of the jerry builder and the belt-line house producer.

Government Subsidized Housing for the poor is another matter that vitally affects our profession. Most of our clients, being of the propertied classes, are strongly opposed to this, but there is a real social and economic problem causing the outcry for slum-clearance. Offhand, Government subsidization of housing seems a policy that would only be fair and effective if carried to its logical extreme of Socialization of all housing—which inflates the solution to such tremendous proportions that it would be comparable to taking the axe to the fly on baby's head. There is, however, a real problem at the base and our profession, with its knowledge of building and its trained analytic minds will be shirking its opportunity if it does not contribute materially to finding a real solution.

Not the least of the problems facing us is that of learning to design buildings that are logical and beautiful expressions of present day life and materials. This is the "better-mouse-trap" that may bring a path through all these foregoing jungles of ideas right up to our own door. But who knows which is the best mouse trap?

I have here touched on more or less abstract problems. Problems which will not be solved in this year or this decade. But there will be many concrete and immediate problems to face in the year before us. Problems such as the recent school program presented. Problems which will require a united effort for the common good. The first of these definite problems is that of repairing our im-

plement for united action. During the past five years the Institute, though with limited funds and reduced personnel, has ably demonstrated its value to the profession. It has been our point of contact with the various Federal Programs, our representative in Washington. Through its efforts the Architect has escaped being the completely Forgotten Man. But the Institute can retain its prestige only if it continues to represent the majority of the qualified members of the profession. During the past five years the Institute has lost many of its old members through retirement, death and financial disabil-

ity. During this same period of lull in building the new graduates have not been able to establish themselves in the profession, and hence our membership has not been replenished from this source. Thus has been produced a crisis in Institute affairs, grave enough for me to desire to leave with you in closing the earnest recommendation to the ensuing administration that energetic action be taken not only to retain those of our members who have accumulated a delinquency during these last years, but to enroll with us the new members that are a vital necessity for the continuance of the Institute.

Progress by Committee on Public Works

IN accordance with the resolution adopted at the Sixty-seventh Convention, the Committee on Public Works extended to the Secretary of the Treasury the advice and cooperation of the Institute in the improvement and perfection of public architecture in the Bureau under his jurisdiction.

Secretary Morgenthau responded to this tender of cooperation by inviting the members of the Public Works Committee to confer with his representatives to discuss the matter in a round table conference.

A full meeting of the members of the Public Works Committee and representatives from the Procurement Division of the Treasury Department

was held which has been followed by a series of conferences between sub-committees representing both groups of conferees, for the purpose of preparing an agenda of the essential questions involved for further discussion.

The Committee feels that these conferences offer a most encouraging prospect of helpful and constructive accomplishment and confidently hopes that they will have progressed so far by the time of the coming convention that some definite report of progress may be made.

FRANCIS P. SULLIVAN,
Chairman, Committee on Public Works.

Social Security Law

AT THE request of William Stanley Parker, Chairman, Committee on Construction Industry Relations, the following statement by Institute Counsel, concerning the relation of the Social Security Law to the members of the profession, is printed for the information of Institute Members.

"Articles in the press have doubtless made known to the members of the profession the fact that operative January 1, 1936, and with taxes payable some time after January 1, 1937, there has come into force the Federal Social Security Laws dealing in 1936 with Unemployment Insurance and prospectively in 1937 with Old Age and other social compensations. For the current year architects need only concern themselves with the Unemployment Insurance which is paid by employers at the rate

of 1% for 1936 upon the payrolls of any person or corporation employing eight or more people. This tax is not to be deducted from employees.

"In various States supplementary State legislation has been passed in order to enable the citizens of such States to get the benefits later on of the Federal Unemployment Insurance. Where no State laws have been passed the Federal tax is payable but the people in such States will get no benefit from the Federal Fund. Where State legislation has been passed, and has been approved by the Federal Social Security Board, a credit against the 1% tax payable to the Federal Government is allowed up to 90%.

"There are a great many variations of application of both the Federal and the various State laws so far enacted and we suggest to the members of

the profession that they keep in active touch with their local situation in respect to these laws. Particular attention should be paid, in drawing contracts, to the liability placed upon contractors and others for seeing to it that proper payments are made of these insurance taxes by subcontractors. We understand generally that the passing on of these taxes through the operations of builders has increased the cost of structural contracts from 7

to 8%. This percentage will vary in different localities and under different State laws but is a cost factor which architects must now carry actively in mind.

"From time to time we may make further announcements of facts concerning the operation of the Social Security Legislation as they affect the profession."

The Producers' Council

THE Producers' Council has, for some time, been studying various methods for extending their service to the architectural profession. The result of this study is presented in the first of a series of "Why"—data sheets, which accompanies the latest issue of *The Producers' Council Bulletin*.

This new data sheet has been designed to place before architects fundamental requirements in regard to the design, manufacture, installation and maintenance of various products entering into the

construction and equipment of buildings.

While each "Why" data sheet will be sponsored by a producer member of the Council, the sheet in each case will be designed to emphasize fundamentals rather than to advance or recommend a particular manufacturer's product. It is believed that these sheets can be made of real value to Architects and in order to achieve this objective, members of the Structural Service Committee of the Institute will assist in the editing of the data to be presented.

Civic Design

AT A recent meeting of the New York Chapter, attended by Mayor LaGuardia, Arthur C. Holden, Chairman of the Chapter's Committee on Civic Design, in furtherance of cooperation between Municipal authorities and the Chapter, submitted the following proposals:

1. **Liaison-Man.** One architect to work as liaison-man with the City Departments. It shall be his duty to obtain and coordinate information respecting streets and the services therein, including transportation, water, sewerage, and other public facilities, together with legal grades, etc. With the above there shall serve an assisting committee and two or three competent draftsmen.

2. **Survey.** One architect shall serve as Chairman of the group to gather and coordinate survey material already available as well as such additional material as may be required respecting use, condition, and economic status of properties in the neighborhood. Attached to the above group there shall be corps of technically trained field men to make contact with owners and mortgagees interested in the neighborhood and charged with the business of acquainting these private interests with the purposes of this committee.

3. **Preliminary Plan.** The district shall be divided into at least three and possibly five subdivisions for tentative replanning of private properties. A competent architect shall be in charge of the replanning of each subdistrict, and the members of his committee shall in turn be in charge of the replanning of blocks, special buildings, etc. Efforts shall be made to designate properties planned for group rebuilding and properties designated to be left for development or modernization by individual lots.

4. **Legal and Financial Preparation.** A special group shall be set up to draft necessary proposals for state and local legislation to assist and promote advance planning and group action by individual property holders. The removal of legal obstacles upon trustees should be emphasized in particular.

5. **Coordination.** An architect with City Planning experience should be appointed to coordinate all effort within the district and he should meet with and advise those acting for various committees above named. The chief coordinating architect shall control and coordinate public relations. He should also have the benefit of an advisory committee as well as other necessary professional and technical consultants.

6. **Ways and Means.** Funds should be immediately sought to promote a coordinated demonstration in district planning. The following suggestions are offered:

a. Request to the Federal Government for a grant to cover the making of plans adequate for the initiation of progressive replacement of a slum district.

b. The soliciting of funds on behalf of the City from private sources in order to demonstrate that such a type of planning is possible and useful.

c. The preliminary appropriation by the City of \$25,000 for the initiation of a first demonstration in local district planning.

d. Irrespective of whether alternates a, b, or c above are acted upon either severally or collectively, an active committee is suggested to be appointed by the Mayor to advocate a specific plan of approach; and it is suggested that the Mayor's Committee on City Planning be urged immediately to initiate a demonstration project in local district planning.

With the Chapters

(EXCERPTS FROM MINUTES, BULLETINS AND REPORTS)

Baltimore.

The Nineteen Hundred and Thirty-six Annual Meeting of the Baltimore Chapter of The American Institute of Architects was held at the Elkridge Hunt Club on the evening of January 30. In addition to a large majority of the membership including William G. Nolting, Director of the Institute for the Middle Atlantic Division, there were present as honored guests: Stephen F. Voorhees, President of the Institute; Charles D. Maginnis, Past Vice-President of the Institute; Emory Niles, honorary member and Counsel of the Chapter; Senator Clarence Perkins; Roland McKinney, Director of the Baltimore Museum of Art; Herbert Leimbach, Engineer for the Public Improvement Commission, and Mr. Mowbray of the Roland Park Company.

After dinner the Chapter President, James R. Edmunds, Jr., welcomed the guests in the name of the Chapter. He requested that the usual business of the Chapter be made as short as possible. After the election of the present officers for another year and the appointment of T. Worth Jamison to replace William D. Lamdin on the Executive Committee, Mr. Edmunds read a letter from the Governor of Maryland requesting the Chapter to investigate the expenditures incurred during the building of the Executive Mansion at Annapolis. The request was discussed from various angles and given careful consideration, and finally referred to the Executive Committee for appropriate action. Our out-of-town guests expressed considerable interest in the request of the Chief Executive of the State for the cooperation of the Chapter, and saw in it an unusual opportunity for the profession to be of public service.

At the close of this short business session, the Chapter members and guests had the pleasure of listening to the address of the President of the Institute, Stephen F. Voorhees.

Mr. Voorhees briefly outlined the aims of the Institute and reported upon the activities of the various standing Committees, and concluded his remarks with a reference to the Convention at Williamsburg in May. He expressed the hope that the Institute have a large attendance and that the members would leave Williamsburg, not alone with the knowledge of some innovation in detail or new mate-

rial, but that they would take with them renewed appreciation of the unity of interest and the culture that had made possible the original development of Williamsburg during the early days of the Colonies.

He was followed by Mr. Niles who spoke upon the nature of Architecture. Mr. Niles stated that in all the definitions that he had had occasion to refer to, he had found that beauty was the essential element, that this element of beauty was the distinct contribution of the Architect, and that all other elements in building could equally well be contributed by the Engineer. This ability to add beauty to utility he claimed was the proudest possession of the Architect and a talent that he should never fear nor hesitate to make known to the public. Although the Architectural profession has changed with the changing times, even as the legal profession, Mr. Niles said that he knew from his own experience, that no project could be too small for the rightful exercise of professional talents.

Charles D. Maginnis spoke on the "Crisis in Architecture," taking as his thesis the defense of tradition. It was evident from Mr. Maginnis' remarks that he considered that the crisis, fortunately, was aesthetic and not economic, as most people supposed. He spoke with the suave urbanity that one has come to associate with Boston, but with the added charm and good humor that is entirely his own. Under the delightful sauce and season of his talk was the sound solid substance of thoughtful reasoning. He spoke of the skyscrapers as the symbol of congestion, even though the prairie be just behind; of the ferry boat with the neutral lines favoring neither shore; of the modernistic designer avoiding the familiar; of the emotional appeal of the old and tried forms, and of the graciousness of romance as compared with the stark simplicity which presents an inscrutable claim to architectural beauty. His talk was all too short for those who listened to him, but the meeting finally came to an end and regretfully disbanded into the swirling snow of the January night.

Buffalo.

At the meeting of the Directors of the Chapter on January 9, John J. Wade, President, described a plan, sponsored by the FHA, through which high school students would be given the opportunity

to become familiar with procedure followed in a building operation. In this new course, the student would contact architects and realtors, select a building site, obtain a theoretical building permit, select materials and carry through a complete program, such as would be followed in the building of a model small home.

Mr. Wade asked that Architects cooperate with the FHA in this program, in the hope that through such cooperation a course in Architectural Appreciation may be made a part of every high school curriculum.

Mr. Wade requested the Chapter's indorsement of the Buffalo Planning Board's major street plan. After considerable discussion, the Chapter adopted the plan in principle, and expressed its desire that the City adopt the plan after certain modifications had been made. He called upon the Chapter to cooperate with the Planning Board in the preparation of sketches for the improvement of certain business blocks. Mr. Wade pointed out that such participation by the Chapter would lead to valuable publicity and focus the attention of the public on the Chapter's services to the City.

The meeting adjourned to enable the members to enjoy the addresses and moving pictures as had been previously arranged.

Central New York.

The Annual Meeting of the Chapter was held in the Hotel Onondaga on January 18.

The following Officers were elected for 1936:

- CONWAY L. TODD, Rochester, N. Y. *President*
- CLEMENT R. NEWKIRK, Utica, N. Y. *Vice-President*
- WALTER V. WIARD, Rochester, N. Y. *Secretary*
- WALLACE P. BEARDSLEY, Auburn, N. Y. *Treasurer*
- JAMES A. RANDALL, SYRACUSE, N. Y. *Director*

The meeting was largely attended, over 40 being present, and much enthusiasm was shown as to the future of the profession.

The Chapter was fortunate in having at the meeting Charles Butler of New York, who presented a most interesting address on the educational side of the profession.

Richmond H. Shreve, Regional Director of the New York District, was present and gave a most enlightening talk on the business relations between Architect and client.

M. L. King of Syracuse spoke on taxation, and Professor R. T. Hoyle of the Syracuse College of Forestry gave an illustrated lecture on the "Grading of Woods."

Designation of Williamsburg for the Annual Convention was received with much enthusiasm.

Cincinnati.

The high-point of the Annual Meeting of the Chapter, held in Cincinnati on January 21, was the annual address of President Martin.

President Martin recounted the many accomplishments of the Chapter during the past year, and indicated that the prospects for increased activities for 1936 were most encouraging.

There was an extended discussion concerning the advisability of continuing the Architects' Advisory Council, and it was finally decided that the Executive Committee be empowered to appoint a new Advisory Council consisting of only a few members, sufficiently competent to adequately serve the Chapter's interests.

Officers for the year 1936 are as follows:

- H. P. VAN ARSDALL *President*
- CHARLES R. STRONG *Vice-President*
- GEORGE F. ROTH, JR. *Secretary*
- REED F. STOCKDALE *Treasurer*
- GEORGE MARSHALL MARTIN *Director*

Cleveland

By courtesy of Harry L. Shupe we publish his entertaining account of a recent meeting of the Cleveland Chapter.

On the evening of February fourth, there assembled within the hospitable walls of the famous Hermit Club a right goodly fellowship of Architects, who foregathered in honor of the visit to Cleveland of the esteemed President of the Institute, Mr. Stephen F. Voorhees, who like other wise men, came from the East, whence cometh our Culture, Baked Beans and Wooden Nutmegs.

The number of our brethren who attended was most heartening, probably the largest gathering of architects ever held in Cleveland, giving evidence of ameliorating financial conditions, and the personnel was not less pleasing, as many old and fondly remembered faces were in smiling evidence,—and from widely remote parts, even unto Toledo, "out where the West begins," and from Columbus, the Capital, where the trouble begins, and even from Pittsburgh, that sooty citadel of steel,—they all came to join us in our proper devoir.

While we all felt that we were greatly honored by the visit of these Great Ones, we being of Cleveland, and thoroughly steeped in its atmos-

phere of simplicity and democracy, were not a bit abashed at meeting them. Our honored guest further added to the quaint and homey atmosphere by smoking a corncob pipe, which gave every evidence of long and faithful service.

The brief but colorful ritual of paying homage to Bacchus preceded the dinner, which passed off amid a flow of harmless jests and quaint bon mots.

Then in due time, Mr. Alexander Robinson, our Chapter president arose and called the meeting to order, a quite unnecessary gesture, as the meeting had not up to that time got out of order, strict decorum still being the order of the day. He introduced Mr. Ingham, the Institute Secretary, who briefly responded, the tenor of his remarks being that what he would say should only be construed as light firing, preceding the heavy artillery. After this, our urbane Mr. Robinson admitted that to another member of the Cleveland Chapter was due the honor of introducing our guest, whereupon arose Mr. Walter McCornack, (who has done his best to carry out Whittier's injunction "a school-house plant on every hill") who informed us that Mr. Voorhees was our guest, and that he would make a speech.

Like other Presidential messages, it dealt with the "state of the Nation," architecturally, and stressed the fact that we are facing a decade of improved conditions for our profession. He indicated a constructive policy for future development, and pointed out the need for new Institute members. He closed with an urgent appeal for a large attendance at the Williamsburg convention.

Those who heard him felt that his visit here has heartened us, and his story of Institute activities, carried on during these depressing years convinced us again that it is still a vital force, true to the ideals and aims of its founders.

Detroit.

At the January meeting of the Chapter, President Harley announced that the meeting would take the form of an open forum, and suggested that the topic of conversation be an appraisal of the value of the Institute to its members. During the discussion it was pointed out that the value of the Contract Documents alone was worth many times Institute dues, inasmuch as the documents have always been recognized by the courts, where other contracts have fallen down.

The immediate adoption of a Zoning Law for

the City of Detroit was advocated. Lancelot Sukert (Architectural Adviser to the FHA) told of his experiences in connection with Detroit's housing problem.

The meeting was concluded by Mr. Sukert reading the address, which he delivered over the radio.

Georgia.

The annual meeting of the Chapter was held in Atlanta on January 13, and was attended by the following members:

A. TEN EYCK BROWN	W. J. SAYWARD
J. H. GAILEY	WILL W. GRIFFIN
GEORGE H. BOND	HAROLD BUSH-BROWN
R. B. LOGAN	OLLIVIER J. VINOUR
ARTHUR NEAL ROBINSON	ERNEST D. IVEY
F. P. SMITH	H. C. McLAUGHLIN

JOSEPH W. COOPER, JR.

Various Committee reports were read and accepted. Mr. Bush-Brown, reporting for the Educational Committee, stated that a majority of the Chapter Members were in favor of the "Mentor" system. The "Mentor" system is to be the subject of study in subsequent meetings.

The Chapter has formed what is known as the "Atlanta Architects Association" to deal with various municipal projects, and hope was expressed that the Association would continue as a live entity. The Association will act as an advisory committee to the Atlanta Board of Education.

The high-light of the meeting was the annual address of President H. C. McLaughlin, which is printed in full elsewhere in these pages.

Officers for 1936 are as follows:

H. C. McLAUGHLIN.....	President
M. A. TUCKER.....	Vice-President
J. C. DENNIS.....	Second Vice-President
JOSEPH W. COOPER, JR.....	Secretary
J. H. GAILEY.....	Treasurer

Kentucky.

The first meeting of the Chapter at which the new President, C. Julian Oberwarth, presided, was held in Louisville on January 9.

President Oberwarth, in his opening address, stressed the importance of regular attendance of the members at Chapter meetings.

Carl Epping presented a communication from the Lumbermen's Association in which the Association requested that the Chapter assume the responsibility of the preparation of plans for the model home to be displayed at the "Better Home Show" on February 28.

Discussion was deferred until the open meeting, which was held after dinner, at which Architects, not members of the Chapter, were present.

Thomas J. Nolan brought to the attention of the Chapter the fact that certain PWA projects were being handled by non-registered Architects, and suggested that the proper authorities be informed of the situation.

Mississippi.

The annual meeting of the Chapter was held in the Robert E. Lee Hotel on January 14.

The Minutes of previous Meetings, and various Committee Reports, were read and approved.

The President reported that there was a scarcity of draftsmen in the area, and that it would be impossible to proceed with the Historic Buildings Survey until men were available.

A discussion ensued relative to the present tendency of the Mississippi FHA to accept plans prepared by building material concerns. This tendency was deplored, and the Chapter was urged to take vigorous action to stress upon the FHA in the Mississippi District the importance of architectural services.

Officers for the year 1936 are as follows:

- E. E. NORWOOD.....*President*
- JUAN G. LANDRY.....*First Vice-President*
- FRANK P. GATES.....*Second Vice-President*
- JAMES R. STEVENS, III.....*Secretary-Treasurer*

Nebraska.

The annual meeting of the Chapter was held at the Joslyn Memorial, Omaha, Nebraska, on February 1.

President Steele, after receiving reports from various Committee Chairmen, read communications from The Octagon in regard to members who were delinquent in the payment of their dues. Ways and means of retaining delinquent members were discussed, and the hope was expressed that all members in arrears would be able to meet the requirements of the Institute.

The President also read a letter from the City Improvement Council requesting that one or more members of the Chapter be named to meet and work with the Council in the furtherance of its efforts toward improvement of the city. Alan McDonald and Wm. L. Steele were named to serve as the Chapter's representatives on the Council.

All present Chapter officers were unanimously elected to serve during 1936.

Preparations are being made for the assignment of delegates to the Convention at Williamsburg in

May, and the Secretary was authorized to issue delegate credential cards to those members elected to serve.

The President made a brief address expressing his belief in the early improvement of general business conditions and his hope that such improvement would result in greater interest and activity in the Chapter.

New York.

President Upjohn, at a recent meeting of the Executive Committee of the Chapter, read a communication from Alfred Kocher, Chairman of the Chapter's Committee for Enlarging the Field of Professional Practice, reporting that much interest was shown throughout the country in the Chapter's competition for low-cost houses, which was held last year.

Mr. Kocher suggested that inasmuch as it is evident that the public is keenly interested in this phase of building, that other Chapters of the Institute be urged to hold similar competitions. Stewart Walker suggested that Mr. Kocher's letter be sent to the Convention Program Committee.

New York's coming World's Fair was one of the principal topics of discussion. Mr. Upjohn read a letter from Mr. William A. Kimball, President of the New York Chapter of the American Institute of Decorators, offering their cooperation and stating that they had had communications with Mr. McAneny and would like to be included in any consideration of recommendations to the World's Fair Corporation. Mr. Harmon spoke on the work of that Institute in establishing higher standards of professional practice and Mr. Upjohn agreed to answer Mr. Kimball's letter expressing appreciation of their offer.

Mr. Walker explained Mr. Solon's idea of having the eight societies present a joint recommendation to the World's Fair Corporation. It is understood that the Chapter will have a committee of three meet with the other societies sponsored by the League.

Mr. O'Connor brought up the question of solicitation having been made for a World's Fair Special Information Bureau. The Executive Committee agreed that the members of the Chapter should be cautioned about participating in any such groups until their function and authenticity were established.

The President discussed the possible moving of the Chapter office to the League building. It was moved and carried that a committee be appointed to

look into the details of the matter and to report upon it.

Philadelphia.

William G. Nolting, Director of the Middle Atlantic Division, was the guest of the Chapter at its meeting in the Architects Building on January 13.

Mr. Nolting spoke of the importance of the Chapter making every effort to retain its membership, and also spoke enthusiastically of the arrangements and program for the Convention to be held in Williamsburg in May.

John Harbeson moved that a committee of three or five be appointed by the President of the Chapter, including Mr. Shay, to draw up a statement of position on the question of the making of free promotional sketches for presentation to the Chapter for action, and the advisability of forwarding these to the Institute.

This motion was seconded by John Sinkler and passed unanimously.

Pittsburgh.

The Annual Meeting of the Chapter was held at the Harvard-Yale-Princeton Club on January 21, and was especially well attended.

Various Committee reports were read and accepted.

It was announced that Lawrence Wolfe will be the director of the Historic American Buildings Survey for the Pittsburgh District.

The Secretary read a letter from Mr. Kast, of the State Board of Examiners of Architects, regarding the appointment of Charles T. Ingham to the Board, and requested advice as to procedure.

The election of delegates to the Williamsburg Convention was announced as follows:

Marlier and Reutti, *ex-officio*; Boyd, Wolfe and Stotz, with Palmgreen the first alternate and Viehman the second alternate.

The retiring President, Harvey Schwab, after delivering his annual address, presented the new President, Raymond Marlier, who concluded the meeting with a brief discussion of Chapter activities for 1936.

As of Interest

Exhibition of Colonial Architecture—Williamsburg and Vicinity.

Le Roy E. Kern, Institute Member, offers to any Chapter of the Institute that may be interested a collection of photographs of Colonial Architecture, showing many of the best examples of the early period in Williamsburg, Yorktown, Tappahannock, and other Tidewater places.

The photographs are uniformly mounted, of an average size of 14" x 18", and comprise a total of about forty selected views.

Mr. Kern will gladly lend these photographs to any Chapter which wishes to show them at a pre-convention meeting. There will be no charge, except transportation to and from Washington.

Address Mr. Kern, in care of The Octagon, Washington, D. C., in this matter.

Metal Lath—Simplified Practice.

The Octagon has received from the Department of Commerce "Simplified Practice Recommendation R3-28" on Metal Lath, being a report on the elimination of waste through simplified commercial practice.

This pamphlet should be of interest to the pro-

fession, and Architects desiring a copy should address their request to Mr. W. E. Braithwaite, Division of Simplified Practice, National Bureau of Standards, Washington, D. C.

My Life in Architecture.

By Ralph Adams Cram. After half a century of activity in his profession Ralph Adams Cram has achieved an enviable position. As one of the leading exponents of the Gothic in this country he has unquestionably exercised enormous influence. His work started in a period marked by contented vulgarity in architecture. The story of his life in architecture is the story of the slow progress out of that period, and of the men of vision and courage who wrought the change.

Mr. Cram's life has been a full one. His interests have been diverse. He has traveled widely. He has written a score of books dealing with art, history and sociology. In "My Life in Architecture" he tells, with characteristic modesty, the story of his professional career from the time when, at the age of seventeen, he left his New Hampshire home to become an architect. Characteristically, too, he tells much in his book of the notable groups of young

men who were adventuring with him in his own field and in the allied arts.

Mr. Cram represents an era. He is one of its most noted representatives. The story of his professional career will interest scores of people, be

they romantics or realists, professionals or laymen.

With 28 illustrations and frontispiece—Price \$3.50. Publisher: Little, Brown & Company, Boston, Mass. Orders should be sent direct to the publisher.

Applications for Memberships

March 5, 1936.

NOTICE TO MEMBERS OF THE INSTITUTE:

The names of the following applicants may come before the Board of Directors, or its Executive Committee, for action on their admission to the Institute, and if elected, the applicants will be assigned to the Chapters indicated:

- Alabama Chapter* - - - - - EARLE GUTHRIE LUTZ, JR.
- Cincinnati Chapter* - - - - - PAUL PRINCE WIANT
- Cleveland Chapter* - - - - - RICHARD HAWLEY CUTTING, ANTHONY THORMIN
- Florida South Chapter* - - - - - GEORGE H. SPOHN
- Grand Rapids Chapter* - - - - - JOHN P. BAKER
- Minnesota Chapter* - - - - - PAUL W. JONES, DALE ROBERT McENARY
- New Jersey Chapter* - - - - - LEONARD G. FEINEN
- New York Chapter* - - - - - ELLERY HUSTED, RICHARD A. KIMBALL, AUGUSTE L. NOËL
- Northern California Chapter* - - - HARRY M. MICHELSEN
- Oregon Chapter* - - - - - PIETRO BELLUSCHI, MARGARET GOODIN FRITSCH, GEORGE H. JONES, ROWE DAVIS KENNEDY
- St. Louis Chapter* - - - - - RUSSELL ORRIN DEETER
- South Carolina Chapter* - - - - - STEPHEN THOMAS
- Southern California Chapter* - - - EDGAR BISSANTZ, HARBIN F. HUNTER, DONALD BEACH KIRBY, BEN HILLIARD O'CONNOR, HERBERT J. POWELL
- Southern Pennsylvania Chapter* - - ROLF G. LODDINGAARD
- Tennessee Chapter* - - - - - GRANBERY JACKSON, JR.

You are invited, as directed by the By-laws, to send privileged communications before April 5, 1936, on the eligibility of the candidates for the information and guidance of the members of the Board of Directors on their final ballot. No applicant will be finally passed upon should any Chapter request, within the thirty-day period, an extension of time for purpose of investigation.

CHARLES T. INGHAM,
Secretary.

NOTICE TO MEMBERS

OF

The American Institute of Architects Amendments to By-laws

IN accordance with the provisions of the By-laws of The Institute, notice is hereby given that the Board of Directors will propose to the Sixty-eighth Convention at Old Point Comfort and Williamsburg, Virginia, May 5, 6, 7, and 8, 1936, for its adoption amendments to various parts of the By-laws to accord with various sense of the meeting motions voted by the Sixty-seventh Convention.

The Board believes that a better comprehension of the amendments can be had if it presents the entire By-laws in this issue of THE OCTAGON, as they will be if amended according to its recommendations. Therefore, the parts of the By-laws to which amendments are proposed are printed on the white pages that follow and the parts to which amendments are *not* proposed are printed on the blue pages that follow the white pages, *the numbers and titles only* of the chapters, articles, sections and paragraphs of the latter parts being printed for reference purposes in their proper places in the text of the amended parts of the By-laws. You can therefore read the complete By-laws, as they will be if amended according to the recommendations of The Board, by reading the amended parts on the white pages and referring to the blue pages as the references thereto occur.

The Board at its last meeting carefully considered the complete By-laws by chapter, article, section, and paragraph. It made such amendments as were necessary and within its power and rearranged the order of the subject matter so as to bring all provisions relating to a single subject into one place as far as that seemed practicable: for instance, under *Fees and Dues*, Article 2 of

Chapter I, it included the provisions which relate to fees and dues in the existing Article 1 of Chapter X and in Article 3 of Chapter V.

The rearrangement and editing renders difficult a direct comparison of the subject matter in the recommended By-laws with the subject matter of the existing By-laws, but directly opposite each part of the By-laws, as printed on the white and the blue pages, is a marginal reference *in italics* to the relevant chapter, article, section, or paragraph in the existing By-laws, and the former Constitution merged therewith by action of the Sixty-seventh Convention.

The Board offers the amendments as they are herewith presented for your earnest consideration, trusting that as far in advance of the Convention as possible every Chapter will submit to The Board any suggestions that it may develop, and particularly requests that the delegates come to the Convention prepared to adopt the amendments as they stand or as they may be amended from the floor. It is essential for the orderly conduct of Institute affairs that the By-laws be amended at the next Convention.

Rules of The Board to supplement the By-law provisions, covering procedure principally, will be adopted by The Board as a working document after the close of the Convention, and as soon as funds are available therefor The Board will publish the By-laws and such Rules for distribution to the membership.

The Board of Directors

BY CHARLES T. INGHAM,

Secretary.

March 1, 1936.

PROPOSED TEXT AND RESOLUTIONS

FOR

Amending Certain Portions of the By-laws of The American Institute of Architects

THE amendments to the By-laws that will be proposed by the Board of Directors to the Sixty-eighth Convention of The Institute for its adoption are set out on white pages 19 to 43, inclusive of this OCTAGON.

Attention is called to the Notice of The Secretary on the opposite page, wherein it is explained that parts of the existing By-laws have been transferred from one place to another; that parts have been edited and amended by The Board; that those parts of the By-laws contained on the white pages will be offered to the Convention by The Board as amendments; that all other parts of the By-laws to which amendments are not proposed are printed on the blue pages in this OCTAGON and are covered by references in the proper places on the pages containing the parts offered for amendment; and that the comparative text in the existing By-laws or former Constitution can be found by turning to the chapter, article, section, and paragraph indicated *in italics* in the margins. The marginal references are to "By-laws" unless "Former Constitution" is designated.

In proposing the amended By-laws, The Board will offer a series of resolutions as follows:

- First*—Resolution A—to approve the rearrangement of the By-laws as indicated by the titles of the various chapters, articles and sections;
- Second*—Resolutions B to R inclusive, one for each of the 17 chapters of the By-laws, to approve the new or amended subject matter in the respective chapters as printed on the white sheets, and to approve the same when combined with the parts printed on the blue sheets, or to approve the same as printed on the blue sheets only if such be the case, as the respective chapters of the By-laws;
- Third*—Resolution S—to approve and adopt the By-laws complete and fix the time they become effective.

THE BY-LAWS

AMENDMENTS TO THE BY-LAWS

The Board will offer to the Sixty-eighth Convention the following resolution to adopt the arrangement of the By-laws;

RESOLUTION—A—

Whereas, the Board has rearranged various parts of the By-laws as directed by the Sixty-seventh Convention, and the arrangement of the complete By-laws is indicated by the titles of the chapters, articles, sections and paragraphs printed on the white pages 19 to 43, inclusive, and on

the blue pages 45 to 83, inclusive, of The Octagon issued in March, 1936; be it

Resolved, that the arrangement of the subject matter of the By-laws by chapters, articles, sections, and paragraphs as indicated by the said titles on said printed pages be and hereby is approved and adopted as the arrangement of the subject matter of the By-laws, subject to amendments thereto made by this Convention.

The newly arranged By-laws are referred to in the resolutions that follow as the Revised By-laws, and the parts thereof as the Revised Chapter, Revised Article, Revised Section or Revised Paragraph, as the case may be.

*Amendments to the By-laws—Continued***AMENDMENTS RELATING TO CHAPTER I**

The Board will offer to the Sixty-eighth Convention the following resolution to amend parts of the Revised Chapter I.

RESOLUTION—B—

Resolved, that the amendments to the Revised Chapter I.

Article 1,

Sections 2, 3, and 4, and

Article 2,

Section 1,

Section 4, paragraphs (b), (c), and (d),

Section 6,

Section 7, paragraphs (a) and (c),

as printed below, be and hereby are approved and adopted as said paragraphs and sections of said articles of Chapter I, and be it further

Resolved, that said sections and paragraphs of said Articles 1 and 2, when combined with

Section 1 of Article 1 and with

Sections 2 and 3,

paragraphs (a) and (e) of Section 4,

Section 5, and

paragraphs (b), (d) and (e), of Section 7, of Article 2,

of said chapter as printed on the blue pages, shall constitute and be Chapter I of the By-laws of The Institute.

CHAPTER I**ORGANIZATION, COMPOSITION AND GENERAL POWERS****Article 1. Organization.****Section 1. Name.**

(No amendment proposed; see blue sheet for text.)

Section 2. Objects.

The objects of The American Institute of Architects shall be to unite in fellowship the architects within its domain; to promote the solidarity of the profession; to advance education in architecture and in the arts and sciences allied therewith; to forward the profession and make it of ever increasing service to society.

Section 3. Domain.

(a) The domain of The Institute shall be the United States of America and its territories and possessions.

Wherever the word *state* is used as a noun in these By-laws, it shall mean any state, the District of Columbia, or any territory or possession of the United States.

(b) The Institute shall operate in each state through its chapters and the state association member in the state.

Section 4. Composition.

(a) *Kinds of Members.* The Institute is a non-profit membership corporation incorporated and operated under and by virtue of the laws of the state of New York. It shall include two kinds of members; individual members, called corporate members, and state association members. In these By-laws each such member is referred to in the masculine gender, and the term *member* without a prefix applies to both an individual and a state association member.

(b) *Classification of Memberships Permitted.* Corporate members may be grouped into one or more classes according to their respective interests, rights and privileges in The Institute.

(c) *Memberships Conferred.* Every corporate member of The Institute *ipso facto* shall be and remain a member of the chapter and the state association member within the territory of which he resides or has his principal place of business, until his membership in The Institute is terminated.

(d) *Status of Members Unaffected by Amendments.* The status of a member admitted prior to an amendment of the By-laws relating to the eligibility or qualifications for membership shall not be changed because of the amendment.

Article 2. Dues and Fees.**Section 1. Right to Levy Dues and Fees.**

The delegates at an annual or other duly called meeting of The Institute may establish and fix annual dues to be paid to it by members, and admission fees to be paid to it before their admission to membership, but no assessment shall be levied on or collected from any member.

Section 2. Admission Fees.

(No amendment proposed; see blue sheet for text.)

Section 3. Annual Dues.

(No amendment proposed; see blue sheet for text.)

Former
Constitution
Article III

Chapter V
Article 2
Section 1

Former
Constitution
Article III

Former
Constitution
Article V
Section 2

Chapter X
Article 1
Section 1

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Article II

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Section 4. Default of Annual Dues.

(a) *Members in Default.*

(No amendment proposed; see blue sheet for text.)

(b) *Default Suspends Membership Rights.* The membership of a member not in default on the first day of a fiscal year of The Institute but in default at the close of the last day of said year, *ipso facto* shall be suspended at the close of the last day of the fiscal year in which the default occurs.

(c) *Suspension Period and Termination of Membership for Default.* The Board may carry the name of a member suspended for default on the membership rolls for not more than twelve months after his membership has been suspended as prescribed in paragraph (b) of this section, during which period he may restore his membership by paying his indebtedness, without applying for readmission. If such suspended member is in default at the end of said twelve months period of suspension, then *ipso facto* his membership shall terminate.

(c-1) On or before thirty days before the end of the fiscal year of suspension The Secretary shall give the suspended member a final notice in writing of the amount of his default and of the impending termination of his membership. Other than giving this final notice, The Institute shall not be required to notify any member of his default to The Institute or of the penalty therefor; provided, that a due bill for the annual dues for the fiscal year in which his default occurred has been mailed to him at the beginning of the said year.

(d) *Termination of Memberships for Indebtedness to Chapters.* The Board shall terminate the membership of any corporate member who is indebted to the chapter to which he was assigned or transferred upon the written request of the governing board of the said chapter. Upon receipt of such request, The Secretary shall give the corporate member written notice of the impending termination, and The Board shall act thereon at its first meeting 30 days or more after the sending of the said notice.

(e) *Posting of Names.*

(No amendment proposed; see blue sheet for text.)

Section 5. Remission of Fees and Dues.

(No amendment proposed; see blue sheet for text.)

Section 6. Exemption from Dues by Retirement.

(a) *Qualifications for Retirement.* A corporate member who has been a corporate member in good standing in The Institute for not less than fifteen successive years immediately preceding the date of his application for retirement and either has attained the age of seventy years or is incapacitated and unable to engage in any vocation may be exempted by The Board from the payment of annual dues to The Institute. Under exceptional conditions and circumstances in any individual case, The Board may lessen the requirement of the period of good standing but no other requirement.

(b) *Retirement Effective in Chapters and State Association Members.* Exemption from annual dues by retirement shall be effective in The Institute and in the chapter and the state association member to which the member so exempted belongs by virtue of his membership in The Institute.

(c) *Member Emeritus.* A member exempted from the payment of annual dues by retirement shall be entitled to print or otherwise to use the title *Member Emeritus* written in full after the initials *A. I. A.* or *F. A. I. A.* as the case may be, and his interests, privileges, rights, titles, and liabilities as a corporate member shall be unabridged and unchanged because of his exemption.

(d) *Title "Retired Member" Discontinued.* Every member of The Institute heretofore exempted by retirement from the payment of annual dues and titled *Retired Member* shall *ipso facto* become a *Member Emeritus*, and the title *Retired Member* shall cease and terminate upon the adoption of this Section 6. The Secretary shall notify each such member to that effect.

Section 7. Exemption from Dues by Life Membership.

(a) *Life Membership.* A corporate member may become exempt from the payment of annual dues to The Institute by the payment to The Institute of a fee of five hundred dollars, the acceptance of which by The Board shall constitute him a member of The Institute for life and exempt him thereafter from the payment to it of annual dues; provided, that a full fiscal year of the

Chapter I
Article 10

Chapter F
Article 3
Section 3

Chapter X
Article 1
Section 5(d-1)

Chapter X
Article 1
Section 5(d)

Chapter F
Article 3
Section 3

Chapter F
Article 3
Section 3

Chapter X
Article 1
Section 5(d)
Section 5(e)

Chapter X
Article 1
Section 5(d)

Chapter X
Article 1
Section 4(a)

Institute must elapse after the said acceptance of said fee before the exemption from dues shall become effective.

(b) *Life Membership Fee in Installments.*

(No amendment proposed; see blue sheet for text.)

Chapter I
Article 11

(c) *Extent of Exemption.* A member for life shall not be exempt, because of his life membership in The Institute, from the payment of the annual dues of the chapter or of the state association member to which he belongs, nor exempt from the termination of his membership for unprofessional conduct or for his default in dues to the said chapter.

(d) *Life Member.*

(No amendment proposed; see blue sheet for text.)

(e) *Refund of Life Membership Fee.*

(No amendment proposed; see blue sheet for text.)

AMENDMENTS RELATING TO CHAPTER II

The Board will offer to the Sixty-eighth Convention the following resolution to amend parts of Revised Chapter II.

RESOLUTION—C—

Resolved, that the amendments to the revised Chapter II.

Article 1,

Section 1 to 4 inclusive, and

Section 6 to 10, inclusive,

as printed below, be and hereby are approved and adopted as said sections of said articles of Chapter II, and be it

Resolved, that said sections of Article 1 of Chapter II, when combined with

Sections 5 and 11 of Article 1 and with Article 2, of said chapter as printed on the blue pages, shall constitute and be Chapter II of the By-laws of The Institute.

CHAPTER II

MEMBERSHIPS

Article 1. Corporate Memberships.

Section 1. Eligibility and Qualifications for Corporate Membership.

(a) *Eligibility.* Every architect residing in the

domain of the Institute may apply for admission to corporate membership.

Former
Constitution
Article III
Section 2

(b) *Qualifications.* Prerequisite to his admission to corporate membership, every applicant therefor must satisfy the Board of Examiners of The Institute that he has adequate and proper professional qualifications, an honorable standing in the profession and in his community, and is able to undertake the pecuniary obligations of the membership.

Chapter I
Article 1
Section 1

(c) *Declarations Required in Application.* Prerequisite to his admission to corporate membership, the applicant in his application must declare that he has read the By-laws of The Institute and its rules of practice, and that he understands the rights and privileges granted to and the duties, responsibilities and obligations undertaken by a corporate member. He must further declare that he will abide by and uphold the said By-laws and rules of practice and the adopted rules and regulations supplementary thereto, and that he will abide by and uphold the By-laws, rules and regulations of the chapter and of the state association member of which he becomes a member.

(d) *Existing Individual Memberships.* Every active member, retired member, fellow and life member of The Institute at the time this section of the By-laws goes into effect is and shall be a corporate member of The Institute, and every person who has duly applied for active membership prior to said time, if admitted, shall be a corporate member, and every member who acquired certain inalienable rights in The Institute as a member of the membership class which was discontinued in 1916, may retain such rights and his existing status in The Institute, subject to the provisions of these By-laws.

Section 2. Applications for Corporate Membership.

(a) *Applicant's Indorsers.* An architect may be proposed for corporate membership by any two or more corporate members, and, except under the circumstances described in paragraph (c-1) of this section, must be vouched for and his admission recommended by action of the governing board of the

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chapter within the territory of which he resides or has his principal place of business at the time his application for such membership is filed.

(b) *Filing of Applications.* Every architect desiring such membership shall make a written application therefor, in duplicate, in accordance with the rules fixed by The Board, and shall file one copy with the said chapter and one with The Secretary.

(c) *Chapter's Action on Applications.* Every such application so filed with a chapter must be acted on promptly by the governing board of the chapter and its action thereon certified to by its president or secretary. When the said officer has so certified, the application shall be sent to The Secretary.

(c-1) If the chapter fails to act thereon within a reasonable time, then The Secretary shall notify the chapter of its failure. If the chapter thereafter fails to act thereon within thirty calendar days, then The Secretary may proceed with the application without the recommendation of the chapter.

Section 3. Examinations of Applicants for Corporate Membership.

(a) *Secretary's Action on Applications.* If The Secretary finds from the application that the applicant has been duly proposed, that his application has been duly made, and that his check payable to The Institute has been duly filed, then The Secretary shall deliver the application with its vouchers and recommendations to the Board of Examiners.

(b) *Board of Examiner's Action on Applications.* The Board of Examiners shall examine each said application as to the eligibility of the applicant and as to his qualifications for membership. If it deems any of the evidence submitted by the applicant to be insufficient it may demand exhibits of his works from him or that he shall appear before it for examination, or both.

(b-1) If the said applicant fails to comply with such demand within the time fixed, then *ipso facto* it may be deemed that he has not qualified for admission.

(b-2) If the applicant has been examined as to his professional qualifications by a state board whose examinations are satisfactory to the Board of Examiners and has had issued to him by said state board, as a result of such examination, a license or

certificate of registration permitting him to practice architecture within the state, then the Board of Examiners may waive further examination of his professional qualifications.

(b-3) If the Board of Examiners determines from its examination that the applicant is eligible and fully qualified for membership, it shall so report to The Board by endorsing its findings on the application.

Section 4. Admission to Corporate Memberships.

(a) *The Board's Action on Applications.* When the Board of Examiners has passed favorably on the qualifications of the applicant and the application with its favorable endorsement thereon has been received by The Board, then The Board or the committee to which it has delegated the power of election under the authority of Chapter VII, Article 4, Section 3, paragraph (a-2) of these By-laws shall vote on said application. If said vote elects the applicant to corporate membership, then The Secretary shall declare him admitted to such membership and notify him to that effect, issue to him the certificate of corporate membership, enroll him as a corporate member, and assign him to membership in the chapter and in the state association member within the territory of which he resides or has his principal place of business, as the applicant shall elect.

(b) *Enrollment of Corporate Members by Chapters and State Association Members.* Upon receipt of said notice of the admission of the new member, the said chapter and state association member shall each enroll him as a member, without requiring him to pay an admission fee therefor, and shall announce his membership in their respective official bulletins and at their next regular meetings.

Section 5. Admission Denied.

(No amendment proposed; see blue sheet for text.)

Section 6. Resignations of Corporate Members.

A corporate member may resign from The Institute if he is in good standing and is not under charges of unprofessional conduct. To resign, he must do so in writing direct to The Secretary, and if The Secretary finds the member is qualified to resign on the date he receives the resignation, then the resignation shall be effective as of that date.

Chapter 1
Article 3

Chapter 1
Article 2
Section 1 and
Article 3

Chapter 1
Article 3
Section 1

Chapter 1
Article 2
Section 3 (a)

Chapter 1
Article 6
Section 1 and
Section 2

Chapter I
Article 8
Section 1

Section 7. Transfers of Corporate Memberships.

The Secretary may transfer the assignment of a corporate member from one chapter to another chapter or from one state association member to another state association member, because of a change in the legal residence or principal place of business of the member; provided, that the member is not in default for annual dues to the chapter or state association member from which he is to be transferred.

Section 8. Memberships Permitted in More Than One Chapter and State Association Member.

Former
Constitution
Article V
Section 2

A corporate member, without action by The Institute, may become a member of any chapter or of any state association member other than those to which he was assigned, but he shall vote for delegates and on matters affecting The Institute and shall be listed in The Annuary only in the latter organizations.

Section 9. Readmissions to Corporate Memberships.

Chapter I
Article 9

(a) *Eligibility for Readmissions.* A person whose corporate membership has been terminated may be readmitted to The Institute; provided, that he is eligible for admission at the time of his application for readmission, that he is not then indebted to The Institute or to any chapter or state association member and that he has not been convicted or had a judgment rendered against him for dishonest practice, slander, libel, or criminal act.

Chapter I
Article 9

(b) *Method of Readmitting.* An applicant for readmission to corporate membership must have the qualifications of an original applicant at the date he applies for readmission, but The Board may not require him to furnish evidence of such qualifications and may remit all except \$5.00 of his admission fee. Otherwise his application, advance payments, and the procedure of readmitting him shall be as required for admitting an original applicant.

Section 10. Special Privileges of Corporate Members.

Chapter I
Article 5

(a) *Titles of Corporate Members.* Every corporate member in good standing shall have the right and privilege to print and otherwise use, in connection with his practice and works, the initials *A. I. A.* as a suffix to his name, and the titles *Member of The American Institute of Architects, Member of the* (insert name of chapter) *Chapter, The Amer-*

ican Institute of Architects, Member of the (insert name of state association member) *The American Institute of Architects.*

(b) *Literature to Corporate Members.* Every corporate member in good standing shall be entitled to have his name published in The Annuary and to receive The Bulletin, The Proceedings, and The Annuary from The Institute and all similar publications of the chapter and of the state association member to which he belongs. He shall also be entitled to receive and acquire other documents and literature from The Institute and from the said chapter and state association member at and for such terms as their respective governing boards shall fix from time to time.

Chapter XI
Articles 1
2 and 3

Section 11. Termination of Corporate Memberships.

(No amendment proposed; see blue sheet for text.)

Article 2. State Association Memberships.

(No amendment proposed; see blue sheet for text.)

AMENDMENTS RELATING TO CHAPTER III

The Board will offer to the Sixty-eighth Convention the following resolution to amend parts of the Revised Chapter III.

RESOLUTION—D—

Resolved, that the amendments to the revised Chapter III.

Article 2,

Section 3,

Section 4,

Section 5, paragraphs (a) and (b),

Section 6, and

Article 3,

as printed below be and hereby are approved and adopted as said paragraphs and sections of said Article 2 and as said Article 3 of Chapter III; and be it further

Resolved, that the said paragraphs and sections of said Article 2 and the said Article 3, when combined with Article 1, and with Sections 1 and 2 and paragraphs (c) and (d) of Section 5 of Article 2 of said chapter as printed on the blue pages, shall constitute and be Chapter III of the By-laws of The Institute.

Chapter
Article
Section

CHAPTER III

**FELLOWSHIPS, HONORARY MEMBERSHIPS
AND HONORARY CORRESPONDING
MEMBERSHIPS**

Article 1. Fellowships.

(No amendments proposed; see blue sheet for text.)

Article 2. Honorary Memberships.

Section 1. Qualifications for Honorary Membership.

(No amendments proposed; see blue sheet for text.)

Section 2. Nominations for Honorary Membership.

(No amendments proposed; see blue sheet for text.)

Section 3. Election to Honorary Membership.

(a) Election to Honorary Membership by The Board. The Board, at its semi-annual meeting next following the one at which a nomination for honorary membership was made, may vote on the nominee, and may elect him to honorary membership by the concurring vote of not less than two-thirds of its entire membership. For outstanding and unusual circumstances only and by unanimous vote of The Board, the voting on any nominee for an honorary membership may be had at the semi-annual meeting whereat his nomination was made. Not more than two honorary members shall be admitted in any one calendar year.

(b) Acceptance of Honorary Membership. When a nominee has been elected, The Secretary shall ascertain from him if he desires to accept the honor. If he accepts, then The Secretary shall notify him of the election and request him to be present at the next annual convention for the presentation of his membership certificate.

(c) Nominations and Elections of Honorary Members Confidential. All nominations to honorary membership shall be confidential and the result of the voting on any thereof shall not be given out unless the nominee is elected and accepts the honor.

Section 4. Presentation of Honorary Membership Certificate.

At the annual convention The President shall announce the election of the honorary member, read the citation of his qualifications for the honor, declare him admitted to honorary membership, and

present to him the certificate of that membership. If the honorary member is unable to attend the convention, then the admission and presentation may be postponed until he is present at a convention, or the election may be announced, the citation read, and the certificate of honorary membership presented *in absentia* by The President.

Section 5. Status and Privileges of Honorary Members.

(a) Title of Honorary Members. An honorary member shall have the right to use the title *Honorary Member, The American Institute of Architects*, but not the seal, insignia or initials of The Institute.

(b) Privileges of Honorary Members. An honorary member shall be privileged to attend the annual conventions of The Institute and the meetings of its chapters and state association members and speak and take part in the discussions thereat on all matters except those relating to the corporate affairs of the said organizations, but he may not vote thereat.

(c) Fees and Dues not Required from Honorary Members.

(No amendment proposed; see blue sheet for text.)

(d) Status of Honorary Members.

(No amendment proposed; see blue sheet for text.)

Section 6. Termination of Honorary Memberships by The Board.

The Board may withdraw the privileges of any person elected to an honorary membership, terminate the membership, and strike the name from the records, for any reason it may deem sufficient, and publish notice of such termination; provided that it has first given the honorary member an opportunity to be heard in the matter.

Article 3. Honorary Corresponding Memberships.

Section 1. Honorary Corresponding Members.

(a) Qualifications for Honorary Corresponding Membership. An architect of esteemed character and distinguished achievements may be admitted to honorary corresponding membership in The Institute as an Honorary Corresponding Member if he is not a citizen or a resident of the United States and does not practice architecture within the domain of The Institute.

Chapter III
Article 1
Section 5

Former
Constitution
Article III
Sections 1
and 4

Chapter III
Article 1
Sections 1
and 2

Chapter II
Articles 1
and 3

Chapter III
Article 1
Section 4

Chapter III
Article 1
Section 4

(b) *Nominations and Elections to Honorary Corresponding Membership.* The procedure for nominating and electing persons to Honorary Corresponding Membership shall correspond to that of nominating and electing persons to Honorary Membership as prescribed in Article 2, Sections 2 and 3 of this Chapter. Not more than two honorary corresponding members shall be admitted in any one calendar year.

(c) *Presentation and Terminations of Honorary Corresponding Memberships and Status and Privileges of Honorary Corresponding Members.* All provisions of Sections 4, 5, and 6 of Article 2 of this Chapter III shall apply to and govern the presentation and publication of honorary corresponding memberships, the status and privileges of honorary corresponding members and the termination of their memberships; except that an honorary corresponding member shall not have the right to use the title *Honorary Member, The American Institute of Architects*, but may use the title, *Honorary Corresponding Member, The American Institute of Architects*.

AMENDMENTS RELATING TO CHAPTER IV

The Board will offer to the Sixty-eighth Convention the following resolution to amend revised Chapter IV.

RESOLUTION—E—

Resolved, that the amendments to revised Chapter IV as printed below be and hereby are approved and adopted, and shall constitute and be Chapter IV of the By-laws of The Institute.

CHAPTER IV

REGIONAL DISTRICTS

Article 1. Purposes and Number of Regional Districts.

Section 1. Purposes of Regional Districts.

In order to forward the objects of The Institute, unify its efforts, and better administer its affairs in the various parts of its domain and to coordinate and combine the efforts of its members within the

several parts, The Board shall divide the domain of The Institute into districts, each of which shall be known as a *Regional District*.

Section 2. Number of Regional Districts.

The Board shall establish ten regional districts, each of which shall comprise the territory of one or more states. The Board shall fix the territory and boundaries of each district, and may change the same from time to time as it deems to the best interests of The Institute, but no portion of the territory of any state shall be included in more than one regional district. One regional district shall comprise the territory of the State of New York.

Article 2. Organization of Regional Districts.

Section 1. Regional Associations.

Within each regional district The Board may organize an architectural association to embrace the entire district. The membership of each such regional association shall comprise the chapters and the state association members within the district, and it may be open to corporate members if the purposes of The Institute will best be served thereby in any district. Each regional association shall be an unincorporated non-profit membership association with its own governing board, under the guidance of the regional director of the district, and with a name, By-laws, rules and regulations which must be approved by The Board. The expenses of each regional association shall be met by its constituent chapters and state association members and The Institute as they shall agree, and there shall be no admission fee or annual dues payable to the regional association.

AMENDMENTS RELATING TO CHAPTER V

The Board will offer to the Sixty-eighth Convention the following resolution to amend revised Chapter V.

RESOLUTION—F—

Resolved, that the amendments to revised Chapter V as printed as follows be and hereby are approved and adopted, and shall constitute and be Chapter V of the By-laws of The Institute.

Chapter VII
Article 2
Section 1

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Section

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Articl
Section
and 2

Chapt
Articl
Section
and 3

Chapt
Articl
Section

Chapt
Articl
Section

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Section

CHAPTER V
CHAPTERS

Article. 1. Organization and Names of Chapters.

Section 1. Organization of Chapters.

(a) Objects and Domains of Chapters. The Institute shall function in local areas through organizations known as chapters, which shall be non-profit membership societies, the objects and purposes of which shall be identical with those of The Institute and the jurisdiction of each of which shall be confined to the territory assigned to it by The Board.

(b) Authority and Duties of Chapters. Within the territory assigned to it, each chapter shall represent and act for The Institute under a charter issued to it by The Board, and no act of a chapter shall directly or indirectly nullify or contravene any act or policy of The Institute.

Every chapter within the territory of a state association member shall cooperate with that member to forward the interests of The Institute, and no act of a chapter shall directly or indirectly nullify or contravene any act or policy of that member. The chapter also, by agreement with the state association member, may represent and act for it within the domain of the chapter.

Each chapter may levy and collect annual dues from its members, associates and junior associates and admission fees for admission to associateship and junior associateship.

(c) Withdrawal of Chapter Charters. The Board may withdraw any charter it has issued to a chapter, whereupon it shall cease to be a chapter of The Institute, but such withdrawal shall not be made until and unless The Board has offered the chapter an opportunity to be heard in the matter at a duly called meeting of The Board.

(d) Number of Chapters. The Board shall determine the number of chapters within each state and shall establish the territory of each so that the interests and objects of The Institute will best be served and the influence of the profession in the local areas of the state will be most effective.

(e) Branch Chapters. Any chapter, with the approval of The Board, may organize one or more branch chapters within its territory, or The Board

may organize such branch chapters, if the interests of The Institute will be better served thereby.

Section 2. Names of Chapters.

Each chapter shall adopt a name which, unless The Board shall otherwise permit, shall begin with the name of the territory within which the chapter functions, followed and closed by the phrase Chapter, The American Institute of Architects.

Article 2. Memberships of Chapters.

Section 1. Members.

The chapters shall be composed of individuals only, and its members shall be the corporate members of The Institute who have been assigned to it by The Board and who have been admitted to membership in the chapter in accordance with the provisions of Chapter II, Article 1, Section 8 of these By-laws; provided, that those persons who, as members of certain membership classes in the chapters which were discontinued in 1916, acquired certain rights in the chapters may retain such rights and their present status, subject to the provisions of these By-laws.

Article 3. Property Interests of Chapters.

Section 1. Property Interests Defined.

A chapter shall not have any title to or interest in any property of The Institute nor be liable for any debt or other pecuniary obligation of The Institute, and The Institute shall not have any title to or interest in the property of any chapter unless The Board and the chapter agree otherwise in writing, and The Institute shall not be liable for any debt or other pecuniary obligation of any chapter. The Institute and a chapter may act as agent or otherwise, one for the other, or they may delegate such agency or otherwise to a third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise, if The Board and the chapter duly execute a written agreement to that effect.

Article 4. By-laws of Chapters.

Section 1. Chapter By-laws Required.

Every chapter shall adopt By-laws that shall be consistent with these By-laws and of their general form and order, and every such By-law and every

Former Constitution Article V Section 1

Chapter IV Article 1 Sections 1 and 2

Chapter IV Article 1 Sections 2 and 3

Chapter IV Article 1 Section 3

Chapter IV Article 1 Section 1

Chapter I Article 8 Section 2

Chapter IV Article 1 Section 7

Chapter IV Article 1 Section 1 and Article 2 Section 2

Chapter IV Article 2 Section 1

Chapter IV Article 1 Section 8

amendment thereto must be submitted to The Board and be approved by it before the By-law or amendment becomes effective. Every chapter shall amend its By-laws to conform to these amended By-laws of The Institute as soon as it can properly do so after these amended By-laws become effective.

Section 2. Obligatory Provisions of Chapter By-laws.

In addition to containing all relevant matter set forth in this Chapter V and matters prescribed by The Board, the By-laws of every chapter shall prescribe:

(a) That the chapter shall hold an annual meeting whereat the members of the governing board shall be elected;

(b) The manner of nominating and electing delegates to represent the corporate members of the chapter at meetings of The Institute;

(c) That the affairs of the chapter shall be managed by a governing board called the *Executive Committee*, which shall hold regular meetings and the members of which shall be and act as the directors of the chapter;

(d) That the chapter shall make an annual report in writing to The Board.

Section 3. Optional Provisions of Chapter By-laws.

(a) *Associateships*. Each chapter may establish *Associateships* and shall do so if The Board so directs, under the conditions set out in the sub-paragraphs of this paragraph (a), which conditions must be set out in the By-laws of the chapter if associateships are established by it.

(a-1) *Qualifications for Associateship*. Any architect having his residence or principal place of business within the territory of the chapter who is not a corporate member of The Institute, but who, in the opinion of the executive committee of the chapter, is qualified for such membership may be admitted by it to associateship as an *Associate* of the chapter, provided that he agrees to apply for membership in The Institute within five years after his admission to associateship.

(a-2) *Status of Existing Associates of Chapters*. Associates of chapters at the time this By-law becomes effective shall retain their status as asso-

ciates, and all provisions in this paragraph (a) and its sub-paragraphs, except (a-1), shall be applicable to them.

(a-3) *Privileges of Associates*. Every associate in good standing in a chapter shall have and may exercise all the rights and privileges in the chapter that are conferred on him by these By-laws and by the By-laws of the chapter or by its executive committee, and he may speak at any meeting of the chapter; make motions and vote on any question or division thereat that does not affect the affairs or business of The Institute; vote for nominees for chapter offices; and serve, except as chairman, on any committee of the chapter that does not perform any duty of its governing board or that is not concerned with disciplinary matters or Institute affairs. He shall not hold office or vote to nominate or elect any member delegate.

The decision of the presiding officer at a meeting of the chapter shall determine what constitutes Institute affairs or business, but this decision may be overruled by a two-thirds vote of the members present.

(a-4) *Title Denoting Associateship Not Permitted*. An associate of a chapter, in connection with his practice or work, shall not use, publish, or print, or cause or permit to be used, published, or printed, any title, phrase, initials, seal, or insignia denoting such associateship. Failure of an associate to comply fully with the provisions of this paragraph (a-4) shall be deemed to be *prima facie* evidence of unprofessional conduct on his part, for which the executive committee shall suspend or terminate his associateship, without recourse, as it deems proper.

(a-5) *Standards of Practice for Associates*. Every chapter shall adopt and establish Standards of Practice for the guidance of the associates of the chapter, which in all essential principles shall be like the Standards of Practice of The Institute, and every Associate of the chapter must agree to uphold and abide by them in his practice and works.

(a-6) *Penalties for Unprofessional Conduct of Associates*. The executive committee of the chapter may terminate any associateship of the chapter and may censure or suspend any of its associates, without recourse, for deviation from the Standards of Practice of the chapter and for conduct not to

Chapter IV
Article 1
Section 6

Chapter IV
Article 1
Section 4

Chapter IV
Article 1
Section 5

Chapter IV
Article 3
Section 1 (b)

Chapter IV
Article 3
Section 1 (a)

Chapter IV
Article 3
Section 1 (a)

Chapter IV
Article 3
Section 1 (a)

Chapter IV
Article 3
Section 1 (b)

Chapter
Article
Section
and (b)

Chapter
Article
Section

the best interest of the profession and the chapter, the penalty imposed to be in proportion to the seriousness of the offense; provided, that the associate is offered an opportunity to be heard in the matter.

Chapter IV
Article 3
Section 1 (f)
and (b)

(a-7) *Probation Period of Associates.* An associate who fails to apply for membership in The Institute within the required five-year period *ipso facto* terminates his associateship in the chapter; provided, however, that having duly applied within said period and failed of election to such membership, the associate may, by vote of the executive committee of the chapter, be continued as an associate for a further period of two years, upon the condition that after one year and before two years from the date of his first application for Institute membership, he will again apply for such membership. If he fails to apply within said extended period or if, having applied, he fails of election, *ipso facto* his associateship shall be terminated forthwith.

Chapter IV
Article 3
Section 1 (f)

An architect who has so forfeited his associateship shall not be prohibited on that account from making further application for membership in The Institute.

(b) *Junior Associateships and Junior Associates.* Each chapter may establish Junior Associateships and shall do so if The Board so directs, under the conditions set out in the sub-paragraphs of this paragraph (b), which conditions shall be set out in the By-laws of the chapter if Junior Associateships are established by it.

(b-1) *Qualifications for Junior Associateship.* Any architectural draftsman of good character and reputation living or employed in the territory of the chapter who is able to undertake the pecuniary obligations of a junior associateship and is not legally licensed or registered as an architect or to practice architecture and is not engaged in such practice as a principal may be admitted by the executive committee of the chapter to junior associateship as a *junior associate*; and an undergraduate or post-graduate student in a school of architecture recognized by The Institute within the territory of the chapter may be admitted by the said committee to junior associateship as a *student associate*.

(b-2) *Status and Privileges of Junior Associates and of Student Associates.* The rights, privileges,

interests and status of a junior associate and of a student associate in the chapter shall be prescribed in the chapter By-laws, but neither thereof shall serve on any committee unless it concerns his associateship or activities, hold any office in the chapter, or vote on any question or division at a chapter meeting.

(b-3) *Title Denoting Junior Associateship Not Permitted.* A junior associate or a student associate of the chapter shall not, in any manner or for any purpose whatever, use, publish, or print, or cause or permit to be used, published, or printed any title, phrase, initials, seal or insignia denoting association with the chapter. If a junior or a student associate fails to comply fully with the provisions of this paragraph (b-3), the executive committee shall suspend or terminate his junior associateship, depending on the seriousness of the offense.

(b-4) *Advancing Junior Associates and Student Associates.* Whenever a junior associate becomes eligible and qualified for an associateship, he shall be transferred to that class by the executive committee of the chapter and thereupon his junior associateship and his status, rights, and interests as a junior associate shall terminate and cease. Whenever a student associate becomes eligible and qualified to be a junior associate he shall be so enrolled by the executive committee, and his status as a student associate shall thereupon cease.

(b-5) *Rules of Conduct for Junior Associates.* Each chapter shall establish *Rules of Conduct*, which, after the approval thereof by The Board, shall govern the conduct of the junior associate and the student associate in his relation to the profession and the chapter, and the executive committee of the chapter may terminate any junior associateship, and may censure or suspend any of its junior or student associates, without recourse, for deviation from the said Rules of Conduct, the penalty imposed to be in proportion to the seriousness of the offense.

Chapter I
Article 12
Section 6

(b-6) *Transfers of Junior Associateships.* A chapter shall transfer a junior associate to another chapter, which shall formally receive him into junior associateship, upon the written request of the junior associate so to do; provided, that he is in good standing in the chapter from which he desires to be transferred and that his residence or place of employment is changed to the territory of the chapter to which he is requesting to be transferred.

Chapter I
Article 12

(b-7) *Transfer of Juniors of The Institute to Chapters.* After this amendment goes into effect, no further admission of juniors to The Institute shall be made, and each junior of The Institute shall be assigned by The Secretary to the chapter within the territory of which he is employed, as a *Junior Associate* of the chapter, just as soon as the said chapter has set up its junior associateships. Upon such assignment all his rights and privileges as a junior of The Institute shall cease and terminate and he shall become subject to all provisions of the By-laws, rules, and regulations of the chapter applicable to him as a junior associate.

When the last junior has been so assigned or he has become an Institute Member as required of him, the existing class of *Juniors* affiliated with The Institute, shall be discontinued, and the Secretary shall thereupon delete this sub-paragraph (b-7) from the By-laws.

(c) *Organizing Junior Societies.* A chapter, with the approval of The Board and under its direction and in full collaboration with the state association member if there be such in the state in which the chapter is located, may organize junior societies within its territory, to which shall be eligible for membership every architectural draftsman in the territory of the chapter and every student in architectural schools recognized by The Institute in the territory of the chapter.

Chapter IV
Article 3
Section 2

(d) *Honorary Associateships.* A chapter, by incorporation in its By-laws of the proper provisions, may establish *Honorary Associateships*. Any person who is not eligible for membership or associateship in the chapter, who has rendered the profession signal and valuable service within the chapter territory and who has conspicuously upheld its aims may at any regular meeting of the chapter be elected and admitted to honorary associateship as an *Honorary Associate* of the chapter. Honorary associates shall be exempt from all dues and admission fees, may use the title *Honorary Associate of (name of chapter)*, may attend chapter meetings and speak thereat, but shall not hold office or vote.

Honorary associates or honorary members of a chapter elected prior to the time this By-law becomes effective shall retain their existing status and

title in the chapter.

(e) *Affiliations with Organizations.* A chapter shall not form an affiliation with any individual; but, by incorporating in its By-laws the proper provisions, may affiliate with local professional and civic organizations and with local organizations of the construction industry; provided, that such organizations are not used or maintained for financial gain, price-fixing, or political purposes; that such affiliation is for a limited period and will promote the objects and purposes of the chapter; that a written agreement setting forth the conditions of affiliation is executed by the chapter and the affiliate; that the affiliated organizations, but never the individual members thereof, may use and print the phrase *Affiliated with the (insert name of chapter)*, as a suffix to the name of the organization; that any abbreviation of such phrase or other use or printing thereof for any purpose by such affiliate or by any member of the affiliate or by any person, firm, association, or corporation connected therewith shall make the contract of affiliation cancellable forthwith; that an affiliate shall not have any voice in the affairs of the chapter, and that it cannot bind or obligate the chapter to any policy or in any matter, by pronouncement or otherwise, unless the executive committee of the chapter has duly agreed to be so bound or obligated.

Chapter II
Article 3
Section 3

AMENDMENTS RELATING TO CHAPTER VI

The Board will offer to the Sixty-eighth Convention the following resolution to amend parts of Revised Chapter VI.

RESOLUTION—G—

Resolved, that the amendments to the revised Chapter VI,

Article 1,

Section 2, paragraph (a);

Article 2,

Section 2, paragraphs (a) and (b);

Section 3, and

Section 4;

Article 3,

Section 2, paragraphs (g) and (g-1);

Article 4,

Section 1, paragraph (a),

as printed below be and hereby are approved and

adopted as said paragraphs and sections of said articles of Chapter VI; and be it further

Resolved, that said sections and paragraphs of said Articles 1, 2, 3 and 4, when combined with Section 1 and paragraphs (b), (c) and (d) of Section 2, and Section 3 of Article 1; Section 1 and paragraph (c) of Section 2, of Article 2; Section 1 and paragraphs (a) to (f) inclusive and paragraphs (h) and (i) of Section 2, of Article 3; paragraphs (b), (c) and (d) of Section 1, and Section 2, of Article 4; Article 5, Article 6, and Article 7 of said chapter as printed on the blue pages, shall constitute and be Chapter VI of the By-laws of The Institute.

CHAPTER VI

MEETINGS OF THE INSTITUTE

Article 1. Corporate Meetings.

Section 1. Annual Meetings.

(No amendment proposed; see blue sheet for text.)

Section 2. Special Meetings.

(a) *Power to Call Special Meetings.* A special meeting of The Institute shall be held if a call for such meeting, stating its purpose, has been voted at a meeting of The Institute, or by resolution unanimously adopted by the entire membership of The Board or the concurring vote of ten or more members thereof, or by resolution duly adopted by not less than twenty-five per cent of the members in each of six chapters, each of which shall be in a different regional district.

(b) *Call and Notice of Special Meetings.*
(No amendment proposed; see blue sheet for text.)

(c) *Business at Special Meetings.*
(No amendment proposed; see blue sheet for text.)

(d) *Procedure at Special Meetings.*
(No amendment proposed; see blue sheet for text.)

Section 3. Sending of Notices of Meetings.

(No amendment proposed; see blue sheet for text.)

Article 2. Delegates to Meetings.

Section 1. Authority and Powers of Delegates at Meetings.

(No amendment proposed; see blue sheet for text.)

Section 2. Member Delegates.

(a) *Election of Member Delegates.* The corporate members of The Institute in each chapter shall elect the member delegates who are to represent them at a meeting of The Institute, in the manner prescribed in the By-laws of the chapter.

(b) *Number of Member Delegates.* The number of member delegates from each chapter that may be accredited to a meeting of The Institute shall be proportionate to the number of corporate members of The Institute in the chapter who are in good standing thirty days prior to the date fixed for the meeting, and shall be determined by The Secretary from his records, in accordance with the provisions of the table on the following page; provided, that said number of corporate members in a chapter shall not include those admitted to the chapter under the provisions of Chapter II, Article 1, Section 8 of these By-laws.

(c) *Credentials of Member Delegates.*

(No amendment proposed; see blue sheet for text.)

Section 3. Notice of Number of Delegates.

The Secretary shall publish a list of the chapters, by states, showing the number of member delegates that may be elected by the corporate members in each chapter and the number of votes that they may cast, and a list of the state association members showing the number of state delegates that may be elected by each thereof and the number of votes that may be cast by each state association member. If any state association member has failed to file its required list of members, it shall be noted in the list.

The number of member delegates and the number of state delegates and the number of votes that may be cast shown in the notice of The Secretary prescribed in this Section 3 shall fix the number of delegates and votes that may be accredited from each chapter and from each state association member.

*Chapter IV
Article 1
Section 6*

*Chapter VI
Article 4
Section 2*

*Chapter VI
Article 4
Section 4 (c)*

*Chapter VI
Article 2
Section 1*

*Chapter II
Article 3
Section 3*

If the number of corporate members in the chapter who are in good standing in The Institute is		Then the number of member delegates entitled to be accredited to represent them shall be:
More than	And not more than	
1	10	1
10	20	2
20	30	3
30	40	4
40	50	5
50	70	6
70	90	7
90	110	8
110	135	9
135	160	10
160	185	11
185	210	12
210	235	13
235	260	14
260	285	15
285	310	16
310	335	17
335	360	18
360	385	19
385	410	20
410	435	21
435	460	22
460	485	23
485	510	24

Section 4. Proxies.

*Chapter VI
Article 4
Section 5*

Any duly elected member delegate, and any duly elected state delegate authorized to cast the state association member's vote at a meeting of The Institute, may vote thereat by proxy, by executing his proxy, in writing, to any delegate who is accredited to vote at the meeting. No proxy shall be given or be valid for more than one meeting of The Institute, and every proxy shall be revocable at the pleasure of the delegate executing it, but it cannot be re-executed to any other delegate by the delegate holding the proxy.

The form of the proxy shall be set out on the credential card issued by The Secretary.

Article 3. Accrediting and Registering Delegates

Section 1. Credentials Committee.

(No amendment proposed; see blue sheet for text.)

Section 2. Accrediting and Registering Delegates.

- (a) Presentation of Credentials. (No amendment proposed; see blue sheet for text.)*
- (b) Accrediting Member Delegates. (No amendment proposed; see blue sheet for text.)*
- (c) Accrediting State Delegates. (No amendment proposed; see blue sheet for text.)*
- (d) Accrediting Delegates-at-Large. (No amendment proposed; see blue sheet for text.)*
- (e) Accrediting Proxies. (No amendment proposed; see blue sheet for text.)*
- (f) Report of Credentials Committee. (No amendment proposed; see blue sheet for text.)*
- (g) Final Judge of Delegates. If the credentials*

committee does not agree unanimously as to accrediting any delegate or any proxy, it shall so report to the meeting. If a delegate or any proxy held by him is not accredited to the meeting by the credentials committee or if an accredited delegate is not accredited to cast thereat the number of votes on any question that he thinks he is entitled to cast, then the delegate may appeal to the meeting; providing that such appeal is made prior to the acceptance of the report of the credentials committees. In each of these events the meeting shall decide thereon.

*Chapter VI
Article 4
Section 6 (g)
and (h)*

(g-1) Within the limits imposed by law, by the provisions of above paragraph (g) and of Section 3 of Article 2 of this chapter, and otherwise by these By-laws, the meeting shall be the final judge of the qualifications and credentials of a delegate, and of a proxy, to the meeting, and may admit the delegate to sit therein as an accredited delegate and permit him to cast his vote or votes or proxy or proxies thereat, or it may refuse to admit him as a delegate and refuse to permit him to cast such vote or votes.

*Chapter VI
Article 4
Section 6 (h)*

- (h) Records of the Credentials Committee. (No amendment proposed; see blue sheet for text.)*
- (i) Records Available to Credentials Committee. (No amendment proposed; see blue sheet for text.)*

Article 4. Nominations and Elections of Directors and Officers.

Section 1. Nominations of Directors and Officers.

(a) Nominations of Regional Directors. Nominations for a regional directorship of any regional district may be made to an annual convention or

*Chapter VI
Article 6
Section 1 and
Section 2 (a)*

other meeting of The Institute as a result of a letter-ballot sent to all members in the regional district by its regional association or otherwise. If not so made, then such nominations may be made either by petition of fifteen or more members of chapters in the district or by delegates representing members of such chapters from the floor of the convention or meeting. In case there is no nomination made in any of these manners, then one shall be made by the nominating committee as prescribed in paragraph (d-1) of this section.

(b) *Nominations of Officers.*

(c) *Nominating Petitions.*

(d) *Nominations from the Floor.*

(No amendments proposed; see blue sheets for text.)

Section 2. Election of Directors and Officers.

(No amendment proposed; see blue sheet for text.)

Article 5. Quorums and Decisions of Meetings.

(No amendment proposed; see blue sheet for text.)

Article 6. Non-Delegates at Institute Meetings.

(No amendment proposed; see blue sheet for text.)

Article 7. Minutes of Meetings of The Institute.

(No amendment proposed; see blue sheet for text.)

CHAPTER VII

THE BOARD OF DIRECTORS

(No amendment proposed; see blue sheets for text.)

The Board will offer to the Sixty-eighth Convention the following resolution:

RESOLUTION—H—

Resolved, that the paragraphs, sections and articles of Chapter VII as printed on the blue sheets shall constitute and be Chapter VII of the By-laws of The Institute.

CHAPTER VIII

THE EXECUTIVE COMMITTEE OF THE BOARD

(No amendment proposed; see blue sheets for text.)

The Board will offer to the Sixty-eighth Convention the following resolution:

RESOLUTION—I—

Resolved, that the paragraphs, sections and articles of Chapter VIII as printed on the blue sheets shall constitute and be Chapter VIII of the By-laws of The Institute.

CHAPTER IX

THE OFFICERS

(No amendment proposed; see blue sheets for text.)

The Board will offer to the Sixty-eighth Convention the following resolution:

RESOLUTION—J—

Resolved, that the paragraphs, sections and articles of Chapter IX as printed on the blue sheets shall constitute and be Chapter IX of the By-laws of The Institute.

CHAPTER X

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

(No amendment proposed; see blue sheets for text.)

The Board will offer to the Sixty-eighth Convention the following resolution:

RESOLUTION—K—

Resolved, that the paragraphs, sections and articles of Chapter X as printed on the blue sheets shall constitute and be Chapter X of the By-laws of The Institute.

CHAPTER XI

ADMINISTRATIVE AND EXECUTIVE DEPARTMENTS

(No amendment proposed; see blue sheets for text.)

The Board will offer to the Sixty-eighth Convention the following resolution:

RESOLUTION—L—

Resolved, that the paragraphs, sections and articles of Chapter XI as printed on the blue sheets shall constitute and be Chapter XI of the By-laws of The Institute.

AMENDMENTS RELATING TO CHAPTER XII

The Board will offer to the Sixty-eighth Convention the following resolution to amend revised Chapter XII:

Chapter VI
Article 4
Section 6 (g)
(h)

Chapter VI
Article 4
Section 6 (h)

Chapter VI
Article 6
Section 1 and
Section 2 (a)

RESOLUTION—M—

Resolved, that the amendments to revised Chapter XII as printed below be and hereby are approved and adopted, and shall constitute and be Chapter XII of the By-laws of The Institute.

**CHAPTER XII
COMMITTEES**

Article 1. General Provisions Governing All Committees.

Chapter XII **Section 1. Authorization, Classification, and Functions of Committees.**

(a) *Committees Authorized.* Committees, juries and boards composed of corporate members may be established to perform service for The Institute. Juries and boards, other than The Board and The Executive Committee, shall be and have the standing of committees.

(b) *Classification of Committees.* The committees of The Institute shall be the *Administrative Committees*, established in these By-laws, and *Board Committees*, established by the rules of The Board.

(c) *General Duties of Committees.* The General duties of each administrative committee shall be those prescribed in these By-laws, and the general duties of each Board committee shall be those prescribed in the rules adopted by The Board, but The Board may assign supplementary duties to any committee at any time.

Section 2. Terms of Office of Committee Members.

(a) *Expiration of Terms of Office.* The terms of office of members of the administrative committees are fixed in these By-laws and the terms of office of members of Board committees shall be fixed by the rules of The Board.

Terms of office shall expire at the adjournment of annual conventions, but a member of a committee whose term has expired shall serve until his successor qualifies. A member shall be deemed to have qualified as a committee member when his acceptance of his election or appointment has been received by The Secretary.

Section 3. Election of Administrative Committee Members.

Each year The Board, at its organization meeting, shall nominate and elect the successors of the

members and chairmen of the administrative committees whose terms of office normally expired at the close of the convention then just adjourned; provided, that The Board may delegate to The President the power to fill any expired term of office that it fails to fill. If for any reason an organization meeting is not held in any year then the election shall be at the first meeting of The Board held after the time when the organization meeting would normally have been held in that year.

The chairman for each committee shall be elected from the membership of the committee, and, unless otherwise provided in Article 2 of this chapter, the term of office of each chairman shall be for the unexpired term of his membership on the committee.

Section 4. Reports of Committees.

Every administrative committee and every Board committee shall report in writing direct to The Board.

Section 5. General Procedure of Committees.

Every committee shall perform its duties in accordance with these By-laws and the rules of The Board and under the general direction, supervision and control of The Board. Each committee may call and hold meetings and meet with other organizations or their representatives, but neither a committee nor any member or chairman thereof shall commit The Institute orally or otherwise on any matter unless specifically authorized so to do by The Board or The Executive Committee.

Article 2. The Administrative Committees.

Section 1. The Board of Examiners.

(a) *Duties.* There shall be an administrative committee called *The Board of Examiners*. It shall perform the duties described in Chapter II, Article 1, Sections 3 and 4 of these By-laws.

(b) *Membership and Terms of Office.* The Board of Examiners shall consist of three corporate members, and the term of office of each of its members shall be three years, but the terms of office shall be arranged by The Board so that not more than one term shall expire normally each year. The term of office of the chairman shall be one year, but he may be re-elected as chairman each or any year during his membership on the committee.

(c) *Meetings.* The Board of Examiners shall meet whenever its duties require, at the call of its chairman, The Secretary, The Board, or The Executive Committee.

Section 2. The Jury of Fellows.

(a) *Duties.* There shall be an administrative committee called *The Jury of Fellows*. It shall perform the duties described in Chapter III, Article 1 of these By-laws.

(b) *Membership and Terms of Office.* The Jury of Fellows shall consist of six fellows of The Institute, and the term of office of each of its members shall be six years, but the terms of office shall be arranged by The Board so that not more than one term shall expire normally each year.

(c) *Regular Meetings.* The jury shall hold one regular meeting at least every two years and special meetings at the call of its chairman or The Board.

Section 3. The Committee on Professional Practices.

(a) *Duties.* There shall be an administrative committee called *The Committee on Professional Practices*. It shall perform the duties described in Chapter XIII, Article 2 of these By-laws.

(b) *Membership.* The Committee on Professional Practices shall consist of two corporate members, one of whom shall be elected chairman and the other vice-chairman. The vice-chairman shall act only in case of the disability of the chairman.

(c) *Terms of Office.* The terms of office of the chairman and of the vice-chairman shall be three years, and the terms shall run concurrently.

Section 4. The Judiciary Committee.

(a) *Duties.* There shall be an administrative committee called *The Judiciary Committee*. It shall consider and act on every charge of unprofessional conduct presented to it by the Committee on Professional Practices in the manner prescribed in Chapter XIII, Article 2 of these By-laws.

(b) *Membership.* The Judiciary Committee shall consist of three regional directors, one of whom shall be elected each year from the regional directors who are then beginning a full term of office.

(c) *Terms of Office.* The term of office of each member of the Judiciary Committee shall expire coincidentally with the expiration of his term of office as regional director; provided, however, if the

committee has before it any case wherein the examination of the evidence is well advanced but not disposed of, then the retiring member of the committee shall continue to serve on the said case until it is completed and finally disposed of, but on no other case before the committee.

If any membership on the Judiciary Committee becomes vacant before the expiration of the term of office thereof, The Board shall elect one of the regional directors to serve for the unexpired term.

(d) *Meetings.* The Judiciary Committee shall hold such meetings as are necessary to perform its duties, and at the call of its chairman or The Board. Two members of the Judiciary Committee shall constitute a quorum for any hearing before it, and the concurring vote of two members who heard a case shall constitute the action of the Judiciary Committee thereon.

Section 5. The Committee on Architectural Competitions.

(a) *Duties.* There shall be an administrative committee called *The Committee on Architectural Competitions*. It shall be its duty *first*, to interpret from time to time the provisions of the Standards of Practice of The Institute relating to architectural competitions for the guidance of the members; *second*, to have general oversight of sub-committees of chapters created in accordance with the rules of The Board to advise on architectural competitions within the respective territories of the chapters; *third*, to advise regarding terms and conditions of architectural competition programs and to approve or disapprove programs submitted to it by The Board or by any of said chapter sub-committees; *fourth*, to prepare from time to time revisions of the said Standards relating to architectural competitions as The Board or the committee deems necessary and submit the same to The Board.

(b) *Limitations on Authority of the Committee on Architectural Competitions.* The Committee on Architectural Competitions shall not advise regarding the desirability of holding architectural competitions, or any thereof, or regarding the appointment of any person to act as professional adviser or as a member of the jury of award of any such competition, nor advise an owner in any manner regarding his competition prior to the production of his program therefor; provided, however, that when a pro-

fessional adviser has been appointed for any program, and he asks the committee for advice it shall discuss and advise with him regarding the details of his program and the preliminary draft thereof prior to its submission to the owner.

(c) *Authority of Chairman on Architectural Competitions.* The chairman and any two other members of the Committee on Architectural Competitions whom he selects shall have the authority to and may make by a concurring vote, by letter or otherwise, the interpretations of the said Standards relating to architectural competitions and to pass upon and approve or disapprove the said programs of competitions for and in behalf of the committee; provided, that in an emergency the chairman of the committee shall have such authority and may act without the concurrence of the other members of the committee.

(d) *Membership.* The Committee on Architectural Competitions shall consist of ten corporate members, one from each regional district, and of two additional corporate members-at-large from the same or different regional districts in any year in which The Board deems such additional memberships desirable.

(c) *Terms of Office.* The term of office of each member of the committee, except of the two members-at-large, shall be three years, and such terms of office shall be arranged by The Board so that, normally, not less than three nor more than four thereof shall expire in any one year and not more than one expiration shall occur in the same year in the same general geographical section of the United States. The term of office of each member-at-large shall be one year.

(d) *Meetings.* The Committee on Competitions shall meet at the call of its chairman or The Board.

Section 6. The Investment Committee.

There shall be an administrative committee called *The Investment Committee*. Its duties and membership, the terms of office of its members, and other matters concerning it are set out in Chapter X, Article 3, Section 3 of these By-laws.

AMENDMENTS RELATING TO CHAPTER XIII

The Board will offer to the Sixty-eighth Convention the following resolution to amend revised Chapter XIII:

RESOLUTION—N—

Resolved, that the amendments to revised Chapter XIII as printed below be and hereby are approved and adopted, and shall constitute and be Chapter XIII of the By-laws of The Institute.

CHAPTER XIII

ARCHITECTURAL PRACTICE

Article 1. The Principles and Standards of Professional Practice.

Section 1. Basic Principles Governing the Professional Practice of Architecture.

The profession of architecture calls for men of integrity, of aesthetic and scientific skill, of practical proficiency and of executive ability and business capacity. The architect is entrusted with financial undertakings in which his honesty and purpose must be above suspicion and his competency beyond question. He acts as professional adviser to his client, designs his client's project, prepares the drawings, specifications and documents for the contracts between his client and contractors, and exercises quasi-judicial functions concerning those contracts. He has responsibilities to his professional associates and subordinates, to all engaged in the construction industry and to the public. These duties and responsibilities he cannot properly discharge unless his integrity is beyond question, his advice disinterested, his decisions impartial, his documents clear, definite, and complete, and unless his ability and conduct command respect and confidence in his community and his profession.

The value of an architect's services reflects these principles and they should be understood and considered by an owner when employing an architect for his project. The owner's selection should be based on the architect's fitness and ability to render competent and efficient services on the project, and the amount he should pay the architect should be based on those qualifications and on the type, character and extent of the project, on the scope and character of the services the architect is required to perform and the time it takes to perform them.

Section 2. Standards for the Practice of Architecture.

Founded upon the basic principles of practice set out in Section 1 of this Article, The Board shall prepare and publish for the profession a set of *Stand-*

ards for the Practice of Architecture, which shall set forth

First, the normal duties and responsibilities of the architect as a member of the profession of architecture;

Second, the method by which an architect can best be selected for any project by direct selection, or if that is not feasible, by means of an architectural competition; and

Third, a schedule of basic architectural fees, setting out general basic fees that should be paid to architects for performing normal architectural services on usual types of buildings under normal and the ordinary conditions. The fees set out in such schedule shall not be construed to be mandatory or specific or as limiting the fee that should properly be paid to an architect who is especially qualified for any project because of his experience and ability, but they may be used as a base and guide in establishing similar basic non-mandatory fees in any local area, and by each architect within the area in fixing the fee he should properly charge for performing his services.

Section 3. Standards of Practice of The Institute.

(a) *Adopting Standards of Practice.* Each of the Standards for the Practice of Architecture may be particularized further by The Board for the guidance of members of The Institute. Such Standards, when adopted at a duly called meeting of The Institute by an affirmative vote of a majority of the total number of votes entitled to be cast thereon at the meeting, shall constitute and be the *Standards of Practice of The Institute*, to which every corporate member of The Institute subscribes and agrees to uphold and abide by in his practice and works.

