

# Memorandum

**Date:** January 17, 2020

**To:** AIA Board of Directors  
AIA Strategic Council  
American Institute of Architecture Students  
Component Presidents  
Component Executives  
Knowledge Community Advisory Group Chairs

**From:** Jason Winters, AIA  
2019-2020 Institute Secretary

**Subject:** 2020 Resolutions Schedule and Procedures

---

Outlined below is the process for the submission of resolutions to be considered by the delegates during the convention annual meeting at the AIA Conference on Architecture (A'20) in Los Angeles, California.

Please contact Pam Day, Hon. AIA, Corporate Secretary and Managing Director, Governance Administration (at 202-626-7305 or [pday@aia.org](mailto:pday@aia.org)), if you should have any questions.

## **DEADLINE**

Resolutions for the annual meeting of the Institute at the AIA Convention/Conference on Architecture in Los Angeles, will be accepted by the Resolutions Committee **until 5:00 p.m. (EST), Friday, March 6, 2020.**

**Resolutions must be sent via email to [pday@aia.org](mailto:pday@aia.org) by that date and time.**

## **FORMAT**

**Title.** Resolutions should begin with a short title suitable for use in the Official Delegate Information Booklet, that succinctly states the subject/issue addressed by the resolution.

**Sponsor.** Next, list the sponsor the Resolutions Committee may contact to authorize changes. Please include a telephone number where this individual may be reached during regular business hours (Mon.-Fri., 8:30am-5pm, EST/EDT) or the name and number of an alternate (who must be authorized to approve changes). If the Resolutions Committee has any questions about the submission, the chair will contact the sponsor for clarification.

In accordance with Section 5.123 of the AIA Rules of the Board, an acceptable sponsor is **one** of the following:

- a state or regional organization,
- a local component, provided it is cosponsored by the state or regional organization of which the component is a member;
- the Board of Directors,
- the Strategic Council,
- the American Institute of Architecture Students, or
- a minimum of 50 members of the Institute, specifying the lead sponsor from among their number. The support of the 50 members shall be evidenced by their signatures or by such other documentation as the Secretary may find satisfactory. (See Appendix for the required signature sheet.)

Except as expressly provided herein, each resolution shall have **only one** sponsor. The Resolutions Committee shall not advance any resolution received outside the time limits established by the Committee, or that lacks a required sponsor or sponsors.

**Text.** Resolutions are formal requests to the AIA Board of Directors to take a particular action. Resolutions are opportunities for members to inform the Board of important issues, but are not binding on the Board unless and until the Board ratifies them at a meeting following the Convention. Resolutions that are consistent with the manner in which the Institute is governed are more likely to be ratified by the Board.

The Board governs the Institute through the Institute Bylaws and the AIA Rules of the Board that state not only processes, but also what results the AIA should achieve, without specifying the particular programs or activities necessary to accomplish those results. The programs and activities necessary to achieve

the Board's stated results are developed and continuously refined by Institute staff working with members and outside experts within the context of an overall strategic plan, operating plan and budget endorsed by the Strategic Council and approved by the Board. The Board also adopts Public Policies and Position Statements, which state the values of the AIA.

Once you have determined which area of Board activity you wish to address, follow these steps:

- State background information in *WHEREAS* clauses. Include enough background to support and explain the action desired.
- End with a *RESOLVED* clause that clearly states the proposed action or policy you want taken or adopted. A resolution may include language specifying or suggesting one or more implementation methods, but be aware that the Board may choose other methods when considering ratification.
- If the resolution calls for more than one action or policy, add *FURTHER RESOLVED* paragraphs for each. Only the *RESOLVED* paragraphs represent the approval of the delegates, if adopted, so craft them carefully.

**Hint:** An easy way to write a resolution is to make a “We want a commitment that ... because ...” statement.

For example: “*We want a commitment* that the Institute will promote alternative careers in architecture *because* the Institute must meet the needs of its ever changing membership, and *because* the AIA must maintain a leadership position within the profession.”

Once the statement reads clearly in this format, substitute *WHEREAS* for each “because,” substitute *RESOLVED* for “we want a commitment”; the example above would therefore read:

*WHEREAS*, the Institute must meet the needs of its ever changing membership; and

*WHEREAS* the AIA must maintain a leadership position within the profession.

*NOW, THEREFORE, BE IT RESOLVED*, that the Institute will promote alternative careers in architecture.

Resolutions must be provided via e-mail (MS Word) to [pday@aia.org](mailto:pday@aia.org). Resolutions will be formatted for publication at the AIA before they are printed.

### **ADDITIONAL REQUIRED MATERIALS**

Sponsors must complete and submit the following documents for each resolution:

- **Resolution Submission Form.** This form is meant to assist the Resolutions Committee in its review of the resolutions. The AIA Treasurer, with the assistance of staff, is available to work with sponsors before convention on appropriate implementation methods and funding levels required to achieve the purpose of the resolution.
- **Signatures of Members.** This form is required to validate the sponsorship requirement outlined in Section 5.123 of the Rules of the Board when a minimum of 50 members serve as the sponsors of a resolution. Only signatures of members in good standing will be accepted.

### **ROLE OF THE RESOLUTIONS COMMITTEE**

The Resolutions Committee is comprised of members of the Institute. It will work with the sponsors of resolutions received in accordance with the published schedule to try to combine similar resolutions developing substitute resolutions acceptable to each such sponsor; the Committee may also edit resolutions for grammar and clarity and conformity to form. The Committee may also present resolutions drafted by the Committee itself. (AIA Rules of the Board, Section 5.124.)

If the Resolutions Committee determines that a resolution is frivolous, proposes action that would be illegal or otherwise improper, or is otherwise inappropriate for consideration by the delegates at the annual business meeting, it shall report its findings to the Board.

The Board shall then have the discretion, by the vote of two-thirds of the voting membership of the Board, to direct that the resolution not be presented to the delegates at the annual business meeting. Such action by the Board shall not preclude the sponsor(s) of the resolution from seeking its consideration by the delegates as a new resolution at the annual business meeting under Section 5.27 of the Rules of the Board. (AIA Rules of the Board, Section 5.1242.)

(See attached AIA Rules of the Board for additional information.)

### **PUBLICATION AND DISTRIBUTION**

Section 5.126 of the AIA Rules of the Board states:

*At least 40 days prior to the opening of the business meeting of the convention, the Secretary shall ensure that all resolutions approved by the Resolutions Committee for consideration at the convention are transmitted to all components of the Institute. In the same communication, the Institute shall report to the components and to the convention the action taken on, and the current status of, each resolution approved at the preceding convention. In the same or in subsequent communications, the Secretary may report on comments received under Section 5.1251, on specialized knowledge, information, or opinions received under Section 5.1252, and on the Board's position under Section 5.1253. The Secretary may also provide any other material that the Secretary finds may assist the delegates at convention in their consideration of the resolutions.*

(See attached AIA Rules of the Board for additional information.)

Components are asked to direct their assigned delegates to the Conference web site where the Official Delegate Information Booklet will be posted, for detailed information on any Bylaws amendments and resolutions for consideration at the annual business meeting of the Institute in Los Angeles on Wednesday, May 13, 2020.

**WOULD YOU LIKE HELP?** Assistance in drafting resolutions or explanations of these procedures is available at any time from the Institute Secretary, the Senior Director, Governance Administration, or the AIA General Counsel. If you should need help, please contact Pam Day, Hon. AIA, at [pday@aia.org](mailto:pday@aia.org), or 202-626-7305.

Attachments:

- A. Resolution Submission Form
- B. Signatures of Members
- C. Excerpt from the Rules of the Board – Chapter 5
- D. Excerpt from the Institute Bylaws – Chapter 5

**Attachment A:  
2020 Resolution Submission Form**

Complete one form for each resolution submitted and attach to the resolution text before submitting to the Resolutions Committee.

**RESOLUTION TITLE:** \_\_\_\_\_

**SPONSOR (only one name may be provided)\*:** \_\_\_\_\_

*\* Note, that if the sponsor is a local component, the resolution **must** be co-sponsored by the state or regional organization of which the component is a member.*

**INTENT OF RESOLUTION:** \_\_\_\_\_

\_\_\_\_\_

Sponsor authorized to answer questions and approve changes suggested by the Resolutions Committee:

**Name:** \_\_\_\_\_

**Address:** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Telephone:** \_\_\_\_\_

**Please indicate telephone number at which this sponsor may be reached during regular business hours (8am-5pm, Eastern Time).**

Person completing this form:

Name: \_\_\_\_\_ Signature: \_\_\_\_\_

**RETURN FORMS AND RESOLUTION BY 5:00 p.m. (Eastern Time), FRIDAY, MARCH 6, 2020, TO:**

**Resolutions Committee, Secretary's Office, The American Institute of Architects,  
1735 New York Avenue, N.W., Washington, D.C. 20006**

**Attention: Pam Day, Hon. AIA**

**AND VIA EMAIL TO:**

**pday@aia.org**

**Attachment B:  
Signatures of Members**

In accordance with the AIA Rules of the Board, if the resolution sponsor is a minimum of 50 members of the Institute, the support of those 50 members shall be evidenced by their signatures or by such other documentation as the Secretary may find satisfactory.

	<i>Member Name (printed)</i>	<i>Member Signature</i>	<i>Member Number</i>
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			



	<i>Member Name (printed)</i>	<i>Member Signature</i>	<i>Member Number</i>
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48			
49			
50			

## CHAPTER 5

### MEMBERSHIP MEETINGS

#### 5.0 CONVENTION

5.01 Host Chapter. The host chapter for the convention is that chapter within whose territory the convention is held.

5.02 Convention Scheduling. Conventions shall be scheduled, to the extent possible, at times convenient for the attendance of the membership, students, and allied professionals.

5.03 Convention Location. The Board shall decide dates and locations for conventions on an annual basis.

5.04 Rights of Members at Convention. No facilities shall be selected for any national convention that unduly restrict any members in the full exercise of their membership rights.

#### 5.05 Convention Registration Fee.

5.051 Waiver of Convention Registration Fee. The convention registration fees for the members of the Credentials Committee, and for the chair of the Resolutions Committee, shall be waived in appreciation of their services to the Institute. In addition, registration fees will be waived for former presidents of the AIA and their spouses; members of the Board of Directors and members of the Strategic Council; certified candidates for national office; award winners (limit 2 per firm); individuals attending to receive Honorary Membership or Honorary Fellowship; the chief elected officer and the chief executive of allied organizations; and such others as the President and/or the Executive Vice President/CEO may determine. In addition, theme and seminar speakers shall be entitled to a thirty percent reduction on convention registration fees. As used in this Section 5.05 and elsewhere in Chapter 5, and unless otherwise specified, the term "office" shall refer to office(s) held by elected officers of the Institute and by at-large Directors selected by the delegates at convention in accordance with Chapter 6 of the Bylaws.

#### 5.1 CONVENTION-RELATED COMMITTEES

#### 5.11 Credentials Committee.

5.111 Nomination of Credentials Committee Members. The Secretary annually recommends three Architect members for the Credentials Committee, at least one of whom shall be an Architect member who has been licensed to practice architecture for ten years or less, for approval by the Board. No member may be appointed to the committee from the same region as a candidate for national office.

5.112 Accreditation and Balloting. The Credentials Committee shall oversee accreditation of delegates as provided in section 5.42, shall supervise balloting for the election of officers and at-large Directors at convention, and shall certify to the President-elect the candidates elected to office.

5.12 Resolutions Committee.

5.121 Selection. The Secretary annually recommends for approval by Board one new member to serve on the Resolutions Committee. Committee members, at least one of whom shall be an Architect member who has been licensed to practice architecture for ten years or less, are appointed by the President for three-year terms, reaffirmed annually. In addition, the Secretary and the American Institute of Architecture Students President serve ex officio as members of the Committee.

5.122 Resolutions Schedule and Instructions. No later than January of each year, the Secretary shall ensure that an appropriate timetable, instructions, and forms for resolutions are distributed to components in order to assure the proper and orderly submission of resolutions.

5.123 Resolution Sponsorship. The Resolutions Committee is authorized to receive and present to the delegates for their vote only those resolutions, received within the time limits established by the Committee, sponsored by one of the following:

- a state or regional organization,
- a local component, provided it is cosponsored by the state or regional organization of which the component is a member;
- the Board of Directors,
- the Strategic Council,
- the American Institute of Architecture Students, or
- a minimum of 50 members of the Institute, specifying the lead sponsor from among their number. The support of the 50 members shall be evidenced by their signatures or by such other documentation as the Secretary may find satisfactory.

Except as expressly provided herein, each resolution shall have only one sponsor. The Resolutions Committee shall not advance any resolution received outside the time limits established by the Committee, or that lacks a required sponsor or sponsors.

5.124 Editing and Consolidation. The Resolutions Committee shall work with the sponsors of resolutions received in accordance with the published schedule to try to combine similar resolutions developing substitute resolutions acceptable to each such sponsor; the Committee may also edit resolutions for grammar and clarity and conformity to form. The Committee may also present resolutions drafted by the Committee itself.

5.1242 Committee Findings: Board Discretion. If the Committee determines that a resolution is frivolous, proposes action that would be illegal or otherwise improper, or is otherwise inappropriate for consideration by the delegates at the annual business meeting, it shall report its findings to the Board. The Board shall then have the discretion, by the vote of two-thirds of the voting membership of the Board, to direct that the resolution not be presented to the delegates at the annual business meeting. Such action by the Board shall not preclude the sponsor(s) of the resolution from seeking its consideration by the delegates as a new resolution at the annual business meeting under Section 5.27.

5.125 Secretary's Discretion.

5.1251 Review of Resolutions. The Secretary shall have the discretion to seek comments on resolutions from groups and individuals who may have a particular interest in the resolutions.

5.1252 Specialized Knowledge, Information, and Opinions Concerning Resolutions. The Secretary shall have the discretion to consult groups or individuals whose specialized knowledge, information, or opinions may assist the delegates at convention in their consideration of the resolutions. These may include such things as opinions from legal counsel about whether actions sought by a resolution would comply with applicable law and the Institute's Bylaws, analyses from financial personnel concerning the fiscal consequences of such actions, or staff reports on their potential effects on membership and components.

5.1253 Board Position on Resolutions. The Board shall vote on whether to support, not to support, or to take no position as to each resolution, and shall have the discretion to issue a statement reflecting the rationale for its vote.

5.126 Publication of Resolutions. At least 40 days prior to the opening of the business meeting of the convention, the Secretary shall ensure that all resolutions approved by the Resolutions Committee for consideration at the convention are transmitted to all components of the Institute. In the same communication, the Institute shall report to the components and to the convention the action taken on, and the current status of, each resolution approved at the preceding convention. In the same or in subsequent communications, the Secretary may report on comments received under Section 5.1251, on specialized knowledge, information, or opinions received under Section 5.1252, and on the Board's position under Section 5.1253. The Secretary may also provide any other material that the Secretary finds may assist the delegates at convention in their consideration of the resolutions.

5.127 Convention Action of Resolutions. Resolutions shall be presented for a vote by the delegates at the annual meeting at convention. Resolutions approved at the convention shall not have binding effect unless subsequently ratified by the Board of Directors.

5.128 Board Action on Adopted Resolutions. Resolutions adopted at the convention will be referred to the first meeting of the Board of Directors following the convention for consideration of ratification and implementation. The Board may vote either to ratify or not to ratify the resolutions during that meeting, or may defer action until a later time.

5.129 Notice of Resolution Ratification. Immediately after the meeting of the Board of Directors following the convention, the Secretary shall report to each sponsor of a resolution the action taken on that resolution and, as appropriate, the assignment of responsibility for implementation of that resolution.

## 5.2 BUSINESS MEETING

5.21 Notice of Meeting. Notice of any meeting shall be deemed to be sent and served on each member and each component organization if the notice has been published in an official publication of the Institute.

5.22 Annual Business. The items of business that come before the annual business meeting shall include: (1) presentation of the audited financial report; (2) nominations for office; (3) accreditation of delegates; (4) Bylaws and other official business, as noticed, and (5) resolutions.

5.221 Reports. The President, the First Vice President, the Secretary, and the Executive Vice President/CEO may present oral reports. The Treasurer's report shall be distributed to the delegates at the convention, to component Presidents and executives, to members who request copies, and to others as directed by the Board.

5.23 Publication of Schedule. The times and locations of the business sessions shall be published in the convention program.

5.24 Nominating Committee Report. Following the report, the President will call for nominations from the floor, and then will close nominations. If there is only one nominee for an office, the Secretary may enter a single, unanimous ballot for the candidate for that office on behalf of the delegates, and the President shall declare the candidate elected by acclamation.

5.25 Credentials Committee Report. The Credentials Committee shall present a report in writing to the meeting, setting forth the number of delegates accredited. A copy of this report will be signed by all Committee members present, in such form as the Committee and the Secretary of the Institute may determine.

5.252 Unanimity. If the Credentials Committee is not unanimous in its accreditation of any delegate, it shall so report to the meeting.

5.253 Appeals. If a delegate is not accredited or not accredited to cast the correct number of votes, then the delegate may appeal the decision of the Credentials Committee to the meeting, provided that such appeal is made prior to the acceptance of the report of the Credentials Committee.

5.254 Finality of Decision. Within the limits imposed by law, the Bylaws or these Rules, the delegates at any Institute meeting shall be the final judge of the qualifications and credentials of a delegate.

5.26 Bylaws Changes. The Secretary or the Secretary's designee shall move the adoption of Bylaws changes and other official business noticed to the convention for discussion, amendment, and final action.

5.27 Resolutions Committee Report. The chairperson of the Resolutions Committee shall move the adoption of the resolutions submitted to the Resolutions Committee for discussion, amendment and final action. A two-thirds vote of all delegates present at the meeting shall be required to consider new resolutions (other than resolutions of appreciation, which shall be presented as the last order of business).

5.271 Resolutions Committee Comments. The Resolutions Committee may include factual statements and reports when submitting resolutions to the convention; however, the Committee shall make no recommendations on resolutions referred by it to the convention.

5.272 Treasurer's Report of Resolutions' Probable Cost. The Treasurer shall prepare a statement of the probable cost of the programs or services that would be the logical results of adoption of each resolution and shall present this statement to the delegates at convention.

5.273 Board Position on Resolutions. The Secretary shall present to the delegates the Board of Directors' vote of support, non-support, or no position on each resolution and, if directed by the Board, a brief statement reflecting the Board's rationale for its vote. The Secretary may also report briefly on such other knowledge, information, or opinions as may reasonably assist the delegates in their consideration of the resolutions.

5.28 Delegate Comments on Reports. The delegates may comment upon or question the reports, but resolutions regarding them must be handled at the end of the session as new business.

5.29 Minutes. The Secretary shall ensure that an official record is made and maintained of the actions of the delegates during the convention business session.

### 5.3 OTHER CONVENTION BUSINESS

5.31 Nominating Speeches. Immediately following nomination announcements, candidates for each office will be requested to make a brief speech before the entire assembly of delegates. The speech shall be verbal only, and media assistance (such as videotape, slides, music, etc.) is prohibited.

5.311 Official Caucuses. There shall be three official, regional caucuses at the convention prior to voting, at which each candidate shall have an equal opportunity to appear. A moderator will be designated for each caucus and assigned to monitor it.

### 5.32 Balloting Procedures.

5.321 Ballots. If there are two or more nominees for an office, the name of each nominee shall be placed by the Secretary, in an equitable manner, before the delegates for voting.

5.322 Polls. The polls shall remain open for not less than four hours for the primary elections and for up to four hours for the annual election; the time of opening and closing the polls shall be announced by the President following the candidates' speeches.

5.323 Voting Instructions. Delegates shall be given instructions making clear the obligation of delegates to vote in the proper manner.

5.324 Number of Votes Required. Where one office (including at-large Directorships) will be filled by more than one person chosen from several nominees, delegates must vote for the stated number of candidates.

5.325 Irregular Votes. Votes not cast in accordance with the rules governing balloting shall not be counted.

5.326 Tie Votes. If there is a tie vote for an office, the delegates shall reballet for the nominees who received the tie vote.

5.327 Preservation of Vote Tabulations. The original vote tabulations shall be kept in a safe deposit box for one year.

5.33 Primary Election Procedures. If there are more than two nominees for the office of First Vice President, Secretary, or Treasurer, a primary election will be held for the office no later than the day preceding the annual election of officers.

5.331 Election as a Result of Primary Vote. Should a nominee receive a majority of the votes cast in a primary election, that candidate shall be declared elected to that office. If none of the nominees receives a majority of the votes cast, the names of the two nominees receiving the highest number of votes cast shall appear on the ballot at the final voting.

5.34 Announcement of Election. The President shall announce the results of the election at the convention promptly following candidate notification. The vote tally will not be disclosed.

## 5.4 DELEGATES

5.41 Notice of Number of Delegates and Votes Authorized. Forty days prior to the date fixed for the annual business meeting of the Institute, the Secretary shall have sent to each component organization a notice of the number of member delegates that may be elected by each chapter and the aggregate number of votes that the member delegates from each chapter may cast.

5.411 Basis of Delegate Count. The delegate counts are based on the number of Architect (including Emeritus) and Associate (including International Associate and Associate Emeritus) members in good standing 60 days prior to the date of the meeting.

5.42 Accreditation and Registration of Delegates.

5.421 Presentation of Credentials. Member delegates and state delegates to an Institute meeting must present in person their credential cards to the Credentials Committee; the Credentials Committee shall have available the records necessary to establish membership and good standing.

5.422 Endorsement by Committee. When the Credentials Committee finds that the credentials presented by member delegates or state delegates are in order and finds that they are qualified to serve as delegates, the Committee shall endorse their credentials and accredit them to the meeting as delegates; accreditation gives those delegates the right and duty to cast the number of votes they have been accredited to cast on any questions or division and to exercise all the powers and privileges of delegates.

5.423 Delegates-at-Large. The Credentials Committee shall accredit such delegates-at-large who present in person proper credentials. Delegates-at-large shall be entitled to cast one vote each on any question or division.

5.424 Term of Service for Delegates. All rights, powers and privileges of delegates and delegates-at-large shall terminate on the adjournment of the annual business or special meeting.

5.43 Procedure for Special Meetings. Delegates to a special meeting must present their credentials and be accredited to the meeting in the manner prescribed for an annual business meeting, and all rules, procedures, and voting at a special meeting shall be similar to that of an annual meeting.

5.5 VOTING

Voting at meetings of the Institute shall be by electronic voting, or as otherwise prescribed in the Institute's Bylaws. Voting by secret ballot shall take place only if required by the Bylaws or these Rules.



CHAPTER 5  
MEMBERSHIP MEETINGS

5.0 MEETINGS OF THE INSTITUTE

In these Bylaws, a meeting of the Institute shall refer to a corporate meeting of the membership.

5.01 Annual Meeting of the Institute.

5.011 Annual Convention. There shall be an annual meeting of the Institute, also called the annual convention.

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

5.02 Special Institute Meetings.

5.021 Power to Call Special Meetings. A special meeting of the Institute shall be held if a call for it, stating its purpose, has been voted at a meeting of the Institute or by the concurring vote of a majority of the members of the Board or by resolution duly adopted by not less than 25% of the assigned members in each of six chapters, each of which shall be in a different region.

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

5.1 NOTICE OF MEETINGS

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

5.2 VOTING AT CONVENTION

5.21 Delegates. Duly accredited representatives of the membership at meetings of the Institute shall be classified as delegates-at-large, member delegates, and state delegates.

5.211 Delegates-at-Large. The delegates-at-large shall be the members of the Board, the members of the Strategic Council, and the past presidents of the Institute who are present at the meeting.

5.212 State Delegates. Each state organization chartered by the Institute, including state-wide chapters functioning as state organizations, may be represented at a meeting of the Institute by one state delegate, who shall be an Architect member.

5.213 Member Delegates. Components may be represented by member delegates at a meeting of the Institute on the following basis:

- a) Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.
- b) Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.
- c) In certain states, there may be both a state organization and local chapters. Where the state organization in such a state has formed one or more sections, the state organization shall be entitled to member delegates based upon the number of members in good standing within the territory of the section(s) who are assigned to the state organization. (Members of sections formed by local chapters in that state shall be apportioned to the local chapters, and shall not be included in determining the number of member delegates to which the state organization is entitled.)

The assigned members of each component specified in paragraphs (a), (b), and (c) above shall select the component's representatives to serve as member delegates in the manner prescribed in the component's bylaws.

## 5.22 Number of Member Delegates.

5.221 Date of Member Count for Apportioning Member Delegates. The number of member delegates from each component that may be accredited to a meeting of the Institute shall be determined from the Institute records sixty days prior to the date of the meeting.

5.222 Delegate Apportionment. The Secretary shall insure apportionment of the member delegates based upon the number of assigned members in good standing in each component determined in accordance with Section 5.213. The number of member delegates entitled to be accredited to represent the component shall be as follows:

1 to 6 assigned members, 1 delegate;  
7 to 21 assigned members, 2 delegates;  
22 to 36 assigned members, 3 delegates;  
37 to 51 assigned members, 4 delegates;

And so forth, with one additional delegate for each additional fifteen assigned members.

5.23 Authority and Powers of Delegates. All rights, powers, and privileges of an annual convention and of a special meeting granted under the laws of the State of New York shall be vested in, and may be exercised by, the delegates.

5.231 Limitations of Delegates. Delegates-at-large may not give, or act as, a proxy and may not cast more than one vote on any question or division.

5.24 Accreditation of Delegates. The president or the secretary of each component shall certify the selection and identity of the member delegates from the component and present to each one a credential card furnished by the Institute. At the meeting, the Credentials Committee shall accredit all delegates entitled to represent the Institute membership.

5.241 Representation by Part of Delegation. If not all of the representatives selected by a component to be member delegates are accredited to the meeting of the Institute, then those who are accredited shall be entitled to cast, in equal portions, the total number of member delegate votes to which the component is entitled.

5.25 Representation by Proxy.

5.251 Proxy for Absent Delegation. If none of the representatives selected by a component to be member delegates can attend the meeting, then the component president or the president's designate may distribute the component's votes via written proxy to a member delegate or state delegate from another component in the same state or in the same region, in that order of priority. The delegate selected to represent the component shall cast the component's total number of votes as instructed in the proxy. A delegate may represent only one component in addition to the delegate's own; provided, however, that: (a) a state delegate may represent by proxy more than one of the components in the delegate's state at the meeting of the Institute, and (b) the president of a state component may designate a member delegate from the president's state to represent by proxy more than one component in that state.

5.252 Apportionment of Chapter Votes During Roll Call. The member delegate votes allocated to a component shall be cast in equal portions by those member delegates of the component present during a roll call vote, eliminating fractional votes.

5.26 Quorum at an Institute Meeting. A quorum for a meeting of the Institute shall be one hundred member delegates.

5.27 Voting Methods at Meetings of the Institute. Electronic voting shall be the exclusive method of voting at a meeting of the Institute, subject to the following exceptions:

- a) Other methods of voting may be used at a meeting of the Institute if they are approved for the meeting by a majority vote taken in accordance with Section 5.28 of these Bylaws, or if the electronic voting system experiences a substantial failure at that meeting. The other methods of voting that may be used are:
  - voice vote;
  - roll call (conducted manually or by any other method approved by the Board of Directors), or
  - secret ballot, if required by these Bylaws.
- b) Resolutions of appreciation shall not require an electronic vote, but may be conducted by voice vote.

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

5.29 Recording of Votes.

5.291 Voice Votes. On all voice votes each delegate voting shall be presumed to cast one vote.

5.292 Proxy Votes at Convention. On voice votes, proxy votes shall be presumed included in each delegate's single vote. On every roll call vote or secret ballot, delegates holding proxies shall record separate votes for their assigned chapter and the proxy chapter.

5.3 NON-DELEGATES AT MEETINGS

Members who are not delegates, and Allied and Affiliate members of chapter and state organizations, may attend any meeting of the Institute and may speak at the invitation of the presiding officer.