



NORTHWEST & PACIFIC REGION BYLAWS

ARTICLE 1- ORGANIZATION, PURPOSE, DUTIES & LIMITATIONS

1.1 ORGANIZATION

1.1.1 THIS ORGANIZATION

1. NAME. The name of this organization is AIA/Northwest & Pacific Region, (the “Region”).
2. STATUS. The Region is a not-for-profit organization. Its intentions are to comply with the United States Internal Revenue Code, Section 501 (c) 6.

1.1.2 RELATED ORGANIZATIONS

1. THE INSTITUTE. The Region is established by The American Institute of Architects (the “AIA” or “Institute”), a not-for-profit professional United States organization for architects, their associates and other related and affiliate members, with headquarters in Washington, D.C., which is incorporated under the laws of the State of New York.
2. REGION MEMBERS. The membership of the Region (“Member”) consists of the state and local components (“Component-Member”) of AIA who are chartered by AIA in the territory assigned to the Region by the Institute. These Components include AIA State Councils, AIA State Chapters, and AIA Local Chapters. Sections of Chapters participate in the Region as part of their Chapter. The AIA Components of the following states, U. S. Territories, and foreign countries are currently assigned to this Region:
 - a. Alaska
 - b. Guam and Micronesia
 - c. Hawaii
 - d. Hong Kong
 - e. Idaho
 - f. Japan
 - g. Montana
 - h. Oregon
 - i. Washington
3. AFFILIATED MEMBERS. The Region recognizes schools of architecture (“Schools”) with accredited programs and the American

Institute of Architectural Students (“AIAS”) chapters within the Region as affiliate organizations. Other organizations may be considered affiliated at the discretion of the Region. If the affiliate organization chooses to join the Region and pay dues, the organization will be recognized as a Region Affiliate Member (“Affiliate”) and receive the Region’s benefits of membership defined by the Bylaws or by further resolution of the Region.

1.2 PURPOSE, POWERS, DUTIES & LIMITATIONS

1.2.1 PURPOSE

The purposes for which this organization exists are to advance the interests and purposes of the AIA within the geographic territory of the Region in concert with the Components, individuals AIA Members, Schools and AIAS Chapters therein; and to further the purpose of the Region by serving as a positive and responsive communicating link between Components, Schools and AIAS Chapters within the Region, and between them and the Institute. Furthermore, the organization shall provide for leadership development within the Region by maintaining a Leadership Development Fund, from which distributions shall be made towards its purpose.

The AIA Northwest and Pacific Region, representing regional interests to the Institute, should encourage and help coordinate communication and collaboration among components within the Region and effectively link the Region’s components and members to the National level of the American Institute of Architects.

The central purpose of the AIA NWP Region is to elect directors who will effectively contribute to the leadership of the Institute and represent the diverse interests and perspectives of AIA members and components within the Region.

A vision for the AIA NWP Region’s future is one in which the influence and insight of the individual AIA member within the region is directly felt in the decision that set the directions for the future of the AIA at the national level. One’s leadership capabilities and knowledge base would be maximized, one’s voice would be heard, and one’s talents effectively employed to advance the Institute and the profession of Architecture.

1.2.2 POWERS

1. ORGANIZATION CONTROL. The policies related to management, direction, control and administration of the property, affairs and business of the Region shall be made by the Region Board of Representatives (“Region Board”), which shall exercise all authority, rights and powers granted to it by these Bylaws. Additionally, certain powers and authority shall be exercised under Article 2.4 Regional Organization Operations.

2. REPRESENTATION. The region shall represent and act for the Members and the Components within the Region on Regional matters only.

3. LEVY DUES. The Region may levy and collect annual dues for its Components and Affiliated Organizations.

4. TRUSTEESHIP. The Region may act as trustee for charitable purposes.

5. MONEY AND PROPERTY. The Region may borrow and lend money and own property of all kinds, movable or immovable, and engage in other activities which may be incidental to any of the above purposes.

6. AWARDS. The Region may make awards to persons, firms, corporations, or associations for meritorious work in their respective fields within the territory of this Region. The token of each award may be in the form of a medal, a certificate, a grant, a scholarship or otherwise as the Region shall determine.

1.2.3 DUTIES

1. ARCHITECTURAL MATTERS. It shall be the duty of the Region to consider matters relating to the profession of architecture within the territory of the Region.

2. ELECT DIRECTORS. The Region shall submit to the Institute the Region's Director(s)-Elect for the office of Region Director(s) ("Director") and membership on the Institute's Board of Directors prior to the termination of a current Director's term(s).

1.2.4 LIMITATIONS

1. INSTITUTE SUPPORT. The Region shall support the Institute and its activities, and shall not directly or indirectly nullify or contravene any bylaw, rule or policy of the Institute.

2. ENDORSEMENTS. The Region shall not make endorsements or recommendations directly or indirectly of a political party or of a nominee for public office or of a commercial material, service, or object.

3. RELATIONS WITH OTHER ORGANIZATIONS. The Region shall have no financial interest in the property, assets, or liabilities of any other organization in which it may hold membership, or with which it may be affiliated, unless specifically agreed to in writing by both parties, and approved by the Region Board and confirmed by vote of the Component delegates at the Region's Annual Meeting.

4. LIMITED ACTIVITY. The Region shall not undertake any activity that is properly the function of its member components.

ARTICLE 2 - GOVERNANCE & THE EXECUTIVE

2.1 BOARD OF REPRESENTATIVES

2.1.1 PURPOSE. The purpose of the Region Board is to deliberate and act on matters before the Region Board and establish policies and procedures consistent with the purposes of the Region, which will guide the Directors in carrying on the management of the Region's affairs, including:

1. REGIONAL MEETINGS. Planning Regional Meetings or Conferences, in coordination with the Components and particularly the Component designated to host the Region's Annual Conference.

2. FELLOWSHIP. Promoting fellowship and communication among AIA individual members and Components with the Region, and between the Region and the Institute.

3. MANAGEMENT & FINANCIAL CONDUCT. Providing for planning, budgeting and controlling the conduct of the Region's affairs, administratively and financially, consistent with the Region's purpose and objectives.

4. LEADERSHIP DEVELOPMENT. Developing and electing leaders for Institute service by the appointment and review and oversight of a leadership development team to administer the Region's Leadership Development Fund.

2.1.2 POWERS. The Region Board shall have, on behalf of the Region, all the powers and authority that may be conferred upon nonprofit organizations under provisions of law, and may engage in any legal activity which is consistent with its objectives and with these Bylaws.

2.1.3 BOARD MEMBERSHIP. Membership on the Region Board of Representatives shall consist of the Directors of the Region, two (2) representatives from each Component, the President and President-Elect (or on a meeting by meeting basis, the Component's other duly authorized member representatives who present written credentials), the Regional Associate Director and one (1) AIAS Chapter representative. The Regional Associate Director and the AIAS Chapter representatives shall be selected by the Directors from those nominated by Components and shall each serve one (1) year terms. The Region Executive ("Executive") shall also serve on the Region Board, but shall not have a vote on matters before the Region Board.

2.1.4 THE CHAIR. The Senior Director shall act as Region Board Chair and shall cast a vote only as necessary to break a tie vote.

2.2 DIRECTORS

The Region shall elect Director(s) according to the number and term allowed the Region by the Institute. The Director(s) shall be Architect Members assigned to a Component in the Region.

The Director(s) shall be representative(s) of the Region on the Institute Board and serve on the Region Board within the Region and shall exercise such authority and assume such responsibilities in those positions as established by these Bylaws and the Bylaws of the Institute.

