



2025 Candidates Packet



Table of Contents

Roles and Expectations of a Member of the AIA Board of Directors	3
2024 Candidate Timeline	5
Candidate Checklist to Formally Declare.....	6
2025 Candidate Declaration Statement.....	7
2025 Candidate Nominating Petition	8
Excerpt from the AIA Bylaws—Chapters 5 and 6	13
Chapter 5: Membership Meetings	13
Chapter 6: Directors And Officers	16
Excerpt from the AIA Rules of the Board—Chapters 5 and 6	19
Chapter 5—Membership Meetings	19
Chapter 6—Directors And Officers.....	24



Roles and Expectations of a Member of the AIA Board of Directors

The role of each member of the AIA Board of Directors (Board) varies significantly based on the responsibilities assigned in AIA's governing documents. The Rules of the Board provide an overall scope of responsibility for members of the Board of Directors. The below roles and expectations have been created to provide AIA members, potential candidates, and the Board with an overview of roles and responsibilities. All elected or appointed members of the Board are expected to meet the following qualities and responsibilities.

About AIA

Founded in 1857, AIA consistently works to create more valuable, healthy, secure, and sustainable buildings, neighborhoods, and communities. Through more than 200 international, state, and local chapters, AIA advocates for public policies that promote economic vitality and public well-being.

AIA provides members with tools and resources to assist them in their careers and business. It engages with civic and government leaders and the public to find solutions to pressing issues facing our communities, institutions, nation, and world. Members adhere to a code of ethics and conduct to ensure the highest professional standards.

Roles of the AIA Board of Directors

The Board is generally responsible for the following:

- Conducting the general management of AIA affairs, maintaining control of AIA property, developing its policies, authorizing expenditures, and taking all necessary and proper steps to carry out the purposes of the AIA and promote its best interest.
- Approving affiliations with organizations.
- Establishing the location of the annual Conference on Architecture.
- Sponsoring resolutions as determined to be appropriate and necessary on behalf of AIA members.
- Adopting an annual operating plan and budget.
- Periodically developing, reviewing, and adopting a strategic framework that integrates a long-range plan with the AIA's strategic plan.
- Acting in a forward-looking, strategic, and anticipatory manner, inspiring the organization through the adoption of the broadest organizational values and perspective.
- The Board is to be accountable to the membership for competent and effective accomplishment of the Board's obligations.

Role and Expectations of an AIA Board Member

- Be committed to the AIA mission and vision and willing to consider the perspectives of all AIA membership segments.
- Actively participate in all in-person and virtual meetings of the Board of Directors throughout their term.
- Exercise the duties and responsibilities of the Board of Directors with integrity, collegiality, and care.
- Ensure the integrity of the Board process, and that AIA meetings and discussions are within the confines of its authority and are carried out in a timely, fair, and orderly manner.
- Make decisions on behalf of the Board that fall within reasonable interpretation of Board policies and the governance process.



- Protect the confidentiality of discussions, particularly when documents are provided under client-attorney privilege or discussions that occur during an Executive Session of the Board.
- Be free of any material conflict of interest that would prevent them from serving objectively and disclose all conflicts in advance in accordance with the AIA Conflict of Interest Policy.
- Adhere to all policies, procedures, and rules of AIA.
- Obey all applicable laws and regulations of the relevant local, state, and national government entities while acting on behalf of AIA.

Time commitment

The AIA Board of Directors holds three (3) Board meetings a year. Virtual meetings of the Board may be added at the discretion of the President. In addition to the official meetings of the Board, Board members may be invited to social events, dinners, and receptions throughout the year. Full in-person attendance is expected at all meetings. If it is necessary to miss a meeting, the Board member should advise staff as early as possible.



2024 Candidate Timeline

Dec. 17, 2024	Call for Nominations open
Jan. 7, 2025	Candidates' briefing with Secretary Flowers (3:00-4:00pm ET)
Jan. 8-31, 2025	Candidate review period (<i>candidates can not publicly campaign until after COI disclosure review period is complete and candidates are notified by AIA Counsel</i>)
No later than Jan. 31, 2025	<ul style="list-style-type: none"> • Publication of declared candidates (names and component affiliation) • Call for Resolutions announced (timeline and process published)
Jan. 31, 2025	Members considering candidacy are encouraged to declare their intent (to allow for candidate materials to be shared at Leadership Summit; <i>see Feb. 10 deadline</i>)
Feb. 10, 2025	Deadline for candidate headshot, and bio, for AIA Leadership Summit (to be posted on the Annual Meeting page)
Week of Feb. 10, 2025	Candidate headshot, bio posted to the Annual Meeting page
Feb. 18, 2025	Deadline for candidates to submit transcript for live speeches at AIA Leadership Summit
Feb. 24-26, 2025	AIA Leadership Summit (all declared and vetted candidates invited to attend and give live speeches)
Feb. 28, 2025	Deadline to submit resolutions
Week of Mar. 10, 2025	Resolutions Committee initial review of submittals
Mar. 10-17, 2025	As needed, the Resolutions Committee calls with sponsors to consider a combination of similar resolutions, ensuring clarity of intent and outcomes, etc.
Apr. 4, 2025	<ul style="list-style-type: none"> • Announcement of Annual Meeting date and location (<i>sixty (60) days prior to meeting</i>) • Deadline for Nominating Petitions supporting declared candidates (to meet all requirements outlined in Rules of the Board) • Deadline for candidates' videotaped speeches for Annual Meeting/AIA25 • Count of the membership taken for apportionment of voting delegates for the Annual Meeting
Week of Apr. 7, 2025	Updated candidate speeches posted to the Annual Meeting page (<i>no later than thirty (30) days before the Annual Meeting</i>)
Apr. 16, 2025	Board of Directors Meeting (consideration of resolutions and approval of bylaws)
No later than Apr. 25, 2025	Official Delegate Information Booklet published <ul style="list-style-type: none"> • Proposed Bylaw Amendments (<i>no less than thirty (30) days</i>) • Distribution of Resolutions (<i>forty (40) days prior to the meeting</i>)
Wednesday, Apr. 30, 2025 @ 3:00pm ET (1 hour)	AIA Townhall <ul style="list-style-type: none"> • Overview of Resolutions • Review of proposed Bylaw amendments
May 9, 2025	CACE Delegate Accreditation Session <ul style="list-style-type: none"> • ED/President renewed • Delegates renewed • Member IDs
May 9, 2025	Delegate Briefing for Components
May 16, 2025	AIA Townhall (optional)
May 9-27, 2025	Online Accreditation of Delegates to the Annual Meeting https://accreditation.aia.org
May 27, 2025	Delegates must be accredited to be allowed to vote at the annual meeting and in the election.
Jun. 4, 2025	<ul style="list-style-type: none"> • Annual Meeting (approx. 9:00am-12:00pm) • Caucuses with delegates (approx. 12:30pm-1:30pm) • Electronic voting opens (2:30pm) • Electronic voting closes (6:30pm)
Jun. 5, 2025	Election results announced (8:30am)



Candidate Checklist to Formally Declare

Requirements:	Date
<input checked="" type="checkbox"/> Architect member in good standing	
<input checked="" type="checkbox"/> Participate in the AIA Candidates' briefing	Jan. 7, 2025, from (2:00-3:00 pm ET)
<input checked="" type="checkbox"/> Sign candidate declaration form acknowledging campaign rules	Jan. 8, 2025
<input checked="" type="checkbox"/> Review and complete AIA Leadership Agreement	Jan. 31, 2025
<input checked="" type="checkbox"/> Supporting materials for Delegate Handbook (<i>biography, headshot, and candidate statement</i>)	Feb. 310, 2025
<input checked="" type="checkbox"/> Submit 3-5 candidate nominating petitions	Apr. 4, 2025
<input checked="" type="checkbox"/> Submit a chapter or state letter of support	Apr. 4, 2025
<input checked="" type="checkbox"/> Prerecorded candidate video	Apr. 4, 2025
Optional:	
<input checked="" type="checkbox"/> Live speech at AIA Leadership Summit (<i>all declared and vetted candidates invited to participate</i>)	Feb. 24-26, 2024



2025 Candidate Declaration Statement

I, _____ (print name), do hereby declare myself a candidate for the office of _____ (print office sought), and state the following:

1. I have read and agree to observe the AIA campaign rules as set forth in Chapters 5 and 6 in the AIA Bylaws, and Chapters 5 and 6 of the AIA Rules of the Board.
2. I declare that I do not employ unpaid interns (including working students, as that term is defined and interpreted in Section 11.0 of the Rules of the Board – excerpt below), nor does any firm of which I am an owner or manager.

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.

3. I understand my responsibility relating to all activities involving my candidacy, and I further understand that failure to abide by these rules may disqualify me as a candidate in the AIA national elections.
4. I have completed the [AIA Leadership Agreement](#) and understand that volunteer leaders are expected to act in accordance with AIA’s mission and vision. Volunteers are expected to act ethically and businesslike, avoid any conflict of interest, and represent unconflicted loyalty to the interests of AIA members.

Signed

Date

SUBMIT YOUR COMPLETED DECLARATION STATEMENT BY
5:00 p.m. (ET), APRIL 4, 2025
via email to:
AIA Secretary Josh Flowers, FAIA
c/o Caitlin Couture, CAE, Senior Director, Governance at caitlincouture@aia.org



2025 Candidate Nominating Petition

We, the undersigned members of the AIA in good standing of

_____,
(Name of local or statewide AIA chapter, or AIA International component)

do hereby nominate

(Name of nominee)

for the office of

(Title of office)

of The American Institute of Architects.

	Printed Name	Signature	AIA Member Number
1			
2			
3			
4			
5			
6			

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Excerpt from the AIA Bylaws—Chapters 5 and 6

Chapter 5: Membership Meetings

5.0 MEETINGS OF THE INSTITUTE

In these Bylaws, a meeting of the Institute shall refer to a corporate meeting of the membership.

5.01 Annual Meeting of the Institute.

5.011 Annual Convention. There shall be an annual meeting of the Institute, also called the annual convention.

5.012 Time and Place of Annual Meeting. The annual meeting shall be held at a time and place determined by the Board.

5.02 Special Institute Meetings.

5.021 Power to Call Special Meetings. A special meeting of the Institute shall be held if a call for it, stating its purpose, has been voted at a meeting of the Institute or by the concurring vote of a majority of the members of the Board or by resolution duly adopted by not less than 25% of the assigned members in each of six chapters, each of which shall be in a different state, or for international chapters, in the International Component.

5.022 Business at Special Meetings. No business other than that specified in the call shall be transacted at a special meeting.

5.1 NOTICE OF MEETINGS

At least thirty days before any meeting of the Institute, the Secretary shall have notice of the meeting publicized to every assigned member and to every Institute component organization. The notice shall state the time and place at which the meeting will be held and the business to be transacted. No failure in, or irregularity of, notice of an annual meeting shall invalidate either the meeting or actions taken at the meeting or as a result of the meeting.

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, state delegates, and International Component 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 International Component Delegates. The International Component may be represented at a meeting of the Institute by one International Component delegate, who shall be an Architect Member.

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



Each local chapter shall be entitled to member delegates based upon the number of assigned members in good standing in the chapter.

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.

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 component specified in this section shall select the component's representatives to serve as member delegates in the manner prescribed in the 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 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 ensure apportionment of the member delegates based upon the number of assigned members in good standing in each component determined in accordance with Section 5.214. The number of member delegates entitled to be accredited to represent the 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 component shall certify the selection and identity of the member delegates from the 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 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 component is entitled.

5.25 Representation by Proxy.

5.251 Proxy for Absent Delegation.



5.2511 Components in the U.S. or U.S. Territories. If none of the representatives selected by a component to be member delegates can attend the meeting the component president or the president's designate may distribute the component's votes via written proxy to a member delegate or state delegate from another component in the same state, if possible. 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 the delegate's own; provided, however, that: (a) a state delegate may represent by proxy more than one of the components in the delegate's state and (b) the president of a state organization may designate a member delegate from the president's state to represent by proxy more than one component in that state.

5.2512 International Component and International Chapters. If none of the representatives selected by the International Component or an international chapter to be member delegates can attend the meeting, then the component president or the president's designate may distribute the component's votes via written proxy to a member delegate of another international chapter. 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 the delegate's own; provided, however, that: (a) the International Component delegate may represent by proxy more than one of the chapters in the International Component, and (b) the president of the International Component may designate a member delegate from the component to represent by proxy more than one chapter in the International Component.

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

5.27 Quorum at an Institute Meeting. A quorum for a meeting of the Institute shall be one hundred member delegates.

5.28 Voting Methods at Meetings of the Institute. Electronic voting shall be the exclusive method of voting at a meeting of the Institute, subject to the following exceptions:

Other methods of voting may be used at a meeting of the Institute if they are approved for the meeting by a majority vote taken in accordance with Section 5.28 of these Bylaws, or if the electronic voting system experiences a substantial failure at that meeting. The other methods of voting that may be used are:

Voice vote;

Roll call (conducted manually or by any other method approved by the Board of Directors), or

Secret ballot, if required by these Bylaws.

Resolutions of appreciation shall not require an electronic vote, but may be conducted by voice vote.

5.29 Minimum Number of Votes Required for Action. Unless these Bylaws require otherwise, any action or decision of a meeting of the Institute shall require approval by a majority vote.

5.30 Recording of Votes.

5.301 Voice Votes. On all voice votes each delegate voting shall be presumed to cast one vote.



5.302 Proxy Votes at Convention. On voice votes, proxy votes shall be presumed included in each delegate's single vote. On every roll call vote or secret ballot, delegates holding proxies shall record separate votes for their assigned chapter and the proxy chapter.

5.3 NON-DELEGATES AT MEETINGS.

Members who are not delegates, and Allied and Affiliate members of chapter and state organizations, may attend any meeting of the Institute and may speak at the invitation of the presiding officer.

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 6.04).

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 6.04).

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

6.041 Selection by the Delegates at Convention. The delegates at each annual convention of the Institute shall elect one of three At-large Directors to serve on the Board. Each At-large Director so elected shall serve for a three-year staggered term. 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.

6.0411 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.042 Selection by the Strategic Council.

6.0421 Election of Directors. The Strategic Council shall elect three At-large Directors to serve on the Board for three-year staggered terms. I am running a few minutes late; my previous meeting is running over.

6.0422 Eligibility. The Strategic Council shall have broad discretion in electing At-large 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 At-large Directors elected by the Strategic Council and serving on the Board at any one time be Architect members.



6.0423 Votes Required. Nominees for At-large Director must receive a majority of the votes cast in order to be elected to office. Therefore, if more than two candidates are nominated for this position, a primary election shall be held. Primary election procedures are outlined in the Rules of the Board.

6.043 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).

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

6.05 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 President-elect, the Secretary, and the Treasurer. 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 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 President-elect 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 President-elect, 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.

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. 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.

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

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

6.133 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.

6.134 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 President-elect. The President-elect 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 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.

6.144 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 President-elect 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 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 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 President-elect. The Secretary shall succeed to the office of President-elect if there is a vacancy in that office. No Secretary, however, shall become President-elect by succeeding to the office of President-elect under this provision.

6.163 Succession to Other Offices. 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 President-elect 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.



Excerpt from the AIA Rules of the Board—Chapters 5 and 6

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. No later than January 31, 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.

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 Leadership Summit 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 Leadership Summit 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 Leadership Summit or the Conference on Architecture.

Parties for Candidates. Parties in support of a candidate are not permitted at Leadership Summit 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 Leadership Summit 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.

Candidate Support by Directors. Members of the Board of Directors are prohibited from campaigning for, promoting, or otherwise publicly supporting any candidate for AIA office, the Board of Directors, or the Strategic Council.

Notwithstanding, nothing shall preclude members of the Board from providing personal letters of endorsement or recommendation for candidates to the Strategic Council or Strategic Council at-Large candidates to the Board of Directors.

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 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 communicating Board actions and seeking input at least quarterly with component and member stakeholder group leaders.

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. Violations of this Code of Conduct that are deemed as intending to injure the good name of AIA, disturbing its well-being, or hampering its work may subject the Board member to discipline as provided for in AIA's Bylaws and these Rules of the Board.

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 actual or perceived conflict of interest with respect to their fiduciary responsibilities to AIA. Board members have a duty to disclose all actual and potential conflicts of interest that may arise during their Board service.

Board members must maintain confidentiality and not divulge any confidential information shared with the Board, including information and discussion taking place during and in preparation for Board meeting executive sessions.



Elected officers, as defined by 6.1 of the Bylaws, bear heightened responsibility to ensure that they represent the unconflicted loyalty to the interest of AIA while serving in AIA office and as Board members. To avoid any conflicts of commitment, AIA officers shall not in their individual capacity or on behalf of a business or entity in which the AIA officer has an ownership interest:

- Compete with any product, or service provided by AIA.
- Enter into any agreement, perform any services, or use their office in a manner which would conflict, interfere, or appear to conflict or interfere, with the AIA officer's fiduciary responsibilities to AIA or loyalty to AIA's interests.
- Use their leadership position for direct personal financial gain.
- Accept direct compensation for sponsorship relating to the architectural industry
- Publicly express defamatory remarks about AIA.

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 pertains 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.

Any allegation that a Board member or officer has violated the Board Code of Conduct in this Section 6.74 shall be submitted and reviewed by the AIA National Ethics Council. The Chair of the National Ethics Committee shall report the National Ethics Council's findings to the President who will then report the findings to the Board. If the National Ethics Council reports a violation by the Board member or officer of the Board Code of Conduct, the Board of Directors shall then convene to consider motions of (a) censure, (b) suspension of the officer's authority under Section 6.172 of the Bylaws, and/or (c) additional disciplinary actions.