

Boston Society of Architects Bylaws

The Boston Society of Architects is a 501(c)(6) nonprofit corporation (“Corporation”) registered in the Commonwealth of Massachusetts. It functions as a Chapter (“Chapter”) of the American Institute of Architects (“Institute”), among other roles.

A 501(c)(6) business league is an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. It is an organization of the same general class as a chamber of commerce or board of trade. Thus, its activities are directed to the improvement of business conditions of one or more lines of business as distinguished from the performance of services for individual persons.

ARTICLE 1. OFFICES

The Corporation shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Massachusetts. Such office shall be located at the Corporation’s principal place of business or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board may designate or as the business of the Corporation may require from time to time. The registered agent shall be either an individual resident of Massachusetts or a corporation authorized to transact business in Massachusetts.

ARTICLE 2. MEMBERSHIP

2.1. Classes of and Qualifications for Members

The Corporation shall have Assigned and Unassigned Members; rules and requirements for professional Memberships follow the Bylaws of the Institute. Additional classes of Members, such as Honorary, Allied, Emeritus, Student, and Non-Resident, are permitted but not required.

2.1.1. Assigned Members.

The Corporation shall include Architect Members and Associate Members of the Institute who have been assigned to Membership by the Institute. Each Architect Member or Associate Member assigned to the Chapter shall remain a Member of it until her, his, or their Membership in the Institute is terminated or she, he, or they is reassigned by the Institute to another Chapter. An Architect Member or Associate Member assigned to Membership in the Corporation may use the titles and exercise the rights and privileges granted her, him, or them by law and by the Institute Bylaws.

2.1.2. Unassigned Members.

The Board, without action by the Institute, may admit as Architect Member or Associate Member to the Corporation any assigned Member of another Chapter, provided she, he, or they applies for such Membership in writing to the Board. An Architect Member or Associate Member so admitted may terminate her, his, or their

Membership in the Corporation by resignation. If the Institute Membership of such Member is terminated, then *ipso facto* her, his, or their Membership in the Corporation terminates. An unassigned Architect Member or Associate Member shall be subject to all regulations and shall have the rights in the Corporation co-equal with those of a Member assigned to it, except that she, he, or they may not hold directorship in the Corporation, vote at any of its meetings on any matters affecting the Institute, nor represent its Members as delegate or otherwise at any meeting of the Institute.

2.1.3. The description, rights, and obligations of Honorary, Allied, Emeritus, Student, Non-Resident, and any other categories of Membership are to be described in the Chapter's Policies.

2.2 Voting Rights

2.2.1 Each Member entitled to vote with respect to the subject matter on an issue submitted to the Members shall be entitled to one vote upon each such issue.

2.2.2 Each Member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such Member has a right to vote.

2.3 Annual Meeting

The annual meeting of the Members shall be held in the fourth quarter of each calendar year on a date determined by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

2.4 Special Meetings

The President, the Board, or no fewer than ten of the Members entitled to vote at such meeting, may call special meetings of the Members for any purpose.

2.5 Place of Meetings

All meetings of Members shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Massachusetts designated by the President, the Board, by the Members entitled to call a meeting of Members, or by a waiver of notice signed by the majority of all Members entitled to vote at the meeting. Such signatures may be submitted electronically.

2.6 Notice of Meetings

The Secretary of the Board shall cause to be delivered to each Member entitled to vote at the meeting, either personally, by mail, or electronically, not fewer than ten days before the meeting, written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written or electronic request of not fewer than ten of the Members entitled to vote at the

meeting, it shall be the duty of the Secretary to give notice of a special meeting of Members to be held at such date, time, and place as the Secretary may fix, not more than ten days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting.

2.7 Waiver of Notice

Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Massachusetts law, a waiver thereof in writing or electronically, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.8 Quorum

Thirty of the Members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members entitled to vote is represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

2.9 Manner of Acting

A majority of the votes entitled to be cast by the Members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by applicable Massachusetts law, the Articles of Incorporation, or these Bylaws.

2.10 Proxies

A Member may vote by proxy executed in writing by the Member or by her, his, or their attorney-in-fact. Such proxy shall be filed with the Secretary of the Board before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.11 Action by Members Without a Meeting

Any action which could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken is signed in writing or electronically by a majority of Members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Members.

2.12 Meetings by Telephone or Other Electronic Media

Members of the Corporation may participate in a meeting of Members by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting, though in-person attendance is encouraged

when possible.

2.13 Enrollment

Each Member and Associate Member shall be duly enrolled by the Secretary and notified of assignment or election.

2.14 Dues

To maintain their good standing in the Chapter, all Members shall pay annual Chapter dues as established at the annual meeting of the Board and shall pay other such dues as specified by the Institute.

2.15 Termination

The Board may ask the Institute to terminate the Membership of any AIA or Associate Member for unprofessional conduct, indebtedness, or other just cause. No Architect Member or Associate Member may resign when under charges or indebted to the Corporation. The Board may terminate the Membership of any individual, other than an Architect or Associate Member, for just cause.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Corporation shall be managed by a Board of Directors.

3.2 Number and Qualifications

The Board shall consist of not fewer than three nor more than twenty Directors. The majority of the Board must be Assigned Architect Members of the Corporation. Associate Members shall make up no more than one-third or three Directors, whichever is greater. The Executive Director shall serve *ex officio* as a nonvoting Member.

3.3 Election of Directors

Directors shall be elected in person, by mail, or electronically each year at the annual meeting of Members.

3.4 Term of Office

Unless a Director dies, resigns, or is removed, she, he, or they shall hold office for three years or until her, his, or their successor is elected, whichever is later. Approximately one-third of the elected Directors shall stand for election each year. Each Director may serve a maximum of three consecutive terms.

3.5 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of Members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.6 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the Commonwealth of Massachusetts as the place for holding any special Board or committee meeting called by them.

3.8 Meetings by Telephone or Other Electronic Media

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting, though in-person attendance is encouraged when possible..

3.9 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Massachusetts designated by the Board, by any persons entitled to call a meeting, or by a waiver of notice signed in writing or electronically by all Directors.

3.10 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal or electronic communication not fewer than ten days before the meeting. Notices in writing may be delivered or mailed, by post or electronically, to the Director at her, his, or their address shown on the records of the Corporation. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of such meeting.

3.11 Waiver of Notice

Whenever any notice is required to be given to any Director under the provision of these Bylaws, the Articles of Incorporation, or applicable Massachusetts law, a waiver thereof in writing, signed in person or electronically by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business at

any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Massachusetts law.

3.14 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her, his, or their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the Secretary before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.15 Vote of Interested Directors

If a Director holds an ownership or investment interest or compensation agreement with any corporation, firm, or other entity with which the Corporation contemplates contracting or otherwise transacting business, the Director shall disclose her, his, or their interest or agreement to the other Directors acting upon or in reference to such transaction. No Director so interested shall vote on such transaction, but she, he, or they may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such transaction.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed in writing or electronically by each of the Directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering notice, written or electronic, to the President or the Secretary or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of Members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by Members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of Members at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of her, his, or their predecessor in office.

3.20 Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Additional committee Members need not be Members of the Board. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any Member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, her, or him by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the Members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any Member of any committee may resign at any time by delivering written or electronic notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any Member of any committee elected or appointed by it.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

3.22 Indemnification

Except as provided below, the Corporation shall indemnify any Director against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine, penalty, or settlement, provided the Board of Directors deems, in its sole discretion, the settlement to have been a reasonable one, necessarily paid or incurred by such person in connection with or arising out of any claim, or any civil or criminal action or other proceeding of whatever nature brought against such person by reason of being or having been such a Director or serving in a representative capacity. Such indemnification shall apply even though at the time of such claim, action, or proceeding such a person is no longer a Director or officer of the Corporation.

The foregoing indemnification shall be conditioned, however, upon the person seeking it, at all times and from time to time, (1) fully disclosing to any person designated by the Board of Directors all facts, events and occurrences which the Board of Directors in its sole discretion deems relevant to its decision to indemnify; and (2) fully cooperating with and assisting the Corporation and its counsel in any reasonable manner with respect to protecting or pursuing the Corporation's interests in any matter relating to the subject matter of the claim, action, or other proceeding for which indemnification is sought. No indemnification shall be provided for any person with respect to any matter as to which the Board determines that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of the Corporation.

