



**HOUSTON CHAPTER BYLAWS OF
SOCIETY FOR DESIGN ADMINISTRATION**

An Affiliate of The American Institute of Architecture

Enacted April 2008



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ARTICLE I. NAME

The name of this organization shall be Society for Design Administration, Houston Chapter, hereinafter referred to in these Bylaws as "Chapter" or "Society".

ARTICLE II. PURPOSE

Section 2.1 Organize and unite the membership in order to advance and promote the educational and professional standards of administrative and management personnel in design firms and related disciplines.

Section 2.2 Dedicate better service to employers and promote cooperation and understanding among all employees in design firms and related disciplines.

Section 2.3 Provide programs to advance the knowledge and capabilities of the membership and contribute to the improvements of administrative and management methods and materials used in design firms and related disciplines.

Section 2.4 Cooperate with civic organizations whose undertaking are nonprofit, nonpolitical, and of vital community interest.

Section 2.5 Provide a channel of communication among chapters of the Society.

Section 2.6 Assist in the organization of new Chapters.

Section 2.7 Maintain liaison with The American Institute of Architects, (AIA) and other professional architectural, engineering, construction, and related organizations.

Section 2.8 Financial: The general purposes and powers are to:

2.8.1 Conduct its affairs; carry on its operations; have offices and exercise the powers of a nonprofit organization [corporation] granted under law.

2.8.2 Have and exercise all powers necessary or convenient to affect any or all of the purposes for which this Chapter is organized.

2.8.3 Make donations for the public welfare or for charitable, scientific, educational, or other similar purpose.

ARTICLE III. ORGANIZATION

Section 3.1 This Society is self-governing, nonprofit, nonpartisan, nonsectarian, and nondiscriminatory.

Section 3.2 Federal Identification Number of the National Corporation is 23-7070549. Federal Tax Exempt Status as a 501(c)6 organization was granted as of December 28, 1976, Seattle, Washington 98112.

This Chapter is organized under Section 501(c)6 of the Internal Revenue Code.

3.2.1 Tax-exempt status:

Federal: October 1975
State: N/A

This Chapter's Federal Employer Identification Number is 23-7260994.

Section 3.3 The fiscal year of the Society shall be January 1 through December 31.

Section 3.4 This Chapter shall function in the State of Texas of the United States of America or designated area thereof and maintain communication with component chapter organizations of the Society for Design Administration, wherever situated, and in addition with SDA Regional and/or State organizations if and when formed.

Section 3.5 The principal office for the transaction of the business of this Chapter is located at PO Box 272807, Houston, TX 77277-2807.

ARTICLE IV. RECORDS

Section 4.1 Chapter Minutes and Accounting Records. The Chapter shall keep a permanent record of the minutes of all meetings of its Board of Directors, and a record of all actions taken by the Chapter. The Chapter shall maintain appropriate accounting records.

Section 4.2 The Chapter shall maintain its records in written and/or electronic format.

Section 4.3 Other Records. The Chapter shall keep a copy of the following records at its principal office or at a location from which the records may be easily recovered:

- 4.3.1 Articles of association or incorporation and all amendments to them currently in effect;
- 4.3.2 Bylaws and all amendments to them currently in effect;
- 4.3.3 Chapter Affiliation Agreement;
- 4.3.4 Resolutions adopted by its Board of Directors;
- 4.3.5 Financial Statements for the past three years as approved by the Board of Directors;
- 4.3.6 Bank Statements for the past three years.
- 4.3.7 List of the names and business addresses of its current Officers and Directors, and
- 4.3.8 Most recent annual report delivered to the Secretary of State of the state wherein the organization is registered (not applicable in Texas).

ARTICLE V. MEMBERS

Section 5.1 The membership of this Chapter shall be accorded only to such persons who fulfill the requirements and qualifications set forth in these Bylaws and the adopted standards of the Corporation.

