

BY-LAWS
SOUTH ATLANTIC REGION COUNCIL
THE AMERICAN INSTITUTE OF ARCHITECTS

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ARTICLE I: NAME

- a. The name of this organization is the SOUTH ATLANTIC REGION COUNCIL OF THE AMERICAN INSTITUTE OF ARCHITECTS, INC.

ARTICLE II: OBJECTIVES

- a. The objectives of the Council shall be to support the vision, core values, and objectives of the INSTITUTE within the Region, organize and unite in fellowship the Architects of the South Atlantic Region, to combine their efforts so as to serve their members, advance their value, and improve the quality of the built environment.
- b. It shall function as the unifying body for the State organizations of The American Institute of Architects, chartered within the States of North Carolina, South Carolina, and Georgia, on matters of Region interest to AIA members in these States

ARTICLE III: DOMAIN

- a. The domain of the Council shall be the States of North Carolina, South Carolina, and Georgia.
- b. The place of its official address and the repository for permanent Council records shall be in care of the current Executive Director.

ARTICLE IV: DEFINITIONS AND PROCEDURES

- a. "INSTITUTE", as used in these By-Laws shall refer to "The American Institute of Architects" as incorporated under the laws of the State of New York.

- b. SAR Council, as used in these By-Laws, shall refer to the “South Atlantic Region Council of The American Institute of Architects”, as noted in Article IIb.
- c. Policies of the Board:
 - 1. Policies of the Board of the Council are established to supplement these By-Laws and to provide guidelines to the SAR Council in its operation.
 - 2. Policies of the Board may be added to, deleted from and changed at any scheduled or special meeting of the SAR Council by a majority vote of those attending said meeting.
- d. “Majority” – as used in these By-Laws shall mean a total that is more than 50% of all the votes cast.

ARTICLE V: MEMBERSHIP

- a. The members of the South Atlantic Region Council shall be representatives from the State Components of North Carolina, South Carolina, and Georgia, of THE AMERICAN INSTITUTE OF ARCHITECTS as defined in Article VI b.
- b. No individual person shall be a member of the Council.
- c. The SAR Executive Director shall determine the numbers and classifications of all dues paying members and associate members in good standing as of 30 days following National AIA’s dues termination date.

ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS

- a. Officers:

The Officers of the SAR Council shall consist of Chairman, Vice Chairman, Secretary, and Treasurer. The Officers’ duties of the Council shall be executed by the Strategic Council Representatives. The Senior Strategic Council Representative shall serve as Chairman and Treasurer. The Junior Strategic Council Representative shall serve as Vice Chairman and Secretary. The duties of Secretary and Treasurer may be assigned to the Executive Director by mutual agreement between the two Strategic Council Representatives.

- b. Board of Directors:

The Board of Directors of the South Atlantic Region Council shall be:

1. Each Strategic Council Representative of the Institute from the South Atlantic Region shall be a Director of the South Atlantic Region Council during his/her term of office.
2. Each State Component, North Carolina, South Carolina, and Georgia, shall have three Directors of the South Atlantic Region Council, who shall be the President and President-Elect and the Immediate Past President of that State Component.
3. The Region Associate Director for the South Atlantic Region.
4. The Region Young Architects Forum (YAF) Director for the South Atlantic Region.
5. Each Council Director shall be entitled to one vote on all matters. ~~except on matters of By-Laws, assessments, and dues, which shall be weighted by State Component membership.~~ Directors may, by written proxy, give authority to any other Director to vote for them on any matter.
6. The Executive Staff Officers of the State Components shall be Ex-Officio members of the Board, but without a vote.

c. Executive Director:

By mutual agreement among the SAR Council, one of the Executive Staff Officers of the State Components may serve as Executive Director of the SAR Council. The Executive Director shall serve without compensation, but the State Component from which the Executive Director serves shall be paid a modest stipend as agreed to by the State Components and the Board. The duties of the Executive Director shall be as mutually agreed by the Executive Director and the Strategic Council Representatives.

- d. The President of each State Component shall, no later than 15 December each year, notify in writing the Strategic Council Representatives/Secretary the names, addresses, and telephone numbers of the new President and President-Elect for the State Component and all Subcomponents.
- e. All members of the Board shall continue in office until their successors have been elected and designated.
- f. Functions of the Board:
 1. The Strategic Council Representatives, in concert, shall have the authority to act in a timely manner to administer the affairs of the SAR Council. The Strategic Council Representative shall execute the authority of this position of trust in a business, professional and

honorable manner and in the best interest of the State Components, SAR Council and the Institute, in that order of priority.

2. The Board shall be vested with the final authority to manage, control, conduct, and administer the affairs and business of the SAR Council.

ARTICLE VII: MEETINGS

- a. The Council shall hold a minimum of two meetings per year. Meetings shall be held in accordance with Policies of the Board attached to these By-Laws.
 1. The Region Convention shall be held every three years. The profits or losses shall be split among the three State Components, in accordance with the Policies of the Board of the SAR Council.
 2. Dates of Region Conventions shall be coordinated with the Strategic Council Representatives to prevent schedule conflicts with Institute responsibilities.

