

# AMERICAN INSTITUTE OF BUILDING DESIGN WASHINGTON SOCIETY BYLAWS

## ARTICLE I. NAME

### Section 1. Name

The name of this Association shall be the American Institute of Building Design, Washington Society; hereinafter referred to as the society.

### Section 2. Organization

A. The society shall be chartered by the American Institute of Building Design (hereinafter referred to as the Institute) as outlined in the Institute's by laws.

B. The society shall be incorporated as an independent legal entity in accordance with the laws of Washington State.

### Section 3. Location

Offices of the society's headquarters shall be located the current Treasurer's place of business or such other locations as may be determined by the society's executive committee.

## ARTICLE II. OBJECTIVES

The objectives of the society shall be:

1. To act as an affiliate and representative of the Institute in Washington State
2. To unite the building design profession in Washington State as constituted by the designers throughout the society.
3. To contribute to the health, welfare and safety of the public and to the advancement and understanding of the profession.
4. To promote and maintain high professional and moral standards within the society
5. To safeguard the interest of members, particularly to advance building construction research, to develop and improve design education.
6. To encourage cordial relations among building designers.

## ARTICLE III. MEMBERSHIP

### Section 1. Institute Governance

Membership eligibility, classifications, privileges and all other matters dealing with membership not addressed herein shall be governed by the Institute's by laws and book of rules.

## **Section 2. Applications**

A. The society executive committee shall be responsible for investigation and verification of the eligibility requirements of prospective members, in accordance with procedures specified in the Institute's by laws and book of rules.

1. Upon verification of new members, the society President shall route all appropriate dues and paperwork to the Institute for processing, and shall notify the Membership Director of the approval. The Membership Director shall place the new member in the society roster.

2. Upon denial of an application the Membership Director shall notify the applicant in writing stating the reasons for the denial and any action on the part of the applicant which may cause a re-application to be viewed favorably.

## **Section 3. Termination**

A. Any member may be expelled from the society by a two-thirds vote of the executive officers. The member shall remain a member in good standing of the Institute until such time as they may be terminated in accordance with the Institute by laws. The Membership Director shall have the power to refer questionable actions of any member to the executive committee or to the Institute board of directors for disposition under the power vested therein.

### **Regional Termination**

1. Should a member of any Region appear to their Regional Director, to be guilty of any act inconsistent with the Institute Code of Ethics, or the aims or purposes of the Institute, the Regional Director with the approval of the Regional executive officers may take diplomatic steps to resolve the matter locally, or he may notify the member in writing, stating the charges against them. Such writing shall contain notice that the matter may be referred to the Membership Director on or before a specified date. A copy of the notice and a copy of any statement which the member may wish to submit, together with a statement by the Regional Director, shall be submitted to the Membership Director who may, if deemed necessary, appoint a member or a committee to investigate the charges.

2. The executive committee may, at their discretion: reprimand the member, discontinue his/her society membership, or instruct the Region concerned not to accept renewal of his/her membership.

B. Termination of membership shall be automatic, when reason is non-payment of dues as provided for in the Institute by laws.

## **ARTICLE IV. CERTIFICATION**

The society recognizes and supports the National Council of Building Designer Certification. All matters of certification not governed by Washington State shall be in accordance with the Institute by laws.

## **ARTICLE V. MEETINGS OF SOCIETY MEMBERS**

### **Section 1. Regular Meetings**

- A. Regular meetings shall be determined by the society's executive committee and a minimum ten day notice will be given to all members for each meeting.
- B. Quorum.  
A quorum for a regular meeting of the society shall be 25% of the membership list in good standing. This list shall be obtained from the membership director.

### **Section 2. Annual Meeting**

- A. Notice of the time, place and purpose or purposes of the annual meeting of the society members shall be given by notice delivered not less than ten days before the date of the meeting, personally, by mail, or electronic mail, to each member entitled to vote at such meeting.
  - 1. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at that members address as it appears in the records of the society.
- B. Quorum  
A quorum for the annual meeting of the society shall be 25% of the entire membership.

### **Section 3. Special Meetings**

- A. Special meetings of the members, other than those regulated by statute, may be called at any time by the president or by three members of the executive committee and must be called by the president and secretary upon receipt of written request of one-third of the members of the society
  - 1. Notice of special meetings stating the time, place and purpose(s) shall be mailed at least five days prior to the meeting to the members' last recorded address and/or by electronic mail.
- B. Quorum  
A quorum for a special meeting shall be 25% of the entire membership.

### **Section 4. Convention**

The society may have a yearly convention as set forth in these by laws and rules of the society and in compliance with Institute by laws and rules.

### **Section 5. Proxies**

- A. A member may cast the vote of an absent member provided that a proxy statement is furnished to either the society president or member of the executive committee, prior to the meeting for which it will be in effect. The total number of proxies that the executive member may carry shall have no limit. The proxy statement shall:
  - 1. Be in writing, faxed or electronic email
  - 2. Be signed and dated by the absent member

3. Indicate the person to whom the proxy is given
  4. Indicate what meeting the proxy is valid for
- B. The proxy statement shall be valid for all agenda items, at the meeting for which it was issued, unless otherwise indicated in the proxy statement.
- C. No one member shall be allowed to carry more than two proxy statements at any specified meeting
- D. A proxy shall be counted as present when establishing a quorum
- E. A member of the executive committee shall carry more than one proxy

## **ARTICLE VI. DUES, FEES AND ASSESSMENTS**

### **Section 1. Institute Governance**

A. Institute dues and matters concerning Institute and society dues not addressed herein shall be governed by the Institute's by laws and book of rules.

### **Section 2. Society Dues**

A. Society dues and fees for all membership classifications shall be determined by the executive committee and entered into the book of rules.

Society assessments shall be due and payable as determined by the executive committee and entered into the book of rules.

## **ARTICLE VII. SOCIETY BOARD OF DIRECTORS**

### **Section 1. Membership**

There shall be 10 members of the society board of directors.

### **Section 2. Election of Board**

A. Board of directors shall be elected at the annual meeting by the members authorized to vote, present and voting in person or by proxy.

B. A majority vote shall elect.

1. The vote shall be by ballot vote except that when the number of directors to be elected does not exceed the persons nominated, the vote shall be by voice vote.

### **Section 2. Election of Board**

Board of directors shall be elected in the manner prescribed in the Book of Rules.

### **Section 3. Term of Office**

A. The term of office for each director shall be one (2) years or until their successors are elected.

### **Section 4. Vacancies**

A. Any vacancy in the office of director shall be filled by the executive committee for the remainder of the term.

### **Section 5. Termination**

A. Members of the board of directors may resign, by giving written notice to the

society's president prior to resignation. The acceptance of such resignation shall not be necessary for the resignation to take effect and take in effect immediately.

**B. Removal**

1. A board member may be removed from the board, by a 2/3 vote of the members present and voting at any meeting of the board, provided that the member to be removed has received five (5) days notice as to his/her removal. A removed member may not be reelected for the duration of that fiscal year.

**Section 6. Meetings of the Board of Directors**

A. The first meeting of the board shall be following the annual meeting and shall adopt the budget for the fiscal year.

1. Other meetings of the board of directors shall be as notified either by mail or electronic mail not less than 7 (seven) days prior to the meeting.

**B. Special or Emergency Meetings**

1. Special or emergency meetings may be called by the society's president or by a majority of the executive committee or a majority of the board of directors.
2. Notice of (1 to 3) one to three days shall be given by mail or electronic mail to the board members depending on the emergency.

**Section 7. Quorum**

A quorum of 6 members shall constitute a quorum at any meeting of the board of directors.

**Section 8. Reports and Records**

The board of directors shall submit to the national office membership status reports, reports of its activities and changes in its financial status and other such reports as determined by the national office.