(a-1) "The Principles of Professional Practice" adopted by the Sixtieth Convention, the "Circular of Information on Architectural Competitions" adopted by the Fifty-ninth Convention, and the "Schedule of Proper Minimum Charges and Details of Service to be Rendered" revised by the Fifty-fifth Convention, until amended, shall be and hereby are declared to be the Standards of Practice of The Institute. As soon as any of the documents described above are amended, all reference to them shall be eliminated

from this paragraph by the then Secretary, without further action by The Institute or The Board.

(b) *Amending Standards of Practice.* Any of said Standards of Practice may be amended at any duly called meeting of The Institute by the affirmative vote of a majority of the total number of votes entitled to be cast thereon at the meeting; provided, that the amendment has theretofore been proposed and published to the members as required for an amendment to these By-laws.

Article 2. Unprofessional Conduct.

Section 1. Unprofessional Conduct Defined.

Any deviation by a corporate member from any of the Standards of Practice of The Institute or any action by him that is detrimental to the best interests of the profession and The Institute shall be deemed to be *unprofessional conduct* on his part, and *ipso facto* he shall be subject to discipline by The Institute.

Section 2. Formal Charges of Unprofessional Conduct.

(a) *Complainant.* It shall be the duty of every member and of every chapter of The Institute to bring to the attention of The Secretary every case of alleged unprofessional conduct of which he or it is cognizant, and any legally constituted state board that registers architects or issues licenses to them, may bring to the attention of The Secretary any case of alleged unprofessional conduct of a corporate member of The Institute of which such board is cognizant.

(b) *Formal Charges in Writing.* Every formal charge alleging unprofessional conduct, in order to be acted on by The Board, shall be in writing, shall state the facts alleged to be true, shall be signed by the member, members or body making the charge, and shall be sent to The Secretary.

Section 3. Responsibility of The Board for Discipline.

(a) *Disciplinary Action by The Board.* The Board shall be the judge of what constitutes unprofessional conduct by a corporate member and of whether or not he has been guilty thereof. When it finds him guilty thereof it may censure him or suspend or terminate his membership, whichever, in its judgment, is in proportion to the seriousness of his offence; provided that, in each instance, the mem-

ber has been offered in writing an opportunity to be heard by The Board in his own defense. The Board shall fix the time, place, and procedure for such hearing.

(b) *The Board is Final Authority in Disciplinary Matters.* The decisions of The Board in every matter concerning the conduct of a corporate member and every penalty imposed by it on a corporate member on account of unprofessional conduct shall be final and conclusive and without recourse as to the member and any person acting for him or in his behalf.

(c) *Delegation of Disciplinary Power Limited.* The Board shall not delegate to any other person or body its duty of adjudicating formal charges of unprofessional conduct or of imposing penalties on account thereof, and no other person or body shall have any right to hear or adjudge any such charge, except as expressly provided in this article, or to impose any penalties on account thereof; provided, however, that The Board shall always conduct the final hearings and make the final adjudication of all cases coming before it in regular procedure or on appeal, and it may conduct any hearing or proceeding delegated to others by these By-laws or intervene in any thereof. In the latter event the intervened person or body shall be relieved of his duty and authority in the case.

(d) *Chapters' Powers in Disciplinary Matters Affecting Corporate Members.* The governing board of a chapter may conduct an informal hearing of a complaint of unprofessional conduct against a corporate member who is a member of that chapter and endeavor to settle the same, if a formal charge of unprofessional conduct has not been filed with The Secretary against such member. If the said governing board finds the facts may support the charge it shall file the charge formally with The Secretary, together with the evidence it has in the case. When a charge is formally filed in writing with The Secretary, neither the chapter nor its governing board shall hear or adjudge the case.

(e) *Rules Relating to Adjudications.* Supplementing these By-laws, The Board shall adopt and publish rules relating to the procedure of adjudicating charges of unprofessional conduct, conducting the hearings thereof, giving notices of the hearings, and making appeals from the findings. The

adjudging of every charge of unprofessional conduct shall be conducted and concluded in accordance with the provisions of these By-laws and the said rules in effect at the time the charges are filed.

(f) *Appeals to The Board.* A complainant whose charge has been dismissed prior to a hearing thereof by The Board may appeal to The Board, provided that he presents new evidence to The Board within thirty days after the date on which the notice of the dismissal was mailed to him.

Section 4. Duties of The Committees on Professional Practices.

(a) Every formal charge alleging unprofessional conduct by a corporate member received by The Secretary shall be sent immediately by him to the chairman of The Committee on Professional Practices. Thereupon the said chairman shall examine the evidence and if he determines that it should be investigated, then he or, if he so elects, he with two other corporate members whom he shall designate to act with him in the particular case only, shall be and act in the case as the Committee on Professional Practices and shall have and exercise all the powers and perform all the duties delegated to the said committee; provided, that the chairman shall make and sign the report in the case.

If for personal reasons the chairman finds he should not act on any charge before him, he shall designate the vice-chairman to act in his stead. If for the same reason, the vice-chairman finds he should not act, then the chairman shall request The President to appoint a chairman to act in that case only, and The President shall do so. If the term of office of the chairman has expired or is about to expire and he has before him any case wherein the examination of a charge of unprofessional conduct is well advanced, then he shall continue to act as chairman on that particular case until it is finally disposed of, but on no other case before the committee.

If the alleged unprofessional conduct occurred more than one year before the matter is brought to the attention of the committee, the chairman may ignore the charges.

(b) Immediately a formal charge is filed with the said chairman, he shall furnish each accused member and each complainant with a printed copy

of this *Chapter XIII* and with all relevant rules of The Board.

(c) The Committee on Professional Practices shall conduct a preliminary examination of the facts alleged in each formal charge and shall offer the accused and the complainant an opportunity to be heard in the matter. If the said committee finds that a *prima facie* case has been made, then the chairman shall notify the accused, the complainant, The Secretary, and the governing board of the chapter and of the state association member of which the accused is a member, in writing to that effect, stating that the case will be heard by The Judiciary Committee. Thereupon the chairman shall turn over to the latter committee all data concerning the case, and shall notify The Secretary that he has done so.

If the committee does not find a *prima facie* case, it shall dismiss the charge and the chairman shall notify the accused, the complainant and The Secretary to that effect, in writing.

(d) Every formal charge before The Committee on Professional Practices shall be privileged and all proceedings of and before said committee relating to the charge shall be confidential.

Section 5. Duties of The Judiciary Committee.

(a) Every charge of unprofessional conduct sent by The Committee on Professional Practices to The Judiciary Committee shall be adjudged by the latter committee and its findings and recommendations reported by it in writing to The Board.

(b) If The Judiciary Committee finds that the evidence before it does not support the alleged facts, it shall dismiss the case and notify the accused member, the complainant, the governing board of the chapter and of the state association member of which the accused is a member, and The Secretary, in writing to that effect. Then it shall seal all papers in the case and transmit them to The Secretary.

(c) If The Judiciary Committee agrees in the findings of The Committee on Professional Practices, it shall give notice to the accused member and the complainant, and may summon other witnesses, to appear before it for a hearing of the charge. If it finds the accused member guilty, it shall send a copy of its findings to the accused member, the complainant, The Secretary and the governing board

of the chapter and of the state association member of which the accused is a member, and shall transmit to The Secretary, under seal, its findings and its recommendations as to the penalty to be imposed, together with all the evidence and data concerning the case.

(d) The Judiciary Committee shall judge the admissibility and value of all evidence brought before it, and shall base its findings on the evidence admitted, and its recommendations on the seriousness of the offence. Its findings shall be conclusive on all questions of fact set out in the said evidence unless an appeal therefrom is taken to The Board.

(e) If for any personal reason the chairman or any member of The Judiciary Committee finds he should not act in any case, he shall notify The President to that effect, and The President shall appoint a temporary chairman or member, as the case may be, from the membership of The Board to act in the particular case only.

Section 6. Adjudication by The Board.

(a) The Board shall hear and adjudicate every charge of unprofessional conduct that is before it on appeal or that is not dismissed by The Judiciary Committee. The Secretary, within five days after the receipt of the appeal or the notice from The Judiciary Committee that it has found the accused guilty, as the case may be, shall send notice to the accused member, the complainant, the chairman of The Committee on Professional Practices, and the chairman of The Judiciary Committee, stating the time and place at which The Board will hear the case, which must be thirty days or more after the date of the said notice of The Secretary.

(b) At the hearing before The Board, the chairman of The Judiciary Committee shall present the evidence in the case and the findings of the committee, and shall prosecute the case. No member of The Judiciary Committee shall take part in the deliberation of The Board after the case has been presented to it, or vote thereon.

(c) If the said chairman is absent, either of the other members of The Judiciary Committee may present the evidence and findings, and prosecute the case. If all members of the committee are absent, The President shall appoint a member of The Board to present and prosecute the case.

(d) The Board shall be the final judge of the admissibility and value of all submitted evidence.

Section 7. Publication of Judgments.

When the case has been concluded by The Board, The Secretary shall send a notice stating the name of the member, the judgment taken and the penalty imposed or stating the dismissal of the charges, as the case may be, under confidential cover to the accused member, the complainant, and to each member and chapter of The Institute. The Secretary shall enforce the penalty.

If the accused member is exonerated and he requests in writing that his exoneration be published, then notice of the exoneration shall be published once in the Bulletin, provided that the period of appeal has elapsed.

The charges, evidence, and action of The Board in any case of unprofessional conduct whereunder a penalty is imposed shall not be made public.

Section 8. Hearing of Formal Charges.

(a) *Appearance.* An appearance at a hearing may be waived in writing by the accused member or by the complainant. In that event, or if either or both are not present at the hearing, the hearing shall proceed at the time and place set in the notice; provided, that the notices of the meeting have been sent as required by these By-laws and the relevant rules. The waiver or absence of the accused member or complainant, as the case may be, shall be noted in the records of the case.

(b) *Attorneys at Hearings.* The accused member may be advised and represented by his attorney at his hearing before The Board, but at no other hearing; provided, that the accused is present and that at least ten days prior to the time fixed for said hearing he has given written notice by registered mail to The Secretary that his attorney will be present.

(c) *Evidence at Hearings.* The accused member and the complainant may each call witnesses at any hearing and offer evidence in writing or in person, or both.

(c-1) The Board, the chairman of The Committee on Professional Practices, and/or the chairman of The Judiciary Committee may summon and question witnesses in any case if in its or his

judgment the circumstances so warrant, and whether or not the accused member or the complainant so requests.

(c-2) It shall be the duty of every member who has testimony to offer or has in his possession letters, papers or documents bearing on any charge of unprofessional conduct to give such testimony and to produce such letters, papers or documents, or certified copies thereof, voluntarily or on request of The Board, The Committee on Professional Practices or The Judiciary Committee.

(c-3) The accused member and the complainant shall each fully and truthfully answer all relevant questions which The Board, The Committee on Professional Practices, and The Judiciary Committee shall ask. Refusal to so answer or giving answer which, in the judgment of The Board or either of said Committees, are evasive shall be construed as conduct detrimental to the best interests of The Institute. Such conduct shall be an independent and separate *prima facie* case of unprofessional conduct against such member, and shall be adjudicated by The Board. If the member is found guilty, his membership shall be terminated.

CHAPTER XIV

AWARDS OF HONOR

(No amendment proposed; see blue sheet for text.)

RESOLUTION—O—

Resolved, that the paragraphs, sections and articles of Chapter XIV as printed on the blue sheets shall constitute and be Chapter XIV of the By-laws of The Institute.

CHAPTER XV

PUBLICATIONS AND LITERATURE

(No amendment proposed; see blue sheets for text.)

RESOLUTION—P—

Resolved, that the paragraphs, sections and articles of Chapter XV as printed on the blue sheets shall constitute and be Chapter XV of the By-laws of The Institute.

AMENDMENTS RELATING TO CHAPTER XVI

The Board will offer to the Sixty-eighth Convention the following resolution to amend revised Chapter XVI:

RESOLUTION—Q—

Resolved, that the amendments to revised Chapter XVI as printed below be and hereby are approved and adopted, and shall constitute and be Chapter XVI of the By-laws of The Institute,

CHAPTER XVI**GENERAL PROVISIONS****Article 1. Interests, Rights and Privileges of Members.****Section 1. Pecuniary and Property Interests of Members of The Institute.**

(a) *Interest Vested in Corporate Members Only.* All title to and interest in the real and personal property of The Institute imposed, granted, and conferred by the laws of the State of New York and these By-laws are vested and shall remain in The Institute, alike and equal for the benefit of each and every corporate member, and all interests in the pecuniary liabilities of The Institute imposed by said laws and these By-laws are vested in and shall remain in The Institute, alike and equal for each and every corporate member.

(b) *Interests Vested in All Members.* All title to and interest in the seal and insignia of The Institute, in the name of The Institute and abbreviations thereof, in the initials A.I.A. denoting membership in The Institute whether or not the said initials are prefixed or suffixed by one or more titles, names, letters or symbols, and all title to and interest in all other intangible property of The Institute, shall rest solely and shall always remain in The Institute and be vested in its members.

Section 2. Rights and Privileges of Members of The Institute.

(a) *Rights and Privileges of all Members.* Under the conditions set out in paragraph (c) of this section, every member of The Institute shall have and may exercise all the rights and privileges of a member of The Institute that are conferred on him by law and/or that are granted to him by the provisions of these By-laws or by The Board from time

to time in accordance with the provisions of these By-laws.

(b) *Additional Rights and Privileges of Corporate Members.* Under the conditions set out in paragraph (c) of this section, every corporate member of The Institute shall be entitled to act as a delegate at any meeting of The Institute and to hold office therein, and to vote and hold office in either the chapter or the state association member to which he is assigned, and to exercise all the rights and privileges that are conferred on him by law and that are granted to him by the provisions of these By-laws and/or the By-laws of the said chapter and the said state association member and by their respective governing boards.

(c) *Limitations on Rights and Privileges.* The right of a corporate member to act as delegate at any meeting of The Institute and to vote or hold office in The Institute or in any of its chapters or state association members, and to exercise and use any right and privilege granted to him by law and/or the provisions of these By-laws, and the granting to him of such rights and privileges, shall be conditioned upon the said member being in good standing in The Institute.

(d) *Good Standing Defined.* A corporate member is not in good standing in The Institute or in any of its chapters or state association members if he is under suspension or if he is in default to The Institute or to any chapter of The Institute. Immediately a member becomes not in good standing, *ipso facto* his right to act as a delegate to any meeting of The Institute, to sign any petition nominating a member to any office therein or any application for any membership therein, to vote or hold office in The Institute or in any of its chapters or state association members, and to exercise or use any corporate and granted rights and privileges in The Institute and in its chapters and state association members shall be suspended and withdrawn until he is restored to good standing.

Section 3. Termination of Interests, Rights, and Privileges of Members.

(a) If the membership of any member of The Institute is terminated prior to a dissolution of the corporate affairs of The Institute, then neither the said member nor any successor, heir, executor, ad-

Chapter 1
Article 4
Section 1

ministrator, assign, trustee, agent, receiver, or legal representative of any character whatsoever of said member shall have any title to or interest in any property of The Institute or in that of any of its chapters; or any title to or interest in any right or privilege granted by The Institute or any of said chapters; or any right to use any such property or to exercise any such right and privilege; or any right to print or otherwise use or to cause or permit to be printed or otherwise used the seal or insignia of The Institute or its name or any abbreviations thereof, or its initials A.I.A., or any title which The Institute has granted; or shall have any valid claim against The Institute or any of its officers or directors by reason of such member having been at any time a member of The Institute.

(b) Nothing contained in these By-laws shall be construed to limit the liability imposed by law on a member, and the termination or suspension of the membership of a corporate member shall not relieve the person whose membership has been terminated or suspended from his indebtedness to The Institute or to any of its chapters or state association members.

Article 2. Certificates of Membership.

Section 1. Issuance of Certificates of Membership.

(a) When a person or a state association is admitted to membership in The Institute, when a corporate member becomes a fellow, member emeritus, or life member, and when a person becomes an honorary or an honorary corresponding member, such person or association, as the case may be, shall be entitled to obtain a certificate from The Board certifying to that effect.

(b) The name of the person or association to whom the certificate is issued shall be written in on the face of the certificate, and the terms under which it is issued, the kind of membership it certifies to, the rights and privileges granted, the obligations undertaken, and such other matters as The Board shall prescribe shall be printed or engraved thereon. Each certificate shall be signed by The President and The Secretary and shall bear the seal of The Institute.

Section 2. Certificates of Membership Loaned.

Every certificate shall be and always remain the property of The American Institute of Architects, and shall be a loan to the person or association so long as he or it remains a member of The Institute.

Section 3. Cancellation of Certificates of Membership.

If a membership in The Institute is terminated otherwise than by death, then the person or association whose membership is terminated must return all certificates of membership of The Institute held by him or it to The Institute within thirty days after notice has been given him or it of such termination. The Secretary shall cancel the certificate or certificates upon receipt thereof. If the certificates are not returned to The Institute within said time, then The Board may act to recover them, together with all costs and expenses incurred in connection with said recovery.

Notice of the cancellation of a certificate shall be published once in The Bulletin and may be published in such other publications as The Board determines.

Article 3. Affiliations of The Institute.

Section 1. Affiliations with National Organizations.

Any national organization not formed, used or maintained for financial gain, price-fixing or political purposes may be affiliated with The Institute if and while such affiliation will promote the purposes and objects of The Institute.

Section 2. Terms of Affiliations.

(a) *Manner of Affiliating.* Affiliation with The Institute shall be effected by a written agreement duly executed by The Board and the organization, after The Board has approved the agreement by the concurring vote of not less than two-thirds of its entire membership. Every such agreement 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 form of organization and the purposes and objects of the affiliate, the nature of its membership, operations and administration, and must be cancellable for any reason by the concurring vote of not less than two-thirds of the total membership of The Board.

(b) *Period of Affiliation.* An affiliation may be made for a period of not to exceed five calendar years, but thereafter may extend from year to year until terminated and cancelled by either The Institute or the affiliate.

(c) *Use of Institute Name by Affiliate.* An affiliated organization, but never the individual members thereof, may use and print the phrase *Affiliated with The American Institute of Architects* as a suffix to the name of the organization, but not otherwise. Any abbreviation of such phrase or other use of the name or the initials of The Institute for any purpose by an affiliate or by any member of the affiliated organization or by any person, firm, association, or corporation connected therewith shall make the contract of affiliation cancellable forthwith.

Article 4. Inspection of Books and Records.

Chapter XVI
Article 1

The correspondence, books of account and records of The Institute, except as otherwise provided in these By-laws, shall be open at the executive offices to the inspection of any member in good standing during the business hours fixed by The Institute for the executive offices.

Article 5. Parliamentary Authority

The rules contained in *Roberts Rules of Order Revised* shall supplement the rules and regulations adopted by The Institute and The Board and shall govern The Institute, The Board, The Executive Committee, and the committees in all cases in which such rules are applicable and are not inconsistent or in conflict with the provisions of law, these By-laws, or the rules and regulations adopted by The Institute or by The Board.

Article 6. Endorsements.

Section 1. Endorsements by The Institute.

(a) *Endorsements of Business Enterprises.* The Institute shall not sponsor or endorse, aid, or take part in the direction or control of any business enterprise operated for profit that is not owned by The Institute and directed or conducted by The Board.

(b) *Endorsement of Materials.* Neither The Institute nor any of its chapters or state association members, nor any officer, director, committee member or employee of any thereof in his official capacity

shall approve, sponsor, or endorse, or do anything that may be deemed or construed to be an approval, sponsorship or endorsement of any method or manner of handling, using, distributing or dealing in any material or product, unless it is owned by or under the sole control of The Institute. This shall not be construed to limit an approval by The Board of the manner of presenting to the architectural profession data relating to such material or product or to limit the approval, sponsorship or endorsement by it of books or other literature relating to architecture or its practice, or to the objects and purposes of The Institute published by others than The Institute; provided, that the said data, books or other literature have been submitted to The Board and its approval, sponsorship or endorsement voted by the concurring vote of not less than two-thirds of its entire membership. By a like vote, The Board may permit the seal and/or other insignia of The Institute to be imprinted on the title page of each of said book or said other literature, for a royalty consideration or otherwise; provided, that The Institute is protected from all liability that may arise therefrom.

CHAPTER XVII

AMENDMENTS AND INTERPRETATIONS OF BY-LAWS

(No amendment proposed; see blue sheets for text.)

RESOLUTION—R—

Resolved, that the paragraphs, sections and articles of Chapter XVII as printed on the blue articles of Chapter XVII as printed on the blue the By-laws of The Institute.

FINAL RESOLUTION

Covering Chapters I to XVII

RESOLUTION—S—

Resolved, that the Chapters I to XVII as approved and adopted severally by this Convention be and hereby are adopted in their entirety and shall constitute and be the By-laws of The Institute, effective on the day immediately following the adjournment of this Convention.

NOTES



*Former
Constitution
Article 1*

*Chapter X
Article 1
Section 3*

*Chapter V
Article 3
Section 1*

*Chapter 1
Article 2
Section 2*

TEXT OF THOSE PARTS OF THE BY-LAWS TO WHICH NO AMENDMENTS ARE PROPOSED

THE text of those parts of the By-laws to which no amendments are offered is printed on blue paper to differentiate it distinctly from the text of those parts of the By-laws to which amendments are offered, which is printed on the white paper.

The text on the blue pages has been edited as directed by the Sixty-seventh Convention and contains all amendments made by The Board under its authority to amend.

Reference by chapter, article, section, paragraph, or sub-paragraph, as the case may be, is made at its proper place in the text on the white pages, to the text on the blue pages, and the chapter, article, section and paragraph references *in italics* on the margins of the white and the blue pages are references to the comparative parts of the existing By-laws. The marginal references are to "By-laws" unless "Former Constitution" is designated.

THE BY-LAWS OF THE AMERICAN INSTITUTE OF ARCHITECTS

CHAPTER I ORGANIZATION, COMPOSITION AND GENERAL POWERS

Article 1. Organization.

Section 1. Name.

The name of this membership corporation is The American Institute of Architects.

In these By-laws the corporation is called The Institute.

Article 2. Dues and Fees.

Section 2. Admission Fees.

Every applicant for admission to membership in The Institute, as a condition precedent to his election to such membership shall pay to The Institute, in full, an admission fee of twenty-five dollars (\$25.00); provided, that The Board, after January 1, 1936, by the concurring vote of not less than two-thirds of its entire membership, may fix the admission fee to a *corporate* membership for any fiscal year thereafter at not less than five dollars (\$5.00) nor more than twenty-five dollars

(\$25.00), but shall not vary the said fee more than five dollars (\$5.00) between any two consecutive years; and provided further, that the admission fee shall be five dollars (\$5.00) for every person admitted to The Institute as a corporate member during the fiscal year 1936. After the close of the fiscal year 1936 the then Secretary of The Institute shall delete from these By-laws without further action by The Institute that part of this paragraph beginning with the words "and provided further that the admission fee shall be five dollars (\$5.00)."

Section 3. Annual Dues.

(a) *Annual Dues for Corporate Members.* Every corporate member shall pay twenty-five dollars (\$25.00) to The Institute each year as an annual dues, unless he is exempted from the payment of annual dues in whole or in part in accordance with the provisions of these By-laws; provided, however, that The Board, by the concurring vote of not less than two-thirds of its entire membership, may fix said dues for any year at any lesser

Former
Constitution
Article 1

Chapter X
Article 1
Section 3

Chapter V
Article 3
Section 1

Chapter I
Article 2
Section 2

Chapter X
Article 1
Section 5(a)

amount than twenty-five dollars (\$25.00) but not less than five dollars (\$5.00).

(b) *Annual Dues for State Association Members.* Every state association member shall pay an annual dues to The Institute. The amount of said annual dues each year shall be based on the number of paying members of the association member, as of January 1st of the then current year, exclusive of those who are corporate members of The Institute, as follows:

If the number of such non-Institute paying members as of January 1st, is:

25 or less, the annual dues shall be \$25.00;
 more than 25 and not more than 50, the annual dues shall be \$50.00;
 more than 50 and not more than 100, the annual dues shall be \$75.00;
 more than 100 and not more than 200, the annual dues shall be \$125.00;
 more than 200 and not more than 300, the annual dues shall be \$175.00;
 more than 300 and not more than 400, the annual dues shall be \$225.00;
 more than 400 and not more than 500, the annual dues shall be \$275.00;
 more than 500 and not more than 600, the annual dues shall be \$325.00;
 and therefrom for each additional increment of 100 such members, the annual dues shall be increased \$50.00.

(c) *Period and Due Date of Annual Dues.* Every annual dues shall be for the period of the fiscal year of The Institute, and shall be due and payable on the first day of the fiscal year at the executive offices of The Institute. Members under suspension shall not be relieved of the payment of annual dues because of such suspension.

(d) *First Annual Dues.* As a condition precedent to his election to membership, every applicant shall pay in full the then current annual dues required by these By-laws to be paid by him.

Section 4. Default of Annual Dues.

(a) *Members in Default.* Every member who has not paid one-third or more of the annual dues for the then current fiscal year, on or before March 31 of said year shall be in default for the unpaid amount.

Every member who has not paid two-thirds or more of the annual dues for the then current fiscal year on or before September 1 of said year shall be in default for the unpaid amounts.

Every member who has not paid the entire amount of the annual dues for the then current fiscal year on or before December 31 of said year shall be in default for the unpaid amount.

(e) *Posting of Names.* The Secretary may publish in The Bulletin a list of all members in default, and the secretary of each chapter and of each state association member may post on a bulletin board in their respective headquarters a list of the corporate members of The Institute who are in default to the chapter or the state association member, as the case may be; provided, that in no case shall the amount of a member's default be so published or posted.

Section 5. Remission of Fees and Dues.

(a) *Remission by Convention.* The delegates at any duly called meeting of The Institute, by resolution adopted by the concurring vote of not less than two-thirds of the delegates accredited to vote at said meeting, may remit any part or all of the admission fee or any part or all of the annual dues required to be paid by each kind of members for any fiscal year.

(b) *Remission by The Board.* The Board, in exceptional instances and for what it deems adequate cause, may remit the admission fee to corporate membership or the annual dues to be paid by a corporate member, in whole or in part.

(c) *Remission Retroactive.* Remission of fees or dues may be made retroactive.

Section 7. Exemption from Dues by Life Membership.

(b) *Life Membership Fee in Installments.* The applicant for life membership may pay the fee in installments, each of which shall be for one-fifth the amount of the fee, but he shall not become a member for life or be entirely exempt from the payment of dues until and unless the total fee is paid. However, for each such installment of one hundred dollars so paid, the annual dues of the applicant shall be reduced five dollars.

(d) *Life Member.* A life member shall have the right to and may print and otherwise use the

Chapter V
Article 3
Section 2

Chapter X
Article 1
Section 5(b)

Chapter V
Article 3
Section 3

Chapter X
Article 1
Section 2

Chapter X
Article 1
Section 3(b)

Chapter V
Article 3
Section 3

Chapter X
Article 1
Section 2
and
Section 5(c)

Chapter V
Article 3
Section 3

Chapter X
Article 1
Section 5(d-3)

Chapter X
Article 1
Section 6(b)

Chapter X
Article 1
Section 6(a)

Chapter X
Article 1
Section 6(c)

Chapter X
Article 1
Section 4(b)

Chapter I
Article 11
Section 1

Chapter X
Article 1
Section 4(c)

Chapter I
Article 3
Section 1

Chapter I
Article 2
Section 2

Chapter I
Article 3
Section 1

title *Life Member*, written in full as a suffix to the initials *A. I. A.* or *F. A. I. A.* as the case may be, and his interests, rights, privileges, titles, and liabilities as a corporate member shall be un-abridged and unchanged.

(e) *Refund of Life Membership Fee.* If the membership of a life member or of an applicant for a life membership is terminated other than for unprofessional conduct, then the fee paid by the life member or all installments paid thereon by the applicant, as the case may be, shall remain thereafter the property of The Institute, without recourse; but, if the membership of a life member or of an applicant for a life membership is terminated for unprofessional conduct, then The Treasurer shall return to him the amount paid by him as a life membership fee or on account thereof, as the case may be, without interest, and all his rights, privileges, and interests in The Institute and its property and assets shall thereupon terminate and cease.

**CHAPTER II
MEMBERSHIPS**

Article 1. Corporate Memberships.

Section 5. Admission Denied.

(a) *Notification of Non-admission.* If an applicant is not elected or admitted to corporate membership, The Secretary shall notify him and the governing board of the chapter that recommended him to that effect, and The Treasurer shall remit to him the amount deposited by him for annual dues and for admission fee, less five dollars (\$5.00), which shall be withheld by The Institute as its fee for examination of the applicant's qualifications.

(b) *Reapplication for Admission.* If the applicant is found not qualified for admission or if his admission is denied without prejudice and he desires thereafter to re-apply for admission to corporate membership, then he shall make a new application in the manner required for an original application; provided, that not less than twelve months have elapsed after the date of The Secretary's previous notice to him of non-admission.

Section 11. Termination of Corporate Memberships.

A corporate membership shall be terminated by the death of the member, by his resignation, or by his default under the conditions prescribed in these By-laws, and it may be terminated by action of The Board after it finds him guilty of unprofessional conduct, in accordance with the provisions of these By-laws.

Former Constitution Article VII Section 2

Chapter I Articles 6 and 7

Chapter X Article 1 Section 5 (d)

Article 2. State Association Memberships.

Section 1. Eligibility for State Association Membership.

Any state-wide incorporated or unincorporated non-profit membership organization of persons pursuing and/or qualified for the practice of architecture and created to forward the profession of architecture and make it of ever-increasing service to society, is a State Association within the meaning of these By-laws and eligible to apply for a State Association Membership.

Chapter V Article 1 Section 1 (a)

Section 2. Qualifications for State Association Membership.

Any eligible state association may qualify for a state association membership in The Institute by furnishing The Board with evidence satisfactory to it:

Chapter V Article 2 Section 1 (a) (first)

First, that the application for such membership is approved by a majority of the corporate members of The Institute in good standing in the state;

Chapter V Article 2 Section 1 (a)

Second, that the association is a self-governing body, which, except as limited by the laws of the state and these By-laws, shall establish the qualifications of its members and their classes and privileges, its relations with the chapters of The Institute in the state, and its manner of operating;

Chapter V Article 1 Section 2

Third, that, if there is in the state a registration or licensing law for architects, every registered or licensed architect resident in the state is eligible for membership in the association, and that, if there is no such law, every qualified architect is eligible for such membership; provided, however, that architects who are not practicing professionally need not be eligible for such membership;

Chapter V Article 2 Section 1 (a) (second)

Fourth, that every architectural draughtsman resident within the state is eligible either for membership in, or for association or affiliation with, the state association, as it shall elect;

Chapter V Article 2 Section 1 (a) (third)

Chapter X Article 1 Section 4(c)

Chapter I Article 3 Section 1

Chapter I Article 2 Section 2

Chapter I Article 3 Section 1

Chapter V
Article 2
Section 1 (a)
(fourth)

Fifth, that within such time as is mutually agreed by The Institute and the state association such association will organize the said draughtsmen into local organizations and admit said draughtsmen or each such local organization, as said state association shall elect, as associate or affiliate members of said association, entitled to vote at meetings thereof, in such manner and to such extent as the state association prescribes.

Section 3. Admission of State Association Members.

Admission to state association membership shall be by action of The Board. When the state association has been admitted to state association membership, The Secretary shall enroll it as a state association member, notify the state association to that effect, and issue to it the certificate of state association membership.

Section 4. Termination of State Association Memberships.

A state association membership may be suspended or terminated for default as provided in Chapter I, Article 2, Section 4 of these By-laws, or by either The Institute or the state association member, if the latter is not in default to The Institute, by giving to the other written notice of its intention to terminate the membership and an opportunity to be heard in the matter by The Board or the governing board of the state association member, as the case may be. Such notice must be given at least six months before the end of a fiscal year of The Institute, and if such notice has been duly given and the opportunity to be heard has been offered, then the membership shall terminate at the expiration of such year, if the notice is not withdrawn.

Section 5. Interests, Rights, and Privileges of State Association Members in The Institute.

(a) *Voting Rights at Institute Meetings.* Every state association member in good standing in The Institute shall be entitled to be represented at meetings of The Institute by one or more delegates who shall be known as *state delegates*, and to vote thereat on all questions or divisions, except those relating to the property of The Institute or its chapters.

(b) *General Rights in Intangible Property.* A state association member in good standing in The Institute shall be entitled to and may exercise all the rights to and privileges in certain intangible

property of The Institute that are conferred on it by these By-laws and that The Board shall specifically grant to it from time to time.

(c) *Titles of State Association Members.* Every state association member, in connection with its own name, may use the title *State Association Member*, *The American Institute of Architects*, but shall not abbreviate said title, and none of its members, associates, or affiliates, in any manner or for any purpose whatever, shall use said title or any abbreviation or part thereof, or publish, print, or otherwise use or cause or permit to be published, printed, or otherwise used any other title, phrase, or initials, seal or insignia denoting membership or otherwise in The American Institute of Architects, unless he is a corporate member thereof.

(d) *Interest in Tangible Property.* Neither The Institute nor a state association member shall have any title to or interest in the property of the other, unless The Institute and the state association member otherwise agree in writing.

(e) *Interest in Liabilities.* The Institute shall not be liable for any debt or other pecuniary obligation of any state association member, and no state association member shall have any interest in or be liable for any debt or other pecuniary obligation of The Institute.

(f) *Agency and Custodianship.* The Institute and any state association member may act as agent or otherwise, one for the other, for the purpose of collecting and forwarding dues or acting as custodian of funds or otherwise if they duly execute a written agreement to that effect.

(g) *Literature to State Association Members.* Every state association member in good standing in The Institute shall be entitled to three copies of each Bulletin, Proceedings and Annuary of The Institute and three copies of each thereof for each of its sub-organizations. The said state association members may also acquire for their members such other documents and literature as The Institute shall cause to be published or distributed, at and for such terms as The Board shall fix from time to time.

Section 6. Voting of Non-Institute Members on Institute Affairs Prohibited.

A member, associate, or affiliate of a state association member shall not vote on any question or

Chapter V
Article 6
Section 2
and
Article 2
Section 1 (b)

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 3

Chapter V
Article 2
Section 1 (b)

Chapter V
Article 2
Section 3
and
Article 3
Section 3

Chapter V
Article 2
Section 1 (d)

Chapter V
Article 5
Section 1 (a)

Chapter V
Article 6
Section 2

division concerning Institute affairs, unless he is a corporate member of The Institute in good standing.

Section 7. Obligations of State Association Members to The Institute.

Every state association member shall support The Institute and its activities, and shall not directly or indirectly nullify or contravene the general purposes of The Institute.

Section 8. State Delegates.

(a) The Maximum Number of State Delegates.

The aggregate number of state delegates that may be accredited at any meeting of The Institute shall not exceed one hundred. Until such maximum number is reached, every state association member in good standing shall be entitled to elect and be represented thereat by one delegate; every such state association member having more than three hundred and not more than five hundred voting members shall be entitled to elect and be represented by two delegates; and every such state association member having more than five hundred voting members shall be entitled to elect and be represented by three delegates, which shall be the maximum number of delegates that may be accredited from any state association member.

(b) Number of Delegates from Each State Association Member. The number of delegates that each state association member in good standing shall be entitled to elect and have represent it at any meeting of The Institute during the then calendar year shall depend upon the number of voting members in the state association member as of January 1 of such year.

At least one delegate elected by each state association member shall be a corporate member of The Institute.

(c) Number of State Delegates Fixed by Secretary. As soon as possible after January 1 of each year, The Secretary, from the records in his office of the prior year, shall determine and fix the number of state delegates that each state association member is entitled to elect and have represent it at meetings of The Institute during the year, and on or before March 1 shall give due notice thereof to each such member. During such year the number of votes each association member shall be entitled to cast at any meeting of The Institute shall be

equal to the number of delegates fixed in the said notice of The Secretary.

(d) Casting Votes of State Association Members. The vote or votes of a state association member at a meeting of The Institute must be cast as a unit and not otherwise. Such vote must be cast by a delegate of the state association member who is a corporate member of The Institute in good standing and has been duly authorized by the state association member to cast the vote.

The procedure of determining whether the said unit vote shall be cast in the affirmative or the negative shall rest with the state association member.

(e) Privileges of Non-Voting State Delegates. The accredited delegates of a state association member to a meeting of The Institute who do not cast its vote or votes need not be corporate members of The Institute, and may exercise every privilege of a delegate at said meeting, except that of voting.

CHAPTER III

FELLOWSHIPS, HONORARY MEMBERSHIPS AND HONORARY CORRESPONDING MEMBERSHIPS

Article 1. Fellowships.

Section 1. Qualifications for Fellowship.

A corporate member may be advanced to a fellowship if he is in good standing in The Institute at the time of his nomination for advancement and has been so for not less than ten consecutive years immediately prior to his nomination and if he has notably contributed to the advancement of the profession of architecture in design, or in the science of construction, or by literature or educational service, or by service to The Institute or any chapter or state association member, or by public service.

Section 2. Nominations for Fellowship.

The nomination of a member for advancement to a fellowship may be made by vote of the governing board of any chapter or of any state association member, or by a recommendation signed by five or more fellows in the chapter or the state association member to which the nominee belongs, or by a recommendation signed by any ten or more corporate members. Every such nomination shall be made in writing and addressed to the Jury of Fellows. The

Chapter V
Article 5
Section 1 (c)

Chapter V
Article 2
Section 2

Chapter V
Article 4
Section 1 (b)

Chapter V
Article 5
Section 2

Chapter V
Article 4
Section 1 (a)

Chapter II
Article 1
Sections 1 and 2

Former
Constitution
Article III
Section 3

Chapter V
Article 2
Section 1 (d)

Chapter V
Article 4
Section 1 (a)

Chapter V
Article 5
Section 1 (b)

Chapter II
Article 1
Section 4

Chapter V
Article 6
Section 2
and
Article 2
Section 1 (b)

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 1

Chapter V
Article 6
Section 3

Chapter V
Article 2
Section 1 (b)

nomination shall set out the qualifications of the nominee for advancement and shall be signed by all the nominators.

Section 3. Election to Fellowship.

(a) *Advancement by Jury of Fellows.* The authority and power to advance a member to a fellowship hereby is delegated to the Jury of Fellows. The Jury of Fellows shall obtain such evidence of the standing, achievements and qualifications of the nominee by written communication or otherwise, as it deems necessary. All such communications and the answers thereto shall be privileged.

(b) *Election of Fellows.* Every advancement to fellowship shall be by the favorable vote of not less than two-thirds of the entire membership of the Jury of Fellows, taken at a duly called meeting of the Jury.

(b-1) An interval of not less than six calendar months shall elapse between the date on which a nomination is received by the Jury and the date on which final action on the nomination is voted on by it. When a favorable vote has been given, the chairman of the Jury shall declare to said Jury that the member has been advanced to fellowship, and shall report the advancement to The Secretary in writing, at least thirty days prior to the date fixed for the annual convention at which the advancement is to be announced.

Section 4. Notification of Election to Fellowship.

When the advancement of a member to a fellowship has been reported to The Secretary by the Jury, he shall notify the member who has been advanced to that effect and request him to be present at the annual convention to receive the honor, and shall also send notice of the advancement to the chapter and the state association member to which the newly elected fellow belongs.

Section 5. Admission to Fellowship.

(a) *Presentation of Fellowships.* At the annual convention, the chairman of the Jury of Fellows shall introduce each newly elected fellow and give a citation of his achievements. Thereupon The President shall declare him admitted to fellowship and present him with his certificate of fellowship.

(b) *Presentation of Fellowships in Absentia.* If the newly-elected fellow is unable to attend the

convention, then the presentation may be deferred to a succeeding convention when he can be present, or in the event of unusual circumstances, his advancement may be announced to the convention and the citation given by the chairman, and the certificate presented *in absentia* by The President.

Section 6. Enrollment of Fellows.

After the member has been admitted to fellowship, The Secretary shall enroll him as a fellow of The Institute, publish his name as fellow and the citation in one issue of The Bulletin, and publish his name as fellow, with the date of his advancement, in every issue of The Annuary thereafter until the fellowship is terminated. The chapter and the state association member to which the fellow belongs shall enroll him as a fellow of The Institute in their respective organizations.

Section 7. Advancement to Fellowship Denied.

If a nominee for advancement to fellowship fails to be advanced by a vote of the Jury, he shall not be disqualified for advancement and his advancement shall not be prejudiced thereby, until and unless his advancement has been balloted on and refused at three separate duly called meetings of the Jury.

Section 8. Status of Fellows.

The status of a corporate member and his interests, rights and privileges in The Institute and in any chapter or state association member shall not be terminated, abridged or altered because of his advancement to fellowship or because of any amendments to the By-laws relating to fellowships adopted subsequent to his advancement.

Section 9. Titles.

A fellow shall have the right to and may print or otherwise use the title *Fellow, The American Institute of Architects* and the initials *F. A. I. A.*, in his practice and works, in addition to all other titles, insignia and initials which he is entitled to use as a corporate member.

Article 2. Honorary Memberships.

Section 1. Qualifications for Honorary Membership.

A person of esteemed character who is not eligible for corporate membership in The Institute may be admitted to honorary membership therein as an

Revised
By-laws
Chapter XII
Article 2
Section 2

Chapter II
Article 1
Section 3
and
Section 5 (a)

Chapter II
Article 1
Section 5 (b)

Chapter II
Article 1
Section 5
(b-1)

Chapter II
Article 1
Section 6

Chapter II
Article 1
Section 7 (a)

Chapter II
Article 1
Section 7 (b)

Chapter II
Article 1
Section 8

Chapter II
Article 1
Section 9

Chapter II
Article 1
Section 10

Chapter II
Article 1
Section 11

Chapter III
Article 1
Section 1
and
Section 3

Former Constitution Article III Section 1 and Section 4

Honorary Member, if he has rendered a distinguished service to the profession of architecture or to the arts and sciences allied therewith.

Section 2. Nominations for Honorary Membership.

A person qualified for admission to honorary membership may be nominated thereto by any member of The Board at any of its semi-annual meetings. The nomination shall be in writing over the signature of the nominator and shall state the name or names of those who have proposed the nomination, the reasons for the nomination, the biography of the nominee, a history of his attainments, and his qualifications for the honor.

Section 5. Status and Privileges of Honorary Members.

(c) Fees and Dues Not Required from Honorary Members. A person admitted to honorary membership shall not pay any admission fee or annual dues to The Institute, nor have any corporate or other rights therein except as given by the provisions of paragraphs (a) and (b) of this Section 5.

(d) Status of Honorary Members. The status in The Institute of an honorary member admitted prior to the adoption of any amendments of these By-laws relating to such memberships shall not be changed because of the said amendments.

CHAPTER VI

MEETINGS OF THE INSTITUTE

Article 1. Corporate Meetings.

Section 1. Annual Meetings.

(a) Time and Place of Annual Meeting. The Institute shall hold an annual meeting, called the annual convention, at the time and place determined by The Board if such shall not have been fixed by the preceding convention.

(b) Notice of Annual Convention. A notice of the annual convention shall be sent by The Secretary to every member of The Institute and to every chapter not less than thirty days before the opening day of the convention, stating the time and place at which it will be held.

No failure in or irregularity of notice of an annual convention shall invalidate the convention or any actions thereat or thereof.

(c) Business at Annual Conventions. A trustee to fill each office of trustee about to become vacant, and officers to succeed those whose terms of office are about to expire shall be elected at the annual convention, and The President, The Board, and The Treasurer shall each make an annual report in writing thereat.

Section 2. Special Meetings.

(b) Call and Notice of Special Meetings. If and when The Secretary finds that the call for a special meeting has been duly made, he shall send the call and a notice thereof to every member and to every chapter not less than thirty calendar days before the day fixed for the said meeting. The call and notice shall state the time and place of the special meeting and the business to be transacted thereat.

(c) Business at Special Meetings. No business other than that specified in the call shall be transacted at said meeting.

(d) Procedure at Special Meetings. The delegates to a special meeting must present their credentials and be accredited to the meeting in the manner prescribed therefor for an annual convention, and all rules, procedure, and voting at a special meeting shall be similar to that prescribed for an annual convention.

Section 3. Sending of Notices of Meetings.

A notice of an annual convention and a call and notice of a special meeting shall be deemed to have been sent and served on each member and each chapter, if such notice or such call and notice, as the case may be, has been mailed to each thereof or has been published in The Bulletin issued in accordance with the provisions of these By-laws. The time of sending such notice, or such call and notice, shall be deemed to be the date on which it or The Bulletin containing it was mailed.

Article 2. Delegates to Meetings.

Section 1. Authority and Powers of Delegates at Meetings.

(a) Delegates Represent Members. All rights, powers, and privileges of an annual convention and of a special meeting granted under the laws of the State of New York shall be vested in, and may be

Former Constitution Article IV and Article VII

Chapter VI Article 1 Section 3

Chapter VI Article 2 Section 2

Chapter VI Article 2 Section 2

Chapter VI Article 2 Section 3

Chapter VI Article 3 Section 2

Chapter VI Article 4 Section 1 and Section 2

Chapter III Article 1 Section 4

Chapter III Article 1 Section 5

Chapter VI Article 1 Former Constitution Article VIII

Chapter VI Article 1 Section 2

Chapter II Article 1 Section 8

Chapter II Article 1 Section 9

Chapter II Article 1 Section 10

Chapter II Article 1 Section 11

Chapter III Article 1 Section 1 and Section 3

exercised by duly accredited representatives of the members of The Institute elected by them. Each such representative shall be known as a delegate.

Chapter VI
Article 4
Section 3

(b) *Termination of Delegates' Authority.* All authority, rights, powers, and privileges of a delegate shall terminate and be cancelled when the meeting to which he was elected adjourns *sine-die*.

Chapter VI
Article 4
Section 4 (a)
and (b)

(c) *Classification of Delegates.* Delegates shall be classified as Member Delegates, representing the corporate members; State Delegates, representing the state association members as provided in Chapter II, Article 2, Section 8; and Delegates-at-large, representing the entire Institute membership.

The delegates-at-large shall be every member of The Board and every past president of The Institute present at a meeting of The Institute. A delegate-at-large may also be elected a member delegate or a state delegate, or both.

Section 2. Member Delegates.

Chapter VI
Article 4
Section 4 (c)

(c) *Credentials of Member Delegates.* The election of member delegates from each chapter and such other matter appertaining thereto as The Board requires shall be duly certified to by the president or the secretary of the chapter, and he shall present each duly elected member delegate with a credential card furnished by The Secretary.

Article 3. Accrediting and Registering Delegates.

Section 1. Credentials Committee.

Chapter VI
Article 4
Section 6 (b)

The Board at a meeting held prior to the meeting of The Institute shall elect three corporate members who are qualified to act as delegates to act as the Credentials Committee of the meeting. The Secretary, *ex-officio*, shall act as secretary of the credentials committee, and the committee shall elect one of its members as its chairman. The term of office of every member of the credentials committee shall expire when the report of the committee has been accepted by the meeting.

Chapter VI
Article 4
Section 6 (d)

Section 2. Accrediting and Registering Delegates.

Chapter VI
Article 4
Section 6 (a)

(a) *Presentation of Credentials.* Member delegates and state delegates to a meeting of The Institute must present in person their credential cards to the credentials committee of the meeting as a prerequisite to their being accredited thereto, and the credentials committee shall examine and pass upon all credentials so presented to it.

(b) *Accrediting Member Delegates.* When the credentials committee finds that the credentials presented by a member delegate are in due order, that his election is duly certified to and that he is duly qualified to serve as a delegate, the committee shall endorse his credentials and accredit him to the meeting as a member delegate to represent thereat the corporate members that elected him, and entitled to sit in the meeting, cast not more than one vote or ballot in his own name on any question or division thereat, and exercise therein all the rights, powers and privileges of a delegate.

Chapter VI
Article 4
Section 6 (b)

Chapter VI
Article 7
Section 1

(c) *Accrediting State Delegates.* When the credentials committee finds that the credentials presented by a state delegate are in due order, that his election and his authority to cast the vote of the state association member in the meeting are duly certified to, and that he is duly qualified to serve as a delegate, the committee shall endorse his credentials to that effect and accredit him to the meeting as a state delegate to represent thereat the state association member that elected him and entitled to sit in the meeting and cast the unit vote of the state association member on any question or division except on those proscribed in Chapter II, Article 2, Section 5(a) of these By-laws and otherwise exercise therein all the rights, powers, and privileges of a delegate.

(c-1) If the credentials committee finds that a state delegate is duly qualified to serve as a delegate, but that he is not authorized to cast the vote of the state association member, then the committee shall endorse the credentials of such delegate to that effect and register him as a non-voting state delegate at the meeting to represent thereat the state association member that elected him and entitled to sit in said meeting and exercise therein all the rights, powers, and privileges of a delegate, except that he may not vote on any question or division thereat as a state delegate.

(d) *Accrediting Delegates-at-Large.* The credentials committee shall accredit each delegate-at-large present at a meeting of The Institute to the meeting as a delegate entitled to represent thereat The Institute membership and to exercise for it and in its behalf all the rights, powers and privileges of a delegate, and to vote thereat on any question or division.

Chapter VI
Article 4
Section 4 (a)
and (b)

Chapter VI
Article 4
Section 6 (c)

(e) *Accrediting Proxies.* Every proxy must be presented to the credentials committee by the delegate named in the proxy, and must be accredited by the committee to the meeting before it can be voted. The committee shall examine the proxy and if it finds that it is in due form and has been duly executed in accordance with the provisions of these By-laws and the laws of the State of New York relating thereto, that the election of the delegate executing the proxy has been duly certified to, and that the delegate named as the proxy is entitled to vote at the meeting, then it shall accredit such proxy to the meeting as qualified to be voted thereat by the delegate named in the proxy on any question or division if the maker of the proxy is a member delegate and on any question or division except those proscribed in Chapter II, Article 2, Section 5 (a) of these By-laws if the maker of the proxy is a state delegate.

Chapter VI
Article 4
Section 6 (d)

(f) *Report of Credentials Committee.* The credentials committee shall report in writing to the meeting, setting forth in its report, over the signature of all members of the committee, as follows:

(f-1) Total number of chapters and the name of each, by regional districts;

(f-2) Number of member delegates entitled to be accredited and the total number of votes that may be cast by them, by chapter; as fixed in the notice of The Secretary prescribed in Section 3 of Article 2 of this Chapter;

Chapter VI
Article 4
Section 6 (d)

(f-3) Number of member delegates accredited from each chapter and the name of each such delegate, by chapters;

(f-4) Number of member delegate-proxies accredited from each chapter, and the name of the maker of each such proxy and of the delegate accredited to vote it;

(f-5) Total number of member delegates and total number of member delegate-proxies accredited, by chapters;

(f-6) Total number of member delegates and member delegate-proxies accredited;

(f-7) Total number of state association members and the name of each, by regional districts;

(f-8) Total number of state delegates entitled to be accredited; the number thereof entitled to be accredited from each state association member and the total number of votes that may be cast by each

such member as fixed in the notice of The Secretary prescribed in Section 3 of Article 2 of this Chapter;

(f-9) Number of state delegates accredited and registered, from each state association member, with the name of the state delegate accredited to cast the vote of each such member and the names of each other state delegate registered from each such member;

(f-10) Number of state delegate-proxies accredited from each state association member, with the name of the maker of each such proxy and of the delegate accredited to vote it;

(f-11) Total number of state delegates and total number of state delegate-proxies accredited, by state association members;

(f-12) Total number of state delegates and state delegate-proxies accredited;

(f-13) Total number of state delegates registered but not accredited;

(f-14) Number of delegates-at-large and number of delegates-at-large proxies accredited, with the name of each delegate-at-large, of the maker of each delegate-at-large proxy and of the delegate entitled to vote it;

(f-15) Total number of delegates and proxies accredited;

(f-16) Total number of votes entitled to be cast on any question or division:

(16-a) Not relating to the property of The Institute or its chapters;

(16-b) Relating to the property of The Institute or its chapters;

(f-17) Number of votes that constitutes a quorum of the meeting in the case of (16-a), and in the case of (16-b);

(f-18) Number of votes that constitutes a majority vote of the meeting in the case of (16-a), and in the case of (16-b);

(f-19) Number of votes that constitutes a two-thirds majority of the meeting in the case of (16-a), and in the case of (16-b);

(f-20) Such other matters as the committee deems essential.

(h) *Records of the Credentials Committee.* The credentials committee shall retain each credential and each proxy presented to it, and after endorsing its finding thereon, shall deliver all of same, with the

Chapter VI
Article 4
Section 6 (b)

Chapter VI
Article 7
Section 1

Chapter VI
Article 4
Section 4 (a)
and (b)

original copy of its report signed by all members of the committee, under seal to The Secretary.

(i) *Records Available to Credentials Committee.* The records of The Secretary and The Treasurer shall be available to the credentials committee.

Article 4. Nominations and Elections of Directors and Officers.

Section 1. Nominations of Directors and Officers.

Chapter VI
Article 6
Section 1 and
Section 2 (a)

(b) *Nominations of Officers.* Nominations of officers may be made by petitions of fifteen or more members of chapters, or by delegates from the floor of the convention or meeting, or by a nominating committee under the circumstances prescribed in paragraph (d-1) of this section.

Chapter VI
Article 6
Section 2 (a)
and (b)

(c) *Nominating Petitions.* Nominating petitions must be in writing and filed with The Secretary on or before forty days prior to the opening day of the convention or meeting whereat the elections are to take place. Not more than one officer or director shall be nominated in any single petition, and the petition shall be a statement containing only the signatures of the nominators, the name of the chapter to which each belongs, the name of the member nominated, and a statement that he is nominated to the office or directorship named in the petition.

Of the members signing a nominating petition for an officer or director, not less than five shall be members of one chapter, not less than five members of a second chapter, and not less than five members of a third chapter.

(c-1) The Secretary shall verify every petition and when he is satisfied that the signatories are qualified to sign and that all relevant provisions of paragraphs (a), (b), and (c) of this section have been complied with, he shall give notice of all nominations to the membership and present the nominations to the convention or meeting whereat they are to be voted on. The said notice shall state the name of each nominee, the office for which he has been nominated, and the chapters whose members nominated him, and shall be a part of The Secretary's notice of the convention or meeting whereat the election is to take place.

Chapter VI
Article 6
Section 2 (c)

(d) *Nominations from the Floor.* Nominations for any office that is about to become vacant may be made from the floor of the convention or other

Chapter VI
Article 6
Section 3

meeting whereat directors or officers are to be elected. The time for making nominations shall be announced by The President on the opening day of the convention or meeting, and shall be not later than the second day of the convention or meeting.

If a regional director is to be nominated then any accredited delegate from the regional district which the nominee will represent if elected, may propose the name of a corporate member for the directorship, and if the said member is eligible to hold the office and his nomination is seconded by two or more accredited delegates from the said regional district then such member shall be nominated for regional director for that district.

If an officer is to be nominated, then any accredited delegate may propose the name of any corporate member for the office and if said member is eligible to hold the office and his nomination is seconded by accredited delegates from three different states, then such corporate member shall be nominated for the office.

(d-1) *Nominations by Nominating Committee.* In the event a nomination for any directorship or office that is about to become vacant is not made, then a nomination therefor shall be made by a nominating committee from the floor of the convention or meeting at the time set for making such nominations. The nominating committee shall be appointed by The President and shall consist of five accredited delegates.

Section 2. Election of Directors and Officers.

(a) *Electing Directors and Officers.* All directors and all officers of The Institute shall be elected by ballot at an annual convention of The Institute, unless a special meeting is called for that purpose.

Former
Constitution
Article IV

(b) *Election by Acclamation.* If there is but one nominee nominated for an office or the regional directorship of a district, then The Secretary shall be directed by the delegates to cast a ballot for the said nominee for said office or directorship. Thereupon The President shall declare the nominee elected by acclamation to said office or directorship, as the case may be.

Chapter VI
Article 7
Section 4 (a)

(c) *Election by Balloting.* If there is more than one nominee for an office or the regional directorship of a district, then the name of every nominee for each such office and for each directorship shall be placed by The Secretary on printed ballots for

Chapter VI
Article 7
Section 4 (a)
and (b)

voting. Such voting shall be by secret ballot in accordance with the balloting procedure prescribed in these By-laws and the balloting rules adopted by the convention or meeting. A nominee who receives a plurality of the ballots cast for an office or a regional directorship shall be elected to said office or directorship, as the case may be.

(d) Balloting Procedure.

(d-1) Polls. The polls shall be opened on the day immediately following the day fixed for making nominations, and shall remain open not less than six hours. The time of opening and of closing the polls shall be announced by The President on the opening day of the convention or meeting.

(d-2) Tellers. The balloting shall be in charge of three tellers, who shall be sworn to the due performance of their duties. These tellers shall be accredited delegates, appointed by The President on the opening day of the convention or meeting.

(d-3) Tallies. At the close of the polls, the tellers shall open the ballot boxes, inspect and count the ballots, tally the votes for each nominee, tabulate the results in duplicate, sign the tally sheets and tabulations, seal the ballots and the original tally sheets and tabulation and give them to The Secretary and the duplicate tabulation to The President.

(d-4) Defective Ballots. Every ballot that is not marked in accordance with the rules governing the marking of ballots adopted by the convention or meeting and printed on the ballot, shall not be tallied by the tellers, but shall be marked by them "not tallied."

(d-5) Recount of Tie Voting. A recount of the votes cast shall be made by three accredited delegates, if there is a tie vote for the nominees of an office or directorship, or if the delegates by roll-call vote shall so request. These three delegates, sworn to perform the duties of inspectors of elections, shall be other than the tellers, and shall be appointed by The President. The recount by such three delegates shall be final and conclusive.

If, after such recount has been made, a tie vote exists, then the accredited delegates shall re-ballot for the nominees for whom the tie vote was cast, in the same manner as before.

(d-6) Declaration of Election. The President shall announce the results of all balloting to the convention or meeting and declare all elections.

Article 5. Quorums and Decisions of Meetings.

Section 1. Quorums.

A quorum shall be necessary for the transaction of any business at an annual convention or other meeting of The Institute. Unless these By-laws otherwise require, a quorum for deciding any question or division shall be not less than one-third of the maximum number of votes entitled to be cast on such question or division.

Section 2. Decisions.

Every decision of an annual convention or other meeting of The Institute shall be by a majority vote, unless otherwise required by these By-laws. A secret ballot shall be had whenever the provisions of these By-laws so require, and a roll-call vote shall be taken whenever the delegates equivalent in number to not less than a quorum shall so request, and whenever the provisions of these By-laws so require.

Article 6. Non-Delegates at Institute Meetings.

Section 1. Privileges.

Corporate members who are not delegates, non-Institute members of state association members, associates and junior and student associates of chapters, honorary members and honorary corresponding members may attend any meeting of The Institute, and may speak thereat on invitation of the presiding officer.

Article 7. Minutes of Meetings of The Institute.

Section 1. Minutes and Proceedings.

(a) Minutes. The Secretary shall cause verbatim minutes of every annual convention and other meeting of The Institute to be kept, and as a part thereof shall file all reports and other matters presented to the said convention or meeting.

(b) Proceedings. Unless the finances of The Institute do not permit, The Secretary shall edit and prepare each of said minutes for printing and distribution. When so edited, the minutes shall be known as *The Proceedings* of the convention or meeting, and a printed copy thereof shall be filed as a part of the minutes, and a copy sent to every member of The Institute who is entitled to receive the same, and to such other persons or organizations as The Board directs or The Secretary elects.

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Any member who was present as an accredited delegate at a convention or meeting of The Institute may propose a correction of The Proceedings of that convention or meeting as issued by The Secretary, by stating his correction in writing over his signature and sending it to The Secretary.

(c) *Approval of Minutes.* If, prior to the meeting of The Board next following the sending of The Proceedings, The Secretary does not receive any such suggested corrections of The Proceedings, he shall certify to that effect on the said minutes and on The Proceedings attached thereto and they shall stand approved as entered.

If The Secretary receives any such suggested corrections he shall lay them and the said Proceedings before The Board at its meeting, whereupon The Board shall approve the said Proceedings as printed, or correct and then approve same, as it deems proper. The Secretary shall note such approval, and all corrections made in the minutes and the attached Proceedings and shall certify thereto.

CHAPTER VII

THE BOARD OF DIRECTORS

Article 1. Membership of The Board of Directors.

Section 1. Trustees Are Directors.

(a) There shall be fourteen trustees who, jointly, shall constitute and be The Board of Directors of The Institute, herein called The Board. Each trustee shall be known as a director.

(b) Every trustee of The Institute shall be a corporate member of The Institute, and one trustee shall be a resident of the State of New York.

(c) The Board shall consist of the regional directors and of officer-directors.

Section 2. Regional Directors.

(a) The members of The Institute within each regional district shall be represented on The Board by a director of The Institute, who shall be known as a Regional Director.

(b) Every regional director shall be a corporate member and during his entire term of office a resident within the regional district he represents.

Section 3. Officer-Directors.

The officer-directors shall be the officers of The Institute; The President, The Vice-President, The Secretary, and The Treasurer.

Article 2. Terms of Office of Directors.

Section 1. Lengths of Terms of Office.

The term of office of each officer shall be one year and of each regional director three years; provided, that the terms of office of not less than three nor more than four regional directors shall expire normally in any one year.

Section 2. Expiration of Term of Office.

(a) *Time of Expiration.* The term of office of every officer and of every director whose successor was elected at a meeting of The Institute shall expire simultaneously with the adjournment of that meeting; provided, however, in order that the functions of The Executive Committee shall not cease before turning over its work to its successor committee, the term of office of members of this committee shall not expire until fourteen days after the adjournment of the meeting whereat their successors were elected.

(b) *Limit of Term of Office of President.* A president shall not serve as president more than two consecutive terms of office, but if the first term of office exceeds eighteen calendar months then the president shall not be eligible for re-election to succeed himself at the next election immediately following the end of such extended term of more than eighteen months. Two years or more shall elapse before an ex-president is again eligible for the office of president.

(c) *Limit of Term of Office of Regional Director.* A regional director shall not be elected to succeed himself as regional director; provided, however, that he shall be eligible for re-election for the full term of office of a regional director if, during the period immediately prior thereto, he has been elected to fill an unexpired term or has served as an officer.

Article 3. Vacancies in The Board.

If a vacancy occurs in the membership of The Board other than on account of the regular expiration of a term of office, it shall be the duty of The Board, by roll-call vote at a duly called meeting, to fill the vacancy for the unexpired term of office.

Article 4. Functions and Duties of The Board.

Section 1. General Functions of The Board.

(a) *General Functions and Jurisdiction.* The Board shall manage, direct, control, and admin-

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ister the property, affairs, and business of The Institute; admit and govern its members; acting as trustees, shall be and act as the custodian of its properties and interests, except such thereof as are placed in the custody or under the administration of The Treasurer by the provisions of these By-laws, exercise all authority, rights and powers granted The Board by the laws of the State of New York, and perform all duties required by said laws and these By-laws and in accordance therewith.

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The Board, The Executive Committee, The Investment Committee, or any other committee of The Board, or any officer of The Institute shall not delegate any of the authority, rights, powers or duties conferred by these By-laws or otherwise, unless such delegation is specifically provided for in these By-laws.

(b) *The Board Must Meet to Act.* The Board must actually meet in regular or special meeting in order to transact business, and an agreement or other act of The Directors unanimously or otherwise had outside of such a meeting shall not constitute or be an act of The Board or The Institute, or be binding on any director.

Section 2. General Duties.

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The Board shall carry out all general policies and instructions adopted at a duly called meeting of The Institute and shall act for and in behalf of The Institute in all matters within its jurisdiction. It shall render to each annual convention a full report in writing of the condition and interests of The Institute and of its activities and accomplishments, and submit therewith such recommendations as it deems fit and proper.

These By-laws authorize others than The Board to perform certain of the duties of The Board but at any time The Board may perform any or all of said duties, unless explicitly provided otherwise in these By-laws. Only those to whom such authority is so delegated may perform any duties of The Board, and each duty so performed shall be done under the directions and instructions of The Board, and it shall be responsible therefor.

Section 3. Specific Duties.

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(a) The Board, subject in each instance to the conditions fixed in the provisions of these By-laws or by law, shall perform the following specific duties:

(a-1) *Rules and Regulations.* It shall establish and adopt rules and regulations from time to time to supplement the provisions of these By-laws relating to the use of the seal, insignia, and name of The Institute; the exercise and use of the rights and privileges granted by The Institute; the procedure of meetings of The Board, The Executive Committee, and other committees; the composition, functions and duties of committees; the professional qualifications and the personal standards of conduct required of applicants for admission to corporate membership; the making of awards and bestowing of honors, and other matters concerning the property, affairs, and business of The Institute as The Board deems necessary. Such rules and regulations shall not limit the power of the majority of the members of The Board, and all such rules and regulations shall continue and remain in full force and effect until amended, suspended, or rescinded by action of The Board.

(a-2) *Election of Members.* It shall elect and admit eligible and duly qualified persons and state associations to The Institute; provided, however, that it may delegate to any committee of one or more members of The Board its power to elect and admit duly qualified persons to corporate membership in The Institute.

(a-3) *Establish Organizations.* It shall establish chapters and issue charters thereto and whenever it deems it to the best interests of The Institute to do so, shall withdraw or suspend the charter of any chapter or merge, enlarge or curtail the territory of any thereof.

(a-4) *Establishment of Regional Associations and State Associations.* It shall encourage and forward the establishment of regional associations and adopt rules to govern their authority, procedure, and operation; it shall encourage and forward the establishment of state associations and their admission to The Institute, and adopt rules to govern their admission and their relations to the chapters and regional associations.

(a-5) *Contractual Agreements.* It shall approve all major contractual agreements, before The Institute shall enter into same.

(a-6) *Meetings.* It shall fix the time of every meeting of The Institute and the place of holding it, if such time and place have not been fixed at a previous meeting of The Institute or in a call for a

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special meeting. It shall fix the time and place of its own meetings and may fix the time and place of any meeting of The Executive Committee or any other committee.

(a-7) *Gifts and Funds.* It shall make rules to regulate the use of gifts and the establishment and use of funds and the income therefrom.

(a-8) *Oversight of Members.* It shall require compliance by each corporate member with the provisions of these By-laws, and with the rules and regulations and the Standards of Practice fixed by The Board, and with the full intent and spirit thereof; and it shall fix and impose penalties for violations thereof; and conduct hearings and exercise disciplinary functions with respect thereto.

Section 4. Removal of Officers or Committee Appointees.

If there is not more than one vote of the entire membership of The Board to the contrary, The Board, by secret ballot, may remove any director or member of any committee of The Institute for refusal, neglect, or failure to perform the duties of his office or position, or for any act contrary to the policies and instructions of The Board or that The Board deems to have injured The Institute. The Board shall offer the opportunity to the said director or member to be heard in his own behalf, but its action shall be final and conclusive and without recourse on his part. The vacancy thus created shall be filled as provided in these By-laws.

Article 5. Meetings of The Board.

Section 1. Regular Meetings of The Board.

Unless the finances of The Institute will not permit, The Board shall hold a regular semi-annual meeting in the executive office at Washington, D. C., in November or December of each year; a regular annual meeting immediately prior to the opening of the annual convention, and a regular organization meeting within ten days following the adjournment of the annual convention; provided, that the semi-annual meeting may be held elsewhere than at Washington, D. C., if so voted by the concurring vote of not less than two-thirds of the entire membership of The Board.

Section 2. Special Meetings of The Board.

A special meeting of The Board shall be held at the written request of any five members of The Board. The Secretary shall issue the call and notice

therefor, stating the time, place, and purpose of the meeting and the business to be transacted thereat. Only the business stated in the call and notice for the special meeting shall be transacted thereat, unless this provision is waived in writing by every member of The Board.

Section 3. Notices of Meetings of The Board.

(a) *Notices Required.* A written notice of each meeting of The Board stating the time and place thereof, together with the call if it is to be a special meeting, shall be sent to every director. If the meeting is to be an annual, semi-annual, or special meeting, the notice shall be sent not less than thirty days before the date fixed for the meeting. If the meeting is to be the organization meeting, the notice shall be sent on the day the officers and directors are declared elected.

(b) *Waivers of Notices.* Any irregularity in or failure of notice of a regular meeting of The Board shall not invalidate the meeting or any actions taken thereat; and notice of any meeting may be waived in writing by any member of The Board.

(c) *Serving Notices.* The notice, or the call and notice, of any meeting of The Board, except its organization meeting, shall be deemed to have been sent to and served on a director if the notice, or the call and notice has been personally served, or has been mailed postpaid, or telegraphed paid to him, to his last known postoffice address on file in the office of The Secretary.

The notice of the organization meeting shall be deemed to have been sent to and served on a director, if it has been personally served or telegraphed paid to him to his last known postoffice address on file in the office of The Secretary. The time of sending and serving the notice, or the call and notice, shall be deemed to be that of the date of the personal service, mailing, or telegraphing, as the case may be.

Section 4. Quorum of The Board.

Not less than a majority of the entire membership of The Board shall constitute a quorum for the transaction of business; provided, that five or more of said majority shall be regional directors. In the absence of a quorum, those directors present may adjourn the meeting from day to day, or to a later day.

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Section 5. Decisions of The Board.

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(a) *Decisions by Majority Vote.* Every decision of The Board shall be by a majority vote unless otherwise required by these By-laws. The vote of a director shall be entered on the minutes at his request and whenever a roll-call is taken.

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(b) *Decisions by Two-thirds Vote.* Unless the provisions of the laws of the State of New York require otherwise, it shall require an affirmative vote of not less than two-thirds of the total membership of The Board to adopt, amend, suspend or rescind rules or regulations supplementing these By-laws, to issue, suspend or withdraw the charter of a chapter or terminate the membership of a state association member; to form an affiliation; to inflict a penalty for unprofessional conduct; to remit any annual dues; to adopt a general budget; to create and establish a financial obligation or liability in excess of the appropriation fixed in the general budget; to give a proxy in any subsidiary corporation formed or owned by The Institute; to make an award of honor except as otherwise provided in these By-laws; to elect to honorary or honorary corresponding membership; to accept any gift, bequest, or devise; to purchase, sell, lease, or hypothecate any real property or to recommend the purchase, sale, lease or hypothecation thereof; or to act on any matter whereon such two-thirds vote is required by these By-laws.

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(c) *Roll-Call Vote.* On demand of any director or when required by these By-laws the vote of The Board shall be by roll-call.

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(d) *Letter Ballot.* The sense of The Board may be taken by letter ballot, but such ballot shall not constitute an act of The Board or be effective or binding on The Institute or The Board or on any member thereof.

Section 6. Minutes of Meetings of The Board.

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(a) *Minutes Required.* Written minutes of each meeting of The Board shall be kept by The Secretary, showing the directors in attendance, the matters before the meeting and actions taken. Reports and all other matters submitted to the meeting shall be entered in the minutes of the meeting in full by the attachment thereof at the end of said minutes. The minutes of each meeting shall be signed by The Secretary and, after the minutes are approved, by the chairman of the meeting.

(b) *Approval of Minutes.* The minutes of each meeting of The Board shall be approved by it at the end of the meeting or at its next following meeting.

Section 7. Order of Business.

The order of business at the meetings of The Board shall be determined and fixed from time to time by resolution of The Board.

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CHAPTER VIII

THE EXECUTIVE COMMITTEE OF THE BOARD

Article 1. Members of The Executive Committee.

Section 1. Election of Executive Committee.

There shall be an Executive Committee of The Board composed of five members of The Board. The President, The Secretary, The Treasurer and two other directors shall be elected members of this committee by The Board at its organization meeting. In these By-laws the title *The Executive Committee* denotes The Executive Committee of The Board prescribed in this paragraph.

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Section 2. Vacancies in The Executive Committee.

When The Board elects The Executive Committee, it shall elect an alternate member thereof. The alternate member shall fill a vacancy on the committee without further action of The Board, unless the vacancy shall be that of an administrative officer of The Institute.

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Article 2. Powers Delegated to Executive Committee.

The Executive Committee, within the limits fixed by the provisions of these By-laws and in accordance with rules and regulations adopted by The Board, shall have the full authority, right, and power to act for and in behalf of The Board in the intervals between meetings of The Board, and shall perform all the duties required therefor; provided, however, that The Executive Committee shall not make any award of honor, establish any major policy, hear or act on any charge of unprofessional conduct, fix the time and place of meetings of The Board, act on any matter whereon a two-thirds vote of The Board is required by these By-laws, or act on any matter that will be in conflict with or that will subvert, rescind or nullify in whole or in part any action of The Board or meeting of The Institute.

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Article 3. Meetings of The Executive Committee.

Section 1. Regular Meetings of The Executive Committee.

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Unless the appropriations of The Institute do not permit or unless its three officer members and another member agree otherwise by letter-ballot, The Executive Committee shall hold two regular meetings each year, one in the interval between the organization meeting of The Board and its semi-annual meeting, and one in the interval between the semi-annual meeting of The Board and its annual meeting. Each such meeting of The Executive Committee shall be held at the call of its chairman, and in such place as he elects, if the time and place have not been fixed by The Board or The Executive Committee.

Section 2. Special Meetings of The Executive Committee.

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A special meeting of The Executive Committee may be called by the chairman of the committee, and shall be called at the written request of three members of the committee.

Section 3. Notices of Meetings of The Executive Committee.

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(a) *Notices of Regular Meetings.* Notice of a regular meeting of The Executive Committee shall be sent to each member of the committee by The Secretary not less than fifteen days before the date set for the meeting. Such notice may be waived in writing by any member of The Executive Committee.

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(b) *Notices of Special Meetings.* The call and notice of a special meeting stating the purpose of the meeting shall be issued and sent to each member of the committee by The Secretary not less than fifteen days before the date set for the special meeting. Only the business stated in the call and notice of the special meeting shall be transacted thereat, unless this provision is waived in writing by every member of The Executive Committee.

(c) *Serving Notices.* Every notice and every call and notice shall be sent in the manner prescribed for sending notices of meetings of The Board.

Section 4. Quorum and Decisions of Meetings of The Executive Committee.

(a) *Quorum.* A quorum shall be necessary to transact any business at a meeting of The Executive Committee. Three of its members shall constitute a quorum.

(b) *Decisions.* Every decision of The Executive Committee shall be by not less than three concurring votes.

The Executive Committee must actually meet in regular or special meeting in order to transact business. Any agreement or other action of the members of The Executive Committee had either unanimously or otherwise outside of such a meeting shall not constitute or be an act of The Executive Committee, or be binding on any member thereof.

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Section 5. Minutes of Meetings of The Executive Committee.

(a) *Minutes Required.* Written minutes of each meeting of The Executive Committee shall be kept by The Secretary, showing the members in attendance, the matters before the meeting, and every action taken. Reports and all other matters submitted to The Executive Committee shall be entered in the minutes of the meeting by attaching them to the minutes at the end thereof. The minutes of each meeting shall be signed by The Secretary and, after the minutes are approved, by the chairman of the meeting.

(b) *Approval of Minutes.* The minutes of each meeting of The Executive Committee shall be approved by the committee at the end of the meeting or at its next regular meeting or at a special meeting held therefor contemporaneously with the next following meeting of The Board, whichever is held first.

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Section 6. Reports of The Executive Committee.

The minutes of the meetings of The Executive Committee shall be and constitute the reports of that committee to The Board.

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Section 7. Officers Pro-tem. of The Executive Committee.

In the absence of the chairman or the secretary of The Executive Committee, the committee shall elect from its membership a chairman *pro-tem* or a secretary *pro-tem*, as the case may be.

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**CHAPTER IX
THE OFFICERS**

Article 1. The President.

Section 1. General Duties of The President.

The President shall be the administrative head of The Institute and shall exercise general supervision of its business and affairs, except such thereof as are placed under the administration and supervision of The Secretary and of The Treasurer, respectively, and he shall perform all the duties incidental to his office and those that are required to be performed by him by these By-laws and by law and those that are properly delegated to him by The Board.

In these By-laws the title *The President* denotes The President of The Institute.

Section 2. Specific Duties of The President.

(a) *Preside at Meetings.* The President shall preside at each meeting of The Institute and of The Board, and shall act as chairman of The Executive Committee.

(b) *Spokesman for The Institute.* The President shall be spokesman for The Institute and shall act as its representative at meetings with other organizations and committees, unless such representation shall be otherwise authorized by The Board; provided, that The President may delegate to any member or members the performance of any of the duties imposed on him by this paragraph, and that no pronouncement made as spokesman or representative shall obligate or commit The Institute except as provided in these By-laws, or unless authorized by The Board.

(c) *Signature Required.* The President shall sign the minutes of each meeting of The Institute and of The Board and of The Executive Committee that he attends, and shall sign all agreements of affiliation, certificates of membership, certificates of honor, charters, and other documents and instruments relating to his duties and office whereon his signature is required by law or these By-laws.

Article 2. The Vice-President.

The Vice-President shall possess all the powers, and shall perform all of the duties of The President in the event of the absence of The President, or of

his disability, refusal, or failure to act, and shall perform the other duties that are properly assigned to him by The Board.

Article 3. The Secretary.

Section 1. General Duties of The Secretary.

The Secretary shall be an administrative officer of The Institute and shall act as its recording secretary and its corresponding secretary and as the secretary of each meeting of The Institute and of The Board and of The Executive Committee. He shall perform the duties usual and incidental to his office and the duties that are required to be performed by him by these By-laws and by law, and the duties that are properly assigned to him by The Board.

In these By-laws the title *The Secretary* denotes The Secretary of The Institute.

Section 2. Specific Duties of The Secretary.

The Secretary shall perform the following duties:

(a) *Issue Notices.* He shall prepare and issue all notices and all calls and notices of all meetings of The Institute, The Board, and of The Executive Committee. He shall notify in writing each officer and each director of his election or appointment, as the case may be, and he shall prepare and issue all other notices of The Institute, except those required to be prepared or issued by The Treasurer.

(b) *Conduct Correspondence.* He shall conduct the general correspondence of The Institute and its correspondence with the members, chapters, committees, and affiliates.

(c) *Issue Documents and Literature.* He shall issue all documents, data, questionnaires, proceedings, annuaries, bulletins, minutes, literature, and information published by or for The Institute, and shall prepare all thereof unless such preparation is delegated to others by these By-laws or The Board.

(d) *Affix Seal and Sign Papers.* He shall keep and affix the seal of The Institute, except as provided in Chapter X, Article 3, Section 3, Paragraph (d-2) of these By-laws. He shall sign and affix the seal on all certificates, agreements of affiliation, charters, and all agreements, documents, instruments, and matters that require the attest or the approval of The Institute, except as otherwise provided in these By-laws.

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(e) *Supervise Offices.* He shall exercise general supervision of the executive offices and employees of The Institute, except such thereof as are under the jurisdiction of The Treasurer.

(f) *Prepare Annual Report.* He shall prepare the annual report of The Board in accordance with its instructions, and shall present the report to the annual convention.

(g) *Maintain Records.* He shall have charge of and maintain the membership rolls and corporate records, and shall exercise general oversight of the books, records, files and archives of The Institute, except the books and records of The Treasurer.

(h) *Issue Certificates.* He shall issue all certificates of membership and, whenever a change in the status of any member occurs, he shall notify the member to that effect.

(i) *Maintain Legal Records.* He shall maintain current in the legal office of The Institute a copy of the membership rolls, Proceedings, The Treasurer's annual reports, and other vital records of The Institute required by law to be maintained in that office, and shall have charge and custody of all records in such office.

(j) *Safeguard Valuable Records.* He shall keep a copy of the membership rolls and other vital records, papers, and literature of The Institute, except the books of The Treasurer, in the name of The Institute in a single safe deposit box or vault in a depository in Washington, D. C., approved by The Board. The Secretary shall control the access to such box or vault, provided, that he shall give access thereto jointly to the Executive Secretary and to one other officer or director whom The Secretary shall designate. In the event The Secretary is disabled or the office becomes vacant, and the joint access hereinabove prescribed has not been provided, then any two members of The Board shall have access to said box or vault.

(k) *Supervise Meetings of The Institute.* In collaboration with and under the general direction of The President, he shall have general charge and supervision of the annual convention and other meetings of The Institute, and, except as otherwise provided in these By-laws, of all matters pertaining to such meetings.

(l) *Prepare Agenda.* He shall prepare agenda for each meeting of The Board and of The Executive Committee.

(m) *Maintain Property.* Unless otherwise prescribed in these By-laws or by The Board, he shall have custody of all property of The Institute, and within the appropriations made therefor, shall safeguard the said property and keep it in good order and repair.

(n) *Supervise Admission and Termination Procedure.* He shall supervise the matters pertaining to admission to membership in The Institute and to the termination of membership therein.

(o) *Supervise Committees.* He shall have oversight of the records and documents of all committees, and shall loan to each of them such records, files and documents as it requires for its work. He shall have general knowledge of the work of all committees and shall exercise general supervision of the progress of their work.

Section 3. Delegation of Duties of The Secretary.

The Secretary may delegate to an Executive Secretary and other assistant officers the actual performance of any or all of his duties as recording secretary and as corresponding secretary, and may authorize such Executive Secretary and other assistant officers to sign under their respective titles the correspondence conducted by them; provided however, that he shall not delegate the signing of any certificate or any notice required to be given or issued by him; or the signing of any minutes or official reports; or the signing of any documents or literature issued by or for The Institute; or the signing of any agreement of The Institute requiring his signature; or the signing of any certificate or attestation required to be given by him; or the affixing of the seal of The Institute, except as otherwise provided in these By-laws; or the maintenance of its legal records.

Section 4. The Secretary Pro-tem.

If The Secretary is absent from any meeting, or if he is temporarily unable to carry on the functions of his office, The Board shall elect a secretary *pro-tem.* from its membership. Until The Secretary is able to act, the secretary *pro-tem.* shall exercise all the functions, perform the duties, and have all the power and authority of The Secretary.

Article 4. The Treasurer.**Section 1. General Duties of The Treasurer.**

The Treasurer shall be an administrative officer of The Institute and shall exercise general supervision of its financial affairs. He shall have the custody of its moneys and securities, except as provided in Chapter X, Article 3, Section 2, paragraph (c) of these By-laws. He shall have charge of the collection of moneys due The Institute and of the disbursement of the moneys of The Institute, and may purchase, sell, assign, and transfer such of its securities as are placed in his charge or which have been ordered purchased, sold, assigned, or transferred by The Investment Committee. He shall have charge of matters relating to insurance, taxes, bonds, and annuities, and the keeping of the records and books of account of the financial transactions of The Institute. He shall sign all instruments of The Institute whereon his signature is required, and perform all duties required to be performed by him by these By-laws and by law, and the duties that are properly assigned to him by The Board.

In these By-laws the title *The Treasurer* denotes The Treasurer of The Institute.

Section 2. Reports of The Treasurer.

The Treasurer shall make a written report to The Board at its semi-annual meeting and at its annual meeting, and to the delegates at each annual convention, and at other meetings if required. Each of said reports shall set forth the financial condition of The Institute, its income and expenditures, the condition of its general budget, and The Treasurer's suggestions and recommendations on matters that relate to the finances and the general welfare of The Institute.

Section 3. Delegation of Duties of The Treasurer.

The Treasurer shall not authorize any person to sign any financial instrument, notice or agreement of The Institute that requires the signature of The Treasurer, unless such delegation or authorization is expressly permitted in these By-laws, but he may delegate to one or more Assistant Treasurers and other assistants the actual performance of the clerical, bookkeeping, statistical, collecting, and recording work of his office, and may authorize any or all of the Assistant Treasurers to sign, under their respective titles, checks of The Institute under the condi-

tions prescribed in Chapter X, Article 5, Section 2(b) of these By-laws, and records, vouchers, receipts, and other documents if such delegation is not prohibited by these By-laws.

Section 4. The Treasurer Pro-tem.

If The Treasurer is temporarily unable to carry on the functions of his office, The Board shall elect a treasurer *pro-tem.* from its membership. Until The Treasurer is able to act, the treasurer *pro-tem.* shall exercise all the functions, perform all the duties, and have all the power and authority of The Treasurer.

Section 5. Liability of The Treasurer.

(a) *Non-Liability of The Treasurer.* The Treasurer shall not be personally liable for any decrease of the capital, surplus, income, balance 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.

(b) *Release from Liability.* When a new treasurer takes office, the retiring treasurer shall turn over to his successor a copy of the closing audit of The Treasury and all the records and books of account and all moneys, securities, and other valuable items and papers belonging to The Institute 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 therefor and a complete release of the retiring treasurer from any liability thereafter with respect thereto.

CHAPTER X**PROPERTY, INVESTMENTS, ACCOUNTING,
AND FUNDS****Article 1. Right to Acquire, Improve, Lease,
Mortgage, and Sell Property.**

In furtherance, but not in limitation of the powers conferred upon it by the articles of incorporation and amendments thereto, The Institute may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the State of New York and beyond the same, and may take and acquire real property and personal property to advance its objects by purchase, lease, gift, devise, bequest, or otherwise, and may exercise all of its legal rights relating to such prop-

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erty and the proceeds and income therefrom, but shall not execute any chattel mortgage.

Article 2. Real Property of The Institute.

Section 1. Authority of The Board to Purchase, Lease, or Improve Real Property.

(a) Real property shall not be purchased by The Institute, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee, whereby, either severally or collectively, The Institute shall be obligated to pay an aggregate sum in excess of twenty thousand dollars until and unless The Board has been duly directed so to do by the accredited delegates at a duly called meeting of The Institute. The Board may make such purchases and improvements and/or leases up to and including twenty thousand dollars.

(b) Real property of The Institute and the improvements thereon, other than The Octagon property described in Section 2 of this Article, may be sold, mortgaged, transferred, or conveyed by way of deed of trust or otherwise, by The Board, by the affirmative vote of not less than two-thirds of its total membership.

Section 2. Authority to Sell, Mortgage, Transfer or Convey The Octagon Property.

(a) *Action by Institute Meeting Required.* The real property situated at 18th Street and New York Avenue, N.W., Washington, D. C., and the improvements thereon, belonging to The American Institute of Architects shall not be sold, mortgaged, transferred, or conveyed, by way of deed of trust, or otherwise, unless, first, a resolution of notification is duly passed at a duly called meeting of The Institute by the affirmative vote of not less than two-thirds of all votes entitled to be cast thereon by delegates present at the meeting; and second, such sale, mortgage, transfer or conveyance has been directed and approved at a duly called meeting of The Institute occurring next, and at least six months, after the passage of the resolution of notification proposing such sale, mortgage, transfer or conveyance by the affirmative vote of not less than two-thirds of all votes entitled to be cast thereon by delegates present at the meeting. Each such voting shall be by roll-call.

(a-1) *Resolution of Notification.* Such resolution of notification shall give notice of the intention to propose at the next duly called meeting of The

Institute said sale, mortgage, transfer, or conveyance by way of deed of trust or otherwise and shall set out the reasons for and the principal conditions and terms of the proposed sale, mortgage, transfer or conveyance, and the purposes for which the proceeds thereof will be used.

(a-2) *Certification of Institute Action.* A certificate signed by The President and attested by The Secretary, under the corporate seal of The Institute, showing a compliance with all of the provisions of this Section 2 shall be sufficient evidence to entitle anyone to buy or lend upon such property, so far as relates to any act or thing required of or to be done by The Institute.

Article 3. Securities and Investments.

Section 1. Classification of Securities.

The Securities held in capital accounts shall be known as *capital securities*; those held in income accounts shall be known as *income securities*.

Section 2. Capital Securities.

(a) *Types of Capital Securities.* The capital securities investments of The Institute shall be in high grade negotiable securities approved by The Board or by The Investment Committee as provided in these By-laws.

All conditions as to investments set out in the conveyance, bequest, or deed of gift of a fund, shall be fully complied with.

(b) *Sale or Change of Capital Securities.* Any or all the capital securities and any or all rights or privileges that may accrue therefrom may be sold, changed, or transferred when and as authorized by The Board or by The Investment Committee as provided in these By-laws.

(c) *Custodian of Capital Securities.* The Board shall contract in the name of The Institute with a well-known and established trust company or bank having trust powers to act as *Custodian* for the safeguarding of the capital securities of The Institute, to collect the income from such securities and transmit the same to The Institute, and perform such other duties with respect to said securities as The Board directs. The Custodian shall accept for the account of The Institute all securities presented to it for that purpose by The Treasurer or any other member of The Investment Committee or on the

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order of any thereof, and shall keep all securities of The Institute that are in its possession in a single safe deposit box in the name of The Institute, unless the conditions fixed by the donor of a fund require other depositories for the securities that comprise that fund.

