2018 CA CACE Annual Meeting

THE AMERICAN INSTITUTE OF ARCHITECTS | CALIFORNIA COUNCIL

WHOM TO CALL FOR WHAT | 2018

(Revised on 1/10/2018)

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Insurance ..... Bernadette
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2018 CA CACE Annual Meeting

Emerging Professionals

AIA
California Council

Brightwood Architecture Education Partnership Information

Brightwood Architecture Education is a longtime supporter of the AIA California Council's Academy for Emerging Professionals. As a part of our yearly agreement, Brightwood resources extend beyond the AIACC to help support our 22 local chapters in California.

New in 2018, Brightwood will be launching a co-branded online portal with specific sections for each local chapter. The following products will be made available via the portal at the following discounted rates:

> ARE 5.0 Qbanks (currently 5 of the 6 divisions are available) | $29.95 per division with 6-month access | *60% off retail price of $49.95 per division*
>
> ARE 5.0 Ebooks | $49.95 per division with add on option for corresponding print study guide at $39.95 per division | *62% off retail price of $79.95*

Further details on how to access your chapter's portion of the portal will be sent out by our Brightwood representative, Kelly Lyons, in early March.

When marketing this offer to your members, please use the attached logo as well as the full name "Brightwood Architecture Education" and clearly represent Brightwood as the provider of the Brightwood ARE Study Materials.

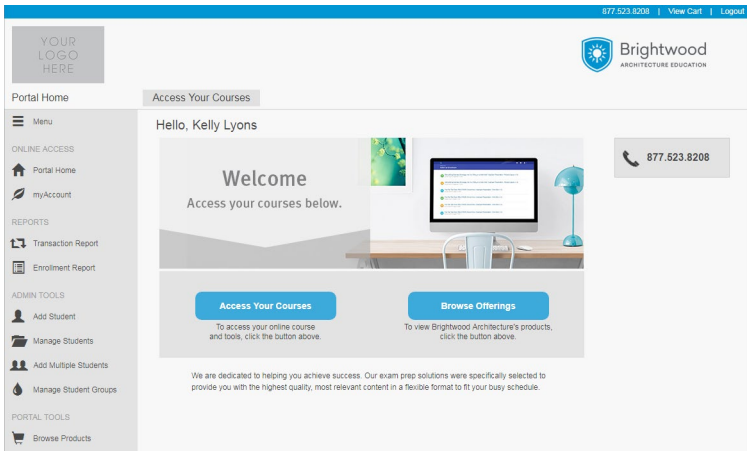
Brightwood
ARCHITECTURE EDUCATION

Brightwood
ARCHITECTURE EDUCATION

If you have any questions, please contact Hillary Krek at hkrek@aiacc.org or (916) 642-1710.

Brightwood
ARCHITECTURE EDUCATION

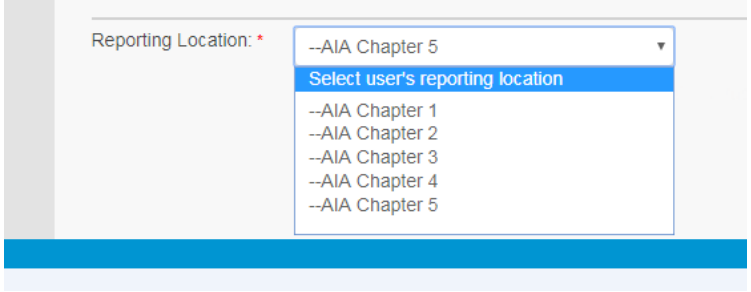
Customizable Co-Branded Portal



Key Features:

- Customizable with your state AIA logo and AIA colors
- One easy location for your members to access Brightwood online study tools
- Exclusive AIA pricing

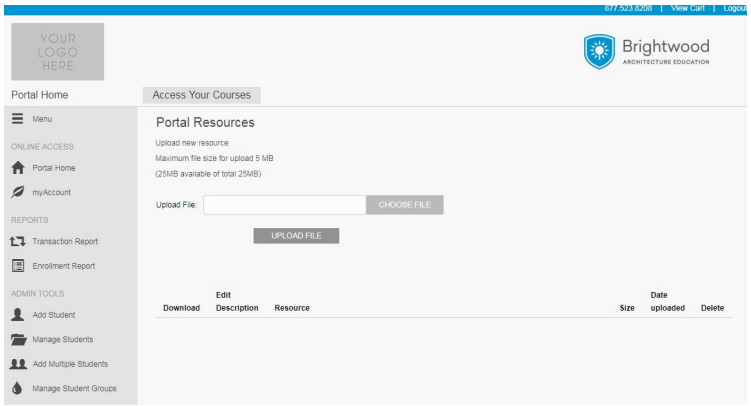
Reporting locations allow each regional chapter to separate its members



Key Features:

- Easy reporting capabilities
- Monitor members by chapter
- Administrator assigned to each location (EP Director)
- Consistency throughout your state

Upload capabilities allow you to create a shared resource for all members



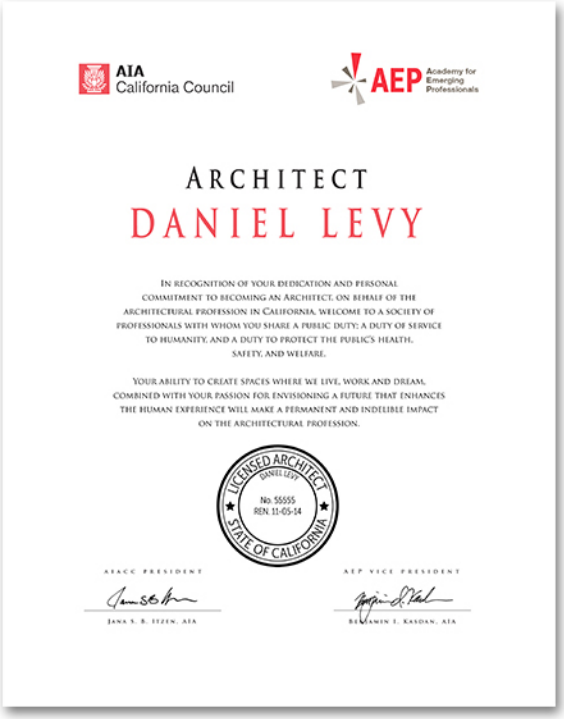
Key Features:

- Upload important documents
- Ensure easy communication

AEP Academy for Emerging Professionals

AIA|CC

Newly Licensed Recognition Program



AIA California Council

AEP Academy for Emerging Professionals

ARCHITECT

DANIEL LEVY

In recognition of your dedication and personal commitment to becoming an Architect, on behalf of the architectural profession in California, welcome to a society of professionals with whom you share a public duty: a duty of service to humanity, and a duty to protect the public's health, safety, and welfare.

Your ability to create spaces where we live, work and dream, combined with your passion for envisioning a future that enhances the human experience will make a permanent and indelible impact on the architectural profession.

LICENSED ARCHITECT
DANIEL LEVY
No. 55555
REN. 11-05-14
STATE OF CALIFORNIA

AIACC PRESIDENT

JANA S. B. STEIN, AIA

AEP VICE PRESIDENT

BENJAMIN I. KASDAN, AIA

A new initiative by the AEP to recognize those entering the profession:

1. Personal Congratulations - letter from AEP

2. Public Recognition – quarterly, AIACC forwards a list of new licensees and certificates for each to local AIA chapters to invite new architects in their chapter area to a local event to be acknowledged by the AIA recognized amongst their peers. (Note: this program is in direct response to the AIA Core Member Services requirements and provides a solution for all components in California to meet this requirement)

3. Professional Recognition - recognized on aiacc.org, aep.aiacc.org, and in Relevance

AEP Academy for Emerging Professionals

March 1, 2016

Dear Chapter Executive,

As you may already be aware, the AIACC recently instituted a new-licensee recognition program in order to celebrate those in California who have recently obtained their license.

We recognize the significant investment of time, energy and resources it took to become a member of the architectural profession and want to acknowledge this achievement. We send these certificates to the corresponding members (or non-members) according to their current addresses. Please find the group of newly-licensed individual certificates to be distributed to those within your demographic.

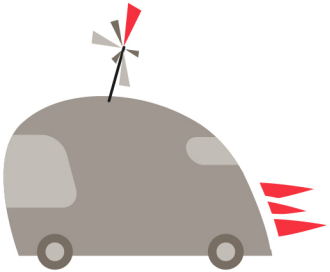
Some chapters have had success in gaining membership by inviting newly licensed non-members to a function in order to celebrate their licensure. Others send them out individually with a letter of support and congratulations.

These individuals will also be recognized on the state-wide AEP and AIACC web sites.

However you choose to distribute is completely up to your discretion. Please let us know if there is anything else we can do for you.

Sincerely,

Benjamin Kasdan, AIA
Vice President
Academy for Emerging Professionals



2018 ROADSHOW

Academy for Emerging Professionals

AEP Roadshows can present on (but are not limited to) the following topics:

- Resources the AEP offers
- Path to Licensure
- Mentoring
- Advocacy
- Leadership

Brightwood
ARCHITECTURE EDUCATION

The AIACC Academy for Emerging Professionals (AEP) Coalition of Advisors (COA) want to bring their myriad resources to you. Partner with the AIACC to host an AEP Roadshow at your local chapter! Together lets discuss topics relevant to the lives of Emerging Professionals as you navigate your way through school, licensure, and the beginnings of your career.

If you're interested in hosting an event or would like more information, please contact Hillary Krek at hkrek@aiacc.org or 916-642-1710.

AEP Academy for Emerging Professionals
AIA California Council

2018 CA CACE Annual Meeting

Membership

AIA
California Council

Membership Development Committee

AIACC has a standing Membership Development Committee - a network of component staff and members focused on membership recruitment and retention activities. Their primary goal is to coordinate membership activities across the state and identify statewide membership opportunities. AIACC staff coordinates the semi-monthly calls and brings to the attention of the committee membership information from AIA as needed.

Membership Recruitment Lists

AIACC staff works with the CAB quarterly to obtain a list of all California licensees. This list is split by AIA chapter and can be de-duped with the current chapter membership list (to identify non-members) upon request.

2018 CA CACE Annual Meeting

Chapter Support

AIACC

SUPPORT FOR COMPONENTS

AIACC believes local components are the touchstone for members. We look for opportunities to provide support, share resources, and to develop statewide initiatives for the success of all components in California.

1. FUNDING: AIA RESOURCE ALLOCATION

a. Allocated 60% of the revenue sharing from National AIA from contract documents back to the California Chapters (45%) and the CA CACE Opportunity Fund (15%). In 2013 these two items totaled $53,000. With the Resource Allocation Transition Plan, the amount has been decreasing by 20% a year. With the New Resource Allocation model, the AIACC's share has declined slightly ($1,500) from the dollar amount received in 2013.
$ is sent via EFT to components, quarterly

2. FUNDING: ONLINE CES-ACCESSIBILITY

a. Share 50% of gross course registration revenue from California registrants with the Chapters based on zip code of registrant after repayment of the course development costs (videotaping and editing, presenter expenses, staff time to manage course development). AIACC pays for the marketing, hosting and other expenses out of its share of revenues). AIACC also provides marketing materials/handbook to components to encourage promotion.

License Renewal
(Odd-Numbered Years)

1. 2017 - $106,000
2. 2015 - $113,000
3. 2013 - $199,300
4. 2011 - $313,900
5. 2009 - $8,200

Non-License Renewal
(Even-Numbered Years)

1. 2016 - $9,500
2. 2014 - $18,300
3. 2012 - $29,600
4. 2010 - $16,100

$ is sent via EFT to components, monthly

AIACC

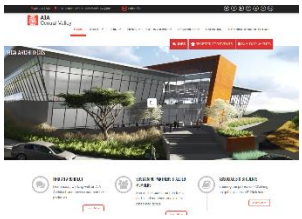
SUPPORT FOR COMPONENTS

3. COMMUNICATIONS: INTERNAL

a. Host Monthly CA CACE Calls
b. Include a CA CACE member on the AIACC Executive Committee and Board
c. **Host meetings** - California CACE Annual Meeting breakfast, lunch and dinner and travel stipends
    i. 2018 Annual Meeting food and travel stipends $6,000
    ii. 2018 Summer Meeting Members Service Plan and Resource Allocation food and travel stipends $3,500 (one-time extra meeting)

4. COMMUNICATIONS: EXTERNAL - WEBSITE

a. **Component WordPress Template** – template developed to adhere to AIA style guidelines and formatted to include basic information needed by all chapters.
    i. Includes information about how to migrate content to template. AIACC staff also available to assist (for a fee +/- $500)



5. MEMBER SERVICES

a. Coordinate Statewide Member Service Plan
b. Assist chapters with AIA Accreditation process (every three years)

6. MEMBERSHIP DEVELOPMENT

a. Host Membership Development Committee – monthly calls with component staff/volunteers who manage membership development and recruitment
b. Membership recruitment - liaison with California Architects Board to provide quarterly non-member lists

7. PUBLIC OUTREACH: KIDS DRAW ARCHITECTURE PROGRAM (see attached)

a. Chapters agree on one weekend each year, all chapters select a location to host a sketching event for the public. AIACC provides program information and sketching materials; chapters provide locale, staffing and local PR.