Section 5.2 Membership classifications are as follows:

- 5.2.1 Regular: Those persons employed as an administrative personnel for a licensed architect, engineer or design professional related to the construction industry, whether in private practice, on the staff of a licensing or registration board, a school, or any other public or private institution or company and consultants who perform design services administration for the entities described above. They shall pay Chapter and National dues, and shall have the right to vote and hold Chapter and National office.
- 5.2.2 Associate: Those persons whose products or services support the design profession. They shall pay Chapter and National dues. They shall have the right to attend all meetings of SDA, to speak and take part in the discussions thereat, but they shall not have the right to be Chapter President or hold National Office.
- 5.2.3 Emeritus: Those members in good standing at time of retirement from professional life in the design profession for a minimum of twelve (12) years and SDA for a minimum of ten (10) years. Retirees

shall be assessed National dues. Local dues may be assessed as designated by the individual chapter. They shall have all the rights and privileges of membership afforded them prior to retirement, except the right to hold National office (that of President-Elect or President). If an Emeritus member is certified at the time of retirement, she/he shall maintain that status without the need to renew.

- 5.2.4 Student: Those persons who are currently enrolled as full-time students in an accredited program leading to a certificate or degree in architecture, engineering, interior design, or related design profession, or with a professed interest in applying their studies to the professional administration and management of such businesses. They shall pay Chapter and National dues. They shall have the right to attend all meetings of SDA, to speak and take part in the discussions thereat, and to serve as committee members. They shall not have the right to vote, to serve as a committee chair, or to hold Chapter or National office.
- 5.2.5 Honorary: Those persons of esteemed character who are not otherwise eligible for membership but who has rendered distinguished service to SDA or the design profession. Nomination for honorary membership may be proposed by any Chapter or by three (3) or more individual members, in writing, addressed to the President, accompanied by a detailed statement of nominee's qualifications for the honor. They shall be elected by a two-thirds (2/3rds) vote of the Board. Honorary members shall be privileged to attend all meetings of SDA, to speak and take part in discussions, but they shall not have the right to vote nor hold office. Honorary members of a chapter do not automatically become Honorary members of National. They may be nominated as outlined above.

ARTICLE VI. ETHICS

Section 6.1 Each member of the Society for Design Administration agrees to abide by the Society's Articles of Incorporation [or Association], Bylaws and Standing Rules, and to exhibit and uphold ethical and professional standards of conduct as stated in the Code of Ethics.

Section 6.2 A member believed to be in violation of the ethics and standards of this organization shall be investigated by the member's Chapter Board of Directors in accordance with *Robert's Rules of Order Newly Revised*. The decisions of the Chapter Board in accordance therewith shall prevail. Only if the Chapter Board fails to reach agreement shall they solicit assistance from or intervention by the National Executive Committee.

ARTICLE VII. ACCORDS

Section 7.1 Chapters shall be required to adopt and maintain the Chapter Affiliation Agreement.

Section 7.2 Chapters shall be required to follow the affiliation procedures adopted by the Board of Directors. Chapters shall maintain Bylaws that are in compliance with National Bylaws and shall submit the Chapter Bylaws electronically for approval by the Bylaws Committee of the Corporation.

ARTICLE VIII. DUES AND FEES

Section 8.1 Each member shall be obligated to pay annual dues in an amount as determined by the Chapter Board of Directors and as set forth by National. Dues are non-refundable. Any member who fails to pay the applicable dues by the date the membership expires shall be terminated from membership and may not vote.

Section 8.2 Each member shall submit dues directly to National Headquarters no later than January 31 of each year. National Headquarters shall provide an itemized breakdown of members in good standing, their classification of membership, and current mailing address to the Chapter Treasurer.

ARTICLE IX. OFFICERS AND DIRECTORS

Section 9.1 The Officers shall be comprised of, at a minimum, a President, Secretary, and Treasurer.

Section 9.2 President: The President shall (1) preside at all meetings of the Chapter and the Board; (2) interpret all policies, and coordinate activities of all Officers, Directors and Committees; (3) appoint all Committee chairs with the exception of the Nominating Committee, and serve as ex-officio member, without the right to vote, of all Committees with the exception of the Nominating Committee; (4) serve as the administrative head of the Chapter and exercise general supervision of all its business affairs; and (5) serve as Director on the National Board of Directors and serve as the Delegate to the National Annual Meeting. The President may also serve as the chapter liaison with appointed representatives of the AIA and any other related industry organizations.

