

BYLAWS OF AIA VIRGINIA

Effective: [~~November 3, 2024~~ NOV 2024]

The following are the amended and restated bylaws ("Bylaws") of AIA Virginia effective as of the above date.

ARTICLE I

General

Section 1.01 AIA. AIA Virginia is a state Component of the American Institute of Architects ("AIA").

Section 1.02 Members. AIA Virginia is a membership organization comprised of members ("Members"), where AIA Virginia affairs are managed under the direction of the Board of Directors ("Board"), and elected officers who administer the Members' and Board's directives.

Section 1.03 AIA. These Bylaws are subject to the AIA's bylaws and, to the degree any provisions of these Bylaws are inconsistent with those of the AIA, the AIA's bylaws shall govern.

Section 1.04 Component. Each Assigned Member of AIA Virginia is also a Member of one of the defined local AIA components in Virginia ("Component" or "Components").

Section 1.05 Organization. AIA Virginia is a nonprofit corporation duly incorporated on December 31, 1975 under the laws of the Commonwealth of Virginia, and duly chartered by the AIA on January 1, 1976. The domain within which AIA Virginia shall represent and act for the AIA is that described in its charter or otherwise prescribed by the AIA. The domain of AIA Virginia is the Commonwealth of Virginia.

ARTICLE II

Purpose

Section 2.01 Purpose. AIA Virginia is the voice of the architecture profession in the Commonwealth, dedicated to serving its members, advancing their value, and improving the quality of the built environment.

Section 2.02 Non-Profit. AIA Virginia is organized as a non-profit, non-stock organization exclusively for common community purposes without pecuniary gain or profit to any private individual or for-profit entity under the provisions of the United States *Internal Revenue Code* § **501(c)(6)**, as amended, or the corresponding section of any future federal tax code.

ARTICLE III

Membership

Section 3.01 Categories. AIA Virginia membership shall consist of the following membership categories: Architect, Associate, Allied, and Honorary. AIA Virginia shall not establish qualifications for membership that vary from the AIA's qualifications and shall not establish or maintain categories of membership other than as set forth in the AIA's bylaws.

a) An "Architect" membership. The qualifications, terms and conditions of Architect membership are established by the AIA's bylaws.

b) An "Associate" membership. The qualifications, terms and conditions of Associate membership are established by the AIA's bylaws.

c) An "Allied" membership is for those who are not otherwise eligible for membership in AIA Virginia, who meet the terms and conditions of Allied membership, and who meet the following requirements:

i) Those with established professional reputations who are registered to practice their professions where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied Members may include engineers, planners, landscape architects, designers, artisans, and others in government, education, journalism, manufacturing, industry, and/or other fields allied to architecture; or

ii) Those 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.

d) An "Honorary" membership is for those of esteemed character who are ineligible for either Architect or Associate membership in the AIA or AIA Virginia but who have rendered distinguished service to the architecture profession within Virginia, or to the arts and sciences allied therewith, and who meet the terms and conditions of Honorary membership in AIA Virginia.

Section 3.02 Assignment from AIA.

a) An "Assigned Member" is any Member who has been assigned for membership by the AIA to AIA Virginia. Upon assignment, AIA Virginia shall duly list and enroll the Assigned Member as a Member of AIA Virginia in the related membership category. AIA Virginia shall reasonably notify the Assigned Member once assigned by the AIA to AIA Virginia. AIA Virginia will include the name of each such new Member in the next regular publication of AIA Virginia's membership following assignment.

b) An "Unassigned Member" is any Member who has been assigned for membership by the AIA to a Component in a state other than Virginia but who has applied to AIA Virginia for membership. AIA Virginia may admit for membership any Unassigned Member who applies for such membership.

Section 3.03 Non-Resident Status. The qualifications, terms and conditions of Members with a non-resident status are established by the AIA's bylaws.

Section 3.04 Special Status.

a) “Emeritus” membership status is for those Architect and Associate Members who are granted Emeritus status by the AIA in accordance with the AIA’s bylaws. The qualifications, terms, and conditions of Emeritus membership are established by the AIA’s bylaws.

b) “Fellow” membership status is for those Architect Members who are elevated to Fellowship by the AIA in accordance with the AIA’s bylaws. The qualifications, terms and conditions of Fellowship are established by the AIA’s bylaws.

Section 3.05 General Powers.

a) A Member shall have all of the rights and privileges provided to the Member by the AIA’s bylaws.

b) Each Member may attend a Membership meeting.

Section 3.06 Membership Dues. Except as otherwise provided in the AIA’s bylaws, the Board has the authority to establish the amount of all dues, assessments, fees, and costs applicable to membership that are consistent with the AIA’s bylaws. The Secretary, in exceptional circumstances and in consultation with the assigned local Component and the AIA Secretary, may waive all or any part of AIA Virginia dues or fees required from or owed by any Member for any year.

Section 3.07 Member Obligations. Each Member must operate in material conformity with all AIA and AIA Virginia membership rules and obligations and all applicable federal, state, and local laws, rules, and regulations. A Member may not engage in any action or inaction which harms the name, image, or reputation of the AIA, AIA Virginia, or the practice of architecture in Virginia.

Section 3.08 Member-in-good-standing. A Member must remain in good standing at all times by fully and timely complying with requirements of membership including but not limited to complying with all applicable membership terms and conditions and timely payment of all dues, assessments, fees, and costs applicable to membership. A Member who has materially complied with all requirements and obligations of membership is deemed a Member in good standing ("Member-in-good-standing").

Section 3.09 Suspension & Termination.

a) Suspension from and termination of membership are governed by the AIA’s bylaws. However, for Allied and Honorary Members and so long as not expressly prohibited by the AIA’s bylaws, upon reasonable notice, the Board may suspend an Allied or Honorary Member from membership, including suspending any or all rights or privileges of membership, at the moment the Member fails to remain a Member-in-good-standing and becomes a Member-in-bad-standing. Upon reasonable notice to the Allied or Honorary Member, the Board may terminate the Allied or Honorary Member from membership: a) if the Member remains a Member-in-bad-standing for ninety (90) days or more; b) if the

Member has engaged in intentional misconduct within the architecture or construction profession or within the affairs of AIA Virginia, a Component, or the AIA; c) if the Member has engaged in conduct detrimental to the mission and purpose of AIA Virginia or a Component; d) if the Member no longer qualifies for the applicable membership category.

b) If a Member's membership is suspended or terminated by the AIA, AIA Virginia shall likewise take the same action, promptly suspending or terminating the Member's AIA Virginia membership upon receipt of notice from the AIA. AIA Virginia shall provide reasonable notice to the Member of the applicable suspension or termination.

c) AIA Virginia shall notify the Member's Component and the AIA of any action taken under this section.

Section 3.10 Reassignment. Upon reassignment of the Member from AIA Virginia to another Component of the AIA, AIA Virginia shall use its good faith reasonable efforts to facilitate the reassignment so long as the Member is a Member-in-good-standing. AIA Virginia shall not delay nor impede the transfer of any Member-in-good-standing.

Section 3.11 Member Information. Each Member is responsible for keeping AIA Virginia, the AIA, and the Member's Component promptly updated with the Member's current personal information including contact information.

Section 3.12 Notices to Members. AIA Virginia shall use the Member's last known contact information when providing notices to and communicating with the Member.

ARTICLE IV

Membership Meetings

Section 4.01 Meetings of Members. The Members shall meet at least once each year for an annual Membership meeting. Membership meetings are held upon, and at a place and time, fixed in a meeting notice issued by a resolution of the Executive Committee or Board, the call of at least thirty percent (30%) of the Directors, or the call of at least twenty-five percent (25%) of the Members -in-good-standing. The Members may hold meetings, in whole or in part, by phone or electronic media as provided by law.

Section 4.02 Voting.

a) The qualifications, terms and conditions of voting by Members are established by the AIA's bylaws. So long as consistent with the AIA's bylaws and these Bylaws, the Board may authorize a membership category to vote on a matter which impacts the membership category or may limit a membership category to vote on a matter which does not impact the membership category.

b) Any Member holding the right to vote as defined shall have the power to vote at a Membership meeting on any matter coming before the Members unless the matter is limited to another membership category as authorized by the Bylaws or the AIA's bylaws.

- c) When a Member's membership category is entitled to vote on a matter, the Members-in-good-standing are entitled to vote as part of the Member's membership category.
- d) Any question coming before a Membership meeting shall be determined by a majority vote providing a quorum exists, unless otherwise provided in these bylaws.
- e) Voting is authorized by mail, ballot, or by electronic ballot. Voting by proxy is not authorized.
- f) The Members must vote on an action by roll call upon the request of one-third (1/3) of the Members.