8. CHAPTER SUPPORT: BOOKKEEPING, BUDGETING AND FINANCE STAFF SUPPORT

a. Setup QuickBooks accounting system
b. Provide an annual forecast of financial/membership trends
c. Reconstruction after embezzlements

d. Planning and budgeting assistance
e. Monitor chapter compliance with IRS and corporate status with CA Secretary of State
    i. Assist with reinstatement as necessary
f. Chapter **Emergency Cash Flow Assistance** – assist chapters with emergency cash flow (as needed)

9. CHAPTER SUPPORT: MEMBERSHIP DATABASE

a. **NetFORUM** database processing and reports (fee based) (see attached)

10. DISASTER ASSISTANCE - MONETARY AND STAFF SUPPORT

a. Chapter response **planning** (see attached)
b. **Materials** and **funding**
c. **Architectshelp.org** –

11. SPONSORSHIP

a. Coordinate statewide sponsorship/allied **membership program** to identify opportunities for both AIACC and participating chapters. (see attached)

12. STAFF RESOURCES

a. **Training** for new staff upon request
b. **Network** of CA CACE experienced executives to assist new executives/challenges

13. EMERGING PROFESSIONALS

a. **Relationship** with Brightwood, providing ARE Prep Materials to each chapter (every other year) and discounts for members (see attached)
b. **Licensure Recognition Program** (see attached)
c. **AEP Summit** – annual conference of component EP leaders to encourage sharing best practices and resources (funding for component representative provided by AIACC)
d. **AEP Roadshow** – a travelling program to help chapters energize EP efforts locally

Welcome

On behalf of the AIA California Council, thank you for partnering with us to provide online continuing education for members in your chapter. The partnership AIACC has with the local components in California to promote the online courses is extremely important.

We know that revenues from in-person accessibility CE courses are a significant part of many components' revenues. We also know that the revenue sharing model we've employed since the program's inception has been of great value to components and to those members who prefer the convenience of an on-line option. We appreciate your help in directing architects to the online courses as another option – keeping CE revenues "in the AIA family".

As we enter the third renewal cycle (since AB1608 was passed), we've improved the process and created tools to help you promote the online courses to your members. Included are specifics of the program, text and graphics for you to use in announcements and on your websites. Below are a few examples:

1. **Overview of AIACC's Online Continuing Education Courses**, including our new Accessibility/Universal Design courses
2. **Frequently Asked Questions** that you can distribute to your members
3. **Marketing Materials** (with templates, links, sample e-mails, sample tweets and other information you can use immediately on your Chapter website and in your promotional pieces)

Your participation in our Online Continuing Education Marketing and Revenue Sharing program is EXTREMELY valued. Let's present a vibrant and rich learning experience to the members as we collectively enhance the value of membership!

If you have any questions about this Toolkit or the partnership, please give me a call or drop me an email. My contact info is:

Nicki Dennis Stephens, Hon. AIACC, LEED Green. Assoc.
Chief Operating Officer
AIA California Council
916.642.1707
NDennis@aiacc.org

Thank you!

Overview

Through the continuing partnership with aec**Knowledge**, an online educational resource serving architects and allied design professionals, AIA components can now offer a broader range of online courses that enhance member value and advance course taker's careers while generating revenue from tuition fees.

Each high-definition video course produced by AIACC and aec**Knowledge** are presented by industry leaders and provide distilled, practical and advanced knowledge that is peer-reviewed and free of commercial content. All AIA members receive course tuition discounts and certificates of completion. And all AIA/CES units are reported automatically, generally within one business day.

Our online courses enable your members to earn AIA/CES credits at their convenience in an engaging and easy-to-use format.

AIACC's online courses, provided by aec**Knowledge**, offer AIA members numerous benefits:

- Professionally designed, produced and delivered courses tailored to meet the needs of architects and allied professionals
- Advanced content vetted by an editorial board to ensure relevance and accuracy
- Broad offering of HSW courses with nation-wide appeal
- Free course previews enable members to wisely choose courses that meet their goals
- Convenient venue with an intuitive interface saves time and travel costs
- Online and live support for users with varying levels of computer fluency
- Frequent additions to the course library means there is something of interest for every member
- AIA/CES learning credits are automatically reported to AIA, saving time for members
- Additional discounts, beyond normal AIA discounts, are available on selected courses and bundles, saving members money
- aec**Knowledge**'s outreach program keeps members up-to-date on new releases

Accessibility / Universal Design Courses:

These courses provide architects an opportunity to fulfill their mandatory CE accessibility requirements for license renewal and become versed in federal laws and regulations related to accessibility.

This year we are particularly excited to have four new courses and presenters with top-notch information presented in thoughtful and engaging ways. Each of these courses encourages design professionals to view accessibility in a larger design context. These are not your "Add 4 inches clearance here and insert a 50-foot radius there" courses.

Click on the links and watch free previews.

1. **Accessibility in the Public Realm – Spend a Day in My Wheelchair**

   Letrice Sherrillo, AIA, a recent wheelchair user, takes us through downtown San Francisco as she navigates hospitality, retail and public spaces. Viewers will gain a better understanding about how accessible spaces in the public realm often fall short of servicing the requirements of people with different levels of abilities.

2. **Observations from an Accessibility Inspector**

   Stephen Dolim brings his extensive experience as an architect and accessibility inspector to enlighten us about the most common and frequently misunderstood accessibility violations. After viewing this course, design professionals will better understand how they and building owners can apply an accessibility quality assurance process to that will eliminate most common oversights and improve accessible design outcomes.

3. **Universal Design in Single-Family Homes**

   Erick Mikiten, AIA, a lifelong wheelchair user, takes us on a tour of his award-winning design of the universally accessible wine country residence, and shows us how the seven principles of Universal Design can be seamlessly incorporated into any small or large scale, low or high budget, single-family, multi-family or commercial project.

4. **Universal Design in Multi-Family Homes**

   Erick Mikiten, AIA, wheels us through this 39-unit affordable housing projects for people with a wide range of abilities. Erick describes the seven principles of Universal Design and then shows us how he incorporated these into this award-winning projects. Erick encourages design professionals to think broadly about how to create beautiful environments that are usable by as many people with varying level of abilities as possible.

Special Pricing for AIA Members

Accessibility in the Public Realm – Spend a Day in My Wheelchair ($45 AIA members, $75 non-members)

Observations from an Accessibility Inspector ($45 AIA members, $75 non-members)

Universal Design in Single-Family Homes ($45 AIA members, $75 non-members)

Universal Design in Multi-Family Homes ($45 AIA members, $75 non-members)

Special Discounts

- COURSE BUNDLE: Purchase the accessibility 4-part series, meet 5 hours of HSW requirements, and **SAVE $35 – $45** ($125 AIA members, $195 non-members) off our already low prices.

- GROUP RATES: Available for 10 or more people. Discounts start at 10% and increase to 20% or more for larger groups. For information, contact Michael at michael@aecKnowledge.com or call 415.383.7011.

Additional Online Courses through AIACC and aecKnowledge

All AIA members receive discounted pricing and your component will receive revenue sharing payments on any of our online CE courses.

Our courses cover a broad array of topics: accessibility, design, marketing and business development, practice management, project delivery, and sustainability. Each course engages, provokes and inspires.

For a complete list of aec**Knowledge** courses, with descriptions, credits and presenters, visit http://www.aecknowledge.com/providers/AIACC

Customer Service/Member Inquiries

Registration or payment questions? Questions about reporting AIA/CES Learning Units? Downloading Certificates of Completion? Difficulty taking a quiz? General technical problems?

Although the interface is highly intuitive, we're ready to answer questions and provide any needed assistance for those might need assistance. And we want to make the process as simple as possible for your chapter. Simply ask your chapter staff to direct course takers to:

For Customer and Technical support:
support@aecknowledge.com
415.755.3058 (technical support)

For general information:
info@aecknowledge.com
415.383.7011 (general inquiries)

For editorial questions and information about joining aec**Knowledge**'s Editorial Board:
editorial@aecknowledge.com

aec**Knowledge** staffs the phone support lines during normal business hours (Monday to Friday, 7:30 AM to 5:30 PM Pacific Time) and often answers the phone on weekends. If they don't answer, please email support@aecknowledge.com and they will respond as soon as possible.

Frequently Asked Questions

How do I register for an Online Course?

1. Go to www.aecKnowledge.com
2. Sign in or register as a new user. If you are registering as a new user, you will be sent a confirmation email that documents your user name. Save this email for your records and add Info@aecKnowledge.com to your address book so that you can receive these messages.
3. Select a course, view the preview and description, and follow the prompts to purchase the course. Courses are available for 90 days following registration.

How to I receive CES Learning Credit for courses

1. Take the 10-question multiple choice quiz after viewing the entire course.
2. After successfully passing the quiz, a Certificate of Completion will be automatically downloaded to your computer. Keep this for your records and for reporting to State licensure agencies.
3. AIA members will have AIA/CES Learning Credits automatically submitted.

How do I access my courses after I have paid for them?

Simply sign in again, go to the **Accounts** button (top right) and then to the **My Courses** tab. You will see your active courses listed. From there, you can View Course, Download a Transcript, or View/Take Quiz.

What if I forgot my user name?

This is better than forgetting your best friend's name. After clicking on the Sign In button, you will see a Forgot Username? prompt just below the Password box asking for your email address. Shortly after you enter your email address, you will receive an email with your username. Please make sure that your spam filter will not send emails from info@aecKnowledge.com to your junk filter.

What if I forgot my password?

After clicking on the Sign In button, you will see a Forgot Password? prompt just below the Password box. You will be asked for your email address and if it matches what we have on file, you will instantly receive an email with a link to reset your password. If your email address does not match what we have on file, you will be asked to call us to verify your identity.

Do I need a separate email address and user name to take more than one course?

No, please do not register again under a different email address. Sign in with the user name you used when you first registered. You can register and pay for as many courses as you like from a single account. (AIA reporting and AIA membership discounts can only be associates with one email address for each person.)

Why do I get an "Invalid Membership Number" even though I entered a valid membership number?

Occasionally, the databases we are provided inadvertently omit a few membership numbers. Simply email or call us, let us know your membership number, and we will verify your number and add it to our database.

Can I access the courses with my iPad, iPhone and other mobile devices?

Yes! You can now view aec**Knowledge** courses on most smart mobile devices so you are not tethered to your desk. We are still working on compatibility with some Android devices, as there is yet a common standard for playing high-definition videos on some Android operating systems. Google is working on developing a solution for this.***Do** aec**Knowledge courses qualify as Continuing Education Credits and as Learning Units?***

Yes, aec**Knowledge** continuing education courses qualify for Continuing Education Credits although states often vary in their requirements. And all aec**Knowledge** continuing education courses qualify for Learning Units (LUs) in various professional organizations. Select courses also offer AIA/CES HSW (HSW) and/or GBCI credit. Please refer to specific course descriptions for more detail.

How many credits will I receive?

Generally, 60 minutes of educational activity is equivalent to 1 Learning Unit (LU) or 1 GBCI credit; therefore the number of LUs you receive depends on the length of the course. You can find this information in each course description.

How do I obtain my Continuing Education and AIA Learning Unit credits?

Per guidelines developed by AIA and other professional organizations, attendees of online learning programs must demonstrate their knowledge by passing a quiz at the end of the course. Quizzes consist of 10 multiple choice questions and a passing score is 80%.

How many times can I take the quiz?

You will have three chances to pass each course quiz and 98% of course takers successfully pass the quizzes. If you do not pass after three attempts, you will be prompted to contact aec**Knowledge**. Many course takers find it helpful to print the quiz and keep it next to them when viewing the course.

Do the courses qualify for education credits for organizations other than AIA and USGBC?

We will be adding courses that qualify for other professional and licensing organizations. Please refer to each course description for which organizations have accepted this course. Also, some other organizations grant credit for courses that qualify for AIA Continuing Education Credits. As this continually changes, you should check directly with the professional and licensing organizations.

Can I see a history or summary of the courses I have taken?

Yes. Sign Into your account and click on the **Account** button in the upper right corner of your screen and then on the **My Courses** tab where you will see a summary of your courses.

Can I print a certificate of completion after I take my course?

Upon successful completion of the quiz, you will be able to download and print a Certificate of Completion that contains the information required by most licensing boards and professional organizations.

What if I lose my certificate?

You will have joined the ranks of many other course viewers that cannot locate their certificate. To access a copy of your certificate, sign Into your account using the button in the upper right hand corner of the page. Then click on **Account** and you will see a tab labeled **My Certificates**.

I am not an AIA member. Can I take the online courses for Continuing Education Credits?

Yes, even if you're not an AIA member, you can take our online courses for Continuing Education Credits. At present, most states that require continuing education accept AIA-registered courses for the mandatory continuing education state requirements. Many engineers and other professionals can claim CE credit for AIA continuing education courses as well.

How will my Learning Units and other credits be reported?

Each course provider receives electronic reports of who successfully passed each of their courses. For AIA Learning Units, course providers then report Learning Units electronically to the AIA. (You will be prompted to enter your AIA membership number when purchasing your first course.) aec**Knowledge** reports your learning units to AIA within one business day of you completing the course. For GBCI credits, all units must be self-reported, as USGBC and GBCI do not yet have an automated system for providers to report credits.

How will my state mandatory education and licensing requirements be reported?

For state mandatory education and licensing requirements, we provide a Certificate of Completion at the successful completion of each continuing education course. We do not report continuing education credits to states, as most states currently require people to report their education credits and/or send copies of their Certificates of Completion with their state license renewal application.

Can I stop a course in the middle and come back to watch it later?

Yes, you may pause a course at any point and return to watch the rest at your convenience. If you will be returning soon, do not close the browser window within which the course is running or the presentation will be reset to the beginning.

Can I skip to the next chapter if needed?

Yes. When the video is playing in normal mode (not full screen), you will see the chapters listed on the right. Simply click on the next chapter or to any other chapter that you want to view.

Can I download the course video?

You can download a transcript of the course(s) you have taken but not the video itself.

Why is the video jumpy?

Our videos are optimized for 98% of viewers. If you are experiencing problems with the streaming, it is likely either because of your wireless connection or your internet speed.

First, try switching from high definition to lower definition on the bottom right of where the video is streaming (where it should say HD). Click on 360 instead of automatic or 720 and it should stream seamlessly.

Second, depending on your browser and computer settings, the high-definition videos may also use up or deplete some operating memory on your computer, so try closing other programs and/or rebooting your computer.

Why don't some of the transcripts include the diagrams contained in the videos?

Due to copyright and other concerns, some course providers have elected not to include the diagrams in the transcripts.

Can I retake the same course every year to receive CE credit?

Yes, you can retake the same courses every year but you will NOT receive credit. Most professional organizations and most states require you wait 2 or 3 years to receive credit for a repeat program. However, if the course is substantially modified and we change the program number, the course is available for credit again.

How long do I have to take the course and the quiz?

You will have access to the course for 90 days after your payment is received.

How many times can I view the online course I purchased?

There is no limit to the number of times you can view the course during the 90 days that it is active. Additionally, you may download a transcript of the course after viewing and you can take or retake the quiz at any time after viewing the course.

What if I don't like a course or have a complaint?

We strive to continuously improve our offerings and value constructive feedback. Please email ContinuingEducation@aecKnowledge.com with your observations or call us at 415.755.3058

Marketing Materials

The agreement between the AIACC and your component requires actively publicity of the online courses to its members through emails (min 4x/year), electronic newsletters (min 4/year), in-place announcements, prominent placement on its web site, and other appropriate means (examples: distribution of postcards – to be made available at chapter office and/or mailed at components' expense.)

Here are tools and resources to assist in those efforts. Be sure to provide copies of these marketing efforts to the AIACC (ndennis@aiacc.org)

- Program Announcement
- Website Content
- Benefits of Online CE
- Newsletter Articles/E-blasts
- Content for Your Facebook Page
- Sample Tweets
- Graphics for website, newsletter, etc.
- Interview with aec**Knowledge** founder, Michael Strogoff, FAIA

SAMPLE MATERIALS

Program Announcement

AIA (CHAPTER NAME) is pleased to announce a continued partnership with the AIA California Council to provide quality, online continuing education to the architectural community. Through the AIACC's online CE provider, aec**Knowledge**, AIA members have access to a highly diversified library of online course offerings, each one professionally developed and delivered by industry leaders. This partnership provides (INSERT CHAPTER NAME) members an opportunity to fulfill their mandatory CE accessibility requirements for license renewal, fulfill AIA/CES requirements (including HSW requirements), and choose from a wide range of subjects in design, sustainability, accessibility, marketing and business development, practice management, project delivery, and small firm practice. These online courses allow you to earn AIA/CES credits at your convenience in an easy-to-use format. And all AIA members receive valuable AIA/CES learning units, which are automatically reported on your behalf, downloadable resource material and substantial price discounts.

Click here to access the online CE library.

Copy for Chapter Website page

The AIA (INSERT CHAPTER NAME) has joined forces with AIA California Council and their partner aec**Knowledge** to provide online continuing education for the design and construction industry. This allows professionals to pursue educational opportunities at their own pace and according to their own schedule. While state regulations require architects to complete CE credits in accessibility, there are other subjects all members of the industry are interested in as well. Choose from a wide range of topics in design, sustainability, accessibility, marketing and business development, practice management, project delivery, and small firm practice– each one professionally developed and delivered by industry leaders.

New Accessibility/Universal Design Courses:

Accessibility in the Public Realm – Spend a Day in My Wheelchair

Letrice Sherrillo, AIA, a recent wheelchair user, takes us through downtown San Francisco as she navigates hospitality, retail and public spaces. Viewers will gain a better understanding about how accessible spaces in the public realm often fall short of servicing the requirements of people with different levels of abilities.

Observations from an Accessibility Inspector

Stephen Dolim brings his extensive experience as an architect and accessibility inspector to enlighten us about the most common and frequently misunderstood accessibility violations. After viewing this course, design professionals will better understand how they and building owners can apply an accessibility quality assurance process to that will eliminate most common oversights and improve accessible design outcomes.

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"Talking Points" about the Benefits of Online CE

Top 10 Reasons to take AIACC sponsored online courses

- ***Full accreditation*:** AIA/CES approved content for full accreditation, many with HSW certification
- ***Guaranteed quality content***: Leading experts present distilled, practical and actionable information in each subject area
- ***Peer reviewed****:* Peer reviewed by a 26 member Editorial Board assures that content is current and correct
- ***Convenience*:** Convenient 24/7 accessibility for learning on the members' schedule
- ***Updated transcripts***: Automatic submittal for AIA/CES credit means your transcripts are always up-to-date
- ***Convenient, high-tech delivery***: Engaging high definition streaming video, written scripts and dedicated technical support for a stress-free online experience
- ***Instant feedback***: Simple quizzes allow you to test your comprehension and retention of the material

- ***Commercial-free content***: Unbiased information with no recommended vendors or branded materials
- ***Easy registration***: Go to www.aec**Knowledge**.com, sign in, view previews, select your course from a wide range of options and then take 90 days to complete your learning
- ***Discounts****:* Save money with AIA Member tuition discounts and special bundle pricing on most courses

---

Sample Tweets/FB messages

New! AIA (insert chapter) partners to provide four online courses on barrier free access / universal design that meet California's licensing requirement (link to chapter site)

Earn your mandated CE accessibility credits for license renewal with online courses, available 24/7. Automatic submission for AIA/CES credit and AIA member discounts.

http://www.aecknowledge.com/providers/AIACC.

Looking for something other than the "standard" courses, (i.e.: boring cut and paste, diagram-filled power points) to fulfill your continuing education requirements? Check out these online courses which feature well-done videos with engaging content and design-forward-thinking. Don't believe us? View a free preview of "Accessibility in the Public Realm – Spend a Day in My Wheelchair" – it will change your perspective!

Need accessibility CE for licensure? VIDEO promo: Accessibility in the Public Realm – Spend a Day in My Wheelchair

Special discounted pricing available for online CE accessibility courses available. Purchase this 4-part series and **SAVE $35 – $45** ($125 AIA members, $195 non-members).

Does your firm need HSW or accessibility CE courses for license renewal? Watch as a group and save – discounts available for 10 or more people.

Summer is a great time to take those CE courses you may have been delaying. AIA (insert chapter name) offers online CE courses on Design, Sustainability, Marketing and Business Development, Practice Management and Project Delivery. Check them out today and save some money for your vacation. http://www.aecknowledge.com/providers/AIACC

Earn your mandated accessibility CE for license renewal with online courses. Check out the newly released courses for the 2017 cycle. AIACC courses are available 24/7, provide automatic submission for AIA/CES credit and AIA member discounts. *New courses now available at* http://www.aecknowledge.com/providers/AIACC

Broaden your understanding of architectural challenges and solutions from across the country by taking online CE courses! http://www.aecknowledge.com/providers/AIACC

As the landscape changes with the changing season, find inspiration with provocative presentations – available 24/7/365. http://www.aecknowledge.com/providers/AIACC

New Year Resolution…..Take more CE Courses. Check out the online CE courses for inspiration! Free preview videos are now available. http://www.aecknowledge.com/providers/AIACC

Annual HSW credits are coming due. Take advantage of bundled pricing for AIA members today. Visit http://www.aecknowledge.com/providers/AIACC for a full listing of courses.

An Interview with aec**Knowledge Founder and President, Michael Strogoff, FAIA**

Convenient, portable and cost effective, online courses are rapidly emerging as the preferred option for busy professionals. Once considered inferior to classroom instruction, courses today offer participants unique access to industry leaders from across the globe and leading edge content not often available on a local level. And many people now prefer to access essential information through engaging videos.

The AIACC, in partnership with aec**Knowledge**, is committed to being the premier resource in online continuing education for the California design community. As a statewide organization, AIACC identifies and establishes relationships with quality California vendors, such as aec**Knowledge.** These relationships benefit AIACC members and the California design community as a whole. aec**Knowledge** is an online resource serving the AEC industry and is dedicated to sharing knowledge and advancing the practices of architects, engineers, construction professionals, urban planners and others within allied industries. Currently they provide all of AIACC's online continuing education courses and are rapidly expanding offerings in the coming months. We spoke with aec**Knowledge** Founder and President, Michael Strogoff, FAIA, about their selection criteria for instructors and subject matter, as well as their content review process.

Let's start at the very beginning……What criteria do you use for identifying and designing new courses?

We adhere to a 10-point check list for evaluating potential new courses. Most importantly, content must be unique, not readily available elsewhere, and have a broad, national appeal to a diverse set of design professionals, including architects, engineers and construction professionals. We also insist that the course not promote any specific solution or product. We believe that this is one of our key points of difference compared to other online CE offerings.

Once you have identified a course, how do you select your instructors?

First and foremost, our instructors are selected based on their subject matter expertise and their ability to engage an audience with distilled, practical and actionable knowledge. Our CE providers have access to many thought leaders through their boards, sponsors and partners; and our 26-member Editorial Board is also a great resource for potential instructors. When a candidate is identified, we review their references, prior experience and course materials. We also evaluate their on-screen presence with an informal "screen test" to ensure we can deliver the highest quality product possible.

Once the course is created, how do you review content for accuracy and timeliness?

All course content is peer-reviewed and goes through a rigorous editorial process, beginning with our Editorial Director who evaluates overall content, objectivity and value to busy professionals. Next, the Script Reviewer checks for accuracy, clarity, flow, timeliness, and even correct grammar and punctuation. Our goal is to remove every unnecessary word from each script so that there is zero "filler" and what is left is knowledge distilled to its essence. A final script review is then done by the appropriate members of our Editorial Board. To our knowledge, this editorial process is unique in the online CE world, and a distinct

competitive advantage of aec**Knowledge.** We work hard to ensure that the knowledge we deliver is not only current and concise, but unbiased and free of any commercial message. Every course is evaluated for how it will elevate the practice of our users and improve the built environment.

Online courses can be confusing and disappointing. What have you put in place to ensure that taking an online course will be easy to implement and fulfilling?

We have certainly had our share of trial by error. We started by filming and producing dozens of "k**Talks**" (6 – 10 minute videos) before tackling our continuing education courses, so we learned how to distill information, how to select and vet presenters, and how to coach them during the filming. Our goal is to present courses that are concise, with no noise, no fluff.

We have also put abundant resources into creating a user interface that is intuitive, easy-to-use and visually attractive. Our favorite compliments are when users tell us that our courses are full of useful information and that the interface is superior to others they have seen. If there is a technical issue, we have customer support dedicated to helping users navigate the site. Finally, we provide downloadable transcripts as an additional learning tool and use short quizzes to reinforce the learning.

*In addition to what we have already discussed, what other major benefits/advantages do aec**Knowledge** and AIACC courses offer?*

There are not many online providers that span the AEC industries and, of those, many are funded by product manufacturers and vendors, making them, in my opinion, thinly-veiled infomercials. At aec**Knowledge** we are adamant that our courses not promote any specific solution or product. Our goal is to provide the unbiased content design professionals require in order to make informed project decisions and to advance their professional development. We believe that these are key benefits to our participants.

Additional Questions

Thank you again for your partnership to promote online continuing education to your members (and the architectural profession as a whole!)

Any questions or need additional information, please call or email Nicki Dennis Stephens at ndennis@aiacc.org or 916-642-1707. Thank you.

Appendix A – Sample Email Messages

Sample Email Blast #1

To: All Members

From: AIA (INSERT CHAPTER)

Subject: Online CE Courses for Architectural License Renewal Now Available!

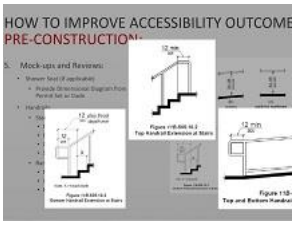
When renewing your architectural license – which expires at the end of your birth month. Plan ahead and fulfill your accessibility continuing education requirement **ONLINE!**

Stay current on the latest accessibility codes and guidelines as you watch these engaging video courses delivered by your peers. Your architectural license expires in your birth month, but don't wait until then to fulfill your continuing education requirements--visit (INSERT CHAPTER WEBSITE ONLINE CE PAGE) and learn from leading accessibility experts at your convenience--available 24/7 (without the travel!).

New 2016/2017 Accessibility/Universal Design courses:

Accessibility in the Public Realm – Spend a Day in My Wheelchair

Letrice Sherrillo, AIA, a recent wheelchair user, takes us through downtown San Francisco as she navigates hospitality, retail and public spaces. Viewers will gain a better understanding about how accessible spaces in the public realm often fall short of servicing the requirements of people with different levels of abilities.



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Why take these courses?

- Provide ‘barrier free’ CE in a larger Universal Design context. Each video in the series **engages, provokes and inspires**. These are not your "Add 4 inches clearance here and insert a 5-foot radius there" courses.
- Deliver valuable **HSW** credits
- Fulfill **state licensing requirements**
- Include downloadable diagrams and transcripts as **reference material**
- Offer **series discounts to individuals** and **group rates for firms**

PRICING

Accessibility in the Public Realm – Spend a Day in My Wheelchair ($45 AIA members, $75 non-members)
Observations From an Accessibility Inspector ($45 AIA members, $75 non-members)
Universal Design in Single-Family Homes ($45 AIA members, $75 non-members)
Universal Design in Multi-Family Homes ($45 AIA members, $75 non-members)

SPECIAL DISCOUNT. Purchase this 4-part series and **SAVE $35 – $45** ($125 AIA members, $195 non-members).

For information on **Group Rates** for 10 or more people, email michael@aecKnowledge.com or call 415.383.7011.

(add chapter webpage here)

Sample Email Blast #2

To: All Members

From: AIA (INSERT CHAPTER)

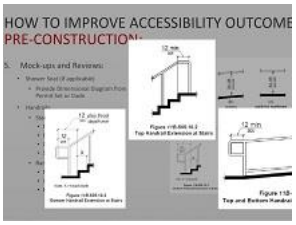
Subject: Accessibility CE Available Online!

Fulfill your accessibility continuing education requirement at your convenience ONLINE!

New 2014/2015 Accessibility/Universal Design courses:

Accessibility in the Public Realm – Spend a Day in My Wheelchair

Letrice Sherrillo, AIA, a recent wheelchair user, takes us through downtown San Francisco as she navigates hospitality, retail and public spaces. Viewers will gain a better understanding about how accessible spaces in the public realm often fall short of servicing the requirements of people with different levels of abilities.



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These online courses provide accessibility CE in a larger Universal Design context. Each video in the series **engages, provokes and inspires**. These are not your "Add 4 inches clearance here and insert a 5-foot radius there" courses! Each course delivers valuable **HSW** credits, fulfills **state licensing requirements** and includes downloadable diagrams and transcripts as **reference material**

PRICING (LINK TO EACH VIDEO)

Accessibility in the Public Realm – Spend a Day in My Wheelchair ($45 AIA members, $75 non-members)
Observations From an Accessibility Inspector ($45 AIA members, $75 non-members)
Universal Design in Single-Family Homes ($45 AIA members, $75 non-members)
Universal Design in Multi-Family Homes ($45 AIA members, $75 non-members)

SPECIAL DISCOUNT. Purchase this 4-part series and **SAVE $35 – $45** ($125 AIA members, $195 non-members).

For information on **Group Rates** for 10 or more people, contact Michael michael@aecKnowledge.com or call 415.383.7011.

(add chapter webpage here)

Sample Email Blast #3 – To Firms

To: Firm Principals

From: AIA (INSERT CHAPTER)

Subject: Special Firm Pricing on Online CE Courses Now Available!

Online Continuing Education – Special Pricing for Firms

Each year, architects in your firm are required to take **five hours** of **mandatory** continuing education in accessibility. The AIA (INSERT CHAPTER) has a special offer to help your staff meet this requirement - at a

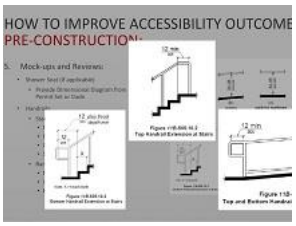
special rate for your firm (**10 – 20% off the individual series package price depending on the number of viewers)**

Partnering with AIA California Council and aec**Knowledge**, we are pleased to offer access to four new accessibility courses, encouraging architects to view accessibility in a larger – Universal Design context. Each video in the series **engages, provokes and inspires**. These are not your "Add 4 inches clearance here and insert a 5-foot radius there" courses.

New 2014/2015 Accessibility/Universal Design courses:

Accessibility in the Public Realm – Spend a Day in My Wheelchair

Letrice Sherrillo, AIA, a recent wheelchair user, takes us through downtown San Francisco as she navigates hospitality, retail and public spaces. Viewers will gain a better understanding about how accessible spaces in the public realm often fall short of servicing the requirements of people with different levels of abilities.



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Online CE allows staff to purse educational opportunities at their own pace and according to their own schedule, reducing time out of the office. The AIACC offers many other online courses on Risk Management, Sustainability, Innovative Design and more that satisfy the AIA Continuing Education HSW requirements as well -- browse the entire AIACC Online Library on aec**Knowledge**.

Click here if you have any questions or to purchase courses for a group. With our group rates, your firm will receive great pricing, your staff will gain valuable knowledge, and part of the revenues from these courses supports the AIA (INSERT CHAPTER) programs.

APPENDIX B – Online Graphics

(contact Nicki at ndennis@aiacc.org if you need different sizes or chapter specialized content)

2017
AIACC ONLINE CONTINUING EDUCATION
Component Toolkit
AIA
California Council

NEED CE CREDITS?
Don't have the time to spend away from the office?
Take high quality, online courses instead! Available 24/7/365
GUARANTEED
to satisfy California's license renewal requirements.
AIA
California Council
http://aecKnowledge.com

Cover Page to Model Bylaws for AIA Components
(as Edited/Annotated for use by AIA Chapters in California)

Background

In January 2018, AIACC engaged legal counsel to review the AIA's Model Bylaws for technical compliance with the California Nonprofit Mutual Benefit Corporation Law, and to edit/annotate the Model Bylaws in an attempt to make them more usable for AIA Chapters in California. The following document is the result of that effort. California AIA Chapters utilizing this document are encouraged to consult local legal counsel to determine if further tailoring/modification of the suggested California-specific language is appropriate. *The California-specific edits are intended for general information purposes only, should not be considered or construed as legal advice to any specific Chapter, and are not a substitute for the tailored advice that would be provided by local legal counsel.*

A Note to Explain Terminology

The term "member" is used in this document in various ways. A reference to a "Board member" or "a member of the Board" means a member of the governing body of the Chapter (i.e., a director, within the meaning of California Corporations Code Section 5047).

The term "member" is also used to refer to the individuals who make up the Chapter's membership. As explained in the note added to Section 2.02, as used in the California Nonprofit Corporation Law, the term "member" refers to persons who have certain rights, most notably the right to vote for the election of directors. (See California Corporations Code Section 5056.) Such persons are colloquially referred to in California as "statutory members" (or "voting members").

Since (as also explained in the note added to Section 2.02), California law permits a nonprofit corporation to refer to persons associated with it as "members" *even if such persons are not statutory members*, it is advisable for the bylaws of a California nonprofit corporation to explicitly state which categories/classes of its membership are statutory members (i.e., voting members), and which are not. As set out in the California-specific language added to Section 2.02, the term "voting members" is used to refer to those members who would be considered statutory members, and the term "non-voting members" is adopted to refer to those members who are not considered statutory members. Based on Sections 2.22, 2.34, and 5.24 of the Model Bylaws (as these provisions were drafted by the AIA), this reviewer's take is that, in California, the "assigned members" would be considered statutory members, and the "unassigned members" and the "Affiliate members" would not be considered statutory members.

Finally, regarding "Allied members," this reviewer's understanding is that some AIA Chapters in California allow their Allied members to vote, and other AIA Chapters in California do not. To account for this, this document allows for flexibility (see language and note added to Section 2.02); the main takeaway is that the bylaws should be clear as to whether the Allied members are voting members or non-voting members.

Institute Secretary

Model Bylaws for AIA Components

Revised August 2017
Edited/Annotated January 2018 by AIACC for use by AIA Chapters in California

{00108847.2}
The American Institute of Architects
1735 New York Avenue, NW
Washington, DC 20006-5292

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How to Use These Model Bylaws 1

Component Structure – Different Options 2

Fundamental Policy Choices 2

Review and Approval 4

Institute Assistance 4

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Washington, DC
August 2017

Introduction

State organizations, chapters, and sections are components of the AIA. Every component is located in one of the AIA's regions, each of which has its own regional organization. Although they are not components in themselves, the regional organizations are referenced at various places in these model bylaws.

Bylaws are the internal rules of an organization that determine how it is governed and establish fundamental policies. Every chapter, state and regional organization of the AIA, as well as most if not all sections, should have written bylaws. These model bylaws for AIA components have been prepared to assist components in developing and revising their bylaws.

The sample text in these model bylaws is an illustration for a hypothetical typical chapter. It is meant to be edited and modified to fit the particular requirements of your component.

How to Use These Model Bylaws

The bylaws of any organization reflect many policy choices about how the members choose to run the organization. Some provisions in AIA component bylaws are required by the Institute Bylaws and others may be required by the nonprofit corporation law of the state in which the component is located. Generally, however, components have a great deal of flexibility to determine what their bylaws say. Here is a key to the editing marks in the model bylaws:

- **An asterisk (*)** preceding text indicates which provisions of the model should be included in the component's bylaws (generally because such provisions are derived directly from the Institute Bylaws).
- **Superscript numbers within the text ([1])** indicate footnotes where special care must be taken in drafting or revising the bylaws, or where alternate language may be appropriate. Read the footnotes for further guidance in adapting the model language to your needs.
- **Bracketed words [ ]** and phrases represent options from which you should choose the appropriate item(s). Choose one of the options in each set of brackets and delete the others.
- **Parentheses ( )** indicate language which may be deleted or modified. Decide whether the parenthetical language is right for your situation and delete or modify it as necessary.
- **Stricken or underlined text** in the model bylaws indicates suggested edits to align the model bylaws with the requirements of the California Nonprofit

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Washington, DC
August 2017

Mutual Benefit Corporation Law. If an AIA Chapter in California is organized as other than a California nonprofit mutual benefit corporation, then these edits may not be appropriate for that Chapter to include in its bylaws. The California-specific edits utilize brackets and parentheses in the same way set forth above (i.e., bracketed words and phrases represent options from which you should choose the appropriate item(s), and parentheses indicate language which may be deleted or modified).

As you read through the text of the model bylaws, consider carefully its completeness and applicability to your component's specific structure and operations. You may need to consult with local legal counsel to determine what some sections of the bylaws should say. All California AIA Chapters utilizing these model bylaws, as edited for technical compliance with the California Nonprofit Mutual Benefit Corporation Law, are encouraged to consult local legal counsel to determine if further tailoring/modification of the suggested California-specific language is appropriate. **The California-specific edits are intended for general information purposes only, should not be considered or construed as legal advice to any specific Chapter, and are not a substitute for the tailored advice that would be provided by local legal counsel**.

Component Structure – Different Options

One major source of modifications to the model language will relate to the component's organizational structure. There are several levels of organizations below the national level in the AIA: regional organizations, and components known as state organizations and chapters. In addition, some state organizations and chapters have created other components, called sections.[1] There are many different types of components, since the regional, state, and local functions may be combined in one or more organizations.

State and Regional Structures. A multi-state region may have statewide chapters or state organizations with local chapters. In single-state regions, the state organization and the regional organization are the same. A state organization with local chapters and a statewide chapter with sections may operate essentially the same as one another, particularly where one or more of the sections has petitioned for and been granted the right to make membership in the section mandatory. (If the sections have not so petitioned, however, membership is entirely voluntary and the sections are not required to provide the Core Member Services of the AIA.) A few state organizations not only have chapters, but also have sections of their own.

No recommendation is made as to whether a state should have a state organization separate from the local chapters, or should operate as a state chapter with local sections. State organizations with separate chapters tend to prevail in more populous states, while a statewide chapter, sometimes with local sections, may be found in states with less population density and larger geographical areas.

[1] There are two types of sections, commonly referred to as mandatory and voluntary sections. Mandatory sections have assigned members, who may be required to pay section dues. In voluntary sections, membership is voluntary, and there are no required section dues. Mandatory sections must comply with core member service requirements, but voluntary sections need not do so. Anyone interested in the requirements for forming either type of section should contact the AIA Office of General Counsel.

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Fundamental Policy Choices

Every component must decide certain questions about its structure and governance, and include these choices in its bylaws. Some of the issues to be addressed are as follows.

Incorporation. Incorporation of a component can be a major benefit to its members for several reasons. It relieves members from individual liability for the debts of the organization. Incorporation also means that the component has perpetual existence, independent of the identity of its individual members at any particular point in time. The benefits of incorporation bring with them the obligation to comply with state corporation laws and state and federal tax laws, which may affect what the bylaws contain.

The Institute requires that each state organization, local chapter, and mandatory section be incorporated under the applicable nonprofit corporation statute, and that each secure its own federal and state tax exemptions. Normally, such an exemption will be granted under Section 501(c)(6) of the Internal Revenue Code, which is the category for professional and trade organizations. Exemptions under Section 501(c)(3), provided for charitable organizations such as foundations, are more difficult to secure and more restrictive on the organization's activities.

Governing Boards. The composition of the governing board of the component varies greatly and will affect the bylaws. Most components are governed by boards of directors. Other components are governed by an executive committee composed of such individuals as its current officers and the immediate past president. In still other components, the component's board of directors can be a relatively large group, and a smaller executive committee acts for the board between board meetings.

Staff. Many components are served by a professional staff executive. In such a case, the bylaws will typically set forth the extent of authority of the staff executive and specify that the executive serves at the pleasure of, and reports to, either the board or the president. Unstaffed components can delete this section of the model bylaws.

Committees. Component committee structures vary. Some components provide in their bylaws for certain standing committees, such as membership, government affairs, programs, and nominating. Others specify committees that parallel major Institute program-oriented committees, such as committees on awards, design, practice, and education. Some components do not define any committees in their bylaws, leaving this matter completely flexible for the governing body to determine. Generally, it is advisable to at least specify in the bylaws who has the authority to form and disband committees.

Dues. Component dues structures also vary widely. Most have regular dues only, very few have supplemental dues, and a few have regular assessments for meals or special projects. The bylaws should specify how and by whom the dues levels are determined. There is no need to incorporate the actual dues levels in the bylaws. Indeed, since dues levels often are changed more frequently than the bylaws, a change in dues levels should not require a bylaws change (although applicable law and sound practice may result in providing similar notice and voting majority).

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Although any section may charge dues, only sections with required membership will be able to enforce dues collections by requesting that the Institute terminate members who are in default.

Ethics. The Code of Ethics and Professional Conduct is administered at the national level by the National Ethics Council. Components may not adjudicate charges of unethical conduct or impose ethical discipline on members.

