

Bylaws of The Illinois Chapter of The National Organization of Minority Architects

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**CONSTITUTION & BYLAWS OF THE ILLINOIS CHAPTER OF
THE NATIONAL ORGANIZATION OF MINORITY ARCHITECTS
A PROFESSIONAL SOCIETY**

PREAMBLE

Conscious of the continuously deteriorating physical, economic, social and political fabric of this country, we as architects are concerned with the state of the environment of all people, and specifically 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 commonality 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 particular sensitivity to the minority community, we are 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.

ARTICLE 1 - ORGANIZATION

SECTION 1.1: NAME

The name of this association shall be the **Illinois** Chapter of the National Organization of Minority Architects ("I-NOMA"); herein referred to as I-NOMA.

SECTION 1.2: DEFINITIONS

- A. CHAPTER: The above named organization as referred to herein.
- B. BOARD OF DIRECTORS: The governing body of this Chapter, hereafter referred to as the Board.
- C. NOMA: The National Organization of Minority Architects.
- D. NCARB: The National Council of Architectural Registration Boards
- E. MINORITY: Ethnic minority as defined by the U.S Census Bureau.
- F. MINORITY ARCHITECT: Individuals from minority groups deemed as underrepresented in the field of architecture. Determination is based on demographic data from NCARB and the U.S. Census Bureau.

SECTION 1.3: REGIONS

The region of the Chapter shall be Midwest

SECTION 1.4: OFFICE LOCATION

The Board shall maintain a registered Illinois P.O. Box for the execution of I-NOMA business and correspondence.

ARTICLE II - PURPOSE

Pursuant to NOMA's Articles of Incorporation, I-NOMA is organized and shall operate exclusively for charitable, scientific, social, and educational purposes Such purposes shall include, but not be limited to the following:

1. To foster communication and fellowship among minority architects.
2. To advance the welfare of minority architects and minority-owned architectural firms within the territory through social, educational, promotional, charitable, and scientific means;
3. To jointly fight discrimination and other selection policies being used by the Public and Private sector clients to unfairly restrict the minority architect's participation in design and construction programs;
4. To act as a clearinghouse for information on and for minority architects and to maintain a roster of practitioners;
5. To act for the common good of minority architects on political matters, and to press on the local and national level on issues affecting the physical development of communities;
6. To maintain liaisons with other professionals and technicians whose work affects the physical environment;

7. To encourage the establishment of coalitions of member firms and individuals into coordinate, associate and joint venture relationships where such relationships can advance their professional development;
8. To form an effective source of motivation and inspiration for minority youth and to maintain an active role in the education of new architects;
9. To act as a common public voice for all minority architects as they speak out on matters affecting their work, and the communities in which they do their work;
10. To promote the design and development of a living, working and recreational environment of the highest quality for all people.

ARTICLE III - MEMBERSHIP

SECTION 3.1: MEMBERSHIP

Membership in I-NOMA shall be open to all qualified individuals regardless of race, creed, or nationality. Membership shall be in one of the following categories:

(a) PROFESSIONAL MEMBER: Licensed Architect. Individuals who are currently licensed or otherwise entitled under law to practice architecture in the United States, its territories, and possessions. Professional Members in good standing shall have rights and privileges as established in the NOMA Bylaws at the chapter level:

- i. To use in connection with their practice and work, the complete name or the initials of NOMA as a suffix to their names and the titles member of NOMA and member of I-NOMA.
- ii. To serve as voting members on I-NOMA board.
- iii. To speak at meetings and vote on business matters.

(b) INTERN MEMBER: Individuals without architectural licenses. Employed, enrolled, or participating in circumstances recognized by licensing authorities as constituting credit towards architectural licensure; employed under the supervision of an architect; or have a professional degree in architecture; faculty members in university programs in architecture and who are actively involved in research, administration, or the teaching of architecture. Intern Members in good standing shall have the following rights and privileges:

- i. To use in connection with their practice and work, the complete name or the initials of NOMA as a suffix to their names and the titles Intern member of NOMA .
- ii. To serve as voting members on I-NOMA board.
- iii. To speak at meetings and vote on business matters.

(c) ASSOCIATE MEMBER: Individuals who have an equivalent architectural license from

a non-U.S. licensing authority and demonstrating honorable standing in the profession in the locale where they are licensed are eligible to be "Associate Members" of I-NOMA. Associate Members in good standing shall have the following rights and privileges:

- i. To indicate that they are Associate Members of NOMA.
- ii. To serve as voting members on I-NOMA board.
- iii. To speak at meetings and vote on business matters.

(d) ALLIED MEMBER: Individuals who are not otherwise eligible for membership in I-NOMA, but who are licensed in another field where such requirements exist or are employed outside of the architectural practice but who meet either of the following requirements: (i). those who have established professional reputations who are registered to practice their professions where such requirements exist, or (ii). persons who are employed outside of the architectural practice but are involved in positions allied to the field of architecture, including, but not limited to engineers, planners, landscape architects, sculptors, muralists, artists, interior designers, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture; or organizational representatives who are employed by firms in the construction industry engaged in research, design, development, testing, manufacturing, distribution, or training for building and construction products or systems who will provide a meaningful contribution by reason of their employment or occupation, are eligible to be "Allied Members of I-NOMA. Allied Members in good standing shall have the following rights and privileges:

- i. To use in connection with their practice and work, the complete name or the initials of NOMA as a suffix to their names and the titles Allied member of NOMA and Allied member of I-NOMA.
- ii. To serve in any capacity, other than chair, on I-NOMA committees.
- iii. To speak at meetings and vote on business matters.

(e) STUDENT MEMBER: Individuals who are currently registered full-time in a 2 year technical college program majoring in architecture, a 4-year Bachelor of Science program majoring in architecture, or an NAAB accredited program or school of architecture are eligible to be Student Members of NOMA. Student Members in good standing shall have the following rights and privileges:

- i. To use the complete name indicating Student Member of NOMA, or the initials of NOMAS as a suffix to their names and the title Member of NOMAS.
- ii. To serve as voting members on student committees.
- iii. To speak at meetings and vote on business matters related to Intern/Emerging Professional Membership, Associate Membership, and Student Membership status and related privileges.

(f) EMERITUS MEMBER: Individuals who are retired licensed architects and no longer practice architecture are eligible to be Emeritus Members of I-NOMA. Emeritus Members

in good standing shall have the following rights and privileges:

- i. To use the title Emeritus of NOMA, but may not use the initials NOMA alone.
- ii. To serve on any position on the I-NOMA board.
- iii. To attend meetings and take part in the discussion there on all matters except those relating to the corporate affairs, with full voting privileges.

(g) HONORARY MEMBER: Individuals who are of esteemed character who are otherwise ineligible for membership in I-NOMA, but who have rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith may be admitted as an Honorary Member of I-NOMA. Any member of the Board may nominate persons for Honorary Membership. The authority and power to elect or deny election to any properly nominated candidate for Honorary Membership is delegated to the Board or a committee so designated by the Board. Honorary Members in good standing should have the following rights and privileges:

- i. To use the title Honorary Member of I-NOMA, but may not use the initials NOMA or I-NOMA alone.
- ii. To receive a certificate.
- iii. To attend meetings and take part in the discussion there on all matters except those relating to the corporate affairs, but may not vote.

SECTION 3.2: APPROVAL

Membership in the Organization shall be approved by vote of the Board of Directors or acknowledgment of the Membership Chair. The Board of Directors shall also rule on the appropriate category of membership for applicants, in cases where such category is in question.

SECTION 3.3: ELIGIBILITY FOR CHAPTER MEMBERS

- a. Any member who meets I-NOMA criteria and is in good standing with the National organization shall be admitted to membership in the chapter.
- b. Transfer from one chapter to another is automatic as long as that member remains in good standing with the National Organization.

SECTION 3.4: SUSPENSION AND REVOCATION OF MEMBERSHIP

The Chapter may, upon written approval of the Board, make a financial member inactive for:

- i. Repeated infractions of the Rules and Regulations of the chapter;
- ii. Conduct unbecoming to a member of the National Organization.

ARTICLE IV - FEES AND FINANCE

I-NOMA shall be financed by dues from its members and other contributions as provided for in the ByLaws.

SECTION 4.1: DUES AND ASSESSMENTS

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

SECTION 4.2: AMOUNT OF DUES

Chapter Dues shall be paid (in addition to National Dues) for the appropriate category of membership annually as established and agreed upon by the executive board.

SECTION 4.3: PAYMENT OF DUES

Payment of annual dues shall be based upon the calendar year and shall be due on or before March 15th of each year for the succeeding year.

SECTION 4.4: FISCAL YEAR

The I-NOMA fiscal year shall be January 1 - December 31.

ARTICLE V - MEETINGS

I-NOMA shall assemble locally at regular intervals as determined by the Board.

SECTION 5.1: GENERAL MEMBERSHIP

- a. **Annual General Body Meeting:** There shall be an annual meeting of members in **September** unless determined otherwise by the Board. At this meeting, the Board of Directors shall submit a report of the activities of the organization and members shall elect the officers following the procedure below.
 - i. The Executive Board may, by resolution, establish procedures for voting and must distribute such procedures at least 30 days in advance. Robert's Rules of Order shall govern.
 - ii. The Executive Board may, by resolution, determine other matters to be considered at meetings minimally 30 days in advance.
 - iii. A quorum for such annual meeting shall consist of one-tenth of the members present.

SECTION 5.2: SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Secretary, or the Board of Directors, or may be called by 75% of the active voting membership.

SECTION 5.3 MEETING NOTICE

Unless otherwise determined by the Board of Directors, written or printed **or electronic notice** of all meetings of members, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose of purposes for which the meeting is called,

shall be delivered not less than seven (7) or more than sixty (60) days before the date of the meeting, either personally or by mail or electronically, by or at the direction of the President or the Secretary or the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the record, with postage therein prepaid or by confirmation of an electronic receipt.

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

SECTION 6.1: OFFICERS

The Officers of I-NOMA shall be the President, Vice-President(s), Secretary, Treasurer, Parliamentarian, and Historian. The President, Vice President(s), Secretary, and Treasurer shall be elected by the membership. The Parliamentarian and Historian shall be appointed by the President.

SECTION 6.2: TERM OF OFFICE

The Vice-President/President Elect becomes the President at the end of his/her one (1) year term. Each officer shall hold office until a successor is duly elected or until they shall resign or shall have been removed in the manner herein provided. The Board of Directors shall convene to establish an alternate succession plan in the event the Vice President/President Elect cycle is disrupted.

SECTION 6.3: REMOVAL

Officers elected by the membership may be removed, with cause, by the Board of Directors or by a two-thirds majority of the Board.

SECTION 6.4: RESIGNATION

Any officer of I-NOMA may resign by giving written notice to the Chairman of the Board 90 days prior to his/her resignation.

SECTION 6.5: VACANCIES

Vacancies may be filled by a majority vote of the Board of Directors at any regular meeting of the Board.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 7.1: COMPOSITION

The Board of Directors shall consist of the elected officers, appointed advisors, and the most current past-president. The Board shall have not less than six (6) nor more than twelve (12) members. One board member shall be a NOMAS student of Architecture. One board member should be the I-NOMA Membership Chair. One board member should be the I-NOMA Historian.

The Executive Board shall appoint members of the general body to fill the remaining Board of Director positions.

a. EXECUTIVE BOARD

The Executive Board shall consist of Officers. Subject to the direction of the Board of Directors, in the intervals between meetings of the Board, the Executive Board may meet and exercise the authority of the Executive Board in the direction, control, and management of the property, affairs, funds, and business of I-NOMA. Except as otherwise provided in these ByLaws, a majority of the entire Executive Board at a meeting at which a quorum is present shall be the acts of the Board. Minutes of Executive Board meetings shall be prepared and a copy supplied to each member of the Board.

b. CHAIRMAN OF THE BOARD

Only Professional Members in good standing may hold the position of Chairman on the Board. The Chairman of the Board shall be the I-NOMA President who shall preside at all meetings of the Board of Directors and the Executive Committee and shall carry out the duties and responsibilities prescribed in these ByLaws.

c. VICE CHAIRMAN OF THE BOARD

In the absence of the Chairman of the Board, the Vice Chairman of the Board who shall be the Vice President(s) shall act in all respects in the stead of the Chairman during such absence. In addition, the Vice Chairman shall carry out all duties required of that office by these ByLaws and shall perform such other duties as from time to time may be assigned by the Board of Directors. Only Professional Members in good standing may hold the position of Vice Chairman of the Board.

