

ST. LOUIS CHAPTER OF NATIONAL ORGANIZATION OF MINORITY
ARCHITECTS (NOMA) BYLAWS

ARTICLE I
NAME AND LOCATION

Section 1. Name. The name of this corporation shall be the St. Louis Chapter of National Organization of Minority Architects (hereinafter called STLNOMA), a nonprofit corporation incorporated in the State of Missouri.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the elected officers, and Directors. The Board shall have not less than ten (10) nor more than twelve (12) members. At least one At-Large member shall be a Non-Architect.

Section 2. Term of Office. Directors shall be elected for a three year term, and may not serve more than two consecutive three year terms.

Section 3. Election Procedure. Officers of STLNOMA become members of the Board upon assuming office. The Board of Directors shall fill the remaining membership positions at its annual meeting by the election of approximately one-third of those positions each year for terms of three years.

Section 4. Seating of New Board Members. Newly elected Board Members shall be seated at the Annual Meeting; each Board Member shall continue to serve until their successor is seated.

Section 5. Vacancies. When a vacancy occurs during the term of office of an elected Director, the Board of Directors may, by majority vote of the Directors at a duly called meeting of the Board of Directors, elect a successor to serve for the remainder of the term of the vacant position.

Section 6. General Power and Duties. The direction, control, and management of the affairs, property, and funds of STLNOMA shall be vested in the Board of Directors, which shall peruse such policies and exercise such functions and responsibilities as shall be in accord and in furtherance of the proposed and objectives of the STLNOMA constitution.

Section 7. Removal. A member of the Board of Directors may be removed by a majority two-third vote of Board of Directors with cause.

ARTICLE III
MEETING OF THE BOARD OF DIRECTORS AND VOTING

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors shall be the first meeting after the beginning of each fiscal year, at a time and place as may be determined by the Board of Directors.

Section 2. Meetings. Meetings of The Board of Directors, in addition to the Annual Meeting, shall be held at times and places determined by the Board.

Section 3. Notice of Meetings. Notice of a Meeting of the Board of Directors shall be sent to each director at least seven (7) days before the day on which the meeting is to be held. The notice shall specify the time and place of the meeting, and the general nature of business to be transacted. Participation of a Director in any meeting shall constitute a waiver of notice except where that Director participates for the express purposes of objecting to the transaction of any business, because the meeting was not lawfully called or convened.

Section 4. Organization of Director's Meetings. Meeting of The Board of Directors shall be convened by the President who shall serve as Chairman of The Board. Lacking the Secretary, the Chairman shall appoint an acting Secretary for the meeting.

Section 5. Records of Meetings. Minutes for all meetings will be prepared and a copy of the minutes of meetings shall be supplied to each member of the Board of Directors.

Section 6. Quorum. Manner of Action and Adjournment. At meetings of The Board of Directors, the presence of a simple majority of the Directors then serving shall form a quorum for the transaction of business and the actions of most the Directors voting shall be the acts of the Board of Directors.

Section 7. Parliamentary Procedures. The rules set forth in the current edition of Robert's Rules of Order, Newly Revised, shall govern always where not in conflict with the bylaws and any special rules or orders that the organization may adopt.