Section 4.03 Quorum. The presence at the commencement of a Membership meeting in person of five percent (5%) of the number of Members of record as of the preceding January 1 is necessary and sufficient to constitute a quorum for the transaction of any business. Once a quorum is established, the withdrawal of any Member after the commencement of a meeting shall have no effect on the existence of a quorum and the quorum is deemed to continue. Despite the absence of a quorum at any meeting of the Members, the Members may adjourn the meeting by a majority of the votes cast by the Members present. At any such adjourned meeting at which a quorum is finally established, the Members may transact any business that they could have transacted at the originally called meeting had a quorum then existed.

Section 4.04 Member Notice. The Secretary, or officer performing the Secretary's duties, or the person or persons calling the meeting, shall give meeting notice to those Members who are Members of record at least five (5) days before the time of the notice, either in person, or by email, facsimile, letter, or telephone. For any Member who becomes a Member of record fewer than five (5) days before the time of the notice, the Secretary, or officer performing the Secretary's duties, or the person or persons calling the meeting, shall attempt to give these Members at least reasonable and good faith notice of the meeting but defective notice to any one or more of the Members described in this sentence shall not impact the validity of the meeting notice or of the meeting. Notice for the annual Membership meeting requires at least thirty (30) days' notice. Notice for a special Membership meeting requires at least thirty (30) days' notice.

ARTICLE V

Board of Directors

Section 5.01 General Powers. Except for powers expressly granted to the Members by the Articles of Incorporation, Bylaws, Member resolution, law, or the AIA's bylaws, the business and affairs of AIA Virginia are managed by and vested in the Board.

Section 5.02 Composition of Board.

- a) The Board is composed of the following: i) each person who is elected as an officer as provided for in Article VI, as well as three classes of Directors: ii) six (6) Directors elected by Components ("Component Directors"); iii) two (2) Directors elected by the Members ("~~Associate~~

~~Director” and “At-Large Director” and “Associate Director”~~; and iv) three (3) Ex Officio Directors (“Ex Officio Directors”), ~~who are AIA Members in good standing at the Architect or Associate level,~~ appointed as follows: one (1) by the ~~Dean of the College of Architecture, Arts, and Design at Virginia Tech~~ College of Architecture and Urban Studies of Virginia Tech, one (1) by the ~~Chairman of the Architecture Department at Hampton University’s Department of Architecture~~, and one (1) by the Dean of the University of Virginia School of Architecture.

Section 5.03 Qualification of Directors.

- a) Only an Architect or Associate Member who is a Member-in-good-standing is qualified to serve as a Component Director or At-Large Director.
- b) Only an Associate Member who is a Member-in-good-standing is qualified to serve as an Associate Director.
- c) Only the person appointed by the respective dean or chair of the applicable architecture school may serve as an Ex Officio Director.

Section 5.04 Election and Appointment of Directors.

- a) Officers are elected as provided for in Article VI. Upon election as an officer, the officer becomes a member of the Board.
- b) Each Component Director shall be selected by a Component ~~prior to the AIA Virginia annual Membership meeting,~~ using an election or appointment process determined by the respective Component. Component Directors shall serve a term of two (2) years or until their successors are elected and qualify. A Component Director may serve up to three (3) consecutive terms. The Board shall allocate one (1) Component Director position to each of the five local Components. AIA Northern Virginia shall be allocated an additional Component Director position for a total of two (2).
- c) The Associate Director shall be elected at the annual Membership meeting by majority vote of Members and shall serve a term of two (2) years or until a successor is elected and qualifies. The Associate Director may serve up to two (2) consecutive terms. Components may recommend candidates to the Nominating Committee, which shall propose the nomination at the Membership meeting.
- d) Ex Officio Directors are appointed by their respective schools ~~prior to the annual Membership meeting~~ and shall serve a term of two (2) years or until their successors are elected and qualify. Each respective school may replace its respective representative as an Ex Officio Director at any time upon notice to AIA Virginia. Upon appointment or replacement, the respective school must provide the representative’s name, title, and contact information to AIA Virginia.

e) — The At-Large Director shall be elected at the annual Membership meeting by plurality vote of the Members and shall serve a term of two (2) years. ~~The Board of Directors shall adopt appropriate procedures governing the nomination of At-Large Directors and their selection by the Members, and shall publish such procedures in the Rules of the Organization.~~

e) Section 5.05 Quorum. Fifty percent (50%) of the Directors actually elected (or appointed)

and serving at the time of any given meeting shall constitute a quorum for the transaction of business.