**ARTICLE VIII. EXECUTIVE COMMITTEE OF THE SOCIETY**

**Section 1. Officers**

A. The executive committee of the society shall be elected from the professional membership.

B. Executive Committee officers shall be: president, internal vice president, external vice president, secretary, treasurer; and national directors and delegates as determined by the rules and quotas established in the Institute by laws. In addition the immediate past president shall be an ex-officio member of the executive committee, with no voting rights except in case of a tie vote. A second vice president may be elected when the professional membership exceeds 39.

C. An executive director or an executive secretary, not required to be a member of the society, may be employed by the executive committee.

D. The offices of president, vice-presidents, secretary, or treasurer shall not be held jointly by any individual member. The offices of director and/or delegate may be held in conjunction with any other offices.

## **Section 2. Nomination and Election**

Nominations shall be made by the nominating committee at the annual meeting of the society. There may be nominations from the floor.

### **A. Elections**

1. Officers shall be elected by a majority vote of the professional members present and voting and proxies appropriately presented for that meeting. If there is only one candidate for an office, the vote may be by voice vote. If there is more than one candidate for an office, the vote shall be by ballot vote.

## **Section 3. Term of Office**

Officers shall be elected for a term of one year beginning at the end of the Annual meeting. The president of the society may serve no more than four consecutive terms.

## **Section 4. Duties of Officers**

### **A. President**

The president shall be the chief executive officer for the society. He/she, with the assistance of the (board of directors and/or the) executive committee, shall direct the business affairs of the society. The president shall preside at all meetings of the (board of directors,) executive committee and member meetings. The President along with the executive committee shall appoint all standing committees and the president shall be an ex-officio member of all standing committees. He/she shall perform such other duties as may pertain to the office.

### **B. Vice President**

The vice president shall assist and shall, in the absence of the president perform the duties and execute the powers of the president and shall carry out such other duties as the president, (board of directors) or executive committee may prescribe.

### **C. Secretary**

1. The secretary shall, under the direction of the president or the Executive Committee perform such duties as pertaining to the office of secretary, including the following:
  1. Shall keep or cause to be kept, a book of minutes of all meetings of the board of directors and executive committee.
  2. Give notice of all meetings in accordance with these by laws.
  3. Maintain the records of the society.
  4. Maintain a book of standing rules.
    - a. Such rules to include any action by a convention, meeting of the members, (board of directors) or executive committee, any rule which shall have the continuing effect upon, or within, the society. He/she shall bring to the attention of the society any rule which ceases to be effective.
  6. Shall perform such other duties as requested by the president and executive committee.

### **D. Treasurer**

- A. The treasurer shall:
1. Safeguard all funds of the society
  2. Pay all proper and legal bills

3. Perform such other duties as the president, (board of directors) or executive committee may request.

#### **E. Directors and Delegates**

Directors and delegates shall represent the society on the Institute board of directors and at the Institute convention. They shall have non-voting participatory rights in the management of the society's affairs.

#### **F. Resignations**

Any officer may resign at any time by giving written notice to the president or to the secretary of the society. Such resignation shall take effect at the date of the receipt of notice or at any time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **G. Removal of Officers**

Any officer may be removed by a two-thirds vote of the executive committee at any regular or special meeting of the committee.

#### **H. Compensation**

1. Officers shall not receive a salary for their services.
2. Payments for materials or expenses of officers deemed necessary to carry out their duties shall be paid upon approval by a majority of the executive committee.

#### **J. Vacancies**

Vacancies within the executive committee shall be filled by the president or executive committee as follows:

1. If a vacancy is due to resignation, termination, leave of absence, or transfer; the president shall have 30 (thirty) days to notify the general membership and call for applications to fill the office, and shall choose a replacement from among said applicants.
2. If a vacancy is due to lack of qualified candidates, either at the time of elections or in the cases stated above, the office shall remain empty until such time as a candidate becomes available. At that time, the executive committee may decide by majority vote to accept the candidate into office. In the interim, any duties required of the vacant office shall be distributed by the president among the executive committee. Distribution of such duties shall not be construed as appointment to the office in question.

#### **K. Quorum**

A majority of the voting executive committee shall constitute a quorum at any meeting provided that all officers have been notified of the meeting.

#### **L. Authority of Officers**

The Board of Directors may authorize any officer, member, or agent, to enter into any contract or execute any instrument in the name of and on behalf of the society. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, member, or agent shall have any power or authority to bind the society by a contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

## **ARTICLE IX. COMMITTEES**

### **Section 1. Committee Designations**

Standing committees shall be such committees as may be designated from time to time by

the executive committee and noted in the book of rules. Special committees may be created as the need arises. The Executive committee may disband a committee or may remove any member or members with or without consent.

### **Section 2. Committee Chairs**

The committee shall appoint their chair of the standing or special committee as may be needed to carry on the work of the society.

### **Section 3. Authority**

All committee plans and actions shall be subject to the approval of the executive committee. No committee shall have the authority to commit the society on matters of policy, or to create financial obligations, without the approval of the executive committee.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

The latest edition of *Robert's Rules Newly Revised* shall govern as the official parliamentary authority in all matters not covered by these by laws, national by laws or book of rules of the society.

## **ARTICLE XI. AMENDMENTS**

These by laws may be amended at any meeting of the members of the society by a majority vote of the members present and voting, provided that prior notice of the proposed changes have been sent to the members with the notice of the meeting or 14 (fourteen) days prior to the meeting and further provided that the changes do not conflict with the Institute by laws.

## **ARTICLE XII. BOOK OF RULES**

### **Section 1: Certification and Inspection of the Book of Rules**

The official copy of the book of rules as amended or otherwise altered to date, certified by the secretary, will be open to inspection by any member of the society. The executive committee shall cause to be published, from time to time, the book of rules, a copy of which shall be provided to all members of the society.

### **Section 2. Amendment of Rules**

A. New rules may be adopted or existing rules be amended by a two-thirds vote of the executive committee at any legally convened meeting.

B. Whenever a rule is amended, or a new rule is adopted, the change shall be copied in the official book of rules by the secretary in the appropriate place along with the date of the enactment.

## **ARTICLE XIII REGIONS**

### **Section 1. Charters**

A. A charter for a region may be approved at any time by the president of the society upon application of 12 (twelve) persons, or more, who qualify to hold professional membership in the Institute. The society's executive committee may approve a region in isolated areas on the basis of 6 (six) members. Charters will not be granted until all applications are investigated and qualified.

B. A Charter may be withdrawn by the executive committee when, in the judgment of the committee: there are not sufficient members to properly maintain a chapter; that the chapter is not being administered properly; or that it is in the best interests of the society to discontinue the chapter.

### **Section 2. Administration**

Administration of region s shall be in accordance with these by laws.

### **Section 3. Eligibility of Officers**

Nothing herein shall be construed to prevent a member from acting in the dual capacity of region officer and society executive officer.

### **Section 4. Regional Officers**

A. The officers of a region shall be elected from the region's professional membership. The officers shall be: a president, a vice president, a treasurer, and a secretary. The officers shall be elected annually by a majority vote of the members of the region.

B. Terms of office of all chapter officers shall be one year.

### **Section 5. Student Chapters**

A. A charter for a student chapter may be approved at any time by the president of the society upon application of 10 (ten) persons, or more, who qualify to hold student membership in the Institute.

B. Each student chapter shall adopt it's own by laws, elect its own officers, and maintain its own records in accordance with these by laws and the Institute by laws.

# **WASHINGTON SOCIETY BOOK OF RULES**

## **ARTICLE I APPLICATIONS**

### **Section 1: VERIFICATION OF APPLICATIONS**

A. Verification of qualifications shall be done under the direction of the society president in the following manner:

1. Applicants shall complete the application process at the Society web site [www.aibdwa.org](http://www.aibdwa.org). All members shall be required to fill out the electronic application form in full and upload all drawings and letters of recommendations, if applicable.

2. The reviewing officers, Regional and Membership Directors and the Educational Committee Chair (for Professional members) shall make a recommendation to the president regarding the information stated on the application, and the quality and content of the submitted drawings (if applicable). The president shall then continue the application process as specified by Article III Section 2.

3. All dues and fees may be received concurrent while review of applications is in progress.

4. It shall be the responsibility of the treasurer to insure that all payments received are credited to the proper accounts, and Institute dues are forwarded in accordance with established procedures.

## **ARTICLE II DUES STRUCTURE**

### **Section 1: DUES AND FEES**

A. In addition to Institute dues, all members of the society shall pay annual dues based on their classification of membership, as follows:

1. Active Professional member annual dues shall be \$120.00
2. General member annual dues shall be \$90.00
3. Associate member annual dues shall be \$50.00
4. Educator member annual dues shall be \$15.00
5. Retired member annual dues shall be \$15.00
6. Student member annual dues shall be \$15.00
7. Leave of Absence annual fee shall be \$ 30.00
8. Honorary Life members shall be \$00.00

B. Society Associate Corporate Member Levels

1. Silver member annual dues shall be \$1000.00
2. Gold member annual dues shall be \$1500.00
3. Platinum member annual dues shall be \$2000.00

C. Upon application for membership, professional and general members shall pay a \$15.00 Initiation Fee in addition to the Institute initiation fee.

D. Applicants for membership shall have their first year society dues pro-rated from the time of application based on the formula established for Institute dues.

## **ARTICLE III SOCIETY ASSOCIATE MEMBER**

### **Section 1: Description and Benefits**

- A. Associates are members who may or may not be directly involved in building design process however support the interests of the Society i.e. architects, engineers, surveyors etc. and non-profit organizations
  - 1. Listed at the web site in the membership list
- B. Associate Silver Corporate are members who are business owners who are not directly involved in the building design process but support the goals and direction of the society i.e. lighting design, lumber, plumbing etc.
  - 1. Listed at the web site in the membership list
  - 2. Direct Access to membership list
  - 3. Listed by level in Society News Letter
  - 4. Free link at Corporate Sponsor Page
  - 5. 15% discount in Society Publications
- C. Associate Gold Corporate are members who are business owners who are not directly involved in the building design process but support the goals and direction of the society i.e. lighting design, lumber, plumbing etc.
  - 1. Listed at the web site in the membership list
  - 2. Direct Access to membership list
  - 3. Listed by level in Society News Letter
  - 4. Free link at Corporate Sponsor Page
  - 5. 15% discount in Society Publications
  - 6. One Complimentary Society Conference Registration
- D. Associate Platinum Corporate are members who are business owners who are not directly involved in the building design process but support the goals and direction of the society i.e. lighting design, lumber, plumbing etc.
  - 1. Listed at the web site in the membership list
  - 2. Direct Access to membership list
  - 3. Listed by level in Society News Letter
  - 4. Free link at Corporate Sponsor Page
  - 5. 15% discount in Society Publications
  - 6. Two Complimentary Society Conference Registrations

## **ARTICLE VI MEMBERSHIP APPLICATION PROCESS**

### **Section 1: Beginning the process**

- A. The prospective member shall fill out the on line application form in full at the Society web site [www.aibdwa.org](http://www.aibdwa.org).
  - 1. **General members** will be required to submit at least one letter of recommendation along with a full application and pay required prorated dues.
  - 2. **Professional Members** must upload all required drawings and documents at the society web site and pay required prorated dues.
  - 3. **All other members** shall fill out full applications and pay required prorated dues.

## B. Procedure

1. It will be the primary responsibility of the Regional director to insure and guide the applicant through the entire process.
2. Once the applicant has made intent to join an email is generated by the AIBDWA admin and sent to the President, treasurer, Regional, and Membership Director. This email is to inform them of intent of the applicant.
3. Once the applicant has filled out the application form in full, paid all applicable dues, and uploaded all applicable documents the regional and membership directors shall sign off the applicant.
4. Upon final approval from the Membership Director another email is generated and the Society president will review the application and documents where applicable and approve the applicant.
5. At this time a final email is generated and sent to the Western District Director for final approval and then sent to the Institute.

## **ARTICLE V SOCIETY YEAR END**

### **Section 1: ANNIVERSARY DATE**

A. The society anniversary date shall be January Mid Winter General meeting of each year. Annual dues will be payable and due to the Institute on that date if not paid by then. New officers will be elected and or re-instated on that date.

### **Section 2: FISCAL YEAR**

A. For accounting purposes the fiscal year shall begin January 1. All budgets and reports should consider that date as the beginning of the annual accounting period.

## **ARTICLE VI COMMITTEES**

### **Section 1: STANDING COMMITTEES**

A. Standing committees shall be organized in accordance with Article IX of the by laws and shall consist of the following:

1. Membership: To secure additional members and promote attendance at meetings, approval process of new applicants, maintaining statistical information, and other functions.
2. Finance: To supervise the finances of the society, prepare budgets, and plan fund raising projects.
3. Ethics By laws: To secure the professionalism of the society: to recommend e and implement changes to the Societies by laws.
4. Public Relations: To secure desirable publicity, and otherwise promote the prestige and standing of the society and publications i.e. Newsletter, brochures etc.
5. Education: To plan and supervise the educational work, and implement scheduling, testing of NCBDC applicants, and the approval process of new applicants to the Society.
6. Legislative: To study and report on any proposed state, federal, or local legislation that may affect the building design profession.

8. Social: To promote and supervise special social activities of the society.

## **ARTICLE VII VOTING PROCEDURES**

### **Section 1: ELECTION OF OFFICERS**

A. Executive officers shall be elected annually by a majority vote of the professional members. The election procedure shall be as follows:

1. On or about the first of September the secretary shall give notice to the membership that applications for offices are being accepted.
2. Any member wishing to become a candidate should notify the secretary in writing. Such notice should include a brief description, for publication, of the candidate's background and qualifications.
3. On or about the first of October the secretary shall publish the names and qualifications of all candidates received, and shall send such publication to all members.
4. On or about the first of November the secretary shall send to all professional members a ballot containing the names of all candidates and instructions to return the ballot before December 15.
5. The president shall appoint an election officer, whose duty will be to count the votes and notify all candidates of the results. This officer shall not be a candidate for any contested executive office.

B. The incoming executive committee will assume office at the annual Mid Winter General Membership meeting following the elections.

C. In the case of a tie vote, the procedure shall be as follows:

1. For any offices other than president, the newly elected officers shall choose by majority vote the winner, from the candidates tied for office.
2. For the office of president, a special run-off election shall be held. The secretary shall send to all professional members, by no later than January 5th, a notice of the tie and a ballot, to be returned by January 31st. In the event of a second tie vote, the other officers of the executive committee shall choose by majority vote the winner, from the candidates tied for office.
3. Outgoing officers in positions affected by a tie vote shall continue to serve until ties have been broken.

## **ARTICLE VIII TRAVEL ALLOWANCES AND REINBURSEMENT**

### **Section 1: DISBURSEMENT REGULATIONS**

A. Travel allowances may be paid for the following:

1. Institute directors meetings, held bi-annually
2. Institute delegates meeting, held at the annual national convention
3. Inter-state travel by the president and voice presidents for society business and promotion; not to include attendance to regular meetings.
4. Representative to the National Council of Building Designer Certification, meetings held bi-annually

B. The total travel allowance from the approved budget shall be divided evenly based on the highest possible number of legal representatives in all categories listed above. The resulting amount shall be the maximum amount that any individual may receive for a travel allowance to any single meeting, regardless of the duration of the meeting, the location, or the number of proxies held by that individual. If meetings for any categories listed are held in conjunction with each other, an individual serving in multiple positions may receive an allowance for each position.

C. Any travel allowances not used shall be carried over and be used as travel allowance for the next fiscal year.

D. To be eligible for a travel allowance, individuals must prove to the satisfaction of the executive officers, their attendance and participation at the specified meeting or event.

E. All other expenses for the good of the society provided they are in accordance with a committee or executive branch of office which that member is associated with i.e. printing and copying, postage, and all other expenses required by that position.

F. A maximum amount \$250.00 shall be the cap of all reimbursable expenses without board approval.

G. All reimbursable expenses shall be submitted with reimbursement form along with copies of all receipts to the Treasurer.