Section 9.3 President-Elect: The President-Elect shall perform the President's duties if the President is absent, dies, is unable, or refuses to act. If the President-Elect acts in the absence of the President, the President-Elect shall have all Presidential powers and be subject to all the restrictions upon the President. The President-Elect shall perform any other duties that the President or Board may assign to the President-Elect. The President-Elect shall succeed to the office of President upon the expiration of the term of office of the President.

Section 9.3 Vice President: The Vice President shall perform the President's duties if the President and President-Elect are absent, dies, or is unable or refuses to act. If the Vice President acts in the absence of the President and President-Elect the Vice President shall have all Presidential powers and be subject to all the restrictions upon the President. The Vice President shall perform any other duties that the Board may assign to the Vice President.

Section 9.4 Secretary: The Secretary shall (1) create and maintain the minutes of the proceedings of the Board of Directors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) when requested or required, authenticate records of the Chapter; (4) create and maintain current register of the mailing address of each Officer; and (5) in general perform all duties incident to the office of Secretary, and any other duties that the President or the Board may assign to the Secretary.

Section 9.5 Treasurer: The Treasurer shall: (1) oversee and be responsible for all funds and securities of the Chapter; (2) chair the Finance Committee; (3) oversee the receiving and giving of receipts for monies due and payable to the Chapter from any source, and oversee the deposit of all monies in the Chapter's name in banks, trust companies, or other depositories that the Board shall select; (4) submit the books and records to a Certified Public Accountant, other accountant, or chapter audit committee for annual audit or review; and (5) in general perform all of the duties incident to the office of Treasurer and any other duties that the President or Board may assign to the Treasurer.

Section 9.6 Immediate Past President: The Immediate Past President shall act in an advisory capacity to the President, and perform any other duties the President or Board may assign to the Immediate Past President.

ARTICLE X. MEETINGS

Section 10.1 The Annual Meeting of members shall be held at a time and place fixed by the Board, no later than December. The Agenda for the Annual Meeting shall be submitted to chapter members 30 days prior.

Section 10.2 General Meetings of the membership may be held at a time and place fixed by the Board. Notices of general meetings shall be submitted to chapter members no less than seven (7) days prior, except that ten (10) days' notice shall be given in advance of meetings to consider approval and adoption of amendments to Bylaws and/or Standing Rules.

Section 10.3 Special Meetings may be called by the President or by petition of at least one-half of the membership.

Section 10.4 Quorum: A majority of the voting strength shall constitute a quorum. Determination of quorum shall be in writing or verbal at the time the vote is taken.

ARTICLE XI. BOARD OF DIRECTORS

Section 11.1 The Board of Directors shall be comprised of the President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President.

Section 11.2 Each member of the Board shall have one vote. The business of the Board may be carried on by mail or electronic mail, provided satisfactory evidence of the question and vote outcome is filed with the Secretary and fully announced. A majority of the voting strength shall constitute a quorum.

Section 11.3 Tenure: Officers may not serve more than two (2) consecutive years in any one position.

Section 11.4 Eligibility: All candidates for Chapter Office shall be a member in good standing for at least one (1) year. All candidates shall be in attendance at the meeting at which they are proposed for election to office. There shall be no more than one (1) Officer from any one (1) firm serving at the same time, with the exception of the Immediate Past-President/Director.

Section 11.5 Vacancies: If a vacancy occurs in the Office of President, the President-Elect/Vice President shall serve as President for the unexpired term. If a vacancy occurs in the Office of President-Elect/Vice President, it shall not be filled until the next Annual Meeting, at which time a President and President-Elect/Vice President shall be elected. In the event vacancies exist in both Offices of President and President-Elect/Vice President the Board of Directors shall vote for a President from among the remaining Officers to fill the remaining term. If a vacancy exists in any of the other elective positions, it shall be filled by appointment by the President and ratified by a majority vote of the Chapter Board of Directors. Assuming any Office and completing the unexpired term for a period of less than six (6) months shall not affect eligibility to run for that Office in the succeeding year.

Section 11.6 Duties of the Board: Duties may be combined or added in accordance with chapter operations, but must comply with the National Bylaws.