Expenses reasonably incurred in defending any claim, action, suit, or proceeding of the character described in the preceding paragraph may, if the Board so decides, be advanced by the Corporation prior to final disposition thereof upon receipt of an undertaking by the recipient to repay all such advances if it is ultimately determined by the Board that such person is not entitled to indemnification.

Notwithstanding the foregoing, the Corporation shall not provide indemnification for any former Director who, in the judgment of the Board, was in serious or repeated breach of her, his, or their duties as such Director. Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a Director may have or obtain, and shall accrue to such person's estate. Any agent or employee of or for the Corporation may be indemnified in such manner as the Board decides.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be an Assigned Member elected by the Board.

- (a) Except as otherwise provided in these by-laws, the terms of all elected officers other than the President and First Vice-President shall be three years and until their successors are qualified.
- (b) The terms for President and First Vice-President shall be one year and shall begin at the conclusion of the BSA annual meeting held each year in early December.

4.2 Election and Term of Office

Officers of the Corporation shall be elected as needed by the Board at the annual meeting of the Board. The Board term of an officer may be extended should she, he, or they be elected as an officer at the beginning of her, his, or their third year on the Board. Unless an officer dies, resigns, or is removed from office, she, he, or they shall hold office until the annual meeting of the Board two years hence or until her, his, or their successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written or electronic notice to the President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by a majority of the Board if in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all the assets, business, and affairs of the Corporation. The President shall preside over meetings of the Members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to her, him, or them by the Board from time to time.

4.7 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office and electronic addresses and class of each Member and Director and of the name and post office and electronic address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her, him, or them by the President or the Board. The Secretary may with approval of the Board delegate the performance of any or all of the duties as recording or corresponding secretary, (a), (b), (c), or (d) above.

4.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and of its instruments and papers involving finances and financial commitments; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws, and shall make all disbursements thereof; shall prepare the budgets; shall conduct the correspondence relating to this office; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her, him, or them by the President or the Board. With the approval of the Board she, he, or they may delegate the performance of duties relating to the preparation of budgets, collections and accounts, keeping records and correspondence, and the custody of any documents not stored in safety deposit vaults; she, he, or they shall not delegate custody of documents in vaults; nor authority to sign checks, financial instruments relating to loans, nor contracts exceeding \$50,000.00, to any person, except as specifically authorized by the Board. The Treasurer shall be bonded.

4.9 Officers *pro tem*

In the absence of the President, Secretary, and/or Treasurer, the Board may elect from its Membership a President, a Secretary, and/or a Treasurer *pro tem*. Each thereof shall serve until the regularly elected officer is able to act and during such period shall perform the duties and exercise the power and authority of the office.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Members and Board, and any minutes which may be maintained by committees of the Board; records of the name and post office and electronic address and class of each Member and Director, and of the name and post office and electronic address of each

officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Member of three months standing or to a representative of more than five percent of the Membership.

5.2 Accounting Year

The accounting year of the Corporation shall be the twelve months corresponding with the calendar year.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be determined by the President and may not be inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

ARTICLE 6. AMENDMENTS

Section 1.

These by-laws may be amended by the Society, at any meeting, by a two-thirds affirmative vote of the Members present and voting provided thirty days of notice of the proposed amendment shall have been given to each Member. The Board, however, shall have the authority, to the extent permitted by law, to amend these by-laws when amendment is required to conform these by-laws to Institute by-laws, AIA New England by-laws, or applicable civil law. No amendment to these by-laws concerning Institute affairs shall be effective until approved by the Institute.

Section 2. Transition Policies

In the event of any amendment of these by-laws, the Board shall have the authority to adopt such policies as are reasonably necessary to provide for an orderly transition period, including when there is a modification to the composition, terms, and/or duties of the Board and its members.

As amended and adopted by the Board _____, _____.

Secretary