d. PRESIDENT

The President of I-NOMA shall have the responsibility and authority for the day-to-day administration of the affairs of the organization under the general supervision of the Board of Directors and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The President shall also serve as Chairman of the Board and preside at all meetings of the Members, Board of Director, and Executive Board. The President shall serve for one (1) term of two (2) years and may serve one (1) additional term of two (2) years if voted by two-thirds (2/3) majority of the voting membership.

e. VICE-PRESIDENT

The Vice-President(s) shall have such powers and perform such duties the Board of Directors or President from time to time prescribe. In the absence or inability of the President, the Vice President (President Elect) shall be designated by the Board of Directors to perform the duties of the President, and when so acting, shall have all the powers of, and shall be subject to all restrictions upon the President. The Vice President shall also serve as the Vice Chairman of the Board. Any Vice president may serve no more than three (3) terms of two (2) years in any combination of the offices of Vice President, Secretary, Treasurer, or Parliamentarian.

f. SECRETARY

The Secretary shall keep, or cause to be kept, minutes of the meeting of the Board of Directors and the Executive Committee; sign minutes of these meetings and other instruments requiring the signature of the Secretary; and perform other duties incident to the office of the Secretary. The Secretary may delegate their duties; provided, however,

that the Secretary shall still be responsible for overseeing such delegated duties and may not delegate the signing of any minutes or official reports required. The Secretary may not serve more than three (3) terms of two (2) years in any combination of offices of Secretary, Vice President, Treasurer, or Parliamentarian.

g. TREASURER

The Treasurer shall be the Chairman of the Budget and Finance Committee. The Treasurer shall make financial reports at meetings of the Board, cause independent audits of the books and financial records as necessary, and perform all the duties incident to the office of the Treasurer. The Treasurer shall be the Accounting Officer of I-NOMA and shall keep full and accurate accounts of all financial transactions in books belonging to I-NOMA. The Treasurer may delegate their duties; provided, however, that the Treasurer shall still be responsible for overseeing such delegated duties and may not delegate the signing of official reports required. The Treasurer may not serve more than three (3) terms of two (2) years in any combination of offices of Secretary, Vice President, Treasurer, or Parliamentarian.

h. PARLIAMENTARIAN

The Parliamentarian shall be an expert in the formal rules and procedures of the organization, facilitate the transaction of business, and promote cooperation and harmony. The Parliamentarian shall act as a consultant to the Board of Directors, Executive Officers, committees, and general membership on matters of parliamentary procedure. The Parliamentarian may not serve more than three (3) terms of two (2) years in any combination of offices of Secretary, Vice President, Treasurer, or Parliamentarian.

i. HISTORIAN

The Historian shall be appointed by the President for a one year term. The Historian shall maintain, organize, and record I-NOMA events, programming, et al. Tracking images, documents, and other forms of media to be made public for the membership body and coordinated in a format easily accessed and transferable from year to year and position/position. The Historian may delegate their duties; provided, however, that the Historian shall still be responsible for overseeing such delegated duties.

j. MEMBERSHIP CHAIR

The Membership Chair shall be appointed by the President. The Membership Chair will work with any I-NOMA staff to maintain the records of all Members pursuant to Section 5.9 of NOMA's National Bylaws, tracking payment of I-NOMA dues, developing strategies for recruitment and retention of all Members, and holding responsibility for the development and implementation of programs to sustain and increase the I-NOMA membership. The Membership chair shall be responsible for developing and sending out new members packages and checking in on members both old and new in an effort to retain and strengthen old relationships. Membership chair shall oversee the planning, publishing, and mailing out the quarterly chapter newsletter. The Membership Chair may delegate their duties; provided, however, that the Membership Chair shall still be responsible for overseeing such delegated duties.

k. UNIVERSITY LIAISON

The University Liaison shall be appointed by the Board of Directors. The University Liaison coordinates and facilitates communication, and acts as an intermediary between

NOMA and the Universities within the I-NOMA region regarding student issues. The University Liaison is responsible for the development and implementation of programs to support and assist students.

I. STUDENT LIAISON

As an Elected representative, Student Liaisons shall monitor college or university systems for student feedback and to meet with student groups at least twice annually.

SECTION 7.2: TERM OF OFFICE

Officers of I-NOMA become members of the Board upon assuming office. Officers shall serve on the Board for their term of office except that the President shall serve one additional year beyond his or her term in the capacity of Past-President. With the exception of the Executive Board, the Board of Directors Members shall serve for a one-year term.

SECTION 7.3: SEATING OF NEW BOARD MEMBERS

Board Members shall be seated upon selection by the Executive Board. Each Board Member shall continue to serve until their successor has been seated.

SECTION 7.4: VACANCIES

When a vacancy occurs during the term of office of an appointed director, the Board may resolve to appoint a successor to serve for the remainder of the term of the vacant position.

SECTION 7.5: REMOVAL

A member of the Board of Directors may be removed by a vote 2/3rds vote of the Board with cause.

SECTION 7.6: PURPOSE

The Board of Directors shall serve as advisory committee on the control and management of the affairs, property, and funds of I-NOMA. The Board shall also review policies and exercise such functions and responsibilities in accordance and in furtherance of the proposed objectives of the NOMA constitution and ByLaws.

ARTICLE VIII - MEETING OF THE BOARD OF DIRECTORS AND VOTING

SECTION 8.1: ANNUAL MEETING

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

SECTION 8.2: BOARD MEETINGS

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

SECTION 8.3: NOTICE OF MEETINGS

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

SECTION 8.4: ORGANIZATION OF DIRECTORS' MEETINGS

Meeting of the Board of Directors shall be convened by the President who shall also serve as Chairman of the Board. In the absence of the Secretary, the Chairman shall appoint an acting Secretary for the meeting.

SECTION 8.5: RECORDS OF MEETINGS

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

SECTION 8.6: QUORUM, MANNER OF ACTING AND ADJOURNMENT

At meetings of the Board of Directors, the presence of a simple majority of the Directors then serving shall constitute a quorum for the transaction of business and the actions of a majority of the Directors voting shall be the acts of the Board.

SECTION 8.7: PARLIAMENTARY PROCEDURES

The rules set forth in the current edition of Robert's Rules of Order, shall govern in all cases where not in conflict with the Bylaws and any special rules or orders that the organization may adopt.

ARTICLE IX - COMMITTEES

SECTION 9.1: STANDING COMMITTEES

a. **FINANCE COMMITTEE:** The Finance Committee shall be responsible for budgeting, planning and administering financial policies and programs to generate resources for the chapter. The Treasurer shall serve as the finance chair.

b. **MARKETING COMMITTEE:** The Marketing Committee shall be responsible for public relations. The Marketing Committee shall be responsible for the advertisement, and notification of events, programming, and other opportunities available to the general body. I-NOMA website(s), Social Media accounts, and other social platforms shall be regulated by the committee. The Historian and Membership chair shall work closely, or be members of the Marketing Committee.

c. **NOMINATIONS COMMITTEE:** The Nominations Committee shall consist of three (3) members. Two (2) of these members are to be members of the Board of

Directors as selected by the Chairman of the Board with the advice and consent of the Board. The other member is to be selected by the Chairman from the general membership with the concurrence of the Board. Members of the Nominations Committee shall serve for not more than three (3) consecutive one (1) year terms. A vacancy in the Nomination Committee shall be filled by the Chairman of the Board with the approval of the Board.

i. The Nominations Committee shall solicit recommendations for nominees from the Board, and the membership. The Committee shall evaluate candidates and provide such information on nominees as necessary for the Board (and the membership) to evaluate candidates.

ii. The Board Nominations Committee shall be responsible for recommending to the Executive Board at least thirty (30) days prior to the Annual Meeting, a slate of officers.

iii. On the floor nominations are allowed during elections provided a motion to add the new candidate has been properly moved and seconded to appear on voting ballot.

SECTION 9.2: PLANNING COMMITTEES:

The Planning Committees may be established by the Board of Directors for the execution of the yearly initiatives and future projects and activities of I-NOMA. The Committees may propose projects, undertake long-range planning, establish and recommend priorities, and develop initiatives in pursuit of the established purpose and goals of the committee.

ARTICLE X - AMENDMENTS

This Constitution may be amended by a two-thirds vote of the membership assembled in full body general membership meetings.

Notice of proposed amendments shall be published to the general membership at least thirty (30) days before the convening of such meeting. Amended ByLaws shall be forwarded to the National NOMA parliamentarian for final approval.