ARTICLE IV COMMITTEES

- Section 1. Standing Committees. Members and Chairman of standing committees of the Board shall be appointed by the Chairman, except as otherwise provided in these Bylaws, with the advice and consent of the Board of Directors. Standing Committees shall have a membership of not less than one (1) Director, and will be chaired by a Director. Such committees shall be:
- 1.1 Budget and Finance Committees. The Budget and Finance Committee shall be responsible to the Board of Directors for: (1) The creation and maintenance of the financial management system and practices. (2) Preparation and presentation of an annual budget to the Board of Directors. (3) Monitoring and reporting to the Board regarding the financial condition of STLNOMA, and performance with respect to the budget.
 - 1.2 Bylaws and Policy Committee. The Bylaws and Policy Committee shall be responsible for drafting and maintaining current policy documents, and drafting changes to the By-Laws and Constitution as directed by the Board of Directors.
 - 1.3 Planning Committee. The Planning Committee shall be responsible for the development of future projects and activity of STLNOMA. The Committee shall screen proposed projects, undertake long-range planning, establish and recommend priorities, and develop initiatives on long range issues perceived to have potential impact on the profession and organizational goals.
 - 1.4 Nominations Committee. The Nominations Committee shall consist of three (3) members. Two (2) of these members are appointed by the Chairman and one (1) of the members is to be selected by the Chairman from the general membership with the concurrence of the Board of Directors. Members of the Nominations Committee shall serve for not more than three (3) consecutive one (1) year terms. A vacancy in the Nominations Committee shall be filled by the Chairman of the Board with the approval of the Board of Directors.
 - 1.4.1 Nominating Directors. The Nominations Committee shall solicit recommendations for nominees from the Board of Directors, and the membership. The Nominating Committee shall evaluate candidates and provide such information on nominees as necessary for the Board of Directors (and the membership) to evaluate

candidates.

- 1.4.2 Nominating Officers. The Board Nominations Committee shall be responsible for recommending to the Board at least sixty (60) days prior to the Annual Meeting, a slate of officers.
- 1.5 Membership Committee. The Membership Committee shall be responsible for the development and implementation of programs to sustain and increase the membership of STLNOMA.
- 1.6 Other Committee. The Chairman of the Board may appoint, subject to the approval of the Board of Directors, such committee as the Board of Directors deems advisable, with such duration, function, and authority as the Board of Directors prescribes.

ARTICLE V OFFICERS

- Section 1. Officers. The Officers of STLNOMA shall be the President, Vice President (President Elect), Secretary and Treasurer all of whom shall be elected by the membership. A Parliamentarian/Historian shall be appointed by the President. All elected officers shall be Registered or Intern Architects. The President shall be a Registered Architect and the Vice President (President Elect) must be Registered by the end of his/or first term as Vice President.
- Section 2. Term of Office. Officers shall be elected for a two (2) year term, and may not serve more than two consecutive two (2) year terms.
- Section 3. Removal. Officers elected by the membership may be removed, with cause, by a two-thirds (2/3) majority of the STLNOMA members and/or Board of Director.
- Section 4. Resignation. Any officer of the Chapter may resign by giving written notice to the STLNOMA members and Chairman of the Board.
- Section 5. Vacancies. Vacancies may be filled by a majority vote of the STLNOMA Board of Directors at any regular meeting of the Board of Directors.
- Section 6. Chairman of the Board. The Chairman of the Board shall be the President who shall preside at all meetings of the Board of Directors and carry out the duties and responsibilities prescribed in these bylaws.
- Section 7. Vice Chairman the Board. In the absence of the Chairman of the Board, the Vice Chairman of the Board who shall be the President Elect, shall act in all respects in the stead of the Chairman during such absence. In

addition, the Vice Chairman shall carry out all duties required of the office by these Bylaws and shall perform such other duties as from time to time may be assigned by the Board of Directors.

- Section 8. Secretary. The Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Directors, sign minutes of these meetings and other instruments requiring the signature of the Secretary; and perform other duties incident to the office of the Secretary.
- Section 9. Treasurer. The Treasurer shall be the Chairman of the Budget and Finance Committee; and shall make financial reports at meeting of the Board of Directors, cause independent audits of the books and financial records, and perform the entire duties incident to the office of the Treasurer. The Treasurer shall be the accounting officer of STLNOMA and shall keep full and accurate accounts of all financial transactions in books belonging to STLNOMA.
- Section 10. President. The President of STLNOMA shall be its Chief Executive Officer and shall have the responsibility and authority for the day-to-day administration of the affairs of the organization under the general supervision of the Board of Directors and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.
- Section 11. Vice President. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President, the Vice President (President Elect) shall be designated by the Board of Directors to perform the duties of the President, and when so acting, shall have all the powers of, and shall be subject to all restrictions upon the President.
- Section 12. Parliamentarian-Historian. The Parliamentarian-Historian shall maintain order, interpret the By-Laws and perform other normal duties of Parliamentarian at meetings, and shall maintain an ongoing record of the events, projects, and history of the organization.