11.6.1 Render written Annual Report of its recommendations to the Annual Meeting of the members.

11.6.2 Ratify by a majority vote appointments by the President to fill vacancies in the elective positions of Vice President, Secretary, or Treasurer.

11.6.3 Ratify by a majority vote appointments by the President of Committee Chairs.

11.6.4 Recommend to the President the establishment of other committees, Standing or Special, as may be deemed necessary to carry on the work of the Chapter.

11.6.5 Attend Board Meetings at such time and place fixed by the Board.

11.6.6 Approve the following financial actions:

- A. Expenditures proposed in the amount of \$100.00 or more
- B. The annual budget submitted by the Treasurer
- C. Payment of expenses of Officers to attend the Annual Meeting

11.6.7 Review recommendations of the Bylaws Committee and make recommendations.

Section 11.7 Immediately following the Annual Meeting, there shall be a joint meeting of the outgoing and incoming Boards and Committee Chairs at which time arrangements for transfer of records kept by the

outgoing Board members and Committee Chairs shall be made to their successors, and the transaction of any other business that might come before the meeting. Potential Committee Chairs may also attend.

Section 11.8 Removal of Officers: An Officer may be removed, with or without cause, if a majority of the Board of Directors present at a duly constituted meeting votes for the removal. Notice shall be sent to all Board of Directors giving more than two (2) weeks' notice of the meeting and that the purpose of the meeting is for removal of that Officer. Removal is effective only if it occurs at a meeting called for that purpose.

ARTICLE XII. COMMITTEES

Section 12.1 The President, with the approval of the Board, shall appoint the Chair of each committee, with the exception of the Finance and Nominating Committees. Each Chair shall appoint the members of the committee and within thirty (30) days shall report their names to the President.

Section 12.2 Standing or Special Committees:

12.2.1 Auditing Committee: Shall consist of Auditing Chair and at least one (1) other member.

12.2.2 AIA Liaison Committee: Shall consist of AIA Liaison Chair and at least one (1) other member.

12.2.3 Bylaws Committee: Shall consist of Bylaws Chair and at least one (1) other member.

12.2.4 Canstruction Committee: Shall consist of Canstruction Chair and at least one (1) other member.

12.2.5 Education Committee: Shall consist of Education Chair and at least one (1) other member.

12.2.6 Job Bank Committee: Shall consist of Job Bank Chair and at least one (1) other member.

12.2.7 Membership Committee: Shall consist of Membership Chair and at least one (1) other member.

12.2.8 Publications Committee: Shall consist of a Publications Chair and at least one (1) other member.

12.2.9 Funding Committee: Shall consist of a Funding Committee Chair and at least one (1) other member.

Section 12.3 Committee Appointment Exceptions

12.3.1 Finance: The chair of this committee shall be the Chapter Treasurer by virtue of the office they hold, and the committee shall consist of the President-Elect and at least one (1) other member.

12.3.2 Nominating: The chair of this committee may be elected by the general membership, and the committee shall consist of a Nominating Chair and at least one (1) other member.

Section 12.4 Such other Committees, Standing or Special, shall be appointed by the President as the Board shall from time-to-time deem necessary to carry on the work of the Chapter.

ARTICLE XIII. DISSOLUTION

Section 13.1 This Chapter does not contemplate pecuniary gain or profit to the members thereof and is organized solely for nonprofit purposes. The chapter may temporarily suspend operations or dissolve in accordance with the Chapter Affiliation Agreement signed on June 14, 2007.

13.1.1 Written notice from the President or authorized acting Officer or Member of the Chapter shall be mailed to the National Secretary of the Chapter's intent to temporarily suspend operations or dissolve. Reasonable explanation of such action shall be contained in the notice. ExCom shall, within thirty (30) days of the National Secretary's receipt of such notice, consider the request, and notify the Chapter either of ExCom's agreement with the request, or state reasons for denial of the request along with suggestions for remedial action in order to preserve the Chapter, either as an entity or by absorption of its members into another Chapter.

13.1.2 Upon receipt of notice from the National Secretary, the Chapter shall consider this notice, both on a Board level and membership level. Within sixty (60) days of receipt of notice from the National Secretary, the Chapter will hold an election to temporarily suspend operations or dissolve. If such election results in a two-thirds (2/3) vote of members in good standing voting to temporarily suspend operations or dissolve, the Chapter shall again notify the National Secretary.

