BYLAWS
OF THE ARCHITECTS AND
LANDSCAPE ARCHITECTS ASSOCIATION
OF PUERTO RICO

As amended, September 11, 2009 (Regular Assembly)
ABOUT THE ASSOCIATION AND ITS MEMBERS

CHAPTER I. THE ASSOCIATION.

NAME AND DOMICILE:

Article 1. This legal entity shall be called “ARCHITECTS AND LANDSCAPE ARCHITECTS ASSOCIATION OF PUERTO RICO” in accordance with Law No. 96 of July 6, 1978 and Law No. 173 of August 12, 1988, as amended, and shall be domiciled in the Commonwealth of Puerto Rico.

GOALS:

Article 2. The Association shall have the following primary goals:

(a) To contribute to the improvement of the environment and the quality of life of the Puerto Rican community;
(b) To promote the excellence of our architecture;
(c) To promote the improvement of the professional practice of its members;
(d) To be the House that hosts the aspirations and interests of our disciplines so that they are recognized as essential to the welfare of Puerto Rico.

DUTIES AND OBLIGATIONS:

Article 3. The Architects and Landscape Architects Association of Puerto Rico shall have the following duties and obligations:

(a) To contribute to the improvement of the quality of life of the Puerto Rican community;
(b) To promote the excellence in architecture and landscape architecture for the welfare of our country; to protect, defend and represent the members of our professions;
(c) To promote the beautification and the environmental, physical and social improvements of the Puerto Rican community;
(d) To contribute to the advancement of architecture, and of related arts and ancillary industries in Puerto Rico;
(e) To represent the professional class before the Commonwealth and the Puerto Rican community;
(f) To promote the progress of culture, art, social and physical sciences, and technology, especially in connection with architecture;
(g) To safeguard the rights and to insure that the members fulfill their responsibilities in all that concerns the practice of their profession;
(h) To collaborate with the Legislature and the Government Agencies in the regulation of the profession of architecture;
(i) To promote and establish relationships with the College of Engineers and Land Surveyors, established by Law 319 of March 15, 1938, as amended, through the Joint Committee established in Section 7 of Law 96 of July 6, 1978, as amended, and with professional and
international institutions with similar pursuits within determined rules of courtesy and community of interests;

(j) To advise the Commonwealth on matters of its specialty and to present the reports and opinions that the Commonwealth may require;

(k) To perform its duties in committees, render reports, offer counsel, and carry out other actions in adequate representation of the public interest, when these activities are directed to the community and the Commonwealth;

(l) To promote and put into effect the Code of Professional Ethics;

(m) To make statements regarding its specialty on matters of public interest;

(n) To keep alive in its members the spirit of professional self-improvement with programs of continuing education and other programs of professional interest;

(o) To establish and to maintain a professional library which shall be open to the general public;

(p) To collaborate with local universities and technological institutions in the advancement of education;

(q) To recognize outstanding and meritorious professional achievements, and the effective collaboration of the members towards the Association, the profession and the Puerto Rican community;

(r) To strengthen the spirit of collegiality and to encourage the development of an extensive and stable professional conscience;

(s) To promote fraternal relationships among its members;

(t) To promote any other means that are in harmony with the purposes of the institution and the rights and duties conferred to it by law;

(u) To insure the welfare of its members through the establishment of charitable funds, insurance services and special funds;

(v) To refrain from assuming partisan political positions.

EMBLEM, OFFICIAL SEAL AND DISTINCTIVE SIGN OF THE ASSOCIATION:

Article 4. The emblem of the Architects and Landscape Architects Association of Puerto Rico shall be the drawing of the main facade of the Porta Coeli Church in San German.

Article 5. The official seal of the Association shall consist of a circle whose center is printed with the emblem of the Association and that has in its exergue the inscription "Architects and Landscape Architects Association of Puerto Rico." Any certificate issued by the Association, for it to be considered official or authentic, shall bear the official seal.

Article 6. The official distinctive sign of the Association shall be a square divided into four squares of equal size, within which two diagonals form the letter “A”.
CHAPTER II. ASSOCIATION MEMBERS.

MEMBERSHIP:

Article 7. All architects and landscape architects authorized to practice the professions of architecture or landscape architecture in the Commonwealth of Puerto Rico, pursuant to Law No. 173 of August 12, 1988, as amended, shall be members of the Association. Only members of the Association may exercise or practice the profession of architect or landscape architect in Puerto Rico. The Association, following the provisions established by the Governing Board, shall issue the corresponding certificate of membership under the following categories defined by law:

(a) Licensed Architect
(b) Licensed Landscape Architect
(c) Architect in Training
(d) Landscape Architect in Training
(e) Retired Licensed Architect
(f) Retired Licensed Landscape Architect
(g) Retired Architect in Training
(h) Retired Landscape Architect in Training

Article 7a. The Governing Board of the Association shall adopt rules related to the following categories:

(a) Retired Licensed Architect
(b) Retired Licensed Landscape Architect
(c) Retired Architect in Training
(d) Retired Landscape Architect in Training

Article 7b. The Governing Board of the Association shall adopt rules related to the following subcategories:

(a) Licensed Architect with Conditional License
(b) Licensed Landscape Architect with Conditional License
(c) Licensed Architect with License by Reciprocity
(d) Licensed Landscape Architect with License by Reciprocity

Article 8. The Association can have honorary members who are not included in the categories of Articles 7, 7a and 7b, but whose cooperation, work, or professional qualifications receive the recognition of the Governing Board. These appointments do not carry the obligations, duties and rights of registered members.

DUTIES:

Article 9. It behooves to each member:

(a) To watch over for compliance with the duties and obligations of the Association;
(b) To comply with laws and bylaws governing the professions of architecture and landscape architecture;
(c) To comply with the provisions in these Bylaws and in the Code of Professional Ethics adopted by the General Assembly and which forms part of these Bylaws;
(d) To attend the Annual Regular Assembly and the Special Assemblies convened by the Association;
(e) To accept and perform the functions assigned by the Association;
(f) To inform the Association of the work and studies that, in the member’s opinion, can be disclosed and which are useful to transmit knowledge to the community and to other members;
(g) To collaborate in the disciplinary investigations undertaken by the Association and its Bodies.

RIGHTS:

Article 10. The rights of every member are:

(a) To be heard and to vote at the Assemblies of the Association, subject to the provisions of these bylaws;
(b) To elect and be elected to elective positions of the Association, subject to the provisions of these bylaws;
(c) To be properly served by the Association when making an inquiry or when requesting protection in the practice of the profession;
(d) To participate in the professional, cultural, civic and social activities of the Association;
(e) To have access to a fair procedure for airing professional conduct complaints.

ABOUT THE ORGANIZATION OF THE ASSOCIATION

CHAPTER III. THE BODIES OF THE ASSOCIATION.

Article 11. The bodies of the Association are the General Assembly, the Governing Board, the Standing and Special Committees, and the Institute of Landscape Architects.

Article 12. The Association shall be governed, in first place, by the General Assembly and, in second place, by its Governing Board.

CHAPTER IV. THE GENERAL ASSEMBLY.

ITS NATURE:

Article 13. The General Assembly is the highest deliberative body and highest authority of the Association, and may meet in an Annual Regular Assembly and in Special Assemblies.
ITS COMPOSITION:

Article 14. The General Assembly shall be constituted by members of the Association, in accordance with Sections 3 and 4 of Law No. 96, supra, and with Article 7 of these Bylaws.

ITS ATTRIBUTIONS:

Article 15. The attributions of the General Assembly are:

(a) To consider the annual report of the Governing Board on the activities of the Association and to decide on it;
(b) To consider reports presented by the Committees of the Association and to decide on them. The Committee reports that have been printed and circulated among the members shall not be read in the Assembly. In the occasions where an action has been recommend to the Association, the Chairperson of the Committee shall present a brief report of the recommendations and an explanation of their scope and extension;
(c) To consider the annual Budget Proposal of the Association;
(d) To consider the Resolutions presented to the Assembly and to decide on them;
(e) To consider and decide the proposed amendments to the Bylaws of the Association and to the Code of Professional Ethics;
(f) To elect the members of the Governing Board in accordance with the provisions of Chapter IX of these Bylaws;
(g) To establish the annual dues of the members of the Association;
(h) To dissolve and liquidate the Foundation through a Special Assembly convened for that purpose;
(i) Any other actions aimed at fulfilling the goals of the Association.

ITS REGULAR AND SPECIAL ASSEMBLIES:

Article 16. The Association shall have the Annual Regular Assembly during the last quarter of the fiscal year, on the day or on the consecutive days set by the Governing Board.

Article 17. The Association shall hold Special Assemblies when the Governing Board may deem appropriate or when a written request is presented to the Governing Board subscribed by at least ten (10) percent of the members of the Association at the time of the request. The request for a Special Assembly shall state its purpose; and when it complies with the provisions of this Article, its celebration shall be compulsory within the next forty-five (45) days after the filing of the request.

ITS QUORUM REQUIREMENTS:

Article 18. Except as provided by Article 73 of these Bylaws, quorum to declare duly constituted a Regular or Special Assembly shall require the presence of at least ten (10) percent of all Association members, in accordance with the provisions of Article 7 of these Bylaws. After failing to establish the required quorum during the first two (2) hours of convening
the Assembly, quorum can be constituted with the presence of at least five (5) percent of the total members of the Association. The call for the Assembly should note the diminished requirements needed for establishing quorum.

**ITS CONVOCATIONS:**

Article 19. The calls for the Annual Regular Assembly or the Special Assemblies shall be published in two (2) newspapers of general circulation in Puerto Rico, within at least fifteen (15) days prior to the celebration of the Assembly. The Executive Director shall send a copy of the convocation to all members of the Association at least fifteen (15) days prior to the date of the Assembly. Every call for a Special Assembly shall include the purpose for its celebration.

**CHAPTER V. THE GOVERNING BOARD.**

**ITS CHARACTER:**

Article 20. The Governing Board is the executive and administrative body of the Association. It shall govern the destinies of the Association in accordance with the guidelines set by the General Assembly and by these Bylaws.

Article 21. The Governing Board shall consist of a President, a Vice President, a Secretary, a Treasurer, an Auditor, four (4) Directors, a Liaison Officer of the Architects in Training, and a Liaison Officer of the Institute of Landscape Architects. All candidates for the Governing Board shall be nominated and elected according to the procedures provided by these Bylaws and shall serve during the fiscal year or fiscal years that correspond to the term for which they were elected.

**ITS DECISIONS:**

Article 22. The decisions of the Governing Board shall be made by a majority. Quorum for the meetings shall be established by half plus one of their elected Officials or of those appointed in accordance with Article 23 (1) of these Bylaws.

**ITS DUTIES AND ATTRIBUTIONS:**

Article 23. It behooves the Governing Board:

(a) To abide by and to enforce compliance with all legal norms applicable to the Association, these Bylaws, the Code of Professional Ethics, and the decisions of the General Assembly;
(b) To direct the handling of the issues brought to the attention of the Association;
(c) To administer the funds of the Association in accordance with the budget and with the rules established in the Internal Bylaws of the Governing Board;
(d) To appoint and dissolve Special Committees as they deem appropriate;
(e) To present to the members of the Association, in the Annual Assembly, a subscribed annual report of the activities of the Association that includes the reports of the Treasurer and of the External Auditor;
(f) To present the Budget Proposal of revenues and expenditures for the next year, which shall be considered by the General Assembly in its regular session and approved by the Governing Board during the first thirty (30) days following the end of the fiscal year;
(g) To adopt Internal Bylaws for its operation;
(h) To consider for appropriate actions the amendment suggestions to Law No. 96 and No. 173, as amended, and to any legislation affecting the professional practice of its members;
(i) To consider and adopt the following documents:

1. Internal Bylaws for the Governing Board
2. Manual for Administrative Procedures
3. Bylaws for Committees
4. Bylaws for Financial Aid
5. Bylaws for Educational Loans
6. Manual for Professional Practice
7. Bylaws for Design Contests
8. Bylaws for the Joint Committee, established by Law No. 96 of 1978
9. Rules and Bylaws for the Foundation of the Architects and Landscape Architects Association
10. Internal Bylaws for the Institute of Landscape Architects;

(j) To appoint the Board of Trustees of the Foundation of the Architects and Landscape Architects Association and ratify nomination to fill any vacancies;
(k) To approve amendments to the Statutes of the Foundation;
(l) To fill vacancies arising among Officials of the Board, except for the position of President;
(m) To hold at least one monthly meeting;
(n) To transfer to the Foundation of the Architects and Landscape Architects Association of Puerto Rico, by onerous title or free of charge, any of the movable or immovable property of the Association that it determines to be appropriate or necessary for the Foundation to fully comply with the objectives and purposes of its creation;
(o) To approve any decision of the Foundation that could affect the finances of the Association.

ITS OFFICIALS:

Article 24. The Officers of the Governing Board of the Association shall be: the President, the Vice President, the Secretary, the Treasurer, and the Auditor. The remaining members of the Governing Board shall be known as Directors. They shall perform their responsibilities as hereinafter provided.
Article 25. Terms of the Officials.

The President of the Association shall be elected for a term of one (1) year and may be reelected by majority vote of the General Assembly, but only for four (4) consecutive reelection terms of one (1) year each.

The Vice President, the Auditor, the Secretary, the Treasurer and the four (4) Directors shall also be elected by majority vote, for a term of two (2) years each. The Vice President, the Auditor, the Secretary and the Director of Technical and Professional Affairs Committee shall be elected for their terms every two (2) Assemblies; the Treasurer and the Directors of the Committees on Education, Professional Practice, and Legislative Affairs shall be elected in the next Assembly.

If a vacancy arises in any of the positions of the Governing Board during an Assembly because a person holding one position has been elected to another position, the Assembly shall elect a new person to fill the vacant position for the time remaining in the position.

If a vacancy arises in the Governing Board before the Assembly, it shall be filled as provided in Section 27(k) of these Bylaws until the next Regular Assembly, when a member shall be elected to fill the vacancy for the time remaining in the position.

Article 26. No member may receive, nor the Association authorize, agree or pay remuneration for any position nor for any services provided by the member while being an Official of the Governing Board, nor for one year following the termination of the elected term. During this same interval, members shall also be prohibited to have particular or pecuniary interests, whether direct or indirect, in contracts awarded by the Association.

Article 27. The duties and attributions of the President are:

(a) To preside over the General Assembly, the Special Assemblies, and the Governing Board meetings, and to direct the discussion; the President shall have the casting vote in case of a tie;
(b) To represent the Association in all official matters or to appoint a representative if he/she can not personally attend a matter;
(c) To coordinate the works of the General Assembly and of the Governing Board;
(d) To convene, together with the Secretary, the regular and special meetings of the General Assembly and the meetings of the Governing Board, expressing in the call the purpose of the meetings;
(e) To issue the payment orders that may be necessary, in accordance with the Law and these Bylaws, and with the Budget Proposal considered by the Assembly;
(f) To sign, together with the Secretary, the minutes of the meetings of the Governing Board and of the General Assembly;
(g) To present in the Annual Regular Assembly, on behalf of the Governing Board, a report on the activities of the Association;
(h) To appoint and to replace members and chairpersons of Standing and Special Committees;
(i) To implement the institutional policy, as established by the General Assembly and by the decisions of the Governing Board;
(j) To appoint and hire, with the approval of the Governing Board, an Executive Director, a Legal Adviser, an External Auditor, a Financial Consultant, a Public Relations Consultant, and a Parliamentary Counsel;
(k) To nominate candidates to fill vacancies in the positions of the Governing Board, subject to ratification by the same Board, as provided in Section 25 of these Bylaws;
(l) To appoint and/or replace the representative of the Architects and Landscape Architects Association to the Professional Stamps Committee.

Article 28. The duties and attributions of the Vice President are:
(a) To collaborate with the President in the exercise of the duties and attributions of the position;
(b) To substitute the President in case of his/her absence, resignation, incapacity or death;
(c) To act as the parliamentary official in the Governing Board meetings;
(d) To act as the officer in charge of the fundraising activities and the donations to the institution.

Article 29. The duties and attributions of the Secretary are:
(a) To draw up and to sign, together with the President, the minutes, convocations, and other documents related to the Annual Regular Assembly, the Special Assemblies, and the Governing Board meetings;
(b) To certify the book entitled "Title Register", used to register all members of the Association;
(c) To certify the alphabetical list of the professionals, which includes the date and number of their licenses or certificates, as well as their addresses;
(d) To provide the certifications that are requested to the position;
(e) To have custody over the official seal of the Association.

Article 30. The duties and attributions of the Treasurer are:
(a) To prepare the annual Budget Proposal for revenues and expenditures;
(b) To supervise the collection, use and preservation of the funds of the Association;
(c) To remit the payments authorized by the President, ensuring that they are considered in the budget and notified to the accounting office of the Association;
(d) To supervise the accounting Books;
(e) To make monthly reports to the Governing Board regarding the movements of the finances of the Association;
(f) To allow the Auditor of the Association to examine the financial records, books and accounting documents of the Association;
(g) To obtain the provision of a bond set by the Governing Board, provided that the cost thereof shall be paid from the funds of the Association;

(h) To coordinate the work of the Financial Consultant of the Association and to report regularly to the Governing Board on the consultant’s activities;

(i) To supervise, together with the Executive Director and the designated representatives of the College of Engineers and Land Surveyors, the process of issuing and distributing the professional stamps of the Association and the College, and to report regularly to the Governing Board on the matter;

(j) To present an annual report to the General Assembly;

(k) To maintain, in conjunction with the Executive Director, an inventory of the nonfungible property of the Association; and

(l) To recommend to the Governing Board and to the General Assembly those measures that would promote a better fiscal management of the funds of the Association.

Article 31. The duties and attributions of the Auditor are:

(a) To audit all accounts of the Treasurer;

(b) To present an annual report to the General Assembly.

Article 32. The duties and attributions of the Director of Technical and Professional Affairs are:

(a) To chair the Technical and Professional Affairs Committee;

(b) To administer the Design Contests Program;

(c) To form part of the Board of Trustees of the Foundation of the Architects and Landscape Architects Association of Puerto Rico.

Article 33. The duties and powers of the Director of Education are:

(a) To chair the Education Committee;

(b) To form part of the Board of Trustees of the Foundation of the Architects and Landscape Architects Association of Puerto Rico.

Article 34. The duties and attributions of the Director of Professional Practice are:

(a) To chair the Professional Practice Committee;

(b) To be the representative of the Architects and Landscape Architects Association in the Joint Committee provided in Law No. 96, supra.

Article 35. The duties and attributions of the Director of Legislative Affairs are:

(a) To chair the Legislative Affairs Committee.
Article 36. The duties and attributions of the Liaison Officer of the Architects in Training are:

(a) To represent architects in training at the Association and the Governing Board;
(b) To coordinate the meetings on all matters pertaing to the architects in training;
(c) To serve as a facilitator to assist architects in training to obtain their professional license;
(d) To chair the Architects in Training Committee and to nominate its members;
(e) To prepare progress and achievement reports that provide fitting information to the architects in training of the Association;
(f) To present a report to the General Assembly that summarizes all the issues worked during the year that pertain to the architects in training.

Article 37. The duties and attributions of the Liaison Officer of the Institute of Landscape Architects are:

(a) To represent the landscape architects and the landscape architects in training at the Association and the Governing Board;
(b) To coordinate the meetings on all matters pertaining to the landscape architects;
(c) To serve as a facilitator to assist landscape architects in training to obtain their professional license;
(d) To prepare progress and achievement reports that provide fitting information to the landscape architects in training of the Association;
(e) To present a report to the Annual General Assembly that summarizes all the issues worked during the year that pertain to the landscape architects.

Article 38. The Executive Director is the official that, representing the Architects and Landscape Architects Association of Puerto Rico, shall give compliance to the resolutions adopted by the Governing Board.

Article 39. The duties and powers of the Executive Director are:

(a) To be responsible for the efficient operation of the Association Headquarters and its staff;
(b) To prepare, in coordination with the President and the Secretary, the agendas for the meetings of the Governing Board, and to be present in these meetings, where he/she only has the right to speak;
(c) To receive and to safeguard all applications and communications presented to the Architects and Landscape Architects Association of Puerto Rico, the General Assembly, and/or the Governing Board;
(d) To maintain and update an official register of members of the Association;
(e) To be responsible for the public relations for the Association and, in the absence of the President, to provide kind and proper attention to the guests of the Association;
(f) To keep the Governing Board duly informed on the properly functioning of the different special committees, which, in turn, are responsible to provide him/her with the necessary information;

(g) To notify the Board of Examiners of Architects and Landscape Architects of changes occurring in the enrollment of the Association;

(h) To notify the Board of Examiners of Architects and Landscape Architects, within thirty (30) days following the celebration of the General Assembly, the names and postal addresses of each Official of the Governing Board;

(i) To organize the General Assembly of the Association, in the manner established by the Governing Board;

(j) To represent the Association in official activities delegated by the President.

CHAPTER VI. STANDING AND SPECIAL COMMITTEES.

Article 40. The Standing Committees of the Association shall be the following:

(a) Technical and Professional Affairs Committee
(b) Education Committee
(c) Professional Practice Committee
(d) Professional Ethics Committee
(e) Legislative Affairs Committee
(f) Architects in Training Committee
(g) Environmental Affairs and Sustainability Committee

Article 41. The Committees of Technical and Professional Affairs, Education, Professional Practice, and Legislative Affairs shall be chaired by the respective Directors of the Governing Board elected by the Assembly, and the Architects in Training Committee shall be chaired by the elected Liaison Officer as provided by these Bylaws. The appropriate Official shall name, with the ratification of the Governing Board, a minimum of three members to constitute each committee. The committees shall be appointed within thirty (30) days from the celebration of the Assembly; this term and can be extended for thirty (30) additional days by decision of the Governing Board.

Article 42. The President of the Association shall nominate, subject to ratification by the Governing Board, the members of the Professional Ethics Committee and of the Environmental Affairs and Sustainability Committee, which shall consist of not less than five (5) members who shall hold charges for (2) years and until their successors are appointed and take possession of their posts. All Committees, including those whose Chairs are appointed by the General Assembly, shall furnish periodic reports of the work done to the Governing Board, once these reports are required by it.

Article 43. In addition to the aforementioned Standing Committees, the President of the Association, on his/her own initiative or by agreement of the Governing Board, shall appoint those Special Committees deemed appropriate.
Article 44. Quorum In all Committees shall be established with the presence of half plus one of its members.

Article 45. The Standing Committees shall have the following functions:

(a) The Technical and Professional Affairs Committee shall be responsible for:

1. The technical activities of the Association;
2. The cultural activities of the Association;
3. The community and government service workshops.

(b) The Education Committee shall be responsible for:

1. The Continuing Education Program for the members of the Association;
2. The Education and Orientation Program for the community;
3. The Information and Professional Resources Center;
4. The coordination with the Schools of Architecture;
5. The coordination of educational research activities.

(c) The Professional Practice Committee shall be responsible for:

1. Coordinating with the Board of Examiners of Architects and Landscape Architects all matters related to the practice of the profession;
2. Legislation related to the profession;
3. Defending the profession and paying attention to issues and problems affecting the members of the Association;
4. Supervising the charitable funds, the insurance services and the special funds;
5. Investigating and disseminating, in an effective manner, pertinent information to the members of the Association regarding the exercise of the profession, including issues related to ethics, legislation, and proposed or existing bylaws;
6. Investigating and processing possible unlawful exercises of the profession.

(d) The Professional Ethics Committee shall be responsible for:

1. Paying attention to all matters in which an Association member has been accused of violating the Code of Professional Ethics;
2. Paying attention to all matters in which the Governing Board requires an opinion regarding professional ethics;
3. Coordinating with the Board of Examiners of Architects and Landscape Architects the processing of complaints.
(e) The Legislative Affairs Committee shall be responsible for:

1. Studying legislative, quasi-legislative and government regulation issues relevant to the Association and/or its members;
2. Providing recommendations related to these issues to the Governing Board;
3. Representing the Association in all matters concerning the Committee.

(f) The Architects in Training Committee shall be responsible for:

1. Providing support in all matters concerning architects in training;
2. Preparing articles for the official publications of the Association with pertinent information to its members;
3. Maintaining minutes of the meetings of the Architects in Training Committee;
4. Working with the Education Committee to help with issues related to the professional exams;
5. Carrying out the mandates of the General Assembly in issues related with architects in training;
6. Nominating candidates to fill the vacancy, if there is one, of the Liaison Officer of the Architects in Training.

(g) The Environmental Affairs and Sustainability Committee shall be responsible for:

1. Studying all environmental and sustainable design issues related to the Association and its members;
2. Providing recommendations related to these issues to the Governing Board;
3. Serving as liaison between the Association and other organizations that promote sustainable design in Puerto Rico;
4. Representing the Association in all matters concerning the Committee.

CHAPTER VII. ECONOMIC ORDER.

ANNUAL DUES:

Article 46. All members of the Association shall pay in advance, on or before June 30 of a given year, the annual dues set by the General Assembly for the corresponding fiscal year.

Article 47. The amounts collected for this concept shall go to the Association Fund for the purposes set forth in these Bylaws.

Article 48. The Association shall issue stamps, in conjunction with the College of Engineers and Land Surveyors, that shall be known as the Professional Seals of the Architects and Landscape Architects Association and of the College of Engineers and Land Surveyors, as established by Law No. 96, supra, as amended.
Article 49. The corresponding share of the Architects and Landscape Architects Association in the total sale of the stamps shall go to the Association Fund.

Article 50. The Association Fund shall be used for the purposes, duties and obligations of the Association in accordance with these Bylaws.

Article 51. The Governing Board shall prepare and submit to the General Assembly an annual Budget Proposal of revenues and expenses as provided in Article 15 (c).

Article 52. The annual Budget Proposal to be considered by the General Assembly shall be studied by the members of the Association. The Executive Director shall send to all members a copy of the annual Budget Proposal and of the Report of the Treasurer at least thirty (30) days before it is considered in the General Assembly, as provided in Article 23 (f).

Article 53. The redistribution of the funds allocated in the annual Budget Proposal considered by the General Assembly shall be approved by a majority of the members of the Governing Board reunited for its consideration as provided in Article 23 (f) of these Bylaws.

Article 54. All proposals for expenditures or commitments for the use of funds from the Association presented for consideration to the General Assembly shall require a written formal request presented at the Association Headquarters at least forty-five (45) days before the celebration of the General Assembly. The Governing Board shall study the proposal and shall present it for consideration to the General Assembly, together with its recommendations, at the beginning of the annual regular session.

A proposal for expenditures or commitments for the use of funds from the Association will be considered as such if it commits funds of the Association for a term exceeding five (5) years and if these do not form part of the routine operations of the Association.

ABOUT NOMINATIONS AND ELECTIONS

CHAPTER VIII. GENERAL PROVISIONS.

Article 55. Nominations of candidates for Officials of the Governing Board shall be made in a loud voice by the members of the Association present at the Assembly, except as provided by these Bylaws.

Any election in which there is more than one nominee shall be made by secret ballot, and the elected Official shall be the one who obtains the highest number of votes.

Members nominated for elective office in the General Assembly shall not have, at the time of the nomination, outstanding issues related with improper conduct in the exercise of the profession before the Professional
Ethics Committee of the Association and/or before the Board of Examiners of Architects and Landscape Architects.

Candidates for the Governing Board who are licensed architects or licensed landscape architects shall be nominated and elected by the Assembly, as provided in these Bylaws.

Candidates for the position of Liaison Officer of the Architects in Training shall be nominated and elected for a one (1) year term by the architects in training present at the General Assembly. The elected candidate can run for similar terms of re-election in subsequent Assemblies. If a vacancy occurs in the position of Liaison Officer of the Architects in Training, it shall be filled on an interim basis for the remaining portion of the term, as provided in Article 44 (f) (6) of these Bylaws.

The Liaison Officer of the Institute of Landscape Architects in the Governing Board shall be the Chairperson of the institute, and shall be elected as provided in the Bylaws of the Institute.

The architects in training and the landscape architects in training may only occupy the position of Liaison Officers in the Governing Board.

Except as provided in Article 73 of these Bylaws, architects in training and landscape architects in training shall have the rights to speak and to vote in the Assemblies of the Association. In cases covered by Article 73, the architects in training and the landscape architects in training shall only have the right to speak.

CHAPTER IX. THE SCRUTINITY COMMISSION AND THE PROCESS FOR ELECTING OFFICIALS TO THE GOVERNING BOARD.

FUNCTIONS AND COMPOSITION OF THE SCRUTINITY COMMISSION:

Article 56. The Scrutiny Commission shall consist of at least two (2) members who shall be appointed by the President of the Association before each General Assembly.

Article 57. The Scrutiny Commission shall oversee the voting process and shall report to the General Assembly on its outcome.

Article 58. The Governing Board is responsible for establishing an appropriate voting process.

Article 59. The election of the Governing Board shall be held in the General Assembly as provided by Article 25 of these Bylaws, by secret ballot, except as provided by Article 54, in the following order, according to the available open positions in a particular election year:

(a) 1st - election of the President
(b) 2nd - election of the Vice President
(c) 3rd - election of the Secretary
(d) 4th - election of the Treasurer
GENERAL PROVISIONS

CHAPTER X. SETTLEMENT OF APPLICATIONS FOR INVESTIGATIONS AND FOR COMPLAINTS REGARDING THE CONDUCT OF ASSOCIATION MEMBERS IN THE EXERCISE OF THE PROFESSION.

Article 60. All applications for investigation and/or complaints must be presented personally or by mail to the Association Headquarters, located at No. 225 Del Parque Street in Santurce, Puerto Rico, using the form designated for such purpose. All applications and/or complaints shall be duly sworn, and they will not be processed if presented otherwise. In case an application and/or complaint is received without this requirement, the Executive Director shall return it so that the applicant can comply. The Association reserves the right to initiate "motu proprio" investigations into possible ethics violations, which shall be referred to the Professional Ethics Committee or to any Special Committee that the President decides to create for this investigation.

The Executive Director shall establish internal procedures for filing and processing applications and/or complaints. Once one has been duly filed, it shall be sent to the attention of the Governing Board for appropriate action.

TYPES OF APPLICATION:

Article 61.

(a) External Order: Shall be those presented by private citizens, agencies and/or public corporations of the Commonwealth of Puerto Rico, and corporations or private entities.

(b) Internal Order: Shall be those presented by members of the Association and by any of the Officials of the Governing Board as part of their duties and functions.

CONTENTS OF THE APPLICATION FOR INVESTIGATION AND/OR COMPLAINTS:

Article 62. The applicant shall include the following information with the application and/or complaint:

(a) Name, postal address, telephone and fax number of all parties, if known.

(b) Constitutive facts that support the application and/or complaint.

(c) Reference to legal conventions and/or bylaws, if known.

(d) Actions or remedies sought.
(e) Copies of documentary evidence or written declarations that support the application and/or complaint.

(f) Oath of the applicant or authorized representative.

NOTICE TO THE DEFENDANT; INVESTIGATION AND REPORT; PRELIMINARY HEARING:

Article 63. The Executive Director shall notify the Governing Board of the application and/or complaint and refer it to the Professional Ethics Committee for it to conduct an inquiry into the alleged facts and to submit a report to the Governing Board that shall contain the findings of the investigation and the recommendations regarding the course of action to follow.

Article 64. In the first step of the investigation, the Professional Ethics Committee shall notify the defendant and provide a copy of the application for investigation and/or complaint against him/her informing that he/she has a period of fifteen (15) days from the date of the notification to file the answers or allegations on the possible violations of law and/or bylaws, including the defenses that he/she understands assist him/her, together with copies of documentary evidence and written statements that support the reply. This period may be extended for fifteen (15) additional days upon request to that effect and if there is just cause for the extension. The defendant shall be notified that once this period ends without any action from his/her part in response to the application and/or complaint, a report will be submitted to the Governing Board so that it takes the appropriate action based upon the content of the application and/or complaint, and the report prepared by the Committee after concluding its investigation.

Article 65. Upon receipt of the response to the application and/or complaint, the Professional Ethics Committee shall conduct a preliminary assessment that may include separate interviews with the parties involved in the controversy.

If the Committee determines that there is no violation to the Code of Professional Ethics according to the evidence received during the preliminary investigation, it shall proceed to shelve the application and/or complaint and to notify the Governing Board and the parties, accompanying the notification with a report that supports this determination.

If the Committee understands that the differences between the parties are not related to ethic violations, it can refer the issue to the Professional Practice Committee so that it can intercede as a mediator in the conflict.

If the Committee determines that the submitted written statements, the pleadings and the documentary evidence constitute one or more ethical violations, it shall prepare a report with its findings and recommendations for disciplinary measures and shall present it to the Governing Board and to the parties involved.
If the defendant is satisfied with the conclusion and recommendations of the Committee, or if it does not notify an objection to the Governing Board within the time provided hereinafter, the Governing Board may adopt the recommendations of the Professional Ethics Committee, impose the disciplinary measures it deems appropriate, notify the parties and close the case.

REPORT; RESOLUTION OF THE GOVERNING BOARD:

Article 66. After the Professional Ethics Committee completes the investigation, it shall present a report to the Governing Board with its findings and recommendations so that the Governing Board takes appropriate action. The report shall be submitted within fifteen (15) days following the completion of the investigation. The defendant shall have fifteen (15) days after receiving notice of the recommendations of the Committee to acquiesce or oppose it. Failure to present an opposition in the term herein provided shall be considered, for all purposes, that the party has acquiesced.

The opposition shall include the grounds on which the defendant is based. This opposition shall be forwarded to the Professional Ethics Commission for consideration. If after reviewing it, the Committee reiterates its recommendations, it shall inform the Governing Board and the parties. If the Professional Ethics Committee reiterates its recommendations, and if the controversy is strictly related with issues of facts, the Committee shall request the Governing Board to appoint an impartial investigator to conduct a hearing which guarantees the parties with a due process of law.

This hearing shall be recorded and kept in the custody of the Association. The impartial investigator, once appointed, shall notify the hearing to the parties, informing them of their rights.

After the hearing, the investigator shall have thirty (30) days to present a report to the Professional Ethics Committee and to the Governing Board, with the findings of fact, the conclusions of law, and the recommendations over the disciplinary measures to be imposed. The investigator shall notify and present copies of this report to the parties.

Article 67. After receiving the report, the Governing Board can adopt it and notify the parties of its decision in a Resolution. If the Governing Board rejects in whole or in part the contents of the report and changes the outcome of the findings and conclusions presented by the Committee, except for the disciplinary measures, it shall include in its Resolution the grounds on which it relies for not adopting the recommendations of the report of the Committee. The Governing Board shall adopt the Resolution regarding the controversy within thirty (30) days following the presentation of the Investigator's report. The Resolution shall include the findings of fact, specifying the violations of law and/or bylaws which, in its opinion, were committed by the defendant, the disciplinary measures that, according to its discretion, apply under these Bylaws, and the possibility of requesting a reconsideration before the Governing Board, in accordance with Article 70 of these Bylaws.
The Governing Board, exercising its discretion, may impose upon the defendant, among others, the following disciplinary measures:

(a) verbal admonition
(b) written admonition
(c) economic sanctions
(d) disclosure of the offense in public forums
(e) the request for cancellation or suspension of license to the Board of Examiners of Architects and Landscape Architects.

RECONSIDERATION:

Article 68. Any party in the process that does not agree in whole or in part with a Resolution issued by the Governing Board may present a request for reconsideration before the Board within fifteen (15) days of the notification of the Resolution. The Governing Board shall receive the request and shall issue a Resolution with its final decision within fifteen (15) days following the filing of the request for reconsideration.

PROCEDURE BEFORE THE BOARD OF EXAMINERS FOR CANCELLATION OF LICENSE OR CERTIFICATE:

Article 69. After the issued Resolution becomes final and binding, the Governing Board may, in the exercise of its discretion, present the procedure for cancellation of license or certificate to the Board of Examiners of Architects and Landscape Architects of Puerto Rico, in accordance with the procedures established by the Board of Examiners, and the Governing Board shall present and sustain the charges.

CHAPTER XI. AMENDMENTS TO THESE BYLAWS.

Article 70. These Bylaws may be amended at a Regular Assembly or in a Special Assembly duly convened.

Article 71. The Governing Board shall notify the members of the Association the purpose of convening a Special Assembly for amending these Bylaws with at least forty-five (45) days before its celebration. When an Assembly to amend these Bylaws is convened for a second time due to lack of quorum in the first, the forty-five (45) days prior notice to the Assembly shall not be required. The second call for the Assembly shall be made at least fifteen (15) days before the celebration of the Assembly. The second call for the Assembly shall be made in accordance with the provisions of Articles 17, 18 and 19 of these Bylaws. The amendments to be considered in the Assembly, shall only be those that have complied with the requirements of presentation and circulation provided in these Bylaws.

Article 72. Amendments to these Bylaws must be submitted at the Association Headquarters thirty (30) days before the date of the General Assembly that will consider them. The filing date for the submission of amendments sent by mail shall be the date of deposit in the mail.
Article 73. The Governing Board shall notify the proposed amendments to these Bylaws by sending mail notification to all members with at least fifteen (15) days before the celebration of the General Assembly.

Article 74. No proposal for amendment shall be approved, unless a quorum has been constituted with at least 10% of all licensed members of the Association and the amendment have received an affirmative vote of an extraordinary majority (2/3 of the voters).

CHAPTER XII. PARLIAMENTARY ORDER.

Article 75. The Annual Regular Assembly, the Special Assemblies, and the Governing Board meetings shall be ruled by the "Roberts Rules of Order Newly Revised."

CHAPTER XIII. EFFECT.

Article 76. These Bylaws were approved by the Constituent General Assembly of the Architects and Landscape Architects Association of Puerto Rico, held on September 9, 1978 and subsequently amended in the following Assemblies:

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These amendments can be evaluated by any member during working hours of the Association, after previous coordination with the Executive Director of the Architects and Landscape Architects Association of Puerto Rico.

If any provision, word, sentence, subsection, section or topic of these Bylaws is challenged for whatever reason before a court and declared unconstitutional or invalid, such declaration shall not have effect, impair or invalidate the remaining provisions of these Bylaws, and its effect shall be limited to the provision, word, sentence, subsection, section or topic declared unconstitutional or invalid, and the nullity or invalidity of any word, sentence, subsection, section or topic in a specific case shall not affect or impair its application or validity in any other case, in any sense whatsoever, unless specifically and expressly overridden for all cases.

NOTE: These Bylaws of the Architects and Landscape Architects Association were translated into English from the original Spanish document. In any dispute about interpretation of these Bylaws, the Spanish version shall prevail.
APPENDIX

Code of Professional Ethics

PREAMBLE:

Members of the Architects and Landscape Architects Association of Puerto Rico shall have a personal conduct that keeps up with the highest humanistic values, in such a way, that they serve as paradigms of their professional practice. The following ethical principles are intended to actively guide and assess the commitment to the culture we belong, to the professions we exercise, to the public we serve, and to the professionals with whom we share responsibilities. These principles are defined in three categories: Canons, Standards of Ethics, and Rules of Conduct. The Canons are general principles of conduct; the Standards of Ethics (S.E.) are more specific and are both goals to which members should aspire and guidelines for behavior and professional performance; and the Rules of Conduct (R.C.) are mandatory, and any violation of them is subject to disciplinary actions by the Architects and Landscape Architects Association of Puerto Rico

CANON 1
GENERAL OBLIGATIONS

Members should be professionals with solid humanistic, artistic and scientific preparations, with a deep sense of fairness and morality. They shall make available their services to the society and to the persons they serve, driving progress and welfare with their actions.

S.E. 1.1 Members should respect human rights.

S.E. 1.2 Members should comply at all times with the laws of the jurisdiction where they render their services.

S.E. 1.3 Members should respect and help to preserve the cultural heritage and the natural resources of the community they serve, helping to improve the environment and quality of life in it.

S.E. 1.4 Members should promote the arts associated with Architecture and Landscape Architecture, and should contribute to the general knowledge and the edification of the construction industry.

S.E. 1.5 Members should seek out opportunities to serve in civic affairs, as citizens and professionals. They should also actively participate in public policy issues related to their professions.

S.E. 1.6 Members should help to advance the understanding that the public has of their professions, and of their functions and responsibilities.
CANON 2
OBLIGATIONS TO THE PROFESSION

Members have the obligation and responsibility of maintaining the integrity and dignity of the profession. Their decisions must be wise and professional, taking precedence over individual interests that are detrimental to the humanistic pursuit of Architecture.

S.E. 2.1 Members should always strive to raise the standards of architectural excellence, education, research, training and professional practice.

S.E. 2.2 Members should conduct their professional activities responsibly and with dignity.

S.E. 2.3 Members can contribute with their resources to the public good.

S.E. 2.4 Members shall ensure that their practices have adequate and effective internal procedures, including supervision and review of procedures, and qualified personnel.

S.E. 2.5 Members, when they are being evaluated for a professional service contract together with other members, shall not, except for design competitions, offer or provide sketches, designs, models or other architectural services without receiving professional fees.

R.C. 201 Members must identify themselves, as required by law in all professional procedures, as members of the Architects and Landscape Architects Association of Puerto Rico.

R.C. 202 Members shall not publicly endorse any construction service or product, nor allow the use of their names or photographs to provide such endorsement. Nevertheless, they can identify with any building, product or construction system designed or developed by them, as long as such identification was not paid for.

R.C. 203 Members shall not use nor allow that their names or work is used in publications or in other means of communication in a misleading manner that could imply, in fact or appearance, a conflict of interest with the professional.

R.C. 204 Members shall only participate in local design competitions that have been endorsed by the Architects and Landscape Architects Association of Puerto Rico.

R.C. 205 Members shall obey all laws related with their profession.

R.C. 206 Members who hire a representative to request work from a prospective client shall formalize a written agreement specifying that the services shall be exclusive, that the agreement does not violate any canons of this Code, and that the services of the representative does not constitute, in fact or appearance, a conflict of interest between the parties.

R.C. 207 Members shall observe confidentiality in the affairs of their employees or employers, and shall not disclose any information without their previous consent, except in cases where a member understands that there is a violation of law or of ethical rules.

R.C. 208 Members shall not participate directly or indirectly in improper schemes of influence devised to receive favorable decisions regarding their professional services or employment.
CANON 3
OBLIGATIONS TO THE PUBLIC

Members have the responsibility with the public of embracing the spirit and letter of laws and bylaws governing their professional affairs. They should consider the environmental and social impact of their professional activities.

S.E. 3.1 Members should communicate with the public and potential customers in a professional manner.

R.C. 301 Members who make a political contribution must do so in accordance with applicable laws.

S.E. 3.2 Members, when delivering services, shall consider the interests of all those that can be expected to be impacted by the results of their services.

CANON 4
OBLIGATIONS TO CLIENTS

Members have the responsibility with their clients of carrying out their professional work in a fair, thorough way, as well as in a competent and professional manner. They shall make decisions without prejudice, keeping up with the technical and professional standards which guide their professional services.

S.E. 4.1 Members should strive to convey to the client that the primary considerations when selecting a professional member of this Association, should be the member’s capacity and competence to provide the required services.

S.E. 4.2 Members, when establishing compensation, should not sacrifice the quality or adequacy of the services they shall provide.

S.E. 4.3 Members, as representatives of their clients, shall serve them competently and shall provide impartial professional judgments.

R.C. 401 Members shall only offer services that they are capable of providing as a result of their training, education, experience or association with other professionals.

S.E. 4.4 Members, when performing professional services, shall not allow financial or other types of interests to interfere with the exercise of an independent professional judgment on behalf of their clients.

S.E. 4.5 Members shall be responsible for the professional services rendered to a client.

S.E. 4.6 Members shall be honest and responsible in their professional communications and in the promotion of their services.

S.E. 4.7 Members shall not provide professional services unless there is an agreement which clearly defines the terms of the contractual relationship. Members shall only provide design services that are properly defined.

R.C. 402 Members shall not neglect the work entrusted to them.

R.C. 403 Members shall disclose to all those directly affected by their agreement the important material circumstances that create, in fact or in appearance, a conflict of interest.

R.C. 404 Members shall observe confidentiality in the affairs of their clients and shall not disclose any information without the previous consent of their clients, except in cases of legal or ethical violations.
CANON 5
OBLIGATIONS TO COLLEAGUES

Members shall respect the rights of their colleagues and shall acknowledge their professional aspirations; members shall also recognize the collaboration of those involved in providing the services.

S.E. 5.1 Members shall provide their partners and employees an adequate work environment that facilitates professional development.

R.C. 501 Members shall not seek to obtain, nor shall they offer to carry out nor accept same or similar services for a project if they know that another legally qualified colleague has been hired, pending knowledge that this relationship is over and that they have as evidence the corresponding relief.

R.C. 502 Members shall recognize and respect the professional contributions of their partners and employees.

R.C. 503 Members shall not knowingly make false declarations related to the professional work of other members nor attempt to negatively influence their practice.

Final Declaration

This Code of Professional Ethics provide minimum values which every member is obliged to observe, in parallel with laws, and moral and social values. These values shall be interpreted in an integral and liberal manner. Furthermore, their interpretation must be made taking into account the context in which the evaluation is made and must always safeguard the rights of the parties involved.

If any provision, word, sentence, subsection, section or topic of this Code of Professional Ethics is challenged for whatever reason before a court and declared unconstitutional or invalid, such declaration shall not have effect, impair or invalidate the remaining provisions of these Code of Professional Ethics, and its effect shall be limited to the provision, word, sentence, subsection, section or topic declared unconstitutional or invalid, and the nullity or invalidity of any word, sentence, subsection, section or topic in a specific case shall not affect or impair its application or validity in any other case, in any sense whatsoever, unless specifically and expressly overridden for all cases.

* * *

NOTE: This Appendix to the Bylaws of the Architects and Landscape Architects Association was translated into English from the original Spanish document. In any dispute about interpretation of this Appendix to the Bylaws, the Spanish version shall prevail.