2.2.1 THE SENIOR DIRECTOR

1. DEFINITION. The term "Senior Director" shall mean the Director with the least remaining term of office.

2. DUTIES. The Senior Director shall preside at the meetings of the Region Board and shall perform such other duties as may be necessary to direct the affairs of the Region. The Senior Director shall be an ex-officio member of all committees.
3. SPOKESPERSON. The Senior Director shall be the speaker for the Region in all matters of public importance.
4. AUTHORITY. The Senior Director shall sign all contracts and legal documents for and in the name of the Region. The Senior Director shall take charge of and be responsible for the financial work pertaining to the business of the Region as Treasurer of the Region.
5. BOOKS. As Treasurer, the Senior Director shall be responsible for the Region's books of account.
6. DISCLOSURE. As Treasurer, the Senior Director shall have exhibited the books and any and all papers and vouchers when required by the Region Board.
7. WRITTEN STATEMENTS. As Treasurer, the Senior Director shall have submitted a written statement of receipts and disbursements to the Region Board at each of their regular meetings.
8. BILLS & INVOICES. As Treasurer, the Senior Director shall review and authorize payment of bills that are legitimately presented.
9. ANNUAL ACCOUNT. As Treasurer, the Senior Director shall have a summary of the books submitted annually to the Region Board 30 days prior to the Region Annual Meeting.
10. BUDGET. As Treasurer, the Senior Director shall have a draft of the fiscal year annual budget prepared and sent to all members of the Region Board 30 days prior to the Grassroots Board Meeting. After adoption by the Region Board, the Senior Director shall have a budget report prepared showing the expenditures to date and any variance from the budget, and have it distributed to the Region Board Members at least fifteen (15) days prior to any regular meeting of the Region Board.

2.2.2 JUNIOR DIRECTOR(S)

1. DEFINITION. The term "Junior Director(s)" shall mean the Director(s) with the greater remaining term of office.
2. DUTIES. The Junior Director with the greater remaining term of office shall, in the absence of the Senior Director, preside at meetings and perform such other duties as are properly assigned by the Senior Director and shall serve as Parliamentarian at all Region meetings or designate a representative to fill the duty. The Junior Director shall also take charge of and be responsible for the clerical work pertaining to the business of the Region as Secretary of the Region.

3. SUCCESSION. The Junior Director with the least remaining term of office shall succeed to the office of Senior Director upon expiration or vacancy of the term of office of the Senior Director.

4. RECORDS. The Junior Director, acting as Secretary, shall have prepared a record (minutes) of all meetings of the Region Board and shall have the minutes distributed to the attendees no later than 30 days after the meeting.

5. ROSTER. As Secretary, the Junior Director shall have make and maintain a complete roster of Components and their members, and have it make available to components and others as may be directed by the Region Board.

6. NOTICES. As Secretary, the Junior Director shall have notices issued of all authorized meetings of the Region Board to all Components and members of the Region Board.

7. DISCLOSURE. As Secretary, the Junior Director shall cause to be exhibited any and all data, records, correspondence, documents, and any other information in the Secretary's care or possession whenever so required by the Region Board.

2.3 REGIONAL REPRESENTATIVES TO THE COLLEGE OF FELLOWS

2.3.1 COLLEGE OF FELLOWS REPRESENTATIVES. The Region will elect two Fellows from within the Region to serve as Representatives to the College of Fellows

2.3.2 TERMS OF OFFICE . The individuals terms will parallel those of the two Directors such that their election will occur in the same year as that of a new Director.

2.3.3 ELECTION . The process and requirements for Election of the College of Fellows Representatives are described in the Governance Policies Section 2.2

2.4 REGION EXECUTIVE & OFFICES

2.4.1 EXECUTIVE SELECTION. The term "Region Executive" shall mean an individual selected by the Senior Director, with concurrence of the Junior Director(s) to assist the Director(s) in carrying out the responsibilities and procedures connected with the business and operations of the Region.

2.4.2 EXECUTIVE CONTRACT. A contract for services or employment between the Region and the Executive or a Component, if the Executive is being shared, including remuneration and duties, shall be drafted by the Senior Director, ratified by the other Director(s), and signed by the Senior Director on behalf of the Region. Executive performance, as defined by the contract, shall be reviewed by the Senior Director with the Executive on an annual basis. The other Director(s) shall ratify any modifications, extensions, or termination of the contract by the Senior Director.

2.4.3 REGION OFFICES. The offices of the Region shall be located at an address determined by the Senior Director, or at the Executive's Component offices if the Executive is being shared.

2.5 REGIONAL ORGANIZATION OPERATIONS

2.5.1 EXECUTIVE GROUP. The Executive Group, composed of the Senior and Junior Director and the Region's Executive Director shall confer periodically to coordinate and conduct the business of the Region.

2.5.2 GOVERNANCE POLICIES. To carry out the objectives of the Regional Organization, the Executive Group and the Board of Representatives shall establish Governance Policies for the more routine conduct of regional business. These Governance Policies may be modified from time to time by the Regional Directors at their discretion.

ARTICLE 3 - MEETINGS & CONFERENCES

3.1 MEETINGS GENERAL PROVISIONS

3.1.1 RULES OF ORDER. Conduct of meetings will be informal, however questions or disputes pertaining to procedure shall be determined in accordance with Robert's Rules of Order, as most recently revised.

3.1.2 NOTICES AND MINUTES. The Junior Director acting as Secretary shall have a written notice of each meeting prepared and postmarked to each Component not less than thirty (30) days before the date fixed for the meeting. Prior to any meeting of the Region Board where a proposed dues increase or assessment is to be on the agenda for final action, written notice of the meeting together with the specifics of the proposed increase and its rationale are to be prepared and postmarked to each Component not less than sixty (60) days before the date fixed for the meeting. The Junior Director, acting as Secretary, shall have minutes of these meetings recorded and approved by the body meeting at the next succeeding meeting.

3.2 REGION ANNUAL MEETINGS

3.2.1 ANNUAL MEETING. The Region shall hold an Annual Meeting, in conjunction with an annual Regional Conference, for the purpose of transacting any Region business and for election of Directors and Regional Representatives to the College of Fellows, as necessary. Choosing the place and setting the agenda for the Annual Meeting and Conference are the responsibility of the Senior Director. The Senior Director shall consult with the Host Component for the Conference pertaining to time and place.

3.2.2 ATTENDANCE & VOTING AUTHORIZATION. Any AIA or Associate AIA Member of a Component in the Region or member affiliate organizations may attend the Annual Meeting and participate in all business of the Conference, except that only duly authorized Delegates of Components and others (authorized by) as designated in Section 4.3.1 of these Bylaws may vote on amendment(s) to the Bylaws, elections and any other matters put to a vote at the Annual Meeting.

3.2.3 QUORUM. The presence of one (1) representative from a majority of the Region Components holding delegate responsibility shall constitute a quorum, and all decisions shall be rendered by concurring vote of not less than the majority of the Delegate votes present, unless otherwise required by these Bylaws.

3.3 MEETINGS OF THE BOARD OF REPRESENTATIVES

3.3.1 REGULAR MEETING. The Region Board shall hold at least three regular meetings each year: prior to or during the Institute's "Grassroots" meeting; prior to or during the Institute's Annual Convention; prior to or during the Regional Conference.

3.3.2 SPECIAL MEETINGS. A special meeting of the Region Board may be called by the Senior Director or by written petition of any five (5) members of the Region Board.

3.3.3 QUORUM & VOTING. The presence of a Representative of a majority of the Components in the Region shall constitute a quorum, and all decisions shall be rendered by concurring vote of not less than the majority of the Representatives present, unless otherwise required by these Bylaws.

3.4 REGION CONFERENCE

3.4.1 PURPOSE. A Regional Conference shall be held each year. The purpose of the Conference shall be to provide a forum for the Region Annual Meeting and to advance the profession of architecture within territory of the Region by gathering the Component members, individual AIA members, Associates, faculty and students of Schools of Architecture in the Region to hear speakers, view exhibits, present awards, partake of professional development seminars and enjoy fellowship.

3.4.2 HOST COMPONENT. The Component that sponsors the Conference shall be known as the Host Component ("Host") and shall make any and all arrangements for the conference to the satisfaction of the Senior Director.

3.4.3 CONFERENCE ROTATION. In an orderly rotation established and overseen by the Senior Director, in consultation with the Region Board, each Component in turn shall be given the option to serve as "Host Component" of the Regional Conference.

ARTICLE 4 - ELECTIONS

4.1 ELECTIONS OF DIRECTORS

The Senior Director shall be responsible to oversee the election of Director(s)

4.2 NOMINATING PROCEDURES

4.2.1 FORMAL NOMINATIONS. Official announcements of an office vacancy and opening of nominations for such vacancies will be initiated at the Regional Conference the year prior to the vacancy occurring. Formal nominations shall be completed prior to the Region Board Meeting at the time of the Institute's Annual Convention, at which time the Senior Director will announce the slate of candidates. All nominees shall be AIA Members assigned to a Component of the Region.

4.2.2 QUALIFICATIONS OF NOMINATORS. Nominations of Directors may be made to the Senior Director by petition containing the signatures of not less than ten AIA Members of a Component in the Region, or by resolution of any Component within the Region.

4.2.3 NOMINATIONS FROM THE FLOOR. Nominations of Directors may be made from the floor at the Annual Meeting of the Region at the time of election for the vacant office.

4.2.4 NOMINEE INFORMATION SHEET. Campaign material shall be limited to the nominee's sheet, one 8-1/2" X 11" sheet, one-sided, which shall include a photograph of the nominee. The information sheet shall be furnished with the written and endorsed nomination to the Senior Director not later than thirty (30) days prior to the Region Board Meeting scheduled for the time of the Institute's Annual Convention. After acceptance of an individual's candidacy by the Senior Director, this sheet may be used for mail-outs from the nominating Component or the Nominee prior to the Regional Conference and for distribution at the Conference.

4.2.5 PRESENTATION BY NOMINEES. A time for a formal presentation by each nominee shall be provided at the business session of the Region Conference prior to election at the Region Annual Meeting.

4.3 VOTING

4.3.1 SECRET BALLOT. Voting shall be by secret ballot by the accredited delegates present at the time set for elections at the Region Conference. The vote shall be weighted for each Component in proportion to the amount and manner prescribed by the Institute for elections at the preceding National Convention. The candidate receiving the majority of votes will be elected. In addition to Component delegate votes, each of the following shall have one (1) at-large delegate vote:

1. Each Director of the Region.
2. Each Institute President and Past President who permanently resides in the Region.
3. Each Past Director of the Region who permanently resides in the Region.

4.3.2 SECTION. Those units denoted as Sections of Component Chapters, which are not allocated votes by the Institute, are represented by the vote allocation of the Chapter. Each Chapter shall decide if and how to assign votes to its Section(s).

4.3.3 PRESENT TO VOTE. Delegates must be present to vote.

4.3.4 PROXIES. Proxy voting is not permitted.

4.4 RUNOFF ELECTIONS

In the case where a majority is not reached, a runoff between the two leading candidates for an office will determine the election.

4.5 VACANCIES

4.5.1 SUCCESSOR. If a Director fails to complete the prescribed term of office, an individual selected by the remaining Director(s) shall temporarily fill the position. Should all Directors resign or fail to complete their terms, the immediate past Director shall assume authority until a Director(s) can be elected at a duly announced business meeting of the Region. The interim Director does not become a member of the AIA Board by virtue of the interim position; the AIA Board position is vacant until a successor is elected in accordance with the AIA Bylaws.

4.5.2 TERM. The term of the interim Director shall be limited in duration to the unexpired period of the term of the Director in whose stead the interim Director serves.

4.6 RECALL OF DIRECTORS

To remove a Director from office, the representatives of any two Components may sponsor a motion to recall at any meeting of the Board, or delegates of any two Components may sponsor a motion to recall at the Annual Meeting of the Region. The recall of a Director requires a two-thirds (2/3) majority vote of the entire membership of the Board, or a simple majority vote of the delegates at the Annual Meeting of the Region.

ARTICLE 5 - COMMITTEES, TASK GROUPS & COMMISSIONS

5.1 CREATION. Region committees, commissions and task groups may be created by the Region Board and/or the Senior Director to perform services for the Region. The Senior Director shall make appointments to the respective committees. The mission, membership, and operating procedures of the Committees, Task Groups, and Commissions shall be established within the Governance Policies.

5.2 LIMITATIONS. Committees, commissions or task groups shall not be established which duplicate committees, commissions or task groups of the Region's Components or the Institute.

