

# **Amended and Restated By Laws of The National Organization of Minority Architects**

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## **Article 1 Identification**

Section 1.1 Name. The name of the corporation is The National Organization of Minority Architects (“**NOMA**”). Members of NOMA in good standing shall be referred to herein as “**Members**” or by their respective membership class as set forth herein. The board of directors of NOMA shall be referred to herein as the “**Board**”.

Section 1.2 Purpose. Pursuant to NOMA’s Articles of Incorporation, filed with the Illinois Secretary of State on February 11, 2003, as amended on \_\_\_\_\_, April 16, 2010 (collectively, the “**Articles**”), NOMA is organized and shall be operated exclusively for charitable, scientific, social, and educational purposes as may qualify it for exemption from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “**Code**”), and the regulations promulgated thereunder. Such purposes shall include, but not be limited to the following:

- (a) To foster communication and fellowship among minority architects through educational, social, and charitable programs and projects;
- (b) To form a federation of existing and proposed local minority architectural groups;
- (c) To fight discrimination and other selection policies being used by public and private sector clients to unfairly restrict minority architects' participation in design and construction;
- (d) To act as a clearinghouse for information and to maintain a roster on practitioners;
- (e) To encourage the establishment of coalitions of member firms and individuals to form associate and joint venture relationships;
- (f) To be an effective source of motivation and inspiration for minority youth and maintain an active role in the education of new architects;
- (g) To act for all minority architects on matters affecting their work and the communities in which they live and work;
- (h) To promote the design and development of living, working, and recreational environments of the highest quality for all people;
- (i) To create, encourage, and maintain relationships with other professionals and technicians whose work affects the physical and social environment; and
- (j) To work with local, state, and national governments on issues affecting the physical development of neighborhoods and communities.

Section 1.3 Former Entity. The original “National Organization of Minority Architects” was formed in Illinois as a not-for-profit corporation on March 7, 1973, and was administratively dissolved on August 1, 1983.

Section 1.4 Affiliations. NOMA may affiliate with any national professional organization for which the purpose is to strengthen and form strategic alliances to support the organizations goals and objectives in a mutually beneficial way.

Section 1.5 Fiscal Year. The fiscal year of NOMA shall be the calendar year from January 1<sup>st</sup> to December 31<sup>st</sup>.

Section 1.6 Capitalized Terms. Capitalized terms used in these Bylaws shall have the meaning ascribed to such terms herein.

Section 1.7 Construction. All headings used in these Bylaws are for convenience and reference only and have no significance in the interpretation or construction of these Bylaws. Unless otherwise required by context, personal pronouns used herein, whether used in the masculine, feminine or neuter gender, shall include all other genders, the singular shall include the plural, and vice versa as the context may require.

## **Article 2 Membership**

Section 2.1 Categories of Membership and Rights and Duties. Membership in NOMA shall consist of the following membership categories with the respective rights and privileges for Members in good standing in the following membership categories:

(a) **Professional Members** – Individuals who are currently licensed or otherwise entitled under law to practice architecture in the United States, its territories, and possessions are eligible to be “**Professional Members**” of NOMA. Professional Members shall demonstrate honorable standing in the profession and their community. Professional Members in good standing shall have the following rights and privileges:

- (i) to use in connection with their practice and work the complete name or the initials of NOMA as a suffix to their names and the titles member of NOMA and member of their assigned local chapter of NOMA;
- (ii) to wear the black NOMA lapel pin and NOMA symbol within the limitations established by the Board;
- (iii) to serve as voting members on chapter boards;
- (iv) to speak at meetings and vote on business matters;
- (v) to be appointed as members of committees at all levels of NOMA;
- (vi) to serve as chapter delegates to regional, and national NOMA conventions; and

(vii) to serve as a national officer, national director, or chapter officer or chair a national committee.

(b) **Intern Members** – Individuals without architectural licenses are eligible to be “**Intern Members**” of NOMA if they meet any one of the following requirements: employed, enrolled, or participating in circumstances recognized by licensing authorities as constituting credit towards architectural licensure; employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture; or have a professional degree in architecture; faculty members in university programs in architecture and who are actively involved in research, administration, or the teaching of architecture. Intern Members in good standing shall have the following rights and privileges:

(i) to wear the brown NOMA lapel pin within the rules established by the Board;

(ii) to serve as voting members on chapter and regional boards, provided that Intern Members may not hold more than the greater of two (2) seats or one-third (1/3) of the total seats on such boards;

(iii) to speak at meetings and vote on business matters;

(iv) to be appointed as members of committees at all levels of NOMA;

(v) to serve as chapter delegates to regional, and national NOMA conventions or meetings, provided that Intern Members may not constitute more than one-third (1/3) of any chapter delegation to regional, and national NOMA conventions or meetings; and

(vi) to serve as a chair or officer of a national committee officer if actively pursuing Intern Development Program or Architectural Registration Examination.

Intern Members will be counted as part of a professional local chapter. When an Intern Member receives a license or is otherwise entitled under law to practice architecture in the United States, its territories, and possessions, the Intern Member thereby becomes eligible for Professional Membership and may not renew as an Intern Member.

(c) **Associate Members** – Individuals who have an equivalent architectural license from a non-U.S. licensing authority and demonstrated honorable standing in the profession in the locale where they are licensed are eligible to be “**Associate Members**” of NOMA. Associate Members in good standing shall have the following rights and privileges:

(i) to indicate that they are Associate Members of NOMA; and

(ii) to wear the brown NOMA lapel pin within the rules established by the Board.

Associate Members will be counted as part of a professional local chapter. When an Associate Member receives a license or is otherwise entitled under law to practice architecture in the United States, its territories, and possessions, the Associate Member thereby becomes eligible for Professional Membership and may not renew as an Associate Member.

(d) **Allied Member** – Individuals who are not otherwise eligible for membership in NOMA, but who are licensed in another field where such requirements exist or are employed outside of the architectural practice but who meet either of the following requirements: (i) those with established professional reputations who are registered to practice their professions where such requirements exist, or (ii) persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture, including but not limited to engineers, planners, landscape architects, sculptors, muralists, artists, interior designers, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture; or organizational representatives who are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems who will provide a meaningful contribution by reason of their employment or occupation, are eligible to be “**Allied Members**” of NOMA. Allied Members in good standing shall have the following rights and privileges:

(i) \_\_\_\_\_ to use in connection with their practice and work the complete name or the initials of NOMA as a suffix to their names and the titles member of NOMA and member of their assigned local chapter of NOMA;

(i)(ii) \_\_\_\_\_ to wear the brown NOMA pin within the rules established by the Board;

(ii)(iii) \_\_\_\_\_ to serve in any capacity, other than chair, on NOMA committees; and

(iii)(iv) \_\_\_\_\_ to attend meetings and conventions, and participate in the scheduled activities and programs of NOMA.

Allied Members may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other NOMA policy-setting position. Allied Members may not print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of NOMA or any chapter. Firms that employ one (1) or more Allied Members may say that they are an allied organization of NOMA as long as the use of this phrase may not be construed as NOMA endorsement, sponsorship, or approval of any construction material, product, or service. Allied Members will be counted as part of a professional local chapter.

(e) **Student Member** – Individuals who are currently registered full-time in a 2-year technical college program majoring in architecture or an NAAB accredited program or school of architecture are eligible to be “**Student Members**” of NOMA. Student Members in good standing shall have the following rights and privileges:

(i) ~~(i)~~ \_\_\_\_\_ to use the complete name indicating a student member or the initials of NOMAS as a suffix to their names and the titles member of NOMAS;

- (i) to wear the brown NOMA pin within the rules established by the Board;
- (ii) to vote and serve on student committees; and
- (iii) to vote at chapter, regional, or national meetings on matters related to Intern Membership, Associate Membership, and Student Membership status and related privileges.

A Student Member who receives a degree from an accredited school of architecture thereby becomes eligible for Intern Membership and may not renew membership as a Student Member. Student Members will be counted as part of the professional local chapter and/or their school's student chapter.

(f) **Emeritus Member** – Individuals who are retired licensed architects and no longer practicing architecture are eligible to be "**Emeritus Members**" of NOMA. Emeritus Members in good standing shall have the following rights and privileges:

- (i) to use the title emeritus of NOMA, but may not use the initials NOMA alone;
- (ii) to wear the black NOMA lapel pin within the rules established by the Board;
- (iii) to serve on any position on a local board; and
- (iv) to attend the NOMA annual meetings and may speak and take part in the discussion there and at the meeting of its ~~Chapter~~chapter organizations on all matters except those relating to the corporate affairs, and will have limited voting privileges.

(g) **Honorary Member** – Individuals who are of esteemed character who are otherwise ineligible for membership in NOMA but who have rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith may be admitted as "**Honorary Members**" of NOMA. Any member of the Board may nominate persons for Honorary Membership. The authority and power to elect or deny election to any properly nominated candidate for Honorary Membership is delegated to the Board or a committee so designated by the Board. Honorary Members in good standing shall have the following rights and privileges:

- (i) to use the title Honorary Member of NOMA, but may not use the initials NOMA alone;
- (ii) to receive a certificate;
- (iii) to wear a NOMA lapel pin within the rules established by the Board; and
- (iv) to attend the NOMA annual meetings and speak and take part in the discussion there and at the meeting of its ~~Chapter~~chapter organizations on all matters except those relating to the corporate affairs, but may not vote.

Those who are admitted as Honorary Members have no voting privileges. The Board may terminate the membership and withdraw the privileges of any Honorary Member for any reason it may deem sufficient.

(h) **Patron Sponsor Firm Member** – Firms who are patron sponsors are allowed membership for three (3) individual members of the firm plus various levels of recognition of sponsorship, advertising, and benefits depending upon the level of sponsorship.