Section 5.06 Meetings of Directors.

a) Meetings of the Board are held at places and at times fixed upon call of the President, the Executive Committee, or at the request of twenty-five percent (25%) of the Directors. The Board shall meet at least once each quarter. The Board shall designate one of its meetings during the year as its annual meeting, which should occur shortly after the annual Membership meeting.

b) The Secretary, or officer performing the Secretary's duties, shall give at least five (5) days' notice either in person, or by email, facsimile, letter, or telephone of meetings of the Directors other than the regular meetings, provided that notice is not necessary for regular meetings held at times and places fixed by resolution of the Board.

c) The Board may hold meetings at any time without notice if all Directors are present, or if those not present waive notice either before or after the meeting. The Board may hold meetings by electronic media as provided by law.

Section 5.07 Voting. Each Component Director, the Associate Director, and At-Large Director is entitled to one vote. The Ex Officio Directors have one collective vote which is cast by the Ex Officio Director they designate. This individual must be determined prior to the first Board meeting of the year. In the absence of this designee, one of the other Ex Officio Directors may cast the one vote on behalf of the group. Voting by proxy is not authorized. Unless the Bylaws, Member resolution, AIA ~~B~~ylaws, or law provide otherwise, any question coming before the Board is determined by a majority vote provided a quorum exists.

Section 5.08 Director Duties. A Director shall exercise the following responsibilities and duties:

- a) Apply good faith and reasonable efforts to promote the best interests of AIA Virginia; and
- b) Attend a minimum of seventy-five percent (75%) of all Board meetings during the Director's term.

Section 5.09 Chair. Unless otherwise decided by the Board, the President or his or her designee

shall serve as chair of and preside over each meeting of the Board.

Section 5.10 AIA Representatives. The Board shall appoint and designate each person who will represent AIA Virginia at an official AIA meeting. Each representative must be an Architect Member who is a Member-in-good-standing.

Section 5.11 Emergency Action. In the event of a bona fide emergency requiring urgent Board action, the Secretary, or officer performing the Secretary's duties, shall give at least forty-eight (48) hours' notice of an emergency meeting of the Board using the same notice procedures required for normal Board meetings. During an emergency meeting, the Board may only consider such actions as may be necessary to address the emergency.

Section 5.12 Director Vacancies.

a) Upon a vacancy in the position of a Component Director, the Component that elected or appointed the Director shall promptly elect or appoint a replacement to serve the remaining balance of the term.

b) Upon a vacancy in the position of Associate Director, the Board shall appoint a replacement to serve the remaining balance of the term.

c) Upon a vacancy in the position of Ex Officio Director, the school that appointed the Director shall promptly elect or appoint a replacement to serve the remaining balance of the term.

d) Upon a vacancy in the position of At-Large Director, the Board shall appoint a replacement to serve the remaining balance of the term.

Section 5.13 Director Removal.

a) A Component may remove a Component Director it previously elected or appointed according to the Component's Bylaws. The AIA Virginia Board of Directors may remove a Director at any time with cause. The removal is effective upon notice to the Secretary.

b) The Board may remove any Associate Director or At-Large Director whose membership status is not in good standing for more than thirty (30) days after receipt of written notice.

c) A school may remove its Ex Officio Director it previously appointed according to its own rules. The removal is effective upon written notice to the Secretary.

ARTICLE VI

Officers

Section 6.01 Officers.

a) AIA Virginia may have as officers a President, a First Vice President (also known as the President-Elect), an Executive Vice President, who serves ex-officio without vote, a Treasurer, a Secretary, and an Immediate Past President. Any person may hold two (2) or more offices concurrently.

Section 6.02 Eligibility. Except for the Executive Vice President, only a Member-in-good-standing

may hold a position as an officer.

Section 6.03 Nominations. The Nominating Committee, any Member, or any component may recommend a qualified Member for consideration by the Nominating Committee as an officer. The Nominating Committee shall prepare a slate of names and present the slate to the Board for approval prior to the annual Membership meeting. Upon approval by the Board, the Nominating Committee shall place the proposed slate of officers before the membership of AIA Virginia by written notice at least thirty (30) days before the annual Membership meeting. Additional nominations of qualified Members for each office about to become vacant may be made at the annual Membership meeting from the floor.

Section 6.04 Election and Term. The voting Members shall elect each officer to the following terms: i) First Vice President/President-elect for one (1) year, succeeding to the presidency for one year; ii) the Secretary for two (2) years, and the Treasurer for two (2) years. The Secretary and Treasurer may serve up to three (3) consecutive terms. The President shall automatically serve as the Immediate Past President upon the end of the President's term and serve for one (1) year. Each officer shall hold office until the officer's successor is elected and qualified. The Board may fill vacancies at any Board meeting.

