

# **BY-LAWS**

## **ASSOCIATION OF LICENSED ARCHITECTS**

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Amended December, 2003 and 2009

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supercedes all previous versions and amendments

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## **ARTICLE I - NAME, ORGANIZATION, AND LOCATION**

**Section 1. Name.** The name of this Association shall be the Association of Licensed Architects, Inc. It may also be known as, and referred to herein, as Association of Licensed Architects or as ALA.

**Section 2. Organization.** This organization shall be a not-for-profit corporation composed of members of the classifications, dues and privileges as set forth herein. The duration of the Association shall be perpetual, as may be permitted under the laws of the State of Illinois.

**Section 3. Location.** Legal domicile of the Association shall be established by the Executive Board.

## **ARTICLE II - PURPOSE**

**Section 1. Mission:** The mission shall be to advance the Profession of Architecture and its role in the built environment. It is the vision of ALA to positively impact the Architectural Profession through the power of organization.

**Section 2. Objectives:** To represent all architects licensed in good standing in any state, territory, or possession of the United States, or in any other country. Working together to unite, promote, and advance the art and science of the profession of architecture through professional growth and continuing education.

## **ARTICLE III - MEMBERS**

**Section 1. The membership** in ALA shall consist of:

**Professional Members:** Shall be open to any licensed architect in good standing in any state, territory or possession of the United States. Members may also include international architects from any country of origin as approved by the Executive Board. All members shall comply fully with laws and rules mandated by the state(s) or country of their licensure. Professional members may use the initials: ALA.

**Fellow Members:** Upon application to the Executive Board, the designation of "Fellow" shall be available to any professional member who has been such for not less than ten (10) continuous years prior to the date of application. An applicant must produce evidence of exemplary service to the profession or to the Association. Elevation to the level of "Fellow" shall be in accordance with adopted Board Policy. Fellow members may use the term: FALA

**Emeritus Members:** Upon application to the Executive Board, the status of Emeritus Member may be granted to a professional member who has attained the age of 65 years at the date of application, been a member for five (5) continuous years prior to the date of application and made a contribution to the profession or to the Association. Elevation to the level of "Emeritus" shall be in accordance with adopted Board Policy. Emeritus members may use the term: ALA, Emeritus, or if a fellow: FALA, Emeritus.

**Senior Members:** Licensed architect 65 years or over. Senior members may use the term ALA.

**Honorary Members:** Honorary memberships are limited to those persons who have rendered special services to the Association, to architectural education, or the profession of Architecture for which the Executive Board desires to show recognition.

**Associate Members:** Shall be granted to non-licensed persons working towards architectural registration, or working in the architectural profession.

**Student Members:** Student memberships shall be limited to persons attending any school, college or university and enrolled in the curriculum of architecture.

**Affiliate Members:** An Affiliate membership, upon application and approval, shall be granted to persons who are not architects, whose activities are directly or indirectly associated with the architectural profession, and approved by the Executive Board.

From time to time member types may be amended upon the majority vote of the Executive Board.

**Section 2. Rights of Members.** Professional Members, Fellow Members and Emeritus Members shall have all of the rights and privileges of Association membership, including the right to vote and hold office. Honorary Members, Associate Members, Student Members and Affiliate Members shall have all the rights, privileges and obligations of Professional Members, except the right to vote.

**Section 3. Termination of Membership.** Upon the termination of membership, all rights of such membership, shall terminate therewith. Any member whose license to practice architecture expired or otherwise been terminated, shall have their membership automatically terminated. A renewal application may be made upon license reinstatement.

