

## AIA New York By-Law Revisions

### **6.0 AUTHORITY OF BOARD OF DIRECTORS**

6.04 Membership. The Board of Directors shall consist of twenty-three (23) members. Eighteen (18) members shall be assigned members of this Chapter, at least one of whom shall be an Associate member on the date of their election to the Board of Directors.

Together with the President, First Vice President/President-elect, Secretary, and Treasurer, the Vice President for Public Outreach, the Vice President for Design Excellence, and the Vice President for Professional Development will constitute the Executive Committee of the Board, for a total of seven (7) as provided in Section 6.3.

The other sixteen (16) members of the Board will include the Immediate Past President, Directors and Public Directors, the latter of whom do not need to be assigned members of the Chapter. One Public Director and one Student Director shall be appointed from among local post-secondary architecture schools on a rotating basis. Three Directors will be assigned to each of the three Vice Presidents and will assist them in overseeing the activities of the Chapter Program Committees.

The President, President-elect, Treasurer, Vice President for Public Outreach, the Vice President for Design Excellence and the Immediate Past President will serve as well on the Board and the Executive Committee of the CFA.

If for any reason the immediate past President is unable or declines to serve as a Board member, any other assigned member may be nominated and elected to fill that directorship position for the full one-year term.

### **6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS**

6.21 Terms. Each officer shall serve a term of one year or until a successor has been elected and qualified. The rotating Public Director drawn from among local post-secondary architecture programs, the Student Director, and the immediate past President of the Chapter shall serve a term of one year. The three Directors that assist the three Vice Presidents in overseeing the activities of the Chapter Program Committees shall serve a term of one year, with two one-year renewals. All remaining Directors and Public Directors shall serve a term of two years with two one-year renewals with the terms arranged so that no fewer than four terms end in any one year.

6.211 Consecutive Terms. A member shall not be elected to the same office for more than the following number of consecutive terms:

- 1) President - one
- 2) First Vice President/President- elect - one
- 3) Vice Presidents – three
- 4) Secretary - three
- 5) Treasurer - three
- 6) Directors (except as otherwise noted) – three
- 7) Public Directors – three
- 8) Public Director (from local post-secondary architecture program) -- one

- 9) Immediate Past Chapter President – one
- 10) Student Director – one

## **7.2 NOMINATING COMMITTEE**

7.26 Responsibility. This Committee shall obtain from the Secretary the list of vacancies among officers, directors and elective committees, consider the specific qualifications of candidates for the roles and make nominations for any or all of the following:

- 1) First Vice President / President-elect – individual to have previous experience on the Board or significant experience with Chapter Affairs.
- 2) Vice President for Public Outreach – responsible for identifying and managing priorities and strategies for public advocacy initiatives for consideration and endorsement by the Board.
- 3) Vice President for Professional Development – responsible for strategic positioning of programming on professional practice issues.
- 4) Vice President for Design Excellence – responsible for strategic positioning of programming for building type design, awards programs; sustainable design; zoning and planning issues.
- 5) Secretary – responsible for membership development strategies
- 6) Treasurer – in addition to responsibilities stated in the bylaws, chair of special task forces related to finances as required.
- 7) Public Director and Oculus Advisor– responsible for Oculus, e-Oculus, website, publications and graphic design program; Chair of Oculus Committee.
- 8) One Director selected from the Associate members of the Chapter.
- 9) Three Directors with qualifications to assist the Vice-Presidential roles of Public Outreach, Professional Development and Design Excellence.
- 10) Three members of the Honors Committee.
- 11) Three members of the Oculus Committee.
- 12) Two members of the Fellows Committee.
- 13) Two members of the Finance Committee.
- 14) Four members of the Design Awards Committee as guided by the Rules of the Board
- 15) One Student Director who will work with the Public Director and Secretary regarding Student Affiliate development issues.
- 16) The remaining Directors and Public Directors should represent a mix of skills and expertise including but not limited to legislative and government affairs, educational and academic affairs, programmatic expertise, industry and professional affairs, development and fundraising capacity, sustainability and resiliency expertise, and other areas as defined by the Board of Directors.

## **7.7 DESIGN AWARDS COMMITTEE**

7.71. Composition. There shall be an elective Design Awards Committee consisting of six members plus a member of the Board of Directors. Four members shall be elected to the Committee and two shall be appointed to the Committee by the Executive Committee. The Executive Director, in consultation with the President shall designate one of the Committee's members, except the member of the Board of Directors, as Chair.

#### **8.4 CONTINGENT RESERVE**

Not less than two percent (2%) of the dues received by the Treasurer shall be placed in a contingent reserve fund that shall be available for general or special purposes.

In the event that a particular use will result in the balance of the fund being less than \$500,000, such use shall be permissible only if (i) the Board of Directors recommends such use to members; and (ii) following such recommendation by the Board and no sooner than 30 days after written notice to members, the use of the fund for such purposes is approved by a majority of members present at a meeting of this Chapter.

In the event that the balance of the fund is more than \$500,000 and a particular use will not result in the balance being less than \$500,000, such use shall be permissible if approved by at least two-thirds of the members of the Board of Directors.

The Chapter may pledge any portion of the fund as collateral for one or more loans to fund Board-approved projects provided that (i) such loan(s) are made by a financial institution; and (ii) the pledge of the fund as collateral is approved by at least two-thirds of the members of the Board of Directors. The income generated the contingent reserve fund shall be automatically transferred to the Chapter's operating account. The Chapter's operating account will pay all expenses for the contingent reserve fund.