



# Rules of the Board

September 2022



## CHAPTER 1

### ORGANIZATION

#### 1.0 THE BOARD'S ROLE

The role of the Board of Directors ("Board") is to ensure excellence in AIA and to serve as a link to AIA members. The Board is accountable for acting in accordance with AIA's mission and vision to provide these contributions:

Representation of the membership in AIA governance, and communication with members, so that:

Members are aware of intended impacts of AIA through, for example, an annual report to members; and

The Board is conversant with members' values and perspectives through, for example, direct and frequent communication with members in the various states.

Fulfillment of its planning and implementation role to:

Adopt an annual operating budget (including annual membership dues and assessments), endorse management's annual operating plan for which the adopted operating budget is intended to be expended, and be accountable for the financial well-being of AIA.

Periodically review and adopt a strategic framework that integrates a long-range plan with AIA's strategic plan. The strategic framework is developed through a process that includes member input and recommendations, addresses trends in the marketplace, and evaluates ideas and suggestions from staff and other sources.

Review and adopt AIA Public Policies in accordance with a schedule consistent with the provisions of Chapter 15, and recommend policy needs to AIA staff.

Consult and cooperate with the Strategic Council on strategic planning, review of the operating plan and budget, and development of public policy positions on behalf of AIA in a manner consistent with Section 6.53 of the Bylaws.

The Board will approach its tasks with an emphasis on outward vision, encouragement of diverse viewpoints, strategic leadership, clear understanding of Board and staff roles, future rather than past or present, and anticipation rather than reaction. In this spirit, the Board will:

Focus on intended long term impacts of AIA's strategic and operating plans, not on the administrative or programmatic means of attaining those effects.

Direct the operating organization and provide leadership to inspire the entire organization through the careful establishment of the broadest organizational values, perspectives, and policies.

Enforce upon itself and its members whatever remedial measures are needed to govern with excellence. Such measures will apply to matters such as attendance, policy-making principles, respect of the roles of staff and the Board, speaking with one voice and self-policing of any tendency to stray from governance adopted in Board policies.

Be accountable to the membership for competent, conscientious, and effective accomplishment of the Board's obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment.

Monitor and regularly discuss the Board's own process and performance and ensure the continuity of its governance capability by training and redevelopment.

Be an initiator of policy and responsible for Board performance.

#### 1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

The Board may approve or terminate affiliations with organizations not related to AIA by a vote of not less than two-thirds (2/3) of its entire membership, at any time, and subject to the terms of any written agreement or charter.

Agreements of affiliation shall be duly executed by the President or President's designee and the affiliated organization. Every agreement of affiliation shall set forth in full the purposes and objects of the affiliation, its terms and conditions, the period thereof, and in the case of any joint organization created by the affiliation, its purposes and objects, and the nature of its membership, operations, and administration.

The original term of an agreement of affiliation shall not exceed five calendar years but may be renewed thereafter.

An affiliated or joint organization, but never the individual members thereof, may use and print the phrase "affiliated with The American Institute of Architects" as a suffix to the name of the organization but only as set forth in the agreement of affiliation.

#### 1.2 AIA MEMBERS PARTICIPATING IN CIVIC AFFAIRS OR WITH OTHER ORGANIZATIONS

AIA encourages and commends members serving as citizens and professionals in civic and charitable activities and working in matters of policy and planning related to their communities and for the AIA on a national, state, local or international level. An AIA member who participates in another organization shall serve in the other organization as an individual and not as a representative of the AIA in any capacity unless appointed as an AIA representative by the President or by the EVP/CEO (as defined in Chapter 12).

## CHAPTER 2

### MEMBERSHIP

#### 2.0 APPLICATIONS

Application Fee. The Board shall have the discretion to set application fees in accordance with applicable provisions of the Bylaws.

Action on Applications. The AIA or any component that receives an application shall require the applicant to provide proof of eligibility for membership. Every application shall be acted upon as soon as it is submitted by the applicant. Any officer or employee of a component may accept an application and no action by the component board of directors is required. Only the Secretary may deny an application.

Admission. If an applicant for membership is eligible and has submitted the proper admission fee (if applicable) and dues to AIA, the applicant shall be admitted to membership and shall receive an AIA certificate of membership.

Denial of Admission. If an applicant is not eligible for membership, as determined by the Secretary after review of the facts, AIA shall so notify the applicant and shall return the amount tendered for annual dues but may retain the application fee (if an application fee was charged) to defray the cost of examining the applicant's qualifications.

Denial of Membership or Termination for Ineligibility. A component may at any time submit a written recommendation to the Secretary that an application for membership should be denied or a membership terminated.

Appeal of Application Denial. An applicant who has been denied AIA membership may appeal this decision to the Board by giving written notice of appeal within 15 days of receiving notification of rejection.

Membership Certificates. The membership certificate shall bear the name of the person to whom it is issued, the category of membership (as defined in the Bylaws) for which it is issued, the AIA seal and any other matters prescribed by the Board. Membership certificates for all members shall be signed by the President and the Secretary.

Notice of Impending Termination. AIA shall give members thirty (30) days' written notice of impending termination because of default.

#### 2.1 REINSTATEMENT AND READMISSION.

Reinstatement. Any membership terminated for default may be reinstated in the same dues year without penalty or reapplication for membership by payment of the full amount of all dues due at any time prior to commencement of the renewal cycle for the next dues year. Lapsed members who do not renew in the year in which membership terminated may reinstate in the same manner as new members apply for membership.

Waiver of Indebtedness. Subject to the provisions of Section 3.12 of the Bylaws, all or any part of any indebtedness to AIA incurred prior to the date of application for readmission may be waived by the Secretary for good and sufficient cause.

## 2.2 MEMBER ACCESS TO RECORDS

Access to AIA records shall be made available to members in good standing for a valid purpose in accordance with applicable law.

## 2.3 ARCHITECTS AND INTERNATIONAL ASSOCIATES

Continuing Education Requirement. The annual continuing education requirement for Architect and International Associate members is eighteen (18) learning units, which must include at least twelve (12) learning units of health, safety, and welfare education. The AIA shall determine what activities or programs qualify for learning units and how many learning units are awarded for successful completion.

Default of Continuing Education Requirement. An Architect or International Associate member is in default if the member does not have on record at least the number of valid learning units specified in this Section as of the last day of the membership year. Every member in default of continuing education (CE) requirements is allowed a grace period of nine months (until September 30 of the following year) in which to complete and record learning units to meet the requirement for the preceding membership year. Such learning units are in addition to the learning units required for the current membership year.

Lapse of Membership for Default of Continuing Education Requirement; Reinstatement. If an Architect or International Associate member is in default under this Section and fails to complete and record the required learning units within the nine-month grace period specified there, that individual's membership shall lapse at the conclusion of the grace period. A notice of lapse of membership shall be given no later than November 1st of the grace year to all Architect and International Associate members who are still in default of the CE requirement. All learning units in the member's record become invalid for AIA membership renewal and other purposes relating to AIA membership as of the date of the notice of membership lapse.

Subject to the limitations stated in this section, an Architect or International Associate member whose membership has lapsed under this section may reinstate membership at any time; provided, however, that the member must complete and record the learning units required under this Section for the year of reinstatement.

The reinstatement process described in this section may be used only once during any three-year period.

Waiver of Continuing Education Requirement. An Architect or International Associate member may petition for waiver of all or part of the CE requirement for any one year only on the following grounds:

Medical disability or other serious health conditions affecting the member for a period of more than six months.

For any of the following reasons: (i) the birth of a child and to care for the newborn within one year of birth; (ii) the placement with the member of a child for adoption or foster care and to care for the newly placed child within one year of placement; or (iii) to care for the member's spouse, child, or parent who has a serious health condition;

For any of the following reasons: (i) absence due to military leave and obligation; (ii) any qualifying exigency arising out of the fact that the member's spouse, son, daughter, or parent is a "covered servicemember" on "covered active duty" (as those terms are used with reference to the Family and Medical Leave Act); or (iii) for military caregiver leave, i.e., to care for a covered servicemember with a serious injury or illness if the Architect or International Associate member is the servicemember's spouse, son, daughter, parent, or next of kin;

Severe financial hardship; or

For such other good cause as may be demonstrated to the satisfaction of the Secretary.

An Architect or International Associate member may submit a waiver petition in either of the following ways: (i) by submitting the petition for review by the member's assigned chapter or state organization, which shall forward the petition with the component's comments to the Secretary; or (ii) by submitting the petition directly to the AIA for review. The burden of demonstrating the grounds for a requested waiver shall be on the member requesting it, and the Secretary may require such documentation as necessary to establish such grounds. The decision of the Secretary to grant or deny a waiver is final.

Continuing Education Requirement For Certain Architect Members Emeritus. Notwithstanding any other provisions hereof, the following shall apply as to any Architect Member Emeritus who either is retired from the profession of architecture, or is so incapacitated as to be unable to work in the profession:

The annual continuing education requirement for each Architect Member Emeritus specified in this Section is one (1) learning unit, which need not reflect health, safety, and welfare education. The AIA shall determine what activities or programs qualify for learning units and how many learning units are awarded for successful completion.

Architect Members Emeritus specified in this Section may seek a waiver of continuing education requirements.

To the degree this Section may conflict with other provisions of the Rules of the Board, this Section shall govern.

## Rights and Privileges

AIA Symbol. The AIA symbol may be used by Architect members and their firms on their letterhead, business cards, signs, brochures, and other business materials related to their practice, provided that the majority of financial ownership in a professional architectural firm is held by registered architects and all the registered architect principals are AIA members. No other use of the symbol may be made without specific approval by the President.

Use of Membership Title by Firm. When the majority of financial ownership in a professional architectural firm is held by registered architects and all the registered architect principals are AIA members, such firm may use the phrase, "Members of The American Institute of Architects" in its public listings.

## 2.4 ASSOCIATES

Advancement to Architect Status. No admission or readmission fee may be charged for an Associate member advancing to Architect membership in the calendar year in which the member's initial license to practice is issued, and a credit will be given for all Associate dues paid in the year of advancement. Associates advancing to Architect status who fail to make application by January 15 of the year following the year in which they receive their initial license to practice shall be treated as new applicants subject to all application fees and procedures.

## 2.5 FELLOWSHIP

Qualifications for Fellowship. Architect members who are in good standing in the AIA and in their assigned components, and who have been in good standing for not less than ten years, may be advanced to Fellowship if they have shown distinction in fulfilling the Fellowship objects by: 1) promoting the aesthetic, scientific, and practical efficiency of the profession; 2) advancing the science and art of planning and building by advancing the standards of architectural practice; 3) coordinating the building industry and the profession of architecture; 4) ensuring the advancement of the living standards of people through their improved environment; 5) making the profession of ever-increasing service to society; or 6) advancing the science and art of planning and building by advancing the standards of architectural education, and training.

Declaration Requirements. Candidates for Fellowship must sign a declaration that neither the candidate individually nor any firm of which the candidate is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

### Jury of Fellows.

Composition. The Jury shall consist of seven (7) Fellows, nominated annually by the Secretary for approval by the Board. One of the members of the Jury of Fellows shall be designated as the chair. Jury members must be equitably distributed by geography and by Fellowship accomplishment.

Jury Terms. Members of the Jury of Fellows shall be appointed and annually reconfirmed for no more than three (3) consecutive years, with staggered terms.

Vote Required for Election of Fellows. Advancement to Fellowship shall require the favorable vote of not fewer than four (4) members of the Jury of Fellows cast at a duly called meeting of the Jury of Fellows.

#### Nominations to Fellowship.

Nomination. Architect members may be nominated for advancement to Fellowship by the governing board of any component organization or by a minimum of five (5) Fellows or by a minimum of ten (10) Architect members residing anywhere. Each nomination shall be signed and addressed to the Jury of Fellows, setting forth in writing the qualifications of the nominee.

Sponsors and References. No current Officer, Officer-elect, member of the Board, member of the Strategic Council, members of the College of Fellows Executive Committee, member of the Jury of Fellows, member of the Jury of Honorary Fellows, or AIA or component staff person may sponsor or be a reference for a nominee for Fellowship. The Secretary, Secretary-elect, members of the Jury of Fellows, and Jury of Honorary Fellows members also may not be sponsors/references for three (3) years after completion of their terms of service.

Privileged Responses. A confidential list of nominees shall be sent to each Officer, Officer-elect, member of the Board, member of the Strategic Council, and member of the College of Fellows Executive Committee inviting privileged responses regarding the nominations. The Jury of Fellows shall not accept any letters or communications other than those on the candidate's reference list and privileged responses from Officers, Officers-elect, Directors, members of the Strategic Council, and College of Fellows officers. The Secretary and Secretary-elect shall be excluded from writing privileged responses.

Confidentiality. Fellowship nominations and all related communications by or in response to the Jury of Fellows or by Directors or members of the Strategic Council shall be kept in confidence by the Jury and the AIA.

Publicity. No publicity regarding nomination or advancement to Fellowship may be disseminated before publication by the AIA announcing the jury's decision.

#### Enrollment of Fellows.

Notice of Jury's Action. The chair of the Jury of Fellows shall report the names of those advanced to Fellowship by a majority vote by the Jury of Fellows to the EVP/CEO (as defined in Chapter 12) at least sixty (60) days prior to the annual investiture ceremony. The EVP/CEO shall then communicate the jury's action to all nominees and their assigned components, and to the Board and the Strategic Council.

Enrollment. All members advanced to Fellowship shall be enrolled as Fellows of the AIA and members of the College of Fellows and shall have certificates of

Fellowship issued to them. The names of all new Fellows shall be published to the membership.

Term. A Fellow whose membership is in good standing shall be a Fellow of the AIA and listed as such in AIA and component membership lists. Fellowship status lapses when membership in the AIA lapses but is regained when Architect membership is restored.

College of Fellows Medal and Pin. Members who are Fellows may wear the Fellowship medal and pin in accordance with the guidelines set forth by the College of Fellows.

Advancement to Fellowship Denied. Nominees who fail to be advanced to Fellowship remain qualified for advancement without prejudice. When a nominee has failed to advance for three (3) consecutive meetings of the Jury of Fellows, a one (1) year period must elapse before the candidate may be re-nominated.

Disposition of Nomination Records. When a nominee has failed to be advanced to Fellowship for three (3) consecutive meetings of the Jury of Fellows, the nominee's reference letters shall be destroyed. The nominee will receive a notice of the required one (1) year waiting period before renomination.

## 2.6 HONORARY FELLOWSHIP

Nomination to Honorary Fellowship. The EVP/CEO shall establish reasonable rules regarding submission of nominations, deadlines, and other administrative matters regarding Honorary Fellowship.

Qualifications for Honorary Fellowship. An architect who is not a resident of the United States and who does not primarily practice architecture with the United States or its territories, and who is recognized for their exceptional work and contributions to architecture and society on an international level, may be admitted to Honorary Fellowship.

Delegation of Authority. The Board delegates exclusive authority to elect Honorary Fellows to the Jury of Honorary Fellows, which shall consist of the seven (7) members of the Jury of Fellows plus two (2) additional jurors recommended by members practicing internationally or their representative groups or committees. The Jury of Honorary Fellows is nominated annually by the Secretary for approval by the Board.

Limitations. There shall be no limit on the number of Honorary Fellows who may be admitted in any one calendar year.

College of Fellows Medal and Pin. Individuals who have been awarded Honorary Fellowship in the AIA may wear the Fellowship medal and pin in accordance with the guidelines set forth by the College of Fellows.

Election Announcement. Each year, the jury shall report its selection of Honorary Fellows to the EVP/CEO in writing. The EVP/CEO shall then communicate the jury's action to all nominees and their assigned components, and to the Board and the Strategic Council.

## 2.7 HONORARY MEMBERS

Nominations to Honorary Membership. The AIA shall establish rules regarding submission of nominations, deadlines, presentation, and other administrative matters related to the Honorary Membership program.

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

Joint Nomination. A joint nomination of two (2) individuals working together may be submitted for Honorary Membership in a single application for concurrent awards if their collaborative efforts over time are recognized as having created a singular body of service and achievement.

Eligibility of Component Executives and Staff. AIA and component staff members may be nominated for Honorary Membership during their employment. Eligibility for nomination shall be effective after ten (10) years of employment at the AIA or one or more components. Such employment need not be continuous. The Secretary may waive all or part of the period of employment if an individual may otherwise be eligible.

Composition of the Jury of Honorary Members. The Jury of Honorary Members shall be composed of three (3) individuals, at least two (2) of whom shall be AIA members and one (1) of whom shall be an Architect member who has been licensed to practice architecture for ten (10) years or less, nominated annually by the Secretary for approval by the Board. An effort shall be made to achieve a diverse jury that knows the eligibility criteria for Honorary Membership and is committed to the advancement of the AIA's goals.

Election Announcement. Each year, the jury shall report its selection of Honorary Members to the EVP/CEO in writing. The EVP/CEO shall then communicate the jury's action to all nominees and their assigned components, and to the Board and the Strategic Council.

## 2.8 ALLIED MEMBERS

Rights and Privileges of Allied Members. Firms that employ Allied Organizational Representatives in good standing may use the phrase "Allied Organization of The American Institute of Architects."

Use of Phrase. The phrase may be used on brochures, announcements, invitations, or signage for seminars, programs, meetings, and conventions; in corporate or association listings of professional affiliations including annual reports; and general corporate or association materials, as long as such use does not indicate endorsement, sponsorship, or approval of any construction material, product, or service.

Restriction on Use of Phrase. The phrase may not be printed on letterhead, business cards, advertisements, or product literature, or in any situation in which the use of the phrase may be construed as AIA endorsement, sponsorship, or approval.

## CHAPTER 3

### DUES, FEES, AND ASSESSMENTS

#### 3.0 REGULAR DUES

Incentives for New Members. AIA management shall determine and publish incentives for members to join or advance to Architect membership throughout the year. The Board may annually review incentive programs at the Board meeting immediately preceding the AIA annual meeting but may not alter any incentive program that has been in effect for less than two (2) years except by two-thirds (2/3) majority vote. Alteration of an incentive program includes any direct change to an existing program or adoption of a new program that necessarily conflicts with or overlaps an existing program.

Annual Dues Adjustment. Regular dues for all classes of membership and supplemental dues shall annually be subject to adjustment in an amount equivalent to the percentage change in the Core CPI (Consumer Price Index) for the previous calendar year. The proposed adjustment shall be placed on the agenda of the Board meeting immediately preceding the AIA annual meeting and shall become effective unless rescinded by a majority vote of the Board.

#### 3.1 SECRETARY'S AUTHORITY

Waiver and Deferral of Dues Payments. The Secretary may waive or defer payment of the AIA membership dues for up to one (1) year due to financial hardship, medical disability, sabbatical, family leave, unemployment or partial employment, or such other hardship as may reasonably justify waiver or deferral. Members requesting such waivers will be required to submit such requests in writing. A waiver for any of the reasons stated above is annual and renewable upon written request for up to a total of three (3) consecutive years; no waivers will be granted beyond that three-year period except in those instances in which compelling and extraordinary reasons are demonstrated for doing so.

Coordination of Dues Policies. In consultation with components, the Secretary will encourage the adoption of coordinated national and component policies and procedures for dues collection and renewal, and for relief for members experiencing economic, family, or medical hardship.

Notification of Dues Relief Options. Members shall receive appropriate notice of dues relief policies and procedures during the renewal process.

Waiver of Defaulted Component Dues. The Secretary may waive component dues and obligations that are more than two (2) years in default if the component failed to promptly recommend termination for non-payment of dues. This waiver shall apply only in cases relating to termination of AIA membership, reinstatement, readmission, or chapter transfer, and shall not be construed to otherwise limit the component's independent legal rights.

### 3.2 DUES INSTALLMENT PROGRAM

The Board, in consultation with AIA management and components, may establish a dues installment program that provides an opportunity for members to pay their regular annual dues in one or more installments. Such a dues installment plan may include requirements related to eligibility, enrollment, payment schedule, cancellation, refunds, and other appropriate terms and conditions. In determining plan requirements, including any service and interest charges that may apply, the estimated cost as well as the potential benefits for members, the AIA, and components shall be taken into consideration.

## CHAPTER 4

### COMPONENTS

#### 4.1 FORMATION AND ADJUSTMENTS TO COMPONENTS

Formation of Domestic Components. The Board delegates to the Secretary authority to approve petitions for new domestic components and to adjust the boundaries of existing domestic components.

Minimum Number of Members. Members seeking to form a new chapter within the United States or its territories must submit a petition bearing the signatures of no fewer than one hundred (100) Architect, Associate, or International Associate members in good standing, stating that they: (a) reside or work in the territory of the proposed chapter; and (b) will consent to being assigned to the proposed chapter if it is formed. Of the total signers of the petition, no fewer than two-thirds (2/3) must be Architect members.

Planning Documents. Domestic components are required to meet the Core Member Services for the AIA.

Other Requirements. The Secretary may request such other information and materials as the Secretary may reasonably find appropriate in deciding whether to approve a petition for a new domestic component.

Formation of International Components. Petitions for the formation of a new component, whose territory is outside the United States, or to adjust the boundaries of existing international components, must be submitted to the Secretary for approval. Subject to ratification by the Board, the Secretary may approve petitions that meet the following conditions:

Bylaws. The bylaws of the proposed component must have been approved by the Secretary as consistent with the AIA Bylaws.

Planning Documents. The component must submit a proposed budget for the first year of operation and short range (one to two years) and long range (three to five years) plans as to how the component will meet the Core Member Services for the AIA. The planning documents for the component must provide for a fixed address and designated person to administer the component's affairs and communicate with the AIA on behalf of the component.

Coordination. The component must agree to advance coordination and approval by the AIA of programs, policies, and activities of the component that may be perceived as attempting to influence the laws, customs, or politics of the host government or organizations of local architects.

Number of Members Required. The component must have the number of members required by the Board for formation of an international component; that is at least 50 members in good standing, at least two-thirds (2/3) of which must be Architect members.

Provisional Approval. The Secretary may approve an initial charter as a provisional charter that must be reaffirmed by the Secretary after three years of component operations. The monitoring process prior to reaffirmation will be as directed by the Secretary.

## CHAPTER 5

### MEMBERSHIP MEETINGS

#### 5.0 CONFERENCE ON ARCHITECTURE

Location. The Board shall decide locations for the Conference on Architecture, which shall be scheduled, to the extent possible, at times convenient for the attendance of the membership, students, and allied professionals.

Local Component. The local component for the Conference on Architecture is that component within whose territory the Conference is held.

Rights of Members. No facilities shall be selected for any Conference on Architecture that unduly restrict any members in the full exercise of their membership rights.

Waiver of Registration Fee. Registration fee shall be waived for:

- members of the Board;
- members of the Strategic Council;
- former presidents of the AIA and one guest;
- members of the Credentials Committee;
- certified candidates for AIA national office;
- the chair, vice chair, and up to five (5) directors of the National Associates Committee advisory group;
- the chair, vice chair, and up to five (5) directors of the Young Architects Forum advisory group;
- individuals attending to receive Honorary Membership or Honorary Fellowship;
- the chief elected officer and the chief executive of allied organizations; and
- such others as the President and/or the EVP/CEO may determine.

As used in this Section and elsewhere in Chapter 5, and unless otherwise specified, the term “AIA national office” shall refer to office(s) held by elected officers and by at-large Directors selected by the delegates at the annual meeting in accordance with Chapter 6 of the Bylaws.

Theme and Seminar Speakers. Theme and seminar speakers shall be entitled to a reduced Conference registration fee.

## 5.1 ANNUAL MEETING-RELATED COMMITTEES

### Credentials Committee

Nomination of Members. The Secretary annually recommends for approval by the Board three (3) Architect members for the Credentials Committee, at least one (1) of whom shall be an Architect member who has been licensed to practice architecture for ten (10) years or less,.

Eligibility. No member may be appointed to the Credentials Committee from the same state as a candidate for national office or At-large Director.

Term. The term of appointment is from the date of appointment through certification of election results.

Responsibilities. The Credentials Committee shall oversee accreditation of delegates as provided in Section 5.4, shall supervise balloting for the election of officers and At-large Directors at the annual meeting, and shall certify to the President-elect the candidates elected to office.

### Resolutions Committee

Selection. The President shall annually appoint the members of the Resolutions Committee, who shall be the First Vice President, the Secretary, the CACE Director, an At-large Director, a representative from the Strategic Council, and others at the discretion of the President. The chair shall be the Secretary.

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

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

- A state organization;
- A local component, provided it is supported by the state organization of which the component is a member:
- The Board;
- The Strategic Council;
- The American Institute of Architecture Students, or
- A minimum of fifty (50) AIA members, specifying the lead sponsor from among their number. The support of the 50 members shall be evidenced by their signatures or as the Secretary may find satisfactory.

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

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

Secretary's Discretion. The Secretary shall have the discretion to seek comments on resolutions from groups and individuals who may have a particular interest in the resolutions; to consult groups or individuals whose specialized knowledge, information, or opinions may assist the delegates at the annual meeting in their consideration of the resolutions. These consultations may include opinions from legal counsel about whether actions sought by a resolution would comply with applicable law and the Bylaws, analyses from financial personnel concerning the fiscal consequences of such actions, or staff reports on their potential effects on membership and components.

Board Discretion. If the Resolutions Committee determines that a resolution is frivolous, proposes action that would be illegal or otherwise improper, or is otherwise inappropriate for consideration by the delegates at the annual meeting, it shall report its findings to the Board. The Board shall then have the discretion, by the vote of two-thirds (2/3) of the voting membership of the Board, to direct that the resolution not be presented to the delegates at the annual meeting. Such action by the Board shall not preclude the sponsor(s) of the resolution from seeking its consideration by the delegates as a new resolution at the annual business meeting.

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

Publication of Resolutions. At least 40 days prior to the opening of the annual meeting, the Secretary shall ensure that all resolutions approved by the Resolutions Committee for consideration at the annual meeting are transmitted to all AIA components. In the same communication, AIA shall report to the membership and to the components the action taken on, and the current status of, each resolution approved at the preceding annual meeting. In the same or in subsequent communications, the Secretary may report on comments received and on the Board's position. The Secretary may also provide any other material that the Secretary finds may assist the delegates at the annual meeting in their consideration of the resolutions.

Annual Meeting Action on Resolutions. Resolutions shall be presented for a vote by the delegates at the annual meeting. Resolutions approved at the annual meeting shall not have binding effect unless subsequently ratified by the Board.

Board Action on Adopted Resolutions. Resolutions adopted at the annual meeting will be referred to the first meeting of the Board thereafter for consideration of ratification and implementation. The Board may vote either to ratify or not to ratify the resolutions or may defer action until a later time.

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

## 5.2 ANNUAL MEETING

Notice. Notice of the annual meeting date and location shall be deemed to be sent and served on each member and each component if the notice has been published in an official AIA publication, sixty (60) days before the meeting date.

Business. The items of business that come before the annual meeting shall include: (1) nominations for office; (2) presentation of the audited financial report; (3) presentation of the credentials report; (4) proposed revisions to the Bylaws; and (5) resolutions.

Nominations. The President will call for nominations from the floor and then will close nominations.

Unopposed Elections. If there is only one (1) nominee for an office, the Secretary may enter a single, unanimous ballot for the candidate for that office on behalf of the delegates, and the President shall declare the candidate elected by acclamation.

Credentials Report. The Credentials Committee shall present a report in writing to the meeting, setting forth the number of delegates accredited.

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

Proposed Revisions to Bylaws. The Secretary shall move the adoption of proposed revisions to the Bylaws and other official business noticed to the annual meeting for discussion, amendment, and final action.

Resolutions. The Secretary shall move the adoption of the resolutions submitted to the Resolutions Committee for discussion, amendment, and final action. Only resolutions that have been published in advance to the delegates under Section 5.1 shall be presented to the delegates for adoption at the Annual Meeting.

