



Proposed Amendments to the AIA Bylaws

***(excerpted from
2022 Official Delegate Information
Booklet)***

June 2022
(virtual)



4. Proposed Bylaws Amendments

Bylaws Amendment 22-A

Subject	Clarity Regarding College of Fellows
Background	<p>The College of Fellows, which is an AIA membership body, oversees the College of Fellows Fund., Inc. ("COF Fund") which is a separate corporate entity and a 501(c)(3) tax exempt organization distinct from the AIA. As part of its oversight responsibilities, the College of Fellows maintains the COF Fund's bylaws.</p> <p>The purpose of the COF Fund as stated in its own corporate bylaws is appropriately determined by the College of Fellows, and it is unconventional for AIA to state the COF Fund's (or any other entity's) purpose in its own Bylaws.</p> <p>To ensure clarity and consistency between the two legal entities, the Board recommends deletion of the language presented, which will also prevent inadvertent inconsistency between AIA's Bylaws and the College of Fellows Fund, Inc's.</p>
Required Vote to Amend Bylaws	Amendments to the AIA Bylaws requires approval by an affirmative two-thirds (2/3) vote of the delegates at the meeting, as determined by Section 9.011 of AIA's Bylaws.
Motion	The delegates assembled at the 2022 annual meeting amend the AIA Bylaws as presented below, and also authorize the AIA Secretary to renumber any sections and section references resulting from such amendments.

CHAPTER 1 ORGANIZATION

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 and which bylaws, which shall specify the organization of the College. The bylaws and activities of the College of Fellows are subject to the approval of shall be approved by the Board.*~~

Bylaws Amendment 22-B

Subject	Endorsements
Background	<p>Section 1.3 was added to the AIA Bylaws in 1935 and has remained largely untouched since that time. Membership associations like AIA have evolved substantially in the past 85+ years, and the absolute proscriptions in Section 1.3 no longer align with how nonprofit membership associations operate, given the common practice of establishing strategic partnerships, affinity arrangements, and the like.</p> <p>Currently, there are numerous other checks and balances within the organization, including but not limited to the AIA Office of Legal and Business Affairs, to ensure the AIA, its leadership, and staff do not inappropriately align the AIA with third parties.</p>
Required Vote to Amend Bylaws	Amendments to the AIA Bylaws requires approval by an affirmative two-thirds vote of the delegates at the meeting, as determined by Section 9.011 of AIA's Bylaws.
Motion	The delegates assembled at the 2022 annual meeting amend AIA's Bylaws as presented below, and also authorize the Secretary to renumber any sections and section references resulting from such amendments.

CHAPTER 1 ORGANIZATION

~~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, committee member, or employee of the Institute or any of its components 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.)~~

Bylaws Amendment 22-C

Subject	Publications
Background	The Board sponsors these amendments to encourage flexibility in materials that are provided to members.
Required Vote to Amend Bylaws	Amendments to the AIA Bylaws requires approval by an affirmative two-thirds (2/3) vote of the delegates at the meeting, as determined by Section 9.011 of AIA's Bylaws.
Motion	The delegates assembled at the 2022 annual meeting amend AIA's Bylaws as presented below, and also authorize the Secretary to renumber any sections and section references resulting from such amendments.

CHAPTER 2 MEMBERSHIP

2.0 GENERAL PROVISIONS - MEMBERSHIP

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 including having their names published in any membership listing of the Institute and shall receive the magazine of The American Institute of Architects and other and have access to documents, periodicals, and literature from the Institute and from the component(s) to which they belong, under terms which the respective governing boards shall fix.

~~2.022~~ 021 Component Membership. All assigned members of the Institute shall maintain membership in the component(s) to which they are assigned.