ARTICLE VI MEMBERSHIP

- Section 1. Membership. Membership in STLNOMA shall be open to all qualified individuals irrespective of race, creed, gender or nationality. Membership shall be in one of the following categories:
- 1.1 Member: Licensed Architect.

- 1.2 Associate Member. Graduate of schools of Architectural or related employees of Architectural Firms with Board of Directors approval.
 - 1.3 Professional Affiliate Allied Member. Qualified practitioners in related design fields to include Landscape Architecture, City Planners, Interior Designers, Structural, Civil, Mechanical, Electrical and Plumbing Engineers.
 - 1.4 Student Member. Students in schools of Architecture or related design fields to include Landscape Architecture, Urban Planning and Interior Design.
 - 1.5 Honorary Membership. Those members elected as provided for in Section 3 of this Article.
- Section 2. Voting. Except as may otherwise be provided in these Bylaws, each member shall be entitled to one vote at membership meetings.
- Section 3. Honorary Membership. STLNOMA, members, may elect any person of prominence to Honorary Membership in the St. Louis Chapter of National Organization of Minority Architects, with the following provisions:
1. Members may recommend candidates for Honorary Membership to the Membership Committee.
 2. Honorary Members shall have all the privileges of membership except those of voting and holding elected office and serving as delegates to Conferences and National Conventions.
- Section 4. Eligibility for Chapter Membership.
- A. Any member in good standing with the National Organization shall be admitted to membership in the chapter.
 - B. Transfer from one chapter to another is automatic as long as that member remains in good standing with the National Organization.
- Section 5. Suspension and Revocation of Membership.
- A. Chapters may, upon written approval of three-fourth (3/4) vote from the Board of Directors, make a financial member inactive for:

1. Repeated infractions of the rules and regulations of the Chapter.
2. Conduct unbecoming to a member of the National Organization.

B. Membership in STLNOMA shall be automatically revoked upon conviction of a felony or any action that causes the member to be in poor standing with the Missouri Board for Architects, Professional Engineers, Professional Land Surveyors, and Landscape Architects

ARTICLE VII FEE AND FINANCE

Section 1. National Dues and Assessments.

All benefits and financial obligations of membership shall be in accordance with criteria and procedures established from time to time by resolution of the Board of Directors.

Section 2. Amount of Dues.

Dues shall be assessed annually and paid annually for the appropriate category of membership.

Section 3. Payment of Dues.

Payment of annual dues shall be based upon the calendar year and shall be due on or before January 31st of each year.

Section 4. Default of Payment of Dues.

Notice of default will be sent to party upon failure to pay annual dues. If such dues are not paid by February 28th, privileges of membership shall be inactive.

ARTICLE VIII MEETINGS

Section 1. General Membership.

- A. Annual Meeting: There shall be an Annual Meeting of members unless determined otherwise by the Board of Directors. At this meeting the Board of Directors shall submit a report of the activities of the organization and at which the members shall elect the Officers and Directors. A quorum for such annual meeting shall consist of three-fourth (3/4) of the members, present in person. The Board of Directors may, by resolution, determine other matters to be considered at the Annual Meeting and may establish procedures for voting at such meeting. Robert's Rules of Order shall govern.
- B. Special Meetings: Special Meetings of the members may be called by the President, the Secretary, the Board of Directors, or may be called by 75% of the active voting membership.
- C. Regular Meetings: A quorum for regular meeting shall be one-third (1/3) of the active members. Regular Meeting will be held monthly unless agreed upon by a two-third (2/3) vote at the standing meeting.

ARTICLE IX AMENDMENTS

These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, at a meeting of the membership if at least 60 days' written notice is given of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting.