



2021 AIA Annual Meeting: Official Delegate Information Booklet

June 2021
(virtual)

This document contains important information for all 2021 AIA annual meeting delegates. Please carefully review the material prior to the annual meeting (June 10, 2021) and direct any questions concerning accreditation, voting, or duties of annual meeting delegates to Pam Day, Hon. AIA, Corporate Secretary and Managing Director, Governance Administration (pday@aia.org).

2021 Board of Directors

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Daniel Stephen Hart, FAIA, First Vice President
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2021 Strategic Council

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L. Jane Frederick, FAIA
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Mary Ann Lazarus, FAIA
Michael Lewis Lejong, AIA

Yanitza Brongers Marrero, AIA
Lisa F. Matthiessen, FAIA
Cheryl L. McAfee, FAIA
Danielle McDonough, AIA, LEED AP
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Rico Quirindongo, AIA
Brad Rogers, JD
Amelia Rosen
Mark Ryan, Esq., AIA
Constantine N. Sakellar, FAIA
Mark A. Schwamel, AIA
Brian A. Sehnert, AIA
Sophia Sparklin, AIA
Lora N. Teagarden, AIA
Walton R. Teague, FAIA
Douglas Teiger, FAIA
Randall C. Vaughn, AIA
Terry L. Welker, FAIA
Korey D. White, AIA
Gregory A. Yager, FAIA
Willy L. Zambrano, AIA

Former AIA National Presidents

2019-2020 L. Jane Frederick, FAIA
2018-2019 William J. Bates, FAIA
2017-2018 Carl Elefante, FAIA
2016-2017 Thomas Vonier, FAIA
2015-2016 Russell A. Davidson, FAIA
2014-2015 Elizabeth Chu Richter, FAIA
2013-2014 Helene Combs Dreiling, FAIA
2012-2013 Mickey Jacob, FAIA
2011-2012 Jeff Potter, FAIA
2010-2011 Clark D. Manus, FAIA
2009-2010 George H. Miller, FAIA
2008-2009 Marvin J. Malecha, FAIA
2007-2008 Marshall E. Purnell, FAIA
2006-2007 RK Stewart, FAIA
2005-2006 Katherine Lee Schwensen, FAIA
2004-2005 Douglas L. Steidl, FAIA
2003-2004 Eugene C. Hopkins, FAIA
2002-2003 Thompson E. Penney, FAIA
2001-2002 Gordon H. Chong, FAIA
2000-2001 John D. Anderson, FAIA
1999-2000 Ronald L. Skaggs, FAIA
1998-1999 Michael J. Stanton, FAIA
1997-1998 Ronald Arthur Altoon, FAIA
1996-1997 Raj Barr-Kumar, FAIA
1995-1996 Raymond Post Jr., FAIA
1994-1995 Chester A. Widom, FAIA
1993-1994 L. William Chapin, II, FAIA
1992-1993 Susan A. Maxman, FAIA
1991-1992 W. Cecil Steward, FAIA
1990-1991 Jim Lawler, FAIA
1989-1990 Sylvester Damianos, FAIA
1988-1989 Benjamin E. Brewer Jr., FAIA
1987-1988 Ted P. Pappas, FAIA
1986-1987 Donald J. Hackl, FAIA
1985-1986 John A. Busby Jr., FAIA
1984-1985 R. Bruce Patty, FAIA
1983-1984 George M. Notter, FAIA
1982-1983 Robert Broshar, FAIA
1981-1982 Robert Lawrence, FAIA
1980-1981 R. Randall Vosbeck, FAIA
1979-1980 Charles E. Schwing, FAIA
1978-1979 Ehrman B. Mitchell Jr., FAIA
1977-1978 Elmer Botsai, FAIA
1976-1977 John McGinty, FAIA
1975-1976 Louis de Moll, FAIA
1974-1975 William Marshall Jr., FAIA
1973-1974 Archibald C. Rogers, FAIA
1972-1973 S. Scott Ferebee Jr., FAIA
1971-1972 Maximilian O. Urbahn, FAIA
1970-1971 Robert F. Hastings, FAIA
1969-1970 Rex Whitaker Allen, FAIA
1968-1969 George E. Kassabaum, FAIA
1967-1968 Robert L. Durham, FAIA
1966-1967 Charles M. Ness Jr., FAIA
1965-1966 Morris Ketchum Jr., FAIA
1964-1965 Arthur Gould Odell Jr., FAIA
1963-1964 J. Roy Carroll Jr., FAIA
1962-1963 Henry Lyman Wright, FAIA
1960-1962 Philip Will Jr., FAIA
1958-1960 John Noble Richards, FAIA
1956-1958 Leon Chatelain Jr., FAIA
1955-1956 George Bain Cummings, FAIA
1953-1955 Clair W. Ditchy, FAIA
1951-1953 A. Glenn Stanton, FAIA
1949-1951 Ralph Walker, FAIA
1947-1949 Douglas William Orr, FAIA
1945-1947 James R. Edmunds Jr., FAIA
1943-1945 Raymond J. Ashton, FAIA
1941-1943 R. H. Shreve, FAIA
1939-1941 Edwin Bergstrom, FAIA
1937-1939 Charles D. Maginnis, FAIA
1935-1937 Stephen F. Voorhees, FAIA
1932-1935 Ernest John Russell, FAIA
1930-1932 Robert D. Kohn, FAIA
1928-1930 C. Herrick Hammond, FAIA
1926-1928 Milton B. Medary, FAIA
1924-1926 Dan. Everett Waid, FAIA
1922-1924 William B. Faville, FAIA
1920-1922 Henry H. Kendall, FAIA
1918-1920 Thomas R. Kimball, FAIA
1915-1918 John Lawrence Mauran, FAIA
1913-1915 R. Clipston Sturgis, FAIA
1912-1913 Walter Cook, FAIA
1910-1911 Irving K. Pond, FAIA
1908-1909 Cass Gilbert, FAIA
1906-1907 Frank Miles Day, FAIA
1904-1905 William S. Eames, FAIA
1902-1903 Charles F. McKim, FAIA
1900-1901 Robert S. Peabody, FAIA
1899-1900 Henry Van Brunt, FAIA
1896-1898 George B. Post, FAIA
1894-1895 Daniel H. Burnham, FAIA
1892-1893 Edward H. Kendall, FAIA
1888-1891 Richard M. Hunt, FAIA
1877-1887 Thomas U. Walter, FAIA
1857-1876 Richard Upjohn, FAIA

1. Delegate Business Schedule

April 26, 2021

Online Accreditation Opens
8:30am (EDT)

(See Accreditation and Voting Procedures regarding advance online accreditation.)

May 21, 2021

Online Accreditation Closes
5pm (EDT)

May 28, 2021

Candidate Speeches
(virtual)

Candidate speeches will be pre-recorded and available for viewing May 28 through June 11, 2021.

June 10, 2021

2021 AIA Annual Meeting
1-5pm (EDT)
(virtual)

Each component and its accredited delegates will receive secure invitations to the AIA annual meeting. Only delegates accredited by May 21, 2021, will be allowed to vote at the annual meeting.

(see next page)

June 11, 2021

Regional Caucuses

(virtual)

Each component and its accredited delegate(s) will receive secure invitations to their region's caucus.

10-11am (EDT):

Gulf States, Illinois, New England, Pennsylvania, Texas, Western Mountain, and International Regions

11:30am-12:30pm (EDT):

California, Middle Atlantic, New Jersey, North Central States, Ohio Valley, and South Atlantic Regions

1-2pm (EDT):

Central States, Florida/Caribbean, Michigan, New York, Northwest and Pacific, and the Virginias Regions

June 11-15, 2021

Voting for Officers and At-large Director

Voting will open at 5pm (EDT) on June 11, 2021, and conclude at 5pm (EDT) on June 15, 2021.

Only delegates accredited by May 21, 2021, will be allowed to vote in these elections.

June 15-17, 2021

Voting—Runoff Election *(if necessary)*

Voting will open at 7pm (EDT) on June 15, 2021, and conclude at 5pm (EDT) on June 17, 2021.

Only delegates accredited by May 21, 2021, will be allowed to vote in these elections.

2. Accreditation and Voting Procedures

Duties of the Credentials Committee

The Credentials Committee, in conjunction with the AIA Secretary, is charged with overseeing the accreditation of delegates and balloting for the election of officers. AIA staff overseeing online accreditation will refer disputes or problems to the Committee for decision.

The Credentials Committee reviews and certifies the Credentials Report before it is presented at the annual meeting on June 10, 2021, for the delegates' acceptance prior to voting on business items.

Accreditation

Delegate votes are allocated to each chapter according to the formula in the [AIA Bylaws](#) that is based on the number of its assigned Architect and Associate members in good standing.

Chapters may accredit their delegates online in advance of the annual meeting on June 10, 2021. Online accreditation will open on April 26, 2021, and will close May 21, 2021.

Each chapter may elect to distribute its delegates' votes among members attending the annual meeting, or to have the votes all held by one individual, such as the chapter president.

Whatever manner the chapter chooses to select its delegates, every delegate must be accredited to vote at the annual meeting by 5pm (EDT) on May 21, 2021.

(see next page)

**Accreditation,
continued**

Each chapter's total votes are evenly divided among the accredited delegates (subject to rules concerning Associate members below). For example, if a chapter has nine (9) delegate votes which it distributes to three (3) individuals who are Architect members, each individual's vote would count as three (3) votes; if only one (1) delegate is accredited from the chapter, only that person can cast the chapter's nine votes.

Note that while Associate members may serve as chapter delegates, they may not be accredited to cast more than one-third (1/3) of the votes of an AIA chapter, and their votes will not be counted until the chapter's Architect member delegate(s) has been accredited and voted.

Prior to the annual meeting on June 10, 2021, Associate delegates should verify that at least one (1) Architect member will also be accredited as a delegate and is able to cast a vote.

**Voting for
Officers**

If an accredited delegate (Associate or Architect member) does not vote in the election of officers and the At-large Director, the chapter loses that allocation of votes.

Voting for officers and the At-large Director will open at 5pm (EDT) on June 11, 2021.

No voting for officers or the At-large Director will be permitted after 5pm (EDT) on June 15, 2021, except in the event of a runoff election. If required, the runoff election voting will open at 7pm (EDT) on June 15, 2021, and close at 5pm (EDT) on June 17, 2021.

(see next page)

Proxy Voting

A proxy is a member or state delegate who is representing an absent chapter by voting on its behalf.

(Note: if a chapter president wishes to allocate the chapter's votes to a member of the same chapter, that is not a proxy vote. That member being accredited is simply a member delegate, and no proxy authorization is required.)

If a chapter is unable to have any delegates in attendance at the annual meeting on June 10, 2021, and/or vote for officers and the At-large Director on June 11-17, 2021, the chapter may select a member or state delegate from another chapter in the same state or region to represent the absent chapter by proxy both at the meeting and for voting for officers and the At-large Director.

The president or authorized designee from the absent chapter must give written authorization to the attending member delegate.

The substitute delegate cannot be accredited to cast a proxy vote for the absent chapter unless the accreditation takes place online before May 21, 2021.

In most instances, a member delegate may represent only one chapter in addition to that delegate's own chapter. The only exception to that rule is that: (a) a state delegate may represent by proxy more than one of the chapters in the state at the AIA annual meeting, and (b) the president of a state component may designate a member delegate from the state to represent by proxy more than one chapter in that state.

The delegate holding a proxy will vote several times, casting separate ballots for the proxy chapter and for the delegate's own chapter. Each chapter will be allotted its authorized voting strength.

Delegates-at-large are permitted to accredit as member delegates for their own assigned chapters in addition to their Delegate-at-large votes but are not permitted to serve as proxies. Please do not ask a Delegate-at-large (that is, a past AIA President or a current Board member, officer, or Strategic Council member) to serve as a proxy for an absent chapter.

Any questions regarding the voting process can be directed to Pam Day, Hon. AIA, Corporate Secretary & Managing Director, Governance Administration, via email at pday@aia.org.

3. AIA Rules of Procedure for the Annual Meeting

Note: The Parliamentarian may not be communicated with directly by delegates or members during debate. Requests for a parliamentary ruling are addressed to the President, who may (or may not) consult with or refer the issue to the Parliamentarian.

The Parliamentarian will be available during the annual meeting to consult with and advise members on appropriate parliamentary procedures, on a confidential basis if requested. Such availability will be made as far as is practicable in this annual meeting's virtual environment.

AIA's Rules of Procedure are based on Robert's Rules of Order, but do not follow them in all respects.

These Rules of Procedure will be presented for approval by the delegates at the start of the annual meeting.

Delegate's Role

Delegates should be present to vote on Bylaws amendments, resolutions, and other business items at the annual meeting on June 10, 2021, 1-5pm (EDT).

Delegates should plan to join the virtual annual meeting thirty (30) minutes prior to its start to register their attendance and ensure their access to the voting program.

DELEGATES WHO FAIL TO REGISTER THEIR PRESENCE AT THE START OF THE ANNUAL MEETING WILL NOT BE ABLE TO VOTE AT THE MEETING.

If a delegate is absent from the annual meeting, the absent delegate's votes are reallocated to those delegates present from the chapter and participating in the annual meeting.

If all of a chapter's delegates are absent from the annual meeting, the chapter's votes are **lost**, unless a proxy has been previously submitted during accreditation (on or before May 21, 2021).

Rules of Procedure

The order of items presented at this meeting shall include presentation of the audited financial report; nominations for office; accreditation of delegates; Bylaws amendments and other official business, as noticed; and resolutions.

Rule 1. The order of items presented in the 2021 Official Delegate Information Booklet (“Booklet”) shall be the order of business at the annual meeting. However, to expedite the session proceedings or to accommodate guest speakers, the President may make changes for that session.

Rule 2. Notices for announcement shall be in writing, signed by the person (or a proper representative) under whose authority the announcement is issued, and shall be sent to the Secretary.

Rule 3. The rules contained in the current edition of *Robert’s Rules of Order Newly Revised (12th Edition)* shall govern this meeting in all cases to which they are applicable and in which they are not inconsistent with AIA Bylaws and these Rules of Procedure.

STANDING RULES FOR VIRTUAL MEETING

Rule 4. The annual meeting shall be conducted using a virtual online conferencing platform.

Rule 5. Participation during the annual meeting shall be limited to delegates and authorized AIA staff or guests.

Rule 6. During the annual meeting, anyone wishing to speak shall use the recognition feature of the virtual platform and shall be recognized in order rotated between “For,” “Against,” and “Request for Information.” Points of Order pertaining to a violation of the rules shall also be recognized and shall take priority over other matters.

BUSINESS ITEMS OR RESOLUTIONS

Rule 7. The sponsor shall be permitted to speak first to any business item. A sponsor of a new resolution shall also be permitted to briefly explain the nature of the resolution before a vote is taken on whether to allow its consideration by a two-thirds (2/3) vote.

Rule 8. The presiding officer may dispense with the reading of printed resolutions, identifying them only by name or number.

Rule 9. Proposed amendments must be submitted in writing, and the presiding officer may require that any motion be submitted in written form.

DEBATE

Rule 10. Before any delegate can make a motion or address the body, the delegate must address the presiding officer by the title “Mr. President,” stating that, “I am” and the name, whether a delegate-at-large, member delegate, or

state delegate, and the entity represented. Upon recognition, the presiding officer may announce the delegate's name for authorization to speak. AIA members who are not delegates and Allied and Affiliate members of chapters and state organizations may speak at the invitation of the presiding officer.

Rule 11. No person shall speak in debate more than twice on the same question on the same day, or longer than two minutes each time, without permission of the assembly granted by a two-thirds (2/3) vote without debate.

Rule 12. The sponsor of a resolution shall be allowed to speak first in debate.

Rule 13. The second speaker on any resolution shall be an officer or member of the Board who has been designated to present the position of the Board, if a position has been taken.

Rule 14. The sponsor of a resolution may make closing remarks not exceeding two minutes, after debate is exhausted, and notwithstanding a pending call for the question.

Rule 15. Total debate on any Bylaws amendment or resolution, including amendments, shall not exceed a total of ten (10) minutes.

Rule 16. If speakers are waiting to be recognized when total debate time has expired, the presiding officer shall take an immediate vote on extending debate for five (5) minutes.

VOTING

Rule 17. Voting on agenda items shall be conducted through the voting feature available through the virtual platform, except as otherwise permitted by the AIA Bylaws.

4. Proposed Bylaws Amendments

Bylaws Amendment 21-A

Subject Dissolution of AIA Regions

Background Delegates to the 2018 annual meeting of the AIA approved by an overwhelming majority Resolution 18-7: Repositioning, Member Value and a Study of AIA Regions.” The intent of the resolution, sponsored by AIA Portland and AIA Oregon, was:

To execute a study of AIA regions to document their wide variety of structures, missions, resources, and programs; to review the relationship between the new Strategic Council and the regions; and to identify best practice models and opportunities to increase member value, promote collaboration among components, provide consistent member service, align the work of components at all levels and make efficient use of member dues.

The Board of Directors ratified this resolution in September 2018 and work was performed by two separate task forces between 2018 and 2021: one to recommend a path forward, and the second to implement the recommended path as approved by the Board.

At its April 2020 meeting, the Board voted unanimously in favor of moving forward with the elimination of regions and to implement instead a states-based model. At its December 2020 meeting, the Board again voted unanimously in favor of the implementation plan to this states-based model.

The AIA Board is supporting the elimination of regions for the following reasons:

1. It better prepares AIA for the future. A modernized and streamlined governance model prepares AIA for the future – and positions the organization to better meet the demands of the 21st century. By focusing on three tiers, there are increased efficiencies with member dues, enhanced advocacy efforts to increase influence, and a more consistent member experience across components.
2. This change is designed for flexibility and collaboration. By focusing on state and local components who are already effective representatives of their geographic areas, this effort encourages components to come together based on shared interests, issues, or concerns, and not because of geographic proximity.

3. It allows for equal representation across the AIA. Moving to a states-based model provides all states with an equitable path for representation, thereby increasing diversity of leadership and diversity of thought.
4. It removes a layer of governance between the member and AIA. By eliminating regions, a more direct, streamlined connection between the state components and AIA will allow for more unified efforts and stronger communications.
5. State and local components are already hubs of engagement and influence. State components are centers of member influence. All maintain staff, communicate consistently with members, wield influence in their state on licensing and other practice-related issues, collaborate with local components in their state, promote design through design awards, and have active engagement with schools of architecture. Local components are vibrant hubs of member engagement – both in-person and virtually. Most produce hours upon hours of continuing education, wield influence in their communities on design, support local initiatives that improve communities, offer mentoring programs, engage with local civic leaders, and promote design through design awards.

Four (4) research and data collection phases were established. First, benchmarking research was conducted with AIA collateral organizations and five (5) other associations that employ, or have employed, various regions structures. Next, a comprehensive data collection effort was initiated with all nineteen (19) regions to ensure accurate data was being used to assess the current state and effectiveness of AIA regions. Next, two (2) concurrent electronic survey instruments were developed and fielded to two separate audiences: the first comprised a representative sample of AIA members; the second engaged constituents including member component leaders, CACE, Strategic Council, among others within AIA leadership. Several identical questions were asked in each survey instrument to develop an understanding of the differences between both audiences.

Some of the research findings included:

- Of the four (4) tiers comprising AIA, members reported receiving little value from their region. Survey after member survey reported members receive the most member value from their local component. State and national came next. Regions came in last place, with little member value being reported at this tier.
- There is little to no communication between the member and the region. Survey results indicated members rarely heard directly from their region.
- The pathway to the Strategic Council through the regions is not clear. Survey results indicated members were unaware of how to become a Strategic Councilor via their region.
- There is very little consistency region to region. Among the multi-state regions, there was no consistency from one region to another when it

came to resourcing, engagement, maintaining staff, incorporation status, regional dues amount, and election of representatives.

- Regions are a legacy structure used well before the advent and availability of today's communications media. The benchmarking research revealed other associations are moving away from formal regional structures and indicated that regional structures at other national/global associations are generally legacy structures retained from times when mass communication was more difficult. Moreover, some of the organizations interviewed were actively discontinuing their regional structures to adapt to shifts in member communication needs and achieve greater organizational effectiveness.

The Task Force also considered the impact of regions on components, finding that regional dues are inconsistent between single state regions (which do not pay regional dues) and multi-state regions (wherein the states of that region pay regional dues at varying rates, which diverts funds from the state component's budget). Regional dues create additional financial strain on some state and local component budgets, which are already limited due to the COVID pandemic. By eliminating regions, much-needed dollars and resources will be freed up for local component programming. With components utilizing digital technology more often now, new opportunities to collaborate are already being realized, and content and knowledge are being shared with members wherever they live.

Outreach to gather feedback was presented to constituents through numerous webinars including one to all nineteen (19) regions: one at Grassroots and several others specific to the Strategic Council. Nearly 1,000 AIA component and member leaders attended. The National Associates Committee and the Young Architects Forum, as well as the Small Firm Exchange have voiced their support of these Bylaws amendments.

If approved, the transition to eliminate regions will take place over a three (3) year period and conclude by 2024, at which time the transition should be complete. All current Strategic Councilors will finish their term on the Council, and a transition plan for staggered terms will be implemented.

Required Vote to Amend Bylaws

Bylaws amendments require approval by an affirmative two-thirds vote of the delegates at the meeting, determined in the manner prescribed in Section 9.011 of the Bylaws.

Motion

The delegates assembled at the 2021 annual meeting amend the AIA Bylaws as they appear in this Booklet, and also authorize the AIA Secretary to renumber any sections and section references resulting from such amendments.

CHAPTER 1

ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Organization Name. The name of this membership corporation is The American Institute of Architects. In these Bylaws the corporation is called the Institute.

1.02 Organization Objects. The objects of The American Institute of Architects shall be to organize and unite in fellowship the members of the architectural profession of the United States of America; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Organization Domain. The domain of the Institute shall be the United States of America, ~~and its territories and possessions.~~ Nothing herein shall be regarded as precluding the Institute from establishing or maintaining an international presence outside the United States and its territories, to the degree otherwise provided in these Bylaws. ~~Nothing herein shall be regarded as precluding the Institute from maintaining an International Region and components outside the United States of America, its territories and possessions, to the degree otherwise provided in these Bylaws..~~

1.1 AFFILIATIONS

If and while affiliation will promote the purposes and objects of the Institute, any national organization may be affiliated with the Institute unless the other organization was formed, used, or maintained for financial gain, price-fixing, or political purposes.

1.2 THE COLLEGE OF FELLOWS

There shall be a subdivision of the Institute entitled the College of Fellows, the members of which shall be the Fellows and Honorary Fellows of the Institute.

1.21 College of Fellows Purpose. The purpose of the College is to stimulate a sharing of interests among Fellows; to promote the purposes of the Institute; to advance the profession of architecture; and to be of ever-increasing service to society.

1.22 Bylaws of the College of Fellows. The College shall adopt bylaws, which shall specify the organization of the College. The bylaws and activities of the College of Fellows are subject to the approval of the Board.

1.3 ENDORSEMENTS

1.31 Endorsements of Enterprises. The Institute shall not sponsor or endorse any enterprise whether public or private, operated for profit.

1.32 Endorsements of Materials. No officer, director, Strategic Council member ~~Regional Representative on the Strategic Council~~, committee member, or employee of the Institute or any of its components ~~organizations~~ in that individual's official capacity shall approve, sponsor, endorse, or do anything that may be deemed or construed to be an approval, sponsorship, or endorsement of any material of construction or any method or manner of handling, using, distributing, or dealing in any material or product. ("Component" as used in these Bylaws shall be defined as set forth in Section 4.01.)

CHAPTER 2

MEMBERSHIP

2.0 GENERAL PROVISIONS - MEMBERSHIP

2.01 Categories of Membership. The Institute is a nonprofit membership corporation incorporated under the laws of the state of New York, with the following categories of membership:

2.011 Architect Members. Individuals admitted to membership with full voting status and privileges are called Architects. Architect members may also hold the titles Fellow and/or Emeritus.

2.012 Associate Members. Individuals admitted with limited voting status and privileges are called Associates. Unless otherwise provided, the term "Associate member(s)" in these Bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, however, International Associate members may not hold that title.

2.013 Honorary Fellows, Honorary Members and Allied Members. There are three categories of non-voting membership, Honorary Fellows, Honorary Members and Allied members.

2.014 Definition of Member and Assigned Member. Unless the context indicates otherwise, the term "member" in these Bylaws means any individual in any category of membership, and the term "assigned member" means any Architect (including those with Emeritus or Fellows status), or Associate member (including those with Emeritus status) assigned to a component.

2.02 General Rights and Duties of Members. Every member of the Institute in good standing shall have and may exercise and use all of the rights and privileges of the member's category of membership conferred by law or granted by the provisions of these Bylaws or by the Board.

2.021 Literature. Architect and Associate members in good standing shall have their names published in any membership listing of the Institute shall receive the magazine of The American Institute of Architects and other documents, periodicals, and literature from the Institute and from the component(s) region, state, and chapter to which they belong, under terms which the respective governing boards shall fix.

2.022 Component Membership. All assigned members of the Institute shall maintain membership in the component(s) to which they are assigned.

2.03 Amendments to Membership Provisions. Changes in membership eligibility or qualifications set forth in these Bylaws shall not be retroactively applied.

2.04 Good Standing. To be in good standing in the Institute, members must have paid all dues and other obligations due to the Institute and all of its component organizations to which they are assigned. An individual under suspension for violation of the Code of Ethics and Professional Conduct is not in good standing.

2.05 Application for Membership

2.051 Declaration by Applicants. Every applicant for membership shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations, and liabilities set forth herein.

2.052 Application for Membership. Application for membership shall be made in a manner determined by the Institute. Applications are subject to verification of eligibility for membership.

2.06 Reapplication for Admission. An applicant found not qualified for admission may reapply upon becoming qualified for admission.

2.07 Component Assignment.

2.071 Assignment Upon Admission. Once admitted, all Architect and Associate members of the Institute who are resident in the United States are assigned membership in a chapter and state organization. Architect and Associate members not resident in the United States who reside or have their principal place of business in the territory of a component are assigned membership in the component.

2.072 Assignment/Transfer. At the written request of a member, the Institute shall transfer the member's assignment from one chapter to another provided that the transferring member either lives or works within the territory of the new chapter.

2.073 Special Assignment. In special cases, upon receiving written application from a member, the Secretary may assign a member to a chapter that is neither the legal residence nor principal place of business of the member.

2.074 Participation in an Unassigned Chapter. In addition to membership in the assigned chapter, a member may, without action by the Institute, participate voluntarily in any unassigned chapter upon approval of an application by such chapter. The member, however, may not vote for delegates or on matters affecting the Institute in the unassigned chapter and shall be listed in the records of the Institute only in the assigned chapter.

~~2.075 Voluntary Assignment. Architect and Associate members who are not assigned when admitted to membership may request assignment to any component that agrees to accept the assignment. Members so assigned shall be counted as assigned members for apportionment of delegates and directors and shall have all the rights and privileges of assigned members in the same membership category, except that the component may lower dues and/or assessments for nonresident members. Notwithstanding any other provisions hereof, no members assigned to components outside the United States shall be counted as assigned members for the apportionment of Regional Representatives on the Strategic Council.~~

~~2.076 Members Not Assigned. Architect and Associate members who are not assigned to a component under any of the provisions of section 2.07 shall be members only of the Institute and shall not be counted for the apportionment of delegates or directors. Assigned members who move their residence and principal place of business to a place that is not in the territory of any component may retain or relinquish component assignment by notifying the Secretary. Architect and Associate members who are not assigned and who establish residence or a principal place of business in the territory of a component will be assigned membership in the component; provided, however, that no members assigned to components outside the United States shall be counted for the apportionment of directors.~~

2.08 Termination of Membership. Membership shall be terminated: (1) by resignation from the Institute, (2) by default in payment of obligations to the Institute or its components under the conditions prescribed in these Bylaws (3) for violation of the Code of Ethics and Professional Conduct pursuant to Chapter 8 of these Bylaws (4) by the death of the individual in the membership.

2.081 Resignation from Membership. A member in good standing may resign from the Institute in writing. The resignation shall be offered in writing to the Institute through the assigned chapter, and if the individual is eligible to resign, the chapter shall forward the resignation to the Institute in a timely manner. The resignation shall become effective as of the date of receipt of the letter of resignation by the Institute.

2.082 Termination for Default. If a member is in default, membership shall be terminated and the member and assigned components so notified. Termination for default of component dues will be initiated only on request of the governing board of the component.

2.083 Termination Without Prejudice. When the Institute finds that a member is no longer eligible for membership, judged by the same standards used to admit that member, such membership may be terminated with the same effect as resignation in good standing provided, however, that the member shall be given full opportunity to explain the member's position before being terminated.

2.084 Membership While Ethics Charge is Pending. Notwithstanding any other provision in these Bylaws, a member against whom a charge of violating the Code

of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

2.085 Loss or Suspension of Interests, Rights and Privileges. Any individual who resigns, is suspended, or is terminated from membership thereby loses all rights and privileges granted by law or these Bylaws, including the right to use the Institute's name, initials, or symbol until reinstated in good standing.

2.086 Liability. Nothing contained in these Bylaws shall be construed to limit the liability imposed by law on a member. Termination or suspension of membership shall not relieve the person whose membership has been terminated or suspended from indebtedness to the Institute or to any of its component organizations.

2.09 Readmission to Membership.

2.091 Eligibility. Any person whose membership was terminated for violation of the Code of Ethics and Professional Conduct may be readmitted only with the approval of the Board of Directors. In other cases of termination, or of resignation while in good standing, an application for readmission shall be considered in the same manner as an original application.

2.092 Readmission Fee. Former members who are reapplying for membership may be assessed a reinstatement fee, in addition to the dues for the year of reinstatement, in an amount determined by the Board.

2.093 Readmission After Termination Without Prejudice. Persons whose membership was terminated without prejudice may reapply any time they meet the eligibility requirements, without payment of the readmission fee.

2.1 ARCHITECT MEMBERS

2.11 Eligibility for Architect Membership. Individuals who are currently entitled under law to practice architecture and use the title Architect in any state of the United States are eligible to be Architect members in the Institute. Such architects shall demonstrate honorable standing in the profession and in their community.

2.111 Continuing Education Requirement. Architect members shall fulfill a periodic continuing education requirement to remain eligible for membership. The Board shall define the elements of the continuing education requirement in the Rules of the Board. Architect members who fail to meet the requirement shall be subject to termination under section 2.08 of these Bylaws.

2.12 Rights and Privileges of Architect Members

2.121 Title. Architect members in good standing may print and otherwise use in connection with their practice and work:

The initials AIA as a suffix to their names; and

The titles Member of The American Institute of Architects and Member of the (assigned chapter or state organization) of The American Institute of Architects.

2.122 Pin and Symbol. Architect members may use the gold AIA lapel pin and AIA symbol within the limitations established by the Board.

2.123 Privileges. Architect members have full rights and privileges, including but not limited to the following:

To serve as voting members on section, chapter, and state boards.

To speak and vote in component ~~section, chapter, and state, and regional~~ meetings on business matters and in elections on all issues.

To be appointed as members of committees at all levels of the Institute.

To serve as chapter delegates to state, regional, and national AIA conventions.

To participate in all Institute group insurance, retirement, and other benefit programs.

To serve as a national officer, national director, or component officer or chair a national committee.

2.2 ASSOCIATE AND INTERNATIONAL ASSOCIATE MEMBERS

2.21 Eligibility for Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet any of the following requirements shall be eligible for Associate membership in the Institute:

Those who are eligible by education or experience and are employed, enrolled or participating in circumstances recognized by licensing authorities as constituting credit toward architectural licensure, or

Those who are employed under the supervision of an architect in a professional or technical capacity directly related to the practice of architecture, or

Those who have a professional degree in architecture, or

Those who are faculty members in university programs in architecture and who are actively involved in research, administration or the teaching of architecture.

2.22 Eligibility for International Associate Membership. Individuals without architectural licenses from a U.S. licensing authority who meet the following requirements shall be eligible for International Associate membership in the Institute:

Those who have an architectural license or the equivalent from a non-U.S. licensing authority and demonstrate honorable standing in the profession in the locale in which they are licensed. Such persons may be resident within or outside the U.S.

2.23 Rights and Privileges of Associates and International Associates.

2.231 Title. Associates in good standing may indicate that they are Associates of The American Institute of Architects, subject to applicable state laws, and may use the title Associate AIA or Assoc. AIA, but not AIA Associate nor the initials AIA alone, as a suffix to their names. International Associates in good standing may indicate that they are International Associates of The American Institute of Architects, subject to applicable state laws, and may use the title International Associate AIA or Intl. Assoc. AIA, but not AIA International Associate nor the initials AIA alone, as a suffix to their names.

2.232 Pin and Symbol. Associates and International Associates in good standing may wear the silver AIA pin. Associates and International Associates shall not be permitted to use the gold AIA pin nor the AIA symbol.

2.233 Privileges. Associates and International Associates shall have the same rights and privileges as Architect members, except as noted below and in Sections 2.231 and 2.232 above:

Associates and International Associates together may not hold more than two seats or one-third of the total seats, whichever number is greater, on ~~component section, chapter, or state organization~~ boards. The numerical limits stated in this Subsection (a) shall apply as to Associate and International Associate members serving as officers of the pertinent ~~component section, chapter, or state organizations~~ (i.e., such officers shall be included in determining whether the limits stated herein have been reached).

Associates and International Associates may not vote on dues for Architect members; provided, however, that nothing in these Bylaws shall restrict Associate Directors from voting on dues for Architect members when the Associate Directors are performing their duties as members of the Institute's Board of Directors or as delegates-at-large at annual or special meetings of the Institute.

Associates and International Associates together may not constitute more than one-third of any component delegation to state, ~~regional~~, and national AIA conventions.

Neither Associates nor International Associates shall be eligible to serve as a national officer or on the National Ethics Council.

Notwithstanding any other provisions of these Bylaws, each component shall have the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. Such component officers shall be included in the numerical limitations contained in Subsection (a) above with respect to Associates and International Associates Holding seats on component boards of directors.

2.234 Advancement from Associate to Architect Membership. An Associate who receives an initial license to practice architecture thereby becomes eligible for Architect membership and may not renew membership as an Associate.

2.3 MEMBERS EMERITUS

2.31 Eligibility.

2.311 Architect Members. Any Architect member may apply for Emeritus status if:

The member (i) has been in good standing in the Institute for fifteen successive years immediately prior to their application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

2.312 Associate Members. Any Associate member may apply for Emeritus status if:

The member has been in good standing in the Institute for fifteen successive years immediately prior to the member's application, or has had a total of at least twenty-five successive or non-successive years of

membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding the member's application for Emeritus membership; and

The member either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

2.313 Waiver by the Secretary.

The Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis, waive (i) all or part of the period of membership required for Emeritus status; and/or (ii) the age requirement for Emeritus status.

In addition, the Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis:

Waive the requirement that an applicant for Architect Emeritus Member status must be an Architect member at the time of application, so long as the individual was an Architect member in good standing within one year before submitting the application for Emeritus status; and

Waive the requirement that an applicant for Associate Emeritus Member status must be an Associate member at the time of application, so long as the individual was an Associate member in good standing within one year before submitting the application for Emeritus status.

2.32 Rights and Privileges of Members Emeritus. All Architect or Associate member rights, interests, privileges, titles, liabilities and obligations shall remain unchanged upon advancement to Emeritus status, except that:

Members Emeritus shall no longer be required to pay either regular or supplemental dues; and

Architect Members Emeritus shall no longer be required to maintain the right under law to practice and use the title Architect.

2.321 Title. Architect members holding Emeritus status may use the title Member Emeritus written in full after the initials AIA, or after the initials FAIA if they have been granted Fellowship. Associate members holding Emeritus status may use the title Member Emeritus written in full after the title Associate AIA.

2.4 FELLOWS

2.41 Qualifications for Fellowship. Architect members who have been in good standing for at least ten years may be nominated for Fellowship. Architect members may be advanced to Fellowship under guidelines set by the Board if they have contributed notably to the advancement of the profession of architecture.

2.42 Authority of the Jury of Fellows. The Jury of Fellows has the authority and power to advance or deny advancement to Fellowship, except that an Architect member who wins the Gold Medal or the Edward C. Kemper Award of the Institute shall automatically be elevated to fellowship, without regard to the above qualifications.

2.43 Rights and Privileges of Fellows. Architect members advanced to Fellowship shall retain full Architect member interests, rights, privileges, obligations and liabilities in the Institute and in its component s organizations.

2.431 Fellowship Title. Architect members in good standing who are Fellows may print or otherwise use in their practice and work, the title Fellow, The American Institute of Architects, and the initials FAIA, in addition to all other titles and initials which they are privileged to use as an Architect member.

2.432 Fellowship Pin. Architect members who are Fellows may wear the Fellowship lapel pin.

2.433 Fellowship Medal. Architect members who are Fellows may wear the Fellowship Medal as established by the Board.

2.5 HONORARY FELLOWSHIPS

2.51 Qualifications for Honorary Fellowships. An architect of esteemed character and distinguished achievements who is not entitled to practice architecture in any state of the United States, is not a resident of the United States, and does not primarily practice architecture within the domain of the Institute, may be admitted to Honorary Fellowship.

2.52 Rights and Privileges of Honorary Fellows

2.521 Honorary Fellowship Title. An Honorary Fellow may use the title Honorary Fellow, The American Institute of Architects, or the abbreviation Hon. FAIA. Honorary Fellows may not use the initials AIA or FAIA alone.

2.522 Honorary Fellowship Pin and Symbol. An Honorary Fellow may wear the Fellowship lapel pin, but may not use the Institute symbol.

2.523 Honorary Fellowship Medal. An Honorary Fellow may wear the Honorary Fellowship Medal as established by the Board.

2.524 Honorary Fellowship Privileges. An Honorary Fellow may attend the annual convention of the Institute and may speak and take part in the discussions there and at the meetings of its component organizations and the College of Fellows on all matters except those relating to the corporate affairs, but may not vote.

2.53 Nomination and Election of Honorary Fellows. Any member of the Institute may nominate qualified individuals for Honorary Fellowship. Individuals shall be elected to Honorary Fellowship in the manner determined by the Board in the Rules of the Board.

2.54 Termination of Honorary Fellows. The Board, by a two-thirds majority vote, may terminate the membership and withdraw the privileges of any Honorary Fellow, for any reason it may deem sufficient.

2.6 HONORARY MEMBERSHIPS

2.61 Qualifications for Honorary Membership. A person of esteemed character who is otherwise ineligible for membership in the Institute, but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith, may be admitted to Honorary Membership.

2.62 Rights and Privileges of Honorary Members

2.621 Honorary Membership Title. An Honorary Member may use the title Honorary Member, The American Institute of Architects, or the abbreviation Hon. AIA, but may not use the initials AIA alone.

2.622 Honorary Membership Pin. Honorary Members may wear the gold AIA lapel pin.

2.623 Honorary Membership Privileges. An Honorary Member may attend the annual conventions of the Institute and may speak and take part in the discussions there and at the meetings of its component organizations on all matters except those relating to the corporate affairs, but may not vote.

2.63 Nomination and Election of Honorary Members

2.631 Authority to Nominate Honorary Members. Any member of the Board, a component, or such other constituent bodies or individuals as the Board may find appropriate may nominate persons for honorary membership.

2.632 Jury's Authority to Elect Honorary Members. The authority and power to elect or deny election to any properly nominated candidate for honorary membership is delegated to the Jury of Honorary Members.

2.633 Appointment of Honorary Members. The Board may confer Honorary Membership and a medal or other appropriate insignia on the Presidents of national and international professional architectural associations or organizations pursuant to procedures set forth in the Rules of the Board. This appointment authority is separate from the authority of the Jury for Honorary Members and is not limited by any nominee's eligibility for membership in another class of Institute membership.

2.64 Termination of Honorary Memberships. The Board may terminate the membership and withdraw the privileges of any Honorary Member, for any reason it may deem sufficient.

2.7 ALLIED MEMBERS

2.71 Eligibility for Allied Membership. Individuals who are not otherwise eligible for membership in the Institute and who meet either of the following requirements shall be eligible for Allied membership in the Institute:

2.711 Individual Members: Those with established professional reputations who are registered to practice their professions where such requirements exist, or persons who are employed outside of architectural practice but are involved in positions allied to the field of architecture. Individual Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture.

2.712 Organizational Representatives: Those who are employed by firms in the construction industry engaged in research, design, development, testing, manufacture, distribution, or training for building and construction products or systems.

2.72 Rights and Privileges of Allied Members. Allied members may serve in any capacity on Institute committees, attend meetings and conventions, and participate in the scheduled activities and programs of the Institute. They may not vote (except on committees) or be appointed or elected as an officer, director, or delegate or serve in any other policy-setting position. Allied Individual Members may not print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component. Firms that employ Allied Organizational Representatives in good standing may say that they are an Allied Organization of The American Institute of Architects as long as the use of this phrase may not be construed as Institute endorsement, sponsorship or approval of any construction material, product, or service. Except as stated above, neither Allied Organizations nor their representatives may print or permit to be printed or in any way use the name, initials, emblem, seal, symbol, or insignia of the Institute or any component.

2.721 Dues for Allied Members. The Board of Directors shall annually determine the dues payable by Allied members.

CHAPTER 3

DUES, FEES AND ASSESSMENTS

3.0 RIGHT TO LEVY DUES, FEES AND ASSESSMENTS

3.01 Dues. The delegates at any duly called meeting of the Institute may establish and fix annual dues. A two-thirds majority shall be necessary to remit or reduce dues for any class of member for any year. The Board may adjust dues within the limits set forth below in Section 3.15.

3.02 Assessments. A two-thirds majority of the delegates at a convention shall be necessary for approval to levy assessments or for delegation of this authority to the Board. The delegated authority may be for specific purposes, or for a special period of time, and with such limitations as the delegates may choose to impose. Assessments may be levied or authorized only for special or unusual expenses.

3.03 Fees for Application and Readmission. The Board may set application and readmission fees, and may adjust them to reflect reasonable increases in administrative costs, but not as dues enhancement.

3.1 DUES

3.11 Period and Due Date of Dues. Dues shall cover a calendar year and, except as otherwise provided in these Bylaws, shall be due and payable in full on or before January 15 of each year.

3.12 Hardship Dues Reduction by the Component. The component, in exceptional circumstances and after consultation with the Institute Secretary and other assigned components, may waive all or any part of the dues or fees in equal proportions across all components owed by a member at any level of membership in the AIA.

3.13 Regular Dues.

3.131 Obligation to Pay. Except as otherwise provided in these Bylaws, every member, including Fellows, shall pay regular annual dues to the Institute.

3.132 Dues Amount. The regular dues shall be an amount determined in accordance with these Bylaws.

3.133 Dues Incentive Programs. The Board may provide in the Rules of the Board for dues incentive programs that reduce dues for new members and those advancing to Architect membership.

3.134 Dues Payment Programs. Notwithstanding any other provisions of these Bylaws, the Board may provide in the Rules of the Board for programs under which new or renewing members may pay their regular annual dues to the Institute in one or more installments over a period of time during the year in which the dues are due and payable. Any such program may provide for service and interest charges, and include such other terms and conditions, as the Board may find appropriate.

3.135 Dues Upon Readmission. The Board may provide in the Rules of the Board for the dues amount, not to exceed regular dues for the current year, to be paid by former members readmitted to membership.

3.136 Fees and Dues for Members Emeritus. Members Emeritus who wish to continue to receive limited distribution of Institute mailings and publications shall pay to the Institute an annual or a single, lifetime amount, determined by the Board, to help defray the cost of such mailings. Members Emeritus who do not wish to receive Institute mailings and publications need not pay this fee nor dues and will automatically be removed from the mailing list.

3.137 Fees and Dues for Honorary Members and Honorary Fellows. An individual admitted to honorary membership or honorary Fellowship shall not pay any admission fee nor annual dues to the Institute.

3.14 Component Dues. Every assigned member shall, as a condition of membership in the Institute, pay the fixed annual dues of the assigned component. A member who transfers from one assigned component to another is not required to pay dues twice in the same year.

3.15 Adjustments in Annual Dues

3.151 Expenditure Budgets. The Board may adjust dues to provide for a dues income equal to the dues actually collected September 1, 1973-August 31, 1974, plus an increase or decrease computed thereon based upon the Consumer Price Index (July 1-June 30 base), not to exceed an aggregate of 10% per year; and an additional increase/decrease based upon actual, plus the projected, increase/decrease in dues receipts resulting from changes in membership.

3.16 Dues Default.

3.161 Regular Dues Default. Every member who has not paid full regular dues owed for the calendar year shall be in default, provided, however, that no member shall be considered as in default so long the member is current in dues payments made in accordance with any programs approved by the Board in accordance with Section 3.134 of these Bylaws.

3.162 Component Dues Default. An assigned member failing to pay the dues owed to an assigned component shall be in default.

3.17 Default on Other Institute Obligations. Any member who has failed to pay any obligations to the Institute other than dues shall be in default.

CHAPTER 4

COMPONENTS ~~AND REGIONS~~

4.0 ORGANIZATION ~~AND DISSOLUTION~~ OF COMPONENTS

4.01 Definition. ~~Institute-chartered chapters, sections, state organizations, and the International Component are referred to in these Bylaws as "components." Except as otherwise provided in Section 6.5 of these Bylaws, "state" shall refer to a U.S. state, the District of Columbia, or a U.S. territory.~~ Chapters, State Organizations and Sections chartered by the Institute in the United States or in other countries are referred to in these Bylaws as components. ~~When the word state is used as a noun in these Bylaws, it shall mean any state, commonwealth, the District of Columbia or any territory or possession of the United States or any similar political subdivision of another country.~~

4.02 Names of Components. Each component shall adopt a name which shall include the phrase The American Institute of Architects either as a prefix or suffix. The name shall be subject to approval of the Institute.

4.03 Purposes of Components. Components shall be nonprofit organizations, (except as provided in Section 4.2 with respect to sections with voluntary membership), the objects and purposes of which shall be substantially the same as those of the Institute.

4.04 Domain. The jurisdiction of each component shall be confined to the territory assigned to it by the Institute. The Institute shall refer state matters to state organizations and local matters to chapters.

4.05 Authority and Duties of Components.

4.051 Representation of Component Members. Within the territory assigned to it, each component shall represent and act for its assigned membership under a charter issued to it by the Institute.

4.052 Non-Conformity With Institute Policy. No act of a component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.053 Establishing Membership Qualifications. Components shall not establish qualifications for membership that vary from the Institute's.

4.054 Establishing Categories of Membership. No component shall establish or maintain categories of membership other than as set forth in these Bylaws (Chapters 2 and 4).

4.055 Limiting Membership Rights. No component shall limit the rights or privileges of any category of membership as set forth in these Bylaws. Components shall permit assigned members to participate in the affairs of the component to the fullest extent permitted in these Bylaws. Persons in other authorized categories of membership may participate in the affairs of the component except as may be prohibited in these Bylaws.

4.06 Bylaws of Components. Except as provided in Section 4.2 with respect to sections with voluntary membership), every component shall adopt bylaws consistent with these Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the Secretary for approval before the bylaw or amendment becomes effective. Every component that adopts bylaws shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.07 Delinquent Components.

4.07 4.074 Component Reorganization. Should the executive committee of any component fail to hold an annual election of officers, or otherwise grossly neglect its prescribed functions, the Secretary of the Institute may, after calling the attention of the executive committee to the delinquency, notify each member of the component and invite a reorganization of the component.

4.08 4.072 Dissolution of Component. The Institute may withdraw or suspend any charter it has issued to a component, whereupon the organization shall cease to be a component of the Institute, but such withdrawal shall not be made until and unless the component has been offered an opportunity to be heard in the matter.

4.09 4.08 Property Interests of Components. A component shall not have any title to, nor interest in, any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to, nor interest in, the property of any component unless the Board and the component agree otherwise in writing, and the Institute shall not be liable for any debt or other obligation of any component. The Institute and a component are not agents for each other unless they so agree in writing.

4.010 4.09 Centralized Membership Database and Dues Collection. All components shall participate with the Institute in a centralized membership database and dues collection system that shall provide for 1) collection of all component and national dues, and 2) unified membership record keeping. The requirements of the system shall be determined by the Institute, in accordance with procedures stated in the Rules of the Board, and shall include the following:

Each participant shall establish the annual amount of its regular dues, supplemental dues (if charged), and assessments, subject to uniform policies on incentive programs and dues structures.

Funds collected through the system shall be promptly available to the participant to which the funds are due.

~~4.011-4.010~~ Residency Requirements for Component Officers. Nothing in these Bylaws shall be construed as prohibiting a component from adopting or amending provisions in its bylaws that would require a component officer to reside or maintain a principal place of business within the geographic territory assigned to the component by the Institute during the period the officer serves as a component officer.

4.1 CHAPTERS

4.11 Number of Chapters. The Institute shall charter one or more chapters in each state in the United States and may charter chapters outside the United States ~~in other countries.~~

4.12 Chapter Domain. The Institute shall establish the territory of each chapter so that the interests and objects of the Institute will best be served and the influence of the profession in the local areas of the state will be most effective.

4.13 Authority and Duties of Chapters. Each chapter:

Shall cooperate with its state organization or the International Component as applicable ~~state and regional organizations~~ to further the interests of the members, and by agreement with these organizations, may represent and act for it them within the chapter's domain.

May establish allied member, student affiliate, and honorary affiliate membership categories, under conditions set forth in the bylaws of the chapter.

May levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates.

May levy and collect admission fees for admission of allied members and student affiliates.

Shall meet the Core Member Services for the Institute.

4.14 Chapter Composition. Each chapter shall be composed of the Architect and Associate members of the Institute assigned to it, including those on nonresident status, and may include allied and student affiliate members.

4.141 Allied Members. Individuals not otherwise eligible for membership in the Institute or the chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and

others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

4.142 Qualifications of Student Affiliates. Student affiliates shall be undergraduate or post-graduate students of architectural schools, or secondary school students, within the territory of the chapter or state organization.

4.143 Privileges of Allied and Student Affiliate Members. Allied members may serve on chapter committees in any capacity, may vote on committees, and may use the phrase, "Allied Member of the [Name of Chapter] Chapter of the American Institute of Architects," or "Allied Member of [Name of Chapter]," to describe themselves; Student Affiliate members may serve on committees but may not vote or serve as chair. Neither Allied nor Student Affiliate members may hold chapter office, or (except as otherwise expressly provided herein) print or permit to be printed or in any way use the name, title, initials, emblem, seal, symbol or insignia of any chapter or of the Institute, except as otherwise expressly provided in these Bylaws.

4.15 Action on Admission. Upon notification of an applicant's admission to the Institute, the assigned component(s) shall enroll the member without requiring payment of any further admission fee, and shall publicly announce such membership.

4.16 Nonresident Status. A chapter may provide for nonresident status for members who choose to be assigned to the chapter even though they do not reside or have their principal place of business in the chapter or in the territory of another component. Assigned members with nonresident status have the same rights and privileges as those with resident status, except that the chapter may lower dues and/or assessments for nonresidents.

4.2 SECTIONS

4.21 Formation of Sections. A chapter, or a state organization, or the International Component may form one or more sections within its territory under guidelines set by the Board.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters or of a state organization may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Core Member Services for the Institute. Notwithstanding any other provisions of these Bylaws, sections without required membership do not have the authority and duties of chapters stated in section 4.1 of the Bylaws, do not have the obligation to meet the Core Member Services for the

Institute, are not required to be incorporated or to maintain tax-exempt status under federal or state law, and are not required to adopt bylaws.

4.3 STATE ORGANIZATIONS.

4.31 Number of State Organizations. The Institute may charter a state organization in each state. If there is only one chapter in a state, it shall also function as the state organization.

4.32 Authority and Duties of State Organizations. Each state organization shall represent and act for its assigned membership and the chapters within the state on state matters. State organizations may fix and collect annual dues from the chapters, or from the individuals assigned to chapters, within the state and from allied and affiliate members of the state organization. No admission fees may be levied.

4.33 Chapters of State Organizations. The chapters of the Institute within the state shall be the chapters of the state organization on local matters.

4.331 Chapters Functioning as State Organizations. When only one chapter is chartered within a state, its functions and duties shall include those of both the chapter and state organization. Chapters functioning as state organizations shall be governed by the provisions for chapters where there is a conflict with the provisions for state organizations.

4.34 Membership of State Organizations.

4.341 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter within a state shall automatically be enrolled in that state organization, or be represented therein, as provided in the state organization's bylaws.

4.342 Allied and Affiliate Members. State organizations, if so provided in their bylaws, may also include in their membership allied members and student affiliates of their component chapters. A state organization may admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter has no allied or student affiliate membership category.

4.4. INTERNATIONAL COMPONENT

4.41 Charter. The Institute may charter an International Component.

4.411 Domain of the International Component. The International Component shall encompass all geographic areas outside the United States and its territories.

4.42 Authority and Duties of the International Component. The International Component shall represent and act for its assigned membership and its chapters and sections on International Component matters. The International Component may fix and collect annual dues from its chapters, or from the individuals assigned to its chapters and from its allied and affiliate members. No admission fees may be levied.

4.43 Chapters and Sections. The chapters and sections chartered outside the United States and its territories shall be the chapters and sections of the International Component on local matters.

4.44 Membership.

4.441 Assigned Architect and Associate Members. Every Architect and Associate member of the Institute assigned to a chapter outside the United States or its territories and Architect and Associate members otherwise unassigned to a chapter shall automatically be enrolled in the International Component.

4.442 Allied and Affiliate Members. If so provided in its bylaws, the International Component may also include in its membership allied members and student affiliates of its chapters. It may also admit allied and student affiliate members who are not members of the chapter where they work or reside if the chapter consents or if the chapter has no allied or student affiliate membership category.

4.45 Powers and Limitations.

4.451 Relation to the Institute. The International Component's governing body shall be a nonprofit organization whose name and bylaws shall be subject to the approval of the Secretary. The International Component may represent and act for the membership assigned to it.

4.452 Non-Conformity with Institute Policy. No act of the International Component shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.453 Dues and Assessments. The International Component may fix and collect annual dues or assessments from its components or members as set forth in its bylaws. No admission fees may be levied.

4.4 ——— REGIONS

The Board shall divide the domain of the Institute into geographic regions. This Section 4.4 and its subdivisions shall apply to all regions including the International Region.

~~4.41 Purposes of Regions.~~ The purpose of regions shall be to provide for the election of regional representatives to the Strategic Council and to facilitate communication between the Strategic Council and components, thereby forwarding the objectives of the Institute, unifying its efforts, and improving administration of its affairs in the various parts of its domain.

~~4.42 Election of Regional Representatives to the Strategic Council.~~ Each region, or state organization functioning as a region, shall specify in its bylaws the method by which its regional representatives to the Strategic Council shall be elected and may be removed.

~~4.43 Number of Regions.~~ The Board shall establish not fewer than thirteen regions.

~~4.44 Domain.~~ Except as provided in Section 4.441, each region shall comprise the territory of one or more states. The Board shall fix the territory and boundaries of each region, and may change the same from time to time as it deems in the best interests of the Institute, but no state shall be divided for inclusion in more than one region.

~~4.441 Domain of the International Region.~~ The International Region shall encompass all geographic areas outside the United States. For purposes of this Section 4.441, the United States shall include the 50 states, the District of Columbia, and all U.S. commonwealths, territories, and possessions (including Puerto Rico, Guam, and the U.S. Virgin Islands).

~~4.45 Number of Members Required Within a Region.~~ A minimum of 1.75% of the assigned membership of components within the United States and its commonwealths, territories and possessions (including the District of Columbia, Puerto Rico, Guam and the U.S. Virgin Islands), as determined by the membership count, Section 6.012, shall be required for the formation or continued existence of a region other than the International Region.

~~4.451 Restructuring a Region.~~ Should a region fail to meet the qualifications of Section 4.44, the Board shall restructure the territory assigned to that region, reassigning the territory to other existing or new regions.

~~4.46 Regional Governance.~~ In single-state regions, the state organization shall function as the regional governing organization. The International Region and components in each multiple-state region shall adopt regional bylaws which shall set forth how the region shall be organized and governed. The bylaws shall ensure that all members within the region are fairly represented. All such bylaws, and any amendments thereto, must be consistent with these Bylaws and of their general form and order, and must be submitted to the Secretary for approval before becoming effective. Every region shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.47 Powers and Limitations of Regions.

4.471 Relation to the Institute. The governing bodies of regions shall be nonprofit organizations whose names and bylaws shall be subject to the approval of the Secretary. Within the territory assigned to it, a region may represent and act for the membership assigned to the components in the region, but shall not undertake activities that are properly the function of existing components.

4.472 Non-Conformity with Institute Policy. No act of a region shall directly or indirectly nullify or contravene any act or policy of the Institute.

4.473 Dues and Assessments. Regional organizations may fix and collect annual dues or assessments from the components or members within the region as set forth in the region's bylaws. No admission fees may be levied.

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 state, or for international chapters, in the International Component 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, and International Component 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 International Component Delegates. The International Component may be represented at a meeting of the Institute by one International Component delegate, who shall be an Architect Member.

5.213 5.214 Member Delegates. Components may be represented by member delegates at a meeting of the Institute on the following basis:

Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

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.

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 this section 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 ensure apportionment of the member delegates based upon the number of assigned members in good standing in each component determined in accordance with Section 5.214 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.

5.2511 Components in the U.S. or U.S. Territories. If none of the representatives selected by a component to be member delegates can attend the meeting 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, if possible -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 organization component may designate a member delegate from the president's state to represent by proxy more than one component in that state.

5.2512 International Component and International Chapters. If none of the representatives selected by the International Component or an

international chapter 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 of another international chapter. 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) the International Component delegate may represent by proxy more than one of the chapters in the International Component, and (b) the president of the International Component may designate a member delegate from the component to represent by proxy more than one chapter in the International Component.

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:

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.

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.

CHAPTER 6

DIRECTORS AND OFFICERS

6.0 DIRECTORS

6.01 Associate Director. The Associate members of the Institute shall be represented on the Board by one Director selected from the Associate member category in the manner prescribed in the Rules of the Board. Each Associate Director shall serve a term of one year in that position. Nothing in this Section 6.01 shall preclude an Associate member from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.02 Student Director. The American Institute of Architecture Students shall have a representative on the Board of Directors, selected in a manner prescribed by the American Institute of Architecture Students.

6.03 CACE Director. The immediate past President of the Council of Architectural Component Executives (CACE), shall be a Director. Nothing in this Section 6.03 shall preclude a member of CACE from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.04).

6.04 At-Large Directors. Additional directors are to be selected in the following manner:

6.041 Selection by the Delegates at Convention. The delegates at each annual convention of the Institute shall elect one of three at-large Directors to serve on the Board. Each Director so elected shall serve for a three-year staggered term. No fewer than two-thirds of the at-large Directors selected by the delegates at convention shall be Architect members. The Board of Directors shall adopt appropriate procedures governing the nomination of at-large Directors and their selection by the delegates, and shall publish such procedures in the Rules of the Board.

6.042 Selection by the Strategic Council.

6.0421 Election of Directors. The Strategic Council shall elect three at-large Directors to serve on the Board for three-year staggered terms.

6.0422 Eligibility. The Strategic Council shall have broad discretion in electing Directors, who may include Associate members, members of the Council of Architectural Component Executives, public representatives, or such other individuals as the Strategic Council may deem appropriate. In no event, however, shall fewer than two-thirds of the Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.

6.043 Selection by the President. Subject to approval by the Board, the President may select as many as two individuals to serve as Directors, with each such Director serving for a term which shall last no longer than the term of the President making the selection(s).

6.044 Minimum Number of Architect Members. No fewer than five at-large Directors at any time shall be Architect members.

6.05 Removal of Directors. Any Director may be removed for or without cause by affirmative vote of those entitled to elect the Director to office.

6.1 ELECTED OFFICERS

The elected officers shall be the President, the First Vice President/President-elect, the Secretary, and the Treasurer. The elected officers must be Architect members of the Institute.

6.11 Nomination of Officers. Candidates for election as officers may be nominated by petition, by member delegates or qualified state delegates from the floor at the meeting, or by a nominating committee as prescribed in the Rules of the Board.

6.12 Election of Officers. All elected officers of the Institute shall be elected by secret ballot at the annual convention, unless a special meeting is called for that purpose. The President, however, is not elected directly, but assumes office by automatic succession from the office of First Vice President/President-elect. The delegates shall elect the President only when an Acting President is serving under the provisions of Section 6.161 of these Bylaws, or when the First Vice President is unable or unwilling to assume the office of President or is serving under the provisions of Section 6.162.

6.121 Votes Required Electing Officers. Nominees for First Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.122 Announcement of Election. The President shall declare the results of the balloting to the convention or meeting.

6.13 Terms of Office of Elected Officers.

6.131 Elected Officers - General Practices. Elected officers shall take office upon adjournment of the annual meeting of the Board of Directors following their election, except that those who are appointed by the Board to fill a vacancy shall take office immediately. No person may serve more than a total of four consecutive years in any combination of the offices of Secretary and Treasurer.

6.132 President's Term of Office. The term of office for President shall be one year. The President may serve only one term.

6.133 First Vice President's Term of Office. The term of office for First Vice President/ President-elect shall be one year. The First Vice President/President-elect may serve only one term in that office, succeeding automatically to the office of President.

6.134 Secretary's Term of Office. The term of office for Secretary shall be two years, and shall expire in even-numbered years. The Secretary may not serve more than two terms.

6.135 Treasurer's Term of Office. The term of office for Treasurer shall be two years, and shall expire in odd-numbered years. The Treasurer may not serve more than two terms.

6.14 Roles of Elected Officers.

6.141 Role of the President. The President shall perform all the duties incident to the office, those required to be performed by law and these Bylaws, and those properly delegated to the office by the Board.

6.142 Role of the First Vice President/President-Elect. The First Vice President shall assume all the powers and the duties of the President in the absence, or the disability, refusal or failure of the President to act, and shall perform other duties properly assigned by the Board or the President.

6.143 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Institute and of the Board. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

6.144 Role of the Treasurer. The Treasurer shall exercise general oversight of the Institute's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

6.15 Delegation of Duties of Officers. The Secretary and the Treasurer may delegate to the Executive Vice President who may further delegate to other executive officers the actual performance of such of their duties as the Executive Vice President agrees to perform; provided, however, that the Secretary and Treasurer shall not delegate the signing of any minutes or official reports required by these Bylaws, the Rules of the Board, or applicable law.

6.16 Succession of Officers.

6.161 Succession to the Office of President. The First Vice President shall succeed to the office of President upon the expiration of the President's term, or if the office of President becomes vacant, in which case the First Vice President/President-elect shall become President and shall complete the unexpired term and continue to serve as President the following year. If both the offices of President and of First Vice President/President-elect become vacant, the Board shall appoint, from the officers serving or elected to serve at the time the vacancy occurs, an Acting President to serve until the next annual meeting of the Institute, at which time the delegates shall directly elect the President.

6.162 Succession to the Office of First Vice President. The Secretary shall succeed to the office of First Vice President if there is a vacancy in that office. No Secretary, however, shall become President-elect by succeeding to the office of First Vice President under this provision.

6.163 Succession to Other Offices. Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Secretary or Treasurer in the event one or both of those offices becomes vacant, whether through the succession of the Secretary to the office of First Vice President or otherwise. In the event that a Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board may appoint a director or officer of the Institute to temporarily perform the duties of the office.

6.17 Removal of Elected Officers.

6.171 Removal of Officers by Delegates. Any or all of the elected officers may be removed for or without cause at any meeting of the Institute by majority vote of the delegates entitled to vote.

6.172 Board Suspension of an Officer's Authority. The authority of an officer to act may be suspended by the Board for cause, but such action shall not be taken if more than one Board member votes against it. Voting shall be by secret ballot and any such officer shall have the opportunity to address the Board prior to the vote, but the Board's action shall be final.

6.2 EXECUTIVE OFFICERS

6.21 Executive Vice President/Chief Executive Officer. The Board shall appoint an Executive Vice President, who shall be the chief executive and administrative officer of the Institute, and an ex-officio member of the Board, without vote.

6.22 Duties. The Executive Vice President shall be responsible for the management and administration of the affairs of the Institute and shall perform such other duties as may be properly assigned by the Board.

6.23 Other Executive Officers. The Executive Vice President may appoint executive officers to assist in the management of the Institute's affairs, and shall define their duties.

6.3 INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

To the full extent permitted by law, the Institute shall indemnify directors, officers, employees, and committee members against reasonable expenses incurred in connection with an action, suit, or proceeding, as follows:

6.31 Suits, Actions and Proceedings Indemnified. Indemnification under this section shall be available with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

6.32 Persons Indemnified. Indemnification shall be available to any person who is or was a party or threatened to be made a party to any such action, suit, or proceeding by reason of the fact that the person is or was a director, officer, employee, or committee member of the Institute.

6.33 Amount Indemnified. Indemnification shall extend to all sums paid by the person in the way of judgments, fines, amounts paid in settlement, and reasonable expenses (including counsel fees) actually and necessarily incurred in connection with the action, suit, or proceeding.

6.34 Advancement of Funds. The Institute shall advance to such person all sums found by the Board to be necessary and appropriate to enable the person to conduct a defense or appeal in the action, suit, or proceeding.

6.35 Authority to Approve Funds. No money shall be paid by the Institute under this section except upon the affirmative vote of a majority of the Board while a quorum of directors are present who are not parties or threatened to be made parties to the action, suit, or proceeding.

6.4 THE BOARD OF DIRECTORS

6.41 Composition of the Board of Directors. The directors and the elected officers, together with the Executive Vice President/CEO, shall constitute the Board of Directors of the Institute, herein called the Board. Architect members shall comprise a majority of the members of the Board.

6.42 Meetings of the Board.

6.421 Meeting Requirements. The Board may meet in a regular or special meeting in order to transact business. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

6.422 Quorum at Board Meetings. A majority of the entire voting membership of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, those directors and officers present may adjourn the meeting to another time and place.

6.423 Annual Meeting of the Board. The annual meeting of the Board shall take place in November or December of each year.

6.43 Powers and Duties of the Board. The general management of the affairs of the Institute shall be vested in the Board of Directors, which shall have control of the Institute's property, fix its policies, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Institute and promote its best interest.

6.431 Delegations by the Board. The Board may authorize others than the Board to perform certain duties of the Board under these Bylaws and the Rules of the Board. The Board may at any time take over the performance of any or all of these duties unless explicitly provided otherwise in these Bylaws. Only those to whom authority is delegated by the Board may perform duties of the Board, and each duty so performed shall be done under the general directions and instructions of the Board, which shall be responsible therefor.

6.432 Specific Duties of the Board. The Board, subject in each instance to the conditions fixed in these Bylaws and in the Rules of the Board, shall perform the following specific duties:

It shall establish and adopt rules and regulations from time to time to supplement the provisions of these Bylaws.

It shall approve all major contractual agreements before the Institute shall enter into them; provided, however, that such approval may be delegated in specific cases to the Executive Vice President.

Subject to the provisions of Section 6.16, it shall appoint a successor if a vacancy occurs in the office of Treasurer or Secretary, and may not delegate this authority. In the event of a conflict between this paragraph and Section 6.16, the provisions of Section 6.16 shall govern.

6.44 Board Actions.

6.441 Board Majority Vote. Every decision of the Board shall be by a majority vote unless otherwise required by law, the Rules of the Board, or these Bylaws. Upon request, the vote of a member of the Board shall be entered in the minutes.

6.442 Board Actions Requiring a Two-Thirds Vote. Unless the provisions of the laws of the state of New York require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required:

To adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws;

To suspend or withdraw the charter of a chapter or state organization;

To form an affiliation;

To fix admission fees and annual dues;

To change the provisions of the Code of Ethics and Professional Conduct;

To purchase, sell, lease or pledge any real property or to recommend the purchase, sale, lease or pledge thereof, or

Act on any matter for which a two-thirds vote is required by these Bylaws.

6.443 Board Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

6.5 THE STRATEGIC COUNCIL

There shall be a Strategic Council, which shall be a committee of the corporation under the laws of New York. The Strategic Council shall determine its own leadership structure.

6.51 Composition of the Strategic Council. The Strategic Council shall be composed of the following:

6.511 Current and Past Officers of the Institute. The membership of the Strategic Council shall include the Institute's President, First Vice President/President-elect, Secretary, Treasurer, immediate past President, and Executive Vice President/CEO (as an ex-officio, non-voting member).

6.512 State Representatives. Each state organization shall be represented on the Strategic Council by one or more state representatives. Nothing in these Bylaws shall be construed as prohibiting a state organization from adopting or amending provisions in its bylaws that would require a state representative to reside or maintain a principal place of business in that state. (As used in this Section 6.5, "state organization" shall only refer to AIA components chartered in the fifty U.S. States, the District of Columbia, and Puerto Rico.)

6.513 International Component Representatives. The International Component shall be represented on the Strategic Council by one or more International Component representatives. Nothing in these Bylaws shall be construed as prohibiting the International Component from adopting or amending provisions in

its bylaws that would require its representative(s) to reside or maintain a principal place of business in a particular country or geographic region.

6.514 Terms of Office. Terms of office of the state representatives and International Component representatives to the Strategic Council (collectively referred to as "Representatives" for purpose of this Section 6.5) shall take office upon the adjournment of the annual meeting of the Board following their election. Their terms of office shall be for three years, and (unless otherwise prohibited or restricted by the bylaws of the state organization or the International Component by which they are selected) Representatives may serve more than one term, whether consecutive or otherwise. When a Representative has been apportioned and no new Representative has been selected, a Representative from that organization whose term is expiring at the same time the new Representative would be taking office may serve one additional year.

6.515 Number of Representatives. The number of Representatives shall be determined from the Secretary's annual count of assigned Architect and Associate members in good standing according to the following percentages of the membership of components:

7.5 % or less:

1 Representative

More than 7.5%, up to and including 10%:

2 Representatives

More than 10%, up to and including 12.5%:

3 Representatives

More than 12.5%, up to and including 15%:

4 Representatives

with one additional Representative for each 2.5% increment of the membership or fraction thereof above 15%.

6.5151 Reapportionment of Representatives. The Board shall adjust the number of Representatives for each state organization or the International Component whenever the application of the formula requires such adjustment.

6.516 At-Large Representatives. At-Large representatives to the Strategic Council shall be selected in a manner proposed by the Strategic Council with approval from the Board.

6.513 At-Large Representatives. Each year, the Strategic Council shall elect as many as five representatives (who need not be members of the Institute) to reflect the diversity and broader interests of the profession. The Strategic Council shall elect these representatives to serve staggered terms of two years.

~~6.517~~ ~~6.514~~ Associate Representative. Associate members shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Associate Director selected in accordance with Section 6.02. Nothing in this Section 6.514 shall preclude an Associate member from becoming a representative on the Strategic Strategy Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

~~6.518~~ ~~6.515~~ Student Representative. The American Institute of Architecture Students shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the Student Director selected in accordance with Section 6.02. Nothing in this Section 6.515 shall preclude a student from becoming a representative on the Strategic Strategy Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.513).

~~6.519~~ ~~6.516~~ CACE Representative. The Council of Architectural Component Executives (CACE) shall be entitled to a representative on the Strategic Council, selected in a manner prescribed by the Board. This representative shall not be the same person as the CACE Director selected in accordance with Section 6.03 6.04. Nothing in this Section 6.516 shall preclude a CACE member from becoming a representative on the Strategic Strategy Council under other provisions of these Bylaws (for example, through selection as an at-large representative under Section 6.516 ~~6.513~~).

~~Subject to Board approval, the Strategic Council may appoint additional representatives to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation. In no event, however, shall the overall composition of the Strategic Council exceed 60 members.~~

~~6.512 Regional Representatives.~~ The membership within each region (including the International Region, which shall be entitled to one Regional Representative) shall be represented on the Strategic Council by one or more Regional Representatives, who must be Architect members of the Institute. Nothing in these Bylaws, however, shall be construed as prohibiting a region from adopting or amending provisions in its bylaws that would require a Regional Representative to reside or maintain a principal place of business in that region.

~~6.5121 Terms of Office of Regional Representatives.~~ Regional Representatives shall take office upon the adjournment of the annual meeting of the Board following their election. Their terms of office shall be for three years, and (unless otherwise prohibited or restricted by the bylaws of the region from which they are selected) Regional Representatives may serve more than one term, whether consecutive or otherwise. When a Regional Representative has been apportioned to a region and no new Regional Representative has been selected, a Regional Representative from that region whose term is expiring at the same time the new Regional Representative would be taking office may serve one additional year.

~~6.5122 Number of Regional Representatives. The number of Regional Representatives for each region except the International Region shall be determined from the Secretary's annual count of assigned Architect and Associate members in good standing according to the following percentages of the assigned membership of components within the United States:~~

1.75% to 4% =	1 Regional Representative
more than 4%, up to and including 8% =	2 Regional Representatives
more than 8%, up to and including 12% =	3 Regional Representatives
more than 12%, up to and including 16% =	4 Regional Representatives
more than 16%, up to and including 20% =	5 Regional Representatives

~~with one additional Regional Representative for each 4 percent increment of the membership or fraction thereof above 20 percent. Neither members assigned to components outside the United States nor unassigned members shall be included in the annual count. [For purposes of this Section 6.5122, the United States shall include the 50 states, the District of Columbia, and all U.S. commonwealths, territories and possessions (including Puerto Rico, Guam and the U.S. Virgin Islands).]~~

~~6.5123 Reapportionment of Regional Representation. The Board shall adjust the number of Regional Representatives from each region whenever the application of the formula requires such adjustment.~~

~~6.513 At Large Representatives. Each year, the Strategic Council shall elect as many as five representatives (who need not be members of the Institute) to reflect the diversity and broader interests of the profession. The Strategic Council shall elect these representatives to serve staggered terms of two years.~~

6.52 Meetings of the Strategic Council.

6.521 Meeting Requirements. The Strategic Council may meet in regular meetings in person as often as twice annually, or more frequently if authorized by the Board, and in special meetings by virtual or other similar means in order to transact business. Any one or more members of the Strategic Council may participate in a meeting of the Strategic Council by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. The Strategic Council may take action without meeting if all members of the Strategic Council consent in writing to the adoption of a resolution authorizing the action.

6.522 Quorum at Strategic Council Meetings. A majority of the entire voting membership of the Strategic Council shall constitute a quorum for the transaction

of business. In the absence of a quorum, those members present may adjourn the meeting to another time and place.

6.53 Purpose of the Strategic Council. The Strategic Council shall advance the profession of architecture by informing the Board and other Institute bodies of important professional issues and opportunities. It shall have the following authority and responsibilities:

Identify issues and opportunities for Institute consideration;

Disseminate information and insight to constituencies about the Institute's priorities and activities;

Ensure that its composition reflects and represents the geographic and demographic diversity of the profession;

Elect at-large Directors to the Board of Directors, pursuant to Section 6.042:

Commission a rigorous, regular process to survey the profession, identify opportunities and threats, and inform the goals, objectives and strategies of the Institute in order to help guide the Institute's planning process;

Develop and recommend public policy positions on behalf of the Institute for consideration and potential approval by the Board;

Engage in strategic planning for the Institute;

Review the Institute's operating plan and budget, and provide its endorsement and/or recommendations for the Board's consideration;

Engage in leadership development; and

Subject to Board approval, propose such committees, ad hoc workgroups and task forces as it deems appropriate to advance its purpose. This authority shall not apply to standing Board committees (such as the Finance and Audit Committee and the Compensation Committee), which shall be subject to the sole authority of the Board.

6.54 Strategic Council Actions.

6.541 Strategic Council Majority Vote. Every action of the Strategic Council shall be by a majority vote unless otherwise required by these Bylaws or such rules as the Strategic Council may adopt.

CHAPTER 7

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.0 GENERAL PROVISIONS - FINANCE

7.01 General Institute Powers Regarding Finance. In furtherance, but not in limitation, of the powers conferred upon it by the articles of incorporation and amendments thereto, the Institute may carry on its business and exercise its corporate powers as a scientific and educational society within the limits of the state of New York and beyond, and may take and acquire real property and personal property to advance its objects by purchase, lease, gifts, devise, bequest or otherwise, and may exercise all of its legal rights relating to such property and the proceeds and income therefrom.

7.1 REAL AND INTANGIBLE PROPERTY

7.11 Title to Property. All title to, and interest in, the real, personal, and intangible property of the Institute imposed, granted, and conferred by the laws of the state of New York and by these Bylaws is vested and shall remain solely in the Institute; no member shall have any right, title, or interest in such property at any time.

7.12 Successor Property Interests. If the Institute terminates its affairs, then all property of the Institute shall be transferred and conveyed by deed of trust to, and accepted by, some successor organization or organizations with purposes and objects similar to those of the Institute and best suited to carry on and maintain those purposes and objects. If there is no such successor organization, then all such property shall be devoted and applied to such professional and educational purposes as the Board shall deem best suited to carry on the purposes of the Institute as designated in a resolution duly adopted by the Board; provided, however, that such disposal must be approved as required by the laws of the state of New York.

7.13 Authority to Sell, Lease, Mortgage, Transfer, or Convey Real Property. The real property of the Institute, and the improvements thereon, may be sold, leased, mortgaged, transferred or conveyed by way of deed of trust or otherwise by the affirmative vote of not less than two-thirds of the total membership of the Board.

7.131 Real Property in Washington, D.C. The real property of the Institute in Washington, D.C. shall be under the jurisdiction of the Board; provided that the Board may delegate to the Executive Vice President/CEO the responsibility for the supervision, maintenance and operation of such real property and its improvements.

7.14 Authority to Purchase, Lease or Improve Real Property. Real property shall not be purchased by the Institute, nor shall any improvements be placed thereon, nor shall any agreement be entered into by it as lessee whereby, either severally or collectively, the Institute shall be obligated to pay an aggregate sum in excess of one percent (1%) of its assets until and unless the Board shall have approved the transaction by two-thirds majority vote.

7.2 DIVIDENDS PROHIBITED

Unexpended and unencumbered income in a fund at the close of a fiscal year shall be used only to further the objects of the Institute, safeguard its future, and perfect its members in the art, practice, and science of architecture, and shall never be distributed as dividends to the membership.

7.3 FISCAL YEAR AND BOOKS OF ACCOUNT

7.31 Fiscal Year. The fiscal year of the Institute shall be the calendar year.

7.32 Inspection of Books and Records. Correspondence, books of account, and records of the Institute, except as otherwise provided by law or in these Bylaws, shall be open at the executive offices during the Institute's regular business hours to the inspection of any member in good standing.

7.4 ENDOWMENT FUNDS

7.41 Inviolability of Endowment Capital. The capital of each endowment fund shall be held inviolate for the purposes of the fund so long as The American Institute of Architects shall endure, and shall not be transferred to any other organization or be pledged or distributed in whole or in part until and unless the Institute shall cease to exist, except as permitted by law or unless the donor has otherwise provided in the original gift, devise, or bequest.

7.42 Successor Endowments. If the Institute terminates its affairs and has no successor with similar purposes, aims, and objects and with the ability to maintain the endowment funds, then before the assets of the Institute are transferred and conveyed in accordance with the provisions of Section 7.12, the amounts held in each of the endowment funds shall be transferred to, accepted by, and conveyed by deed of trust or otherwise, to some organization or organizations most suited at that time to maintain those endowment funds and to carry on the purposes according to the conditions of the donors.

7.43 Obsolete Endowment Funds. If the purposes for which an endowment fund was given or established become obsolete, then the Institute may, pursuant to procedures required by law, transfer such capital in whole or in part to any other endowment fund, or may establish therewith one or more new endowment funds, in order that the aims of the Institute shall be most usefully advanced.

7.5 EXPENDITURES AND LIABILITIES

7.51 Annual Budget. After consulting with the Strategic Council, the Board shall annually adopt a general budget, which shall show the anticipated revenue and authorized expenditures for the ensuing fiscal year.

7.52 Financial Reserves. For the purpose of providing long-term financial stability for the Institute, the Board shall adopt a policy requiring the maintenance of minimum financial reserves. The Board may not decrease the minimum financial reserves required by the policy in any year in which budgeted expenses are to exceed budgeted revenues under Section 7.53.

7.53 Expenditure Limitations, the Board.

7.531 If the minimum financial reserves requirements in the policy established under Section 7.52 have been satisfied for a given fiscal year (as calculated from the Institute’s most recent audited financial statements), the Board may expend or authorize expenditures in an amount exceeding the total estimated revenues to be received by the Institute in the fiscal year under the next annual budget to be approved by the Board; provided, however, that such amount in any given year shall not exceed 2.5 percent of that year’s annual budgeted operating revenue. In the event this causes the Institute to fall out of compliance with its reserves policy, the Board shall develop and implement a plan to return the Institute to compliance within two years after the pertinent expenditures are made.

7.532 If the minimum financial reserves requirements in the policy established under Section 7.52 have not been satisfied for a given fiscal year, the Board shall not expend or authorize expenditures in that fiscal year of an amount exceeding the total estimated revenues to be received by the Institute during such year, as shown in the budget for that year, unless directed and authorized so to do at a duly called meeting of the Institute by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

7.54 Expenditure Limitations, General. No member, officer, director, committee, jury, department, employee, agent or representative of the Institute shall have any right, authority or power to expend any money of the Institute, to incur any liability for and in its behalf, or to make any commitment that will or may be deemed to bind or involve the Institute in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board or by a specific resolution at a duly called meeting of the Institute, except that the Board may provide for the adjustment and reallocation of accounts within the overall approved budget and for increased expenditures balanced by increased revenues.

CHAPTER 8

PROFESSIONAL CONDUCT

8.0 CODE OF ETHICS AND PROFESSIONAL CONDUCT

8.01 Code of Ethics General Practice.

8.011 Canons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the "Code of Ethics and Professional Conduct" or as the "Code of Ethics," shall be adopted by the convention of the Institute or by a two-thirds vote of the entire Board of Directors. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

8.012 Code of Ethics Interpretation. The National Ethics Council has the authority to interpret the Code of Ethics. Individual members, officers, directors, employees and component organizations have no authority to make binding interpretations or clarifications of the Code.

8.013 Code of Ethics Application. The Code of Ethics and Professional Conduct applies to the professional activities of all classes of membership wherever they occur. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation or other legal entity.

8.02 Code of Ethics Violations.

8.021 Code of Ethics Compliance. It is the duty of all members to conduct themselves at all times in conformity with the standards established by the Institute in the Code of Ethics and Professional Conduct and its published interpretations.

8.022 Code of Ethics Charges of Violations. A charge shall be based upon an allegation of violation of one or more of the Rules of the Code of Ethics in effect at the time of the alleged violation. Disciplinary action by a state board of licensing or registration may constitute grounds for a charge of violation of the Code of Ethics.

8.03 Code of Ethics Formal Charges of Violation.

8.031 Formal Charge. Every charge alleging a violation of the Code of Ethics shall be in the form prescribed by the Rules of the National Ethics Council and signed by the person making the charge.

8.032 Limitation on Actions. If the alleged violation of the Code of Ethics and Professional Conduct occurred more than one year before the Complaint is filed, the Complaint may be dismissed for that reason unless the Chairman, during initial review of the Complaint, finds that the delay was for good cause.

8.1 THE NATIONAL ETHICS COUNCIL

8.11 National Ethics Council Responsibilities. The National Ethics Council shall be responsible for the conduct of hearings on charges of violations of the Code of Ethics. However, the National Ethics Council shall defer action on a charge to allow a component, which wishes, an opportunity to obtain an informal settlement.

8.111 Hearing Panels. The Rules of the National Ethics Council may provide for hearing panels, to be appointed by the Chairperson of the National Ethics Council from the membership of the National Ethics Council, to conduct hearings of charges of violation of the Code of Ethics.

8.12 National Ethics Council Authority. The National Ethics Council shall have exclusive authority to determine the appropriate disposition of charges of violation of the Code of Ethics, subject to the appellate process set forth in these bylaws.

8.121 Penalties. The National Ethics Council may impose any of the following penalties:

- Admonition
- Censure
- Suspension, for a period of time
- Termination of membership

The Council may also impose reasonable conditions in addition to the penalties listed above, and increase the penalty if the conditions are not met.

8.13 National Ethics Council Practices.

8.131 Composition of and Appointment to the National Ethics Council. The National Ethics Council shall be composed of not more than twelve Architect members of the Institute appointed by the Board of Directors.

8.132 Term. The members of the Council shall be appointed to staggered three-year terms. No member of the Council shall serve more than two three-year terms consecutively.

8.133 Filling Vacancies. In the event of a vacancy, the President may make a temporary appointment to the Council. Service under a temporary appointment shall not count toward the service of two consecutive three-year terms. At its next regular meeting, the Board of Directors shall fill any vacancies for unexpired terms.

8.134 Eligibility. Any AIA Architect member in good standing is eligible for appointment to the National Ethics Council except members of the Board of Directors, and employees of the Institute and its component organizations. Any member of the National Ethics Council, upon becoming a member of the Board or an employee of the AIA or component organization, shall resign from the National Ethics Council.

8.135 Chairperson of the National Ethics Council. A chairperson of the Council shall be designated, from among the members of the Council, by the Board for a term of up to two years, and shall have the following responsibilities:

To review charges initially to decide whether they shall be dismissed without hearing or be heard;

To designate the members of the Council who shall hear the charges;

To administer procedures as developed and approved pursuant to these Bylaws for the prompt and orderly enforcement of the Code of Ethics.

8.14 Rules of the National Ethics Council.

8.141 Establishment. The National Ethics Council shall establish Rules of Procedure. The Rules shall set forth such matters as are necessary for a fair and expeditious disposition of the business of the National Ethics Council. The Rules shall provide for the admission of all relevant and useful evidence and shall not require adherence to the strict rules of evidence.

8.142 Provision for Appeals. In addition to the matters otherwise specified in the Bylaws, the Rules shall provide for the right of appeal to the National Ethics Council from a decision by the chairperson to dismiss a charge, and without limitation, for the right of appeal to the Board by any member upon whom discipline has been imposed by the National Ethics Council. All terminations of membership shall be reviewed and concurred in by the Board of Directors. The standards and procedures for treating such appeals shall be set forth in the Rules of the Board.

8.2 CONFIDENTIALITY

8.21 Privilege.

8.211 Charge and Proceedings. Every charge of violation of the Code of Ethics and all records and proceedings relating to the charge shall be confidential and shall not be disclosed or discussed except in connection with the proceedings or as otherwise allowed in the Bylaws. Any hearings concerning charges under the Code shall be closed unless the parties agree to an open hearing.

8.212 Release of Confidentiality. In unusual situations, the President of the Institute (or the Secretary in the absence of the President) may determine, after consideration of all of the circumstances, that the best interests of the profession, or of the Institute, or of a member or a component require authorization of release of information concerning a charge of violation of the Code of Ethics beyond that otherwise authorized herein.

8.3 PUBLICATION AND ENFORCEMENT OF NATIONAL ETHICS COUNCIL RULINGS

8.31 Record of Case Brought Before National Ethics Council. In all cases where a penalty has been imposed for violation of the Code of Ethics and Professional Conduct, the Secretary shall place a record of the case in the individual's file. The record shall be kept in confidence except under compulsion of law or for appropriate use in any other disciplinary matter concerning the same member.

8.32 Publication of Penalty. In all cases, except those where the penalty is admonition, when an accused member has been found in violation of the Code of Ethics by final action of the National Ethics Council or the Board, a notice of the disciplinary action shall be published in a periodical publication of the Institute, explaining in enough detail to be meaningful to the membership the nature of the violation and the penalty imposed.

8.33 Notice of Exoneration. When an accused is found not in violation of the Code of Ethics by final action of the National Ethics Council or the Board, a notice of exoneration from charges of unprofessional conduct shall be published in a periodical publication of the Institute, upon request, but not otherwise.

8.4 INDEMNIFICATION

The provisions of Section 6.3 of these Bylaws regarding indemnification shall apply to members of the National Ethics Council and its chairperson.

CHAPTER 9

AMENDMENTS AND INTERPRETATIONS OF BYLAWS

9.0 AMENDMENTS OF BYLAWS

9.01 Bylaws Amendment at a Meeting of the Institute.

9.011 Requirements to Amend Bylaws. These Bylaws may be amended at any meeting of the Institute in the following manner:

The Secretary shall send to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.

If delegates holding at least three-fourths of the votes accredited to be cast at the meeting are present, then the amendment shall require an affirmative vote of not less than two-thirds of all votes actually cast on the proposed amendment at the meeting.

If the delegates attending the meeting hold less than three-fourths of the votes accredited to be cast at the meeting, then the amendment shall require an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

9.012 Notice of Bylaws Amendment. Such notice of proposed amendment shall be deemed to have been sent if it has been published in a periodical publication of the Institute and this publication has been sent to each member not less than thirty days before the day of the meeting at which the proposed amendment is to be voted upon.

9.013 Sponsorship of Amendments. Every proposed amendment must be sponsored by the Board or by a written petition signed by Architect or Associate members in good standing in the Institute. A petition by members must bear the signatures of not less than 1% of the total number of Architect and Associate members then in good standing in the Institute, and must be received by the Secretary not less than sixty days before the opening day of the meeting at which the proposed amendment is to be voted upon.

9.02 Amendments by the Board of Directors. In addition to the power to amend certain provisions of these Bylaws in the manner and to the extent herein elsewhere given, the Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend any other provision of these Bylaws to forward the objects and facilitate the activities of the Institute or to eliminate from said Bylaws any inconsistency, subject to the limitations set forth below in Section 9.021.

9.021 Limitations on the Board's Power to Amend Bylaws. The Board may not amend the Bylaws to:

Increase the power of the Board;

Change the name or objects of the Institute, its membership or the qualifications therefor, its government, meetings, conditions of affiliations or the terms of office or manner of election of its officers and directors;

Lessen or diminish the rights and interests of any member;

Increase the fees, dues, and other financial liability of any member, unless the Board is herein elsewhere authorized to do so;

Lessen or weaken the safeguarding of the investments, securities, money, special funds, and other property of the Institute or the limitations placed on its expenditures nor extend the authority to make such expenditures or to incur indebtedness;

Change the provisions regarding gifts, advertising, the inspection of records, or the requiring of advice of counsel.

9.022 Legal Review of Bylaws Amendments. Before any amendment to any provision of these Bylaws made by the Board shall become effective, the counsel of the Institute shall approve it as being within the power of the Board to make, in correct legal form, and legally proper.

9.023 Amendments' Effect. Every provision of these Bylaws so amended by the Board shall have the same force and effect as if amended by a meeting of the Institute, and each such amendment shall be incorporated in these Bylaws as a part thereof.

9.024 Publication of Proposed Bylaws Amendments. The proposed amendments shall be published in a periodical publication of the Institute and sent to each member not less than sixty days before action by the Board.

9.03 Titling and Numbering of Bylaws. From time to time and without further action of the Institute, the Secretary shall rearrange, retitle, and renumber the various chapters, articles, sections and paragraphs of the Bylaws as necessary for proper reference.

9.1 INTERPRETATION OF BYLAWS

These Bylaws shall be interpreted according to the laws of the state of New York.

9.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by the Institute and the Board and shall govern the Institute, the Board, and the committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these Bylaws, or the rules and regulations adopted by the Institute and by the Board.

Bylaws Amendment 21-B

Subject	Votes Required for the Election of At-large Directors
Background	<p>When developing Bylaws Amendment 21-A above, the AIA Secretary noticed additional provisions of the Bylaws that should be considered for revision by the Board.</p> <p>This pertains to the election of At-large Directors. The Secretary recommends the Bylaws be amended to require the election of At-large Directors by both the delegates and the Strategic Council to be by majority vote, rather than a plurality. Such requirement would then align with the requirements for the election of First Vice President, Secretary, and Treasurer.</p> <p>A plurality vote only requires that the successful candidate receives the most votes, which may not be the majority of the votes cast. The Secretary's position is that all members of the Board should be elected by majority.</p>
Required Vote to Amend Bylaws	Bylaws amendments require approval by an affirmative two-thirds vote of the delegates at the meeting, determined in the manner prescribed in Section 9.011 of the Bylaws.
Motion	The delegates assembled at the 2021 annual meeting amend the AIA Bylaws as they appear below, and also authorize the AIA Secretary to renumber any sections and section references resulting from such amendments.

CHAPTER 6

DIRECTORS AND OFFICERS

6.04 At-Large Directors. Additional directors are to be selected in the following manner:

6.041 Selection by the Delegates at Convention. The delegates at each annual convention of the Institute shall elect one of three at-large Directors to serve on the Board. Each Director so elected shall serve for a three-year staggered term. No fewer than two-thirds of the at-large Directors selected by the delegates at convention shall be Architect members. The Board of Directors shall adopt appropriate procedures governing the nomination of at-large Directors and their selection by the delegates, and shall publish such procedures in the Rules of the Board.

6.0411 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be

elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.042 Selection by the Strategic Council.

6.0421 Election of Directors. The Strategic Council shall elect three at-large Directors to serve on the Board for three-year staggered terms.

6.0422 Eligibility. The Strategic Council shall have broad discretion in electing Directors, who may include Associate members, members of the Council of Architectural Component Executives, public representatives, or such other individuals as the Strategic Council may deem appropriate. In no event, however, shall fewer than two-thirds of the Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.

6.04221 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.043 Selection by the President. Subject to approval by the Board, the President may select as many as two individuals to serve as Directors, with each such Director serving for a term which shall last no longer than the term of the President making the selection(s).

6.044 Minimum Number of Architect Members. No fewer than five at-large Directors at any time shall be Architect members.

5. Report of the 2021 Resolutions Committee

Resolutions Committee

Robert Cozzarelli, FAIA, 2021 chair
Verity L. Frizzell, FAIA
Ashley Hartshorn, AIA
William R. Turner Jr., AIA, AIA Secretary (*ex officio*)
Erin Conti, Assoc. AIA, AIAS, 2021 President, American Institute of Architecture Students (*ex officio*)

The Resolutions Process

A resolution is a formal request from the membership for the Board of Directors to take a particular action. Anyone can write a resolution, but it must be properly sponsored before it may be submitted to the Resolutions Committee. The Resolutions Committee verifies the sponsorship, reviews the resolution and may edit it for clarity or combine it with another similar resolution, in consultation with the designated sponsor.

At the annual meeting, each resolution is brought up for debate and vote by the chair of the Resolutions Committee. A majority vote of the delegates present at the annual meeting is required to adopt a resolution. New resolutions may be presented from the floor but cannot be debated or put to a vote without two-thirds (2/3) approval of the delegates to consider the resolution. (See AIA Rules of Procedure for the Annual Meeting.)

If a resolution is adopted by convention delegates, it is considered for ratification and implementation by the Board of Directors at its first post-convention meeting. A resolution does not take effect without ratification by the Board. Resolution sponsors are notified of the Board action and are consulted in the implementation of the resolutions they sponsored. The actions taken on last year's resolutions are reported later in this Booklet.

Report of the Chair

The Resolutions Committee herewith reports to the delegates to the 2021 annual meeting the resolutions received and reviewed by the Committee. In accordance with the Committee's charge, the submitted resolutions were carefully reviewed and edited for clarity and grammar. The sponsors were contacted as necessary to clarify intent and verify that the resolutions accurately expressed the sponsors' proposal. The resolutions presented for action are:

- Resolution 21-1 Conduct Research into Investments Made in Underserved Communities
- Resolution 21-2 Arch-Elect Initiative
- Resolution 21-3 Promotion of the U-Dream Program

6. 2021 Convention Resolutions

Resolution 21-1

Title	Conduct Research into Investments Made in Underserved Communities
Sponsor	AIA Pennsylvania
Intent	To conduct and distribute research into underserved community investment.
Text of Resolution	<p>WHEREAS, economic information regarding the impact of investment in underserved communities can help to improve those communities as found in studies conducted by the Urban Land Institute, Strong Towns, and The Brookings Institution; and</p> <p>WHEREAS, the benefit of development in underserved communities is measured in benefits beyond financial; and</p> <p>WHEREAS, encouraging investment in underserved communities is integral in promoting greater equity because studies have proven that more minority architects will have projects in those communities; and</p> <p>WHEREAS, the development of underserved communities can be implemented by people who are of the community with access to adequate capital; and</p> <p>WHEREAS, development projects have more positive impacts and reception when community involvement in development decision-making is elevated from a consultative model to a model of co-creation, where the community is a partner; and</p> <p>WHEREAS, case studies that explain and promote positive triple bottom line (profit, people, and planet) outcomes over time are essential in measuring the value of engagement and investment; and</p> <p>WHEREAS, equity benefits of investment in underserved communities can improve overall firm culture as measured in International Living Future Institute (ILFI)'s Just label and B-Corp;</p>

NOW, THEREFORE, BE IT RESOLVED, that AIA advocates for gathering case studies to help clients and others in those communities; and

BE IT FURTHER RESOLVED, that AIA obtains meaningful economic data from studies by recognized agencies and institutions to further these goals; and

BE IT FURTHER RESOLVED, that AIA shares these studies via www.aia.org; and

BE IT FURTHER RESOLVED, that AIA builds on our existing “Blueprint for Better” campaign with case studies, anecdotes, project profiles, and/or firm profiles addressing the need for metrics around successful development in underserved communities; and

BE IT FURTHER RESOLVED, that AIA creates new resources for how to properly engage in and with underserved communities; and

BE IT FURTHER RESOLVED, that AIA expand existing firm surveys to include categories of client types; and

BE IT FURTHER RESOLVED, that AIA advocate for access to capital for those client types that support small and/or minority businesses in underserved communities; and

BE IT FURTHER RESOLVED, that AIA compiles a set of best practices for community aligned development that improves the quality of life of communities.

Resolution 21-2

Title	Arch-Elect Initiative
Sponsor	AIA Pennsylvania
Intent	To provide training and support for members who are running for public office.
Text of Resolution	<p>WHEREAS, architects' expertise and experience as design thinkers are assets to their communities; and</p> <p>WHEREAS, architects are leaders and problem solvers to complex technical and social issues; and</p> <p>WHEREAS, AIA has promoted and recognized civic engagement amongst its members through its Citizen Architect program; and</p> <p>WHEREAS, AIA has had a goal of attaining more elected leaders at all levels of government; and</p> <p>WHEREAS, AIA members are in need of detailed resources in order to enter, manage and run a successful political campaign because of the many legal and some unspoken requirements of such; and</p> <p>WHEREAS, running for public office requires mentors and resources to ensure AIA members can increase their presence in the elected official ranks in local, state and national levels; and</p> <p>WHEREAS, other organizations and groups have created how-to tool kits in order to encourage and train their members to do so; and</p> <p>WHEREAS, the current Citizen Architect program provides no such critical tools or resources to our AIA members; and</p> <p>WHEREAS, architects' perspective is critically important for so many facets of public policy but is not sufficiently currently present;</p> <p>NOW, THEREFORE, BE IT RESOLVED, that AIA shall create resources and other materials and provide the same to AIA components, to recruit, train, and support members in their campaigns for national, state, and local elections.</p>

Resolution 21-3

Title Promotion of the U-Dream Program

Sponsor AIA Pennsylvania

Intent To promote the UDream Program

Text of Resolution WHEREAS, from 2009 to 2016, the UDream program increased diversity in the profession of architecture in the Pittsburgh, Pennsylvania region by offering opportunities for permanent employment in Pittsburgh; and

WHEREAS, the UDream program had a documented impact of increasing the diversity of the architectural workforce with a low-risk self-selection engagement model to established firms; and

WHEREAS, the UDream program demonstrated its ability to fill gaps in the diversity pipeline by giving qualified graduating minority candidates meaningful and career-building work experience, as

- UDream increased the number of black and Hispanic architects in the Pittsburgh region by 400%
- UDream created NOMA Pittsburgh, which created Project Pipeline (involving 60 students and additional volunteers)
- UDream is responsible for more than 85% of all Black and Hispanic Architecture graduate students at Carnegie Mellon University

WHEREAS, the UDream program at Carnegie Mellon University was partly intended as a prototypical framework that can be replicated in medium- and large-sized cities across the country; and

WHEREAS, many AIA components would benefit from having a program like this in their communities;

WHEREAS, the UDream program led to the first African American woman to be licensed in the City of Pittsburgh; and

WHEREAS, the UDream fellows mentored and instructed K-12 students in the outreach education pathway, building youth confidence and supporting the next generation of diverse Architecture students; and

WHEREAS, several UDream fellows have subsequently created nimble minority-owned practices centered around design and development in the Pittsburgh region;

NOW, THEREFORE, BE IT RESOLVED, that AIA provide funding for components to apply for and obtain support to replicate the UDream program as a model customizable to their communities; and

BE IT RESOLVED, that replication of the UDream model can help the AIA work towards the eventual goal of diverse and established architects thriving in firm practice and in ownership.

7. 2021 Candidate Information

Candidate Declaration

The AIA Secretary shall establish the validity of all declared nominations. The following members announced their candidacy by the declaration deadline of February 15, 2021, and were certified by April 2, 2021.

2022-2024 At-large Director (one will be elected)

Alton P. Chow, AIA (AIA Shanghai)

Kevin M. Holland, FAIA (AIA Los Angeles/AIA California)

Ricardo J. Rodriguez de Santiago, Assoc. AIA (AIA Washington DC)

2022-2023 Treasurer

Timothy C. Hawk, FAIA (AIA Columbus/AIA Ohio)

Heather P. Philip-O'Neal, AIA (AIA New York Chapter/AIA New York)

2022 First Vice President/2023 President-elect

Emily A. Grandstaff-Rice, FAIA (Boston Society of Architects/AIA Massachusetts)

Abby P. Suckle, FAIA (AIA New York Chapter/AIA New York)

Biographies and statements of philosophy written by the candidates are provided on the following pages.

Candidate for 2022-2024 At-large Director

Alton P. Chow, AIA AIA Shanghai



THE BUSINESS AT HAND

The world is going through one of the most economically damaging events in recent times. The COVID pandemic has led to firms closing at a cost of millions of jobs lost. Our members are struggling at the same time as our profession is evolving at a rapid rate. My core objective on the AIA Board of Directors will be to advocate for the survival and success of our businesses, no matter how large or small. To do that, I believe we must achieve the following:

Advocacy

The AIA must transform itself to become a strong advocate for policies that enable us to thrive. The world is at a turning point – we cannot sit on the sidelines as others decide our fate. We need to leverage our numbers and fight for the things that matter most to our profession.

Connection

Disruptions are happening in all project typologies. Our firms need to know about the latest innovations and trends. Knowledge sharing is key. We must improve our existing platform to increase sharing and help our members be the best they can be, taking advantage of the technologies available to us.

Equity

Work is being redefined as we speak, there is no better time than now to ensure that changes in our profession will resolve in a fairer and more equal environment. The AIA must continue to lead the way in developing and adopting policies that respond to core issues with women, minorities, and other groups that are under-represented in our profession.

Thank you for your support.

altonpchow.com

(see next page)

Alton P. Chow, AIA

Continued

EXPERIENCE

AIA

Adjunct Board of Directors, AIA International Region, 2021
Secretary, AIA International Region, 2020
Global Strategic Development Task Force, AIA National, 2019-2020
Past President, AIA Shanghai, 2019
President, AIA Shanghai, 2018
Vice President, AIA Shanghai, 2017
Sponsorship Chair, AIA Shanghai, 2016

Organizations

Board of Directors, Syracuse School of Architecture, 2015-present
Advisory Board Member, Urban Land Institute (ULI), 2016-2018
Member, Young Presidents Organization (YPO), 2016-present
Member, US China Business Council, 2015-2019

Work

Vice President, AECOM
 Global Head of Commercial Development, 2020-present
 Head of Commercial Development, Asia Pacific, 2018-2020
 Managing Director, China, 2015-2018
Managing Director, Woods Bagot, 2013-2014
Studio Director, Gensler, 2009-2013
Managing Director, Wilson Associates, 2006-2009
Founder | Managing Director, Formwork (FWRK), 2003-2006

Candidate for 2022-2024 At-large Director

Kevin M. Holland, FAIA AIA Los Angeles/AIA California



Creating Space and Opportunity. Diversity, Equity, and Inclusion is a must to fulfill the promises of this Nation. We must continue to forge paths and space within our respective firms for all underrepresented groups to be represented as staff and as firm leaders.

Citizen Architect. Architects inherently are problem solvers. We must lend our voice to the issues of homelessness, food deserts, accessibility, and climate change at all levels of government—local, county, state and federal. Let's all get involved!

[Affordable] Housing Solutions for Everyone. For many working-poor, the dream of being able to attain housing remains elusive. In Los Angeles, the Skid Row corridor is a neighborhood of 4,000+ homeless people. Our architectural solutions should be dignified and affordable. Our collective voices should advocate for funding necessary to address this crisis.

Essential Work to Lessen Debt. In the age of COVID-19, we have become familiar with the term, “essential workers.” We should advocate on behalf of those that lend their architectural services to “essential work” (affordable housing, disaster relief and emergency building solutions) be provided with the opportunity to work towards forgiveness of the student debt.

(see next page)

Kevin M. Holland, FAIA

Continued

AIA

Secretary/Board of Directors | AIA Los Angeles, 2020-present
AIA Delegate | AIA Los Angeles, 2017-2020
Member | AIA National Government Advocacy Committee, 2016-2018
Member | AIA Los Angeles + AIA California, 2016-present
Member | AIA Cincinnati + AIA Ohio, 2012-2016
Co-Chair | Urban Design Committee | AIA Indianapolis, 2008
Young Architects Forum (YAF) Summit, 2007
Member | AIA Indianapolis + AIA Indiana, 2007-2011
Member | AIA Columbus + AIA Ohio, 2005-2006

NOMA (National Association of Minority Architects)

Immediate Past National President/Board of Directors, 2017-2018
1st VP/President-elect/Board of Directors, 2013-2014
Midwest Region Vice President/Board of Directors, 2009-2012
Professional Member | SoCal NOMA, 2016-present
At-large Professional Member, 2005-2016
At-large Associate Member, 2000-2005

Experience/Education

Managing Principal | k.michael architects, LLC, Los Angeles, CA, 2020-present
Operations Director | Perkins and Will, Los Angeles, CA, 2016-2020
Managing Director | wg:Architecture, LLC, Cincinnati, OH, 2011-2016
Project Architect/Director of Indianapolis Operations | Moody-Nolan, Columbus, OH + Indianapolis, IN, 1998-2011
M. Arch. | University of Michigan, 1998
B.S. (Arch.) | The University of Virginia, 1988

Community Service

Dean's Advisory Board | The University of Virginia, 2020-present
Dean's Advisory Board | Tuskegee University, 2017-present
Co-Chair, Directional Signage Committee | Indianapolis Super Bowl XLVI Host Committee, 2010-2011
President/Board of Directors | Martin Luther King Community Center, 2008-2011
Advisory Board | American Red Cross of Greater Indianapolis, 2008-2011

Candidate for 2022-2024 At-large Director

Ricardo J. Rodriguez de Santiago, Assoc. AIA AIA Washington DC



The AIA has made consistent progress recently in taking a stance on our profession's role in Climate Action, Equity, Diversity, and Inclusion. We must acknowledge that to meet these challenges effectively, our organization must be proactive in coming to terms with practice disruption.

I'm committed to providing my 15 years of experience in practice and my global AEC-tech leader expertise at the Institute's service. Having honed my leadership skills through AIA service, I'm motivated to declare my candidacy for the Director-at-Large National Board position.

In this role, I intend to support the Institute's members in:

- Elevating the strategic and business importance of fostering innovation
- Streamlining access to the resources & services needed to navigate change
- Bridging the gap in digital education across experience levels
- Advocating for inclusion of new voices and external partnerships

Focus on people and relationships

We can leverage our network of resources by rethinking the way we onboard forward-thinking talent. Diversity & inclusion efforts should also reach out to those voices we have marginalized because they were once too "alternative." By expanding the definition of practice, we would empower architecture professionals with the knowledge and tools required to operate in new contexts.

Unconformity with systems that devalue or isolate us

Tech leadership is directly related to our market relevance and sustainable business practices. We must define a stance in our relationship with emerging tech, the means to access our resources efficiently, and talent comfortable with working "outside the box."

Leverage smart and agile resources to stop the guesswork

We must be agile in embracing the tools needed to provide value to our members and communities. The global pandemic has accelerated our market into being the most receptive to business innovation than it has been in decades. This rapid transition is an opportunity to welcome new forms of practice and rethink legacy processes. We must also optimize the untapped data and services that firms already produce.

Our profession is at its most pivotal point in a century

We need to lead this transformation through our unique expertise.

(see next page)

Ricardo J. Rodriguez de Santiago, Assoc. AIA Continued

About Me:

Past AIA|DC Emerging Architect of the Year Awardee, Emerging Architects Committee & Christopher Kelley Leadership Development Program Chair

Young Architect Forum's Practice Innovation Lab Alumnus

2018 Nation's Top 50 Adoption Leaders

Passionate about tackling our industry's productivity challenges

Global speaker on AEC business transformation and emerging technology

At-large Representative, AIA Strategic Council (Technology Impacting Practice area of study)

AIA Liaison to American Institute of Architecture Students' (AIAS) Board

Join me at <https://www.bytesandmortar.com/>

Candidate for 2022-2023 Treasurer

Timothy C. Hawk, FAIA AIA Columbus/AIA Ohio



I am inspired to shape the work of the AIA as Treasurer. Together, we can assure that resources are aligned to grow our collective voice and expand our influence.

Expand Influence

Since 2019, AIA has sharpened its focus. We have taken significant steps to lay a solid foundation to address some of the most pressing issues of our time. Now, we must work to harness the efforts of all 95,000 members to actively engage in our communities, to share our knowledge, and to shape policy and patronage.

Our ability and capacity to tackle today's complex challenges must be linked to an audacious, strategic allocation of AIA resources. Simply said, we need to align our dollars and volunteer efforts to answer the call for creative solutions throughout society.

Increase Transparency

As AIA Treasurer, I will diligently communicate financial strategies to national and component leaders, Council of Architectural Component Executives (CACE) members, and the membership, to educate and align resource allocation across the Institute. Greater understanding of financial strategies will increase efficiency and reduce the likelihood of needless spending at the local, state, and national level.

Over the past ten years as CEO of my firm, I have harnessed similar communication strategies to propel a ten-fold increase in revenue. Internal communication and staff training has distributed financial accountability and accelerated growth. Everyone contributes to the financial bottom line which allows profits to be re-invested in technology, marketing, and profit sharing...and all team members provide feedback to shape our investment strategy.

Leverage our Valuable Financial Resources

Yes, persistent fiscal responsibility must be sustained, and economic awareness must guide the prudent allocation of our valuable resources in support of the mission and members. However, we must also use of our collective ingenuity to spark new sources of non-dues revenue, and to link our intellectual property with consumers across design, real estate, and construction sectors. Our knowledge, engagement, and leadership will create real value.

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Timothy C. Hawk, FAIA Continued

American Institute of Architects

At-large Director, AIA National Board, 2019-2021
Chair, Government Advocacy Committee, 2019-2020
Strategic Planning Committee, 2018-2019
Finance and Audit Committee, 2020-2021

Ohio Valley Region Representative, Strategic Council, 2016-2018

AIA Columbus

President, Board of Directors, 2009
Secretary, Treasurer, Director, AIA Ohio Representative, 2003-08
Founder, Center for Architecture & Design

WSA; Columbus

President, 2005-present
Principal, Design Lead, 1993-2004

Lucien Lagrange & Associates; Chicago
1989-1993

Columbus State Community College

Adjunct Professor, 2000-present

Master of Architecture, Ohio State University
BS in Architecture, Ohio State University

architecthawk.me
@architecthawk (twitter)
timothyhawk (Instagram)

Candidate for 2022-2023 Treasurer

Heather P. Philip-O'Neal, AIA AIA New York Chapter/AIA New York



It is with great enthusiasm I ask for your support in my bid for the office of Institute Treasurer.

Respond to the Social Issues Facing the Nation and the Profession

Given the unrest in society at large, and the economic crisis due to the pandemic, the AIA is beginning to make an impact with firms around the country with the AIA “Guides for Equitable Practice”. Changes are happening quickly in the business world and it is critical for the AIA to continue to provide resources and support firms nationwide, speaking especially for small firm practitioners.

Be an Advocate for the Profession

Advocacy is one of the most vital functions of the AIA. I currently serve on the AIA New York Chapter Advocacy Committee, where we track local and national policy issues and take action as needed in the interest of our members. In addition, I believe that the AIA should continue with strong commitment for resilient design, sustainability, and, minimizing the effects of climate change.

Continued Excellence in Managing AIA Finances

My background includes experience in financial management: budgeting, tracking and successfully managing funds to achieve the goals of the National Organization of Minority Architects (NOMA) where I served as the national treasurer from 2006-2010, and since then as a member of the NOMA Finance Committee. As the treasurer for the AIA, I will draw on the skills I have developed to provide financial leadership while continuing to uphold the standards of excellence in managing AIA finances as have both the current and past treasurers.

I look forward to the opportunity to work with the National leadership in this critical role and to advance the mission of the AIA.

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Heather P. Philip-O'Neal, AIA Continued

AIA New York

Advocacy Committee, 2020-present
Nominating Committee, 2018-2019
AIANY Director of Educational Affairs, 2006-2008
Housing Committee, 2001-2004

National Organization of Minority Architects

National Finance Committee, 2010-present
Treasurer, National Board of Directors, 2006-2010
Chair, National Conference, 2004, 2019
President, New York Chapter, 2003-2006

Professional

Principal, Heather P. Philip-O'Neal Architect PLLC
Adjunct Associate Professor, NYIT School of Architecture & Design

Education

Columbia University, MSc. RED
Pratt Institute BArch

Awards

NOMA President's Award, 2019
Professional Women in Construction: Woman of Achievement Award, 2019
Distinguished Black Designers of NYCOBA|NOMA, 2016
Harry B. Rutkins Award for Distinguished Service to AIANY, 2014
NOMA Distinguished Educator, 2020

Candidate for 2022 First Vice President/2023 President-elect

Emily A. Grandstaff-Rice, FAIA Boston Society of Architects/AIA Massachusetts



When I wrote the introduction to the AIA Guides for Equitable Practice, I began with the following:

Increasingly, architects will be called to lead efforts in finding solutions to many of our world's most pressing issues. Successfully meeting these challenges, and others not yet known, will require talent, passion, and creativity of a diverse cohort of students, professionals, and leaders.

Since the nine-part guides were first conceived in 2016, the urgency for architects to lead efforts to find solutions for society's most pressing problems has skyrocketed. The multiple layers of challenges facing people and the built environment are more starkly visible during the tumultuous events surrounding or triggered by the 2020 global pandemic as well as the newly heightened attention to systemic racism. To successfully meet these ongoing and new challenges, the depth, knowledge, and outreach of the AIA community will be essential.

Architecture is for everyone. Our advocacy is needed more than ever. We have the ability through our day-to-day work, as knowledge experts, and community members to testify to and expand the power of design in shaping a better future—one that reflects the society we serve.

Architecture impacts how we live. Good design, planning, and advocacy leads to better public health outcomes, prosperity, and equity. We understand how these issues connect with each other.

Architects are creative problem solvers. Architects are uniquely positioned to advocate for sustainability, resiliency, and urgent climate action. We have the skills to bring people together and build consensus through vision.

Architects know how to make things happen. The US construction industry is 4% of the GDP. Considering the value of our work as an economic driver in construction and real estate, we have a great stake in the economy. We have the knowledge, passion, and influence to shape places that contribute to prosperity and economic diversity.

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Emily A. Grandstaff-Rice, FAIA Continued

American Institute of Architects

At-large Director, AIA Board, 2018-2020
Equity and the Future of Architecture Committee, Chair, 2017-2020
Equity in Architecture Commission, Chair, 2015-2016
Culture Collective, 2014-2015
Continuing Education Committee, 2014-2016
Young Architects Forum Advisory Committee, 2007-2008

Boston Society of Architects/AIA

President, 2014
Board of Directors, 2009-2015

Professional Experience

Arrowstreet, 2016-present
CambridgeSeven, 2003-2015
Adolfo Perez Architect, 2000-2002

Academic Experience

NAAB Visiting Team Member, 2014-present
Dean's Leadership Council, Rensselaer Polytechnic Institute, 2010-present
Adjunct Faculty, Boston Architectural College, 2006-2013

Civic Experience

Boston Creates Leadership Council, 2015-2016
Cambridge Getting to Net Zero Task Force, 2015

egr@egrfaia.com egrfaia.com [@egrfaia](https://www.instagram.com/egrfaia)

Candidate for 2022 First Vice President/2023 President-elect

Abby P. Suckle, FAIA AIA New York Chapter/AIA New York



Educate the Public about the Built Environment

People do not understand the world outside. We as architects should provide a gallery guide to the “outdoor exhibition” that goes beyond cultural tourism to describe place so that people can make intelligent and thoughtful decisions about how they want to live in our cities in the future.

Create a Virtual Building Museum

We need to showcase America’s best buildings so that people will know what is good. The core collection can be drawn from winners of AIA design awards.

Educate the Public about Value of Design

Design education trains architects to be big thinkers. Better than any other profession, we know how to take a seemingly insolvable challenge like climate change and deconstruct and reconstruct it so that it can be solved. We need to remind people that we are the best situated for this, that it is critical and that we deserve to be compensated accordingly.

Get a Seat at the Table

Often we are invited into projects long after the planning decisions are made. We should be leading all discussions about the built environment.

Provide Value to Our Members

We need to serve our members at all stages in their careers. There is the ARE bootcamp program I started for interns. Mid-career practitioners would benefit from consolidating all the components programs onto a single calendar. At the other end of the scale, we should collect the oral histories of our senior practitioners.

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Abby P. Suckle, FAIA Continued

AIA NY State

Director, 2013-2014

AIA New York Chapter

Director - Strategic Planning, 2012-2014; Vice President - Outreach, 2010-2012; Secretary, 2007-2009

Committees:

Co-chair - Architectural Dialogues, 2012-2020; Exhibitions, 2011-2015;

Founder - Architectural Tour, 2010

Initiatives:

Not Business as Usual, 2006; ARE Boot Camp, 2011-2015; Archtober, 2011-2020; Author - Cocktails & Conversations: Dialogues on Architectural Design, 2018

Boston Society of Architects

Exhibition: BostonNOW, 2012-2017

Internship Program, 2012-2016

AIA Los Angeles

Internship Program, 2013; Design Award Juror, 2012

Recognition: AIANY Vice President's Citation, 2013; AIA Collaborative Achievement Award, 2012; NY State Presidents Award, 2012; NY State Fellows Award, 2009

Service: Harvard GSD Alumni Council, 2012-2018; cultureNOW Museum Without Walls, 2002-2020

Professional: Abby Suckle Architect, 2004-2020; Pei Cobb Freed & Partners, Senior Associate, 1982-1999;

Honor Awards: Cincinnati Conservatory of Music, 2001; San Francisco Main Library, 1997; US Holocaust Memorial Museum, 1994; Meyerson Symphony Center, 1991

Education: University of Pennsylvania, 1972; Harvard Graduate School of Design, 1977