

**By Laws
For
The National Organization
Of
Minority Architects**

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Vice President/Pres. Elect:	R. Steven Lewis
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ARTICLE 1 ORGANIZATION

1.0 ORGANIZATION

1.01 Organization Name. The name of this Professional membership corporation is The National Organization of Minority Architects. In these Bylaws the corporation will be called NOMA.

1.02 Organization Domain. The domain of NOMA shall be the United States of America, its territories and possessions with International affiliates.

1.1 PURPOSE

Conscious of the continuing deteriorating physical, economic, social and political fabric of this county, we as architects are concerned with the state of the environment, of all people and uniquely concerned with the state of minorities in America. As minorities in architecture, we have come together to define solutions which will insure a healthy living and working environment for the total community.

We find, as minorities in architecture, a commonalty of purpose and experience that warrants our combined efforts in the advancement of our profession, our respective activities in it, and the needs of the communities we serve.

The minorities in architecture are qualified to provide professional services in all areas of our environment, but because of his particular sensitivity to the minority community, he is uniquely qualified to provide services and solve problems therein. By consolidating our thinking, economic power, political power and other resources, our ability to achieve these goals is greatly enhanced.

To these ends, we establish this organization which is built on the bonds of the common professional interests that brings us together; and, equally, on the bonds of friendship and fraternity that will sustain and enrich our association.

We have organized to contribute our knowledge and expertise, and join hands with other organized disciplines to address problems confronting our communities.

1.11 ORGANIZATION PARTS

1.21 NOMA Education Foundation, established in January 2005 shall be a nonprofit subsidiary of NOMA to raise funds for NOMA and advise the Board on matters related to the pursuit of NOMA objectives and distribution of said funds for educational purposes for NOMA and NOMAS. The current NOMA President and the Executive Board shall become the current Executive Board for the Educational Foundation at the completion of his or her terms.

1.22 The NOMA Foundation Inc., shall be a nonprofit charitable corporation to own and preserve the records and work of minority architects, establish professorship and assist architectural, educational and research projects; to provide for the disseminating of literature and information of use and advantage to the profession of architecture and the arts and services allies to it; to assist by cooperation and association in any activity that

shall result in the improvement of the profession of architecture; and to undertake any other related activities.

1.23 NOMA Council, shall be an advisory board established to advise and counsel the NOMA Board on matters related to the pursuit of NOMA's history and mission. The Council shall be comprised of all past NOMA Presidents. The Current NOMA President shall become a Council Member at the completion of his or her terms.

1.24 NOMA Chapters, shall be established in the territories of the United States of America exclusively for charitable, scientific, social and educational purposes and to care for the local members as an outreach for the assigned members.

1.25 NOMAS Chapters, shall be established in the territories of the United States of America exclusively for educational purposes and to care for the local student members as an outreach for the students members.

1.26 NOMA Members, shall be all persons in each category listed under Article 2, Section 2.0- Membership, whose dues are current to the National Organization and to their Assigned Chapter and who are in good standing under the local laws where they live.

1.27 NOMA FIRM MEMBER, Shall be all entities in the category listed under Article 2, Section 2.019, whose dues are current to the National Organization and who are in good standing under the local laws where they are headquartered.

1.3 AFFILIATIONS

Any national professional organization may be affiliated with NOMA for which the purpose is to strengthen and form strategic alliances to support the goals and objectives in a mutually beneficial way.

ARTICLE 2 MEMBERSHIP

2.0 MEMBERSHIP

2.01 Categories of Membership and Rights and Duties. NOMA is a non-for-profit membership corporation, incorporated under the laws of Illinois, with the categories of membership listed. Every member of NOMA in good standing shall have and may exercise and use all of the rights and privileges of his/her category of membership conferred by law or granted by the provisions of these Bylaws and/or by the Board.

2.011 Professional Members. Licensed architects in the United States, its territories and possessions may be admitted to membership with full voting status and privileges are called NOMA Architects.

2.012 Intern Members. Graduates from an accredited Architectural school. Individuals admitted to membership with full voting status and privileges are called Interns.

2.013 Associate Members. Individuals who have an equivalent architectural license from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Individuals admitted with limited voting status and privileges are called Associates.

2.014 Allied Member. Professional persons who are not Licensed Architects, but who maybe licensed in another field. Allied members may serve in any capacity other than Chair on NOMA committees, attend meetings and conventions, and participate in the scheduled activities and programs of NOMA. They may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other policy-setting position.

2.015 Student Member. Those who are currently registered full-time in a 2-year Technical College program majoring in architecture or an NAAB accredited Program or School of Architecture. Admitted with limited voting status and privileges are called Student Members. Individuals admitted to this membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Once admitted, members shall be assigned to a chapter and/or state organization whose territory includes or is nearest to their principal place of business or residence and will be counted as part of a Professional Local Chapter.

2.016 Emeritus Member. Individuals admitted to this membership will be Licensed Architects who are retired and of legal retirement age that no longer practice architecture. These members will have limited voting privileges, and they may serve in any position on the local Board.

2.017 Honorary Member. Individuals admitted to this membership is a person of esteemed character who is otherwise ineligible for membership in NOMA but who have rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith. Those who are admitted as Honorary Members have no voting privileges.

2.018 Chapter Membership. Any group of five or more in an area who forms and want to be recognized as a Professional Membership chapter of NOMA will be charter and known as a Chapter Member.

2.019 Firm Membership. Entities admitted to this membership will be any firm having at least one principal or partner who is a professional member of NOMA. Member firms do not have voting privileges.

2.02 General Rights and Duties of Members. Every member of NOMA in good standing shall have and may exercise and use all of the rights and privileges of his/her category of membership conferred by law or granted by the provisions of these Bylaws or by the board. They may vote on National and Local issues, serve on committees or boards as if qualified, and use the initials of NOMA with the category qualified as listed.

2.021 Literature. Members in good standing shall have their names published in any membership listing of NOMA and shall receive the magazine of The National Organization of Minority Architects and other documents, periodicals, and literature from NOMA and from the region, state, and chapter to which they belong, under terms which the respective boards shall fix. Upon written approval on application.

2.03 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied. Amendments will be made in writing, dated, and stored Nationally as well as Locally at assigned chapters.

2.04 Application for Membership.

2.041 Declaration by Applicants. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Applicant should supply copy of current license, transcript or certificate for the category specified on the application.

2.042 Application for Membership. Application for membership shall be made via membership application, website application or through Local Chapter and mailing all appropriate copies for file.

2.043 Reapplication for Admission. An applicant found not qualified for admission may reapply upon becoming qualified for admission.

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

2.045 Reinstatement Membership from Default. Members who are defaulted in annual membership dues and shall reapply for membership in eligible category and agree to pay late fees, may be reinstated in NOMA and Assigned Chapters.

2.046 Renewal Membership. Members shall agree to update the NOMA Membership contact information with annual membership dues.

2.05 Termination of Membership. Membership shall be terminated: (1) by resignation from NOMA, (2) by default in payment of obligations to NOMA or its chapters under the conditions prescribed in these Bylaws, (3) for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of these Bylaws, (4) by the death of the individual in the membership, (5) conviction of a felony.

2.051 Resignation from Membership. A member in good standing may resign from NOMA in writing. The resignation shall be offered in writing to NOMA through the assigned chapter. The chapter shall forward the resignation to NOMA in timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by NOMA.

2.052 Termination for Default. If a member is in default, membership shall be terminated and the member and assigned Chapters so notified. Termination for default of Chapter dues will be initiated only on request of the governing board of the chapter.

2.053 Termination Without Prejudice. When NOMA finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided, however that the member shall be given full opportunity to explain his/her position before being terminated.

2.054 Membership While Ethics Charge is Pending. Not with standing any other provision in these Bylaws, a member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

2.055 Loss or Suspension of Interests, Rights and Privileges. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use NOMA's name, initials, or symbol until reinstated in good standing.

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

2.06 Reinstatement to Membership.

Members who are defaulted in annual membership dues and shall reapply for membership in eligible category and agree to pay late fees as set forth in the Rules of the Board, may be reinstated in NOMA and Assigned Chapters.

2.061 Eligibility. Any person whose membership was terminated for violation of the Code of Ethics of Professional Conduct may be reinstatement only with the approval of the Board of Directors. In other cases of termination, or of resignation while in good standing, an application for reinstatement shall be considered in the same manner as an original application.

2.062 Reinstatement After Termination Without Prejudice. Persons whose membership was terminated without prejudice may reapply any time they meet the eligible requirements, without payment of the reinstatement fee.

2.07 Advancement from Membership Categories. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Intern/Associate.

2.1 PROFESSIONAL ARCHITECT MEMBERS

2.11 Eligibility for Professional Membership. Individuals who are currently entitled under law to practice architecture architects in the United States, its territories and possessions may use the title Architect in any state of the United States are eligible to be professional members in NOMA. Such architects shall demonstrate honorable standing in the profession and their community.

2.12 Rights and Privileges of Professional Members.

2.121 Title Professional members in good standing may print and otherwise use in connection with their practice and work:

- a) the initial NOMA as a suffix to their names and
- b) the titles Member of The National Organization of Minority Architects and Members of the (assigned chapter or state organization) of The National Organization of Minority Architects.

2.122 Pin and Symbol. Professional members may use the Black NOMA lapel pin and NOMA symbol within the limitations established by the Board.

2.123 Privileges. Professional members have full rights and privileges, including but not limited to the following:

- a) To serve as voting members on chapter and state boards.
- b) To speak and vote in chapter, state, and regional meetings on business matters and in election on all issues.

- c) To be appointed as members of committees at all levels of NOMA.
- d) To serve as chapter delegates to state, regional, and national NOMA conventions.
- e) To serve as a national officer, national director, or Chapter officer or chair a national committee.

2.2 INTERN MEMBERS

2.21 Eligibility for Intern Membership. Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Intern/Associate membership in NOMA:

- a) Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or
- b) Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture or
- c) Those have a professional degree in architecture, or
- d) Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture, or
- e) Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such person may be resident within or outside the U.S.

2.22 Rights and Privileges of Intern.

2.221 Title. Intern in good standing may indicate that they are Associates of The National Organization of Minority Architects, subject to applicable state laws, and may use the title Intern NOMA, but not NOMA Associate or the initials NOMA alone, as a suffix to their name.

2.222 Pin and Symbol. Intern in good standing may wear the Brown NOMA pin.

2.223 Privileges. Intern shall have the same rights and privileges as Professional members, except as noted below:

- a) Interns may not hold more than two seats or one-third of the total seats, whichever number is greater, on chapter, or state organization boards.
- b) Interns may not vote on dues for professional members.
- c) Interns may not constitute more than one-third of any Chapter delegation to state, regional, and national NOMA conventions.
- d) Interns shall not be eligible to serve as a national officer, regional director, or Chapter officer unless activity pursuing IDP or ARE.

2.224 Advancement from Intern to Professional Membership. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect/Professional membership and may not renew membership as an Intern.

2.3 ASSOCIATE MEMBER

2.31 Associate Member. Those who have an equivalent architectural license from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such person may be resident within or outside the U.S.

2.32 Title. Associates in good standing may indicate that they are Associates of The National Organization.

2.33 Pin. Associate members in good standing may wear the Brown NOMA pin.

2.34 Rights and Privileges. Individuals admitted to this membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Once admitted, members shall be assigned to a chapter and/or state organization whose territory includes or is nearest to their principal place of business or residence and will be counted as part of a Professional Local Chapter.

2.4 ALLIED MEMBER

2.41 Eligibility for Allied Professional Membership. Individuals who are Professional persons who are not Licensed Architects, but who maybe licensed in another field and not otherwise eligible for membership in NOMA but, who meet either of the following requirements shall be eligible for Allied membership in NOMA:

2.42 Individual Members: Those with established professional reputations who are registered to practice their professionals where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Individual Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, interior designers and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture.

2.43 Organizational Representatives: 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.

2.44 Rights and Privileges of Allied Members.

Allied members may serve in any capacity other than Chair on NOMA committees, attend meetings and conventions, and participate in the scheduled activities and programs of NOMA. They may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other policy-setting position. Allied Individual Members may not print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of NOMA or any Chapter. Firms that employ Allied Organizational Representatives in good standing may say that they are an Allied Organization of The National Organization of Minority Architects as long as the use of this phrase may not be construed as NOMA endorsement, sponsorship or approval of any construction material, product, or service. Except as stated above, neither Allied Organizations nor their representatives may print or permit to be printed or in any way use the name,

initials, emblem, seal, symbol, or insignia of NOMA or any Chapter. Individuals admitted to this membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Once admitted, members shall be assigned to a chapter and/or state organization whose territory includes or is nearest to their principal place of business or residence and will be counted as part of a Professional Local Chapter.

2.45 Pin. Allied members in good standing may wear the Brown NOMA pin.

2.5 STUDENT MEMBER

2.51 Eligibility for Student Member. Those who are currently registered full-time in a 2-year Technical College program majoring in architecture or an NAAB accredited Program or School of Architecture.

2.52 Rights and Privileges. Individuals admitted to this membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Once admitted, members shall be assigned to a chapter and/or state organization whose territory includes or is nearest to their school and will be admitted with limited voting status and privileges. The Student will be counted as part of the Professional Local Chapter and/or the School's Student Chapter.

2.53 Pin. Students in good standing may wear the Brown NOMA pin.

2.54 Advancement from Student to Intern Membership. A student who receives a Degree from an accredited School of Architecture thereby becomes eligible for Intern membership and may not renew membership as a Student.

2.6 EMERITUS MEMBER

2.61 Emeritus Member. Individuals admitted to this membership will be Licensed Architects who are retired and of legal retirement age that no longer practice architecture. These members will have limited voting privileges, and they may serve in any position on the local Board.

2.62 Title. Emeritus in good standing may use the title Emeritus of The National Organization of Minority Architects, or the abbreviation Emeritus NOMA, but may not use the initial NOMA alone.

2.63 Emeritus Membership Pin. Emeritus member may wear the Black NOMA lapel pin.

2.64 Emeritus Membership Privileges. An Emeritus Member may attend the annual conventions of NOMA and may speak and take part in the discussion there and at the meeting of its Chapter organizations on all matters except those relating to the corporate affairs, any will have limited voting privileges.

2.7 HONORARY MEMBER

2.71 Honorary Member. Individuals admitted to this membership is a person of esteemed character who is otherwise ineligible for membership in NOMA but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, may be admitted to Honorary Membership.

2.711 Nomination and Election of Honorary Members.
Any member of the Board may nominate persons for honorary membership.

2.712 Jury's Authority to Elect Honorary Members. The authority and power to elect or deny election to any properly nominated candidate for honorary membership is delegated to the Jury of Honorary Members.

2.72 Honorary Membership Title. An Honorary Member may use the title Honorary Member, The National Organization of Minority Architects, or the abbreviation Hon. NOMA, but may not use the initials NOMA alone.

2.73 Honorary Members Privileges. Honorary Member shall receive a certificate and NOMA lapel pin. Privileges: Member may attend the annual conventions of NOMA and may speak and take part in the discussion there and at the meeting of its Chapter organizations on all matters except those relating to the corporate affairs, but may not vote.

2.75 Termination of Honorary Memberships. The Board may terminate the membership and withdraw the privileges of any Honorary Member, for any reason it may deem sufficient.

2.8 FIRM MEMBER

2.81 Eligibility. Entities admitted to this membership shall have at least one principal or partner who is a professional member of NOMA. Member firms do not have voting privileges. May or may not have a combination of additional members in professional, interns, or students who are eligible for membership in NOMA.

2.82 Title. Firms in good standing may indicate that they are Firm Members of The National Organization of Minority Architects.

2.83 Rights and Privileges. Individuals admitted to this membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein. Once admitted, members shall be listed in the NOMA directory or NOMA literature. Member Firms admitted do not have voting status.

ARTICLE 3 DUES, FEES, AND ASSESSMENTS

3.0 RIGHT TO LEVY DUES, FEES AND ASSESSMENTS

3.01 Dues. The Board, at any duly called meeting of NOMA, may establish and fix annual dues. A two-thirds majority shall be necessary to change the annual dues.

3.02 Assessment. A two-thirds majority of the delegates at a convention shall be necessary for approval to levy assessments or for delegation (section 5.222) of this authority to the Board,. The delegated authority may be for specific purposes, or for a special period of time, and with such limitations as the delegates may choose to impose. Assessments may be levied or authorized only for special or unusual expenses.

3.03 Period and Due Date of Dues. Dues shall cover a calendar year, and shall be due and payable in full on or before January 15th of each year.

3.04 Hardship Dues Reduction of the Chapter. In the event of exceptional circumstances and after consultation with NOMA Membership Committee and other

assigned chapters, NOMA Board may waive all or any part of the dues equal proportions across all chapters owed by a member at any level of membership in the NOMA.

3.1 Dues Composition.

3.11 Obligation to Pay. Except as otherwise provided in these Bylaws, every member shall pay regular annual dues based on the operating budget to NOMA.

3.12 Dues Amount. The regular dues shall be an amount determined in accordance with these Bylaws.

3.13 Dues Incentive Program. The Board may provide (added at the end of the Bylaws) the exact dues for the current year's incentive programs that reduce dues for new members based on the quarter the member joins and/or a member advances to professional membership.

3.14 Dues Upon Re-instatement. The Board may provide the exact assessment in the Rules of the Board for the payment of the dues for members reinstated to membership. There will be a flat fee added to the payment.

3.15 Fees and Dues for Honorary. An individual admitted to honorary membership shall not be required to pay any annual fees or annual dues for membership.

3.16 Fee and Dues for Emeritus Members Individuals admitted to emeritus membership shall be required to pay a reduced annual fee if they are new members. Current members may apply for Emeritus status shall not have to pay dues if they were current for five consecutive years prior to applying.

3.17 Adjustments in Annual Dues. Expenditure Budgets. The Board may adjust dues to provide for a dues income equal to the dues actually collected for a calendar year January 1st through December 31.

3.18 Chapter Dues. Every assigned member shall, as a condition of membership in NOMA, shall pay the fixed annual dues of the assigned chapter, determine by the Local Chapter and approved by the NOMA. A member who transfers from one assigned chapter to another is not required to pay dues twice in the same year.

3.19 Firm Dues. Firms admitted to this category shall pay annual dues as described in Section 3.12 Dues Amount.

3.2 Dues Default. Reinstatement. Every member who has not paid full regular dues owed for the calendar year by January 31st shall be in default.

3.21 Chapter Dues Default. An assigned member failing to pay the dues owed to an assigned chapter shall be in default.

3.22 Default on other NOMA Obligations. Any member who has failed to pay any obligations to NOMA other than dues shall be in default.

3.23 Fees for Application and Readmission. The Board may set application and reinstatement fees, and may adjust them to reflect reasonable increases and administrative costs, but not as dues enhancement.

ARTICLE 4 BOARD AND OFFICERS

4.0 ELECTED OFFICERS

The elected officers shall be the President, President-Elect, Regional Vice Presidents, Secretary, Treasurer and Parliamentarian. The positions of President, President-Elect, and Regional Vice Presidents shall be filled by members in the Professional membership category of NOMA.

4.011 Nomination of Officers. Candidates for election as officers may be nominated by petition, from the floor at the meeting, or by a nominating committee as prescribed in the Rules of the Board.

4.012 Election of Officers. All elected officers of NOMA shall be elected at the annual convention, unless a special meeting is called for that purpose. The President, however, is not elected directly, but assumes office by automatic succession from the office of Vice President/President-Elect. The delegates shall elect the President only when an Acting President is serving under the provisions of Section 6.161 of these Bylaws, or when the Vice President is unable or unwilling to assume the office of President or is serving under the provisions of Section 6.162.

4.0121 Votes Required to Elect Officers. Nominees for Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board. The nominees for Vice President who receive the highest number of votes cast on a single ballot shall be elected to that office.

4.0122 Announcement of Election. The President shall declare the results of the balloting to the convention or meeting.

4.013 Terms of Office of Elected Officers.

4.0130 Definition of Terms. A Term shall be defined as two years.

4.0131 Elected Officers – General Practices. Elected officers shall take office upon adjournment of the annual meeting of the Board of Directors following their election, except those who are appointed by the Board to fill a vacancy shall take office immediately. No person may serve more than a total of three consecutive terms in any combination of the offices of Secretary, Treasurer, and Vice President.

4.0132 President's Term of Office. The President shall serve for one term with one additional term if voted by two-thirds majority of the voting membership.

4.0133 First Vice President's Term of Office. The Vice President/President-Elect may for one term and not to exceed two terms in that office, succeeding automatically to the office of President.

4.0134 Regional Vice Presidents Term of Office. A Vice President may serve no more than three terms.

4.0135 Secretary's Term of Office. The Secretary may not serve more than three terms.

4.0136 Treasurer's Term of Office. The treasurer may not serve more than three terms.

4.014 Roles of Elected Officers.

4.0141 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws and those properly delegated to the office by the Board. The President shall serve as the chairman of the Board, preside at all meetings of the Board of Directors and Executive Committee.

4.0142 Role of the Vice President. The Vice President shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to perform, and shall perform other duties properly assigned by the Board or the President.

4.0143 Role of the Regional Vice Presidents. The Regional Vice Presidents shall perform duties properly assigned by the Board or the President.

4.0144 Role of the Secretary. The Secretary shall act as the secretary of each meeting of NOMA, of the Board, and of the Executive Committee. The Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Directors and Executive Committee, sign minutes of these meetings and other instruments requiring signature of the Secretary. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

4.0145 Role of the Treasurer. The Treasurer shall exercise general oversight of NOMA financial affairs and shall perform all duties incident to the office of Treasurer and other duties properly assigned by the Board or the President. The Treasurer shall chair the Budget and Finance Committee, etc.

4.0146 Role of the Parliamentarian Titling and Numbering of Bylaws. The Parliamentarian shall facilitate the transaction of business and promote cooperation and harmony. From time to time and without further action of NOMA, the Parliamentarian shall rearrange, re-title, and re-number the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

4.015 Delegation of Duties of Officers. The Secretary and Treasurer may delegate to the Vice President who may further delegate to other executive officers the actual performance of such of their duties as the Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

4.016 Succession of Officers.

4.0161 Succession to the Office of President. The Vice President shall succeed to the office of President upon the expiration of the President's term, or if the office of President becomes vacant, in which case the Vice President/President-Elect shall become President and shall complete the unexpired term and continues to serve as President for their full term as President. If both the

offices of President and of Vice President/President-Elect become vacant, the Board shall appoint, from the officers serving or elected to serve at the time the vacancy occurs, an Acting President to serve until the next annual meeting of NOMA, at which time the delegates shall directly elect the President.

4.0162 Succession to the Office of Vice President. The Regional Vice President, in descending order by the number of votes received at the preceding election, shall succeed to the office of Vice President if there is a vacancy in that office. None of the Regional Vice Presidents, however, shall become President-elect by succeeding to the office of Vice President under this provision.

4.0163 Succession to Other Offices. Under procedures set forth in the Rules of the Board (at the end of the ByLaws), the Board may appoint a successor to complete an unexpired term in the office of Regional Vice President, Secretary, or Treasurer in the event one or more of those offices become vacant. A Regional Vice President appointed under this provision shall not be eligible to become President under the provisions of section 6.162, unless by a majority vote by the eligible members at the annual meeting. In the event that a Vice President, Regional Vice President, Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board or the Executive Committee may appoint a director or officer of NOMA to temporarily perform the duties of the office.

4.017 Removal of Elected Officers.

4.0171 Removal of Officers by Delegates. Any or all of the elected officers may be removed with cause at any meeting of NOMA by 2/3 majority vote of the members entitled to vote, or by the Board of Directors.

4.0172 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

4.1 APPOINTED OFFICERS

4.11 Student Liaison. Student chapters shall collectively elect a representative to the Board of Directors from their membership at the annual meeting. To monitor College or University systems for student feedback and to meet with student groups at least twice annually.

4.12 University Liaison. The Board of Directors shall appoint University Liaisons for each region. The University Liaison coordinates and facilitates communication, and acts as an intermediary between NOMA and the universities within their respective regions regarding student issues. The University Liaison is responsible for the development and implementation of programs to support and assist students.

4.12 Delegation of the Board. A member or non member of the NOMA who is appointed and authorized to perform certain and specific duties under the supervision of the Board. The member may be Professional member as stated in Article 2 or professional in any field related to the enhancement of Architecture.

4.13 Removal of Appointed Officers. Any officer may be removed for cause by affirmative vote of the Executive Board. The officer will be notified in writing from the NOMA Secretary.

4.2 EXECUTIVE OFFICERS

4.21 Executive Director. The Board may appoint an Executive Director, who shall be the chief executive and administrative officer of NOMA, and an ex-officio member of the Board and the Executive Committee, without vote.

4.22 Duties. The Executive Director shall be responsible for the management and administration of the affairs of NOMA and shall perform such other duties as may be properly assigned by the Board.

4.23 Other Executive Officers. The President may appoint executive officers to assist in the management of NOMA's affairs, and shall define their duties.

4.3 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

To the full extent permitted by law, NOMA shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

4.31 Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

4.32 Persons Indemnified. Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that he or she is or was a director, officer, employee, or committee member of NOMA.

4.33 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

4.34 Advancement of Funds. NOMA shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct his or her defense or appeal in the action, suit, or proceeding.

4.35 Authority to Approve Funds. No money shall be paid by NOMA under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding. If the entire Board is named, then the handled by a special meeting of the delegates.

4.4 THE BOARD OF DIRECTORS

4.41 Composition of the Board of Directors. The directors and the elected officers, together with the Executive Director, shall constitute the Board of Directors of NOMA, herein called the Board.

4.42 Meetings of the Board.

4.421 Meeting Requirements. The Board may meet in a regular or special meeting in order to transact business at least four times a year. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

4.422 Quorum at Board Meetings. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business, provided that not less than one-half of the total number of directors elected from regions shall be present. In the absence of a quorum, those directors and officers present may adjourn the meeting to another time and place.

4.423 Annual Meeting of the Board. The annual meeting of the Board shall take place at the annual conference of each year immediately following the National Conference.

4.43 Powers and Duties of the Board. The general management of the affairs of NOMA shall be vested in the Board of Directors, which shall have control of NOMA's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of NOMA and promote its best interest.

4.431 Delegation by the Board. The Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board which shall be responsible therefore.

4.432 Specific Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

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

4.5 Board Actions.

4.51 Board Majority Vote. Every decision of the Board shall be by a majority vote unless otherwise required by law, the Rules of the Board, or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.

4.52 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the state of Illinois require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required.

- a) to adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;
- b) to suspend or withdraw the charter of a chapter or state organization;
- c) to form an affiliation;

- d) to fix admission fees and annual dues;
- e) to change the provisions of the Code of Ethics and Professional Conduct;
- f) to purchase, sell, lease or pledge any real property or to recommend the purchase, sale, lease or pledge thereof;
- g) or act on any matter for which a two-thirds vote is required by these Bylaws.
- h) The Board may, by a two-thirds vote, delegate any of the foregoing decisions to the Executive Committee.

6.533 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

4.6 THE EXECUTIVE COMMITTEE OF THE BOARD

There shall be an Executive Committee of the Board composed of the President, and all elected officers of NOMA as listed: President Elect, Regional Vice Presidents, Treasurer, Secretary and Parliamentarian.

4.61 Meetings of the Executive Committee. A meeting of the Executive Committee shall be held as directed by the Board, or when called by the chair of the committee; or when requested in writing by three members of the committee.

4.611 Quorum at an Executive Committee Meeting. A quorum of two-thirds of its voting members shall be necessary to transact any business at a meeting of the Executive Committee.

4.612 Meeting Requirements. The Executive committee may meet in a regular or special meeting in order to transact business. Any one or more members of the Executive Committee may participate in a meeting of the committee by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting.

4.62 Actions by the Executive Committee. Every decision of the Executive Committee shall be made by not less than a majority of the voting members in attendance.

4.63 Powers and Duties of the Executive Committee. The Executive Committee shall have full authority, right and power to act for the Board between Board meetings on all matters except those below in Section 4.631.

4.631 Limitations of Powers of the Executive Committee. The Executive Committee may not purchase, sell, lease, or pledge any real property; form an affiliation; or fix admission fees and annual dues unless the authority to do so has been delegated to it by a two-thirds vote of the Board. It shall not change the Rules of the Board or the Bylaws, or elect a successor to any officer whose office becomes vacant.

4.632 Delegations by the Executive Committee. The Executive Committee may authorize others to perform certain duties of the Executive Committee under these Bylaws and the Rules of the Board. The Executive Committee may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated

by the Executive Committee may perform duties of the Executive Committee, and each duty so performed shall be done under the general directions and instructions of the Executive Committee, which shall be responsible therefore.

4.7 APPOINTED OFFICERS

4.71 Role of the Membership Chair This position will maintain the records of all members of the Organization. Officers and committee members will distribute certificates, pins and termination information.

ARTICLE 5 CHAPTERS AND REGIONS

5.0 ORGANIZATION AND DISSOLUTION OF CHAPTERS

5.01 Definition. Chapters, State Organizations and Section chartered by NOMA in the United States its territories and possessions. When the work state is used as a noun in these Bylaws, it shall mean any state, commonwealth, the District of Columbia or any territory or possession of the United States or any similar political subdivision of another country.

5.02 Names of Chapters. Each chapter shall adopt a name which shall include the phrase The National Organization of Minority Architects either as a prefix or suffix. The name shall be subject to approval of the NOMA Board.

5.03 Purpose of Chapters. Chapters shall be nonprofit organizations, the objects and purposes of which shall be substantially the same as those of NOMA.

5.04 Domain. The jurisdiction of each chapter shall be confined to the territory assigned to it by NOMA. NOMA shall refer state matters or state organizations and local matters to chapters.

5.05 Authority and Duties of Chapters.

5.051 Representation of Chapter Members. Within the territory assigned to it, each chapter shall represent and act for its assigned membership under a charter issued to it by NOMA and copy of the charter shall be stored in archived.

5.052 Non-Conformity with NOMA Policy. No act of a chapter shall directly or indirectly nullify or contravene any act or policy of NOMA.

5.053 Establishing Membership Qualifications and Categories. Chapters shall not establish qualifications for membership or categories that vary from that of NOMA.

5.054 Limiting Membership Rights. No chapter shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Chapters shall permit assigned members to participate in the affairs of the chapter to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may participate in the affairs of the chapter except as may be prohibited in these Bylaws.

5.055 Obligations. No chapter, including its officers and members shall have the rights to obligate the national organization financially or otherwise.

5.06 Bylaws of Chapters. Every chapter shall adopt Bylaws consistent with these Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the NOMA Parliamentarian for approval before the bylaw amendment becomes effective. Every chapter shall amend its bylaws to conform to the NOMA as soon as it can properly do so after these Bylaws or any amendments become effective. The current chapter Bylaws and any amendment shall be on file with the NOMA Parliamentarian and archived.

5.07 Delinquent Chapters.

5.071 Chapter Reorganization. Should the executive committee of any chapter fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of NOMA may, after calling the attention of the Executive Committee (See Section 4.6) to the delinquency, notify each member of the chapter and invite a reorganization of the Chapter.

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

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

5.09 Centralized Membership Database and Dues Collection. All chapters shall participate with NOMA in a centralized membership database and dues collection system that shall be kept by the NOMA Secretary and NOMA Membership Chair and provide for 1) collection of all chapter and national dues, and 2) unified membership record keeping. The requirements of the system shall be determined by NOMA, in accordance with procedures stated in the Rules of the Board, and include the following:

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

5.1 CHAPTERS

5.11 Number of Chapters. NOMA shall charter one or more chapters in each state in the United States its territories and its possessions.

5.12 Chapter Domain. NOMA shall establish the territory of each chapter so that the interest and objects of NOMA will best be served and the influence of the profession in the local areas of the state will be most effective.

5.13 Authority and Duties of Chapters. Each chapter:

- a) Shall cooperate with its state, regional, and national organizations to further the interest of the members, and by agreement with these organizations, may represent and act for them within the chapter's domain.
- b) May establish allied member, student affiliate, and honorary affiliate and emeritus membership categories, under conditions set forth in the bylaws of the chapter.
- c) May levy and collect annual dues from its members, except Honorary
- d) Shall meet the Performance Criteria for NOMA.

5.14 Chapter Composition. Each chapter shall be composed of a minimum of five members as listed per Section 2.42, including those on nonresident status, and may be include allied and affiliate members.

5.141 Allied Members. Individuals not otherwise eligible for membership in NOMA or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of the architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artist and other in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

5.142 Qualifications of Student Affiliates. Student affiliates shall be post-graduate, undergraduate, or high school student in an architectural school, or secondary school students, within the territory of the chapter or state organization.

5.143 Privileges of Allied and Affiliate Members. Allied members may serve on chapter committees in any capacity and may vote on committees; Affiliate members may serve on committees but may not vote or serve as chair. Neither Allied nor Affiliate members may hold chapter office, print or permit to be printed or in any way use the name title, initials, emblem, seal, symbol or insignia of any chapter.

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

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

5.2 SECTIONS

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

5.22 Authority and Duties of Section. Membership in a section is voluntary and shall not be assigned by NOMA or the chapter, except that sections of statewide chapters may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the Board of the parent chapter, NOMA will assign membership in the section. Members assigned to sections are subject to termination of membership in NOMA for default in payment of section dues as provided in these Bylaws in section 3.17. Section with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Performance Criteria for NOMA.

5.3 STATE ORGANIZATIONS

5.31 Number of State Organizations. NOMA shall charter a state organization in each state. If there is only one chapter in a state it shall also function as the state organization.

5.32 Authority and Duties of State Organizations. Each state organization shall represent and act for its assigned membership and the chapters within the state on state matters. State organizations may fix and collect annual dues from the chapters, or from the individuals assigned to chapters, within the state and from allied and affiliate members of the state organization. No admission fees may be levied.

5.33 Chapters of State Organizations. The chapters of NOMA within the state shall be the chapters of the state organization on local matters.

5.34 Membership of State Organizations

5.341 Assigned Members. Every member of NOMA assigned to a chapter within a state shall automatically be enrolled in that state organization, or be represented therein, as provided in the state organization's Bylaws.

5.342 Allied and Affiliate Members. State organizations, if so provided in their bylaws, may also include in their membership allied members and student affiliates of their Chapter's Chapter. A state organization may admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter had no allied or student affiliate membership category.

5.4 REGIONS

The Board shall divide the domain of NOMA into geographic regions

5.41 Purpose of Regions. The purpose of Regions shall be to facilitate communication between the Executive Board and chapters, thereby forwarding the objectives of NOMA, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

5.42 Regional Vice Presidents. Regional Vice Presidents shall be elected to office to represent each Region at the Executive Board level as stated in Article 4.0 Elected Officers.

5.43 Number of Regions. The Board shall establish a minimum of four regions.

5.44 Domain. Each Region shall comprise the territory of one or more states. The Board shall fix the territory and boundaries of each region, and may change the same from time to time as it deems in the best interest of NOMA, but no state shall be divided for inclusion in more than one Region.

5.45 Powers and Limitations of Regions. No act of a Region shall directly or indirectly nullify or contravene any act or policy of NOMA.

ARTICLE 6 MEMBERSHIP MEETINGS

6.0 MEETINGS OF NOMA

In these bylaws, a meeting of NOMA shall refer to a corporate meeting of the membership.

6.01 Annual Meeting of NOMA .

6.011 Annual Convention. There shall be an annual meeting of NOMA, which is also called the annual convention.

6.012 Time and Place of Annual Meeting. The annual meeting shall be held at a time and place determined by the Board.

6.02 Special NOMA Meetings.

6.021 Power of Call for a Special Meeting. A special meeting of NOMA shall be held by the Executive Board, stating its purpose, having been voted on at a meeting of NOMA or by the majority of the Board.

6.022 Business at Special Meetings. No business other than that specified in the call shall be transacted at a special meeting.

6.1 NOTICE OF MEETINGS

At least thirty days before the annual meeting of NOMA, the Secretary shall have notice of the meeting publicized to every assigned member and every NOMA chapter organization. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

6.2 VOTING AT ANNUAL MEETING

6.21 Members. Duly accredited members at meetings of NOMA shall be classified as a voting member.

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

6.23 Voting Methods at Meetings of NOMA. The only method of voting permitted at a meeting of NOMA are:

- a) voice vote;
- b) standing vote;
- c) roll call, or
- d) secret ballot, if required by these Bylaws.

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

6.25 Recording of Votes.

6.251 Voice and Standing Votes. On all voice votes or standing votes each member shall be presumed to cast one vote.

6.252 Secret Ballot Votes at Convention. On every roll call vote and secret ballot, votes shall be counted and recorded presumed to be cast as one vote per member.

6.3 CREDENTIALS COMMITTEE

At a Board meeting held prior to the annual (the third quarter) meeting of NOMA, the Board shall elect three Professional members to act as the Credentials Committee of the meeting. The term of office of every member of the Credentials Committee shall expire when the report of the committee has been accepted after the convention meeting.

6.4 NON-VOTING MEMBERS AT MEETINGS

Members who are not voting members, may attend any meeting of NOMA and may speak at the invitation of the presiding officers.

ARTICLE 7 PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.0 GENERAL PROVISIONS - FINANCE

7.01 General NOMA Powers Regarding Finance. In furtherance, but not in limitation, of the powers conferred upon it by the articles of incorporation and amendments thereto, NOMA may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the state of Illinois and beyond, and may take and acquire real property and personal property to advance its objects by purchase, lease, gift, devise, bequest or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income.

7.1 REAL AND INTANGIBLE PROPERTY

7.11 Title to Property. All title to, and interest in, the real, personal, and intangible property of NOMA imposed, granted, and conferred by the laws of the state of Illinois and by these Bylaws is vested and shall remain solely in NOMA; no member shall have any right, title, or interest in such property at any time.

7.12 Successor Property Interest. If NOMA terminates its affair, then all property of NOMA shall be transferred and conveyed by deed of trust to, and accepted by, some successor organization or organizations with purposes and object similar to those of NOMA and best suited to carry on and maintain those purposes and objects. If there is no such successor organization, then all such property shall be devoted and applied to such professional and educational purposes as the Board shall deem best suited to carry on the purposes of NOMA as designated in a resolution duly adopted by the Board; provided, however, that such disposal must be approved as required by the laws of the state of Illinois.

7.13 Authority to Sell, Lease, Mortgage, Transfer, or Convey Real Property. The real property of NOMA, and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by way of deed of trust or otherwise by the affirmative vote of not less than two-thirds of the total membership of the Board.

7.14 Authority to Purchase, Lease or Improve Real Property. Real property shall not be purchased by NOMA, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee whereby, either severally or collectively, NOMA shall be obligated to pay an aggregate sum in excess of one percent (1%) of its assets until and unless the Board shall have approved the transaction by two -thirds majority vote.

7.15 Personal Property. All personal property shall remain solely in NOMA; no member shall have any right, title or interest in this property.

7.16 Succession of Personal Property. All personal property shall be inventoried, maintained and transferred to the oversight of the current Board and use for the enhancement of NOMA, its chapters and the annual conference. If NOMA terminates its affair, then all personal property of NOMA shall be transferred and conveyed by deed of trust to, and accepted by some successor organization or organizations with purposes and object similar to those of NOMA and best suited to carry on and maintain those purposes and objects.

7.17 Authority to Sell, Lease or Improve Personal Property. Personal property may be purchased, leased and/or improved by NOMA with written approval and two-thirds majority vote of the Board. Purchasing receipts and maintenance records shall be maintained with financial records with the Treasurer and copies to the Recording Secretary. NOMA shall be obligated to place a line item for maintenance/service in the annual budget not to exceed the cost of the item.

7.2 DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the object of NOMA, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the membership.

7.3 FISCAL YEAR AND BOOKS OF ACCOUNT

7.31 Fiscal Year. The fiscal year of NOMA shall be the calendar year from January 1st to December 31st.

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

7.4 ENDOWMENT FUNDS

7.41 Inviolability of Endowment Capital. The capital of each endowment fund shall be held inviolate for the purpose of the fund so long as The National Organization of Minority Architects shall endure, and shall not be transferred to any other organization or be pledged or distributed in whole or in part until and unless NOMA shall cease to exist, except as permitted by law or unless the donor has otherwise provided in the original gift, devise, or bequest.

7.42 Successor Endowments. If NOMA terminates its affairs and has no successor with similar purposes, aims, and objects and with the ability to maintain the endowment funds, then before the assets of NOMA are transferred and conveyed in accordance with the provisions of Section 7.12, the amount held in each of the endowment funds shall be transferred to, accepted by, and conveyed by deed of trust or otherwise, to some organization or organizations most suited at that time to maintain those endowment funds and to carry on the purposes according to the conditions of the donors.

7.43 Obsolete Endowment Funds. If the purposes for which an endowment fund was given or established become obsolete, then NOMA may, pursuant to procedures require by law, transfer such capital in whole or in part to any other endowment fund, or may establish therewith one or more new endowment funds, in order that the aims of NOMA shall be most usefully advanced.

7.5 EXPENDITURES AND LIABILITIES

7.51 Annual Budget. The Board shall annually adopt a general budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year and the immediate past year's budget. The annual budget shall be distributed to the members of NOMA.

7.52 Expenditure Limitations, the Board. The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by NOMA during such year, as shown in the budget for that year, except as directed and authorized in a duly called meeting of NOMA by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

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

ARTICLE 8 PROFESSIONAL CONDUCT

8.0 CODE OF ETHICS AND PROFESSIONAL CONDUCT

8.01 Code of Ethics General Practice.

8.011 Canons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the “Code of Ethics and Professional Conduct” or as the “Code of Ethics,” shall be adopted by the convention of NOMA or by a two-thirds vote of the entire Board of Directors. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

8.012 Code of Ethics Interpretation. The NOMA Council will serve as the authority on Ethics and has the authority to interpret the Code of Ethics. Individual members, officers, directors, employees and Chapter organizations have no authority to make binding interpretations or clarifications of the Code.

8.013 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

8.014 Adoption of State Licensing Authorities’ Code of Ethics. NOMA and its Chapters herein adopt the Code of Ethics for the state licensing authorities for each state NOMA has a chapter and shall adopt within 12 months of creation, the Code of Ethics for any state licensing authority’s in which NOMA forms a chapter.

8.02 Code of Ethics Violations.

8.021 Code of Ethics Compliance. It is the duty of all members to conduct themselves at all times in conformity with the standards established by NOMA in the Code of Ethics and Professional Conduct and its published interpretations.

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

8.03 Code of Ethics Formal Charges of Violation.

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

8.032 Limitation of Actions. If the alleged violation of the Code of Ethics and Professional Conduct occurred more than one year before the Complaint is filed, the Complaint may be dismissed for that reason unless the Chairman, during initial review of the Complaint, finds that the delay was for good cause.

ARTICLE 9

AMENDMENTS AND INTERPRETATIONS OF BYLAWS

9.0 AMENDMENTS OF BYLAWS

9.01 Bylaws Amendment at a Meeting of NOMA. Bylaws may be amended at the annually meeting.

9.011 Requirements to Amend Bylaws. These Bylaws may be amended at any meeting of NOMA by an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting; provided, that the Secretary shall have sent to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

9.012 Notice of Bylaws Amendment. Such notice of proposed amendment shall be deemed to have been sent if it has published and distributed to the in a periodical publication of NOMA and this publication has been sent to each member not less than sixty (60) days before the day the meeting at which the proposed amendment is to be voted upon.

9.013 Sponsorship of Amendments. Every proposed amendment must be sponsored by the Board, by the Executive Committee, or by a written petition signed by Architect or Associate members in good standing in NOMA. A petition by members must bear the signatures of not less than 1% of the total number of Architect and Associate members then in good standing in NOMA, and must be received by the Secretary not less than sixty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

9.02 Amendments by the Board of Directors. In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere given, the Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these Bylaws to forward the objects and facilitate the activities of NOMA or to eliminate from said Bylaws any inconsistency, subject to the limitations set forth below in Section 9.021.

9.021 Limitations on the Board's Power to Amend Bylaws. The Board may not amend the Bylaws to:

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

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

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

9.024 Publication of Proposed Bylaws Amendments. The proposed amendments shall be published in a periodical publication of NOMA or via letter and sent to each member not less than thirty days before action by the Board.

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

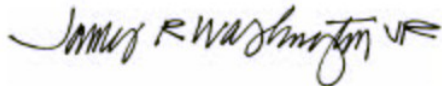
9.1 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the state of Illinois.

9.2 PARLIAMENTARY AUTHORITY

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

ADOPTED AND ACCEPTED this _____ day of _____, 2006:



James Washington, President

Carlton Smith, Vice President

Tegobo Stewart, Correspondence
Auroa Robinson, Recording

Bryan Hudson, Treasurer

Ameera Ashraf-O'Neil, Parliamentarian