Section 2.2 General Rights and Duties of Members. Every Member in good standing shall have and may exercise all of the rights and privileges of their category of membership granted by the provisions of these Bylaws or by the Board. Members shall be assigned to chapter and state organizations whose territory includes or is nearest to their principal place of business or residence. If there is not a chapter that includes or is within a reasonable distance of their principal place of business or their residence a Member does not need to be assigned to a chapter or state organization. Student Members shall be assigned to chapter and state organizations whose territory includes or is nearest to their school. All Members shall have their names published in any NOMA membership listing and shall receive the magazine of NOMA and other documents, periodicals, and literature from NOMA and from the region, state, and chapter to which they belong, under terms determined by the respective boards.

Section 2.3 Inspection of Books and Records. Correspondence and records of NOMA, except as otherwise provided by law or in these Bylaws, shall be open at the NOMA headquarters during NOMA's regular business hours to the inspection of any member in good standing.

Section 2.4 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

Section 2.5 Application for Membership. Applications for membership to NOMA shall be made via the membership application, website application, or through the local chapter with appropriate copies sent to NOMA. The NOMA membership committee shall approve applications for membership. Any applicant found not qualified for admission may reapply upon becoming qualified for admission.

Section 2.6 Declaration by Applicants. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Applicant should supply NOMA with a copy of current license, transcript, or certificate for the category specified on the application. Members shall update their contact information as changes occur.

Section 2.7 Assignment/Transfer Membership. At the written request of a Member, NOMA shall transfer the Member's assignment from one chapter to another provided that the transferring Member either lives or works within the territory of the new chapter.

Section 2.8 Termination of Membership. Membership in NOMA shall be terminated:

(a) by resignation in writing to the Member's local chapter which shall be forwarded to NOMA to be effective as of the date of receipt by NOMA,;

(b) for failure to pay any obligations to NOMA or its chapters by March 15<sup>th</sup> of each year after the second written notice of the obligation;

(c) for violation of the Code of Ethics and Professional Conduct pursuant to ~~Chapter~~Article 8 of these Bylaws;

(d) for failure to no longer qualify for membership based upon the standards to be admitted after full opportunity to explain position;

(e) by the death of the Member; or

(f) upon the Member's conviction of a felony.

Members who are terminated for failure to pay obligations to NOMA or its chapters may reapply for membership in eligible category upon payment of all obligations to NOMA and its chapters. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use NOMA's name, initials, or symbol until reinstated in good standing.

Section 2.9 Membership While Ethics Charge is Pending. Notwithstanding any other provision in these Bylaws, a Member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not be terminated from membership until all proceedings related to the charge are completed.

Section 2.10 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a Member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to NOMA or to any of its chapter organizations.

Section 2.11 Reinstatement to Membership. Any Member whose membership was terminated for violation of the Code of Ethics of Professional Conduct may be reinstated only with the approval of the Board and the NOMA membership committee. In other cases of termination or of resignation while in good standing, an application for reinstatement shall be considered by the NOMA membership committee in the same manner as an original application.

Section 2.12 Interest in Contracts. A contract or other transaction between NOMA and a member or any other corporation, firm, association, or entity in which the member is a director, officer, or is financially interested, may be either void or voidable because of this relationship or interest. However, if the member is present at the meeting that authorizes, approves, or ratifies the contract or transaction and if: (a) the fact of the relationship or interest is disclosed or known to the group that authorizes, approves, or ratifies the contract or transaction by a vote without counting the vote of the interested member; and (b) the contract or transaction is fair and reasonable to NOMA, then the contract or transaction shall be valid. The interested member may be counted in determining the presence of a quorum at a meeting that authorizes, approves, or ratifies the contract or transaction. The Board may also adopt a conflict of interest policy for NOMA.

### **ARTICLE 3 DUES, FEES, AND ASSESSMENTS**

Section 3.1 Dues and Assessments. Except as otherwise provide in these Bylaws, the Board by a two-thirds (2/3) majority may establish, change, and fix annual dues or assessments for all categories of membership. The Board shall set dues based upon an operating budget. The Board may provide rules for proportionate reduce dues for new Members based on the quarter the Member joins or the quarter a Member advances to professional membership. The Board may set and adjust application and reinstatement fees to reflect reasonable increases and administrative costs and may provide rules for applications and reinstatements, including providing for an additional flat fee to be added to the regular dues amount for reinstatement of membership. Assessments may be levied or authorized only for special or unusual expenses.

Section 3.2 Period and Due Date of Dues. Dues shall cover a calendar year and shall be due and payable in full on or before January 15<sup>th</sup> of each year. Every Member who has not paid full regular dues owed for the calendar year by January 31<sup>st</sup> shall be in default of the terms of membership in NOMA and shall no longer be a Member in good standing. Notwithstanding, that a Member may no longer be in good standing (and no longer be entitled to the rights of membership), a Member's membership shall not be considered terminated until March 15<sup>th</sup> after the second written notice of the outstanding obligation.

Section 3.3 Hardship Dues Reduction of the Chapter. In the event of exceptional circumstances and after consultation with the NOMA membership committee and the appropriate assigned chapters, the Board may waive all or any part of the dues in equal proportions across all chapters owed by a Member at any level of membership in the NOMA.

Section 3.4 Fees and Dues for Honorary Members. Honorary Members shall not be required to pay any annual fees or annual dues for membership.

Section 3.5 Fees and Dues for Emeritus Members. Emeritus Members may be required to pay a reduced annual fee if they are new members. Current Members may apply for Emeritus Membership and shall not have to pay dues if they were current with their obligations to NOMA for five (5) consecutive years prior to applying for Emeritus Membership.

Section 3.6 Chapter Dues. Every Member shall, as a condition of NOMA membership, pay the fixed annual dues of the assigned chapter as determine by the local chapter and approved by the NOMA. A Member who transfers from one assigned chapter to another is not required to pay dues twice in the same year. A Member who fails to timely pay the chapter dues owed to any assigned chapter shall also be in default of their obligations to NOMA and no longer be in good standing.

### **ARTICLE 4 BOARD AND OFFICERS**

Section 4.1 Board of Directors. Only Professional Members and Intern Members in good standing may hold the positions of elected or appointed officers of NOMA. The Board shall consist of the following persons:

(a) President – The “**President**” shall perform all the duties incident to the office, those required to be performed by law, these Bylaws, and those properly delegated to by the Board. The President shall also serve as the chairman of the Board and preside at all meetings of the Members, Board of Directors, and Executive Committee. The President shall serve for one (1) term of two (2) years and may serve one (1) additional term of two (2) years if voted by two-thirds (2/3) majority of the voting membership.

(b) Regional Vice Presidents – The “**Regional Vice Presidents**” shall perform duties properly assigned by the President or the Board. A Regional Vice President may serve no more than three (3) terms of two (2) years in any combination of the offices of Regional Vice President, Secretary, Treasurer, or Parliamentarian. If a Regional Vice President is also the President-Elect, the President-Elect shall assume all the powers and the duties of the President in the absence, disability, refusal, or failure of the President to perform such duties.

(c) Secretary – The “**Secretary**” shall act as the secretary of each meeting of the Members, the Board, and the Executive Committee to keep, or cause to be kept, minutes of the such meetings and shall sign minutes of these meetings and other instruments requiring signature of the Secretary. The Secretary shall perform the duties required to be performed by law, these Bylaws, and other duties properly assigned by the President or the Board. The Secretary may delegate their duties; provided, however, that the Secretary shall still be responsible for overseeing such delegated duties and may not delegate the signing of any minutes or official reports required by these Bylaws or applicable law. The Secretary may not serve more than three (3) terms of two (2) years in any combination of the offices of Secretary, Regional Vice President, Treasurer, or Parliamentarian.

~~(a)~~ (d) Treasurer – The “**Treasurer**” shall exercise general oversight of NOMA financial affairs and shall perform all duties incident to the office of Treasurer and other duties properly assigned by the President or the Board. The Treasurer shall chair the budget and finance committee. The Treasurer may delegate their duties; provided, however, that the Treasurer shall still be responsible for supervising such delegated duties and shall not delegate the signing of any official reports required by these Bylaws or applicable law. The Treasurer may not serve more than three (3) terms of two (2) years in any combination of the offices of Secretary, Treasurer, Regional Vice President, or Parliamentarian.

~~(b)~~ (e) Parliamentarian – The “**Parliamentarian**” shall facilitate the transaction of business and promote cooperation and harmony. The Parliamentarian may not serve more than three (3) terms of two (2) years in any combination of the offices of Secretary, Treasurer, Regional Vice President, or Parliamentarian.

~~(c)~~ (f) Other Executive Officers – The President or the Board may appoint other executive officers to assist in the management of NOMA’s affairs and shall define their duties.

~~(d)~~ (g) Student Liaison – At the NOMA annual meeting, student chapters shall collectively elect a representative to the Board from their membership to serve as the “**Student Liaison**”. The Student Liaison shall monitor college or university systems for

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student feedback and to meet with student groups at least twice annually. A Student Liaison may not serve more than three (3) terms of two (2) years.

~~(e)(h)~~ University Liaison – The Board of Directors shall appoint “**University Liaisons**” for each of the NOMA regions for terms of two (2) years. The University Liaison coordinates and facilitates communication, and acts as an intermediary between NOMA and the universities within their respective regions regarding student issues. The University Liaison is responsible for the development and implementation of programs to support and assist students. ~~University Liaisons may not serve more than three (3) terms of two (2) years.~~

~~(f)(i)~~ Membership Chair – The “**Membership Chair**” shall be appointed by the President for terms of two (2) year term years. The Membership Chair will maintain or work with any NOMA staff to maintain the records of all Members, including, but not limited to maintaining the database and directory of Members pursuant to Section 5.9 of these Bylaws, tracking payment of NOMA dues, and developing strategies for recruitment and retention of all Members. ~~The Membership Chair may not serve more than three (3) terms of two (2) years.~~

~~(g)(i)~~ Executive Director – The Board may retain and set compensation an “**Executive Director**”, who shall be the chief executive and administrative officer of NOMA, and an ex-officio member of the Board and the Executive Committee, without vote. The Executive Director shall be responsible for the management and administration of the affairs of NOMA and shall perform such other duties as may be properly assigned by the Board or President.

Section 4.2 Annual Meeting of the Board. The annual meeting of the Board shall take place at the annual conference.

Section 4.3 Meeting Requirements. The Board may meet in a regular or special meeting in order to transact business at least four (4) times a year. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business, provided that not less than one-half (1/2) of the total number of directors elected from regions shall be present. In the absence of a quorum, those directors and officers present may adjourn the meeting to another time and place.

Section 4.4 Meeting Participation. Members and staff may participate in any meeting by means of any form of communications by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

Section 4.5 Powers and Duties of the Board. Subject to the limitations set forth in the Articles, the general management of the affairs of NOMA shall be vested in the Board, which shall have control of NOMA’s property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of NOMA and promote its best interest. The Board may authorize others to perform certain duties of the Board under these Bylaws and resolution of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so

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performed shall be done under the general directions and instructions of the Board which shall be responsible therefore.

Section 4.6 Specific Duties of the Board. The Board, subject in each instance to the conditions set forth in the Articles and these Bylaws, shall perform the following specific duties:

- (a) It shall establish and adopt rules and regulations from time to time to supplement the provisions of these Bylaws.
- (b) It shall approve all major contractual agreements before NOMA shall enter into them; provided, however, that such approval may be delegated in specific cases to the Executive Committee or a specific officer.
- (c) It shall appoint a successor if a vacancy occurs in the office of Regional Vice President, Treasurer, Secretary, or Parliamentarian and may not delegate this authority.

Section 4.7 Board Actions. Actions of the Board shall be by a majority vote unless otherwise required by law or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes. Unless the provisions of the laws of the State of Illinois require otherwise, an affirmative vote of not less than two-thirds (2/3) of the total Board shall be required for the following actions:

- (a) to adopt, amend, suspend, or rescind rules or regulations supplementing these Bylaws;
- (b) to suspend or withdraw the charter of a chapter or state organization;
- (c) to form an affiliation;
- (d) to fix admission fees and annual dues;
- (e) to change the provisions of the Code of Ethics and Professional Conduct;
- (f) to purchase, sell, lease, or pledge any real property or to recommend the purchase, sale, lease or pledge thereof; or
- (g) act on any matter for which a two-thirds vote is required by these Bylaws.

The Board may, by two-thirds (2/3) vote, delegate any of the foregoing decisions to the Executive Committee. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

Section 4.8 Executive Committee. The “**Executive Committee**” shall consist of the President, President-Elect, Regional Vice Presidents, Secretary, Treasurer, and Parliamentarian. Meetings of the Executive Committee shall be held as directed by the Board, when called by the President, or when requested in writing by three (3) members of the Executive Committee. A quorum of two-thirds (2/3) of its members shall be necessary to transact any business at a meeting of the Executive Committee. Every decision of the Executive Committee shall be made by not less than a majority of the voting members in

attendance. The Executive Committee may meet in a regular or special meeting in order to transact business.

Section 4.9 Powers and Duties of the Executive Committee. The Executive Committee shall have full authority, right, and power to act for the Board between Board meetings on all matters except that the Executive Committee may not purchase, sell, lease, or pledge any real property; form an affiliation; or fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds (2/3) vote of the Board. It shall not change the rules or other procedures adopted by the Board or the Bylaws, or elect a successor to any officer whose office becomes vacant. The Executive Committee may authorize others to perform certain duties of the Executive Committee under these Bylaws and the rules adopted by the Board. The Executive Committee may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Executive Committee may perform duties of the Executive Committee, and each duty so performed shall be done under the general directions and instructions of the Executive Committee, which shall be responsible therefore.

Section 4.10 Nomination and Election of Officers. Candidates for election as officers may be nominated by petition in advance of a meeting, from the floor at the NOMA annual meeting, or by a nominating committee appointed by the Board. All elected officers of NOMA shall be elected at the NOMA annual meeting, unless a special meeting is called for that purpose. The President, however, is not elected directly, but assumes office by automatic succession from the office of President-Elect as more specifically set forth below. The Members entitled to vote shall elect the President only when an acting President and the President-Elect are unable or unwilling to assume the office of President. Nominees for President-Elect, Regional Vice President, Secretary, Treasurer, and Parliamentarian must receive a majority of the votes cast in order to be elected to office, therefore, if more than two (2) candidates are nominated for these offices, a primary election shall be held and the two (2) candidates receiving the most votes shall participate in a run-off election. The nominee for Regional Vice President for each region who receives the highest number of votes cast by all of the Members on a single ballot shall be elected to that office. The President shall declare the results of the balloting prior to adjourning the annual meeting. Elected officers shall take office upon adjournment of the annual meeting of their election.

Section 4.11 Succession to the Office of President. The year before the expiration of the Presidents first term, one of the Regional Vice Presidents or the President shall be elected as the “**President-Elect**”. The President-Elect shall succeed to the office of President upon the expiration of the President’s term, or if the office of President becomes vacant, in which case the President-Elect shall become President and shall complete the unexpired term and continues to serve as President for their full term as President. If both the offices of President and of President-Elect become vacant, the Board shall appoint, from the officers serving at the time the vacancy occurs, an acting President to serve until the next annual meeting of NOMA, at which time the Members shall directly elect the President.

Section 4.12 Succession to Other Offices. The Board may appoint a successor to complete an unexpired term in the office of Regional Vice President, Secretary, Treasurer, or Parliamentarian in the event one or more of those offices become vacant. A Regional Vice President appointed under this provision shall not be eligible to become President under the provisions, unless by a majority vote by the Members entitled to vote at the annual meeting. In the event that an officer, liaison, or committee chair temporarily refuses, fails, or is unable to

act, then the Board or the Executive Committee may appoint someone NOMA to temporarily perform the duties of said office.

Section 4.13 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one (1) Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

Section 4.14 Removal of Elected Officers. Any elected officer may be removed from office with cause at by two-thirds (2/3) vote of the Board.

Section 4.15 Indemnification of Directors, Officers, and Other Persons. To the full extent permitted by law and the Articles, NOMA shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

- (a) Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.
- (b) Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or committee member of NOMA.
- (c) Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including attorneys' fees) actually and necessarily incurred in connection with the action, suit, or proceeding.
- (d) NOMA shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding.
- (e) No money shall be paid by NOMA under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding. If the entire Board is named, then approval of indemnification shall be handled by a special meeting of the Members.

## **ARTICLE 5 REGIONS, STATES, CHAPTERS, AND SECTIONS**

Section 5.1 Regions. The Board shall divide the territory covered by NOMA into a minimum of four (4) geographic regions. Each region shall comprise the territory of one (1) or more states. The Board shall fix the territory and boundaries of each region, and may change the same from time to time as it deems in the best interest of NOMA, but no state shall be divided for inclusion in more than one (1) region. The purpose of regions shall be to facilitate communication between the Board and chapters, thereby forwarding the objectives of NOMA, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

Each region shall be represented by a Regional Vice President elected to represent their region on the Board.

Section 5.2 State Organizations. NOMA shall charter a state organization in each state in the United States, its territories, and its possessions. If there is only one (1) chapter in a state, territory, or possession, it shall also function as the state organization. Each state organization shall represent and act for its assigned membership and the chapters within the state on state matters. State organizations may fix and collect annual dues from the chapters in their state or from the individuals assigned to the chapters within the state and from allied and affiliate members of the state organization. No admission fees may be levied by a state organization.

Section 5.3 Chapters of State Organizations. The chapters of NOMA within a state shall be the chapters of the state organization on local matters. NOMA shall establish the territory of each chapter so that the interest and objects of NOMA will best be served and the influence of the profession in the local areas of the state will be most effective.

Section 5.4 Membership of State Organizations. ~~Every~~ Member shall be assigned to the appropriate state chapter and shall automatically be enrolled in that state organization, or be represented therein, as provided in the state organization's bylaws. State organizations, if so provided in their bylaws, may also include in their membership allied members and student affiliates of their chapter's chapter. A state organization may admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter had no allied or student affiliate membership category.

Section 5.5 Powers and Limitations of Regions, State Organizations, and Chapters. No act of a region, state organization, or chapter shall directly or indirectly nullify or contravene any act or policy of NOMA.

Section 5.6 Chapters. Any group of five (5) or more individuals consisting of at least one Professional Member, in an area, who desire to form a professional membership chapter of NOMA may apply to NOMA for a charter to be known as a NOMA chapter. The jurisdiction of each chapter shall be confined to the territory assigned to it by NOMA. Each chapter shall adopt a name which shall include the phrase The National Organization of Minority Architects or NOMA either as a prefix or suffix. The name shall be subject to approval of the Board. Chapters shall be nonprofit organizations, the objects and purposes of which shall be substantially the same as those of NOMA. Chapters shall not establish qualifications for membership or categories that vary from that of NOMA. No chapter shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Chapters shall permit assigned Members to participate in the affairs of the chapter to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may participate in the affairs of the chapter except as may be prohibited in these Bylaws. No chapter, including its officers and members shall have the rights to obligate the national organization financially or otherwise. Every chapter shall adopt bylaws consistent with these Bylaws, and every such bylaw and every amendment thereto must be submitted to the NOMA Parliamentarian for approval before the bylaw amendment becomes effective. Every chapter shall amend its bylaws to conform to the NOMA as soon as it can properly do so after these Bylaws or any amendments become effective. The current chapter bylaws and any amendment shall be on file with the NOMA Parliamentarian and archived.

Section 5.7 Authority and Duties of Chapters. Within the territory assigned to it, each chapter shall represent and act for its assigned membership under a charter issued to it by NOMA and copy of the charter shall be stored in archived.

Section 5.6 Chapter Reorganization. Should any chapter neglect its prescribed functions, the Secretary of NOMA may, after calling the attention of the Executive Committee the delinquency, notify each Member of the chapter and invite a reorganization of the said chapter.

Section 5.7 Dissolution of Chapters. NOMA may withdraw or suspend any charter it has issued to a chapter in writing, whereupon the organization shall cease to be a chapter of NOMA, but such withdrawal shall not be until and unless the chapter has been offered an opportunity to be heard in the matter.

Section 5.8 Property Interest of Chapters. A chapter shall not have any title to, nor interest in any property of NOMA nor be liable for any debt or other pecuniary obligation of NOMA. NOMA shall not have any title to, or interest in the property of any chapter, except NOMA dues collected by the chapter on behalf of NOMA, unless the Board and the chapter agree otherwise in writing, and NOMA shall not be liable for any debt or other obligation of any chapter. NOMA and a chapter are not agents for each other unless they so agree in writing.

Section 5.9 Centralized Membership Database and Dues Collection. All chapters shall participate with NOMA in a centralized membership database and dues collection system that shall be kept by the Secretary, Treasurer, and NOMA Membership Chair and provide for:

- (a) collection of all chapter and national dues, and
- (b) unified membership record keeping.

The requirements of the system shall be determined by the Board and include the following:

- (1) Each participant shall establish the annual amount of its regular dues, supplemental dues (if charged), and assessments, subject to uniform policies on incentive programs and dues structures; and
- (2) Funds collected through the system shall be promptly available to the participant to which the funds are due.

Section 5.10 Authority and Duties of Chapters. Each chapter:

- (a) Shall cooperate with its state and regional organizations to further the interest of the Members, and by agreement with these organizations, may represent and act for them within the chapter's domain.
- (b) May establish membership categories for the chapter.
- (c) May levy and collect chapter dues from its members.
- (d) Shall meet the minimum activity standards as determined by the Board.

Section 5.11 Action on Admission. Upon notification of an applicant's admission to NOMA, the assigned chapters shall enroll the Member without requiring payment of any further admission fee, and shall publicly announce such membership.

Section 5.12 Nonresident Status. A chapter may provide for nonresident status for members who choose to be assigned to the chapter even though they do not reside or have their principal place of business in the chapter or in the territory of any other Chapter. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the chapter may provide for a lower dues or assessments for non-resident members.

Section 5.13 Formation of Sections. A chapter may form one or more sections within its territory under guidelines set by the Board.

Section 5.14 Authority and Duties of Section. Membership in a section is voluntary and shall not be assigned by NOMA or the chapter, except that sections of statewide chapters may request, by two-thirds (2/3) majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds (2/3) majority vote of the Board of the parent chapter, NOMA will assign membership in the section. Members assigned to sections are subject to termination of membership in NOMA for default in payment of section dues.

## **ARTICLE 6 MEETINGS OF THE MEMBERS**

Section 6.1 Annual Meeting of the Members of NOMA. There shall be an annual meeting of NOMA held at a time and place determined by the Board. The NOMA annual meeting may be held as part of a national convention or other gathering of the NOMA members.

Section 6.2 Special NOMA Meetings. The Board may call a special meeting of the members of NOMA. The notice of the special meeting shall state the purpose of the special meeting. No business other than as set forth in the notice shall be transacted at a special meeting.

Section 6.3 Notice of Meetings. At least fifteen (15) days before any NOMA meeting, the Secretary shall provide written or electronic notice of the meeting to all members and every NOMA chapter. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

Section 6.4 Voting at Meetings. Members based upon their membership category and in good standing shall be entitled to vote at NOMA meetings.

Section 6.5 Quorum at a NOMA Meeting. A quorum for a meeting of the Members shall consist of a simple majority of the voting members.

Section 6.6 Minimum Number of Votes Required for Action. Unless these Bylaws require otherwise, any action or decision of a meeting of the Members shall require approval by a majority vote.

## **ARTICLE 7 PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS**

Section 7.1 Title to Property. All title to, and interest in, the real, personal, and intangible property of NOMA is vested and shall remain solely the property of NOMA and no Member or other person or entity shall have any right, title, or interest in such property at any time.

Section 7.2 Authority to Sell, Lease, Mortgage, Transfer, or Convey Property. The real property of NOMA, and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by the affirmative vote of not less than two-thirds (2/3) of the Board.

Section 7.3 Authority to Purchase, Lease or Improve Property. Real property shall not be purchased by NOMA, unless the Board shall have approved the transaction by two-thirds majority vote. No improvements, nor shall any agreement be entered into by NOMA as a lessee whereby, either severally or collectively, NOMA shall be obligated to pay an aggregate sum in excess of one percent (1%) of its assets unless the Board specifically approves the transaction by two-thirds majority vote.

Section 7.4 Annual Budget. The Board shall annually adopt an annual budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year and the immediate past year's budget. The annual budget shall be distributed to the Members.

### Section 7.5 Expenditure Limitations.

(a) The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by NOMA during such year, as shown in the budget for that year, except as directed and authorized in a duly called meeting of the Members by the affirmative vote of a majority of Members voting.

(b) No member, officer, director, committee, jury, department, employee, agent, or representative of NOMA shall have any right, authority, or power to expend any funds of NOMA, to incur any liability for and in its behalf, or to make any commitment that will or may be deemed to bind or involve NOMA in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized and budgeted by the Board or by a specific resolution at a duly called meeting of the Board, except that the Board may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increase revenues.

## **ARTICLE 8 PROFESSIONAL CONDUCT**

Section 8.1. Code of Ethics. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership of NOMA. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors, or employees of any association, corporation, or other legal entity. It is the duty of all members to conduct themselves at all times in conformity with the standards established by NOMA in the Code of Ethics and Professional Conduct and its published interpretations.

Section 8.2 Cannons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the “**Code of Ethics and Professional Conduct**” or as the “**Code of Ethics**” shall be adopted by a two-thirds (2/3) vote of the entire Board. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

Section 8.3 Code of Ethics Interpretation. The NOMA Council will serve as an advisory board on ethics and the interpretation of the Code of Ethics. Individual members, officers, directors, employees, and ~~Chapter~~ organizations have no authority to make binding interpretations or clarifications of the Code.

Section 8.4 Code of Ethics Charges of Violations. A charge shall be based upon an allegation of violation of one or more of the rules of the Code of Ethics in effect at the time of the alleged violation. Disciplinary action by a state board or licensing or registration may constitute grounds for a charge of violation of the Code of Ethics.

Section 8.5 Code of Ethics Formal Charges of Violation. Every charge alleging a violation of the Code of Ethics shall be in the form prescribed by the Rules of the NOMA Ethics Council and signed by the person making the charge.

## ARTICLE 9 AMENDMENTS AND INTERPRETATIONS OF BYLAWS

Section 9.1 Amendment of Bylaws. These Bylaws may be amended at any meeting of NOMA by an affirmative vote of not less than two-thirds (2/3) of all votes at the meeting; provided, that the Secretary shall have sent to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon. Such notice of proposed amendment shall be deemed to have been sent if it has published and distributed to the members in a periodical publication of NOMA and this publication has been sent to each member not less than ~~sixty (60)~~ thirty (30) days before the day the meeting at which the proposed amendment is to be voted upon.

Section 9.2 Sponsorship of Amendments. Every proposed amendment must be sponsored by the Board, by the Executive Committee, or by a written petition signed by Members. A petition by Members must bear the signatures of not less than one percent (1%) of the total number of Professional Members and Associate Members and must be received by the Secretary not less than thirty (30) days before the opening day of the meeting at which the proposed amendment is to be voted upon.

Section 9.3 Amendments by the Board of Directors. In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere

given, the Board, by the affirmative vote of not less than two-thirds (2/3) the entire Board, may amend any other provision of these Bylaws to improve the activities of NOMA or to eliminate from said Bylaws any inconsistency, subject to the following limitations:

- (a) increase the power of the Board;
- (b) change the membership or the qualifications of NOMA, its governance, conditions of affiliations or the terms of office or manner of election of its officers and directors;
- (c) lessen or diminish the right and interest of any Member;
- (d) increase the fees, dues, and other financial liability of any Member, unless the Board is herein elsewhere authorized to do so;
- (e) lessen or weaken the safeguarding of the investments, securities, money, special funds, and other property of NOMA or the limitations placed on its expenditures nor extend the authority to make such expenditures or to incur indebtedness; or
- (f) change the provisions regarding gifts, advertising, the inspection of records, or the requiring of advice counsel.

Before any amendment to any provision of these Bylaws made by the Board shall become effective, the counsel of NOMA shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of NOMA, and each such amendment shall be incorporated in these Bylaws as a part thereof.

Section 9.4 Publication of Proposed Bylaws Amendments. Any proposed amendment of these Bylaws shall be published in a periodical publication of NOMA or otherwise sent to each Member not less than thirty (30) days before action by the Members or the Board.

Section 9.5 Titling and Numbering of Bylaws. From time to time and without further action of NOMA, the Parliamentarian shall rearrange, re-title, and re-number the various ~~chapters,~~ articles, sections, and paragraphs of the Bylaws as necessary for proper reference.

Section 9.6 Interpretation of Bylaws. These Bylaws shall be interpreted according to the laws of the State of Illinois.

Section 9.7 Parliamentary Authority. The rules contained in Robert's Rule of Order, Newly Revised shall supplement the rules and regulations adopted by NOMA and the Board and shall govern NOMA, the Board, the Executive Committee, and the committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these Bylaws, or the rules and regulations adopted by NOMA and by the Board.

ADOPTED AND ACCEPTED by the Board on ~~January 23~~April 24, 2010 (signature page follows), and approved by the Members on \_\_\_\_\_, 2010.

[Remainder of page intentionally left blank]

/s/ R. Steven Lewis  
R. Steven Lewis, AIA, President

/s/ Sanford Garner  
Sanford Garner, AIA , 1<sup>st</sup> Vice President

/s/ Carla Flagg  
Carla Flagg, Recording Secretary

/s/ Timothy Johnson  
Timothy Johnson, AIA, Vice President, South

/s/ Aminah Wright  
Aminah Wright Corresponding Secretary

/s/ Andrew Thompson  
Andrew Thompson, AIA, Vice President,  
North East

/s/ Heather Philip-O'Neal  
Heather Philip-O'Neal, AIA, Treasurer

/s/ Kevin Holland  
Kevin Holland, AIA, Vice President, Mid West

/s/ Najeeb Hameen  
Najeeb Hameen, Parliamentarian

/s/ Donald King  
Donald King, FAIA, Vice President, West