**ARTICLE IV - OFFICERS AND EXECUTIVE DIRECTOR**

**Section 1. Officers:** The officers of this Association shall be a President, Vice President, Secretary, Treasurer, four (4) Directors, and one Affiliate Director, all to be elected by the General Membership of the Association. In addition, a representative shall be appointed by the Board of Directors from each active Local Chapter to serve as a National Director. All officers elected by ballot shall serve two (2) year terms. All Directors appointed by Chapters shall serve at the discretion of the Local Chapter Board for a term of 2 years, or until the next general election of Local Chapter Directors, whichever occurs first. Elected Officers shall be elected by ballot each year per the following schedule:

| Office             | Even Number years | Odd Number years |
|--------------------|-------------------|------------------|
| President          | 2 year term       | NA               |
| Vice President     | NA                | 2 year term      |
| Secretary          | 2 year term       | NA               |
| Treasurer          | NA                | 2 year term      |
| Two Directors      | 2 year term       | NA               |
| Two Directors      | NA                | 2 year term      |
| Affiliate Director | 2 year term       | NA               |

**Section 2. Qualifications.** Each elected officer of the Association shall be a member in good standing of the Association; being either a Professional Member, Fellow Member, or Emeritus Member. In addition to the foregoing, one elected Affiliate member in good standing with the Association shall serve as a Director on the Executive Board for a two year term in any capacity, except as President or Vice-President. No other qualification restrictions shall be placed on an Association member other than a candidate for President. The candidate for President must have served at least one, two-year term as a member of the National Board or on any Chapter Board to be qualified to serve as President.

**Section 3. President:** The President shall preside at all meetings of the Association and of the Executive Board, and shall exercise supervision of the affairs of the Association. The President shall exercise his/her best efforts to give leadership and direction and to carry out the purposes of this Association as provided herein and the policies as directed by the Executive Board. The President shall, by virtue of his/her office, be a member, without vote, of all committees of its Executive Board.

**Section 4. Vice President:** In absence of or inability of the President, the Vice President shall perform the duties of President, until such time as the President can again assume his/her duties.

**Section 5. Secretary:** The Secretary of this Association shall attend all of its meetings, and keep a complete record of all its proceedings. He/she shall have custody of, shall safeguard and keep in good order, all property of this Association, except such part thereof that is placed under the charge of the Treasurer, or the Executive Director, as provided herein. He/she shall issue all notices of this Association, keep its membership rolls, sign all documents that require the signature of the Secretary, act as custodian of the corporate seal, and affix such seal when necessary as required by law or directed by the Executive Board. The Secretary may delegate to the Executive Director, the actual performance of any or all of the duties of the office, but he/she shall not delegate any responsibility required of the Secretary by law.

**Section 6. Treasurer:** The Treasurer of this Association shall receive, be responsible for and as directed, disburse all funds of the Association as authorized and directed by its Executive Board. He/she shall assist the Association or its appropriate committee in the preparation of a budget and shall present a written report at each meeting of the Executive Board. The said reports shall set forth the financial condition of the Association. He/she shall be custodian of the funds of the Association, and shall conduct the correspondence relating to his/her office, and perform all duties usual and incidental to such office. The Treasurer may delegate to the Executive Director, the actual performance of the clerical bookkeeping, collecting and recording work of this office under the conditions approved by the Executive Board. The Treasurer shall not authorize to any person use of his/her signature or any financial instrument that requires the signature of the Treasurer. The Treasurer cannot delegate any responsibility required of the Treasurer by law.

**Section 7. Directors.** Shall perform such duties as are assigned to them by the President, the Executive Board or both.

**Section 8. Vacancies.** If the office of any ALA officer becomes vacant for any reason, the President may appoint a member to fill the vacancy. The officer so chosen shall hold office for the remainder of the term of the office whose vacancy he/she filled.

**Section 9. Succession of Presiding Officers:** In the absence or inability of the President and the Vice-President and their inability to preside at any meeting of the Executive Board, or at any other official meeting of the Association, the Secretary shall perform the duties of the President at such meetings.

**Section 10. Executive Director.** The officers shall be in the charge of an Executive Director (who may be an individual or a firm) who shall be contracted by and perform duties as assigned by the President or the Executive Board. The Executive Director shall direct the general management of the Association's affairs and may employ additional staff members subject to the approval of the Executive Board. He/she shall be responsible for the activities of all staff members in keeping with the policies of the Executive Board. The Executive Board, except as otherwise provided by law, the Articles of Incorporation, or by the By-Laws, may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and unless so authorized, the Executive Director shall have no power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable financially for any purpose or to any amount.

## **ARTICLE V - EXECUTIVE BOARD**

**Section 1. Executive Board.** The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, Directors, an Affiliate Director and the most Immediate Past President. The business and affairs of the Association shall be under the control and management of the Executive Board. The Executive Board shall not authorize the conveyance of real estate belonging to the Association, dispose of any permanent funds, or any trust funds of the Association, or take any steps for its corporate dissolution, without first being authorized by a majority vote of four-fifths of the members of the Executive Board. The Executive Board may adopt policies, rules and regulations supplementing the Articles of Incorporation and these By-Laws. However, nothing in said policies, rules and regulations shall violate applicable laws, nor contradict these By-Laws.

**Section 2. Voting Rights.** No member of the Executive Board shall cast more than one (1) vote upon any question or matter pending before its Executive Board. Votes may be cast in person, by fax, by e-mail, by mail or by any other Board approved means on all items to be voted upon as prescribed in the agenda.

**Section 3. Meetings.** Regular meetings shall be held as determined by the Executive Board, but in no case less than quarterly. Any member may speak at a meeting upon prior notification of the Executive Director. Special meetings may be called at any time by the President, or on the written request of three (3) members of the Executive Board. Said meetings shall be held at the time and place so designated by the party or parties calling the meeting. Regular and special meetings may be via technological means such as video or telephone conferencing, either in total or in combination of on-site attendance. All meetings shall be conducted in accordance with Roberts Rules of Order, as revised.

**Section 4. Minutes.** Minutes of the meetings of the Executive Board shall be recorded by the Secretary. The minutes shall be transcribed and a copy distributed to each member of the Executive Board promptly before the next meeting.

**Section 5. Quorum.** A quorum at any meeting of the Executive Board, properly called, shall be a majority of all Board members. Less than a quorum may not act decisively on any matter.

## **ARTICLE VI - ELECTIONS**

**Section 1. Nominations.** Ninety (90) days or more prior to the Annual Meeting, the Chairman of the Nominating Committee shall mail to the membership a request for nominations. Sixty (60) days prior to the Annual Meeting, the names of candidates may be submitted to the Nominating committee by any member. The names of all candidates who accept the nomination shall be placed on the ballot.

**Section 2. General Operation.** The ballots for election of the officers shall be prepared and distributed by the Nominating Committee forty-five (45) days prior to the opening day of the Annual Meeting. The closing date for receipt of ballots shall be fifteen (15) days prior to the opening day of the Annual Meeting. Ballots shall be received at the office of the Chairman of the Nominating Committee. The Chairman shall tally the votes and forward his tabulation to the Board of Directors at the next regular Board meeting. All Executive Board members may review the ballots and final tally upon request. Vote tallies shall be available for review by any member. The officers of this Association shall be elected through the use of a printed ballot form distributed to every professional member in good standing. A plurality of the votes cast shall constitute election. The Board may approve any electronic or other means of ballot form. The ballot form shall contain at each office a space to cast a vote for a name to be written on the ballot.

**Section 3. Installation.** The newly elected officers shall be installed at the Annual Meeting of the Association, and they shall assume their offices on January first of the following year.

## **ARTICLE VII - FINANCIAL**

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin with the first day of January annually, and end with the thirty-first day of December.

**Section 2. Depositories.** The Treasurer shall deposit all money and securities belonging to the Association in one or more accounts at banks as designated by the Executive Board.

**Section 3. Disbursements.** Every disbursement of money of this Association will be by check of this Association. Each check shall bear the signature of the Treasurer or any other officer so empowered by the President.

**Section 4. Reports.** The Board may select a Certified Public Accountant to reconcile the books and accounts of the Treasurer, and said accountant shall present a financial statement to the Executive Board following the end of the fiscal year of the Association.

**Section 5. Prohibition Against Sharing in Association Funds.** No member, trustee, officer, agent or employee of, or member of a committee of, or person connected with the Association, or any other private individual shall receive at any time, any of the income of the Association; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in affecting any of its purposes, as shall be approved by the Executive Board.

**Section 6. Dissolution.** No person or persons shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or concluding the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the treasury shall be distributed, transferred, conveyed, delivered, and paid over entirely to an exempt organization under the provisions of I.R.C. 501 (a) and its regulations as now existing or as at the time amended, as so designated by four-fifths vote of the Executive Board.

**Section 7. Petty Cash Accounts.** The Treasurer shall establish petty cash accounts as authorized by the Executive Board which may be disbursed for the usual petty cash purposes, by the person designated in said authorization of the Board. Statements of the petty cash expenditures shall be duly recorded by said persons, and the expenditures approved by the Treasurer.

**Section 8. Adoption of Annual Budget.** The Executive Board shall adopt an annual budget prior to January, by the concurring vote of not less than a majority of a quorum of the Board, showing in detail, the anticipated income and expenditures of the Association, for the fiscal year. Upon adoption, the Treasurer shall promptly issue a copy of the adopted budget to each member of the Executive Board and the President of each recognized Chapter.

## **ARTICLE VIII - DUES**

**Section 1. Dues.** The annual dues of the Association shall be due and payable on the first of January each year and shall include the amounts as determined by the Executive Board. Members joining the Association after October one shall pay the full dues for the succeeding year and shall be considered members in good standing for the balance of the present year, in addition to the succeeding year.

**Section 2. Suspension for Non-Payment of Dues:** Any member who shall fail to pay his/her dues, as provided above, for the current calendar year, on or before the first day of April of the current year, shall receive notice of such delinquency and stand suspended, effective the first day of July. Suspended members shall automatically lose all rights and privileges including any office to which he/she has been elected or appointed. Membership in the Association is automatically terminated on the first day of September in the same year following suspension of membership. Any Member of the Association suspended for non-payment of dues may be reinstated as approved by the Executive Board.

**Section 3. Any Professional, Emeritus or Fellow member who is without valid license** to practice architecture in any state or country, for any reason, other than "inactive", shall be automatically terminated from membership in the Association. Dues shall not be refunded.

## **ARTICLE IX - COMMITTEES**

**Section 1. General.** The National Board President, after majority vote of the Board, shall create or dissolve any Standing Committees, AD-Hoc Committees and Sub-Committees. All Committees, Ad-Hoc Committees and Sub-Committees shall consist of no more than five voting members. All Committee Chairs shall be National Board Directors appointed annually by the National Board President. The remaining four voting member positions of each Committee, Ad-Hoc Committee and Sub-Committee shall be filled by the Committee Chair with the assistance of the Executive Director and approved by the National Board.

All five voting Committee members shall be professional members of this Association in good standing. Additional non-voting members may be solicited by Committee Chairs from outside the Association as the Committee Chair deems necessary or advisable.

## **Section 2. Standing Committees.**

- A. The Organization Committee's purpose is to review all organizational matters including but not limited to, Association By-Laws, the Association's code of ethics and other organizational matters determined by the Executive Board. A sub-committee may be appointed to review all proposals for amendment of the By-Laws, to assist the proposers in the process of integration of amendments, and when directed by the Executive Board, make recommendations to the National Board on the validity of the proposed changes.
  - 1. The Nominating Committee shall be a sub-committee of the Organization Committee and shall consist of 1) a Director appointed from the National Executive Board, 2) the National President and 3) the Immediate National Past President. The Committee shall consist of these officers and two additional members selected from the general membership of the Association and appointed by the Organization Committee Chair. The Committee's duty shall be to nominate members qualified to hold office in the Association for each of the offices about to be vacated.
- B. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall submit to the Board at regular meetings a report of financial activity since the previous meeting. From time to time as may be necessary, the Committee will review the budget of the probable expenditures of the Association, and recommend ways and means of raising funds to meet expenses.
- C. The Membership and Marketing Committee shall be chaired by a Director appointed by the President. The Committee shall review all matters pertaining to membership and marketing, and submit to the Board at regular meetings a report of activity. The Committee shall make recommendations to the Executive Board on courses of action for membership and marketing.

## **ARTICLE X - LOCAL CHAPTERS**

**Section 1. Formation.** Any three (3) Professional members within a state or city may petition the Executive Board for authority to form a Local Chapter. The Local Chapter shall operate under the By-Laws of the National Association. Local Chapters will operate with elected officers and directors and govern their activities with particular emphasis on matters pertinent to the geographical location.

**Section 2. Name.** Local Chapters shall be named according to their geographical location. Each Local Chapter formed shall be known by the name of the State, Region, or City of Origin. It shall be mandatory that Association of Licensed Architects precedes the Local Chapter name. The inclusion of personal names in any National or Local Chapter designations is not permitted.

**Section 3. Finances.** Financial responsibility for Local Chapter operations will be regulated by the Executive Board and Executive Director. The Executive Director will assist the Local Chapter in operational matters. The Local Chapter will decide on programs and events and the Executive Director will regulate financial and scheduling issues.

**Section 4. Elections.** Local Chapters shall conduct yearly elections in accordance with the National By-Laws to elect Local Chapter officers and directors.

**Section 5. Representation.** Each Local Chapter Board shall appoint a Local Chapter Member, who is not currently an elected Director on the National Board, to be a Director on the National Board with full

voting privileges. An alternate local Chapter Member, who is not currently an elected Director on the National Board, may also be selected and attend National Board Meetings in an unofficial capacity. In the absence of the designated Local Chapter Director, the alternate Local Chapter Director shall act on the Local Chapter's behalf at National Board meetings and events.

## **ARTICLE XI - ANNUAL MEETINGS**

**Section 1. Annual Meeting.** An Annual Meeting shall be held, hereafter called Annual Meeting of the Membership of the Association for the installation of the newly elected officers and for the transaction of such other business as may properly come before the meeting. The Executive Board shall determine the time and the place of the meeting. All of the members of the Association shall be invited to assemble each calendar year for a minimum period, to effect participation in the Association's business session to promote and forward the purposes and objectives of the Association. The meetings shall be conducted in accordance with Roberts Rules of Order, as revised.

**Section 2. Reports.** The President, Secretary, Executive Director, and the Treasurer of the Association shall each make a report at the Annual Meeting.

**Section 3. Notice of Meetings.** A notice of the Annual Meeting shall be sent in writing by mail, fax, e-mail, or any other Board approved means, stating the time and place of the meeting. The President shall be responsible to prepare an agenda. This agenda shall describe each item to be acted upon, in sufficient detail to permit judicious evaluation of all pertinent facts and reasons. The agenda shall be posted on the Association web site at least five (5) days prior to the Annual Meeting.

## **ARTICLE XII - AMENDMENTS**

**Section 1. How Amended.** These By-Laws may only be amended by a majority of the votes cast in a membership referendum which shall be conducted through the use of a ballot form distributed to every professional member in good standing. Any distribution, such as fax, e-mail, mail or other means approved by the Board may be utilized.

**Section 2. Submission of Proposed Amendments.** Proposed amendments to the By-Laws shall be submitted to a membership referendum when submitted by a majority of the Executive Board, or submitted by any member from the floor at the Annual Meeting of the Association and approved for consideration by a majority of the members present at that Annual Meeting. The submission of a properly proposed By-Laws amendment to the Organization Committee, shall require a membership referendum to be conducted as soon as possible.

**Section 3. Formulation of the Question.** All proposals shall be submitted in writing to the Chairman of the Organization Committee and shall clearly indicate the identity of the proposing parties. The Organization Committee shall assist all parties proposing a By-Laws amendment.

**Section 4. How Conducted.** All ballots for general membership referendums shall be prepared, printed and distributed by the Organization Committee. The Chairman shall tally the votes and forward his tabulation to the Executive Board at the next regular Board meeting, and the tabulation shall be reported in the Association publication.

**Section 5. Limitations.** No proposed By-Laws amendment which is defeated in a membership referendum may be resubmitted to the Organization Committee within one year of the date of its rejection, unless it has been substantially modified.



## **ARTICLE XIII - INDEMNIFICATION**

**Section 1. Indemnification.** This Association, to the full extent permitted by the State of Illinois, shall indemnify all Officers, Directors, Independent Contractors and Association Committees, past and present, against expenses actually and necessarily incurred by them in defense or settlement caused by any action, suit or proceedings resulting from or by the proper performance of their duties by and for the Association except when such performance shall be legally adjudicated to be by willful misconduct or fraud. The Association shall maintain a liability insurance policy with coverage in the amount of one million dollars (\$1,000,000.00) with a reasonable minimum deductible, if any.

**END OF BY-LAWS**