5.4 STANDING COMMITTEES—Standing committees shall include, but not restricted to, the following:-

5.4.1 FINANCE COMMITTEE. The Finance Committee is a standing committee whose purpose is to evaluate budgets and the fiscal well being of the Region and make recommendations to the Directors regarding changes to existing fiscal programs and for the implementation of future fiscal programs safeguard that will help ensure the fiscal well being of the Region. The Finance Committee chair shall be the Senior Director who shall not vote except in the case of a tie vote-

5.4. 2 DESIGN AWARDS COMMITTEE. The Design Awards Committee is a standing committee whose purpose is a conduct a design awards program honoring exceptional design within the Region in conjunction with the Regional Conference-

5.4.3 MEDAL OF HONOR AWARD COMMITTEE—The Medal of Honor Award Committee shall be appointed by the Regional Directors to act as a jury to select and recognize an individual member of the AIA Northwest and Pacific Region who has consistently demonstrated excellence in design, the practice of Architecture, Architectural education, or service to the profession, which has promoted public understanding of Architects and Architecture, and who has made notable contributions unique to this Region-

5.4.4 CONFERENCE SUPPORT TEAM. The Conference Support team is a standing committee whose purpose is to review, consult, and advise regional components on the planning and execution of regional conferences-

ARTICLE 6 - DUES, FEES, ASSESSMENTS AND FINANCES

6.1 FISCAL YEAR. The fiscal year of the Region shall begin on the first day of January and end the last day of December of the same year.

6.2 DUES. Each Component Member and Affiliate Member shall remit dues to the Region in the amount determined by the Region Board. Dues for Components with individual AIA Members shall be assessed based on a multiple, set by the Region Board, times the number of AIA Members officially assigned by the Institute to the Component Chapter according to the Institute's records as of August 1 of the previous year. Dues for other Component Members, such as State Councils, and Affiliate Members of the Region shall be a lump sum as determined by the Region Board.

6.2.1 RECEIPT AND DISTRIBUTION OF DUES

1. DUES PAYABLE. Region dues shall be for the calendar year and shall be due and payable to the Region on the first day of that calendar year or as otherwise determined by the Region Board.

2. DEFAULT. Dues shall be in default if not paid by May 1. Therefore, until paid by the delinquent Component Members or Affiliate, the Component and its individual members, if any, May not participate in Region affairs. If a Component Chapter is in default of its dues, its Sections are also in default.

3. LEADERSHIP DEVELOPMENT FUND ALLOCATION. Of the dues received by the Region, a portion shall be designated by the Region Board to be paid into the Region Leadership Development Fund. The Region Board shall establish the portion each time it revises the dues.

4. METHOD OF PAYMENT OF DUES. An invoice shall be sent by the Region or by others designated by the Region of the Component Members and Affiliate Members on or about the first of each calendar year. Dues shall be payable directly to the Region, unless otherwise stipulated by the Region Board.

6.3 ASSESSMENTS

6.3.1 AUTHORITY. The Region Board, by the concurring vote of not less than two-thirds (2/3) of the total number of voting members present at a meeting, May levy an assessment on Component Member. The Amount of the assessment on each Component Member, respectively, in any fiscal year shall not exceed 100 percent of the amount of the annual dues required to be paid by each Component Member for the year. Affiliates may not be assessed. Voting shall be as designated in Section 3.3.3 of these Bylaws.

6.3.2 NOTICE OF ASSESSMENT. Notice of the intention to levy an assessment stating the amount and the reasons and necessity for the assessment, when it shall be payable, and the time within which it must be paid before a Component Member or Affiliate will be in default for nonpayment shall be mailed to every Component Member and Affiliate not less than 30 days prior to the meeting of the Region Board at which the proposed assessment is to be voted on.

6.4 ANNUAL BUDGET. At the last meeting prior to the commencement of the new fiscal year, the Region Board, by vote of not less that two-thirds of those present shall adopt a budget for the next fiscal year. The Region Board at other meetings during the year may request adjustments or revisions. To be adopted, a revised budget will require a vote of not less that two-thirds (2/3) of those present.