Each State Component agrees to refrain from having a competing State Convention in the same calendar year as the Region Convention. Furthermore, each State Component agrees not to hold a trade show with exhibition space during the same year as the SAR Convention.

- b. Special Meetings: A special meeting of the Board may be called by the Chairman, or on written request of a majority of the Directors of the Board, at a time and place designated by the party or parties calling the meeting.
- c. Quorum and Voting: A majority of the Directors of the Board shall constitute a quorum. All decisions shall be rendered by concurring vote of not less than the majority of all those cast, except for changes in these By-Laws, or dues and assessments which shall be by two-thirds weighted votes. All meetings of the Board shall be conducted in accordance with Roberts Rules of Order, except where in conflict with these By-Laws. Any voting by this Board may be taken by direct mail or electronic means.
- d. Notices and Minutes: A written notice of each meeting of the Board shall be sent to the Secretary to each member of the Board not less than ten (10) days before the date fixed for the meeting. Minutes of these meetings shall be recorded by the Secretary or Executive Director and approved by its members within 60 days of the meeting. ~~in its succeeding meeting.~~

ARTICLE VIII: FINANCIAL

a. The fiscal year of the Council shall begin on the 1st day of January and end on the 31st day of December of the same calendar year.

b. Budget:

A budget for the calendar year shall be adopted annually. ~~at the SAR retreat.~~

c. Finances: Funds for operation of the SAR Council shall be derived from the following sources and procedures:

1. Funds appropriated by The American Institute of Architects for use in the SAR.
2. Each State Component shall pay annual dues in accordance with the Policies of the Board for each member and associate member of that Component.
3. The annual dues from each State Component shall be due to the SAR Council Executive Director upon receipt of the invoice.

d. Deposits and Disbursements of Monies and Securities.

1. Deposits: The SAR Council Executive Director shall deposit all monies of the Council in the name of this Council, when, and in the original form received by him, in one or more depositories designated by the Board.
2. Disbursements: Every disbursement of money of this Council shall be by authorization of the SAR Council Executive Director.

e. Expenses:

1. The SAR Council will pay expenses which are approved by the Board.
2. Meeting expenses shall be paid as mutually agreed by the SAR Council for President, President-Elect, Immediate Past President and one Executive Staff from each state component, excluding travel expenses.
3. a. SAR Strategic Council Representative: The SAR Council shall allocate funds for the SAR Strategic Council Representative, including spouse, to fulfill the duties and responsibilities of the SAR Strategic Council Representative, which are not reimbursed by the Institute. Reference "Policies of the Board".
b. In keeping with Institute policy, expenditures for personal business or interest are not reimbursable.

- c. Reimbursement shall follow the current guidelines of the Institute and shall include the categories of:
 1. Transportation and subsistence
 2. Telephone for official SAR business
 3. Postage and Printing for SAR mailings.

ARTICLE IX: ELECTION OF SAR STRATEGIC COUNCIL REPRESENTATIVES

The SAR Board agrees and supports the policy of rotating the two SAR Strategic Council Representatives, the Regional Associate Director, and the Young Architect Regional Director shall rotate between the three states:

~~between the three States of the Region, North Carolina, South Carolina, and Georgia.~~ The SAR Board further agrees that All these positions shall be appointed pursuant to each state's election procedures according to their state component bylaws ~~by the Board of Directors of that component~~ during the year prior to their term of service.

Based on this agreement, the following shall apply to the nomination and election of SAR Strategic Council Representatives.

See schedule of rotation outlined in the Policies of the Board attached to these By-Laws.

- a. SAR Strategic Council Representatives shall be elected prior to the beginning of their term beginning on the National Strategic Council. ~~no later than 30 days prior to the National AIA Convention preceding the December at which time the Strategic Council Representative will take office.~~
- b. The President of State Component scheduled to elect a SAR Strategic Council Representative shall take appropriate and timely action and coordinate the election of the Strategic Council Representative.
- c. Election of the SAR Strategic Council Representative shall be in accordance with the election procedures of that Component.
- d. Immediately after election of the SAR Strategic Council Representative, the Component President shall notify the current Senior SAR Strategic Council Representative, in writing, the name and credentials of the selected Strategic Council Representative. The Senior SAR Strategic Council Representative shall notify the appropriate National AIA office and contact the ~~newly-elected~~ incoming Strategic Council Representative.

ARTICLE X: AMENDMENTS OF BY-LAWS

a. Amendments:

1. A vote of two-thirds (2/3) ~~majority~~ of the total number of ~~weighted votes cast by the~~ Council Directors may amend these By-Laws. ~~, provided that a notice stating the proposed amendment is sent to each Council Director not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon.~~ Any Council Director unable to attend a meeting may vote by proxy.
2. Every resolution of this Council amending these By-Laws which relate to Institute By-Laws shall state that the amendment will become effective only if and when it is approved by the INSTITUTE as consistent with INSTITUTE By-Laws. Immediately following the adoption of such a resolution, the Secretary shall submit a copy of the amendment and the adopting resolution to the Secretary of the INSTITUTE for such approval. Upon receipt of said approval, the amendment shall become effective and the Secretary shall enter the amendment and the approval at the proper place to these By-Laws, with the date of the amendment and approval and immediately notify members of the Board.

* END OF BY-LAWS *