



# **Proposed Amendments to the AIA Bylaws**

***(excerpted from  
2023 Official Delegate Information  
Booklet)***



## Proposed Bylaws Amendments

### Bylaws Amendment 23-A

**Subject**

Votes Required to Amend AIA Bylaws

**Background**

The Board of Directors sponsors these Bylaws amendments pertaining to the requirements for amending the AIA Bylaws at the Annual Meeting to eliminate unnecessary complexity and bring AIA's processes in line with best governance practices.

The current requirement is a two-tiered, dual path process triggered by delegate attendance at the Annual Meeting. The current process works as follows:

- If three-quarters (3/4) of the delegates are in attendance and voting, a Bylaws amendment passes with a two-thirds (2/3) vote of those in attendance and voting.
- If three-quarters (3/4) of the delegates are not in attendance, then a Bylaws amendment would pass only with a two-thirds (2/3) vote of all votes accredited to be cast. (Emphasis added.)

The proposed amendment would eliminate this mechanism – which is both unconventional and unnecessarily complicated – and require simply that a super majority of two-thirds (2/3) of those delegates attending the meeting vote in the affirmative to pass.

The amendment is recommended to:

- Emphasize best governance practices, where delegates attend the Annual Meeting and are prepared to discuss, debate, and decide the matters at hand.
- Eliminate complexity in the voting process further minimizing the possibility of error or challenge and increasing the efficiency of the meeting.
- Bring AIA's governance more in line with standard, accepted parliamentary practices where a super-majority (of 2/3) is desired.

## Excerpted from 2023 Official Delegate Information Booklet

### Required Vote to Amend Bylaws

- If delegates holding at least three-fourths (3/4) of the votes accredited to be cast at the meeting are present, the amendment requires a two-thirds (2/3) vote of all votes cast at the meeting.
- If three-fourths (3/4) of the delegates are not present, the amendment requires a two-thirds (2/3) vote of all votes accredited to be cast.

### Motion

The delegates assembled at the 2023 annual meeting amend AIA's Bylaws as presented below, and authorize the Secretary to renumber any sections and section references resulting from such amendments.

## CHAPTER 9 AMENDMENTS AND INTERPRETATIONS OF BYLAWS

### 9.0 AMENDMENTS OF BYLAWS

#### 9.01 Bylaws Amendment at a Meeting of the Institute.

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

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

~~If delegates holding at least three-fourths of the votes accredited to be cast at the meeting are present, then the~~

~~The~~ amendment shall require an affirmative vote of not less than two-thirds (2/3) of all votes ~~actually~~ cast on the proposed amendment at the meeting.

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

\* \* \*

## Excerpted from 2023 Official Delegate Information Booklet

### Bylaws Amendment 23-B

**Subject** AIA National Ethics Council

**Background**

The Board of Directors sponsors these amendments to the Bylaws, in support of a request by the National Ethics Council (NEC).

The Bylaws provisions pertaining to the NEC and the Code have remained untouched in over 35 years. Over a two-year period, the NEC reviewed these Bylaws provisions, and in conjunction with the Secretary's Advisory Committee, recommended the changes, which the Board of Directors supports.

In 1987, the AIA delegates voted to reinstate an enforceable Code of Ethics and Professional Conduct (Code) after having only an aspirational Code for short period, following protracted litigation in the late 1970s.

Since reinstating an enforceable Code, the National Ethics Council has received 527 complaints and has decided 127, sixty-four (64) of which resulted in findings of a violation.

Over the past 15 years, there have been three threatened lawsuits against AIA, one of which resulted in protracted litigation, despite the case ultimately being dismissed.

Ethics cases have taken upwards of 18-24 months for resolution, and parties to ethics claims (both complainants and respondents) have consistently expressed dissatisfaction and disappointment with the process.

The proposed amendments are intended to:

- Further mitigate legal risk to the AIA;
- Increase efficiency and turnaround time on cases;
- Address what has been an increasing trend of individuals using/weaponizing the AIA's Code of Ethics and the complaint process for their own agendas; and
- Clean up and update language and terminology.

## Excerpted from 2023 Official Delegate Information Booklet

### Required Vote to Amend Bylaws

A two-thirds (2/3) vote is required to pass Bylaws Amendment 23-B.

If Bylaws Amendment 23-A fails, then:

- If delegates holding at least three-fourths (3/4) of the votes accredited to be cast at the meeting are present, the amendment requires a two-thirds (2/3) vote of all votes cast at the meeting.
- If three-fourths (3/4) of the delegates are not present, the amendment requires a two-thirds (2/3) vote of all votes accredited to be cast.

### Motion

The delegates assembled at the 2023 annual meeting amend the AIA Bylaws as presented below, and authorize the AIA Secretary to renumber any sections and references resulting from such amendments.

## CHAPTER 2 MEMBERSHIP

\* \* \*

### 2.0 GENERAL PROVISIONS – MEMBERSHIP

\* \* \*

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

\* \* \*

2.084 Membership While Ethics Charge is Pending. Notwithstanding any other provision in these Bylaws, a member against whom a charge of violating the Code of Ethics and Professional Conduct is pending may not resign or be terminated from membership until all proceedings related to the charge are completed.

## CHAPTER 8 PROFESSIONAL CONDUCT

### 8.0 CODE OF ETHICS AND PROFESSIONAL CONDUCT

#### 8.01 Code of Ethics General Practice.

8.011 Canons of Ethics, Ethical Standards and Rules of Conduct. Changes to the Canons of Ethics, Ethical Standards and Rules of Conduct, referred to as the "Code of Ethics and Professional Conduct" or as the "Code of Ethics," shall be adopted by the

## Excerpted from 2023 Official Delegate Information Booklet

convention of the Institute or by a two-thirds vote of the entire Board of Directors. The Code of Ethics shall be published and distributed to all members and applicants for membership in all classes of membership.

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

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

The Code of Ethics and Professional Conduct ("Code") contains Canons, Ethical Standards, and Rules of Conduct that apply to the professional activities of all classes of membership. Members are obligated to comply with the Code and its published interpretations. Members are not immune from charges of violations of the Code of Ethics or disciplinary action by reason of their practice or position as partners, associates, or as members, stockholders, executive officers, directors or employees of any association, corporation, or other legal entity.

The National Ethics Council ("NEC") has the sole authority to interpret the Code of Ethics. Individual AIA members, officers, directors, employees, and components have no authority to make binding interpretations or clarifications of the Code.

The Code may be amended by the delegates at the annual meeting or by a two-thirds (2/3) vote of the Board of Directors.

The Code shall be published and available to all members and applicants for membership in all classes of membership.

### 8.02 Code of Ethics Violations

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

8.022 Code of Ethics Charges of Violations. A charge shall be based upon an allegation of violation of one or more of the Rules of the Code of Ethics in effect at the time of the alleged

## Excerpted from 2023 Official Delegate Information Booklet

violation. Disciplinary action by a state board of licensing or registration may constitute grounds for a charge of violation of the Code of Ethics.

### 8.02 Potential Code Violations.

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

If the Code violation claim occurred more than one (1) year before the Complaint is filed, the Complaint may be dismissed for that reason unless it is determined that the delay was for good cause.

### 8.03 Code of Ethics Formal Charges of Violation.

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

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

### 8.03 Resignation or Termination of Membership with a Pending Claim.

If a member resigns or is terminated from membership while an ethics claim is pending against such member, the ethics case will be placed in suspended status. If the individual reapplies or reinstates their membership, the ethics case will return to active status.

## 8.1 PENALTIES

When the NEC determines a violation of the Code has occurred, it shall impose any of the following penalties:

- Censure
- Suspension of a member's membership with the Institute for a period
- Termination of membership

In addition to the imposition of the penalties above, the NEC may direct that:



- The violation be reported to the Jury of Fellows if the violator is nominated for Fellowship
- The violation be reported to the pertinent jury or other decision-makers if the violator is under consideration for any other Institute honor or award
- The violation be reported to the voting delegates or other deciding persons if the violator becomes a candidate for Institute office, the Board of Directors, the Strategic Council, or any other position of responsibility
- The violator be barred from appointment to committees, task forces, or other positions of responsibility within or on behalf of the Institute:
- The violator be barred from appearing as a speaker at any Institute event
- The violator shall not be the author or subject of a book or any other material published by the Institute, either in print, online, or in any other medium

The Rules shall provide for the right of appeal to the NEC from a decision by the chair, review panel, hearing officer or hearing panel to dismiss a claim, and without limitation, for the right of appeal to the Board of Directors by any member upon whom the NEC has found a Code violation. NEC decisions resulting in terminations of membership shall be automatically reviewed by the Board of Directors for its approval. The standards and procedures for treating such appeals shall be set forth in the Rules of the Board.

## 8.12 THE NATIONAL ETHICS COUNCIL

8.21 Composition. The NEC shall be composed of not more than twelve (12) Architect members of the Institute appointed by the Board of Directors.

8.22 Term. NEC members shall be appointed to a three (3) year term or fraction thereof, with the intent of staggering terms. No NEC member shall serve more than two (2) terms or six (6) years consecutively.

8.23 Filling Vacancies. In the event of a vacancy, the President may make a temporary appointment to the Council. Service under a temporary appointment shall not count toward the service of two consecutive three-year terms, provided the duration of the temporary appointment is less than two (2) years. At its next regular meeting, the Board of Directors shall fill any vacancies for unexpired terms.

8.24 Eligibility. Any Architect member in good standing is eligible for appointment to the NEC except members of the Board of Directors, and employees of the Institute and its component organizations.

NEC members shall resign from the NEC upon becoming a member of the Board or an Institute or component employee.

8.25 Chair. The Board shall appoint an NEC chair from among the NEC members for a term of up to two (2) years. The chair shall administer procedures pursuant to this Chapter for the prompt and orderly enforcement of the Code.

8.26 Responsibilities and Authority. The NEC shall be responsible for the conduct of hearings on charges of violations of the Code. The NEC shall have exclusive authority to determine the disposition of Code violation claims, subject to the appeals process set forth in this Chapter, and to interpret the Code.

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

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

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

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

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

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

8.13 National Ethics Council Practices:

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

## Excerpted from 2023 Official Delegate Information Booklet

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

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

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

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

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

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

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

### ~~8.14 Rules of the National Ethics Council.~~

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

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

~~procedures for treating such appeals shall be set forth in the Rules of the Board.~~

## 8.23 CONFIDENTIALITY AND PRIVILEGE

8.31 Records and Proceedings. Code violation claims and all records and proceedings relating to such claims shall be confidential and shall not be disclosed or discussed except in connection with the proceedings, as determined by the Institute's legal counsel to protect the Institute's legal interests, or as otherwise permitted under these Bylaws or required by law. Hearings concerning charges under the Code shall be closed unless the parties agree to an open hearing.

8.32 Release of Confidentiality. The President (or Secretary in the President's absence) may authorize the release of information concerning a Code violation claim beyond what is otherwise permitted, if the President determines it would be in the best interests of the profession, the Institute, or a member or a component.

### 8.21 Privilege.

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

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

## 8.4 PUBLICATION AND ENFORCEMENT OF NATIONAL ETHICS COUNCIL RULINGS

### 8.4 RECORDS OF CODE VIOLATIONS AND NOTICES

8.41 Records of Code Violations. In all cases where a member has been determined by the NEC to have violated the Code, a record of such finding shall be maintained by the Institute. Such record shall be kept in confidence except under compulsion of law, for appropriate use in any other disciplinary matter concerning the same member, or as determined by the Institute's legal counsel to protect the Institute's legal interests.

8.42 Notice of Ruling. In cases where a member is found to have violated the Code by final action of the NEC or the Board of Directors, notice of such ruling shall be published by the Institute in a manner and place accessible to Institute members, constituents, and components, and to the member's state and local component.

8.43 Notice of Exoneration. When the NEC, or if on appeal, the Board of Directors determines a member did not violate the Code, a notice of exoneration from Code violation claims shall be published in a manner and place accessible to Institute members, constituents, and components, upon request.

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

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

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

#### 8.45 INDEMNIFICATION

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

## Excerpted from 2023 Official Delegate Information Booklet

### Bylaws Amendment 23-C

**Subject** Component Bylaws

**Background** The Board of Directors sponsors Bylaws amendments to eliminate the requirement that AIA components affirmatively submit amendments to their bylaws to AIA for approval.

The Bylaws currently state:

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

The language requiring affirmative approval of bylaws by the AIA has been in place in the Bylaws since AIA's inception in 1857, in one form or another, with the current language being in place since 1936. In 1890, there were 20 components, and in 1936 there were 68. Today, there are over 200 components.

The proposed Bylaws amendments shift responsibility to components to ensure that their bylaws are consistent with AIA's. Notwithstanding the proposed change, staff in AIA's Member & Component Services and Legal & Business Affairs teams will remain as a resource for components with respect to their bylaws.

## Excerpted from 2023 Official Delegate Information Booklet

### Required Vote to Amend Bylaws

A two-thirds (2/3) vote is required to pass Bylaws Amendment 23-C.

If Bylaws Amendment 23-A fails, then:

- If delegates holding at least three-fourths (3/4) of the votes accredited to be cast at the meeting are present, the amendment requires a two-thirds (2/3) vote of all votes cast at the meeting.
- If three-fourths (3/4) of the delegates are not present, the amendment requires a two-thirds (2/3) vote of all votes accredited to be cast.

### Motion

The delegates assembled at the 2023 annual meeting amend AIA's Bylaws as presented below, and authorize the Secretary to renumber any sections and section references resulting from such amendments.

## CHAPTER 4 COMPONENTS

### 4.0 ORGANIZATION OF COMPONENTS

\* \* \*

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

## Excerpted from 2023 Official Delegate Information Booklet

### Bylaws Amendment 23-D

<b>Subject</b>	International Associate AIA – Emeritus
<b>Background</b>	<p>At its July 19, 2022, meeting, the Board ratified Annual Meeting Resolution 22-1, International Associate Emeritus Status, the intent of which was “[t]o provide International Associate members the same privileges as AIA and Associate AIA members. If they meet the requirements for Emeritus membership, International Associate members may apply for this category of AIA membership.”</p> <p>The Board of Directors sponsors this Bylaws amendment, in support of that resolution.</p>
<b>Required Vote to Amend Bylaws</b>	<p>A two-thirds (2/3) is required to pass Bylaws Amendment 23-D.</p> <p>If Bylaws Amendment 23-A fails, then:</p> <ul style="list-style-type: none"><li>• If delegates holding at least three-fourths (3/4) of the votes accredited to be cast at the meeting <u>are present</u>, the amendment requires a two-thirds (2/3) vote of <u>all votes cast at the meeting</u>.</li><li>• If three-fourths (3/4) of the delegates <u>are not present</u>, the amendment requires a two-thirds (2/3) vote of <u>all votes accredited to be cast</u>.</li></ul>
<b>Motion</b>	<p>The delegates assembled at the 2023 annual meeting amend AIA’s Bylaws as presented below, and authorize the Secretary to renumber any sections and section references resulting from such amendments.</p>

#### CHAPTER 2 MEMBERSHIP

##### 2.0 GENERAL PROVISIONS - MEMBERSHIP

\* \* \*

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