6.5 REVENUES & EXPENDITURE.

6.5.1 DEPOSITS. The Senior Director shall deposit or cause to be deposited and maintain all funds received by the Region in depository accounts. Such depositories shall be interest bearing whenever possible. The Senior Director shall review quarterly the interest being earned and the risks associated with each account and make such changes in depositories, as the Senior Director deems prudent to maintain accounts, which earn the highest earnings, possible.

6.5.2 EXPENDITURES. Checks for the withdrawal of Region funds shall have prior written approval by the Senior Director. The Board shall define the limits of such authority in writing.

6.5.3 EXPENSES OF INDIVIDUALS. The expenses of Directors (as otherwise not funded or reimbursed by the Institute) of the Region and others authorized shall be reimbursed for an amount not to exceed actual lodging, travel, reproduction and communication expenses.

6.5.4 LIMITATION OF AUTHORITY. No Director, Component, or other representative of the Region shall have the authority to contract any obligation of the Region or to expend any funds of the Region unless the contract or commitment has been authorized at a duly called meeting of the Region Board, and unless the Region Board has made an appropriation of funds for the purpose.

6.6 RESERVES. A balance known as a Reserve Fund, equal to not less than one-sixth ($\frac{1}{6}$) of the preceding fiscal year budget, shall be kept in an interest-bearing account or in certificates of deposit. The funds shall be used at the discretion of the Region Board only for unplanned and unbudgeted financial obligations for the Region. The fund, if depleted, shall be restored to the required balance by budgeting and paying into the fund an amount equal to one-third ($\frac{1}{3}$) of the amount of the fund shortfall each succeeding fiscal year for three years following the depletion of the reserve.

6.7 SPECIAL PROJECTS FUND. Monies held by the Region in excess of the Reserve Fund shall be placed into the Special Projects Fund. The funds shall be used at the discretion of the Region Board only for projects that further the purpose for which this organization exists, and which cannot be funded through other means. Projects may be approved by the Region Board either through the normal budgeting process, or if the Directors call for a special meeting, by a vote via conference call or email discussion and voting.

6.8 FUND ACCOUNTING. Funds for the Region Leadership Development Fund and Reserve Fund shall be accounted for separately from ordinary operating funds of the Region. The Senior Director shall have an annual report prepared and presented at the Annual Meeting showing the individual fund account status and balances for the current year as compared to the previous year.

6.9 FINANCIAL REVIEWS. Whenever the term of a Senior Director is about to be completed and prior to the new Senior Director taking office, the accounts, books, contracts and other financial documents of the Region shall be reviewed and reported on by a certified public accountant.

ARTICLE 7 - GENERAL PROVISIONS

7.1 INDEMNIFICATION. Each person who serves the Region as a Director or Executive or in another authorized Representative capacity, whether remunerated or unremunerated for such services as are provided at the request on behalf of the Region and their respective heirs, executors, and personal representative shall be indemnified by the Region against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding to which they are made a party by reason of being or having been acting in the capacity of such Director, - or Executive or Representative, except in relation to matters as to which they shall be judged in such action, suit, or proceeding to be liable

for negligence or misconduct in performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw agreement, vote of the Region or the Region Board.

ARTICLE 8 - AMENDMENTS

8.1 AMENDMENT PROCEDURE

8.1.1 AMENDMENT PROPOSAL. The Director(s) or any Region Component may initiate amendment to these Bylaws.

8.1.2 PLACE, NOTICE & VOTING. These Bylaws may be amended at any regular meeting of the Region provided that a notice stating the purpose of each proposed amendment and the reason for it is sent to every Component not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be considered and voted on. A Bylaw amendment shall require a two-thirds (2/3) vote of the delegates present to pass. Voting shall be as designated in Section 4.3 of these Bylaws.

8.1.3 INSTITUTE APPROVAL. Every Bylaw amendment shall be submitted for approval to the Institute's Secretary as to its conformity with Institute Bylaws and shall become effective only upon receipt of such written approval.

8.2 ADMINISTRATIVE CORRECTIONS. Administrative corrections to these Bylaws, meaning corrections of conflicts and inconsistencies in wording or intent and those required for conformance to Institute Bylaws, may be made by the Region Board by a simple majority vote of those present without prior notice.

Adopted October 15, 2010