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(c-1) *Access to Capital Securities.* The presentation of a copy of a resolution duly adopted by The Board or by The Executive Committee, duly attested by The Secretary, or of an order duly signed by not less than two members of The Investment Committee shall be the authority required by the custodian of the capital securities to deliver the securities named in the resolution or order to the person or corporation named therein. The Treasurer jointly with the custodian, or the auditor duly appointed and authorized by The Board jointly with the custodian, shall have access to the capital securities box for purposes of examining and checking the contents thereof.

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(d) *General Investment Account.* The capital of the invested funds of The Institute or any part thereof may be invested and reinvested as a *general investment account*, unless the conveyance, bequest, devise, or deed of gift of a fund shall otherwise require. All income received on account of the investment of funds in the general investment account shall be credited by The Treasurer as income to the various funds comprising said account, as their proportionate interests shall appear. The income of any invested fund included in the said account shall not be permitted to suffer on account of the inclusion in said account of securities accepted and taken over by The Board from any donor.

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(d-1) *Fluctuation Reserve Fund.* In order to maintain the capital of each invested fund without impairment as to amount, The Treasurer shall set up a *fluctuation reserve fund* in the general investment account.

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The Treasurer shall transfer to the capital of the fluctuation reserve fund all profits derived from the sale of capital securities. He shall reserve out of each payment of cash income received from the investment of each such security as of the day such income is received, a sum which, when added to all other sums thus reserved, shall not be less than that required to amortize at maturity the premium or accumulate the discount on the price paid for the

security, and shall transfer said sum to the capital of the fluctuation reserve fund.

At the close of each fiscal year, The Treasurer shall add to the capital of the fluctuation reserve fund all net income derived from the investment of the capital of the said fund that is not used for the purposes of the fund, until such time as The Treasurer shall determine such increment to the capital of the fund is unnecessary. Thereafter, he shall transfer such balance of net income to the income of the general investment account for distribution to the income of the several invested funds, as their proportionate interests shall then appear.

The Treasurer shall charge the loss that may result from the sale of a security against the fluctuation reserve fund, and may transfer from the fluctuation reserve fund to any fund that is depleted by such loss, an amount which shall be as nearly equal to the amount of such loss, as, in the judgment of The Treasurer, the funds in the fluctuation reserve fund will permit.

(e) *Financial Adviser on Investment of Capital Securities.*

(e-1) *Qualified Financial Adviser Required.* The Board shall engage, at a reasonable compensation, one or more competent financial advisers to perform the duties herein required and such other duties as The Board shall direct from time to time. The financial adviser shall be of a rank and standing equivalent to the qualifications of the principal corporate trust officer of The Chase National Bank of the City of New York, or other like institution at the time of the adoption of this By-law.

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(e-2) *Duties of Financial Adviser.* The financial adviser shall meet with The Investment Committee as often as it is practicable for him to do so, and shall keep a constant oversight of the capital securities of The Institute. He shall advise The Investment Committee on all matters relating to the capital securities investments of The Institute, and shall recommend to it the kinds of securities to be held by The Institute, and the purchase, change, sale, or transfer of any or all thereof, and shall act as adviser to The Investment Committee in order that the capital securities investments of The Institute shall be safeguarded against losses and that The Institute shall receive the maximum yield therefrom consistent with conservative invest-

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ments. The financial adviser shall make all of his recommendations in writing, and a copy of all thereof shall be entered in the minutes of The Investment Committee. The financial adviser shall report in writing to The Board regarding the securities investments held by The Institute at the end of each fiscal year and at such other times as The Board requires.

Section 3. Investment Committee of The Board.

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(a) *Membership.* At the organization meeting of The Board it shall elect, by roll-call vote, an Investment Committee from its membership, consisting of The Treasurer and two other directors. The financial adviser engaged in accordance with the provisions of paragraph (e) of Section 2 of this Article shall be the adviser of The Investment Committee and may act as chairman of the committee, but shall have no vote.

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(b) *Procedure.* The Investment Committee shall elect its chairman and The Treasurer shall act as its secretary and shall have custody of its minutes and of all documents and data relating to the committee and its work. The committee shall make its own rules from time to time for its own government and procedure and for the transaction of the business with which it is charged. The committee shall keep regular minutes of its actions, and a copy of such minutes, together with a report in writing, shall be sent to The Board at the semi-annual meeting thereof, and such minutes and report shall be included in the minutes of that meeting of The Board. The committee shall also report in writing to The Board at its annual meeting, and such report shall be included in the minutes of The Board.

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(c) *Meetings.* The Investment Committee shall meet at the call of any member of the committee or of its financial adviser, but the committee shall be deemed to be in continuous session and the concurring vote of any two members thereof shall constitute an action by the committee. All members of the committee shall be consulted in making investments or changing investments, whenever it is reasonably practicable so to do.

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(d) *Powers and Authority.* The Investment Committee, for and in behalf of The Board shall have and shall exercise the following powers and

duties with respect to the capital securities of The Institute:

(d-1) *Authorization of Investments.* It shall authorize the purchase of capital securities for The Institute, and/or the changing and/or the sale of any part thereof or of any or all rights or privileges that may accrue therefrom.

(d-2) *Execution of Committee Orders.* When The Investment Committee has duly authorized the purchase, sale, or transfer of any security The Treasurer with any member of the committee shall have the authority, right and power to execute or cause to be executed such purchase, sale, or transfer for and in behalf of The Institute, and to execute for and in its behalf the form of transfer and assignment customary or necessary to constitute a transfer of the stock or other capital security standing in the name of The Institute, and The Treasurer shall have the authority and right to affix the seal of The Institute to such forms and assignments.

A corporation or person receiving any such stock or other securities pursuant to a form of transfer or assignment so executed, shall be fully protected and shall be under no duty to inquire whether or not The Investment Committee has taken action in respect thereof.

(d-3) *Execution of Proxies.* It shall authorize, from time to time as occasion arises, such person or persons as it shall designate to execute and deliver, in behalf of The Institute, proxies on stock owned by The Institute, except on stock in subsidiary corporations formed and wholly owned by The Institute, and it shall appoint a person or persons to represent and vote such stock or proxies at any meeting of the stockholders, with full power of substitution and with full power to alter and rescind such appointments.

(d-4) *Participation in Reorganization.* The Investment Committee shall have authority in its discretion, in so far as may be proper for the safeguarding of the investments of The Institute, to participate in the reorganization of any corporation, any of the securities of which are held by The Institute, whether or not the corporation is insolvent or in financial difficulty, and to deposit any securities held by The Institute with such protection or reorganization committees and on such terms as The Investment Committee shall deem proper.

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Article 4. Dividends Prohibited.

An unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to forward the objects of The Institute, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the members.

Article 5. Moneys and Bank Accounts.

Section 1. Original Depositories of Money.

(a) *Original Deposits.* The Treasurer shall deposit all moneys of The Institute in the name of The Institute, when, as, and in the original form received by him, in one or more depositories designated by The Board. In these By-laws each of said depositories is called an *original depository* and the account in which it is deposited, an *original depository account*.

(b) *Withdrawals from Original Depositories.* Every disbursement of the money of The Institute except from the petty cash shall be by check of The Institute. Moneys shall be withdrawn from the original deposit accounts of The Institute only by the check of The Institute signed by The Treasurer.

Section 2. Subsidiary Depositories of Money.

(a) *Subsidiary Deposits.* The Treasurer from time to time may withdraw money of The Institute from any original depository and transfer it to one or more subsidiary deposit accounts in the name of The Institute in any depository which has been designated by The Board to receive money.

(b) *Withdrawals from Subsidiary Depositories.* Money in any subsidiary deposit account may be withdrawn by check of The Institute signed by The Treasurer; and for the purpose of paying the expenditures authorized in the general budget of The Institute, money in a subsidiary deposit account established by The Treasurer for the purpose may be withdrawn therefrom by check of The Institute signed by an assistant treasurer, if The Treasurer authorizes him so to do.

(b-1) *Limitations of Withdrawals by Assistant Treasurer.* The Treasurer may impose such conditions as he elects with respect to the withdrawals of money from such subsidiary deposit account by The Assistant Treasurer; provided, that the aggregate total of the balance in the subsidiary deposit

account subject to withdrawal by The Assistant Treasurer, when added to the aggregate amount of the checks outstanding against such deposit account at any one time, shall not exceed the amount of the bond of The Assistant Treasurer.

Section 3. Petty Cash.

The Treasurer may place and maintain a petty cash in the hands of The Assistant Treasurer which may be disbursed for the usual petty cash purposes by The Assistant Treasurer. Such petty cash shall not exceed one hundred dollars at any time, and statements showing every petty cash expenditure shall be duly recorded by The Assistant Treasurer and the expenditures approved by The Treasurer before the petty cash shall be replenished.

Article 6. Vouchers, Contracts and Acceptance of Gifts.

Section 1. Vouchers.

Every liability of The Institute and every expenditure of its money, except petty cash items, shall be evidenced by a voucher or other instrument signed by the person or persons properly authorized to incur the liability or expenditure, countersigned by The Assistant Treasurer, and approved by The Executive Secretary.

Section 2. Contracts.

No expenditure shall be made and no financial liability or obligation, contingent or otherwise, shall be incurred for and on behalf of The Institute unless a written contract or agreement is executed therefor; provided, however, that a written agreement need not be executed for wages amounting to less than two hundred and twenty-five dollars a month for an individual employee, for supplies and printing costing less than five hundred dollars for any item thereof, or for fees, dues, and contributions to other organizations. Nor shall any gift, bequest, or devise aggregating more than one thousand dollars be accepted for and in behalf of The Institute unless a written agreement is executed therefor.

Every such contract or agreement shall set out the conditions and terms of the expenditure, liability, obligation, gift, bequest or devise, and The President and The Treasurer shall execute the contract or agreement for and in behalf of The Institute, and the seal of The Institute shall be affixed

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thereto by The Secretary, except as otherwise provided in these By-laws.

Article 7. Expenditures and Liabilities.

Section 1. Expenditures Limited to Income.

The Board shall not expend in any fiscal year an amount exceeding the total income received by The Institute during such year, except as provided in paragraph (d) of Section 1 of Article 8 of this Chapter, or unless directed and authorized so to do at a duly called meeting of The Institute by the affirmative vote of not less than two-thirds of the votes entitled to be cast thereon by delegates present at the meeting. Such vote shall be by roll-call. Nor shall The Board, in its budget or otherwise, during any fiscal year authorize expenditures, including all amounts due during said year for interest, amortization charges, installments, costs, and expenses on account of borrowed funds, incur financial liabilities or obligations, or make appropriations, which in the aggregate exceed the estimated total income for such year.

Section 2. Authority to Expend and Disburse Money.

(a) No member, officer, director, committee, jury, department, employee, agent, or representative of The Institute shall have any right, authority, or power to expend any money of The Institute, to incur any liability for and in its behalf, or to make any commitment which will or may be deemed to bind or involve The Institute in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized by The Board or by a specific resolution at a duly called meeting of The Institute and The Board has made an appropriation to pay the same and has authorized the said member, officer, director, committee, jury, department, employee, agent, or representative to make the expenditure or commitment or to incur the obligation. Nor shall any said person, board or committee or department have any right, authority, or power to incur any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation.

(b) The Treasurer shall not have any right or authority to pay any expense or obligation for or in

behalf of The Institute, unless an appropriation to pay such expense or obligation has been duly made by The Board, nor shall he pay any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation.

Article 8. General Budget and Appropriations.

Section 1. General Budget.

(a) *General Budget Required.* The Board at each regular semi-annual meeting thereof, shall adopt a general budget, which, in addition to showing the anticipated income and expenditures for the incoming fiscal year, shall show the anticipated income and expenditures for not less than two fiscal years in advance of that year. The general budget shall show in detail for each fiscal year of the budget: first, the anticipated gross income and anticipated net income from all sources during said period, and second, the expenditures estimated as incidental and necessary to pay all costs and expenses of publishing, printing, and distributing its documents and literature, all costs and expenses of maintaining and keeping its property in good repair and order, all interest charges, amortization charges, and installments, and all other costs and expenses of developing, establishing, conducting, directing, supervising, administering and carrying on the activities and affairs of The Institute in a proper, diligent and efficient manner.

(b) *Preparation of Budget.* The general budget shall be prepared by The Treasurer, and shall be submitted by him to The Board with his recommendations, suggestions, and comments.

(c) *Appropriations.* After the general budget has been adopted by The Board, The Board shall appropriate the sums necessary to pay the several costs and expenses set out in the budget, authorize the expenditures thereof, designate the person or persons who may expend same, and authorize The Treasurer to pay such costs and expenses when due.

(d) *Modifications of Budget.* Except as provided in sub-paragraphs (d-2), (d-3), and (d-4) of this Section, the aggregate total expenditures in any fiscal year shown in the general budget at the beginning of the fiscal year shall not be increased.

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(d-1) The Board or The Executive Committee, within the aggregate total fixed for expenditures in the general budget may adjust any or all items of the budgeted expenses and change the appropriations accordingly.

(d-2) *Modifications due to Increased Income.* If additional income becomes available during the fiscal year from the sources shown in the general budget at the beginning of the fiscal year, The Board or The Executive Committee may budget the expenditure of any or all of said additional income and appropriate the funds to pay the same.

(d-3) *Modifications due to Income from New Sources.* If additional income is made available during the fiscal year from a source not shown in the general budget at the beginning of the fiscal year, The Board, by an affirmative vote of not less than two-thirds of its entire membership, may budget the expenditure of any or all thereof and appropriate the funds to pay the same.

(d-4) *Modifications due to Emergency Expenses.* If extraordinary emergencies arise that are not provided for in the general budget and that require the expenditure of money in excess of the available income in any fiscal year, The Board may borrow funds from the emergency fund to pay the emergency expenses, in the manner provided in Article 12, Section 3, paragraph (e-2) of this Chapter.

Article 9. Fiscal Year.

The fiscal year of The Institute shall begin on January first and end on December thirty-first of each year.

Article 10. Audits, Inventories, and Appraisals.

Section 1. Audits and Auditors.

(a) *Audits Required.* At the close of each fiscal year unless the finances of The Institute do not permit, whenever a new Treasurer is elected, and at such other times as The Board directs, the books of The Treasurer and the membership rolls of The Institute shall be audited by a competent, responsible, well-established certified public accountant employed by The Board. The accountant shall be of at least the same professional standing as that required of public accountants certified by the proper authorities of the State of New York. The auditor shall submit his audits to The Board and a copy of each thereof to The Treasurer.

(b) *Audit of Treasury.* The audits of the books of The Treasurer shall set out in detail the financial condition of The Institute and the income and expenditures during the fiscal year of the audit, together with itemized comparisons with previous years and with the general budget, and such other matters as The Treasurer or The Board directs.

(c) *Audit of Membership Rolls.* The audits of the membership rolls shall set out a complete statement of the roll of corporate members, by classes, chapters, state associations, and alphabetically at the close of the year of the audit; all deaths, resignations, and changes in the status of corporate members during the year, all terminations of corporate memberships during the year; the roll of state association members, alphabetically by states; comparisons of all items of such audits with those of the year preceding, and such other matters as The Board directs.

Section 2. Inventory and Appraisal of Property.

At the close of each fiscal year unless the finances of The Institute do not permit, and at such other times as The Board directs an inventory of the property of The Institute shall be taken and an appraisal of the value thereof made by a competent, responsible, well-established appraiser employed by The Board. The inventory shall set out a schedule and list of all real and personal property other than moneys and securities owned by or under control of The Institute and the appraised value of each item thereof, the basis on which the appraisals were made, and such other matters as The Board or The Treasurer directs.

Article 11. Depositories of Valuable Papers of The Institute.

The securities and valuable instruments relating to the finances of The Institute shall be kept in the name of The Institute in two or more safe deposit boxes in well-known and responsible depositories designated by The Board in such city or cities as The Board directs.

Article 12. Accounting and Funds.

Section 1. Major Accounts.

The funds of The Institute shall be segregated into and kept in major accounts, which shall be known as *The General Fund, The General Reserve*

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Fund, The Temporary Funds, and The Endowment Funds.

Section 2. The General Fund.

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(a) *General Fund Income.* The Treasurer shall place all unrestricted income received by and on account of The Institute in a general operating account which shall be known as *The General Fund* and he shall transfer thereto such portions of the income from the various endowment funds and temporary funds as The Board shall authorize.

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(b) *General Fund Disbursements.* From the general fund The Treasurer shall pay all costs and expenses of The Institute, including the costs and expenses of conducting and carrying on the activities that are to be paid out of the net income of the endowment funds and the temporary funds.

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(c) *The Contingent Fund.* The Treasurer shall set up and The Board shall maintain within the general fund a subsidiary account which shall be known as *The Contingent Fund*.

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(c-1) *Contingent Fund Principal.* Each fiscal year in its general budget, The Board shall allocate from the unrestricted income in the general fund such amount as it deems necessary to provide for unanticipated and emergency expenditures during that fiscal year and shall appropriate said amount for the contingent fund. The Treasurer shall also place in the contingent fund all unrestricted income received during the fiscal year in excess of the total unrestricted income shown in the general budget for said year, and all unreserved, unappropriated, and unexpended balances in appropriations during said year.

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(c-2) *Contingent Fund Disbursements.* The Board or The Executive Committee may make appropriations from the contingent fund to provide for unanticipated and emergency expenditures not included in the general budget, or to provide for any deficiency in any budget appropriation.

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(c-3) *Contingent Fund Balance.* At the close of each fiscal year, The Treasurer shall transfer the unreserved, unappropriated, and unexpended balance in the contingent fund to the general reserve fund.

Section 3. The General Reserve Fund.

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(a) *Purpose of the General Reserve Fund.* The Treasurer shall set up and The Board shall maintain a reserve which shall be known as *The General*

Reserve Fund, for the purpose of accumulating therein moneys of The Institute to provide for emergency expenditures, and to hold temporarily before distributing to other funds.

(b) *Capital of The General Reserve Fund.* The Treasurer shall place the funds described hereinbelow in this paragraph in the general reserve fund as the capital thereof, and The Investment Committee shall invest and reinvest the same.

(b-1) *Capital from Annual Dues.* Each year The Treasurer shall reserve out of the unrestricted income of the general fund an amount equal to five percent of the total amount paid to The Institute during that year by members on account of current or defaulted annual dues, as the case may be, and shall transfer the said amount to the capital of the general reserve fund.

(b-2) *Capital from Profit and Loss.* At the close of each fiscal year The Treasurer shall transfer to the capital of the general reserve fund all moneys received in payment of items previously charged to profit and loss.

(b-3) *Capital from Investment of Net Income.* The Treasurer shall transfer all net income derived from the investment of the capital of the general reserve fund to the capital of that fund when and as said income is received.

(c) *Transfers of Capital from the General Reserve Fund.* The Board, by an affirmative roll-call vote of not less than two-thirds of its entire membership, may authorize and direct The Treasurer to allocate and transfer money not otherwise reserved or allocated by these By-laws from the capital of the general reserve fund to the capital of the general endowment fund, and/or to the capital of the emergency loan fund, and/or to the capital of any endowment fund except the recruiting fund.

(d) *Disbursements of Capital from the General Reserve Fund.* The delegates at a duly called meeting of The Institute, by an affirmative roll-call vote of not less than two-thirds of all votes entitled to be cast thereon by delegates present at the meeting, may direct The Board to use the whole or any part of the accumulated capital of the general reserve fund that is not otherwise reserved or allocated by these By-laws for any special purpose consistent with the objects of The Institute; providing, that a notice of such proposed action setting out the

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amount it is proposed to disburse from the said capital, the purposes for which the disbursement is proposed to be made, and the needs therefor, is sent by The Secretary to every member as a part of the required notice of the meeting whereat the disbursement is to be voted on.

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(e) *Emergency Loan Fund.* The Treasurer shall set up an *Emergency Loan Fund* within and as part of the general reserve fund for the purpose of accumulating funds therein which may be used under the conditions prescribed in sub-paragraph (e-2) of this Paragraph (e), for making emergency loans to the general fund to be used for general purposes only or to any endowment fund to be used for current income purposes only.

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(e-1) *Capital of Emergency Loan Fund.* The capital of the emergency loan fund shall not exceed the sum of twenty thousand dollars and shall be maintained at that amount after the said sum is accumulated. Until the capital of the emergency loan fund is twenty thousand dollars, The Treasurer shall reserve each year the sum of one thousand dollars out of the capital of the general reserve fund and transfer the said sum to the capital of the emergency loan fund and in any year The Board may authorize The Treasurer to transfer from the general reserve fund an amount in excess of said one thousand dollars or it may make a direct appropriation to the emergency loan fund from the unrestricted income of the general fund.

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(e-2) *Loans from the Capital of the Emergency Loan Fund.* The capital of the emergency loan fund shall not be disbursed. Loans therefrom may be made from time to time to the general fund or to an endowment fund for the purpose of paying the costs or expenses of an extraordinary emergency which, when and if incurred, will result in a deficit in the general fund or in the income of the endowment fund. Such loan may be made by The Board by an affirmative roll-call vote of not less than two-thirds of its entire membership; provided that, in the resolution authorizing the loan The Board shall direct The Treasurer to make the same, direct The President and The Treasurer to execute a memorandum note from the borrowing fund to the emergency loan fund for a period of not to exceed three years, with interest at the rate of five per cent per annum, and direct The Treasurer to pay, out of the current

or accrued income of the borrowing fund, the interest on the loan when and as due, and the principal thereof at or before the due date thereof. The amounts required to pay such interest and principal shall be a lien upon the current or accrued income of the borrowing fund until the loan is paid.

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(f) *Life Membership Reserve Fund.* The Treasurer shall set up a *Life Membership Reserve Fund* within and as part of the general reserve fund, for the purpose of holding therein the amount of the life membership fee paid by each life member and the amount paid on account of such fee by each applicant for life membership until the membership of such life member or applicant is terminated.

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(f-1) *Capital of the Life Membership Reserve Fund.* The Treasurer shall place the full amount of each life membership fee and the amount of each installment paid thereon by an applicant for life membership, when and as received by him, in the capital of the life membership reserve fund.

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(f-2) *Disbursement of the Capital of the Life Membership Reserve Fund.* Whenever the membership of a life member or of an applicant for a life membership is terminated for any reason except for unprofessional conduct, The Treasurer shall transfer from the capital of the life membership reserve fund to the capital of the general endowment fund, an amount equal to the life membership fee paid by said member or to the amount paid on account of the life membership fee by said applicant, as the case may be. If the membership of the life member or of the applicant is terminated for unprofessional conduct, The Treasurer shall pay the amount required by the provisions of these By-laws to be returned to the expelled member, out of the capital of the life membership reserve fund.

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(f-3) *Disbursement of Income of the Life Membership Reserve Fund.* Each fiscal year The Treasurer shall transfer the net income derived from the investment of the capital of the life membership reserve fund to the general fund, to be used for the general purposes of the latter fund.

Section 4. The Temporary Funds.

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(a) *Purposes of Temporary Funds.* The Treasurer at any time may set up special temporary accounts, each of which shall be known as a *Temporary Fund*, for the purpose of placing therein temporary funds whose use by The Institute is re-

stricted to defined purposes; and The Treasurer shall pay therefrom the costs and expenses of carrying out the prescribed purposes.

(b) *Keeping Temporary Funds.* The Treasurer shall deposit the money in each temporary fund in a separate bank account, and in a savings or similar interest bearing account if he deems best. The interest received thereon shall be transferred to the general fund to be used for the general purposes of The Institute, unless the conveyance providing the money for the temporary fund shall require such interest to be otherwise used.

(c) *Unexpended Balances of Temporary Funds.* Any and all money remaining in a temporary fund after all the required disbursements therefrom have been made and the obligation for which it was established has been extinguished, shall be transferred to the capital of the general endowment fund, unless otherwise required by the conveyance providing the money for the temporary fund.

Article 13. The Endowment Funds.

Section 1. Capital of Endowment Funds Inviolable.

The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architects shall endure, and shall not be transferred to any other organization or be hypothecated or distributed in whole or in part until and unless The Institute shall cease to exist, or until and unless the donor has otherwise provided in the original gift, devise, or bequest.

If The Institute shall conclude to terminate its affairs and shall have no successor with similar purposes, aims and objects and with the ability to maintain the endowment funds, then, before the assets of The Institute are distributed to the corporate members, the amounts held in each of the endowment funds shall be transferred and conveyed by deed of trust or otherwise to and accepted by some organization or organizations then most fitted to maintain the said endowment funds and to carry on the purposes according to the conditions of the donors.

Section 2. Obsolete Endowment Funds.

If the purposes for which an endowment fund was given or established shall become obsolete and shall remain obsolete for its original purposes for a period of not less than twenty-five years and if

the capital of such endowment fund is not required to be held inviolate for said original purpose in perpetuity, then The Institute by an affirmative roll-call vote of not less than two-thirds of all the votes entitled to be cast thereon by the delegates present at two successive annual conventions may authorize and direct The Treasurer to transfer such capital in whole or in part to any other endowment fund or may establish therewith one or more new endowment funds, in order that the aims of The Institute shall be most usefully advanced.

Section 3. Conditions of Gifts.

(a) *Gifts Subject to By-laws.* It shall be a condition of receiving all gifts, bequests, devises, trusts, endowments or other funds or property for special purposes in any manner whatsoever that, before any donor, legal representative of any testator, trustor or other party having the control of such funds or property delivers, assigns, or otherwise transfers the same to The Institute, it shall be stated and agreed that for the duration of such gift, bequest, devise, trust, or endowment, the administration, custody, control or other disposition of such funds or property or the income therefrom by The Board of Directors or other authorized officers of The Institute shall be subject to the terms of the gift, bequest, trust, endowment or other purpose, as the case may be, and in accordance with the terms of the By-laws of The Institute existing at the date of accepting such funds or property. The pertinent portions of such then existing By-laws relating to the financial or other administration of such funds or property and the income therefrom shall be incorporated in every deed of gift or other instrument transferring title of said funds or property to The Institute, as a condition thereof.

(b) *Gifts Subject to Costs of Administering Endowment Funds.* It shall be a condition of receiving and administering every endowment fund that each such fund shall be charged with and shall pay out of its gross cash income an amount equal to such portion of the general administration expenses of The Institute as The Board shall fix as adequate to cover the costs and expenses of maintaining, administering and carrying on the fund, of carrying out the provisions of the conveyance, bequest, devise, trust, or deed of gift creating the fund, and of maintaining the capital of the fund without impair-

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ment as to loss. The balance remaining of the gross cash income of a fund shall be the *net income* of the fund.

(c) *Building Up Capital of Endowment Funds.*

It shall be a condition of receiving and administering each endowment fund that, until the net income of the endowment fund is sufficient to pay the costs of carrying on and carrying out the purpose for which the fund is held and the terms of the conveyance, bequest, or deed of gift thereof, and to pay the administration and other costs and expenses in connection therewith prescribed in paragraph (b) of this section, The Treasurer shall add such net income to the capital of the fund, as permitted by law.

(d) *Annuity Bequests.* An endowment fund created by deed or will may be accepted by The Institute, subject to the conditions attaching thereto requiring the payment of part or all of the net income of such endowment fund, as such net income is prescribed in paragraph (b) of this section, or requiring the payment of such net income together with any part of the principal as may be provided in said deed or will, as annuities or otherwise, to one or more persons as life annuitants, life beneficiaries, or life tenants, as permitted by law, and conditioned on the reversion to The Institute of the income and/or the principal of such endowment fund. In no event shall the aggregate total of all annuities or otherwise so paid in any year on account of any fund exceed in amount the net income earned and received from the investment of the capital of the fund during the said year, nor shall the amount of any annuity or otherwise so paid in any year exceed its proportionate share of the said aggregate total, except as hereinbefore provided.

(e) *Acceptance of Gifts, Bequests and Devises.*

Every gift, bequest, or devise to The Institute shall be received and accepted for and in behalf of The Institute by The Board only, and no member, officer, director, committee, jury, department, employee, agent, or representative of The Institute shall have any right, authority, or power to receive, take, solicit, or accept any gift, bequest, or devise for and in behalf of The Institute or any of its activities, unless specifically authorized so to do by The Board.

The Board shall refuse to accept any gift, bequest or devise if such gift, bequest or devise will not pro-

mote the objects and purposes of The Institute, or if any condition attached to such gift, bequest or devise places an undue burden on The Institute, financially or otherwise.

(f) *Restrictions on Uses of Endowment Funds.*

Every gift, conveyance, trust, devise, or bequest made to and accepted by The Institute, whereby the use of the gift, conveyance, trust, devise, or bequest or the income or proceeds therefrom is restricted by the donor to purposes other than those of the general endowment fund, shall be devoted to and used only for the purposes and in the manner set out by the donor. If such gift, conveyance, trust, devise, or bequest comprises capital funds, whether or not invested and administered by The Institute, The Board shall establish the same as an endowment fund, and The Treasurer shall set up said capital funds as the capital of such endowment fund. If such gift, conveyance, trust, devise, or bequest comprises permanent income funds only, the Board shall establish the same as an endowment fund and The Treasurer shall set up such income each year as the gross income of such fund for the year.

(g) *Names of Endowment Funds.* The name of the endowment fund created by a donor may be designated by the donor.

Section 4. Capital and Income of Endowment Funds.

(a) *Capital of Endowment Funds.* The Treasurer shall place in the capital of each endowment fund all gifts of capital made thereto, all amounts reserved therefor, and all amounts appropriated and all amounts authorized to be transferred thereto by The Board.

The Investment Committee shall invest and reinvest the capital of each endowment fund in accordance with the provisions of Article 3, Section 2, paragraph (d) of this Chapter.

(b) *Income of Endowment Funds.* The Treasurer shall collect all interest and dividends earned by the capital and/or the accumulated income of each endowment fund, and shall place all such income when and as received in the respective income accounts of said funds. He shall also place in the income account of each endowment fund all gifts of income made thereto, all income reserved thereto, and all amounts appropriated and all amounts authorized to be transferred thereto by The Board.

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(c) *Disbursement of Income of Endowment Funds.* Each fiscal year, to pay the expense of administering each endowment fund, The Board shall appropriate and authorize The Treasurer to transfer to the general fund such portion of the income of each endowment fund as it deems necessary for that purpose, and to pay the expense of carrying out the purposes of each endowment fund The Board shall appropriate and authorize The Treasurer to transfer to the general fund such portion of the net income of each such fund as it deems wise; provided, however, that unless otherwise provided in Section 5 of Article 13 of this Chapter, until such time as The Board determines the income of an endowment fund is sufficient to pay the said administration expense and the expense of carrying out the purposes for which the fund is held, The Treasurer shall add the income of such fund to its capital, as permitted by law.

Unless otherwise provided in these By-laws, The Board, in any fiscal year, shall not expend on account of any endowment fund a sum greater than the income available in that fund during such year. Nor shall The Board, during any fiscal year, authorize any expenditure, make any appropriation or authorize or incur any financial liability or obligation on account of any endowment fund, of any amount greater than the income that The Board estimates will be available in that fund for such fiscal year, based on the then current financial information in the hands of The Board concerning the probable revenue from the investment of the capital of the fund and from gifts and other sources.

(d) *Unexpended Income of Endowment Funds.* The unexpended income of any endowment fund may be transferred to the capital of the fund unless otherwise provided in these By-laws or by the donor of the fund, or it may be held as an accumulated income of such fund up to the maximum amount permitted by law and thereafter used for the purposes permitted by law unless otherwise provided in these By-laws or by the donor of the fund.

The Investment Committee may invest and reinvest the unexpended income of any endowment fund at call or in high grade negotiable bonds or collateral securities satisfactory to it. Such income notes, bonds or other securities shall be kept in a single safe deposit box separate from the box in which the capital securities are kept, but other valu-

able papers of The Treasurer may be kept therewith. The access to the box containing the income securities shall be by The Treasurer; provided, that he may give access thereto to an assistant treasurer jointly with such member of The Board as The Treasurer designates.

Section 5. Specific Endowment Funds Established.

(a) *Terms of Funds Described in By-laws.* The Board shall maintain, subject to the provisions of these By-laws, each of the specific endowment funds hereinbelow described in this section. From time to time, and without further action of The Institute or The Board, the then Secretary shall incorporate and set forth in subsequent editions of the By-laws the terms and conditions of any specific endowment fund that is accepted or created by The Board, in a manner similar to those hereinbelow recited, it being the intent of this paragraph that the By-laws shall include at all times the conditions of all specific endowment funds in the ownership, custody, or control of The Institute.

(a-1) *The General Endowment Fund.*

Purpose. The General Endowment Fund is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be devoted and used to advance the objects, purposes, and affairs of The Institute.

Capital. In addition to all other amounts authorized to be placed in the capital of the General Endowment Fund, The Treasurer shall place in the capital thereof, each gift, conveyance, devise, trust, and bequest, whereof the capital and income are not restricted or reserved to a specific purpose.

(a-2) *The Property Maintenance Fund.*

Purpose. The Property Maintenance Fund is established for the purpose of holding funds therein as an endowment, the net income of which shall be used *first*, to pay the insurance and taxes on the real property of The Institute, on the improvements and buildings thereon, and on such furnishings and furniture only as are held and maintained as an historic monument; *second*, to pay the costs and expenses of maintaining in good order and repair such buildings, improvements, furniture and furnishings, and such property and the sidewalks about the same, the planting and landscaping of the grounds and the

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lighting thereof; *third*, to pay the costs and expenses of making minor changes and alterations in and additions to said buildings and other improvements; and *fourth*, to pay the costs of water rents and ash and garbage removal and of all special assessments levied against the property.

Capital. The capital of the property maintenance fund shall not exceed an amount that will yield a net income sufficient to pay the costs and expenses of carrying out the purposes of the fund.

(a-3) *The Recruiting Fund.*

Purpose. The *Recruiting Fund* is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be used to pay the costs and expenses of admitting new members to The Institute and of the work incidental thereto and in connection therewith.

At the end of each fiscal year The Treasurer shall transfer to the capital of the general endowment fund the balance, if any, of the net income of the recruiting fund.

Capital. In addition to all other amounts authorized to be placed in the capital of the recruiting fund each year The Treasurer shall transfer to the capital thereof each fee for admission to membership in The Institute and each fee for readmission thereto, when and as paid.

(a-4) *The Convention Fund.*

Purpose. The *Convention Fund*, is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which shall be used for paying administrative costs and expenses in connection with meetings of The Institute other than for the traveling and the subsistence expenses of delegates.

At the end of each fiscal year The Treasurer shall transfer to the capital of the general scholarship fund the balance, if any, of the net income of the convention fund.

Capital. In addition to all other amounts authorized to be placed in the capital of the convention fund, each year The Treasurer shall transfer to the capital thereof, *first*, all payments made during the year on account of convention taxes in arrears, and *second*, the balance, if any, of the convention tax for the year that remains after the refunds on account of said tax have been paid.

(a-5) *The Octagon Library Fund.*

Purpose. The *Octagon Library Fund*, is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which and other sums given or appropriated directly as income for the purpose of the fund, shall be used, *first*, to pay the costs and expenses of operating the library and collections of The Institute and the general administration thereof; *second*, to pay the costs of the physical upkeep and maintenance of the chattels and other personal property forming the library and the collections and the furnishings, furniture, fixtures, and fittings used in connection therewith, and *third*, to pay the costs of acquisitions to the library and the collections and the expenses incidental thereto and in connection therewith.

(a-6) *The General Scholarship Fund.*

Purpose. The *General Scholarship Fund*, is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which and other sums given or appropriated directly as income for the purpose of the fund, shall be used to establish, provide, maintain, and carry on scholarships which shall be under the sole auspices and control of The Institute and in its name, and to make loans without interest to students in architecture, the fine arts, or the industrial arts allied therewith.

(a-7) *The General Education Fund.*

Purpose. The *General Education Fund*, is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which and other sums given or appropriated directly as income for the purpose of the fund shall be used to advance the general appreciation of architecture and the allied arts.

(a-8) *The Waid Education Fund.*

Purpose. The *Waid Education Fund*, is given to The Institute and established as an endowment by Dan Everett Waid, on the condition that The Institute shall devote and use the net income of the fund to serve education in architecture, as The Board deems wise.

(a-9) *The Henry Adams Fund.*

Purpose. The *Henry Adams Fund*, is given to The Institute and established as an endowment by Henry Adams and his executors and heirs—

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Charles F. Adams, Horace D. Chapin, Charles F. Adams, Arthur Adams, Abigail Homans, John Adams, Henry Adams, Mary Adams Abbott, Elizabeth O. Adams, Louisa C. Perkins, and Dorothy Quincy Nourse, and by his friend, Ralph Adams Cram.

The gift, consisting of the title and copyrights to the book *Mont Saint Michel and Chartres*, written by Henry Adams, is given on the condition that The Institute shall devote and use the net income of the fund for any one or more of the following purposes as The Board may in its absolute discretion determine:

first, to give copies of Henry Adams' book *Mont Saint Michel and Chartres* to worthy students of architecture who might not otherwise be able to afford them;

second, to assist worthy students of architecture, preference being given to those who show a special interest in ecclesiastical architecture;

third, to encourage the study of architecture and the other arts associated with the Christian civilization of Europe in the period from 500 A.D. to 1500 A.D., (hereinafter called the Middle Ages) with particular stress on ecclesiastical architecture, by giving suitable recognition of excellence in such studies;

fourth, to encourage the purchase, accumulation and use of literature relating to architecture and the other arts associated with the Middle Ages, by donating manuscripts, books, pamphlets, or other literary works to worthy students of architecture or to libraries, public or private, where such literature would be most useful;

fifth, to forward projects of preservation or restoration of ecclesiastical buildings erected during the Middle Ages.

The donors make the further condition that funds given, books purchased, and awards made shall be made under the name *Henry Adams Fund*, but that suitable recognition may also be given to The Institute. The donors recommend to The Board that in expending the income of the trust The Board shall show preference to the above purposes in their numerical order, but this recommendation shall not impose any enforceable obligation on them so to do.

(a-10) *The Louis H. Sullivan Fund.*

Purpose. The *Louis H. Sullivan Fund* is given to The Institute and established by Louis H.

Sullivan, who bequeathed the royalties from the sale of his books *Autobiography of an Idea* and *System of Ornament* to The Institute as an endowment, on the condition that The Institute shall devote and use the net income of the fund to advance education in architecture as The Board deems wise.

(a-11) *The Delano and Aldrich Fund.*

Purpose. The *Delano and Aldrich Fund*, is given to The Institute and established as an endowment by William A. Delano and Chester H. Aldrich, on the condition that The Institute shall devote and use the net income of the fund each year to maintain a traveling scholarship, whereby each year, under the auspices of The Institute, a foreign architect, sculptor, or painter, or a student in one or more of these arts shall travel in the United States.

(a-12) *The Structural Service Fund.*

Purpose. The *Structural Service Fund*, is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which, and other sums given and appropriated directly as income for the purpose, shall be used *first*, to advance the efficiency of the practice of architecture through the dissemination of a more exact knowledge of the materials of construction and their use, and *second*, to establish and maintain an effective and constructive contact with the producers and the users of building materials.

(a-13) *The Milton B. Medary Scholarship Fund.*

Purpose. The *Milton B. Medary Scholarship Fund*, is given to The Institute and established as an endowment by The Georgia Marble Company as a memorial to Milton B. Medary on the condition that the Institute shall devote and use the net income of the fund to establish and maintain one or more scholarships to aid in defraying the expenses of one or more students doing post-graduate study in architecture, and on the further condition that the beneficiaries shall be selected from students who have received the *School Medal* of The Institute.

(a-14) *The Honor Awards Fund.*

The *Honor Awards Fund* is established for the purpose of accumulating and holding funds therein as an endowment, the net income of which and

other sums given or appropriated directly as income for the purpose of the fund shall be used to pay the costs and expenses of The Institute incurred in carrying out its general Honor Awards program.

(a-15) *The Edwin H. Brown Memorial Fund.*

Purpose. The Edwin H. Brown Memorial Fund, is given to The Institute and established as an endowment by the friends of Edwin H. Brown as a memorial to him, who for ten years gave his inspiring leadership, unstinted labors, and financial support, and a large share of his health to the organization and development of The Architects' Small House Service Bureau, Inc., a national organization through which the architects, by group efforts, are entitled to render a service which is basically altruistic, to improve the design of small houses in the United States. This fund is given on the condition that the net income of the fund during a calendar year shall be transferred during that year to The Architects' Small House Service Bureau, Inc., for such use as that Bureau shall determine. If the Architects' Small House Service Bureau ceases to exist and there is no successor organization with similar principles, aims, and objects, which in the judgment of the then Board of Directors of The Institute seems competent to carry out the intent of the original benefaction, or if, in any year, in the judgment of the then Board of Directors of The Institute that The Architects' Small House Service Bureau, Inc., or its successor, has departed from the principles, aims, and objects of The Bureau as developed by Edwin H. Brown, and the intent of the donors of the fund would thereby be frustrated, then the said Board of Directors may by unanimous vote use the net income for any purpose which in its opinion will at that time most nearly carry out the intent of the donors of the fund.

CHAPTER XI

ADMINISTRATIVE AND EXECUTIVE DEPARTMENTS

Article 1. Offices.

The legal office of The Institute shall be in the office of the New York Chapter of The American Institute of Architects, in New York City. Its administrative and executive offices shall be at

The Octagon, 1741 New York Avenue, N.W., in Washington, D. C.

Article 2. Executive Secretary.

Section 1. Executive Officer.

The administrative and executive offices shall be in charge of an executive officer, who shall be known as the *Executive Secretary*. The Executive Secretary shall be employed by and shall report to The Board.

Section 2. Duties and Authority of Executive Secretary.

(a) *Chief Executive Officer.* The Executive Secretary shall be and act as the chief executive officer of The Institute, and as such shall have general management of the administration of its affairs, subject to the general direction and control of The Board and the supervision of the administrative officers of The Institute. He shall undertake and carry on such detailed executive duties and managerial work for the administrative officers of The Institute as may be assigned to him by such officers, and all other duties, responsibilities, and work as shall be set out by The Board in a written contract with him. He shall be responsible for the diligent, efficient, prompt, tactful, and collaborative performance of all said duties, responsibilities, and work.

(b) *Authority of the Executive Secretary to Make Expenditures.* As chief executive officer of The Institute, the Executive Secretary, within and up to the appropriations made therefor in each instance and in the manner prescribed therefor, shall approve vouchers for all expenditures properly incurred on account of The Institute, and The Board may authorize him to make such expenditures for and on account of The Institute as shall be placed under his direct control.

(c) *Salary of The Executive Secretary.* The Executive Secretary shall be paid such salary as The Board shall fix from time to time by contract with him.

(d) *Authority of The Executive Secretary to Employ Assistants.* Within the appropriations made therefor, the Executive Secretary may employ clerical, stenographic, and other help to assist in carrying on his duties and the administrative and executive work, and may employ technical assistants to whom he may delegate the management of

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executive departments and such other duties in connection with the said work as he may elect, and he may terminate the services of any such employee at any time.

Article 3. Counsel of The Institute.

Section 1. Services of Counsel.

The Board shall retain counsel, whose advice and opinions concerning legal procedure and The Institute affairs shall be available to The Board, The Executive Committee, The Investment Committee, the administrative officers, and the Executive Secretary.

Section 2. Opinion of Counsel Required.

Before they shall become effective, the opinion of counsel shall be obtained as to the legal form and legality of all actions of delegates and The Board concerning the lease, sale, or hypothecation of real property of The Institute; concerning major financial matters involving contracts, commitments, obligations, and/or subsidiary corporations; concerning general disciplinary procedure relating to unprofessional conduct; concerning every disciplinary case wherein the action of The Board may result in expulsion of a member; concerning the Standards of Practice of The Institute; all corporate and tax reports required by law; all documents and forms having to do with contractual relations of the architect, owner, and contractor prepared, and/or issued by The Institute; all amendments to these By-laws; all charters issued to chapters; the standard form of By-laws of chapters and of state association members and all agreements of affiliation.

Article 4. Administrative and Executive Departments of The Institute.

Section 1. Establishment of Departments.

(a) The Secretary, with the approval of The Board, may establish and maintain administrative and executive departments with headquarters at the administrative and executive offices. Each such department, unless otherwise provided, shall be under the direction and control of the Executive Secretary and may be under the general oversight of a member of The Board or of a chairman of a committee if The Board so directs. An executive assistant employed by the Executive Secretary may be placed in charge of each such

department and, except as provided in Section 2 of this Article, given the title of secretary prefixed by a title descriptive of his duties and responsibilities.

(b) From time to time, and without further action of The Institute, the then Secretary shall incorporate and set forth in subsequent editions of the By-laws, the title, description, general duties and functions of every executive department that may hereafter be so established and maintained, and shall remove from such editions all references to such executive departments as are discontinued; it being the intent of this paragraph that the By-laws shall include at all times the descriptions of all executive departments of The Institute then existing.

Section 2. The Treasury.

(a) *Purpose of The Treasury Department.* There shall be an executive department, known as *The Treasury*, which shall be under the general supervision of The Treasurer, and shall perform work in connection with his administrative duties and the keeping of his records.

(b) *First Assistant Treasurer.* A First Assistant Treasurer satisfactory to The Treasurer shall be placed in executive charge of The Treasury at the executive offices of The Institute. Until such an assistant treasurer is employed, the Executive Secretary shall act as First Assistant Treasurer.

(b-1) *Duties of First Assistant Treasurer.* For and in behalf of The Treasurer, the First Assistant Treasurer shall have charge of the books of account and the financial records and statistics of The Institute, sign checks of The Institute when and as authorized to do so under the conditions set forth in Chapter X, Article 5, Section 3 of these By-laws, keep petty cash, and perform such other duties as may be properly delegated to him from time to time by The Treasurer or the Executive Secretary.

(b-2) *Fidelity Bond of First Assistant Treasurer.* The First Assistant Treasurer shall furnish and maintain a fidelity bond in favor of The American Institute of Architects, in a sum which shall be fixed from time to time by The Board, but shall not be less than twenty-five thousand dollars. The bond shall be issued by a surety company satisfactory to The Board, and shall ensure the full reimbursement to The Institute by the

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Article 5
Section 2 (c)

Chapter
Article 6
Sections
2 and 3

Chapter
Article 7
Sections
2 and 3

surety company, in the event of the death, resignation, or removal from office of the First Assistant Treasurer, for any and all loss The Institute may sustain of moneys, funds, securities, negotiable instruments or other personal property belonging to The Institute that may have come into the hands or possession of the First Assistant Treasurer, including that for which the First Assistant Treasurer is responsible, through misappropriation or any other dishonest or criminal act committed by the First Assistant Treasurer directly or in connivance with any other person or persons.

(c) *Other Assistant Treasurers.* Assistant treasurers approved by The Treasurer may be placed in charge of such work in connection with The Treasury as The Treasurer shall authorize, in accordance with the provisions of Chapter IX, Article 4, Section 3, and each such assistant treasurer who is authorized to collect or have custody of any moneys, funds, securities, negotiable instruments or other personal property belonging to The Institute or to sign checks withdrawing any of its money from any depository shall furnish and maintain a fidelity bond in favor of The American Institute of Architects of the amount and under the conditions and terms required for the fidelity bond of the First Assistant Treasurer in paragraph (b) of this section.

Section 3. The Structural Service Department.

There shall be an executive department known as *The Structural Service Department*, which shall maintain an effective contact with the producers and the users of building materials and advance the efficiency of the profession through the accumulation and distribution to it of reliable data relating to the materials of construction and their effective and economical use in buildings. The chairman of the Committee on Structural Service shall have general oversight of the work of the structural service department, and the executive assistant in charge of the department shall be known as the *Technical Secretary*.

Section 4. The Recruiting Department.

There shall be an executive department known as *The Recruiting Department*, which shall maintain a direct and effective contact with the members of the profession and the chapters of The

Institute for the purpose of increasing the membership of The Institute. The chairman of the Committee on Membership shall have general oversight of the work of the recruiting department, and the executive assistant in charge of the department shall be known as the *Field Secretary*.

Section 5. The Department of Public Information.

There shall be an executive department known as *The Department of Public Information*, which shall disseminate through the public press the news of The Institute and matters relating to the profession of architecture, the other arts, and the building industry. The chairman of the Committee on Public Information shall have general oversight of the work of the department of public information.

The executive assistant in charge of the department shall be known as *The Publicist*. Under the direction of the Executive Secretary The Publicist shall have charge of preparing information concerning The Institute, its chapters, and its state association members, and concerning architecture, the other arts, and the building industry for the public press and of distributing it thereto. He shall advise The Institute concerning matters of publicity, act as general adviser of the chapters and the state association members, in matters of publicity, and perform such other duties as the Executive Secretary shall properly require of him.

CHAPTER XIV

AWARDS OF HONOR

Article 1. The Gold Medal of The Institute.

Section 1. Highest Honor Given by The Institute.

The *Gold Medal* of The Institute shall be awarded in recognition of most distinguished service to the profession of architecture or to The Institute.

The award of the Gold Medal shall be the highest honor The Institute can bestow, and not more than one such award shall be made in any one year. The Gold Medal may be awarded posthumously.

Section 2. Awarding the Gold Medal.

An award of the Gold Medal may be made by The Board to any person who, in its judgment,

*Chapter XI
Article 8
Sections 1,
and 2*

*Chapter XI
Article 8
Section 3*

*Chapter XIV
Article 1*

*Chapter XI
Article 6
Sections 1,
2 and 3*

*Chapter XI
Article 7
Sections 1,
2 and 3*

*er XI
4
1 (b)*

*er XI
5
1*

*er XI
5
2 (a)*

*er XI
5
2 (b)*

*er XI
5
2 (c)*

is qualified to be so honored. Such award shall be by unanimous roll-call vote taken at any regular meeting not later than the *semi-annual meeting* held prior to the annual convention at which the medal is to be presented; provided, that the name, biography, and history of the attainments of the person it is proposed to honor have been presented to a prior regular meeting of The Board by one of its members.

Section 3. Presentation of the Gold Medal.

The President shall notify the person to whom the Gold Medal has been voted and request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

Article 2. The Fine Arts Medal.

Section 1. Award of The Institute in the Fine Arts Other Than Architecture.

The gold *Fine Arts Medal* shall be awarded in recognition of distinguished achievement in the art of painting, sculpture, music, or literature.

The award of the Fine Arts Medal shall be the highest honor The Institute can bestow in the fine arts other than architecture, and not more than one such award shall be made in any one year.

Section 2. Awarding the Fine Arts Medal.

An award of the Fine Arts Medal may be made by The Board or by The Executive Committee to any painter, sculptor, musician, or writer who, in its judgment, has qualified himself for the honor by a distinguished achievement in his art. Such an award by The Board shall be by a majority roll-call vote at any of its *semi-annual meetings*; and such an award by The Executive Committee shall be by unanimous roll-call vote at one of its regular meetings; provided, that in either case, the nomination of the person it is proposed to honor and his biography and the history of his attainments have been presented to a prior regular meeting of The Board or of The Executive Committee either by a Board member or by the Committee on Allied Arts. The nomi-

nation by the committee shall be in writing and signed by all members of the committee.

Section 3. Presentation of the Fine Arts Medal.

The President shall notify the person to whom the Fine Arts Medal has been voted and request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

Article 3. The Craftsmanship Medal of The Institute.

Section 1. Award of The Institute for Craftsmanship.

The gold *Craftsmanship Medal* shall be awarded in recognition of distinguished craftsmanship in the metals, masonry, wood, glass, pottery, textiles and other industrial arts.

The award of the Craftsmanship Medal shall be the highest honor The Institute can bestow for craftsmanship in the industrial arts, and not more than one such award shall be made in any one year.

Section 2. Awarding the Craftsmanship Medal.

An award of the Craftsmanship Medal may be made by The Board or by The Executive Committee to any craftsman in any industrial art who, in its judgment, has qualified himself for the honor by distinguished craftsmanship. Such an award by The Board shall be by majority roll-call vote at any of its *semi-annual meetings*; and such an award by The Executive Committee shall be by unanimous roll-call vote at one of its regular meetings; provided, that in either case, the nomination of the person it is proposed to honor and his biography and the history of his attainments have been presented to a prior meeting of The Board or of The Executive Committee either by a Board member or by the Committee on Allied Arts. The nomination by the committee shall be in writing and signed by all members of the committee.

Section 3. Presentation of the Craftsmanship Medal.

The Secretary shall notify the person to whom the Craftsmanship Medal has been voted and

request his acceptance of the award and his presence at the annual convention to receive it. At the convention he shall be introduced by The Secretary, who shall give a citation of his achievements, after which The President shall present him with the medal. Under unusual circumstances recognized by The Board such citation and presentation may be made *in absentia*.

Article 4. The School Medal of The Institute.

Section 1. Award of The Institute to Students of Architecture.

The silver *School Medal* shall be awarded in recognition of excellence in scholarly standing of students in architectural schools approved by The Institute. A copy of the book *Mont Saint Michel and Chartres* by Henry Adams shall be presented with each School Medal.

Section 2. Awarding the School Medal.

An award of the School Medal may be made each year by The Board, The Executive Committee, or by the Committee on Education if such power is delegated to it by The Board, to a student in each or any of the said architectural schools, who, in its judgment, is qualified by his scholarly standing and by his character and other qualifications to receive the award; provided that he has had not less than three years residence and work in the said school and that he has been proposed for the award by the faculty of the school, in writing to The Secretary.

Such an award by The Board shall be by majority vote; by The Executive Committee, by unanimous vote; and by the Committee on Education by the affirmative vote of not less than two-thirds of the entire membership of the committee taken either by roll-call vote or by letter ballot.

Section 3. Presentation of the School Medal.

The Secretary shall notify the head of each school of architecture whose student has been awarded a School Medal, and the head of the school, under appropriate circumstances, shall present the medal to the student in the name of The Institute, and the book in the name of the Henry Adams Fund of The Institute.

CHAPTER XV

PUBLICATIONS AND LITERATURE

Article 1. The Bulletin of The Institute.

The Board shall publish and print a bulletin each month which shall be the official organ of intercommunication between The Institute and its members, chapters, and affiliates. The said bulletin, called *The Bulletin* in these By-laws, shall be sent to each member and to each affiliate of the Institute entitled to receive it, and to each chapter, and it may be sent to such other persons and on such terms as The Board determines. The Bulletin may be issued as a separate publication or included as an integral part of or as a supplement to any other of the publications of The Institute that are sent monthly to its members and chapters.

Chapter XV
Article 1
Section 1

Article 2. The Annuary of The Institute.

Unless the financial condition of The Institute does not permit in any year, The Board shall prepare and print an annual roster of its members, chapters and affiliates. Such annual shall be called *The Annuary*, The Secretary shall send a copy thereof each year to each member of The Institute who is entitled to receive it. The Secretary may also send The Annuary to any person not a member of The Institute on such terms as he determines.

Chapter XV
Article 2
Section 1

Article 3. Magazines and Other Literature of The Institute.

Section 1. Magazines of The Institute.

The Board may prepare, edit, publish, print, copyright, and sell or otherwise distribute from time to time one or more magazines containing matter concerning architecture and other arts, and science of construction, and any other matter that will tend to forward the objects and the welfare of The Institute.

Chapter XV
Article 3
Section 1

Section 2. Miscellaneous Literature of The Institute.

The Board may prepare, edit, publish, print, copyright and sell or otherwise distribute documents, books, data, information, and other literature containing matter concerning architecture and the other arts, the practice of architecture and the sciences that are connected there-

Chapter XV
Article 3
Section 2

with, the mechanics and the materials of construction, and any other matter that will tend to promote the objects and the welfare of The Institute.

Article 4. Advertisements.

*Chapter XV
Article 4*

No advertisement shall be accepted by The Institute, or appear in The Bulletin, The Annuary, or The Proceedings or in any magazine, document or literature published or printed by or for The Institute, other than publicity concerning its own affairs, publications and literature, or those of its chapters, state association members, or affiliates. Nothing contained in this paragraph shall be construed to be any infringement on the liberty of action of any state association member with respect to advertisements in its own publications.

CHAPTER XVII

AMENDMENTS AND INTERPRETATIONS OF BY-LAWS

Article 1. Amending of By-laws.

Section 1. Amendments by a Meeting of The Institute.

*Chap. XVII
Article 1
Section 1 (a)
(b) and (c)*

(a) These By-laws may be amended at any meeting of The Institute by an affirmative vote of not less than two-thirds of the votes entitled to be cast thereon by delegates present at the meeting; provided, that The Secretary shall have sent to each member a copy of the proposed amendment and a notice of the meeting at which it is to be voted upon.

(b) Such notice and copy of proposed amendment shall be deemed to have been sent to each member if it shall have been published in The Bulletin and sent not less than thirty days before the day of the meeting at which it is to be voted upon.

(c) No amendment shall be proposed to and adopted by any meeting of The Institute until and unless the amendment has been proposed by The Board or by The Executive Committee, or by a written petition of corporate members, each of whom is in good standing in The Institute. The petition of corporate members shall bear the signatures of not less than one per centum of the total number of corporate members then in good standing in The Institute, and shall be filed by

them with The Secretary not less than forty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

Section 2. Amendments by The Board of Directors.

(a) In addition to the power to amend certain provisions of these By-laws in the manner and to the extent herein elsewhere given to The Board the said Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these By-laws to forward the objects and facilitate the activities of The Institute or to eliminate from said By-laws any inconsistency with any amendment theretofore made; provided that, as a result of any such amendment, the power of The Board shall not be increased; the name and objects of The Institute, its membership and the qualifications therefor, its government, meetings, conditions of affiliations, and the terms of office or manner of election of its officers and directors shall not be changed; the rights and interests of any member shall not be lessened or diminished; the fees, dues, and other financial liability of any member shall not be increased, unless The Board is herein-elsewhere authorized so to do; the safeguarding of the investments, securities, money, special funds, and other property of The Institute and the limitations placed on its expenditures shall not be lessened or weakened nor shall the authority to make such expenditures or to incur indebtedness be extended; and the conditions of gifts, of the awards of honor, regarding advertising and the inspection of the records, and the requiring of advice of counsel, shall not be changed.

(b) Before any amendment to any provision of these By-laws made by The Board shall become effective, it shall be approved by the Counsel of The Institute as to its form and legality and being within the powers of The Board to make.

(c) Every provision of these By-laws so amended by The Board shall have the same force and effect as if amended by a meeting of The Institute and each such amendment shall be incorporated in these By-laws as a part thereof.

(d) The amended provision shall be published in The Bulletin and sent to each member and chapter not less than sixty days before a meeting of The Institute.

*Chap. XVII
Article 1
Section 2 (a)
(b), (c) and
(d)*

*Chap. X
Article
Section*

Section 3. Titling and Numbering of By-laws.

*Chap. XVII
Article 1
Section 3*

From time to time, and without further action of The Institute, the then Secretary shall rearrange, re-title and re-number the various chapters, articles, sections, and paragraphs of the By-laws

as may become necessary because of amendments thereto, or for ease of reference.

Article 2. Interpretations of By-laws of The Institute.

These By-laws shall be interpreted according to the laws of the State of New York.

*Chap. XVII
Article 2*

NOTES



