



Component Performance Criteria

Introduction

In September 2006, The American Institute of Architects (AIA) Board of Directors adopted and published a *Member Covenant* between the AIA and its Members. This document described what our members could expect of the AIA and how they, as members, can contribute to the success of the organization. To realize the true promise of the *Member Covenant*, it is vital that the organization function well on all levels: local, state and national. To support this effort, the *Component Performance Criteria* (“Criteria”) were enhanced to provide more clarity for component services and the *Strategies for Component Excellence* (“SFCE”) developed to provide the tools and best practice examples of how components can achieve the goals of the *Member Covenant* and provide enhanced services to our members. Each document is flexible enough to change with the needs of members.

It is important to note the spirit of this document, which is to foster assurance that the components of the American Institute of Architects – at the local, state, and national levels – are working in concert for a common goal: The support and professional advancement of our members. In establishing these criteria, which have been developed with the active participation of component leaders from across the country, it is not the intent of the Institute to place undue burden on any individual component, particularly the unstaffed chapters and sections. Rather, the desire is to outline a set of minimum standards for component operation and service delivery and to strongly encourage collaboration between and among components to pool their resources and seek additional partnerships in order to provide a meaningful level of service to those who join the AIA.

1. Purpose

- 1.1. The *Component Performance Criteria*, authorized by the AIA Bylaws Sections 4.13(e) and 4.22, outlines a set of minimum criteria for component operation and service delivery that the Institute’s Board of Directors has adopted as necessary for its members across the country and the continued maintenance and operation of Institute Components.
- 1.2. Each Component provides the minimum level of core services as defined by the current *Member Covenant* and within the sections below either directly or assures the availability of these services to members through other means.
- 1.3. Each Component subject to these criteria should incorporate these service elements into its yearly planning and implementation procedures.
- 1.4. Assistance for all Components in fulfilling these criteria can be tailored to specific Component needs and is available through the *Strategies for Component Excellence* (“SFCE”), from the Institute (currently through its Component Relations Department), and through other components.
- 1.5. Each component, annually submits a signed acknowledgment of fulfillment of the *Component Performance Criteria*. Fulfillment includes services provided in collaboration with other components or organizations.

2. Membership

2.1. Membership Database.

- 2.1.1. Recognizing that members are the cornerstone of the professional association, each Component participates with the Institute in a centralized membership database and dues collection system, as specified in the Institute's Bylaws. (See Institute Bylaws, Section 4.09.)
- 2.1.2. Each Component adheres to Institute guidelines for use of the national membership database. (See also SFCE.)

2.2. Meetings. Each Component provides its members with the following:

- 2.2.1. Regular opportunities to come together to learn, advocate, and engage in fellowship.

2.3. Recruitment and Retention.

- 2.3.1. Each Component recruits potential members and informs them of the value of AIA membership.
- 2.3.2. Each Component welcomes and informs new and continuing members about the benefits of membership in a timely manner.
- 2.3.3. Component recognizes the rights and privileges of all categories of membership as set forth in the Institute's Bylaws. (See Institute Bylaws, Section 4.055.)

2.4. Ethics. Each Component promotes and encourages public awareness of and member adherence to the AIA Code of Ethics and Professional Conduct (the "Code of Ethics"). Each Component addresses ethical issues through awareness, education, and example. Each Component notifies its members that complaints alleging violation of the Code of Ethics must be reported directly to the National Ethics Council ("NEC") to the degree required by the Code of Ethics.

3. Communications

Each component:

- 3.1. Informs members about Component programs and activities.
 - 3.1.1. Alerts members to additional professional opportunities for learning and socializing with peers.
 - 3.1.2. Timely and regular notification of how to access AIA's products and services.
- 3.2. Provides members with updates on activities of component committees
- 3.3. Provides members access to the Component's annual report.
- 3.4. Provides members access to Component financial information.
- 3.5. Provides members access to Component Bylaws and meeting minutes.
- 3.6. Provides information about how to contact Component leadership and/or staff for assistance and with access to regular opportunities to communicate with each other.
- 3.7. Maintains external communications information:

- 3.7.1. Maintains access to a current list of community press and media contacts.
- 3.7.2. Informs members and the community(ies) served by the Component of awards programs held and awards conferred by the Component.