Review and Approval

The Institute's Bylaws require that all component bylaws be approved by the Institute Secretary to ensure that they are not in conflict with the Institute's Bylaws and Rules of the Board. Once the component's bylaws have been drafted and preliminarily approved by the component's governing board, send them to the Office of General Counsel at the Institute for review. Initial review will ordinarily be completed and comments returned to the component within three months. (Additional time may be required afterwards if issues remain unresolved during the initial review and further changes are requested of the component.) Once approved by the Institute, the bylaws can be submitted to the component membership for final approval.

Alternatively, the bylaws can be submitted to the component membership for approval, "subject to approval by the Institute Secretary," and then sent to the Office of General Counsel at Institute headquarters for final review and approval. The bylaws themselves, or the membership's resolution of approval, should permit the component governing board to make any changes required by the Institute Secretary so as to avoid delay in finalizing the bylaws. Components should review their bylaws periodically to ensure they are in line with changes to the Institute's Bylaws.

Component bylaws are reviewed only for consistency with the Institute Bylaws provisions noted in the guidelines. Bylaws of sections with voluntary membership are not required to be approved by the Institute, but will be reviewed if requested.

Institute Assistance

Questions regarding component structure, operations, and chartering should be directed to the Component Relations team at the Institute headquarters in Washington, D.C. Bylaws reviews are conducted through the Office of General Counsel. In providing these model bylaws and reviewing component bylaws, the Institute is not undertaking to provide legal advice. Components have the responsibility to determine that their bylaws are consistent with the laws of the state in which the component is incorporated.

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ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is[2] _____, hereafter referred to as this Chapter.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

*1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter.[3] (The Institute objects are: to organize and unite in fellowship the members of the architectural profession; 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]

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. (The territory of this Chapter is described as follows: _____[, and is indicated on the map attached to these bylaws].)

1.04 Organization. This Chapter is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The Chapter was incorporated in the State of California on (date), and chartered by the Institute on (date).

*1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

*1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization and regional organization (if applicable) to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

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[2] AIA Brand Manual stipulates that component names follow a consistent format to support the graphic identity of the AIA. The specified format is the initials AIA followed by the component name (for example, AIA California Council, AIA Orange County). See the AIA Brand Manual for more explanation.

The bylaws should state the full legal name of the organization as it appears in the incorporation papers. If, for example, the component name is "The New Jersey Society of Architects," the bylaws should say that, but can be followed by the statement, "Except for reports to government and other instances requiring official identification, the commonly used name for the Chapter shall be AIA New Jersey." Alternatively, the component can officially change its incorporated name if it wishes to adopt the AIA Brand Manual format.

[3] Objects must be consistent with the component's Articles of Incorporation, state law, and Internal Revenue Service regulations for tax-exempt organizations. This statement may require expansion to comply with applicable state or federal requirements, especially for tax exemption.

[4] Recitation of the objects of the Institute is not necessary, as long as they are referenced in the component's bylaws; in such case, the portion in parentheses may be deleted.

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1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS[5]

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by (not less than two-thirds vote of) the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organization, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter nor shall it bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of the Chapter's officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

[5] Section 1.1 will not ordinarily apply to the broad range of vendors, contractors, and other third parties with which the component may have a relationship. Rather, affiliations reflect only those exceptional relationships that satisfy the specific definition shown in Section 1.11 and are established through the process shown in Section 1.12. As an alternative to Sections 1.11 through 1.13, the bylaws may state: "This Chapter shall not form or enter into any affiliation with any individual or with any organization that is not a component or affiliate of the Institute."

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ARTICLE 2
MEMBERSHIP[6]

2.0 GENERAL PROVISIONS

*2.01 Categories of Membership. The membership of this Chapter shall consist of:

a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and

b) the Allied and Affiliate members the Chapter may admit as provided in Section 2.3.

Architect members may also hold the titles Fellow and/or Emeritus. Unless otherwise provided, the term "Associate member(s)" in these bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to Section 2.2 of these bylaws. The term "Allied" shall refer to Allied members (as defined in Section 2.35), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.36) and Honorary Affiliates (as defined in Section 2.37). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The term "voting member" shall refer to the assigned members (and the Allied members), and only the assigned members (and the Allied members) shall be considered "members" within the meaning of California Corporations Code Section 5056. The term "non-voting member" shall refer to the unassigned members [and the Affiliate members/and the Affiliate and Allied members]. For the avoidance of doubt, references in these bylaws to the "members," if not otherwise qualified, shall mean the voting members and the non-voting members collectively, but no such reference shall constitute any non-voting member as a "member" within the meaning of California Corporations Code Section 5056.[7]

2.021 Membership Rights and Privileges. The voting members shall have the right to vote, as set forth in these bylaws, on the election of members of the Board of Directors, on the disposition of all or substantially all of the assets of the Chapter, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Chapter. In addition, the voting members shall have all rights afforded members under the California

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[6] The provisions of this Article 2 as written are applicable only to direct membership organizations. For State Organizations that do not have individual memberships (that is, those that are Councils comprised of Chapters), representation of the individual members must be provided for separately from the actual members (Chapters) of the Council. Language such as the following is recommended: "The members of the Council shall consist of all Chapters chartered by the Institute (and Sections of such Chapters) within the State of _____. Each member of the Council shall be represented on the Council by its President or by another officer or representative as provided in the bylaws of the member organization."

[7] In California the term "member" is a term of art specifically defined at California Corporations Code Section 5056. Persons who are "members" within the meaning of Section 5056 (sometimes referred to as "statutory members" or "voting members") have certain rights under the California Nonprofit Corporation Law, including the right to vote on election of directors and other significant corporate matters. California law permits a nonprofit mutual benefit corporation to refer to persons associated with it as "members" even if such persons are not statutory members, though. (See California Corporations Code Section 7333.) Accordingly, the bylaws of a California nonprofit mutual benefit corporation should explicitly state which categories of members are statutory members. The wording suggested in these three added sentences sets up a framework to do that. If Allied members *will* have voting rights, the parentheticals in the first sentence should be included, and the first option in the brackets in the second sentence would be used; if Allied members *will not* have voting rights, the parentheticals in the first sentence should be omitted, and the second option in the brackets in the second sentence would be used. By way of example, a Chapter that does *not* allow Allied members to vote could use the following wording: "The term "voting member" shall refer to the assigned members, and only the assigned members shall be considered "members" within the meaning of California Corporations Code Section 5056. The term "non-voting member" shall refer to the unassigned members and the Affiliate and Allied members. For the avoidance of doubt, references in these bylaws to the "members," if not otherwise qualified, shall mean the voting members and the non-voting members collectively, but no such reference shall constitute any non-voting member as a "member" within the meaning of California Corporations Code Section 5056."

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Nonprofit Mutual Benefit Corporation Law. The non-voting members shall have the rights and privileges set forth in these bylaws or as otherwise determined by the Board of Directors from time to time (as long as such determination is consistent with the Institute Bylaws), but shall not have the right to vote, or any other rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

*2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

*2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

*2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

*2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member in good standing shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

*2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or whose membership is suspended or terminated by the Institute, loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.[8]

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[8] The California Corporations Code does not specify substantive grounds for suspension/termination of membership in a nonprofit mutual benefit corporation, but *does* address the procedural aspects of terminating/suspending statutory members. The general rule is that the procedure must be fair and reasonable and performed in good faith. (See California Corporations Code Section 7341(b).) A procedure which conforms to the requirements of California Corporations Code Section 7341(c) is presumed to be fair and reasonable, but other procedures may also be fair and reasonable. (See California Corporations Code Section 7341(b).) The following language, which meets the requirements of California Corporations Code Section 7341(c), is offered for consideration by AIA Chapters in California; Chapters that wish to broaden the applicability of this language to all members (i.e., voting and non-voting members) should use the generic "member" in place of "voting member":

If grounds appear to exist for suspending or terminating a voting member under these bylaws, the following procedure shall be followed:

1) The Board of Directors shall give the voting member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the voting member's last address as shown on the Chapter's records.
2) The voting member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the suspension or termination should occur.
3) The Board of Directors, committee, or person shall decide whether the voting member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors, committee, or person shall be final.
4) Any action challenging an expulsion, suspension, or termination of voting membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

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2.1 ASSIGNED MEMBERS

*2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in these bylaws and the Institute Bylaws.[9]

*2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the [Secretary/Executive Director] shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the Institute Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

*2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

*2.14 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, reassignment of the member to another chapter, or as otherwise provided in the Institute Bylaws or these bylaws.

*2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged unless otherwise provided in the Institute Bylaws.

2.2 UNASSIGNED MEMBERS[10]

2.21 Admission. This Chapter, without action by the Institute, may admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

*2.22 Rights and Privileges. Subject to whatever conditions the Institute Bylaws may provide, an unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in Section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS[11]

2.31 Admission. Every application for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the [Executive Director/Board of Directors].

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[9] Recitation of Institute Bylaws provisions relating to Architect and Associate Members is unnecessary. If it is desired to include this information in the component bylaws, consult with the Institute's Office of General Counsel on language aligning with the Institute's Bylaws.

[10] Optional. A Chapter need not admit unassigned members. If it chooses to do so, however, it must accord them the rights and privileges stated in Section 2.22.

[11] Optional. A Chapter need not have any Allied or Affiliate members. The procedure for admitting Allied and/or Affiliate members is within the Chapter's discretion.

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2.32 Admission Fees. Every applicant for an Allied or Affiliate membership, except Honorary Affiliate members, may pay an admission fee in an amount determined by the Board of Directors as provided in Section 3.02 of these bylaws.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an Allied or Affiliate member for indebtedness as provided in Section 3.32 or, by two-thirds vote[12], for conduct detrimental to the interests of the Chapter.[13]

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in these bylaws and the Institute Bylaws, including the use of the phrase "Allied Member of the [Name of Chapter] Chapter of the American Institute of Architects" to describe themselves. An Affiliate (or Allied)[14] member in good standing:

1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors, but may not vote;
2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; and
4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.35 Allied Members.[15] Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates-Qualifications.[16] Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.37 Honorary Affiliates.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the

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[12] The Chapter might consider clarifying whether the two-thirds vote is a vote of its Board members present and voting or all Board members.

[13] Termination of Allied or Affiliate membership for conduct detrimental to the interests of the Chapter should be approached with caution. If the termination is related to competition, it may have antitrust implications.

[14] If Allied members will be non-voting members then the Chapter may want to add here this reference to Allied members.

[15] The following language may be used as an alternate for Section 2.35: "2.35 Allied Members. The eligibility criteria for Allied members shall be as provided in the Institute Bylaws."

[16] The following language may be used as an alternate for Section 2.36: "2.36 Student Affiliates. The qualifications, rights and privileges of Student Affiliates shall be as provided in the Institute Bylaws."

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profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of the _____ Chapter," and shall not pay any admission fee or annual dues nor be subject to any assessment.

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ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues (and Admission Fees). The Board of Directors (by the concurring vote of at least [specify number or percentage] of its [members present and voting] [entire membership]) may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by the Institute, the annual dues to be paid by each category of member for the immediately succeeding fiscal year (and the amount of admission fees required of Allied or Affiliate members).[17]

3.03 Dues Upon Admission. A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues for Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to Section 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than [a majority/two-thirds] of the total number of assigned members[18] present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by Allied or Affiliate members.

3.06 Hardship Dues Reduction. The [Secretary/Board of Directors] may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the [Secretary/Board of Directors] may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to Section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of [a majority/not less than two-thirds of the total number] of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of [a majority/not less than two-thirds of the total number] of its assigned members[19] may levy an assessment on its Associate members and/or Allied or Affiliate members (other than Honorary Affiliate members). (The amount of the assessment on a member in any fiscal year shall

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[17] The Institute Bylaws do not permit State and Regional Organizations to charge admission fees.

[18] Chapters that allow Allied members to vote might change this reference to "assigned members" to "voting members" – since, in the context of a Chapter that allows Allied member to vote, the term "voting members" means both assigned members and Allied members. A Chapter that allows Allied members to vote could also provide for "voting by class" – i.e., provisions that give each class of voting members the right to vote on dues/fees changes that would affect that class.

[19] See note added to Section 3.05.

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not exceed _____ percent of the amount of the annual dues required to be paid by such member for that year.)

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If an assigned member is in default to the Institute or this Chapter for nonpayment of dues and assessments, such membership shall be subject to termination.[20]

3.32 Unassigned Members and Allied or Affiliates. If an unassigned member or Allied or Affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.[21]

[20] As applied to Sections, this is applicable only to those Sections of Statewide Chapters or State Organizations that have applied for and been granted required membership status.

[21] See note added to Section 2.09 addressing California law on the procedural aspects of terminating/suspending a member of a California nonprofit mutual benefit corporation.

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ARTICLE 4
CHAPTER RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

*4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one-third of the Chapter's delegation shall be Associate members. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.[22]

[23]

[22] For State Organizations or Statewide Chapters, consult the Institute's Office of General Counsel, and substitute or add, as appropriate, a procedure for selection of the State Organization delegate or Statewide Chapter delegate, who must be an Architect member.

[23] Sections 4.02 and 4.1 have been deleted based on the fact that California is a single state region, with no separate Regional Organization.

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4.2 STATE ORGANIZATION

4.21 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of its State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of the State Organization as follows:[24]

4.211 Selection of Delegates. Chapter delegates to meetings of the State Organization shall be selected from among the assigned members of this Chapter by the [Board of Directors/members attending the annual meeting of the Chapter].[25]

4.22 Representation on State Organization Board.[26] The President or another member appointed by the Board of Directors shall be a representative of the members of this Chapter in the State Organization. At the annual meeting of this Chapter, the voting members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent the members of this Chapter in the State Organization.

4.23 Nominations and Elections. Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.24 Term of Representatives. Each representative shall serve for the term of [one year/two years/_____ years], or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the representative's resignation, incapacity, or unwillingness to serve, except that the Vice President shall serve in the case of President's resignation, incapacity, or unwillingness to serve.

4.3 SECTIONS

4.31 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

*4.32 Section Membership Voluntary.[27] Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

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[24] This provision relates to Chapter representation at State conventions. Insert procedure for selection of member delegates to meetings of the State Organization. This provision may be deleted if the State Organization is a Council of Chapters and does not hold an annual convention.

[25] Presumably an AIA Chapter in California that allows its members (rather than its Board of Directors) to select Chapter delegates would only allow its voting members to participate in this selection process, in which case the phrase "members attending the annual meeting of this Chapter" should be modified to state "voting members attending the annual meeting of this Chapter."

[26] Sections 4.22 through 4.24 are written to govern the Chapter's representatives on the board of the State Organization. Language in parentheses is written for a State Organization that is a direct membership organization, not a Council of Chapters.

[27] Sections of Statewide Chapters or State Organizations that have petitioned for and been granted permission to require membership in the Section, in accordance with the requirements of the Institute Bylaws, may state, "Section Membership Mandatory. Membership in this Section is required as a condition of membership in the Chapter and the Institute." Statewide Chapters or State Organizations with Sections should add the following to their Section 4.32: "Notwithstanding any other provisions hereof, Sections may request required membership as provided in the Institute Bylaws. Such sections must satisfy Core Member Services, as provided in the Institute Bylaws."

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4.33 Section Dues and Assessments. Sections may levy dues and assessments on members of the Section, but Section members may not be required to pay them except to the extent provided in the Institute's Bylaws.

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ARTICLE 5
CHAPTER MEETINGS[28]

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. This Chapter shall hold an annual meeting [during the month of _____/during the _____ quarter of each year/at such time as the Board of Directors may provide], for the purpose of nominating and electing the officers and directors (and representatives to the State Organization,) to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. This Chapter shall hold regular meetings _____.[29]

5.03 Special Meetings. A special meeting of this Chapter for any lawful purpose may be called by the President or the Board of Directors, or by written request of not less than 5[30] percent of the total number of this Chapter's voting members in good standing. Any such written request shall be addressed to the attention of the President, Vice President, or Secretary of the Chapter, and such officer shall cause notice in accordance with Section 5.11 of these bylaws to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board of Directors. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.04 Location of Meetings. Meetings of this Chapter shall be held at any place within or outside California designated by the Board of Directors or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, meetings shall be held at the Chapter's principal office. The Board of Directors may authorize voting members who are not present in person to participate by electronic transmission or electronic video screen communication.

5.05 Electronic Meetings.

1) Authority for Electronic Meetings. If authorized by the Board of Directors in its sole discretion, and subject to the requirements of consent in California Corporations Code Section 20(b) and guidelines and procedures the Board of Directors may adopt, voting members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the Chapter or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic

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[28] All the provisions of this Article, as well as Article 6, should be carefully checked against the applicable provisions of the state nonprofit corporation (or other applicable) law, which may specify meeting, quorum and notice requirements, etc. NOTE: Edits to align the provisions of Articles 5 and 6 with the requirements of the California Nonprofit Mutual Benefit Corporation Law have been made.

[29] Subject to state law, the chapter has wide latitude on when chapter meetings occur. Among other options, this provision might specify how frequently the meetings will take place (for example, four times each calendar year), months during which meetings will take place, etc. To allow greater flexibility, it might take a more general approach, such as this: "This Chapter shall hold regular meetings on such dates as the Board may direct." NOTE: California Corporation Code Section 7510(b) states: "A regular meeting of members shall be held on a date and time, and with the frequency stated in or fixed in accordance with the bylaws, but in any event in each year in which directors are to be elected at that meeting for the purpose of conducting such election, and to transact any other proper business which may be brought before the meeting."

[30] State law may prescribe the percentage of members that may call a special meeting by petition. Check the applicable law in your state. NOTE: Edits to Section 5.03 have been proposed for technical compliance with California Corporations Code Sections 7510(e), 7511(a), and 7511(c).

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transmission by and to the Chapter or by electronic video screen communication, subject to the requirements of these bylaws.

2) Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Chapter or by electronic video screen communication (a) if the Chapter implements reasonable measures to provide voting members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the Chapter or electronic video screen communication, a record of that vote or action is maintained by the Chapter. Any request by a Chapter to a member pursuant to California Corporations Code Section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the Chapter shall include a notice that absent consent of the member pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with Section 5.04 of these bylaws.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A written notice of each meeting of this Chapter, stating the date, time and place where the meeting will be held and the means of electronic transmission by and to the Chapter or electronic video screen communication, if any, by which voting members may participate in the meeting, shall be given by the Secretary, in accordance with Sections 5.111 and 5.112, to each member entitled to vote at the meeting. The notice of any meeting at which members of the Board of Directors are to be elected shall include the names of all persons who are nominees when notice is given. The notice of the annual meeting or any regular meeting shall state the matters that the Board of Directors, at the time notice is given, intends to present for action by the voting members.

5.111 Manner of Giving Notice. Notice shall be given not less than ten nor more than 90 days before the date fixed for the meeting. The notice shall be given either personally, by electronic transmission by the Chapter, or by first-class, registered, or certified mail, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Chapter or at the address given by the member to the Chapter for purposes of notice. If no address appears on the Chapter's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Chapter's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.[31]

5.112 Electronic Notice.

(A) Notice given by electronic transmission by the Chapter shall be valid only if: (1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Chapter; (b) posting on an electronic message board or network that the Chapter has designated for those communications, together with a separate notice to the recipient of the posting, which

[31] State law may provide specific notice requirements. Check the applicable law in your state. NOTE: Edited Section 5.11 and added 5.111 and 5.112 for technical compliance with California Corporations Code Section 7511.

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transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication; (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(B) Notwithstanding the foregoing: (1) An electronic transmission by this Chapter to a voting member is not authorized unless, in addition to satisfying the requirements of this Section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in non- electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Chapter, and (c) the procedures the recipient must use to withdraw consent; and (2) Notice shall not be given by electronic transmission by the Chapter after either of the following: (a) the Chapter is unable to deliver two consecutive notices to the voting member by that means or (b) the inability so to deliver the notices to the voting member becomes known to the Secretary or any other person responsible for the giving of the notice.

5.12 Quorum at Meetings. At any meeting of this Chapter, (ten/___) percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The voting members present may adjourn the meeting, despite the absence of a quorum, by the vote of a majority of the votes represented in person or, if proxies are allowed, by proxy.[32]

5.13 Minutes of Meetings. Written minutes of every meeting of this Chapter, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of the Chapter and thereafter filed in the Chapter's records.

5.14 Notice of Certain Agenda Items. Approval by the voting members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

1) Removing a member of the Board of Directors without cause;
2) Filling vacancies on the Board of Directors;
3) Amending the Articles of Incorporation;
4) Electing to wind up and dissolve the Chapter;
5) Approving a contract or transaction between the Chapter and one or more Board members, or between the Chapter and any entity in which a Board member has a material financial interest; or

[32] State law may require a minimum quorum. Check the applicable law in your state. NOTE: As a default, California Corporations Code Section 7512 provides that one-third of the voting power, represented in person or by proxy, constitutes a quorum at a meeting of statutory members. Section 7512 permits a nonprofit mutual benefit corporation to specify a lower quorum in a bylaw provision (see California Corporations Code Section 7512(b)), but if the quorum percentage is less than one-third, the following language should be added to the bylaws provision: "If, however, the attendance at any regular or annual meeting, whether in person or, if proxies are allowed, by proxy, is less than one-third of the voting power, the members entitled to vote may vote only on matters as to which notice of their general nature was given under Section 5.11 of these bylaws."

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6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or bylaws, when the Chapter is in the process of winding up.

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5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation, or these bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.[33]

*5.24 Limitations on Voting Eligibility. Only assigned members[34] in good standing may vote on the following matters:

1) Matters so designated elsewhere in these bylaws;
2) Elections of Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives to the Regional and State Organization;
3) Instructions to delegates;
4) Any matters relating to membership;
5) Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Written Ballot. Any vote that may be taken at a meeting of this Chapter may be taken without a meeting by written ballot of the voting members of this Chapter, provided that Sections 5.251 through 5.253 are complied with.[35]

5.251 Solicitation of Written Ballots.

(A) This Chapter shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Chapter that meets the requirements of Section 5.112 of these bylaws, and responses may be returned by electronic transmission to the Chapter. "Electronic transmission to the Chapter"

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[33] Check your state law on proxy requirements. If it is decided to permit proxy voting, this section might read, "Any member entitled to vote at a meeting of this Chapter may authorize another person or persons to act for him or her by proxy. Every proxy must be in writing and signed by the member. No proxy shall be valid after the expiration of eleven months from the date it is signed unless otherwise provided by law or in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law." NOTE: The California Nonprofit Mutual Benefit Corporation Law allows statutory members to vote by proxy unless proxy voting is specifically prohibited in the corporation's Articles of Incorporation or bylaws. (See California Corporations Code Section 7613.) If proxy voting will be prohibited, the Chapter might consider changing Section 5.23 to read: "No voting member is allowed to vote by proxy." However, see California Corporations Code Section 7613(f). If proxy voting will be permitted, the Chapter might consider the language suggested above at the beginning of this note, but might also add: "Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on."

[34] Chapters that allow Allied members to vote might change this reference to "assigned members" to "voting members" – since, in the context of a Chapter that allows Allied member to vote, the term "voting members" means both assigned members and Allied members.

[35] State law may not permit action by mail ballot or may require authorization in the articles of incorporation. NOTE: The California Nonprofit Mutual Benefit Corporation Law permits statutory members to act by written ballot without a meeting, although the right to use written ballots may be limited or prohibited by the Articles of Incorporation or bylaws. (See California Corporations Code Sections 7513-7514.)

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means a communication (1) delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Chapter has provided from time to time to voting members for sending communications to the Chapter, (b) posting on an electronic message board or network which the Chapter has designated for those communications, and which transmission shall be validly delivered upon the posting, or (c) other means of electronic communication, (2) as to which the Chapter has placed in effect reasonable measures to verify that the sender is the voting member purporting to send the transmission, and (3) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(B) All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Board members, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.

(C) Each ballot so distributed shall (1) set forth the proposed action; (2) give the voting members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Chapter. If the Chapter has 100 or more voting members, any written ballot distributed to ten or more voting members shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

(D) In any election of Board members, a written ballot that a voting member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Board member.

5.252 Approval Requirements for Action by Written Ballot. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

5.253 Written Ballots as Irrevocable. A written ballot may not be revoked.

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ARTICLE 6
THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the voting members, the business, activities, and affairs of this Chapter shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

6.02 Number of Board Members. The Board of Directors shall be composed of the officers (and directors[36]) of this Chapter.[37]

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS (AND DIRECTORS)[38]

6.11 Nominations. Nominations for each office (and for each directorship) of this Chapter about to become vacant shall be made at the annual meeting from the floor. In addition, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the [President/Board of Directors] may select a nominating committee to prepare and present to the members a slate or slates of candidates to be nominated for offices (and directorships).

6.12 Elections. The nominee for an office (or directorship) who receives a [plurality/majority] of the ballots cast at the annual meeting shall be elected thereto

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[36] Many components are managed by the officers, who collectively constitute the Board of Directors or Executive Committee. Components may, but are not required to, have directors in addition to the officers. Each component has the discretion, but not the obligation, to include Associate and International Associate members as officers of that component. In any event, however, Associates and International Associates may not hold more than two seats or one-third of the total seats (whichever number is greater) on the component's Board of Directors.

[37] Unless a provision stating the number of members of the Board of Directors is included in the Articles of Incorporation (in which case the provision can only be changed by amending the Articles), the bylaws shall set forth the number of Board members of the corporation, or the method of determining the number of Board members, or shall set forth a range with a stated minimum and stated maximum number of Board members, with the exact authorized number to be fixed, within the limits specified, by approval of the Board or the voting members. (See California Corporations Code Section 7151(a).) If the Chapter's Board consists only of the 4 officers, this Section 6.02 could be reworded to read as follows: "The Board of Directors shall be composed of the four (4) officers of this Chapter." If the Chapter's Board consists of the 4 officers plus a fixed number of additional directors (5 will be used by way of example), this Section 6.02 could be reworded to read as follows: "The Board of Directors shall be composed of the four (4) officers of this Chapter, plus five (5) additional directors, such that the total authorized number of members of the Board of Directors shall be nine (9)." If it is appropriate to set forth a range for the number of Board members, this Section 6.02 could be reworded to read as follows (with the minimum and maximum numbers filled in as appropriate): "The Board of Directors shall be composed of the officers and directors of this Chapter. The total authorized number of members of the Board of Directors shall be at least __ but no more than __ unless changed by amendment to these bylaws. The exact number of members of the Board of Directors shall be fixed from time to time, within those limits, by a resolution adopted by the Board of Directors."

[38] In California nonprofit mutual benefit corporations with statutory members, Board members are normally chosen by election by the statutory members. However, it is permissible for all or any portion of the authorized number of Board members to hold office by virtue of designation or selection by a specified designator. (See California Corporations Code Section 7220(d).) AIA Chapters in California should consult with local counsel if they desire to include provisions regarding designated directors in their bylaws.

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6.13 Inspectors of Election. Inspectors of election may be appointed in accordance with, and shall have the powers and duties set forth in, Section 7614 of the California Nonprofit Mutual Benefit Corporation Law.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

6.15 Results. The President shall announce to the meeting the results of all balloting, and shall declare all elections.

6.2 TERMS OF OFFICE OF OFFICERS (AND DIRECTORS)

6.21 Term. Each officer (and director) shall serve a term of one year or until a successor has qualified.[39] (In no event shall any officer serve more than (_____) consecutive term(s) in any one office.)

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office (including a vacancy occurring by reason of the removal of a member of the Board of Directors)[40], the Board of Directors shall fill the vacancy for the unexpired term of office.

6.23 Resignation. Any officer (or director) may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

6.24 Removal of Officer (or Director). Any or all of the officers (and directors) may be removed for or without cause by vote of the voting members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The officers of this Chapter shall be the President, Vice President/President-elect, Secretary and Treasurer.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter; and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated

[39] Components may adjust the terms of office of their officers and directors in these bylaws to accommodate their unique situations. NOTE: The California Nonprofit Mutual Benefit Corporation Law permits Board members to be elected for terms up to 4 years. The bylaws may provide for staggering the Board members' terms; the terms of office of each group, and the number of Board members in each group, need not be uniform. (See California Corporations Code Section 7220(a).)

[40] The language in parentheses must be approved by the statutory members. (See California Corporations Code Section 7224(a), stating: "Unless the articles or a bylaw approved by the members (Section 5034) provide that the board can fill vacancies occurring in the board by reason of the removal of directors, or unless the corporation has no members pursuant to Section 7310, such vacancies may be filled only by approval of the members (Section 5034)."

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by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.33 The Vice President/President-elect. The Vice President/President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.331 Succession. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.

6.341 Reports. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers (and directors) of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the

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actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith and with reasonable care in conducting the usual business of the office.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Meetings Required. Except as otherwise provided in these bylaws, the Board of Directors must actually meet in a regular or special meeting in order to transact business.

6.411 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it.

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. At least four days prior to the date of the special meeting, the Secretary shall issue a written call and notice of the special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.414 Meeting Requirements. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. For the avoidance of doubt, meetings shall not be conducted by email.

6.415 Voting. Each member of the Board of Directors shall have one vote on each matter presented to the Board of Directors for action. No member of the Board of Directors may vote by proxy. Voting shall not be conducted by email except as set forth in Section 6.416.

6.416 Action by Unanimous Written Consent Without Meeting. Subject to the requirements of Section 7211(b) of the California Nonprofit Mutual Benefit Corporation Law, the Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.[41] All such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Board. The Chapter may solicit such written consent from members of the Board by, and any such member of the Board may provide his or her written consent to the Chapter by, email or other electronic transmission, provided that (a) for electronic transmissions

[41] The provisions in this section should be included only if they are consistent with your state law. NOTE: Edited for compliance with the California Nonprofit Mutual Benefit Corporation Law.

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from the Chapter, the Chapter has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the Chapter, the Chapter has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

6.42 Quorum and Vote. [A majority/_____ members[42]] of the Board of Directors shall constitute a quorum for the transaction of its business.[43] Except as otherwise provided by law, or unless the vote of greater than a majority is required by the Articles of Incorporation or these bylaws, the vote of a majority of the Board's members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The Board of Directors shall cause an annual report to be prepared within 120 days after the end of the Chapter's fiscal year. That report shall contain the following information in appropriate detail:

1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Chapter that they were prepared without audit from the Chapter's books and records;
2) A statement of the place where the names and addresses of current voting members are located; and
3) Any information required by Section 6.52 of these bylaws.

This Chapter shall annually notify each voting member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a voting member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the Chapter may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

This Section shall not apply if the Chapter receives less than $10,000 in gross revenues or receipts during the fiscal year.

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[42] The references in Section 6.42 to "voting members of the Board" have been removed; under the California Nonprofit Mutual Benefit Corporation Law there is no such thing as a "non-voting member of the Board." In other words, a person is either a member of the Board, with all the attendant duties and rights (including voting rights) of any other member of the Board, or a person is not a member of the Board. (See California Corporations Code Sections 7211(c) and 5047.)

[43] Pursuant to California Corporations Code Section 7211(a)(7), the default quorum rule is "a majority of the number of directors authorized in or pursuant to the articles or bylaws." The articles or bylaws can vary from this default rule and provide for a different quorum, but may not provide that a quorum shall be less than one-fifth the number of directors authorized in or pursuant to the articles or bylaws, or less than two, whichever is larger (unless the number of directors authorized in or pursuant to the articles or bylaws is one, in which case one director constitutes a quorum). (See California Corporations Code Section 7211(a)(7).) The foregoing rule should be kept in mind if a California AIA Chapter will state the quorum in terms of a fixed number of Board members. If the Chapter will state the quorum in terms of a "majority," it is suggested to be clear whether this means a majority of the authorized number of Board members, or a majority of the number of Board members then in office.

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6.52 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all voting members, or as a separate document if no annual report is issued, the Chapter shall annually prepare and mail, deliver, or send by electronic transmission to its voting members and furnish to its Board members a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Chapter's fiscal year:

1) Unless approved by voting members under Corporations Code §7233(a), any transaction (a) to which the Chapter, its parent, or its subsidiary was a party, (b) which involved more than $50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than $50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest): (i) Any Board members of the Chapter, its parent, or its subsidiary; (ii) Any holder of more than 10 percent of the voting power of the Chapter, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Chapter, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.
2) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than $10,000 paid during the fiscal year to any Board member of the Chapter, unless the loan, guaranty, indemnification, or advance has already been approved by the voting members, or the loan or guaranty is not subject to Corporations Code §7235(a).

6.53 Report to Institute. The Board of Directors or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. Subject to and in compliance with Sections 6.611 through 6.613, the Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors.

6.611 Board Committees. The Board of Directors, by resolution adopted by a majority of the members of the Board then in office, provided that a quorum is present, may create any number of "Board Committees," each consisting of two or more members of the Board, and no one who is not a member of the Board, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of [the members of the Board then in office/the number of Board members authorized in or pursuant to the [Articles of Incorporation/bylaws]].[44] Any such Board Committee may be delegated and may act with the authority of the Board to the extent and with the scope provided by the Board.

6.612 Advisory Committees. The Board of Directors, by resolution adopted by a majority of a quorum of members of the Board present at the meeting, may establish one or more "Advisory Committees" to the Board. The members of any Advisory Committee may include both members of the Board and persons who are not members of the Board. Appointments to any Advisory Committee shall be by [a majority of a quorum of members of the Board present at the

[44] See California Corporations Code Section 7212(a).

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meeting/the President with the concurrence of the Board of Directors].[45] Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this Chapter, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

6.613 Limitations. Notwithstanding the foregoing provisions of this Section 6.61, no committee, whether a Board Committee or an Advisory Committee, may:

1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the voting members or approval of a majority of all voting members;
2) Fill vacancies on the Board of Directors or any Board Committee;
3) Fix compensation of members of the Board for serving on the Board or any committee;
4) Amend or repeal any bylaws or adopt new bylaws;
5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
6) Create any other Board Committees or appoint the members of Board Committees;
7) Expend corporate funds to support a nominee for director or officer if more people have been nominated than can be elected; or
8) With respect to any assets held in charitable trust, approve any contract or transaction between this Chapter and one or more of its Board members or between this Chapter and an entity in which one or more of its Board members have a material financial interest, subject to the approval provisions of California Corporations Code Section 5233(d)(3).

[45] California Corporations Code Section 7212(b), which authorizes a board to create so-called Advisory Committees, does not address the manner in which appointments to such committees must be made; accordingly, it would seem permissible for the bylaws to provide for the President to make such appointments.

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ARTICLE 7
FINANCES[46]

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors (by the concurring vote of two-thirds of its total membership) shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so (by two-thirds majority vote) at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

7.03 Fiscal Year. The fiscal year of this Chapter shall be _____.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

7.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

[46] These provisions should be carefully checked against the applicable provisions of the state nonprofit corporation (or other applicable) law, and of state and federal tax laws relating to tax-exempt organizations.

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*7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or 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 or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

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ARTICLE 8
GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The administrative and executive offices of the Chapter shall be in the charge of the Executive Director, who shall be [employed/retained under contract] by and report to the Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Directors may authorize to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors; and [47]
4. Make reports to the Board of Directors on the affairs and business of the Chapter when requested by the Board of Directors.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.[48]

8.2 PARLIAMENTARY AUTHORITY

The rules contained in the most current version of Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

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[47] This should be checked with reference to state law, which may require that each Board member have a right to vote. NOTE: As noted in the initial footnote to Section 6.42, the California Nonprofit Mutual Benefit Corporation Law does not recognize non-voting Board members. If a person is designated as a Board member (including by use of the term "ex officio director" or "ex officio Board member"), without any restriction on voting rights as a Board member, then the person is a Board member for all purposes; if a person's voting rights as a Board member are restricted, then the person, regardless of title, is not a Board member for any purpose. (See California Corporations Code Section 5047.) If the Chapter's Executive Director is not a Board member, the Chapter should consider whether, as a policy matter, it is appropriate/desirable to enshrine in the bylaws a requirement that the Executive Director "attend all meetings of the Board of Directors." While it does not violate California law to include such a requirement in the bylaws, there may be situations where it would not be appropriate for the Executive Director to attend (for example, a closed/executive session of the Board).

[48] This reviewer is of the view that while Section 8.1 does not outright conflict with the member inspection provisions of the California Nonprofit Mutual Benefit Corporation Law, it arguably goes beyond what the California Nonprofit Mutual Benefit Law would otherwise require. (See California Corporations Code Section 8310 et seq.) Note also that as currently drafted, Section 8.1 extends inspection rights to *all members* of the Chapter (whereas the California Nonprofit Mutual Benefit Corporation Law would only require the chapter to allow *statutory members* (i.e., voting members) to inspect its records). AIA Chapters in California that wish to utilize a records inspection provision that more closely aligns with the statutory language of Corporations Code Section 8333 might consider substituting the following for Section 8.1: "RECORDS OPEN TO VOTING MEMBERS. On written demand on the Chapter, any voting member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the voting members, the Board of Directors, and Board Committees at any reasonable time for a purpose reasonably related to the voting member's interests as a voting member. Any such inspection and copying may be made in person or by the voting member's agent or attorney." (Note that this suggested language does not address inspection rights as regards membership lists, which are dealt with separately (see, e.g., California Corporations Code Section 8330.)

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8.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a director or officer of the Chapter is made a party to any proceeding (as such term is defined in California Corporations Code Section 7237(a)) arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, upon a determination by (i) the Board of Directors by a majority vote of a quorum of its members who are not parties to the proceeding, (ii) approval of the voting members, with the person(s) to be indemnified not being entitled to vote thereon, or (iii) the court in which the proceeding is or was pending, that indemnification of the director or officer is proper under the circumstances because the director or officer has met the applicable standard of conduct set forth in California Corporations Code Section 7237(b) or (c), the Chapter may indemnify such director or officer against expenses (as such term is defined in California Corporations Code Section 7237(a)), judgments, fines, settlements, and other amounts actually and reasonably incurred, in connection with the proceeding.

8.33 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.[49]

8.4 ETHICS[50]

8.41 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

8.5 ELECTRONIC TRANSMISSIONS

8.51 Consent to the Use of Electronic Transmissions. An electronic transmission by the Chapter to a voting member or Board member is valid only if the voting member or such Board member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions. The Chapter may utilize consent forms in substantially the forms attached hereto as Exhibits A-1 and A-2 to obtain such consent from voting members and Board members.

[49] The indemnification obligation may be covered by insurance. This provision authorizes the Board of Directors to purchase such insurance. This provision should be carefully checked by an attorney and reviewed by an insurance adviser.

[50] This provision is optional. It is within the component's discretion to include this provision strictly at its own discretion.

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ARTICLE 9
AMENDMENTS[51]

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote[52] of the voting members present, provided that a quorum is present and provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members and Classes. It shall require a vote of not less than two-thirds[53] of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members. Without limiting the generality of the foregoing, it shall require approval by the members of a class of voting membership if the adoption, amendment, or repeal of a bylaw would (a) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (b) materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class; (c) increase or decrease the number of memberships authorized for such class; (d) increase the number of memberships authorized for another class of voting membership; (e) effect an exchange, reclassification, or cancellation of all or part of the memberships of such class; or (f) authorize a new class of voting membership.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

*9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, [shall/may] amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

9.13 Restrictions on Board's Power to Amend Bylaws. Notwithstanding any other provision of these bylaws, without the approval of the voting members, the Board of Directors shall not have the power to:

1) Adopt a bylaw (a) specifying or changing a fixed number of Board members; (b) specifying or changing the maximum or minimum number of Board members; or (c) changing from a fixed number of Board members to a variable number of Board members or vice versa;
2) Adopt, amend, or repeal any bylaw that would (a) increase or extend the terms of officers or directors; (b) allow any officer or director to hold office by designation or selection rather than by election by the voting members; (c) increase the quorum for meetings of the voting members; (d) repeal, restrict, create, expand, or otherwise change proxy rights; (e) authorize

[51] These provisions should be carefully checked against the applicable requirements of the state nonprofit corporation (or other applicable) law.

[52] The two-thirds approval threshold is not contrary to California law but is also not required by California law; as a general matter a majority of a quorum of voting members can approve bylaw amendments. (See California Corporations Code Section 7150(b).)

[53] See previous note.