Section 13.2 Temporary Suspension

13.2.1 If the proposed action is to discontinue (suspend) the Chapter temporarily (a period not exceeding three (3) years), the Chapter shall render a financial report of assets and liabilities and satisfactory proof of their having satisfied obligations to the Internal Revenue Service and local State taxing authorities. The remaining funds shall either be distributed per the Chapter's Bylaws or shall be surrendered to National for deposit in a custodial account pending reactivation of the Chapter. The National Secretary shall be notified of the Chapter's Interim Custodian and address so that periodic contact may be maintained. The Chapter's Minute Books and official documents shall be delivered to SDA National Headquarters for safekeeping until reactivation occurs.

13.2.2 Upon the Chapter having satisfactorily discharged all suspension processes, ExCom shall grant said Chapter a suspension notice, and the SDA National Headquarters shall notify all Chapters, National Officers and National Committees of said action, including name and address of interim Chapter Custodian.

13.2.3 Reactivation shall be handled the same as a new Chapter applying for membership in the organization (Bylaws, Article VI, Section 6.4) and in addition, said Chapter shall be on a probationary period of at least one (1) year or more as determined by ExCom and under the active review by the Sponsoring Chapter. Upon having approved reactivation, funds in the custodianship of SDA National shall be remitted to the reactivated Chapter.

Section 13.3 Procedure for Dissolution of an Existing Chapter:

13.3.1 If the proposed action is to dissolve the Chapter, the Chapter shall include in its notice to the National Secretary the results of voting, along with its program for dissolution, a financial report of assets and liabilities, and its proposed program for distribution of said remaining funds and assets to a non-profit organization in accordance with its approved Bylaws.

13.3.2 The Chapter shall furnish satisfactory proof of having satisfied obligations to the Internal Revenue Service (filed final return, discontinued Federal Identification Number) and to the State taxing

authority, if any. If incorporated in the State, proper notice of dissolution shall be given to State authorities, as well as a copy sent to SDA National Headquarters.

13.3.3 Upon dissolution of the Chapter, any funds or other assets remaining after payment of all obligations of the Society shall be distributed for charitable purposes, to the Houston Food Bank, an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

13.3.4 Chapter Minute Books and official records shall be surrendered to the SDA National Headquarters for safekeeping. The Chapter shall return to the SDA National Headquarters all National guides, programs and data of whatever nature distributed by National to the Chapter. Upon the Chapter having satisfactorily discharged all dissolution processes, ExCom shall grant said Chapter a discharge notice. SDA National Headquarters shall notify all Chapters, National Officers and National Committee Chairs of said action.

Section 13.4 Members of the temporarily suspended or dissolve Chapter may request transfer to a Member-at-Large status or request assignment to another Chapter upon payment of the other Chapter's dues.

Section 13.5 A Chapter in Process of Temporary Suspension or Dissolution

13.5.1 Relinquishes the vote of its President as Director of SDA, although it may have a member in attendance at the Annual Meeting as an observer, but not as a voting delegate participant.

13.5.2 Said Chapter members who do not retain their membership may not represent themselves in any way as members in good standing of SDA.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Roberts' Rule of Order Newly Revised shall govern the proceedings of this Society in all cases not provided for in these Bylaws or Standing Rules or in National Bylaws or Standing Rules, Chapter Bylaws taking precedence.

ARTICLE XV. AMENDMENTS

Section 15 Bylaws may be amended by a two-thirds (2/3rds) vote of the members voting, provided a full text of the proposed amendments has been submitted to the membership at least ten (10) days before the determined date of the voting.

15.1 Proposed amendments shall be submitted to the National Bylaws Committee prior to the membership voting for approval and adoption.

15.2 Said amendments, if approved by National and accepted by the Chapter membership shall be adopted and become effective as of the date of the Chapter meeting at which adoption is considered.

ORIGINAL BYLAWS ADOPTED:

Secretary

Date:

President:

Date:

APPROVED, NATIONAL BYLAWS COMMITTEE:

Chair

Date:

Bylaw Amendments Adopted:
