

NATIONAL ORGANIZATION OF MINORITY ARCHITECTS

ARIZONA CHAPTER BYLAWS

ARTICLE I – NAME, LOCATION and PURPOSE

Section 1. Name.

The name of this corporation shall be the Arizona Chapter of the National Organization of Minority Architects (hereinafter called NOMAArizona)

Section 2. Location.

NOMAArizona shall encompass the entire state of Arizona

Section 3. Mission and Purpose.

3.1 National Mission Statement

NOMA's mission, rooted in a rich legacy of activism, is to empower our local chapters and membership to foster justice and equity in communities of color through outreach, community advocacy, professional development and design excellence.

3.2 Chapter Mission Statement

NOMAArizona's mission is driven by the desire to create a team:

- a) With the goals to inspire/empower and be a resource to under-served communities in Arizona, regardless of socio-economic status, culture, language, race, religion, national origin, ethnicity, disability, sex, gender identity, sexual orientation, or age;
- b) Where our strength will be our diversity, where we are not only interested in teaching the community, but also learning from it;
- c) That supports professional and personal growth and development, with a proactive approach to reach out to the design and construction community to enrich knowledge of industry practices;
- d) That strives to increase the number of women and minorities in our profession, and to help advance their careers in an upward trajectory and extract each individual's potential;
- e) That is welcoming, a resource, reliable, educated, sustainably minded, and encourages fellowship/social awareness.

3.3 Purpose

In concordance with NOMA National, NOMAArizona's purposes shall include but not be limited to the following:

- a) To foster communication and fellowship among minority architects through educational, social, and charitable programs and projects;
- b) To encourage collaboration of existing and proposed local minority architectural groups;
- c) To fight discrimination and other selection policies being used by public and private sector clients to unfairly restrict minority architects' participation in design and construction;

- d) To act as a clearinghouse for information and to maintain a roster on practitioners;
- e) To encourage the establishment of coalitions of member firms and individuals to form professional relationships;
- f) To be an effective source of motivation and inspiration for minority youth and maintain an active role in the education of new architects;
- g) To promote the design and development of living, working, and recreational environments of the highest quality for all people;
- h) To create, encourage, and maintain relationships with other professionals and technicians whose work affects the physical and social environment; and
- i) To work with local, state, and national governments on issues affecting the physical development of neighborhoods and communities.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the elected Officers and Directors. The Board shall have not less than six (6) members.

Section 2. Term of Office.

Directors shall be appointed for a two (2) year term and may not serve more than two consecutive two-year terms. Terms of the Directors will stagger to allow continuity on the Board.

Section 3. Election Procedure.

Officers of NOMAArizona shall be elected at the Annual Meeting.

Section 4. Seating of New Board Members.

Newly elected Board Members shall be seated on January 1st. Each Board Member shall continue to serve until their successor is seated.

Section 5. Vacancies.

When a vacancy occurs during the term of office of an appointed Director, the Board of Directors may elect a successor to serve for the remainder of the term of the vacant position by simple majority vote at a duly scheduled meeting of the Board of Directors.

Section 6. General Power and Duties.

The direction, control, and management of the affairs, property, and funds of NOMAArizona shall be vested in the Board of Directors, which shall peruse such policies and exercise such functions and responsibilities as shall be in accord and in furtherance of the proposed and objectives of the NOMAArizona bylaws.

Section 7. Removal.

A member of the Board of Directors may be removed by a majority two-third vote of

Board of Directors with cause.

ARTICLE III - MEETING OF THE BOARD OF DIRECTORS AND VOTING

Section 1. Annual Meeting.

The Annual Meeting shall be held in the fourth quarter of each fiscal year, at a time and place as may be determined by the Board of Directors. The fourth quarter of the fiscal year shall commence on the 1st of October of the current calendar year through the 31st of December. The Annual Meeting may be held virtually through a teleconferencing platform. Live attendance during this meeting shall count towards present quorum.

Section 2. Meetings.

Meetings of The Board of Directors, in addition to the Annual Meeting, shall be held at times and places determined by the Board. All meetings may be held virtually through a teleconferencing platform. Live attendance during these meetings shall count towards present quorum.

Section 3. Notice of Meetings.

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

Section 4. Organization of Director's Meetings.

Meetings of The Board of Directors shall be convened by the President who shall serve as Chairperson of the Board. Lacking the Secretary, the Chairperson shall appoint an acting Secretary for the meeting.

Section 5. Records of Meetings.

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

Section 6. Quorum.

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

Section 7. Parliamentary Procedures.

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

ARTICLE IV - COMMITTEES

Section 1. Standing Committees.

Directors of standing committees of the Board shall be appointed by the Chairperson, except as otherwise provided in these bylaws, with the advice and consent of the Board of Directors. Standing Committees shall be chaired by a Director. If a Standing Committee has a membership of less than one (1) member, the responsibilities of the Committee are transferred to the Director acting as chair of that Committee.

Such committees shall be:

1.1. Budget and Finance Committees.

The Budget and Finance Committee shall be responsible to the Board of Directors for:

- a) The creation and maintenance of the financial management system and practices.
- b) Preparation and presentation of an annual budget to the Board of Directors.
- c) Monitoring and reporting to the Board regarding the financial condition of NOMAarizona, and performance with respect to the budget.
- d) Developing fundraising initiatives
- e) Establishing a Financial Reconciliation Task Force and appointing its members as needed to audit and report the financial condition to the Board of Directors and the Internal Revenue Service as needed.

1.2. Membership, Activities and Planning Committee (MAP).

The MAP Committee shall be responsible for the development and implementation of programs and activities to sustain and increase the membership of NOMAarizona. They shall be responsible for defining and promoting the value of the organization to its membership at a local level in alignment with National objectives. The Committee shall screen proposed projects, undertake long-range planning, establish and recommend priorities, and develop initiatives on long range issues perceived to have potential impact on the profession and organizational goals.

1.3. Nomination Committee.

The Nomination Committee shall consist of three (3) members. All members shall be selected from the general membership with the approval of the Board of Directors. The Parliamentarian of the Board of Directors shall serve as the chair for the Nomination Committee. A vacancy in the Committee shall be filled by the Chairperson of the Board with the approval of the Board of Directors. The Nomination Committee shall be a temporary working group established 90 days prior to the Annual Meeting and Board Election.

a) Application Process.

1. The Nomination Committee shall solicit recommendations for nominees from the Board of Directors and the general membership and contact them accordingly.
2. Any member in good standing may also nominate themselves if they meet all requirements for their position by contacting the Nomination Committee directly.
3. The Nomination Committee shall facilitate and supervise the application process and publish such information on nominees as necessary for the Board of Directors and general membership to evaluate candidates in an open and transparent fashion.
4. The application process shall finalize 30 days prior to the election.

1.4. Other Committees. The Chairperson of the Board may appoint, subject to the approval of the Board of Directors, such a committee as the Board of Directors deems advisable, with such duration, function, and authority as the Board of Directors prescribes.

ARTICLE V - OFFICERS

Section 1. Officers.

The Executive Officers of NOMAArizona shall be the President, Vice President, Secretary, Treasurer, Parliamentarian, and Directors, all of whom shall be elected by the membership. The President shall be a Registered Architect and the Vice President must be in pursuit of their architectural license.

Section 2. Term of Office.

Officers shall be elected for a two (2) year term and may not serve more than two consecutive two (2) year terms.

Section 3. Removal.

Officers elected by the membership may be removed, with cause, by a two-thirds (2/3) majority of the NOMAArizona members and/or Board of Directors.

Section 4. Resignation.

Any Officer of the Chapter may resign by giving written notice to the NOMAArizona members and Chairperson of the Board.

Section 5. Vacancies.

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

Section 6. Chairperson of the Board.

The Chairperson of the Board shall be the President who shall preside at all meetings of the Board of Directors and carry out the duties and responsibilities

prescribed in these bylaws.

Section 7. Vice Chairperson the Board.

In the absence of the Chairperson of the Board, the Vice Chairperson of the Board, who shall be the Vice President, shall act in all respects perform the duties of the Chairperson during such absence. In addition, the Vice Chairperson shall carry out all duties required of her, his, or their office by these Bylaws and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Secretary.

The Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Directors, sign minutes of these meetings and other instruments requiring the signature of the Secretary; and perform other duties incident to the office of the Secretary.

Section 9. Treasurer.

The Treasurer shall be the Chairperson of the Budget and Finance Committee; and shall make financial reports at meetings of the Board of Directors, cause independent audits of the books and financial records, and perform all the duties incident to the office of the Treasurer. The Treasurer shall be the accounting officer of NOMAarizona and shall keep full and accurate accounts of all financial transactions in books belonging to NOMAarizona.

Section 10. President.

The President shall have the responsibility and authority for the day-to-day administration of the affairs of the organization under the general supervision of the Board of Directors and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 11. Vice President.

The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President, the Vice President shall be designated by the Board of Directors to perform the duties of the President, and when so acting, shall have all the powers of, and shall be subject to all restrictions upon the President.

Section 12. Parliamentarian.

The Parliamentarian shall maintain order, interpret the bylaws, perform other normal duties of Parliamentarian at meetings, and shall maintain an ongoing record of the events, projects, and history of the organization.

Section 13. Directors.

The Directors shall have full voting privileges as a member of the Board of Directors and shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

Directors shall be either licensed or Non-Architect.

Special appointment of the President of NOMAS chapter to the Board of Directors may be done at the discretion of the Board of Directors.

Section 14. Immediate Past President.

The person who held the position of president before the current president should hold the position of Immediate Past President in the Board of Directors for the period of one year and shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

The Immediate Past President shall have full voting privileges as a member of the Board of Directors.

ARTICLE VI - MEMBERSHIP

Section 1. Membership.

Membership in NOMA Arizona shall be open to all qualified individuals irrespective of race, gender, sexual orientation, creed, or nationality.

Membership shall be in one of the following categories catch all note:

- 1.1. Licensed Professional Members (see 2.1a – National bylaws)
- 1.2. Associate Member. Individuals without architectural licenses that possess three (3) or more years of professional experience. (see 2.1b – National bylaws)
- 1.3. Emerging Professional Member - Individuals without architectural licenses that possess Less than three (3) of professional experience. (see 2.1c – National bylaws)
- 1.4. Allied Member - Individuals who are not otherwise eligible for membership in NOMA, but who are licensed in another field where such requirements exist or are employed outside of the architectural practice (see 2.1e – National bylaws)
- 1.5. 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 a program or school of architecture with NAAB accreditation or equivalent accreditation from a non-U.S. authority (see 2.1f – National bylaws)
- 1.6. Youth Member. Individuals who are currently enrolled in high school (grades 9-12) (see 2.1g – National bylaws)
- 1.7. Emeritus Member. Individuals who are retired, no longer practice architecture or an allied profession, and have been a member in good standing for at least fifteen (15) consecutive years or twenty-five (25) cumulative years (see 2.1h – National bylaws)
- 1.8. Honorary Member. Individuals who are esteemed of character, who are 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 (see 2.1i – National bylaws)

Section 2. Voting.

Except as otherwise provided in these bylaws, each member shall

be entitled to one vote at membership meetings.

Section 3. Honorary Membership.

NOMA Arizona members may elect any person of prominence to Honorary Membership in the National Organization of Minority Architects Arizona Chapter, with the following provisions:

- 3.1. Members may recommend candidates for Honorary Membership to the Membership Committee.
 - a) Honorary Members shall have all the privileges of membership except those of voting and holding elected office and serving as delegates to Conferences and National Conventions.
 - b) The Board of Directors shall approve the nomination for Honorary Membership after the recommendation from the Membership Director with a simple majority vote.
 - c) Honorary Membership is subject to the review and approval of the NOMA National Board of Directors.

Section 4. Eligibility for Chapter Membership.

Any member in good standing with the National Organization shall be admitted to membership in the chapter.

Transfer from one chapter to another is automatic as long as that member remains in good standing with the National Organization.

Section 5. Suspension and Revocation of Membership.

Chapters may, upon written approval of three-fourth (3/4) vote from the Board of Directors, make a financial member inactive for:

- 5.1. Repeated infractions of the rules and regulations of the Chapter.
- 5.2. Conduct unbecoming to a member of the National Organization.

All cases of suspension and/or revocation of Membership must be brought to NOMA National for final approval.

ARTICLE VII - FEE AND FINANCE

Section 1. National Dues and Assessments.

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

Section 2. Amount of Dues.

Dues shall be assessed annually and paid annually for the appropriate amount. Membership dues structure shall be made public through the Chapter's website.

Section 3. Payment of Dues.

Payment of annual dues shall be based upon the calendar year and shall be due on or before December 31st of each year in accordance with NOMA National and the Fiscal year.

Section 4. Default of Payment of Dues.

Notice of default will be sent to party upon failure to pay annual dues. If such dues are not paid by March 15th, privileges of membership shall be inactive.

Section 5. Hardship Dues Reduction.

In the event of exceptional circumstances and after consultation with the NOMA Arizona Membership Committee with the support of an Executive Officer, it shall recommend to NOMA National, that the Board may waive all or any part of the dues in equal proportions across all chapters at any level of membership in the NOMA.

ARTICLE VIII - MEETINGS

Section 1. General Membership.

NOMA Arizona membership shall meet a minimum of four (4) times per year.

- 1.1. Annual Meeting: There shall be an Annual Meeting of members, unless determined otherwise by the Board of Directors. At this meeting the Board of Directors shall submit a report of the activities of the organization and at which the members shall elect the Executive Officers. A quorum for such annual meeting shall consist of two-thirds (2/3) of the members, present in person or live via teleconferencing. The Board of Directors may, by resolution, determine other matters to be considered at the Annual Meeting and may establish procedures for voting at such meeting. Roberts Rules of Order shall govern.
- 1.2. Special Meetings: Special Meetings of the members may be called by the President, the Secretary, the Board of Directors, or may be called by three-quarters (3/4) of the active voting membership. A minimum of forty-eight (48) hours notice will be given when scheduling special meetings.
- 1.3. Regular Meetings: A quorum for regular meeting shall be one-third (1/3) of the active members. Regular meetings will be held monthly unless agreed upon by a two-third (2/3) vote at the standing meeting.

ARTICLE IX - AMENDMENTS

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

In accordance with NOMA Bylaws, Article 5 Section 5.6 every chapter shall adopt bylaws consistent

with NOMA National Bylaws, and every such bylaw and every amendment thereto must be submitted to the NOMA Parliamentarian for approval before the bylaw amendment becomes effective.

EXECUTIVE COMMITTEE SIGNATURES: