

4. Proposed Bylaws Amendments

Bylaws Amendment 17-A

Subject Apportionment of Delegates

Background The AIA has three levels of components:

- State organizations. If there are no local chapters in a state, the state organization doubles as a statewide chapter.
- Chapters (including local chapters and statewide chapters).
- Sections, which are components formed exclusively by chapters (including statewide chapters) until 2015.

All chapters (including statewide chapters) are entitled to member delegates at the AIA National Convention. State organizations (other than statewide chapters) and sections are not.

For the first time in 2015, amendments to the Bylaws permitted state organizations (other than statewide chapters) to form sections. A question arose: *What happens to a chapter's convention delegates when it dissolves and becomes the section of a state organization that is not a statewide chapter?* Following discussion by the Secretary's Advisory Committee, and as discussed with the Board in September, the Secretary recommends that the Bylaws be amended to reallocate the dissolving chapter's delegates to the state organization.

Required Vote to Amend Bylaws

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

NOTE: PORTIONS OF THE BYLAWS NOT RELEVANT TO THE CHANGES PROPOSED IN THESE AMENDMENTS HAVE BEEN OMITTED BELOW. ASTERISKS (*) HAVE BEEN USED TO IDENTIFY WHERE TEXT HAS BEEN OMITTED.**

(Note: A complete copy of the current [Bylaws](http://www.aia.org) can be found on www.aia.org or by contacting Pam Day, Hon. AIA, at pday@aia.org)

Motion

The delegates assembled at the 2017 Annual Meeting amend the Institute's Bylaws as follows, and also authorize the Secretary of the Institute to make whatever changes in the numbering of specific sections may be necessary as a result of this amendment:

5.2 VOTING AT CONVENTION

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

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

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

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

- a) Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.
- b) Each state-wide chapter functioning as a state organization shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

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

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

5.22 Number of Member Delegates.

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

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

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

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

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

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

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

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

5.25 Representation by Proxy.

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

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

[CONCLUSION OF PROPOSED BYLAWS AMENDMENT 17-A.]

Bylaws Amendment 17-B

Subject Technical Amendments to the Institute Bylaws

Background Delegates at the 2014 Annual Meeting adopted a series of amendments that effected a broad restructuring of the Institute's governance. The amendments preserved a number of Bylaws provisions and added several temporary provisions to smooth the transition from the old to the new governance structure. The proposed technical corrections address Bylaws provisions that have become obsolete as the transition has progressed.

Among other things, the technical corrections would:

- Eliminate references to the Public Director, a position that no longer exists;
- Eliminate references to Vice Presidents, because the position of Vice President no longer exists;
- Eliminate now obsolete text relating to the selection of at-large Directors; and
- Eliminate a reference to the Governance Policies, a document that no longer exists.

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

**NOTE: PORTIONS OF THE BYLAWS NOT
RELEVANT TO THE CHANGES PROPOSED IN THESE AMENDMENTS
HAVE BEEN OMITTED BELOW.
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(Note: A complete copy of the current [Bylaws](http://www.aia.org) can be found on www.aia.org or by contacting Pam Day, Hon. AIA, at pday@aia.org)

Motion

The delegates assembled at the 2017 Annual Meeting amend the Institute's Bylaws as follows, and also authorize the Secretary of the Institute to make whatever changes in the numbering of specific sections may be necessary as a result of this amendment:

CHAPTER 6

DIRECTORS AND OFFICERS

6.0 DIRECTORS

6.01 Associate Director. The Associate members of the Institute shall be represented on the Board by one Director selected from the Associate member category in the manner prescribed in the Rules of the Board. Each Associate Director shall serve a term of one year in that position. Nothing in this Section 6.01 shall preclude an Associate member from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.054).

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

6.03 CACE Director. The immediate past President of the Council of Architectural Component Executives (CACE), shall be a Director. Nothing in this Section 6.03 shall preclude a member of CACE from becoming a Director under other provisions of these Bylaws (for example, through selection as an at-large Director under Section 6.054).

~~6.04 Public Directors.~~ Subject to the provisions of Section 6.041, there shall be no more than two Public Directors. Each Public Director shall be a non-architect who is not in any membership category (except Honorary Membership) nor employed by the Institute or a component. Each Public Director shall serve a three-year term and shall not be eligible for re-election.

6.041 Elimination of Public Directorships — Transition Provisions. Public Directors seated by June 30, 2014, shall be entitled to complete their terms of office in accordance with this section. No Public Directors shall be selected or seated after June 30, 2014, and the Public Directorships shall be eliminated when each Public Director who is in office on June 30, 2014, has completed his or her term of office or resigned. Should a Public Director resign his or her directorship before the completion of his or her term, that person shall be

~~entitled to become a member of the Strategic Council, for a term equal in length to the amount of time remaining on his or her term as a Public Director at the time of resignation.~~

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

6.0541 Selection by the Delegates at Convention. The delegates at the ~~each~~ annual convention of the Institute shall elect one of three at-large Directors to serve on the Board. Each Director so elected shall serve for a three-year staggered terms ~~beginning upon the adjournment of the annual meeting of the Board in December 2015; provided, however, that the terms of the original Directors so selected may be adjusted to ensure the staggering of their terms.~~ No fewer than two-thirds of the at-large Directors selected by the delegates at convention shall be Architect members. The Board of Directors shall adopt appropriate procedures governing the nomination of at-large Directors and their selection by the delegates, and shall publish such procedures in the Rules of the Board.

6.0542 Selection by the Strategic Council.

6.05421 Election of Directors. The Strategic Council shall elect three at-large Directors to serve on the Board for three-year staggered terms ~~beginning upon the adjournment of the annual meeting of the Board in December 2015; provided, however that the terms of the original Directors so selected may be adjusted to ensure the staggering of their terms.~~

6.05422 Eligibility. The Strategic Council shall have broad discretion in electing Directors, who may include Associate members, members of the Council of Architectural Component Executives, public representatives, or such other individuals as the Strategic Council may deem appropriate. In no event, however, shall fewer than two-thirds of the Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.

6.0543 Selection by the President. Subject to approval by the Board, the President may select as many as two individuals to serve as Directors, with each such Director serving for a term which shall last no longer than the term of the President making the selection(s).

6.0544 Minimum Number of Architect Members. No fewer than five at-large Directors at any time shall be Architect members.

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

6.1 ELECTED OFFICERS

The elected officers shall be the President, the First Vice President/President-elect, ~~four Vice Presidents,~~ the Secretary, and the Treasurer. ~~(The provisions concerning the office of Vice President in this section and elsewhere in these Bylaws shall be subject to and governed by the transition provisions contained in Section 6.1341.)~~ The elected officers must be Architect members of the Institute.

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

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

6.121 Votes Required Electing Officers. Nominees for First Vice President, Secretary, and Treasurer must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for these offices, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board. ~~Subject to the transition provisions contained in Section 6.1341, the two nominees for Vice President who receive the highest number of votes cast on a single ballot at any given annual convention or special meeting called for the purpose of electing officers shall be elected to that office.~~

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

6.13 Terms of Office of Elected Officers.

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

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

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

~~6.134 Vice Presidents' Term of Office. The term of office for Vice President is two years. Vice Presidents shall serve staggered terms, with two Vice Presidents elected in even-numbered years, and two Vice Presidents elected in odd-numbered years. A Vice President may serve no more than two terms.~~

~~6.1341 Elimination of Office of Vice President — Transition Provisions. No Vice Presidents shall be elected or take office after December 31, 2014. Vice Presidents who take office before that date shall be entitled to complete their terms of office in accordance with Section 6.134. Should a Vice President resign from office before the completion of his or her term, that person shall be entitled to become a member of the Strategic Council, for a term equal in length to the amount of time remaining on his or her term as Vice President at the time of resignation from office. Should a vacancy occur in any Vice Presidency for any reason on or after December 31, 2014, it shall remain vacant.~~

6.1354 Secretary's Term of Office. The term of office for Secretary shall be two years, and shall expire in even-numbered years. The Secretary may not serve more than two terms.

6.1365 Treasurer's Term of Office. The term of office for Treasurer shall be two years, and shall expire in odd-numbered years. The Treasurer may not serve more than two terms.

6.14 Roles of Elected Officers.

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

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

~~6.143 The Role of the Vice Presidents. The Vice Presidents shall perform duties properly assigned by the Board or the President.~~

6.1443 Role of the Secretary. The Secretary shall act as the secretary of each meeting of the Institute and of the Board. The Secretary shall perform the duties required to be performed by law and these Bylaws, and other duties properly assigned by the Board or the President.

6.1454 Role of the Treasurer. The Treasurer shall exercise general oversight of the Institute's financial affairs and shall perform all the duties incident to the office of Treasurer and other duties properly assigned by the Board or the President.

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

6.16 Succession of Officers.

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

6.162 Succession to the Office of First Vice President. ~~The Vice Presidents, in descending order first by seniority and then by the number of votes received at their election,~~ Secretary shall succeed to the office of First Vice President if there is a vacancy in that office. ~~If there are no Vice Presidents, the Secretary shall succeed to the office of First Vice President. No Vice President and n~~No Secretary, however, shall become President-elect by succeeding to the office of First Vice President under this provision.

6.163 Succession to Other Offices. ~~If a Vice President should resign, or if his or her office should otherwise become vacant for any reason, the remaining vacancy shall not be filled and the Vice Presidency shall be eliminated.~~ Under procedures set forth in the Rules of the Board, the Board may appoint a successor to complete an unexpired term in the office of Secretary or Treasurer in the event one or both of those offices becomes vacant, whether through the succession of the Secretary to the office of First Vice President or otherwise. In the event that a Secretary or Treasurer temporarily refuses, fails, or is unable to act, then the Board may appoint a director or officer of the Institute to temporarily perform the duties of the office.

6.17 Removal of Elected Officers.

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

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

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6.5 THE STRATEGIC COUNCIL

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

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

6.511 Current and Past Officers of the Institute. The membership of the Strategic Council shall include the Institute's

President, First Vice President/President-elect, Secretary, Treasurer, immediate past President, and Executive Vice President/CEO (as a non-voting member). ~~The Institute's Vice Presidents shall also be members of the Strategic Council until the office of Vice President is eliminated.~~

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CHAPTER 7

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

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7.5 EXPENDITURES AND LIABILITIES

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

7.52 Expenditure Limitations, the Board. The Board shall not expend or authorize expenditures in any fiscal year of an amount exceeding the total estimated income to be received by the Institute during such year, as shown in the budget for that year, ~~except as provided in the Governance Policies,~~ or unless directed and authorized so to do at a duly called meeting of the Institute by the affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.

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

[CONCLUSION OF PROPOSED BYLAWS AMENDMENT 17-B.]