Section 6.05 Removal.

a) At any time at a proper Membership meeting, the Members entitled to vote may remove or replace any officer with or without cause. Any replacement officer shall serve the remainder of the term.

b) At any time at a proper Board meeting, the Board may replace any officer whose office becomes vacant during the officer's term (other than as the result of an action by the Members) or remove any officer with cause and replace him or her. Any replacement officer shall serve the remainder of the unexpired term.

ARTICLE VII

Powers and Duties of Officers

Section 7.01 President. The President shall serve as the chair of the Board of Directors and shall preside at meetings of the Board. The President shall have all other duties and powers as generally pertain to the office.

Section 7.02 Vice Presidents.

a) The First Vice President shall preside at meetings in the President's absence and, in the event of resignation, disability, or death of the President, the First Vice President shall assume the powers and perform all the duties of the President until the vacancy is filled. The First Vice President assumes the office of President by automatic succession at the conclusion of such First Vice President's term.

b) The Executive Vice President shall perform such duties as described in Article IX.

Section 7.03 Treasurer. The Treasurer or designee shall assure that all monies, funds, securities, and properties of AIA Virginia are properly collected, held, and disbursed; that all financial

records and systems are accurate and professional; that the Board, officers, and committees are properly updated about AIA Virginia's financial status; and shall help the Audit Committee conduct an annual audit of the financial records of AIA Virginia.

Section 7.04 Secretary. The Secretary or designee shall ensure that proper notice of all Board and Membership meetings is given, that an accurate record of all meetings is maintained, and that AIA Virginia's records are accurate and complete. The Secretary shall ensure the timely filing of all required forms with the State Corporation Commission.

Section 7.05 Immediate Past President. The Immediate Past President shall perform such duties as may be assigned by the President or Board and act in an advisory capacity to the President.

Section 7.06 Delegation of Duties. Notwithstanding the above, the Board may delegate and reassign rights, duties, powers, and authority to other AIA Virginia officers, employees, or representatives as the Board may from time to time direct.

ARTICLE VIII

Committees

Section 8.01 Committees. The Board may establish both standing and ad hoc committees to assist with the performance of its duties.

Section 8.02 Executive Committee. The Board shall have as a standing committee the Executive Committee, which is comprised of the Officers of the Board as defined in Article VI. The Committee shall report to the Board at each Board meeting. The Committee shall have full authority, right, and power to act for the Board between Board meetings on all matters except as provided below. The Executive Committee may not engage in any act inconsistent with express action or directive of the Board; adopt a general budget; purchase, sell, lease, or pledge any real property; form an affiliation; make an award of honor; or establish dues, assessments, fees, and costs of membership. The Committee may not amend the ~~R~~rules of the Board or the Bylaws, or elect a successor to any officer whose office or any Director whose position becomes vacant. Any question coming before the Committee is determined by a majority vote provided a quorum of fifty percent plus one (50% +1) of voting members exists. Voting by proxy is not permitted.

Section 8.03 Audit Committee. The Board shall have as a standing committee the Audit Committee. The Board shall appoint the members of the Committee including the chair, and composition of the Audit Committee shall be as determined by the Board. The Committee is responsible for managing the overall audit or financial review process for the Board. Any question coming before the Committee shall be determined by a majority vote provided a quorum exists. Voting by proxy is not permitted.

Section 8.04 Nominating Committee. The Board shall have as a standing committee the Nominating Committee. The Committee is responsible for proposing the slate of officers and undertaking other nominating tasks as assigned by the President or Board.

Section 8.05 Disaster Assistance Committee. The Board shall have as a standing committee the Disaster Assistance Committee. The Committee is responsible for managing the readiness of AIA Virginia for serving as second-responders in the Commonwealth after a natural disaster. The Committee is chaired by the State Disaster Coordinator and consists of the Alternate State Disaster Coordinator, one member from each local AIA component and a representative from the Virginia Department of Emergency Management.

Section 8.06 Committee Chairs and Members. Except as provided otherwise in the Bylaws or by Board action, the President has the authority to appoint one (1) or more chairs or co-chairs for any committee and all committee members, and the President, with counsel from the Board and committee chair, shall make appointments to each committee. Committee members may be re-assigned or removed by the President or the Board at any time.

Section 8.07 Alterations. Unless otherwise provided by these Bylaws, the Board may amend, modify, or change, at any time, the responsibilities and authority of any committee except the Executive or Audit Committees.

Section 8.08 Quorum. Unless otherwise provided by these Bylaws or by resolution of the Board, a committee meeting does not require a quorum and acts by majority vote of the committee members present at a meeting.

ARTICLE IX

Executive Vice President

Section 9.01 Duties. The Board may hire and appoint an Executive Vice President, who shall be the chief ~~administrative~~ ~~executive~~ officer of AIA Virginia. When so hired and appointed, the Executive Vice President is responsible for managing the day-to-day affairs of AIA Virginia including all operations, proposing and managing the annual budget, providing administrative support to committees and officers, maintaining records, interacting with the public, and other responsibilities set forth by these Bylaws or as otherwise established by the Board.

Section 9.02 Direct Report. The Executive Vice President shall report directly to the President. The Board has the authority to amend the Executive Vice President's direct report at any time, except as otherwise established in the Executive Vice President's written agreement.

Section 9.03 Agreement. AIA Virginia may establish a written agreement with the Executive Vice President if approved in advance by the Board or the Board's designee. The Board or its designee must approve any amendment to that agreement.

Section 9.04 Term. The Board shall determine the term of office for the Executive Vice President at the time of appointment. The Board may re-hire and re-appoint the Executive Vice President to additional terms.

Section 9.05 Termination. Upon hiring and appointment, the Board may thereafter replace the Executive Vice President or eliminate the Executive Vice President position at any time if it believes that to be in the best interests of AIA Virginia except as otherwise established in the written agreement with the Executive Vice President.

Section 9.06 Board. The Executive Vice President shall be an ex-officio member of the Board and the Executive Committee, without vote.

ARTICLE X

Miscellaneous

Section 10.01 Endorsements. AIA Virginia shall not approve, sponsor, or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing, or dealing in any material product. However, this provision shall not prohibit AIA Virginia from providing awards based upon merit and achievement.

Section 10.02 Affiliations. AIA Virginia may affiliate with any non-profit ~~construction industry~~ organization operating within Virginia which promotes the mission and objects of AIA Virginia, and which is not used or maintained for financial gain, price fixing, or political purposes.

Section 10.03 Sections. AIA Virginia may form one or more sections under the rules established by the AIA's bylaws and under guidelines set by the Board. If a section is established, AIA Virginia will follow the requirements established in the AIA's bylaws.

Section 10.04 Parliamentary Procedure. Robert's Rules of Order, Newly Revised, shall supplement the Bylaws and the procedural rules and regulations adopted by the Members or Board, and shall govern AIA Virginia, the Members, the Board, the Executive Committee, the Audit Committee, and all other committees except to the extent Robert's Rules of Order conflicts with the Articles of Incorporation, the Bylaws, or any rule and regulation adopted by AIA Virginia.

Section 10.05 Indemnification. For any person who was or is a party or is threatened to be made a party to any action by reason of the fact that such person is or was a director, officer, employee, or agent of AIA Virginia, AIA Virginia shall indemnify the person against judgments, fines, amounts paid in settlement, and expenses actually or reasonably incurred by such person in connection with such action, suit, or proceeding to extent of AIA Virginia's insurance coverage, if and only if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of AIA Virginia; and with respect to any criminal action, had no reasonable cause to believe that the person's conduct was unlawful. Each such indemnity shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI

Amendment of Bylaws and Articles of Incorporation

Section 11.01 The Members may amend or repeal these Bylaws at any proper Membership meeting by an affirmative vote of not less than two-thirds (2/3) of all votes cast at the meeting. The Board may not amend the Bylaws.

Section 11.02 AIA Bylaws. AIA Virginia's Bylaws shall remain consistent with the AIA's Bylaws and of their general form and order, and every such Bylaw and every amendment thereto must be submitted to the AIA Secretary for approval. AIA Virginia shall amend the Bylaws to conform to the AIA's bylaws as soon as it can properly do so after these Bylaws or any amendments become effective.

Section 11.03 Interpretation. These Bylaws shall be interpreted according to the laws of the Commonwealth of Virginia.

Section 11.04 Articles. AIA Virginia may amend the Articles of Incorporation in the same manner as amending the Bylaws.

CERTIFICATION

The undersigned as Secretary of AIA Virginia certifies that the foregoing is a true copy of the Bylaws of AIA Virginia effective as of ~~November 3, 2024~~ NOV 2024.

Secretary