3.8. Use and Protection of Trade Name and Intellectual Property.

- 3.8.1. **Use.** Component use of the official monogram and symbol must remain consistent with established rules to help reinforce the AIA graphic identity (“brand”) at every level. It is the responsibility of all components to protect the brand. No alterations or substitutions should be made. (See current AIA “Program for Graphic Identity”.)
- 3.8.2. **Attribution.** When the Institute or a Component publishes or otherwise uses material in which the other has an intellectual property interest, it will do so only with the permission of the party holding such interest. Each such use must include proper attribution to the holder of the intellectual property.

4. Government Advocacy

- 4.1. **Elected or Appointed Service.** Each Component encourages members to seek election or appointment to leadership positions within the community(ies) served by the Component and supports them when appropriate.
- 4.2. **Position Taking.**
 - 4.2.1. Component does not directly or indirectly nullify or contravene any Public Policy or Position Statement of the Institute. (See Rules of the Board, Section 9.242.)
 - 4.2.2. Component informs their communities of positions taken by the Institute. (See SFCE, Sections 3.7 and 4.2.)
- 4.3. **Government Relations Liaison.** Each Component provides members opportunities to meet with or otherwise establish connections with elected or appointed community leaders.
- 4.4. **Political Action Committee (“PAC”).** Each Component with an established PAC files timely reports and complies with all other legal and regulatory obligations as required by its governing jurisdiction.]

5. Continuing Education

- 5.1. **AIA Registered Provider Program.** Continuing education programs provided by the Component meet the standards for approved Continuing Education System (CES) programming as established by the Institute. (Components who are CES Registered Providers can refer to the CES Registered Provider Manual for guidelines for processing programs and for information about use and distribution of the CES Logo.)
- 5.2. **AIA Transcripts.** Component provides members with information on how to obtain their transcripts and report self-directed learning activities. (See SFCE Section 5.2.)
- 5.3. **Continuing Education Opportunities.** Component informs members of continuing education opportunities offered through the Component or other approved providers and

strategic partners to help them achieve the required minimum number of learning unit (LU) hours each year. (See SFCE Section 5.3.)

6. Governance, Management & Administration

6.1. Status of the Organization.

6.1.1. **Separate Corporate Existence – Proof of Incorporation.** Component with assigned members incorporates and, as a condition of receipt of its charter as a Component of the Institute, each new Component provides a copy of its articles of incorporation to the Institute. Upon request, Component provides the Institute with a certificate of good standing from the jurisdiction in which the Component is incorporated. In addition, each Component complies with all applicable federal, state, and local laws and regulations, including those governing filing and other requirements.

6.1.2. **Component Bylaws.** Each Component adopts Bylaws consistent with applicable law and with the Institute’s Bylaws. Component files its current Bylaws with the Institute. Any amendments to a Component’s Bylaws must first be submitted to, and approved by, the Secretary of the Institute. The Component conducts its activities at all times in accordance with its Bylaws. (See Institute Bylaws, Section 4.06, and SFCE, Section 6.1.2.)

6.1.3. Charter.

(a) **Performance Assessment.** New components chartered on a provisional basis shall undergo periodic performance assessments by the Institute until they have completed their provisional period. (See Institute Rules of the Board, Section 4.13)

6.1.4. **Tax-Exempt Status.** Each Component obtains tax-exempt status, and remains in good standing in that status, under Section 501(c)(6) of the Internal Revenue Code. (See SFCE, Section 6.2.)

6.2. Finance.

6.2.1. Tax Returns.

(a) Each U.S. Component files a completed IRS Form 990 as required by law. A copy of that form, component’s annual financial report, or other financial information is made available to the Institute upon request.

(b) International components file forms appropriate to their jurisdiction.

6.2.2. **Insurance: Property, Liability, Directors and Officers.** Component takes prudent measures in consultation with appropriate insurance agents and brokers to protect itself, its directors and officers, and its members from liability arising from its operations and activities. Such measures take into account all potential liability, including liability relating to Component premises use, operations, property, personal injury, special events, and directors’ and officers’ activities.

6.2.3. **Record Keeping.** Component maintains all records related to its corporate and tax-exempt status and operations. The Component also maintains reasonable records related to all of its programs, activities, and operations in accordance with a documented records retention policy that is consistent with applicable law. (See SFCE, Section 6.2.3.)

6.3. **Legal.**

6.3.1. **Compliance with Laws.** It is the sole responsibility of Component to examine and comply with all applicable laws, including laws relating to:

- (a) incorporated associations in the jurisdictions in which the Component is incorporated and in which it conducts business or is otherwise located;
- (b) the filing requirements for nonprofit corporations; and
- (c) the nature of activities to be undertaken by the Component to maintain its corporate status in good standing as required by applicable law.

6.3.2. **Policy Compliance.** Component complies with (and adopts its own policies consistent with) the Institute’s antitrust, conflict of interest, and whistleblower policies, and with such other policies as the Institute may adopt from time to time. The Component permits the Institute or the Institute’s designated agent to review appropriate records pertaining to its programs, activities, and operations upon request by the Institute. (See Component Operations Manual, SFCE, Section 7.0.)

6.3.3. **Indemnification**

- (a) If a third party sues or otherwise brings a claim (“Claim”) against a Component or its representatives because of the Institute’s negligence or intentional misconduct, the Institute indemnifies the Component and is responsible for the Component’s reasonable resulting legal expenses. By the same token, if a third party sues or otherwise brings a Claim against the Institute because of the Component’s negligence or intentional misconduct, the Component indemnifies the Institute and is responsible for the Institute’s reasonable resulting legal expenses.
- (b) The indemnifying party promptly notifies the other party of any Claim subject to the provisions of Section 6.3.3(a). If the Component is the indemnifying party but is unable to assume the Institute’s defense, the Institute has the right to assume its own defense at reasonable cost to the Component.

6.4. **Governance and Leadership.**

6.4.1. **Board Membership.** Component maintains a documented process for leadership succession and conducts elections according to its bylaws.

6.4.2. **Leadership.** Component affords members opportunities to become involved in the Component at committee or leadership levels.

6.4.3. **Strategic Planning.** Component provides members with access to its long-range strategic plan and yearly goals and objectives in addition to its Bylaws, financial records, and minutes of Board meetings addressed in Section 3.

6.4.4. **Annual Business Meeting** (AIA Convention). Component is encouraged to have representation at the Institute’s annual business meeting and Institute elections to ensure that all members have a voice on important issues raised during the meeting. (Note that if even one accredited Architect member delegate attends the annual business meeting for a component, that component is considered to be fully represented.) If the component cannot send a member to the meeting itself, it can arrange to be represented by proxy.

7. Component Underperformance

- 7.1. **Authority and Events.** Component's charter, granted by the Institute, remains in full force and effect unless surrendered by the Component or revoked by the Institute in accordance with the Institute's Bylaws, other component-related policies, procedures, and handbooks, or other written guidance disseminated by the Institute.
- 7.2. **Steps to Achieve Success.** If a Component's performance is in question and it appears that voluntary measures may help resolve any pertinent issues, the Institute will work with the Component to determine steps to help it achieve satisfactory performance within a reasonable time frame.
- 7.3. **Enforcement.** In rare cases, the Institute, through its Board of Directors, may find it necessary to reorganize or dissolve the Component, or to take other appropriate action to address a Component's failure to comply with provisions of the *Component Performance Criteria*. (See AIA Bylaws, Section 4.07.) Enforcement consistent with any requirements set forth in the Institute's Bylaws will be undertaken in collaboration with a peer group.

8. Amendments to Performance Criteria

- 8.1. The *Component Performance Criteria* may be amended or otherwise revised by the Institute Board of Directors at any time after providing sixty days' advance written notice of the proposed revisions to Components. Such written notice shall be considered sufficient if it is provided through any print, electronic, or other medium (which may include either *AIArchitect* and/or newsletters distributed to Component representatives by the Component Relations Department) reasonably calculated to provide the relevant information to the Components. During the sixty day period, the Institute (through its Component Relations Department or other appropriate channels) will accept comments on the proposed revisions and shall inform Components of their disposition.

Component Performance Criteria

APPENDIX A: Extractions – AIA Bylaws

1.0 GENERAL PROVISIONS

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

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

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

- a) Each participant shall establish the annual amount of its regular dues, supplemental dues (if charged), and assessments, subject to uniform policies on incentive programs and dues structures.
- b) Funds collected through the system shall be promptly available to the participant to which the funds are due.

4.05 Authority and Duties of Components.

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

4.06 Bylaws of Components. 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 shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.

4.07 Delinquent Components.

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

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

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

4.13 Authority and Duties of Chapters. Each chapter:

- a) shall cooperate with its state and regional organizations to further the interests of the members, and by agreement with these organizations, may represent and act for them within the chapter's domain.
- b) may establish allied member, student affiliate, and honorary affiliate membership categories, under conditions set forth in the bylaws of the chapter.
- c) may levy and collect annual dues from its members, except Members Emeritus and Honorary Affiliates.
- d) may levy and collect admission fees for admission of allied members and student affiliates.
- e) shall meet the Performance Criteria for the AIA.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Performance Criteria for the AIA.

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APPENDIX B: Extractions – AIA Rules of the Board

4.1 FORMATION AND ADJUSTMENTS TO COMPONENTS

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

9.2 PUBLIC POLICIES

9.24 Policy Conformance.

9.242 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 of the Institute.

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APPENDIX C: Extractions – AIA Strategies for Component Excellence

3.2 External Communications (public relations)

Intent

Enhance the public's perception of architecture and architects. The community served by the component should be aware of awards and community service programs, member involvement and contributions to the community at large, as well as awards conferred upon members by the component by any level of the AIA. To further the mission of advancing One AIA, external communications should follow the established AIA brand.

Outcome

External communication can be accomplished through a variety of ways such as press releases, electronic announcements and website links.

4.2 Position Taking

Intent

In order to keep the AIA in the eye of elected officials, components should, with regularity, weigh in on issues that affect the built environment or the business of architecture when they come before elected bodies in their communities.

Outcomes

Components take positions on such legislative or regulatory activity as necessary for the benefit of the components members. (See also Section 3.7.1 "Component Public Positions/ White Papers"). Letter writing and testifying before government committees are effective tools when communicating AIA positions.

5.2 AIA Transcripts

Intent

A service that members value is the *AIA Transcript*—an individual record of each member's continuing education activities. These transcripts are widely accepted by governing bodies as proof of an AIA member's compliance with applicable licensing laws. AIA/CES transcripts constitute a five-year history file of each member's continuing education credits.

Outcomes

Components assist members by providing them with information for obtaining their transcripts and how to report self-directed learning activities. AIA components may also choose to contact members who are deficient in their learning units to ensure their continued ability to maintain membership.

5.3 Continuing Education Opportunities

Components are often the first point-of-contact for continuing education and as such are encouraged to take responsibility for the continued learning of their members by providing programs that allow members to meet their annual Continuing Education requirements. There are a number of organizational strategies that can be employed to meet this intent.

It is equally important that members have access to multiple learning opportunities that are based on quality programming and are offered in such a way as to meet the needs of members.

6.1.2 Bylaws [□]

Intent

“Bylaws are the formal, internal documents that provide the operational framework regarding the establishment, integration, and maintenance of an effective governance system.”¹ Bylaws are subordinate to Articles of Incorporation and most often are used to define how the association is formed and how it is run.² These two documents are complementary to one another and serve as the primary source for organizational and governance decision making. According to Section 4.06 of The Bylaws of The American Institute of Architects, “every component shall adopt bylaws consistent with these Bylaws . . . and every amendment must be submitted to the Secretary for approval before the bylaw or amendment becomes effective.”³ (See also Section 3.5 “Bylaws and Meeting Minutes”).

Outcome

Each component has met the requirements contained in the Institute’s Bylaws and has, (1) filed copies of its current bylaws with the general counsel in the AIA national component; (2) submitted changes or amendments to the Secretary of the Institute; (3) maintains current copies for review by members or other interested parties upon request.

Component provides copies of the bylaws to each director (Board Member) as part of a Board Member Handbook.

6.2.1. Tax Returns [□]

Intent

Finance is the economic activity of an organization. Accurate reporting of financial activity is essential to constructive decision-making by the organization’s leadership. In addition, the timely filing of necessary tax documents by non-profit organizations is often crucial to maintaining their tax-exempt status. (See also Section 3.4 Financial Information)

Outcome

Each component has filed appropriate tax returns for the previous fiscal year within the required time frame; copies of prior year returns are available for review by members of the component or staff at the national component upon request.

6.2.3 Record Keeping [□]

Intent

Record keeping by an organization is both a legal obligation in the case of certain documents, and good operating policy in the case of others. It enables future leaders to understand the decisions of past boards and committees and provides an historical record of the growth and development of the organization.

Outcome

Records of the official business of the component are retained in compliance with appropriate laws and regulations (both state and federal). This includes meeting minutes of the Board of Directors and Executive Committee; meeting minutes of committees and of the annual meeting of the association. It also includes financial records, membership records, and other component records.

¹ *Professional Practices in Association Management*, p. 23

² *Association Law Handbook*, p. 23

³ Section 4.06, Bylaws of The American Institute of Architects.