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

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

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

Reports. The President, the First Vice President, the Treasurer, and the EVP/CEO may present oral reports.

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

Minutes. The Secretary shall ensure that an official record is made and maintained of the actions of the delegates at the annual meeting.

### 5.3 OTHER BUSINESS

Nominating Speeches. Candidates for each office or At-large Director will be invited to make a speech before the delegates. The speech shall be verbal only; media assistance (such as videotape, slides, music, etc.) is prohibited.

Caucuses. Prior to the opening of the polls, there shall be three (3) official caucuses at the annual meeting, at which each candidate shall have an equal opportunity to appear and respond to questions from the delegates.

#### Balloting Procedures.

Ballots. If there are two (2) or more nominees for an office, the name of each nominee shall be placed by the Secretary before the delegates for voting.

Polls. The polls shall remain open for not less than four (4) hours for the primary elections and for up to four (4) hours in the event of a run-off election. The time of opening and closing of the polls shall be published in the notice of the annual meeting.

Number of Votes Required. Where one (1) office (including at-large Directorships) will be filled by more than one (1) person chosen from several nominees, delegates must vote for the stated number of candidates.

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

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

Preservation of Vote Tabulations. The original vote tabulations shall be retained at AIA headquarters for one (1) year.

Primary Election Procedures. If there are more than two (2) nominees for the office of First Vice President, Secretary, or Treasurer, a primary election will be held.

Election as a Result of Primary Vote. Should a nominee receive a majority of the votes cast in a primary election, that candidate shall be declared elected to that office.

Majority Vote Required. If none of the nominees receives a majority of the votes cast, the names of the two (2) nominees receiving the highest number of votes cast shall appear on the run-off election balloting..

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

#### 5.4 DELEGATES

Notice of Number of Delegates and Votes Authorized. Forty (40) days prior to the date fixed for the annual meeting, the Secretary shall have sent to each component a notice of the number of member delegates that may be elected by each component and the aggregate number of votes that the member delegates from each component may cast.

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

State Delegates. Each state component is entitled to a state delegate, in accordance with Section 5.212 of the Bylaws.

#### Accreditation and Registration of Delegates

Presentation of Credentials. Member delegates and state delegates to the annual meeting must present their credentials to the Credentials Committee or its designee; the Credentials Committee or its designee shall have available the records necessary to establish membership and good standing.

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

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

Term of Service for Delegates. All rights, powers, and privileges of delegates and delegates-at-large shall terminate upon adjournment of the annual meeting.

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

## 5.5 VOTING

Voting at the annual meeting shall be by electronic voting, or as otherwise prescribed in the Bylaws. Voting by secret ballot shall take place only if required by the Bylaws or these Rules.

## CHAPTER 6

### DIRECTORS AND OFFICERS

#### 6.0 AT-LARGE DIRECTORS

The selection of At-large Directors by the delegates at the annual meeting in accordance with Chapter 6 of the Bylaws shall be conducted in the manner shown in Chapter 5.

#### 6.1 ASSOCIATE DIRECTOR

Associate members shall be represented on the Board by a Director,. The AIA shall solicit nominations and select one (1) nominee to serve as the Associate Director. The Associate Director shall take office upon the adjournment of the last Board meeting of the year and shall serve a one-year term or until a successor Associate Director has been selected. Nothing in this section shall preclude an Associate member from becoming a Director under another category (such as At-large Director) to the extent permitted by the Bylaws, or from achieving licensure during their term as Associate Director.

#### 6.2 STUDENT DIRECTOR

The President of the American Institute of Architecture Students shall serve as the Student Director. The Student Director shall take office upon the adjournment of the last Board meeting of the year and shall serve a one-year term or until a successor Student Director has been selected. Nothing in this section shall preclude a student from becoming a Director under another category (such as At-large Director) to the extent permitted by the Bylaws.

#### 6.3 CACE DIRECTOR

The immediate past President of the Council of Architectural Component Executives (CACE) shall serve as the CACE Director. The CACE Director shall take office upon the adjournment of the last Board meeting of the year and shall serve a one-year term or until a successor CACE Director has been selected. Nothing in this section shall preclude a member of CACE from becoming a Director under another category (such as At-large Director) to the extent permitted by the Bylaws.

#### 6.4 NOMINATION AND CERTIFICATION OF OFFICERS AND OF AT-LARGE DIRECTORS SELECTED BY THE DELEGATES AT THE ANNUAL MEETING

Notice to Membership. In December, the Secretary shall ensure that the membership is notified that nominations are open for national offices. Such notification shall include the deadline for submittal of nominations.

Declaration of Candidacy. Any Architect member in good standing may declare candidacy for national office as an elected AIA officer. Any individual eligible under the Bylaws for selection as an At-large Director by the delegates at the annual meeting may declare candidacy for that office. A member or other individual becomes a candidate, and therefore subject to the campaign rules stated in Section 6.4, by announcing candidacy at the last Board meeting of the year, by publicly declaring themselves as such at any meeting comprised largely of AIA members or on social media, or by notifying the Secretary in writing, indicating the office sought.

Secretary's Response to Declarations of Candidacy. The Secretary shall send to each declared candidate a copy of the campaign rules and procedures. To be certified to stand for election:

Each declared candidate who is a member must sign and return to the Secretary a statement agreeing to abide by the rules and a declaration that neither the candidate individually nor any firm of which the candidate is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

Each declared candidate who is not a member must sign and return to the Secretary a statement agreeing to abide by the rules and a declaration that neither the candidate individually nor any firm of which the candidate is an owner or manager employs unpaid intern architect , including working students (as defined in Section 11.0), except to the degree permitted by applicable labor and employment laws in the jurisdiction in which the candidate employs such individuals.

If the Secretary determines that a declared candidate would be ineligible for election, the Secretary shall so inform the declared candidate and the Board, and the candidacy will not be permitted to go forward for certification.

Publication of Declared Candidates. Beginning in January, the Secretary shall publish a list of the names and component affiliations of declared candidates for office.

#### Nomination by Petition

Nominating Petitions Supporting Declared Candidates. Declared candidates can be certified to stand for election only if written nominating petitions supporting their candidacy are received by the Secretary not less than sixty (60) days prior to the commencement of the annual meeting or meeting at which the elections are to take place.

Format. Only one (1) individual may be nominated on any petition, and the petition shall contain only: the name of the nominee; the office being sought; the signatures of the nominators; and a printed or typed list of the names and membership numbers of the nominators whose signatures appear on the petition.

Number of Petitions Required. In order for a candidate to be certified, valid nominating petitions from three (3) different components must be submitted for that candidate. A candidate may solicit for signatures on petitions only from five (5) components. Persons or organizations other than the candidate may solicit petition signatures, provided no more than five (5) components are solicited.

Validity of Petitions. To be valid, a petition must be signed by at least six (6) members of a single component. Only the signatures of Architect or Associate members, in good standing, including Members Emeritus, are valid. Associate members may not count for more than one-third (1/3) of the required signatures on any single petition. A member may sign petitions for more than one (1) candidate for the same office or for different offices.

Support of Candidates' Components. A candidate shall also obtain a letter or other evidence of support from the candidate's local or state component or as applicable, the International Component.

Certification of Candidates. The Secretary or designee shall establish the validity of all declared nominations by verifying each candidate's declaration and signature of agreement to abide by the campaign rules and the validity of the nominating petitions. When the Secretary or designee has confirmed the petition signers are qualified and compliance with all relevant provisions of the Bylaws and these Rules, the Secretary or designee shall certify the candidate's nomination and notify the membership and the candidate. Candidates nominated by a Nominating Committee who are otherwise eligible to be a candidate for office under the Bylaws and these Rules and who agree to serve if elected are automatically certified.

#### Rights of Certified Candidates

Attendance at Meetings. At the invitation of the President, declared candidates may attend national programs and Board meetings prior to the annual meeting, and, upon becoming certified, shall be reimbursed their individual expenses, on the same basis as Board members and in accordance with AIA policy.

At the discretion of the President, each certified candidate may receive an outline of meeting materials to facilitate their attendance.

Materials Provided to Certified Candidates. Upon certification, each candidate shall receive the names, telephone numbers, and e-mail addresses for component presidents, component presidents-elect, and members of the Council of Architectural Component Executives (CACE), as a mergeable/sortable electronic database.

There shall be no restriction on the number of e-mail or other electronic communications by candidates to component presidents, component presidents-elect, or members of CACE.

Publicity for Certified Candidates. At least thirty (30) days prior to the annual meeting, each certified candidate's photograph, biography, and statement of philosophy shall be published. The Secretary shall set requirements of length and format that are uniform for all candidates and may edit material that does not conform to meet space requirements. AIA may publish such other campaign information as may be newsworthy provided that candidates for the same office receive equivalent coverage. The Official Delegate Information Booklet shall contain such candidate information as the Secretary directs. The AIA shall not distribute any other information about candidates except as specifically provided herein.

Nomination at the Annual Meeting. An accredited delegate may make a nomination for any office from the floor of the annual meeting. The nomination shall be valid provided that 1) the nominated individual is otherwise eligible under the Bylaws and these Rules to be a candidate; and 2) the nomination is seconded in writing by at least six (6) delegates from each of three (3) different chapters. Only the signatures of Architect and Associate members in good standing are valid, and Associate members may not count for more than one-third (1/3) of the required signatures on a single petition. The nomination must also include a letter or other evidence of support from the candidate's local or state component, or as applicable, the International Component.

## 6.5 GENERAL CAMPAIGN PROCEDURES AND RULES

Each candidate shall follow the procedures set forth in these Rules for campaigning.

Candidate Appearances. Except as directed by the President and approved by the Secretary or otherwise permitted under these Rules, candidates who are members shall not make candidate appearances outside their own states or as applicable, the International Component, and non-member candidates may not make candidate appearances outside the states in which they reside. A candidate may accept other speaking engagements provided the candidate is not introduced as a candidate at such engagements and engages in no campaign-related activities in conjunction with such engagements.

Criteria for Candidate Appearances. In determining whether to approve candidates' appearances outside their own states or as applicable, the International Component, the Secretary may consider all relevant factors, including the following:

If a component or other AIA body takes the initiative to invite candidates to appear before it even if one or more of the candidates are not from the state or, as applicable, the International Component where the appearance will take place, candidates may be permitted to make such appearances provided each candidate for the same office is invited and able to attend. This general approval applies whether the appearance is in person or conducted virtually/remotely.

Candidates must demonstrate good cause for the Secretary to approve an appearance by the candidate in a state other than the candidate's own state, or as applicable, the International Component.

Electronic Media. Candidates are permitted to create and maintain, at their own expense, Internet addresses and social media accounts in support of their candidacy.

National Programs and Annual Meeting Campaign Procedures.

Candidate Attendance at Business Meetings. At national programs and at the annual meeting, each candidate may attend business meetings sponsored by that candidate's state, or as applicable, the International Component. A candidate may also attend any business meetings sponsored by other states or as applicable, the International Component, if invited.

Candidate Roles at Grassroots and the Conference on Architecture. Except as approved by the Secretary, no candidate shall serve as a speaker, presenter, or moderator or in any similar role at Grassroots or the Conference on Architecture. Nothing herein shall be construed, however, as precluding candidates from fulfilling duties inherent in their roles as AIA officers or directors .

Campaign Literature. Neither candidates nor their supporters shall display or distribute campaign literature, buttons, or other collateral at Grassroots or the Conference on Architecture.

Parties for Candidates. Parties in support of a candidate are not permitted at Grassroots or the Conference on Architecture.

Candidate Presence in Voting Area. Candidates and their supporters may be present in the voting area during the Conference on Architecture only to vote and shall leave the polling area promptly after voting.

Meetings and Social Functions. Except as otherwise provided, a candidate may accept an invitation to attend or participate in any capacity at any event at Grassroots and the Conference on Architecture. The Secretary, however, shall have the authority to set conditions on candidate participation in such events to the degree appropriate to ensure equitable fairness to each affected candidate.

Campaign Violations. A violation of the campaign rules and procedures shall be brought to the attention of the Secretary. The Secretary shall notify candidates when violations are reported. Upon notification, failure to abide by the rules will result in automatic disqualification of a candidate.

## 6.6 DUTIES OF THE OFFICERS

### Duty of the President.

Limits. No action or pronouncement of the President or the President's delegate shall obligate or commit the AIA except as provided in the Bylaws, these Rules, or as specifically authorized by the Board.

Signature. The President shall sign agreements of affiliation, certificates of membership, certificates of honor, and other documents and instruments relating to the duties of the President as required by law, the Bylaws, or these Rules.

Actions Performed in an Individual Capacity. Nothing herein shall restrict the President from speaking or acting in the capacity of an individual architect or AIA member, provided that qualification is specifically stated.

Declaration Requirement for Presidential Appointments. Persons appointed by the President must sign a declaration that neither the person individually nor any firm of which the person is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

Responsibilities with Respect to the Board. The President shall design the agenda for each Board meeting, and ensure Board deliberations are timely, fair, and thorough, but also efficient, focused, and limited in time. The President shall also ensure Board meeting discussions do not delve into matters for which the EVP/CEO is responsible.

Authority. The President shall serve as chair at meetings of the Board and may exercise the authority and responsibilities attendant with such position. The President may speak for the Board to outside parties concerning Board-stated positions consistent with any parameters or limitations set forth by the Board.

Duty of the First Vice President/President-elect. The First Vice President/President-elect shall serve as chair of Grassroots, the annual component leadership conference .

Duty of the Secretary.

Board Process. The Secretary shall ensure the integrity of Board documents.

Component Charters. Component charters shall be signed by the Secretary after their formation or establishment.

Membership Rolls. The Secretary shall sign all certificates for membership.

Annual Meeting. In collaboration with and at the direction of the President, the Secretary shall have general charge and supervision of all voting processes related to the annual meeting.

Duty of the Treasurer. The Treasurer performs duties in connection with AIA financial policies as required by the Board. Duties of the Treasurer neither lessen nor add to the accountability of the EVP/CEO to Board policies on financial condition and financial planning as stated in Chapter 12.

## 6.7 THE BOARD OF DIRECTORS

### Meetings of the Board.

Time and Location. There shall be regular meetings of the Board, at such times and locations as are necessary for the conducting of AIA business.

Notice of Board Meetings. The Secretary shall ensure that notice of all meetings, stating the time, place and, if a special meeting, the purpose, is provided to each member of the Board not less than fourteen (14) days before the meeting date. Unless an item of business was identified as a purpose of a special meeting in the required notice to the Board, it may be introduced at that meeting only with the consent of the meeting's presiding officer.

Meeting Agenda and Minutes. The President, Secretary, and EVP/CEO shall prepare the agenda and minutes for meetings of the Board.

### Minutes of Board Meetings.

Contents of Minutes. The Secretary shall keep written minutes of each meeting of the Board, showing members of the Board in attendance and the actions taken. At the discretion of the Board or the Secretary, reports and other documents considered at a meeting may be included in the minutes of the meeting.

Minority Reports and Dissensions. A minority report may be included in the minutes of the Board meeting or otherwise made available to the membership on any questions on which action is taken by the Board, provided that twenty (20) percent of the Board has requested that such a minority report be issued; any member of the Board may request that the Board member's dissenting vote, and the reasons therefore, be recorded in the minutes.

Approval of Minutes. The minutes of each meeting shall be reviewed by the President, Secretary, and EVP/ CEO, approved by the Board at its next regular meeting, and thereafter signed by the Secretary.

Minutes of Executive Session. The Secretary shall keep written minutes of matters discussed and acted upon by the Board in executive session, which shall be privileged and confidential. Those minutes shall be kept in the personal possession of the Secretary for three (3) years and then, unless a review by the Secretary dictates retention, destroyed.

Distribution and Posting of Minutes. The Board shall receive complete minutes of each meeting. Approved minutes of each meeting shall be reasonably available to members wishing to see them, after the meeting date at which they were approved.

Directors' Roles. Directors, whose actions support and promote the mission, vision, strategic plan, and policies of the AIA, will:

Work closely with and monitor the Finance and Audit Committee in discharging their fiduciary responsibilities to AIA and its members for sound financial management.

Attend all meetings of the Board, be well prepared, and participate fully.

Serve as a link with AIA's various constituencies by regularly corresponding with the members to seek input on issues and communicate Board actions.

Take up management issues only through the Board acting as a whole.

Advance the overall interests of AIA and its members, and not subordinate those interests to the narrower interests of a specific constituency.

Keep all Board deliberations (as contrasted to actions) confidential.

Accept and support Board decisions once decisions have been made.

Seek to identify and nurture diverse leadership at all levels of AIA in cooperation with the Strategic Council and promote capable leaders for important roles.

Be knowledgeable about the governance principles and documents that guide the operation of the Board.

The Secretary is authorized to issue more detailed specifications on the roles and responsibilities of directors from time to time. Such specifications shall be subject to approval by the Board.

Board Members' Code of Conduct. The Board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

Board members must represent unconflicted loyalty to the interests of the members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.

Board members must avoid any conflict of interest with respect to their fiduciary responsibility.

Self-dealing or any conduct of private business or personal services between any Board member and AIA is prohibited.

Board members are ineligible for employment by the AIA. If a Board member's family member or close associate seeks to become a candidate for an AIA staff position, the Board member must disclose such fact to the President and the EVP/CEO and may not attempt to influence the hiring decision or otherwise inquire, discuss, or seek access to any information regarding such hiring process.

Should a Board member be considered for employment by AIA, that member must temporarily withdraw from Board deliberation, voting and access to applicable Board information that may have a material bearing on: (a) whether the member receives such employment; or (b) the terms or conditions of such employment; or (c) matters with which the member may be concerned in the event the Board member receives such employment; or (d) any other matter that might create or otherwise reflect a conflict of interest for the member in the context of circumstances described in this paragraph. Should a Board member accept employment with AIA, the member will immediately resign from the Board.

Board members may not attempt to exercise individual authority over the organization. Board members must acknowledge and recognize that only the Board as a whole exercises authority over the AIA and the EVP/CEO . Individual Board members or groups of Board members have no such authority. Board members will refrain from making any statements in their official capacity not otherwise approved by the Board. which pertain to the EVP/CEO's performance or that of any AIA staff members.

Only the President and EVP/CEO may speak on the AIA's behalf. At the President's discretion, Board members may communicate to the public, the press, and other entities the values and perspectives of the AIA.

## CHAPTER 7

### BOARD COMMITTEES

#### 7.0 BOARD COMMITTEE PRINCIPLES

Because governance is the responsibility of the whole Board, the use of committees to assist the Board in doing its job will be infrequent and the role of such committees is limited; the committee work shall align with the AIA Strategic Plan, mission, vision, values, and organizational priorities. The following are principles for Board committees (including task forces and task groups):

Board committees shall not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the EVP/CEO in Chapter 12.

Through engagement with colleague networks and partners such as identity-based groups, management will work collaboratively with the President to identify diverse slates of prospective committee members.

Board committees will assist the Board by offering policy alternatives and implications for Board deliberation.

Board committees shall not exercise authority over staff.

#### 7.1 FINANCE AND AUDIT COMMITTEE

Responsibilities. The purpose of the Finance and Audit Committee is to:

Select a public accounting firm to conduct an annual audit of AIA financial books and records, receive the audit report, and take a position relative to recommendations.

Receive reports of fraud or financial misconduct from any source.

Evaluate the existing fiscal program's effect on long term financial strategic planning and, if necessary, make recommendations to the Board for changes that will ensure the fiscal well-being of the AIA.

Assist the Treasurer in reporting responsibilities.

Review the development of the annual budget and monitor AIA's performance against the approved budget.

Collaborate with the Board and management to assess the financial implications of new concepts, of alternative financing opportunities, and of such other finance-related matters as may be appropriate.

Review and monitor compliance with the AIA reserves and investment policies; recommend changes to the Board as may be appropriate.

Composition. With the advice of management, the Finance and Audit Committee shall be appointed annually by the President and ratified by the Board.

The Committee shall be composed of the Treasurer and a minimum of four (4) Board and/or Strategic Council members, at least one (1) of whom is an Architect member who has been licensed less than ten (10) years, and/or an Associate member.

The Treasurer shall be the chair of the committee.

Board members shall constitute a majority of the committee's members.

To support continuity and overall effectiveness, and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members shall be concurrent with their full terms as Board or Strategic Council members.

The President is encouraged to appoint one (1) member with expertise in financial matters, to a one-year term that may be renewed up to three (3) years. This individual need not be a member of the Board, Strategic Council, or AIA.

## 7.2 GOVERNMENT ADVOCACY COMMITTEE.

Responsibilities. The purpose of the Government Advocacy Committee is to:

Advise and provide guidance to the Board on federal advocacy and public policy matters, with respect to legislative and regulatory issues.

Advise and provide guidance to the Board as needed, with respect to state government advocacy in consultation and coordination with components.

Oversee any changes to Public Policies and Position Statements and make recommendations to the Board for approval as defined in these Rules.

Composition. With the advice of management, the President shall annually appoint the members of the Government Advocacy Committee.

The President shall appoint the chair of the committee.

Subject to the President's discretion, the Government Advocacy Committee shall be composed of ten (10) to twelve (12) members, to include at least one (1) Board member, at least one (1) Strategic Council member, and such other individuals representing AIA stakeholder groups as the President may deem appropriate. At least one (1) member shall be an Architect member who has been licensed less than ten (10) years, and/or an Associate member.

To support continuity and overall effectiveness, and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members shall be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

### 7.3 PUBLIC AWARENESS COMMITTEE

Responsibilities. The purpose of the Public Awareness Committee is to advise and provide guidance to the Board on public awareness initiatives, the AIA public awareness campaign web site, AIA social media platforms, and other matters related to elevating public awareness.

Composition. With the advice of management, the President shall annually appoint the members of the Public Awareness Committee.

The President shall appoint the chair of the committee.

Subject to the President's discretion, the Public Awareness Committee shall be composed of eight (8) to ten (10) members. These will include at least one (1) Board member, at least one (1) Strategic Council member, at least one (1) component executive, and at least one (1) Architect member who has been licensed less than ten (10) years, and/or an Associate member, with an interest in marketing/communications and public awareness, and such other individuals as the President may deem appropriate.

To support continuity and overall effectiveness, and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members will be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

### 7.4 KNOWLEDGE COMMITTEE

Responsibilities. The purpose of the Knowledge Committee is to provide advice and guidance to the Board on initiatives bearing on the creation, collection, validation, dissemination, and other management of knowledge affecting AIA's members and knowledge constituents.

Composition. With the advice of management, the President shall annually appoint the members of the Knowledge Committee.

The President shall appoint the chair of the committee.

Subject to the President's discretion, the Knowledge Committee shall be composed of nine (9) to twelve (12) members. These will include at least one (1) Board member, at least one (1) Strategic Council member, at least two (2) members selected from the Knowledge Communities, and such other individuals as the President may deem appropriate, including persons involved in the Conference on Architecture, research, and continuing education efforts. At least one (1) member

shall be an Architect member who has been licensed less than ten (10) years, and/or an Associate member.

To support continuity and overall effectiveness and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members will be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

## 7.5 EQUITY AND THE FUTURE OF ARCHITECTURE COMMITTEE

Responsibilities. The purpose of the Equity and the Future of Architecture Committee is to advise the Board on: issues bearing on equity, diversity, inclusion, and belonging within AIA and the profession; the AIA's and the profession's ability to engage and represent the communities AIA members serve and society at large; and issues affecting the future of the profession.

Composition. With the advice of management, the President shall annually appoint the members of the Equity and the Future of Architecture Committee.

The President shall appoint the chair of the committee.

Subject to the President's discretion, the Equity and the Future of Architecture Committee shall be composed of nine (9) to twelve (12) members. These will include at least one (1) Board member, at least one (1) Strategic Council member, one (1) member of the National Organization of Minority Architects, and such other individuals as the President may deem appropriate, including subject matter experts who need not be AIA members. At least one (1) member shall be an Architect member who has been licensed less than ten (10) years, and/or an Associate member.

To support continuity and overall effectiveness of the committee, the terms of the appointed Board and Strategic Council members will be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

## 7.6 COMMITTEE ON CLIMATE ACTION AND DESIGN EXCELLENCE.

Responsibilities. The purpose of the committee is to:

Advise and provide guidance to the Board on a range of issues to support transformation of the day-to-day practice of architects to achieve a zero-carbon, equitable, resilient, and healthy built environment as defined in the Framework for Design Excellence.

Provide advice on program prioritization with related committees.

Provide expertise and influence to align and use external messaging to leverage support of peers, clients, policy makers, and the public at large.

Composition. With the advice of management, the President shall annually appoint the members of the Committee on Climate Action and Design Excellence.

The President shall appoint the chair of the committee.

Subject to the President's discretion, the Committee on Climate Action and Design Excellence shall be composed of nine (9) to twelve (12) members. These will include at least one (1) Board member, at least one (1) Strategic Council member, and such subject matter experts and other individuals as the President may deem appropriate. At least one (1) member shall be an Architect member who has been licensed less than ten (10) years, and/or an Associate member with expertise in equity, health, resilience, and/or zero-carbon drivers or solutions. These individuals need not be members of the Board, Strategic Council, or AIA.

To support continuity and overall effectiveness, and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members will be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

## 7.7 SECRETARY'S ADVISORY COMMITTEE

Responsibilities. The purpose of the Secretary's Committee is to:

Annually review the Bylaws and make recommendations to the Board for revision when appropriate.

Annually review these Rules and periodically make recommendations to the Board for amendment as outlined in Chapter 10.

Assist the Secretary in oversight of the Honors and Awards programs as outlined in Chapter 11.

Provide guidance to the Secretary as needed.

Composition.

The Secretary shall be the chair of the committee.

Subject to the President's discretion, the Secretary's Advisory Committee shall be composed of eight (8) to ten (10) members. These will include at least one (1) Board member, in addition to the Secretary, at least one (1) Strategic Council member, and such other individuals as the Secretary may deem appropriate. At least one (1)

member shall be an Architect member who has been licensed less than ten (10) years, and/or an Associate member.

To support continuity and overall effectiveness, and to the degree possible and desirable, the terms of the appointed Board and Strategic Council members will be concurrent with their full terms as Board or Strategic Council members.

Terms of the remaining members shall be one (1) year, with the option for reappointment up to two (2) additional years, at the President's discretion.

## 7.8 CANDIDATE DEVELOPMENT COMMITTEE

Responsibilities. The Candidate Development Committee is responsible for the coordination and advancement of diverse, qualified candidates each year for open positions on the national Board of Directors and the Strategic Council. Other duties may be assigned by the President.

Composition. The composition of the Candidate Development Committee shall explicitly reflect a diverse set of AIA constituency groups. It shall be composed of eight (8) to ten (10) AIA members, with a wide range of visible and invisible personal and group characteristics, backgrounds, experiences, and preferences.

The AIA Secretary shall serve in an ex officio capacity.

To support continuity and overall effectiveness of the committee, members shall serve staggered three (3)-year terms.

The chair, and all committee members, shall be appointed annually by the President.

## CHAPTER 8

### PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

#### 8.0 ASSISTANCE TO COMPONENTS

The AIA may provide administrative assistance and/or limited financial assistance based on established criteria during periods of financial crisis. Such criteria shall be developed by the Finance and Audit Committee and shall be subject to approval by the Board.

## CHAPTER 9

### CODE OF ETHICS AND PROFESSIONAL CONDUCT

#### 9.0 PROCEDURES FOR REVIEW BY THE BOARD OF DIRECTORS

##### Notice of Intent to Appeal from a Decision of the National Ethics Council.

Notice of Appeal. A Respondent desiring to appeal from a Decision of the National Ethics Council shall, within fifteen (15) days of receipt of the Decision, file a Notice of Appeal with the Secretary.

Appeals in Termination Cases. All Decisions of the National Ethics Council to terminate membership shall be reviewed by the Board on a schedule determined by the Secretary. A Decision to terminate membership shall be considered by the Board as an appeal whether or not requested by the Respondent. No termination of membership for violation of the Code of Ethics shall take effect without approval by the Board.

Notice to Parties. Upon receipt of a Notice of Appeal, the Secretary shall inform the other party and the Chair of the National Ethics Council.

##### Appeals by Respondents.

Filing of Statements. On a schedule and in a manner set by the Secretary, a Respondent who has filed a Notice of Appeal or is otherwise before the Board on appeal shall file a statement stating the reasons the Decision of the National Ethics Council should be rejected or modified. The Complainant shall be afforded an opportunity to respond before the Board considers the Appeal. The Board may, in its discretion, allow the parties an opportunity to appear either in person or by conference call.

##### Board Consideration of an Appeal.

Schedule. The Board shall, at its earliest convenience, consider any Appeal, affording the parties an opportunity to appear if in its judgment the interests of justice require.

Board Action. In disposing of any Appeal, the Board may take one of the following actions: (1) approve the Decision of the National Ethics Council and the penalty imposed; (2) approve the Decision but reduce the penalty; (3) dismiss the Complaint, but only if the Decision is arbitrary or unsupported by the evidence in the record taken as a whole; or (4) return the matter to the National Ethics Council for further proceedings. The action of the Board disposing of any Appeal shall be in writing, and the Secretary shall be charged with putting the Decision into effect.

Finality. Decisions of the Board on appeal shall be final. No further appeal is allowed.

Withdrawal of Board Members.

Notice to Secretary. Any Board members who believe that they should not participate in the Board's consideration of a case shall so notify the Secretary, and thereafter withdraw from any Board proceedings in the case.

Challenge by Parties. Either party may challenge the participation of any Board member on the basis of bias, prejudice, or conflict of interest. Prior to the Board's consideration of the case, the Board shall rule on all such challenges.

## CHAPTER 10

### AMENDMENTS AND INTERPRETATIONS OF GOVERNING DOCUMENTS

#### 10.0 BYLAWS

Review of Bylaws Amendments. The Board shall not take action on Bylaws amendments without prior review and recommendation by the Secretary.

Interpretation of Bylaws. Subject to the approval of the Board, the Secretary shall be the interpreter of the Bylaws.

#### 10.1 RULES OF THE BOARD

Interpretation of the Rules of the Board. These Rules of the Board shall be as binding as if contained in the Bylaws. Subject to the approval of the Board, the Secretary shall be the interpreter of the Rules of the Board.

Waiver of the Rules of the Board. Any of the Rules of the Board may be waived by the affirmative vote of not less than three-fourths (3/4) of the voting membership of the Board.

Amending the Rules of the Board. These Rules of the Board are established and adopted to supplement the Bylaws and shall continue in full force and effect until amended, suspended, or superseded by two-thirds (2/3) of the voting membership of the Board.

Notice and Vote Required. The Rules of the Board may be amended at any meeting of the Board by the vote of two-thirds (2/3) of the voting membership of the Board, provided that the Secretary has sent to each member of the Board, notice of the proposed amendment as part of the proposed agenda of the meeting at which it is to be voted upon.

Waiver of Notice of Amendment. Notice of a proposed amendment of the Rules of the Board may be waived at any regular meeting of the Board following the affirmative vote of not less than three-fourths (3/4) of the voting membership of the Board.

Language Incorporating Amendments. The Board may instruct the Secretary to develop specific language to amend the Rules of the Board in accordance with a Board directive or action. These amendments shall be reported to the Board at its next regular meeting.

Editing the Rules of the Board. From time to time and without further action of the Board or AIA, the Secretary may edit for accuracy and clarity, rearrange, retitle, or renumber these Rules (including deletion of repetitive, inconsistent, and obsolete sections) as necessary for proper reference.

## 10.2 PARLIAMENTARY PROCEDURE

Applicable Rules. Unless otherwise suspended by the vote of the Board, or contravened by these Rules or the Bylaws, the rules contained in *Robert's Rules of Order, Newly Revised* shall govern the procedures in meetings of the Board . Unless otherwise suspended by the vote of the delegates at the annual meeting, or contravened by these Rules or the Bylaws, the rules contained in *Robert's Rules of Order, Newly Revised* shall govern the procedures at the annual meeting.

## CHAPTER 11

### HONORS, AWARDS, AND MEDALS

#### 11.0 GENERAL PROVISIONS

Approval. Modifications to existing or proposals of new awards, citations, certificates, honors, or other recognition of individuals or organizations, by the AIA, any AIA body, or any individual acting on behalf of the AIA, shall be specifically authorized by the Secretary (in consultation with management and staff) and ratified by the Board. The terms and conditions stated here do not apply to AIA components or to the Council of Architectural Component Executives.

This applies to all AIA awards, including those sponsored by AIA Knowledge Communities or other AIA committees.

President's Discretion. Except as noted above, the President and/or the EVP/CEO shall have the discretion to issue citations to individuals and organizations meriting special recognition.

Composition. The AIA champions a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future. The composition of all honors and awards juries should reflect the diversity of the global society and communities that we serve, with a wide range of visible and invisible personal and group characteristics, backgrounds, experiences, and preferences.

AIA juries shall include at least one (1) Architect member who has been licensed less than ten (10) years.

Members appointed to AIA juries must be in good standing; that is, have paid all required dues and have met the Continuing Education requirement outlined in Chapter 2.

Neither AIA nor AIA component staff may campaign on behalf of, nor nominate, sponsor, or serve as a reference for, candidates of any AIA Honors or Awards described in these Rules.

Definition and Interpretation of the Term “Working Students”. As used in the Rules of the Board, the term “working students” shall not include any individual satisfying the following conditions: (a) the individual is enrolled in a regular course of study calculated to lead to the award of a degree in architecture or other design-related discipline from an accredited educational institution; and (b) the individual is undertaking the unpaid internship for academic credit; and (c) the educational institution specifies that, in order to receive such academic credit, the individual is permitted to receive no (or only nominal) compensation in connection with the internship; and (d) such arrangement is consistent with the applicable laws and regulations of the jurisdiction (whether federal, state or other) governing the arrangement. The employment of such an individual shall not be grounds for preventing any person from executing any declaration referenced in these Rules of the Board.

Changes in Honors and Awards Rules. Changes in the Rules of this Chapter 11 may be made only at a meeting prior to the meeting at which the change is to take effect.

Communications. Except as otherwise expressly provided in these Rules, when nominations have been submitted for any AIA award specified neither a nominee, the nominee’s sponsors, and supporters, nor other third parties may communicate with members of the jury, Board, or the Strategic Council in a manner that might influence the selection of recipients of any of the awards specified in this Chapter 11. Moreover, no person shall display or distribute literature, buttons, cards, clothing, or other paraphernalia or items that might influence the selection of the recipients of such awards.

## 11.1 THE GOLD MEDAL

The Gold Medal is the highest honor that the AIA can bestow on individuals. It is conferred by the Board and the Strategic Council in recognition of a significant body of work of lasting influence on the theory and practice of architecture.

The award may be conferred on either an individual or two individuals working together, but only if their collaborative efforts over time are recognized as having created a singular body of distinguished architectural work.

No more than one Gold Medal May be conferred in any year.

Eligibility. A recipient may be either living or dead and need not necessarily be an American or an architect.

While serving on the Board or the Strategic Council, Board and Strategic Council members and current principals or employees of their firms are ineligible to be nominated for this award.

Members who have been found to have violated the Code of Ethics and Professional Conduct and upon whom the penalties of either Censure or Suspension were imposed are ineligible to be nominated for this award. Individuals whose membership was terminated due to a violation of the Code of Ethics and Professional Conduct are ineligible to be nominated for this award.

Nominees. Throughout this section, the term “nominee” (when used with respect to the Gold Medal) shall refer to any individual or any group of individuals nominated for the Gold Medal.

Declaration Requirements. Nominees for this award or their nominators must sign a declaration that neither the nominee individually nor any firm of which the nominee is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0.)

Status. A living winner of the Gold Medal shall be automatically elevated to Fellowship, Honorary Membership, or Honorary Fellowship in the AIA, as eligible.

## 11.2 ARCHITECTURE FIRM AWARD

The Architecture Firm Award is the highest honor that AIA can bestow on an architectural firm for consistently producing distinguished architecture.

No more than one such award shall be made in any year.

Eligibility. Any firm or successor firms, whether an individual or an organization of architects, in which the continuing collaboration among individuals of the firm has been the principal force in consistently producing distinguished architecture for a period of at least ten (10) years is eligible to receive the Architecture Firm Award. The primary office of the nominated firm must be based in the United States. While serving on the Board or the Strategic Council, Board and Strategic Council members and their firms are ineligible to be nominated for this award.

Members who have been found to have violated the Code of Ethics and Professional Conduct and upon whom the penalties of either Censure or Suspension were imposed are ineligible to be nominated for this award. Individuals whose membership was terminated due to a violation of the Code of Ethics and Professional Conduct are ineligible to be nominated for this award.

Declaration Requirements. Nominees for this award or their nominators must sign a declaration that neither the nominee individually nor any firm of which the nominee is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

## 11.3 GOLD MEDAL AND ARCHITECTURE FIRM AWARD SELECTION PROCESS

Nominations. Any component, Knowledge Community, or AIA member may make nominations for the Gold Medal and Architecture Firm Award.

Each finalist who is not selected in any given year shall, subject to that individual’s approval, be re-nominated and included in the initial selection pool in the succeeding year, and in that event shall be subject to the same procedures as other nominees in that succeeding year.

The AIA shall set the schedule and requirements for the submission of nominations to be considered by the Advisory Jury as described below.

Advisory Jury. There shall be an Advisory Jury to assist the Board and the Strategic Council in the selection of Gold Medal and Architecture Firm Award candidates.

Composition. The Advisory Jury shall be recommended by the Secretary and approved by the President and consist of the following persons: one member of the Board, one member of the Strategic Council, and others as recommended by the Secretary and approved by the President. The jurors shall serve as follows:

The members of the Board and of the Strategic Council serving as jurors, shall serve two-year, staggered terms.

Of the members of the Board and of the Strategic Council serving as jurors at any given time, the individual with the longer tenure on the Advisory Jury shall serve as Chair of the Advisory Jury.

Each other juror shall serve two-year, staggered terms.

Duties. The Advisory Jury shall assist the Board and the Strategic Council in the selection process for the Gold Medal and Architecture Firm Award as indicated in these Rules and as otherwise directed by the Secretary.

Selection by Advisory Jury. The Advisory Jury shall select from among the properly submitted nominations no more than three (3) nominees for each award. The names of the nominees shall be promptly communicated to the Board and the Strategic Council. In the event the Advisory Jury receives fewer than three (3) nominations for either award, it will automatically forward each nominee for that award to the Board and the Strategic Council for consideration.

Information to the Board and the Strategic Council. Written background on each nominee shall be sent with the meeting agenda to the Board and the Strategic Council.

Presentations to the Board and the Strategic Council. An individual AIA member-presenter for each nominee may make a presentation not longer than twelve (12) minutes and including not more than forty (40) images.

The Secretary will set reasonable criteria for the format and content of any display at the meeting site.

The presenter for a Gold Medal nominee must be an individual who is neither the nominee, nor a principal nor an employee of the nominee's firm, and the presenter for a Firm Award nominee must be an individual who is neither a principal nor an employee of the nominated firm.

Discussion by the Board and the Strategic Council. Following the presentations referenced in Section 11.3, the Gold Medal and Architecture Firm Award nominations shall be open for discussion by the Board and the Strategic Council.

Except under extraordinary circumstances and for good cause shown, such discussion shall be conducted in executive session.

The presiding officer shall ensure that such discussion is conducted in a manner fair to all nominees and, to the degree appropriate, shall limit participation in the discussion by Board and Strategic Council members who served as members of the Advisory Jury that forwarded the nominations to the Board and the Strategic Council, or who made presentations on behalf of nominations at the meeting.

Selection of Gold Medal and Architecture Firm Award Recipients. The Gold Medal and the Architecture Firm Award shall be awarded by affirmative vote, by secret ballot to determine the single finalist, and then ratified by an affirmative open vote of two-thirds (2/3) of the members of the Board and the Strategic Council present and voting at a joint meeting of the Board and the Strategic Council occurring after September 1 in that year.

Voting Procedure for Selection of Recipients. The following selection procedure shall apply as to the Gold Medal and the Architecture Firm Award:

For each award, Board and Strategic Council members cast a single vote by secret ballot for the nominee of their choice. If a nominee receives two-thirds (2/3) of the votes cast, that nominee is selected as the recipient.

If a nominee is not selected during the first ballot, the two top vote getters shall advance to the next round of balloting. (If the top two vote getters cannot be identified because of a tie vote during the first round of voting, each Board and Strategic Council member shall vote by secret ballot for two of the three nominees, and the top two (2) vote recipients determined in this manner shall advance to the next round of balloting.)

In the next round of voting, each Board and Strategic Council member shall vote by secret ballot for one of the top two vote getters in the initial balloting.

One more ballot is then cast for the nominee who received the most votes in which Board and Strategic Council members vote by open vote, yes or no to confer the award on the nominee. If that nominee does not receive a two-thirds (2/3) majority of the votes cast, the award is not conferred.

#### 11.4 TWENTY-FIVE YEAR AWARD

This award, recognizing architectural design of enduring significance, is conferred on a project that has stood the test of time for at least twenty-five (25) years and no more than thirty-five (35) years. The project must have been designed by an architect licensed in the United States at the time of the project's completion.

Jury. The AIA Honor Awards for Architecture Jury selects the recipient of the Twenty-five Year Award.

Eligibility. Any project designed by an architect licensed in the United States and completed between twenty-five (25) and thirty-five (35) years prior to submission is eligible

for consideration. The award is open to architectural projects of all classifications and may be one building or a related group of buildings forming a single project.

Nominations. Any AIA member, group of members, or component may submit one or more entries in the required form within the established entry-period dates.

Selection. The jury may select one (1) recipient each year.

#### 11.5 EDWARD C. KEMPER AWARD

This award honors Edward C. Kemper, Hon. AIA, who served the AIA as Executive Director from 1914 to 1948. Conferred by the Board and the Strategic Council, this award recognizes a member who has had a significant impact on the profession through exceptional service to the AIA or to an architecture-related organization. It is the highest service award the AIA can confer upon a member.

Eligibility. Nominees for this award or their nominators must sign a declaration that neither the nominee individually nor any firm of which the nominee is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0). Members of the Board, members of the Strategic Council, and past AIA Officers out of office less than three (3) years are not eligible for this Award.

Nominations. Board members, Strategic Council members, components, Knowledge Communities, and any member may make nominations for the Edward C. Kemper Award.

The AIA shall set the schedule and requirements for the submission of nominations to be considered by the AIA Honors for Collaborative and Professional Achievement Jury as described below.

Each finalist who is not selected in any given year shall, subject to that finalist's approval, be re-nominated and included in the initial selection pool in the succeeding year, and in that event shall be subject to the same procedures as other nominees in that succeeding year.

Jury. The AIA Honors for Collaborative and Professional Achievement Jury shall review the nominations and shall submit no more than three (3) qualified nominees for consideration by the Board and the Strategic Council.

Discussion by the Board and the Strategic Council. The Edward C. Kemper Award nominations shall be open for discussion by the Board and the Strategic Council.

Except under extraordinary circumstances and for good cause shown, such discussion shall be conducted in executive session. The presiding officer shall ensure that such discussion is conducted in a manner fair to all nominees and, to the degree appropriate, shall limit participation in the discussion by Board and Strategic Council members who served as members of the jury that forwarded the nominations to the Board and the Strategic Council.

Selection. The Edward C. Kemper Award shall be awarded by affirmative vote, by secret ballot to determine the single finalist, and then ratified by an affirmative open vote of two-thirds (2/3) of the members of the Board and the Strategic Council present and voting at a joint meeting of the Board and the Strategic Council occurring after September 1 in that year.

Voting Procedure for Selection of Recipients. Board and Strategic Council members cast a single vote for the nominee of their choice. A nominee who receives two-thirds (2/3) of the votes cast is selected as the recipient. If no nominee receives a two-thirds (2/3) majority on the first ballot, there is a second ballot in which Board and Strategic Council members vote for one of the top two vote recipients. One more ballot is then cast for the nominee who received the most votes, and in this ballot Board and Strategic Council members vote by open vote, yes or no, whether to confer the award on the nominee. If that nominee does not receive a two-thirds (2/3) majority of the votes cast, the award is not conferred.

Status. A living winner of the Edward C. Kemper Award shall be automatically elevated to Fellowship, Honorary Membership, or Honorary Fellowship in the AIA, as eligible.

#### 11.6 THE WHITNEY M. YOUNG JR. AWARD

This award, in honor of Whitney M. Young Jr. who challenged the architectural profession to assume its professional responsibility to the social issues of today, is conferred on an architect or architecturally oriented organization in recognition of a significant contribution toward meeting this responsibility.

Nominations. Board members, Strategic Council members, components, Knowledge Communities, and any member, may make nominations for the award.

The AIA shall set the schedule and requirements for the submission of nominations to be considered by the AIA Honors for Collaborative and Professional Achievement Jury as described below.

Each finalist who is not selected in any given year shall, subject to that finalist's approval, be re-nominated and included in the initial selection pool in the succeeding year, and in that event shall be subject to the same procedures as other nominees in that succeeding year.

Jury. The AIA Honors for Collaborative and Professional Achievement Jury shall review the nominations and shall submit no more than three (3) qualified nominees for consideration by the Board and Strategic Council.

Eligibility. Nominees for this award or their nominators must sign a declaration that neither the nominee individually nor any firm of which the nominee is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0). Members of the Board, members of the Strategic Council, and past AIA Officers out of office less than three (3) years are not eligible for this Award.

Discussion by the Board and the Strategic Council. The Whitney M. Young Jr. Award nominations shall be open for discussion by the Board and the Strategic Council.

Except under extraordinary circumstances and for good cause shown, such discussion shall be conducted in executive session.

The presiding officer shall ensure that such discussion is conducted in a manner fair to all nominees and, to the degree appropriate, shall limit participation in the discussion by Board and Strategic Council members who served as members of the jury that forwarded the nominations to the Board and the Strategic Council.

Selection. The Whitney M. Young Jr. Award shall be awarded by affirmative vote, by secret ballot to determine the single finalist, and then ratified by an affirmative open vote of two-thirds (2/3) of the members of the Board and the Strategic Council present and voting at the final joint meeting of the Board and the Strategic Council in that year.

Voting Procedure for Selection of Recipients. Board and Strategic Council members cast a single vote for the nominee of their choice. A nominee who receives two-thirds (2/3) of the votes cast is selected as the recipient. If no nominee receives a two-thirds (2/3) majority on the first ballot, there is a second ballot in which Board and Strategic Council members vote for one of the top two vote recipients. One more ballot is then cast for the nominee who received the most votes, and in this ballot Board and Strategic Council members vote by open vote, yes or no, whether to confer the award on the nominee. If that nominee does not receive a two-thirds (2/3) majority of the votes cast, the award is not conferred.

Status. A living recipient of the Whitney M. Young Jr. Award who is an individual (rather than an organization or an individual representative of an organizational recipient) shall be automatically elevated to Fellowship, Honorary Membership, or Honorary Fellowship, as eligible.

## 11.7 AIA HONORS

### General Provisions.

Composition of AIA Honors Program. The AIA Honors program is composed of the AIA Honor Awards for Architecture, AIA Honor Awards for Interior Architecture, AIA Honor Awards for Regional and Urban Design, AIA Honors for Collaborative Achievement, and AIA Honors for Professional Achievement.

Limitation on Terminology. The term "Honor Award" shall be reserved for exclusive use by the AIA National Honors Program.

AIA components shall ensure that is clear that citations, competition programs, and other award programs that are sponsored by those AIA components, are conferred by the component and not by the AIA.

Jury Development Task Force. The Jury Development Task Force shall recommend jurors to serve on all AIA Honors juries.

Composition. The Jury Development Task Force shall be composed of members recommended annually by the Secretary and approved by the President, which shall reflect the composition requirements outlined in Section 11.0.

Members of the Jury Development Task Force shall be appointed annually to serve a one-year term.

Appointment of Juries. The President shall appoint all members of all AIA juries.

Declaration Requirements. Architect candidates for AIA Honor Awards programs must sign a declaration that neither the candidate individually nor any firm of which the candidate is an owner or manager employs unpaid intern architects, including working students (See Section 11.0).

## 11.8 HONOR AWARDS PROGRAMS

The Honor Awards programs recognize achievements for a broad range of architectural activity in order to elevate the general quality of architectural practice; to establish a standard of excellence against which all architects can measure performance; and to inform the public expectations for architectural practice, its breadth, and its value.

## 11.9 AIA HONOR AWARDS FOR ARCHITECTURE

This award recognizes projects that represent distinguished achievement in contemporary architecture.

Jury. The jury shall be composed of nine (9) individuals, at least six (6) of whom shall be Architect members, and at least one (1) of whom should be an Architect member licensed less than ten (10) years.

Eligibility. Any work of architecture such as a building, extended-use project, or complex of buildings designed by an architect licensed in the United States and built by a date specified in the AIA Honor Awards program is eligible for consideration.

Nominations. Any architect licensed in the United States or one of its territories may submit one or more entries in the form set forth by the Secretary.

Visitation. Members of the AIA Honor Awards for Architecture Jury may visit projects selected as finalists for AIA Honor Awards for Architecture.

Selection. The jury may select as many AIA Honor Awards for Architecture recipients as it deems qualified each year.

Acceptance of AIA Honor Awards. Representatives of both the owner and the architectural firms of the award-winning project may accept each AIA Honor Award.

## 11.10 AIA HONOR AWARDS FOR INTERIOR ARCHITECTURE

This award recognizes significant interior projects and recognizes the architect's role in creating outstanding interiors.

Jury. The jury is composed of five (5) members, at least four (4) of whom shall be AIA members (three (3) of whom shall be Architect members, and at least one (1) of whom should be an Architect member licensed less than ten (10) years), and one (1) of whom may be an allied professional or client.

Eligibility. Any interior project designed by an architect licensed in the United States or one of its territories and completed after the date specified in the program announcement is eligible for consideration.

Nominations. Any architect licensed in the United States or one of its territories may submit one or more entries in the form set forth by the Secretary.

Selection. The jury may select as many AIA Honor Awards for Interior Architecture recipients as it deems qualified each year.

#### 11.11 AIA HONOR AWARDS FOR REGIONAL AND URBAN DESIGN

This award recognizes projects that represent distinguished achievement involving the role of the architect in urban design, city planning, and community development.

Jury. The jury is composed of five members, at least four of whom shall be AIA members (three (3) of whom shall be Architect members, at least one (1) of whom should be an Architect member licensed less than ten (10) years), and at least one of whom shall be a public official.

Eligibility. Any urban design project, planning program, civic improvement project, environmental program or redevelopment project authored by an architect licensed in the United States or one of its territories, a significant portion of which has been completed, implemented, or adopted by a local jurisdiction, is eligible for consideration.

Nominations. Any architect licensed in the United States or one of its territories, owner, public agency, civic organization, or public interest group involved with the project may submit one or more entries in the form set forth by the Secretary.

Selection. The jury may select as many AIA Honor Awards for Regional and Urban Design recipients as it deems qualified each year.

#### 11.12 AIA HONOR AWARDS FOR COLLABORATIVE ACHIEVEMENT

General Provisions. These awards recognize and encourage distinguished achievements of allied professionals, clients, organizations, architect teams, Knowledge Communities, and others who have had a beneficial influence on or advanced the architectural profession.

Jury. The jury shall consist of five (5) members, four (4) of whom shall be AIA members (at least one (1) of whom should be an Architect member licensed less than ten (10) years). The jury shall include one (1) representative of the Board or the Strategic Council

who shall serve as the jury chair, at least one (1) past recipient of the award, one (1) Associate member, and one (1) public official.

Nomination. Any AIA member, component, or a committee may nominate candidates, either living or dead, for any of the AIA Honors for Collaborative Achievements awards. Nominations must be in the form set forth by the Secretary.

Eligibility, Collaborative Achievements. Eligibility for this category of awards shall include individuals or organizations responsible for a body of work that relates to or influences architecture.

Eligibility, Individual Achievements. Eligibility for this category of awards shall include individuals or organizations responsible for a significant single achievement that relates to or influences architecture.

### 11.13 AIA HONOR AWARDS FOR PROFESSIONAL ACHIEVEMENT

General Provisions. The AIA Honors for Professional Achievement program is comprised of five separate programs: Edward C. Kemper Award, Whitney M. Young Jr. Award, AIA Award for Excellence in Public Architecture, Young Architects Award, and Associates Award.

Jury. The AIA Honors for Collaborative Achievement Jury shall serve as the jury for all the AIA Honors for Professional Achievement programs except for the Young Architects Award as outlined in this Section.

The jury shall evaluate the candidates submitted for the Edward C. Kemper Award (as noted in Section 11.5) and the Whitney M. Young Jr. Award (as noted in Section 11.6) and shall advance no more than three (3) qualified nominees for each award to the Board and the Strategic Council, which shall select the recipients.

The jury shall select the recipients of the AIA Honors for Collaborative Achievement, the Associates Award, and the AIA Award for Excellence in Public Architecture.

The AIA Award for Excellence in Public Architecture. The AIA Award for Excellence in Public Architecture is awarded annually. The jury may select one (1) recipient in each of the three (3) categories of nomination each year.

Eligibility, Category One. Private sector architects who have established a portfolio of accomplishment in the design of architecturally distinguished public facilities are eligible to receive this award.

Eligibility, Category Two. Public service architects who manage or produce quality design within their agencies are eligible to receive this award.

Eligibility, Category Three. Public officials or other individuals who by their role of advocacy have furthered the public's awareness and/or appreciation of design excellence are eligible to receive this award.

Young Architects Award. This award is given to individuals who, in an early stage of their architectural career, have shown exceptional leadership in design, planning, education, and/or service to the profession. There should be evidence demonstrating the individual's understanding of and commitment to the value of: (1) the value of design, practice, or education; (2) giving back to the profession through work with the AIA or other industry-related organizations, mentoring, etc.; or (3) giving back to the community (through active unpaid service to the greater community).

Nominations. Any member may nominate one (1) or more individuals by submitting the form set forth by the Secretary.

Eligibility. AIA members who, at the time of the submission deadline, have been licensed to practice architecture less than ten (10) years, are eligible to be nominated.

Jury. The Young Architects Award Jury is comprised of the current College of Fellows Chancellor and Vice Chancellor; two individuals selected by the Young Architects Forum Advisory Committee, who must be past recipients of the Young Architects Award and must have been licensed to practice architecture less than ten years at the time of their selection; and two additional Fellows selected by the Chancellor of the College of Fellows. Either or both of these individuals may be drawn from the membership of the College of Fellows Executive Committee or from the membership of the College of Fellows generally.

Selection. The Young Architects Award Jury may select as many recipients as it deems qualified each year.

Associates Award. This award is given to Associate members who best exemplify the highest qualities of leadership and have demonstrated an unparalleled commitment to their component or state's membership, in the community, in professional organizations, and/or in the design and construction industries.

Nominations. Any member may nominate one (1) or more individuals by submitting the form set forth by the Secretary.

Eligibility. Any Associate member who is not licensed to practice architecture at the time of the submission deadline is eligible to be nominated.

#### 11.14 CO-SPONSORED AWARDS

The AIA may co-sponsor awards programs with trade or industry organizations, governmental agencies, or private or public institutions.

Juries. All co-sponsored awards juries shall be chaired by an Architect member and appointed by the President.

Publicity. Management shall have the right to review and approve all publicity for co-sponsored award programs.

Annual Review. All co-sponsored awards programs shall be reviewed annually by the Secretary to determine if they are meeting their established purposes.

Approved Programs.

AIA/American Library Association Award of Excellence for Library Architecture. The AIA/American Library Association Award of Excellence for Library Architecture is given annually for well-designed, functional libraries in four (4) categories: academic, public, school, and state. It is designed to encourage excellence in the architectural design and planning of libraries.

Jury. The six-person jury shall be composed of three (3) Architect members (at least one (1) of whom should be an Architect member licensed less than ten (10) years) appointed by the President, and three (3) representatives appointed by the American Library Association.

AIA/ACSA Topaz Medallion for Excellence in Architectural Education. The AIA/ACSA Topaz Medallion for Excellence in Architectural Education is awarded jointly by the AIA and the Association of Collegiate Schools of Architecture (ACSA) to an individual who has had significant impact upon architectural education and the discipline and practice of architecture.

It is the highest award the organizations confer on an educator and reflects their joint commitment to recognize service to the profession, academy, and society.

The individual's impact should be evident from peer-recognized and broadly influential achievements, including but not limited to architectural projects, research and publication, and teaching.

Declaration Requirements. Architect nominees for this award or their nominators must sign a declaration that neither the nominee individually nor any firm of which the nominee is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

Jury. The five-person jury is composed of two (2) educators appointed by the ACSA, one student appointed by the AIAS, and two (2) Architect members from the Board or Strategic Council, whose background has been in architectural education, recommended by the Secretary and appointed by the President.

Of the members of the Board and of the Strategic Council serving as jurors at any given time, the individual with the longer tenure on the Jury shall serve as the chair of the Jury.

11.15 AIA MEDAL FOR ACADEMIC EXCELLENCE

Eligibility and Criteria. Every school of architecture accredited by the National Architectural Accrediting Board (NAAB) in the United States and Canada may name one (1) recipient of the AIA Medal for Academic Excellence from among its students each year. In each instance, the medal is to be awarded to a student for general excellence through the student's course of study, with the award to be made by the faculty of the school.

Authority of the EVP/CEO. The EVP/CEO shall have authority to administer and manage the process for awarding the AIA Medal for Academic Excellence.

#### 11.16 REVOCATION OF HONORS AND AWARDS

General Authority. Except as otherwise provided in the Bylaws or in the Rules of the Board, the Board shall have the authority to revoke any honor or award conferred by the AIA. The authority provided herein shall apply to all honors and awards conferred by or in the name of the AIA, including whether they were originally conferred by the Board alone, by the Board in collaboration with another AIA body, or without any initial involvement by the Board.

Exceptions. The following exceptions and limitations shall apply to the general authority defined in this Section:

Fellowship. Nothing contained in this Section shall authorize the Board to revoke a member's Fellowship.

Component Honors and Awards. Nothing contained in this Section shall authorize the Board to revoke honors and awards conferred by components.

Third Party Awards. Nothing contained in this Section shall authorize the Board to revoke an honor or award conferred in collaboration with an entity outside the AIA unless that entity consents.

#### 11.17 INTERNATIONAL PROGRAMS

International Union of Architects (UIA) Gold Medal. The International Union of Architects (UIA) awards its highest honor, the UIA Gold Medal, every three (3) years to a living architect. The UIA Gold Medal recognizes an exceptional lifetime and career devoted to advancing the art of architecture and distinguished contributions to society.

Eligibility and Criteria. Each Member Section of the UIA may nominate one (1) candidate resident within its territory for the UIA Gold Medal. Nominations must stress the candidate's individual contributions to architecture and society.

Nominating Committee. A committee appointed by the President will identify suitable nominees for the UIA Gold Medal. The committee will determine whether, among AIA members and prior AIA award recipients, any is well suited to the UIA Gold Medal criteria.

Composition. The committee will include members recommended by the Secretary and appointed by the President.

Approval of Nominee. The committee will forward the name and credentials of the selected nominee to the Board for approval.

Nomination of AIA Members for Office in International Organizations. The AIA may nominate a member to hold an elected office within the International Union of Architects

(UIA), the Pan American Federation of Architects' Associations (FPAA), or a similar international organization. (For these purposes, the term "candidate" will be used to describe each such person.)

Eligibility. Any Richard Upjohn Fellow (i.e., any former member of the Board) who is an Architect member may be considered as a candidate.

Qualifications. The candidate should possess a keen interest in developing and promoting friendships and relations with architectural organizations throughout the world, and in furthering the work of the international organization through the development of standards, knowledge, and advocacy for the profession. In addition, the candidate should be sensitive to the various cultures and differences of architectural education, practices, and ethics around the world. The candidate should be prepared to fulfill the candidate's duties as an officer of the international organization, while also being able politely but persuasively to express the views of the AIA.

International practice experience is preferred but not required, so long as the candidate possesses a substantial knowledge of the issues of international practice, business, and economics. Familiarity with Board and AIA policies and positions is required.

Nominations. Nominations may be made by any member of the Board, the Strategic Council, the international practice community, any Knowledge Community, or any Richard Upjohn Fellow (former member of the Board). Any member may nominate one (1) or more individuals by submitting the form set forth by the Secretary.

Review Committee. Nominations received within the deadline will be presented to a review committee appointed by the President and composed of:

- An AIA member who has served previously in a leadership role with the international organization concerned;
- A former AIA President (preferably a former officer of or other representative to the international organization concerned); and
- A representative of members practicing internationally.

If no individual is available for appointment in one of the categories specified above, or if any appointed individual is unable or unwilling to serve, the President shall appoint an appropriate person to serve on the review committee instead.

Review Committee's Examination and Recommendations. The review committee will examine the nominations for completeness and conformance with pertinent criteria and present its recommendations to the President. In the case of the UIA Council, the review committee may also recommend candidates for alternate nominees. Each recommendation to the President shall include the names of a minimum of two (2) candidates for the position involved.

Selection Process. The President will make its appointment from among the candidates recommended by the review committee.

## CHAPTER 12

### BOARD-EXECUTIVE VICE PRESIDENT/CHIEF EXECUTIVE OFFICER RELATIONSHIP POLICIES

#### 12.0 DELEGATION TO THE EXECUTIVE VICE PRESIDENT/CHIEF EXECUTIVE OFFICER

Implementation and development of policies below the level of those adopted by the Board is delegated to the Executive Vice President/Chief Executive Officer (EVP/CEO). The EVP/CEO will manage the AIA operations of the AIA in a manner designed to deliver the benefits and value to members stated in the AIA's strategic plan and annual operating plan.

The EVP/CEO has authority over and accountability of staff. Any authority delegated by the Board to the EVP/CEO, may be delegated to staff, but only by the EVP/CEO.

The AIA's strategic plan and operating plan direct the EVP/CEO to achieve certain results, subject to the Operating Policies set forth in Chapter 13. With respect to the strategic and operating plans, the EVP/CEO is authorized to establish all policies, make all decisions, take all actions, and develop all activities as long as they are consistent with the Board's policies.

No individual Board member, officer, or committee has authority over the EVP/CEO, except as expressly provided in the Bylaws or in the Rules of the Board, or as determined by the Board. Information may be requested by these individuals or groups, but if such request — in the judgment of the EVP/CEO — requires a material amount of staff time or funds or is disruptive, it may be refused. Individual or committee use of staff resources authorized by the Board for study of an issue may not be refused by the EVP/CEO.

#### 12.1 EXECUTIVE VICE PRESIDENT/CHIEF EXECUTIVE OFFICER JOB DESCRIPTION

The EVP/CEO exercises all authority delegated by the Board and is accountable for the performance of the various parts of the operating organization. The EVP/CEO performance will be considered to be synonymous with performance of the operating organization as a whole. Consequently, the EVP/CEO's job contributions can be stated as performance in only two areas:

Organizational accomplishment and implementation of the AIA strategic plan and policies.

Organizational operation as informed by the Operating Policies in Chapter 13.

## 12.2 MONITORING EXECUTIVE PERFORMANCE

Monitoring EVP/CEO performance is synonymous with monitoring organizational performance against the AIA's strategic and operating plans and with respect to Operating Policies set forth in Chapter 13. Any evaluation of EVP/CEO performance, formal or informal, may be made only within this monitoring process.

The purpose of monitoring is to determine the degree to which the Operating Policies are being fulfilled.

A given policy may be monitored in one or more of three ways:

Internal report: Disclosure of compliance information satisfactory to the Board from the EVP/CEO.

External report: Independent reporting of compliance information by a disinterested, external auditor who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.

Direct Board Review and Reporting : Review and reporting of information by a Board member, a committee or, the Board as a whole. This is a Board review and report of documents, activities or circumstances directed by the Board.

At the Board's choosing, any policy (as described more fully in Chapter 13) can be monitored by any method at any time. For regular monitoring, however, each policy stated in the Operating Policies is classified by the Board according to frequency and method, as outlined in Chapter 13.

There will be an evaluation of the EVP/CEO's performance annually.

The evaluation will take place during the first quarter of the calendar year and will apply to the EVP/CEO's performance during the immediately preceding calendar year.

The Compensation Committee will have primary responsibility for ensuring that the evaluation process each year is fair, thorough, and timely. The Compensation Committee will consist of the immediate past President, the President, and the First Vice President/President-elect, as well as the Secretary and Treasurer who held those offices during the calendar year covered by the evaluation. The immediate past President will chair the Compensation Committee.

Under the guidance of the Compensation Committee, the Board will consider a summation of all monitoring information and thus will evaluate the overall performance of the EVP/CEO.

The Board will provide candid feedback and recommendations. It may determine that good performance merits recognition and recommend to the Compensation Committee appropriate action regarding the EVP/CEO's compensation. The Board may determine that poor performance requires corrective measures, which shall be commensurate with the seriousness of the problems identified. The Board may give written notice to the EVP/CEO of particular performance deficiencies and state a time period within which they must be corrected.

These provisions are subject to the terms and conditions of the employment agreement between AIA and the EVP/CEO, which shall be in place and current at all times. The Board will have the authority to negotiate and execute an employment agreement with an incoming EVP/CEO but may delegate such of that authority as it deems appropriate to a search or transition committee, or to another body or individual. The Board will also have the authority to renegotiate and execute renewals of the agreement from time to time but may delegate such of that authority as it deems appropriate to another body or individual.

The EVP/CEO will receive compensation and benefits as approved by the Compensation Committee or otherwise determined in the EVP/CEO's employment contract. The compensation and benefits so approved will take effect retroactively on the first day of the year in which the evaluation takes place.

## CHAPTER 13

### OPERATING POLICIES

#### 13.0 GENERAL EXECUTIVE GUIDING PRINCIPLES

The EVP/CEO shall ensure that all practices, activities, decisions, and organizational circumstances are prudent, legal, and in accordance with commonly accepted standards of business and professional ethics. Except as may be otherwise noted below, these operating policies shall be reviewed annually, and reported to the Board

#### 13.1 STAFF TREATMENT

All staff shall be treated with respect, fairness, and in a dignified and professional manner, without regard to gender, race, national origin, sexual orientation, or religion race, religion, national origin, age, disability, caregiver status, gender, gender identity, or sexual orientation. Accordingly, the EVP/CEO shall:

Encourage collaboration and allow for varying points of view and freedom of expression, including the expression of opinions to Board members and officers;

Acquaint staff with their rights under this policy;

Allow direct access by any employee to the Finance and Audit Committee in cases in which the employee believes illegal, fraudulent, or otherwise questionable financial or accounting practices may be taking place; and

Establish personnel procedures (in an employee handbook, and elsewhere as appropriate) that: (a) comply with applicable legal requirements; and (b) include grievance procedures allowing all employees to present a complaint.

#### 13.2 FINANCIAL PLANNING

Budgeting for any fiscal period or the remaining part of any fiscal period shall comply with approved budgets, the AIA reserves policy and fiscal policies, and other directives from the Board. Fiscal responsibility shall be reflected in the planning and execution of AIA programs, staffing levels and events. The EVP/CEO shall propose budgeting that:

Contains adequate information to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions;

Plans for capitalized or prepaid expenses consistent with those arising on a recurring basis in the normal course of business;

Provides up to one-half (1/2) of one (1) percent of annual revenue as strategic funds for Board prerogatives during the year, subject to the following conditions:

Unrestricted investment income in any given year is targeted to achieve a yearly gain in an amount no less than two (2) percent greater than the rate of inflation for that year. Should that target be achieved by the end of the year, the Board strategic fund for the following year may be funded in a total amount not to exceed one-half (1/2) of one (1) percent of the annual revenues budgeted for that year. If the target indicated herein is not achieved in any given year, no funding shall be provided for the Board strategic fund in the following year.

Annually provides discretionary funds for the President and EVP/CEO; and

Considers long term administrative planning.

### 13.3 FINANCIAL CONDITION

With respect to the actual, ongoing financial condition of the organization, the EVP/CEO shall protect the fiscal reliability of the organization by:

Managing the AIA's financial affairs in a manner consistent with its annual budget and in accordance with priorities determined by the Board;

Ensuring that AIA complies with requirements imposed by applicable law and regulations governing tax and other financial matters;

Ensuring that investments are managed by competent, qualified professionals acting under investment policy approved by the Board;

Obligating the AIA to expend funds in years beyond the current fiscal year only when such an obligation is specifically approved by the Board;

Implementing a reserves policy that provides long-term financial stability for AIA. The AIA reserves are for offsetting the effects of business operating conditions and reversals, financing future investments for the profession and responding to unanticipated emergencies. Reserves may not be used without the express approval by a two-thirds (2/3) majority of the entire membership of the Board; and

Maintaining the following minimum financial reserves:

The Unrestricted Investments, as depicted on the AIA balance sheet, shall be at or above thirty-three (33) percent of total annual budgeted revenue.

Total Net Assets, as depicted on the AIA balance sheet, shall be at or above forty (40) percent of total annual budgeted revenue.

If reserves fall below either of the above two standards, the succeeding year's budget shall include a minimum contribution to the reserve as a percentage of the operating budgeted revenue in the minimum amount of two-and-one-half (2.5) percent of the operating budgeted revenue for each year thereafter until the minimum reserve levels have been restored.

Notwithstanding, the AIA shall not be deemed to be out of compliance with the provisions of the reserves policy for failure to have achieved either the unrestricted investments requirement and/or the total net assets requirement as long as annual budgets reflect this and are approved by the Board.

#### 13.4 EMERGENCY EXECUTIVE SUCCESSION

In order to protect the Board from sudden loss of chief executive services, the EVP/CEO shall mentor, inform and encourage at least two (2) other members of the executive staff to be familiar with Board and EVP/CEO issues and processes.

#### 13.5 ASSET PROTECTION

The EVP/CEO shall protect and maintain all AIA assets from unnecessary risk. Accordingly, the EVP/CEO shall:

Ensure against theft and casualty losses or against liability losses to Board members, staff, or the organization itself, by ensuring AIA assets are protected by appropriate measures and contingency plans; and ensuring risks which can be insured are insured at acceptable prudent levels;

Maintain appropriate records of AIA property and obtain appraisals where appropriate;

Maintain practices that protect AIA, the Board, and staff against claims of liability;

Obtain approval of the Board, prior to making any purchase or committing the organization to any expenditure greater than one (1) percent of the operating budget and ensure prudent administrative controls on vendor agreements;

Comply with generally accepted accounting principles (GAAP) and with the officially appointed auditor's recommendations for receiving, processing, and disbursing funds;

Acquire, encumber, or dispose of real property only after authorization by the Board to do so;

Ensure all contracts executed on behalf of AIA are legal and enforceable, and that all reflect the exercise of prudent judgment. Board approval shall be required for any contracts with Board members or AIA employees, with their family members, or with companies they control; and

Protect AIA's intellectual property and ensure that no transfer of AIA's intellectual property rights takes place except in the best interests of AIA.

### 13.6 COMPENSATION AND BENEFITS

With respect to employment, compensation, and benefits to employees, and independent contractors, the EVP/CEO shall receive compensation and benefits as approved by the Compensation Committee or otherwise determined in the EVP/CEO's employment contract.

### 13.7 COMMUNICATION AND COUNSEL TO THE BOARD

The EVP/CEO shall provide all pertinent information to the Board and shall keep the Board informed of all developments as appropriate. Accordingly, the EVP/CEO shall:

Inform the Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established;

Submit the required monitoring data (see policy on Monitoring Executive Performance in Chapter 12) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored;

Elicit as many staff and external points of view and options as needed to assist the Board in making fully informed choices;

Provide a mechanism for official Board, officer, and committee communications;

Deal with the Board as a whole except for fulfilling individual requests for information; or responding to officers or committees duly charged by the Board; and

Report actual or anticipated Board policy noncompliance to the Board.

### 13.8 SOLICITATION OF EXPERT ADVICE

With respect to programs and policies that involve expert judgment, the EVP /CEO shall implement such programs or policies only after obtaining competent expert advice (including, but not limited to, legal, financial, and other expert advice) in the manner most appropriate under the circumstances.

### 13.9 PROGRAMS AND POLICIES

The EVP/CEO, under the authority delegated by the Board, shall align AIA programs and policies with AIA values and priorities. Accordingly:

In public statements, the EVP/CEO shall uphold the integrity and dignity of the architecture profession. All press releases relating to Public Policies, Position Statements, or other AIA policies and positions shall be subject to prompt advance review and approval by the President or the President's designee.

The EVP/CEO shall work in a collaborative fashion with the Council of Architectural Component Executives and components in matters having a significant effect on the components' operations or financial condition.

The EVP/CEO shall not knowingly allow any architect to be engaged as a speaker, receive an AIA award, or be the author or subject of a book published by AIA unless the person signs a declaration that neither the person individually nor any firm of which the person is an owner or manager employs unpaid intern architects, including working students (as defined in Section 11.0).

## CHAPTER 14

### STRATEGIC COUNCIL

#### 14.0 STRATEGIC COUNCIL

There is a Strategic Council, as specified in the Bylaws. It has such authority, and is subject to such limitations, as are stated in the Bylaws.

#### 14.1 STATE REPRESENTATIVES

Secretary's Count of Members for Apportionment of State and International Component Representatives. The number of Architect members in good standing, including Emeritus Members and Associate members, for calculating the number of State and International Component Representatives to which a both are entitled on the Strategic Council, shall be determined by the Secretary from AIA records as of the close of business on the first day of August of each year.

Reductions in State or International Component Representatives. When application of the formula in Chapter 6 of the Bylaws requires a reduction in the number of State or International Component Representatives i, there shall be no further elections of State Representatives from the state or International Component until the designated representation is achieved.

Increases in State or International Component Representatives. When application of the formula in Chapter 6 of the Bylaws requires an increase in the number of State or International Component Representatives, such increase shall become effective upon the adjournment of the last Board meeting of the year following the requisite member count, and the newly authorized State or International Component Representative shall take office at that time. The component shall elect the new State or International Component Representative in accordance with the component's bylaws.

Notice of Changes in Apportionment of State and International Component Representatives. The Secretary shall notify components of anticipated vacancies or changes concerning State and International Component Representatives as soon as possible prior to the date at which such changes are to become effective.

Dates of State and International Component Elections. No later than October 15 of that calendar year, a State or the International Component may elect its Representative-elect under the methods prescribed in the component's bylaws for the election of such Representatives. The newly elected State or International Component Representative shall take office upon the adjournment of the last Board meeting of the year following their election.

#### 14.2 ASSOCIATE REPRESENTATIVE

Selection of Associate Representative. Associate members shall be represented on the Strategic Council, selected in a manner prescribed by the National Associates Committee. This representative shall not be the same person as the Associate Director selected in accordance with Section 6.1. Nothing in this Section shall preclude an Associate member from becoming a representative on the Strategic Council in a category other than as the Associate Representative, so long as such is permitted by the Bylaws.

#### 14.3 STUDENT REPRESENTATIVE

Selection of 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 American Institute of Architecture Students. This representative shall not be the same person as the Student Director selected in accordance with Section 6.2. Nothing in this Section shall preclude a student from becoming a representative on the Strategic Council in a category other than as the Student Representative, so long as such is permitted by the Bylaws.

#### 14.4 CACE REPRESENTATIVE

Selection of 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 Council of Architectural Component Executives. This representative shall not be the same person as the CACE Director selected in accordance with Section 6.3. Nothing in this Section shall preclude a member of CACE from becoming a representative on the Strategic Council in a category other than as the CACE Representative, so long as such is permitted by the Bylaws.

#### 14.5 TERMS OF OFFICE

Effective Date for Taking Office. Unless otherwise provided in the Bylaws or in the Rules of the Board, newly selected members of the Strategic Council shall take office upon the adjournment of the last Board meeting of the year following their selection.

## CHAPTER 15

### PUBLIC POLICIES AND POSITION STATEMENTS

#### 15.0 OVERVIEW

Public Policies. Public Policies are AIA statements to policymakers, the public, and related industries on issues of public policy affecting the membership, the profession of architecture, or AIA. This does not include specific legislation or regulatory guidance, but overarching policy goals on which AIA advocates. Any AIA materials that advocate for government policy change must be aligned with AIA Public Policies.

Position Statements. Position Statements elaborate on Public Policies or apply them to specific conditions or events. Position Statements are subordinate to Public Policies. The Board will review all Position Statements on a continuous basis. Any AIA materials that advocate for government policy change must be aligned with AIA Position Statements.

Interpretations. Interpretations concerning the scope, direction or intent of an existing Public Policy or Position Statement shall be made by the EVP/CEO after conferring with the President.

#### 15.1 FORMAT

Public Policies and Position Statements follow a consistent format to ensure clarity and accuracy in communication.

Public Policies. A Public Policy is a brief statement of a principle to which AIA is committed, stated so that it is capable of implementation by various means and focuses on a broad concept rather than specific strategies.

Position Statements. A Position Statement is a concise statement of AIA's view on a specific issue narrower than the principle in the Public Policy under which it is adopted.

#### 15.2 PROCEDURE FOR REVISION

Discussion Drafts. The Government Advocacy Committee will advise and provide guidance on the process for submittal of proposals by the Board, Strategic Council, Knowledge Communities, member groups, committees, AIA components, and other relevant AIA stakeholders.

The Government Advocacy Committee will prepare drafts of all new Public Policies or Position Statements or revisions to existing Public Policies or Position Statements and will circulate a draft of proposed changes to all relevant internal stakeholders for comment. If necessary, based on the comments received, the Government Advocacy Committee will prepare proposed revisions for consideration by the Board.

Policy Initiation and Coordination. The Government Advocacy Committee will review the Public Policies and Position Statements to ensure their accuracy, relevance, and alignment with AIA's priorities on a regular basis. At any time, the Board may direct the Government Advocacy Committee to develop a new Public Policy or Position Statement or update an existing Public Policy or Position Statement. Other requests for Public Policy and Position Statement development or revision will be coordinated for appropriate review by the Government Advocacy Committee and Board action.

### 15.3 PROCEDURE FOR ADOPTION

Public Policy Adoption and Rescission. Public Policies and amendments to Public Policies will be vetted by the Government Advocacy Committee. If a new proposed Public Policy or revision to an existing Public Policy is requested by a majority of the members of the Government Advocacy Committee, it will take effect only after approval by the Board by two-thirds (2/3) majority vote at two readings.

Requests for rescission of a Public Policy will be vetted by the Government Advocacy Committee. If such rescission is favorably requested by a majority of the members of the Government Advocacy Committee, it will be rescinded at any meeting of the Board by a two-thirds (2/3) majority vote.

Position Statement Adoption and Rescission. The Board may adopt, amend, or rescind a Position Statement by majority vote at any meeting. Position Statements take effect immediately upon adoption. Position Statements requiring substantive revision are subject to review and adoption requirements as outlined for Public Policies as stated above.

### 15.4 POLICY CONFORMANCE

Conformity with Approved Public Policies and Position Statements. All public statements, testimony, and lobbying efforts presented on behalf of the AIA with respect to matters of public concern, and any matters before legislative or administrative bodies, shall be in accordance with approved AIA Public Policies and Position Statements.

Component Conformity. Public Policies and Position Statements are binding on components. A component may not directly or indirectly nullify or contravene any Public Policy or Position Statement.

Secretary's Oversight. The Secretary shall oversee consideration of all alleged instances of component noncompliance or requests for exception from compliance with Public Policies or Position Statements. All allegations of component noncompliance shall be referred to the Secretary, who shall promptly notify the component of the allegation and invite a response.

Initial Decision. Based on the allegation, the response, and such other information as the Secretary may obtain, the Secretary shall determine whether the component is or is not in compliance with the Public Policy or Position Statement. The Secretary shall report the decision and proposed sanction, if any, to the parties. If not appealed within thirty (30) days, the decision and sanction become final.

Appeal from Initial Decision. A party who is dissatisfied with the Secretary's decision or proposed sanction may request a formal hearing. The President shall appoint a hearing committee of three (3) members who shall hear evidence and argument from the parties and conduct such further investigation as may be appropriate. The committee shall report its findings and recommended sanction, if any, to the Board.

Board Action on Appeal. On appeal from a decision of the Secretary, the Board may approve or reverse the decision by majority vote and approve or modify any recommended sanction. The Board's decision shall be final.

#### Sanctions for Noncompliance.

Reprimand. A letter of reprimand from the Secretary to the board of directors of the component found in violation of a Public Policy or Position Statement, with copies to all other components affected by the decision. The letter shall be included in the minutes of the next meeting of the Board. Only the Secretary may issue a sanction of reprimand.

Censure. A letter of censure from the Secretary to the board of directors of the component found in violation of a Public Policy or Position Statement, with copies to all other components affected by the decision. A copy of the letter shall be published in an AIA publication. Censure is the minimum sanction the Board may issue in the event of an appeal from a decision of the Secretary.

Suspension of Charter. By two-thirds (2/3) majority vote, the Board may suspend a component charter for one (1) year. Suspension may be made conditional on reorganization of the component, in which case the Board will issue a notice of intent to suspend the charter in sixty (60) days if a reorganization does not occur. A notice of suspension shall be sent to all members assigned to the component and published in an AIA publication. A component under suspension is ineligible to send delegates to the AIA annual meeting but must continue to comply with all Public Policies and Position Statements. The rights and obligations of members assigned to the component are not otherwise affected by suspension of the charter.

Withdrawal of Charter. By two-thirds (2/3) majority vote, the Board may withdraw the charter of a component. Notice of withdrawal shall be sent to all members of the component and published in an AIA publication. Members shall be reassigned by the Secretary to a new component.

Policy Conformance Exception.

Exception Requests. Any component may apply in writing to the Secretary for an exception from the requirement to comply with a Public Policy or Position Statement. The Secretary may grant such a request only if the component demonstrates that conditions unique to the component prevent compliance, compliance will pose an unreasonable hardship to the component or its members, or compliance would create or facilitate a condition more disadvantageous to the interests of the profession than compliance.

Contents of Exception Request. A request for exception must state the Public Policy or Position Statement that applies, the efforts undertaken by the component to conform to the policy or position, the conditions that prevent or will prevent compliance or that make compliance counterproductive, and the efforts undertaken by the component to alter those conditions.

Secretary's Response. The Secretary shall respond within thirty (30) days in one of the following ways:

Grant the request, with or without conditions;

Reject the request;

Acknowledge receipt and state when a decision will be made;

Request additional information and provide a timetable for decision; or

Acknowledge receipt and initiate an investigation into the basis for the request.

Appeal from Secretary's Decision. Once the Secretary decides on a request for an exception, a component that is dissatisfied with the decision may appeal to the Board. The Board, by two-thirds (2/3) majority vote, may modify or reverse the Secretary's decision.

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