

CODE OF BY-LAWS OF AIA CHICAGO FOUNDATION

Revised 06/24/2019

Article I - Definitions and Abbreviations

Section 1.01

“Foundation” means AIA CHICAGO FOUNDATION, AMERICAN INSTITUTE OF ARCHITECTS, an Illinois not-for-profit corporation.

Section 1.02

“Acts” means the Illinois Not-For-Profit Corporation Act of 1943 as amended from time to time.

Section 1.03

“Articles” means the Articles of Incorporation.

Section 1.04

“Original Articles of Incorporation” means the Articles of Incorporation executed and delivered by the incorporators on March 31, 1958 and filed with the Illinois Secretary of State on April 8, 1958.

Section 1.05

“Code of By-Laws” means the Code of By-Laws of the Foundation, as amended from time to time.

Section 1.06

“AIA Chicago” means the Chicago Chapter of The American Institute of Architects, a non-profit membership corporation association, incorporated on February 8, 1890, under the laws of the State of Illinois.

Article II - Identification

Section 2.01 - Name

The name of the Foundation is AIA CHICAGO FOUNDATION.

Section 2.02 - Registered Office and Registered Agent

The Foundation shall have and continuously maintain in the State of Illinois, a registered office that may be, but need not be, the same as its place of business, and a registered agent, which may either be a corporation or an individual, resident in the State of Illinois whose business office is identical with the registered office. The Foundation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State of the State of Illinois, a statement setting forth the facts required by the Act, executed by the Foundation, by its President.

Section 2.03 - Principal Office

The principal office of the Foundation shall be located within the office of AIA Chicago. The Foundation may have such other offices as the Foundation may require from time to time.

Section 2.04 - Books and Records

The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Member's meetings.

Section 2.05 - Fiscal Year

The fiscal year of the Foundation shall coincide with the AIA Chicago fiscal year.

Article III - Purposes

Section 3.01

The Foundation shall be operated exclusively for charitable purposes and shall be dedicated to the recognition and the support of activities which elevate the ideals of the profession, which illuminate the body of knowledge about architecture and which exhibit excellence in the making of the built environment. The Foundation considers as its special purpose, the concentration of its resources toward the support of educational programs and activities concerned with the exploration and analysis of the built environment.

Section 3.02

No part of the net earnings nor any portion of the assets of the Foundation shall inure to the benefit of or be distributable to the members, Trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article with the express limitations of that article.

Section 3.03

No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall Foundation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Foundation engage in any activities that are unlawful under applicable federal, state or local law. The Foundation shall not be operated for the primary purpose of carrying on a trade or business for profit. The Foundation shall not accumulate income, invest income, or divert income in a manner that would endanger its exempt status by virtue of Section 504 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provision of those Articles, the Foundation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that is not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law).

Section 3.04

Upon the dissolution of the Foundation, the governing Board of Trustees, shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets to the Foundation exclusively for the purposes of the Foundation in such manner, or to such charitable educational or scientific purposes as shall at the time of said dissolution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 3.05

The Foundation is to operate exclusively within the United States.

Article IV - Members

Section 4.01 Qualification of Members

All Architect Members of the AIA Chicago in good standing shall be Members of the AIA Chicago Foundation. The board of Trustees can establish criteria for accepting others as members.

Article V - The Board of Trustees

Section 5.01 - General Powers

Except as specifically referred to in these By-Laws or under applicable law, the business and affairs of the Foundation, including adoption of the annual budget of the Foundation, shall be managed by a Board of Trustees.

Section 5.02 - Number and Qualifications

The Board shall determine the number of Trustees which shall be no less than six, and no more than fifteen, who shall each serve a minimum two-year term. The majority of Trustees shall be Architect Members of AIA Chicago; at least two Trustees shall be public members, who are not architects. The Executive Director of the AIA Chicago, and/or his/her designated representative, shall be ex-officio, non-voting Member of the Board of Trustees. The President of the AIA Chicago, and/or his/her designated representative from the AIA Chicago Board of Directors shall be an ex-officio, non-voting Member of the Board of Trustees.

Section 5.03 - Criteria for Section of Honorary, Non-Voting Trustees of the Board.

Any number of Honorary Trustees may be appointed at any time by the Board of Trustees then in office. They do not need to be Members. Honorary Trustees shall be selected based upon:

- Expertise and skills
- Willingness to devote time and energy
- Access to financial or technical resources

They shall serve from year to year unless removed by the Trustees. They shall assist the Trustees in carrying out philanthropic duties of the Foundation but shall have no voting rights.

Section 5.04 - Selection

The Board shall annually prepare and review a list of proposed Trustee candidates by July 31 and submit a list of recommended candidates to the AIA Nominating Committee by September 30 of the same year.

Trustees shall then be nominated by the AIA Chicago Nominating Committee and elected at the annual meeting of AIA Chicago. Terms of Trustees shall alternate such that ½ of the total number of AIA Trustees and ½ of the public Trustees are elected or re-elected each year.

Section 5.05 - Vacancies

In the event that there is any vacancy of Trustees on the Board, the President of AIA Chicago shall appoint a substitute to fill such vacancy from a slate recommended by the

Board of Trustees. Persons who have served as substitutes shall be eligible for later nomination as full time Trustees.

Section 5.06 - Annual Meeting

The annual meeting of the Board of Trustees shall take place in December each year, at a time and place determined by the Board of Trustees. The purpose of the annual meeting is to accept new Trustees and select Officers for the year, for organization and consideration of any other business that may properly be brought before the meeting.

Section 5.07 - Regular Meeting

The Board of Trustees may provide, by resolution, the time and place either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

Section 5.08 - Special Meeting

A special meeting of the Board of Trustees shall be called at the request of the President or any two Members of the Board of Trustees.

Section 5.09 - Quorum

A majority of the number of Trustees shall constitute a quorum for the transaction of business.

Article VI - Officers

Section 6.01 – Succession of Officers

Only Trustees who are Architect members of AIA Chicago may serve as officers. Trustees, may serve in one of the following roles as Officers of the Foundation

- Secretary
- Treasurer
- Vice President
- President

No trustee may serve in a given role for more than two consecutive years. In the absence of a Vice-President, either the Secretary or the Treasurer shall serve as Vice-President.

A Trustee shall be eligible to serve as President after serving for two full years.

Section 6.04 - President

The President shall be the principal executive officer of the Foundation and shall in general supervise and control all the business and affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees. In addition, the President has the authority to appoint committees.

Section 6.05 Vice-President

In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.06 - Secretary

The Secretary shall keep the minutes of the Board of Trustees meetings and shall see that all notices are duly given in accordance with the provisions of the Code of By-Laws or as required by law.

Section 6.07 - Treasurer

The Treasurer with the assistance of a bookkeeping consultant or accountant, shall keep accounts of the assets and liabilities of the Foundation, report on the current financial state of the Foundation at the annual meeting, prepare the annual budget, and perform all the duties incident to the office of Treasurer

Article VII - Indemnification

Each and every Trustee or officer, whether or not then in office, shall be indemnified by the Foundation against expenses actually and necessarily incurred by or imposed upon him, including, but not limited to, judgment, costs and attorney's fees, in connection with the defense of any action, suit or proceeding to which he is made a party by reason of his being or having been a Trustee or Officer of the Foundation. The foregoing shall not relieve such officer or Trustee of liability in any action, suite or proceeding in which he is found liable for gross negligence or gross misconduct in the performance of duty. This indemnification shall not exclude any other rights to which such Trustee or officer may be entitled, under any other By-Law, agreement or by the consent of the members.

Article VIII - Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the Foundation where a quorum is present, by a majority vote of the members present at the meeting.

END OF AIA CHICAGO FOUNDATION BY-LAWS