

Design-Build Institute of America



Hampton Roads Chapter Bylaws

Article I. Name, Charter and Service Area

The Design-Build Institute of America, Inc., (DBIA), a nonprofit, membership-based organization, promotes and encourages the growth of the design-build project delivery process, and seeks improvement of the industry through the utilization of fully integrated services in the designing, building, financing and operating of constructed projects. DBIA supports the development of affiliated Regions and Chapters to broaden its impact and increase opportunities for member participation.

Section 1. Name. The name of this organization shall be the Design-Build Institute of America, Mid-Atlantic Region, Hampton Roads Chapter ("the Chapter").

Section 2. Governing Authority. The Region, including its respective Chapters, is incorporated under the laws of the Commonwealth of Virginia and is a nonprofit, tax-exempt organization under the group exemption applied for and maintained by the Design-Build Institute of America, Inc. The Chapter is an affiliated subdivision of the Mid-Atlantic Region ("the Region").

Section 3. Charter. The Region and its respective Chapters operate under a Charter granted by the DBIA National Board of Directors, at its sole discretion, and in a manner consistent with the Bylaws and policies of that organization. The Regional Charter may be renewed annually or for longer periods as approved by the DBIA National Board of Directors, subject to the Region meeting the conditions for DBIA affiliation as required by the Regional Charter.

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Section 4. Service Area. The Region operates in a Service Area defined in its Charter by the DBIA National Board of Directors. The Chapter operates in a Service Area within a portion of the Region. The Chapter's Service Area is defined as Greater Hampton Roads, which includes the following cities and counties: Gloucester, York, James City, Williamsburg, Newport News, Hampton, Poquoson, Norfolk, Portsmouth, Virginia Beach, Chesapeake, Suffolk, Isle of Wight, Southampton, and Franklin. The Service Area is defined to assist the Chapter in targeting its business functions; however, it is not meant to restrict or preclude DBIA members from joining the Chapter.

Article II. Purpose and Objectives

Section 1. Purpose. The purpose of the Chapter is to promote and support the mission and objectives of the Design-Build Institute of America, and to extend the benefits of DBIA membership within the Chapter Service Area.

Section 2. Objectives. The objectives of the Chapter include:

- ◆ Providing educational and networking opportunities for design and construction industry practitioners and both public and private industry owners who have an interest in the design-build method of project delivery;
- ◆ Improving communications, understanding, and relations among all industry participants in the design-build project delivery process;
- ◆ Supporting, in the public interest, the design-build method of project delivery and integrated services through publications, public forums, government relations and legislative efforts;
- ◆ Promoting and growing the membership by obtaining new members, who exercise membership through support of Chapter as well as Region and National DBIA activities and initiatives; and
- ◆ Promoting interests and philosophies of DBIA in the Chapter Service Area through participation in public forums, Chapter Service Area programs, government relations, and activities of educational institutions, etc.

Article III. Membership

Section 1. DBIA National Members. Designated representatives of DBIA industry partner members and individual DBIA members in good standing within the Chapter Service Area are eligible for membership in the Chapter; however, DBIA members in good standing not within the Chapter Service Area may apply to the Board for membership, which the Board, in its discretion, may approve by majority vote.

Section 2. Chapter Membership Status. A Chapter member "in good standing" is one that meets the qualifications as either a main, alternate, or additional contact of a DBIA industry partner member or an individual member of DBIA National and has paid Regional dues if any, as required. The Chapter shall maintain membership classifications of the Chapter's national members consistent with the classifications designated by DBIA.

Article IV. Hampton Roads Chapter Governance

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Section 1. Governance. The Chapter shall be governed as follows:

A. The Board of Directors. The governing body of the Chapter shall be its Board of Directors (the "Board") which shall consist of the Chapter Officers, Legal Counsel, and Committee Chairpersons. The Chapter Officers are the President (also sometimes referred to as "Chairperson" of the Board), Vice-President (also sometimes referred to as "Vice-Chairperson") of the Board, Treasurer, and Secretary. The Chapter Officers form the Chapter's Executive Council. Additionally, when he or she is willing and able to do so, the immediate Past President shall be a member of the Executive Council. The Officers shall be elected as provided in these Bylaws. The Committee Chairpersons and Legal Counsel shall be appointed by the Board of Directors. Additional non-voting members of the Chapter Board may be appointed and approved by the Board of Directors as deemed necessary to carry out the business, activities and programs of the Chapter.

In addition to providing the leadership and support to encourage development and prosperity of the Chapter within its Service Area, duties of the Chapter Board of Directors include:

- Review and approve the Annual Chapter Strategic Plan and Report.
- Review and approve the Annual Chapter Budget.
- Review and approve proposed changes and additions to the Chapter Bylaws, as may be proposed by the Board of Directors.
- Monitor the general scope and progress of Chapter's activities for general conformance with the approved Bylaws, and the best interests of DBIA.

B. Committees. The Board shall establish committees ("Committees"), when and as required to pursue objectives of the Chapter. The standing Committees shall include Programs / Events, Sponsorship / Financial, Membership, and Legislative. The Board may establish such other standing or temporary Committees (*ad hoc* Committees) as it deems necessary. The President may establish such other *ad hoc* Committees as deemed necessary. Standing committees shall be headed by a Committee Chairperson selected in accordance with Article IV. The President shall appoint the heads of *ad hoc* Committees.

Section 2. Terms of Office. The term of office for Officers shall be one year from January 1 to December 31 by election or until a successor shall be duly elected and takes office. Officers shall serve one year in each position, but by majority vote of the Board for good cause, and if duly nominated and elected in accordance with Article IV Section 4, Officers may serve a second year in the same position.

Section 3. Eligibility. To be eligible for nomination, election, or service as a Chapter Officer or Committee Chairperson the individual must be a member in good standing of DBIA, the Region and the Chapter.

Section 4. Nominations and Elections. Candidates for the Officers shall be nominated by the Nominating Subcommittee for approval by majority vote by the Board, which shall thereafter provide notice of the proposed slate to the Chapter membership at least thirty (30) days prior to the Annual Meeting of the Chapter. In order to provide continuity on the Board of Directors, a

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progression of Board Members shall be proposed by the Nominating Subcommittee as follows, provided the applicable individuals are willing and able to so progress:

Board Current Position

President
Vice-President
Secretary
Committee Chairpersons

Board Nomination Position

Immediate Past President
President
Vice-President
Secretary

The Nominating Subcommittee shall be appointed by the Board, which when they are available and willing to participate in the process shall consist of the Immediate Past President (Nominating Subcommittee Chairperson), current President, current Vice President and two other Chapter Members selected by the Nominating Subcommittee Chairperson who are not current Board Members. The Board's notice of the slate to the Chapter membership for membership approval may be by letter, telephone conference, voicemail, email, or other technologically available means as chosen by the Board. Election shall be by a majority of the members of the Chapter in good standing with voting rights.

Section 5. Position Vacancies. The Board of Directors may declare a vacancy in any Board seat or elected office other than the office of President, as the result of a resignation, ineligibility or incapacity to serve. The President shall fill such vacancy by appointment until the next Annual Meeting of the Chapter with the majority consent of the Board. A vacancy in the office of the President as the result of resignation, ineligibility or incapacity to serve shall be filled automatically in succession by the Vice-President or Secretary in that order. The Board shall fill any vacancy in the Chairperson of any Committee.

Section 6. Removal from Office.

A. Failure to Attend Meeting of the Board. Any Member of the Board who does not attend at least half of the scheduled Chapter Board meetings during a twelve (12) month period may be removed from the Board by majority vote of the other Board members, unless excused for special circumstances by the President. Each year the Board of Directors will review Board Members' activity prior to the Annual Meeting and present either acceptance of performance or flag for discussion Board Members who have become inactive or are otherwise not fulfilling their obligations and expectations as a Board Member.

B. Removal for Cause. An Officer or Committee Chairperson may be removed for cause by majority vote of the remaining members of the Board of Directors, following official notification to such individual and thirty (30) days during which such individual, at a meeting of the Board, shall be given the opportunity to demonstrate as to why he or she should not be removed. After the individual has presented their reasoning for not being removed, the Board shall issue a written decision to the individual within 10 days.

Article V. Primary Duties of the Officers

Section 1. The Chapter President (also known at time as Chairperson of the Board):

- The primary liaison between the Regional and Chapter leadership and serves on the Board of Directors for the Region.

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- Represents the Chapter at Regional DBIA meetings and workshops and presents Chapter issues in Regional DBIA forums.
- Serves as President of the Chapter Board of Directors.
- Responsible for the Chapter's adherence to DBIA policies and Chapter Bylaws and good administrative practices.
- Schedules and presides over all Chapter-wide meetings and events.
- Responsible for the financial and membership accounting of the Chapter to the Region.
- Ensures Chapter programs and activities are consistent with DBIA policies, goals, and objectives.
- Responsible for the proper and lawful use of the DBIA name, logo, copyrights and other registered marks in accordance with established procedures.
- Presents the annual report to the Region of Chapter activities.

Section 2. The Chapter Vice-President (also known as times as Vice-Chairperson of the Board):

- Performs the duties of the Chapter President in the absence or incapacity of the Chapter President.
- Serves as Vice-President of the Board of Directors.
- Acts as liaison between the Chapter and local/state officials.
- Oversees recruitment of new members for DBIA National, Regional, and Chapters.
- Develops and manages the standing and *ad hoc* Committees, reviews their charges and scope of activities, oversees development of the Committee activities, objectives, strategic plans and budgets, and monitors general progress of their activities.

Section 3. The Chapter Secretary (also known at times as Secretary of the Board):

- Serves as Secretary of the Board of Directors.
- Creates and maintains records of Chapter meetings and correspondence.
- Maintains the current Chapter Bylaws and all approved changes thereto. Maintains the Chapter's formal documentation such as Region authorizations of the Chapter, Committee Charges, Board of Directors and Committee Reports, Regional DBIA reports, and the like.
- Prepares and issues Minutes, and maintains documentation of Board meetings, Chapter business meetings, and other events which need to be documented including approved decisions and actions.

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- Formulates and issues notices, announcements, general news, and the like to the Chapter membership.
- Maintains the historical record of the Chapter, including copies of articles, press releases, and the like.
- Coordinates with the Region on administrative matters affecting the Chapter.

Section 4. The Chapter Treasurer (also known at time as Treasurer of the Board):

- Serves as Treasurer of the Board and on the Executive Council.
- Manages the Chapter fiscal matters, including relating to dues, revenues, and receivables.
- Authorizes and signs all disbursements of Chapter Funds and obtains prior approval of the President or of the President is unavailable or absent the Vice-President for disbursements of a specified delegated amount or of certain types as established by the Executive Council.
- Approves authorized event budgets and reviews status of events to ensure they stay on budget; and supports authorized events with funding as required.
- Monitors revenue and expenses and maintains the Chapter's financial records.
- Maintains Chapter bank account(s).
- Prepares annual Chapter budget proposals with inputs from the Executive Council and others as required and presents proposals to the Board for approval.
- Reports Chapter financial status to the Executive Council and Board.
- Coordinates and oversees the preparation and submission of applicable reporting, reviews, audits of the Chapter's finances.
- Coordinates with the Region on financial matters.

Section 5. The Chapter Past President (also known at times as Past Chairperson of the Board):

- Provides counsel and guidance to the Executive Council and Board and assists in the development, updating, and monitoring of strategic plans of the Chapter.
- As directed by the Board, leads special task forces and provides leadership and support regarding special issues with the Region and DBIA National.
- Chairs the Nominating Subcommittee, with other Chapter members, to develop slates of candidates for election or appointment to the Officer and Committee Chairperson positions.

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Section 6. Legal Counsel:

- Maintains the current Chapter Bylaws and approved amendments; assist the Executive Council with formulation and evaluation of proposed Bylaws changes.
- Reports to the Executive Council and Board on federal, state, and local legislative activities and matters of interest to the Chapter and DBIA.
- Provides legal counsel to the Executive Council and Board as requested by them.

Article VI. Chapter Committees

Section 1. Standing and Ad Hoc Committees. The Chapter Board oversee the Chapter's Standing Committees and Ad Hoc Committees. Committees will be headed by the Committee Chairperson, who will be accountable to the Board. Each Committee will have a defined charge and general scope of activities, as provided in these Bylaws and as otherwise approved by the Board. The Committee Chairperson may establish an Associate Committee Chairperson, Subcommittees and Subcommittee Chairpersons to plan and carry out activities within the approved Charge of that Committee.

Section 2. Membership; Limitation on Membership. No individual member of the Chapter shall be on more than two (2) of the Committees. The Chairperson shall determine the maximum number of members on each committee.

Section 3. Policies and Procedures. Committees will plan and conduct their activities in accordance with the policies and procedures of DBIA, and within the Charter and Bylaws of the Region and the Chapter. Committees will conduct meetings consistent with Robert's Rules of Order (Revised).

Section 4. DBIA National Committee. Each Committee Chairperson will become informed of the DBIA National and Regional Committee that is most related to the respective Chapter Committee, and that will become associated with that DBIA National and Regional Committee to represent Chapter interests and leverage the National and Regional Committee resources to assist the Chapter.

Section 5. Committee Planning and Reporting

- Each year, Committees will develop their plan of activities and make an associated budget request. Upon review and approval of the Chapter Board of Directors, Committees will implement their activities within the approved budget amounts. Adjustments to Committee budgets, which will not cause the Chapter total budget to be exceeded, may be approved by the Chapter Board of Directors.
- Committee Chairpersons will prepare and present an annual report to the Chapter Board of Directors, which indicates their progress in implementing the Committee plan of activities. Verbal or written reports and hand-outs will be given at each Board Meeting.

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Section 6. Standing Committees

• **Programs / Events Committee**

- Plan and deliver educational programs that include topics of interest to the Chapter that further the interests of DBIA.
- Manage programs within budgets established and approved by the Board.
- Provide an adequate number of events to keep the Chapter membership engaged and interested in Chapter activities.
- Provide programs throughout the Chapter in order to adequately support all areas within the Chapter.
- Establish and maintain social media for communications.

• **Membership Committee**

- Recruit new members and retain existing members.
- Regularly contact members of the Chapter to learn how DBIA can better support them.
- Review the membership retention reports from DBIA National and encourage members that have dropped their membership to renew, especially Industry Partner companies.
- Prepare lists of non-member companies and recruit them to become members of DBIA.
- Contact DBIA individual members of potential Industry Partner companies and encourages them to upgrade their membership to Industry Partner status.

• **Sponsorship Committee**

- Develop an annual budget.
- Develop sources of revenue to offset Chapter expenditures.
- Work with Program/Events Committee to obtain paid sponsors to reduce the costs for member attendance.

• **Legislative Committee**

- Coordinate with Region to review and monitor existing and new legislation within the Chapter Area that impacts the use of design-build.

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- Liaise with owner and industry groups to inform them of design-build legislation within the state and local governments, and garner support for such legislation that impacts the use of design-build.

Section 6. Owners Council. The Chapter shall encourage the development and maintenance of an Owners Council to provide a forum where owners, both members and non-members, can meet together or with non-owner members to discuss and share design-build experiences and best practices, discuss and present topics of interest and provide networking opportunities, encourage the use of design-build through presentations, conferences, and other personal contacts / relationship building, and otherwise encourage owner membership in DBIA. The President shall appoint the chair for the Owners Council and other Board or Member representatives as the President deems appropriate. The Chair of the Owners Council shall develop and maintain programs and processes for meeting the purposes of the Owners Council and report activities and developments to the Board.

Article VII. Chapter Business Meetings

Section 1. Meetings of the Board. The Board shall meet at least four (4) times each year at the call of the President to carry out its duties and address any other special issues which requires the attention of the Board. In the discretion of the Board, as many as two (2) of its meetings may be held in conjunction with other meetings. A majority of the voting members of the Board constitutes a quorum for conducting Board business. All Members of the Board shall have one (1) vote and decisions shall be made by simple majority of the Members of the Board present. If the vote is tied, the Chairperson of the Board shall decide the issue.

Section 2. Participation in Meetings of the Board by Telephone, Video Conferencing, and Other Alternative Communications Methods. Any member of the Board may participate in a meeting of such body by, or the meeting may be conducted through, the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member of the Board participating in a meeting by this means is deemed to be present in person at the meeting and shall be entitled to vote on all matters brought before such body.

Section 3. Annual Meeting. The Chapter shall hold an Annual Meeting of the Chapter membership to conduct other official business of the Chapter. The Annual Meeting of the Chapter may, upon proper notice, be held in conjunction with the Annual Meeting of the Region. Members of the Chapter, in good standing, and present, shall constitute a quorum.

Section 4. Chapter Meetings. The Chapter shall hold at least four (4) meetings per year, not less than one (1) every three (3) months, among other things, to provide educational/networking opportunities for all Chapter members. The Annual Meeting of the Chapter may be held in conjunction with a Chapter meeting.

Section 5. Participation in Annual and Chapter Meetings. Attendees at the Annual Meeting and at Chapter meetings shall be Chapter members in good standing and invited guests. Prospective DBIA and Chapter members may be invited by a member in good standing.

Section 6. Records of All Meetings. Minutes of all Board and Chapter meetings and events shall be prepared by the Chapter Secretary or his or her designee and maintained for the administrative record and for preparing annual reports to the Region and DBIA.

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Section 7. Voting. Unless otherwise specified in these Bylaws, all decisions for Board, Council, Committee, or Membership meetings requiring voting shall be determined by simple majority of applicable members present and any qualified member voting ballots received prior to the start of the meeting. Voting members may cast absentee ballots in advance of a business meeting. Upon prior request and for good cause shown that is acceptable to the President or alternative the acting chair of the applicable meeting, proxy voting may be permitted provided: a) no more than one voting member casting his or her vote may announce in advance his or her authorization to cast the proxy vote of no more than one person eligible to vote but who is absent with cause; and b) the absent person for whom vote was approved for proxy voting shall confirm his or her ratification of the proxy vote.

Section 8. Notice of Meetings. Notice of all Board meetings shall be given no less than fifteen (15) days prior to the date a meeting is held unless such notice is waived by vote of those members participating at the meeting. Notice of the Annual Meeting and Chapter meetings shall be sent to all Chapter members at least thirty (30) days prior to the meeting date.

Section 9. Rules. All meetings of the Board and Chapter shall be conducted in accordance with the parliamentary procedure of Robert's Rules of Order (Revised).

Section 10. Action without a Meeting. Unless otherwise restricted by the Regional Charter or these Bylaws, any action required or permitted to be taken at any meeting of the Executive Council or the Board may be taken without a meeting with unanimous consent of the Executive Council or Board, as applicable. Additionally, members of the Executive Council or Board may consent to or vote by email respecting matters requiring consent or vote; provided the email includes the member's electronic signature. Consents, minutes of actions taken, and emails respecting actions without a meeting shall be included with the records of the Board.

Section 11. Virtual or Hybrid Meeting. Upon determination by majority of Board that good cause exists, meetings of the Chapter, including Board, Committee, and Member meetings may be held as "virtual-only" or "hybrid" meeting that include virtual participation of Members by remote means. Reasonable measures shall be implemented for such meetings allowing for the verification of participant identification, provide reasonable opportunity for such members to participate in the meeting, and provide, as applicable, reasonable opportunity to vote during the meeting. Such good cause includes, but is not limited to, circumstances by which in-person meetings would or could detrimentally impact health or safety or violate applicable laws, rules, regulations, or guidelines.

Article VIII. Existence of Conflict, Disclosure.

Section 1. Directors, officers, employees and contractors of the Chapter should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Chapter.

Section 2. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Chapter.

Section 3. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring Board action,

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such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Council, excluding the person who is the subject of the possible conflict.

Section 4. No member of the Chapter shall receive any pecuniary gain or profit, incidental or otherwise, from Chapter or Regional activities.

Article IX. Chapter Finance

Section 1. Fiscal Year. The fiscal year of the Chapter shall be January 1 through December 31.

Section 2. Financial Procedures and Records. Chapter financial procedures and records shall be done and maintained in accordance with generally accepted accounting standards and principles. Financial records will be maintained and available upon reasonable request of members. Chapter activities shall be consistent with the Chapter's tax-exempt status, and shall not violate applicable laws, rules, codes, ordinances, or regulations.

Section 3. Chapter Budget. The Annual Budget of the Chapter shall be developed by the Executive Council and approved by the Board. Amendments may be proposed and approved during the fiscal year as required or deemed appropriate.

Section 4. Chapter Assets. The Chapter shall not purchase or maintain assets other than as approved by super majority of the Board. Should the Chapter be dissolved for any reason, all assets, after payment of all just debts, shall be transferred, without restrictions, to the Region.

Article X. Indemnification

Board of Directors members, Committee Chairpersons, and members of Committees, employees of the Chapter, and other persons who may from time to time be designated by the Board to perform official duties on behalf of the Chapter, shall be indemnified by the Chapter and Region against all reasonable expenses and liabilities including attorney fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Board member, officer, employee, or person acting on behalf of the Chapter and/or the Region, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. The Region shall purchase liability insurance to cover Chapter Board members and Officers carrying out the business of the Chapter, unless voted otherwise by the Regional Board of Directors, on an annual basis. Such insurance may be purchased for the Chapter and Region by DBIA National. The Region shall also purchase comprehensive general liability insurance in order to protect the Chapter and Region from general liability.

Article XI. Dissolution

The Chapter may be dissolved by revocation of, or failure to renew, the Charter of the Region by the National Board of Directors of the Design-Build Institute of America, or upon request of the Regional Board of Directors with the approval of the National Board of Directors of the Design-Build Institute of America.

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Article XII. Amendments

Amendments to these Bylaws, in conformity with the Bylaws and policies of DBIA, may be proposed by a majority vote of the Board. Amendments so proposed must be submitted to and approved by a majority vote of the Regional Board of Directors of DBIA prior to conducting a vote for adoption by the Chapter. The affirmative vote of two-thirds (2/3) of the members in good standing of the Chapter present at a meeting of the Chapter shall be required for adoption, provided that written notice of the meeting and of the proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting.

Amended, restated, and adopted this date: _____

President

Vice-President

Secretary