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cumulative voting; or (f) provide that the Board may fill vacancies occurring in the Board by reason of the removal of a Board member; or

3) Adopt, amend, or repeal any bylaw if such action would (a) materially and adversely affect the rights of voting members as to voting, dissolution, redemption, or transfer; (b) increase or decrease the number of voting members authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or part of the voting memberships; or (d) authorize a new class of voting membership.

9.2 AMENDING SUPERMAJORITY REQUIREMENTS

9.21 Supermajority Requirements. Any provision of these bylaws that requires the vote of a larger proportion of the Board than is otherwise required by law, or that requires the vote of a larger proportion of the voting members than is otherwise required by law, may not be altered, amended, or repealed except by that greater vote.

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EXHIBIT A-1

FORM OF CONSENT TO THE USE OF ELECTRONIC TRANSMISSIONS BY OFFICER OR DIRECTOR

In accordance with California Corporations Code §§20, 21, and 5079, and the bylaws of [*Insert name*], a California nonprofit mutual benefit corporation (the "Chapter"), the undersigned officer/director of the Chapter hereby agrees to the following:

1. The Chapter may send meeting notices, annual reports, and all other materials ("Records") to me by electronic transmission at the email address or facsimile number listed below.

2. The Chapter may rely on communications sent by me to the Chapter by electronic transmission from the email address or facsimile number listed below for any purposes, including action by written consent. I hereby certify that the Chapter may reasonably conclude that I am the author of communications so sent.

3. I understand that I have the right to have all Records provided or made available on paper or in nonelectronic form, but only if requested by me in writing. Requested Records shall be provided within a reasonable period of time.

Electronic transmissions may be sent and received as follows:

By email:_____

By facsimile:_____

This consent shall remain in full force and effect until I revoke it in writing and so notify the Chapter.

Date: _____ _____

[Signature]

_____

[Typed/Printed Name]

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EXHIBIT A-2

FORM OF CONSENT TO THE USE OF ELECTRONIC TRANSMISSIONS BY VOTING MEMBER

In accordance with California Corporations Code §§20, 21, and 5079, and the bylaws of [*Insert name*], a California nonprofit mutual benefit corporation (the "Chapter"), the undersigned voting member of the Chapter hereby agrees to the following:

1. The Chapter may send meeting notices, annual reports, and all other materials ("Records") to me by electronic transmission at the email address or facsimile number listed below.

2. The Chapter may rely on communications sent by me to the Chapter by electronic transmission from the email address or facsimile number listed below for any purposes, including action by written consent. I hereby certify that the Chapter may reasonably conclude that I am the author of communications so sent.

3. I understand that I have the right to have all Records provided or made available on paper or in nonelectronic form, but only if requested by me in writing. Requested Records shall be provided within a reasonable period of time.

Electronic transmissions may be sent and received as follows:

By email:_____

By facsimile:_____

(4. The Chapter may conduct meetings of the members by electronic transmission by and to the Chapter. I understand that if I do not sign and return this consent to the Chapter, meetings of the members shall be held at a physical location in accordance with the Chapter's bylaws.)

This consent shall remain in full force and effect until I revoke it in writing and so notify the Chapter.

Date: _____ _____

[Signature]

_____

[Typed/Printed Name]

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AIA
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Executive Salary Comparison

AIACC has access to the American Society of Association Executives' (ASAE) annual Salary Survey which compares salary and benefits information for 75 component executives and staff positions. In fall 2018, we're starting a new initiative in support of component executives (and in compliance with AIA Core Member Service requirements): sharing compensation and evaluation information. We'll gather information related to each AIA component in California and send to the chapter President (copy to component executive), along with a template to assist in executive evaluation.

NETFORUM SERVICE DEFINITIONS

NetForum servicing is available a la carte from the options below. For additional information about services and pricing, please contact Mardriss Nelson at mnelson@aiacc.org.

Address Updates: Changes to member or firm name, address, phone, fax, email, etc. information as provided by the component, member and/or USPS.

Firm/Company Linking: Linking members to their appropriate firm or company.

Upgrades, etc.: Changes to member's record to include upgrades, transfers, terminations, and death notification. Proper documentation of transaction is to be provided by component.

Monthly Membership Reports: Reports compiled and distributed electronically the first week of the month to include:

- Member Counts
- New Member Roster
- Transfer In Roster
- Transfer Out Member Roster
- Lapsed Member Roster (after March 31st)
- Reinstated Member Roster
- Upgrade Member Roster
- Bad Address Roster
- Chapter Member Roster
- Chapter Firm Roster
- California CACE Labels
- 1 set of electronic Membership Labels

Monthly Financial Reports: Reports compiled and distributed electronically the second week of the month to include:

- Monthly Deposit Summary
- Year to Date Payment Summary
- Invoice Year to Date Payment Summary
- Supplemental Information
- Membership Dues Report
- Membership Dues Payment Plan
- Waived Member Roster
- Monthly Deposit Detail - for those that do not want weekly reports

Weekly Financial Reports: Weekly reports which detail how much the deposit was, who made payments, and what product type the payment should be applied. No reports will be issued if no deposits are received for a given week.

- Weekly Deposit Detail Report

Annual / Other Services:

- Dues Billing Questions: Questions by members about their invoices can be directed to AIACC. These questions usually require research and follow up to the National office for corrections. Member invoices may show the AIACC phone number for referral.

- Review of Invoice Registers: Every dues year, a roster is mailed to the chapters to determine if each member is being billed the correct amount. The AIACC will review and follow up with The National office if corrections are required.

- Officers in netFORUM: Officers from your chapter will be entered into netFORUM from the annual chapter survey. This is to help incoming officers get the information they need to run your chapter.

AIACC Chapter Disaster Toolkit

In the wake of 2017-2018 statewide natural disasters, The AIA California Council has recognized the need for immediate chapter support, tools, and resources for its members and community in the aftermath of a disastrous event. Natural and made-made emergencies can happen at any time and in a variety of ways. An efficient business recovery system from a disaster or emergency depends greatly on how current a disaster operating plan is, and how accessible emergency systems can be followed. Unfortunately, it's difficult to prepare for the immediate emotional toll, needs, and response even with the best laid plans.

As a result, the AIACC has developed a toolkit of information that is easy to follow and access information when a disaster strikes. It does not cover every emergency contingency or provide details about what to do in each possible emergency. Instead, it's purpose is to provide some immediate stress relief of determining how to respond to member and community needs, reduce stress, conserve time and revenue spent on research, keep operations running as smoothly as possible, and position architects in the community for relief efforts.

The AIACC will be here to help should an unfortunate disaster occur. Take the necessary course of action to ensure that yourself and others are safe. Please contact the AIACC for chapter assistance when ready for business operations and member outreach to resume. We will send your chapter a step by step toolkit and a check to assist in the rebuild efforts.

AIACC Architects Help Website

In response to the 2017 natural disasters, The AIACC developed and launched a public-facing website, ArchitectsHelp.org - created as a resource for those who are dealing with the devastating effects of a disaster and position architects as relief resources for residents. The website also serves as a vehicle to help those not impacted consider preparedness options.

ArchitectsHelp.org offers resources and expertise, positions architects as resources in the communities, and can also be utilized to aid those who have in interest in preparation and resiliency. It is also, and at times most importantly, a one-stop resource for services during and after disaster events.

We have invited the public, via press release and promotion to the membership, to explore the website, and share the tools, resources, and content that will prepare Californians to be informed, ready, and resilient communities at www.ArchitectsHelp.org.

AIA
California Council

Increasing the VALUE of Your AIACC MEMBERSHIP

SPECIAL BIM SOFTWARE PACKAGE FOR MEMBERS

Overview

The AIACC is increasingly hearing an interest in more proactive collaborations with respect to the resources required for architects to successfully shape a high performance built environment. Clearly design software, in particular drawing programs and BIM capable software, are key tools necessary for all those engaged in the business of architectural design.

The AIACC has searched for a "member benefit" that would satisfy this request. The solution was to reach out to all of the BIM Software companies, including Autodesk. Each vendor selected by the AIACC to participate will provide specific programs information worked out between the participating vendor and the AIACC prior to launch. The vendors will also be expected to provide the suitable marketing materials which will explain the benefits and features of the software, the support, and this partnership program.

We have developed win-win agreements that include a special package for AIACC members to include value pricing, perpetual software licenses, upgrade bundles, and enhanced training and a supportive group model to provide comradery and networking with others who are also 'new' adopters of the software. All AIACC members, including those considering moving from another platform, current users interested in adding additional seats, and those interested in exploring options to resources they may already have in hand are eligible to participate in this special offer.

This is a direct benefit to members that the local chapters can't provide. This is not passive income – we have a number of things we're responsible for in facilitating this offer, and we're not making money on this effort per se, but the fee each company pays covers our staff time/OH. This venture will no doubt provide to our partners increased value and connection with our diverse and expansive membership, as well as a solid foundation for continued collaboration going forward.

Our Success So Far

We've had two promotional periods thus far – November/December 2016 and July 2017. We are planning a third round in November/December 2017. Graphisoft has been very successful with the program. 47 small firms in California have participated in this program since the start in 2016. One selling point is that, on average, the savings that a firm will save by going through this program will cover their dues for one year. After the conclusion of the third round for the BIM software program, the AIACC plans to reach out to additional software companies with the goal of procuring additional companies to join the membership program.

2018 CA CACE Annual Meeting

Advocacy

AIACC Government Relations Program

The advocates of the architectural profession in the Capitol, the Government Relations program represents the AIACC before the state Legislature, regulatory agencies, boards and commissions.

Providing a strong and continuing presence in the state Capitol, the program sponsors legislation critical to the profession's interests and actively monitors other legislation affecting the profession's well-being.

On the regulatory side, the program represents architects before the regulatory bodies, actively advocating for issues including: sensible, workable state building codes, energy efficient design principles, improvements to the State procurement process, and unified design and construction authorities within the Executive Office.

The program also works to build a strong political base for architects by promoting the critical relationships between architects and their legislators.

Some of the issues the Government Relations program is working on or has worked on recently include:

PROTECT architects from professional service taxes

IMPROVE state contract indemnification language through the development of reasonable and insurable requirements

ENSURE the lines of communication with the state agencies are open and support architects right to compete for projects

MAINTAIN a focus on equitable contracts for architects in the public procurement process

WORK with the California Architects Board and insurance professionals on settlement reporting requirements

PROTECT Qualifications-Based-Selection (QBS) procurement of design professionals for public projects

PROMOTE excellence in public buildings to establish and promote quality improvements in the planning and design of public spaces

FIGHT for quality learning environments and increased funding for school facility construction

HELP to support candidates who understand and support these issues in the legislature

The AIACC depends on Members to formulate its advocacy positions. Whether it is the Urban Design Committee reviewing issues affecting the design of our communities, the Committee on the Environment reviewing issues affecting the environment, energy policy, or sustainability, the Advocacy Advisory Committee reviewing all issues, or the Board of Directors, which establishes the AIACC position

on advocacy issues, it is the Members who have the voice on setting AIACC advocacy policies, goals, and positions.

The AIACC is working to give the Members more opportunities to participate in establishing our advocacy positions in 2018. First, the AIACC is creating an Advocacy Liaison Committee, comprising one representative from each Chapter, to help the Chapters awareness of the advocacy issues the AIACC is working on. And second, the AIACC is creating a web page for Members to directly offer their comments on legislation the AIACC and its committees are reviewing. That page can be found here: http://architectsvoice.aiacc.org/

AIA California Council Coalitions

The AIA California Council harnesses relationships with state agencies, organizations, and develop or join coalitions with problem solving goals in mind. Advocacy coalitions come in many different forms. Some are permanent, due to common interest in common issues. And others are formed in response to a prevalent issue.

The permanent coalitions we are a part of include:

Architects & Engineers Conference Committee
A Committee of design professional associations that meets in person 4 times a year to discuss advocacy issues and, to a lesser extent, practice trends. Groups include the AIACC, Association of Consulting Engineers Companies California, Structural Engineers Association of California, California Council American Landscape Architects Association, CalGEO (geotechnical consultants), American Society of Civil Engineers, California Society of Professional Engineers, and the California Land Surveyors Association. The licensing boards are also members of this committee (California Architects Board and the Board for Professional Engineers, Land Surveyors, and Geologists).

Building Codes
This group does not have a formal structure like the A&ECC above, but includes the AIACC, California Building Industry Association, Building Owners and Managers Association, CA Business Properties Association, Structural Engineers Association of California, and the California Building Officials. This groups will work together on building code issues when the need arises.

Other coalitions will form as needed. Such as:

Sales Tax on Services
Whenever the proposal to expand the sales tax on services appears serious, a large coalition of service providers will work together against this proposal

School Facilities
The AIACC regularly works with the Coalition for Adequate School Housing on school facility issues

An Example of a Coalition Forming in Response to a Specific Proposal
When there was a proposal to require the work performed by Inspectors of Record for health facilities to be performed by state employees, the AIACC joined a coalition of hospital owners and IORs to argue against and stop this proposal.

AIACC

Contact Melissa Barton, Government Affairs Program Coordinator at 916-642-1711 or mbarton@aiacc.org with your interest or recommendations.

Are you a Citizen Architect?

CITIZEN

AIACC is trying to identify architects who serve their communities as elected or appointed officials, such as elected members of a city council or school board, appointed members of a planning commission, or a design review board who could participate in the AIACC Citizen Architects program.

The goals of the Citizen Architect program are to make significant efforts to identify opportunities for the Citizen Architect to get involved in their local community, acquire leadership positions, announce vacant opportunities, finding or creating networking and collaboration opportunities that will insert our citizen architects to the forefront, and a forum to learn about each other and assist them in carrying out their public duties.

ARCHITECT

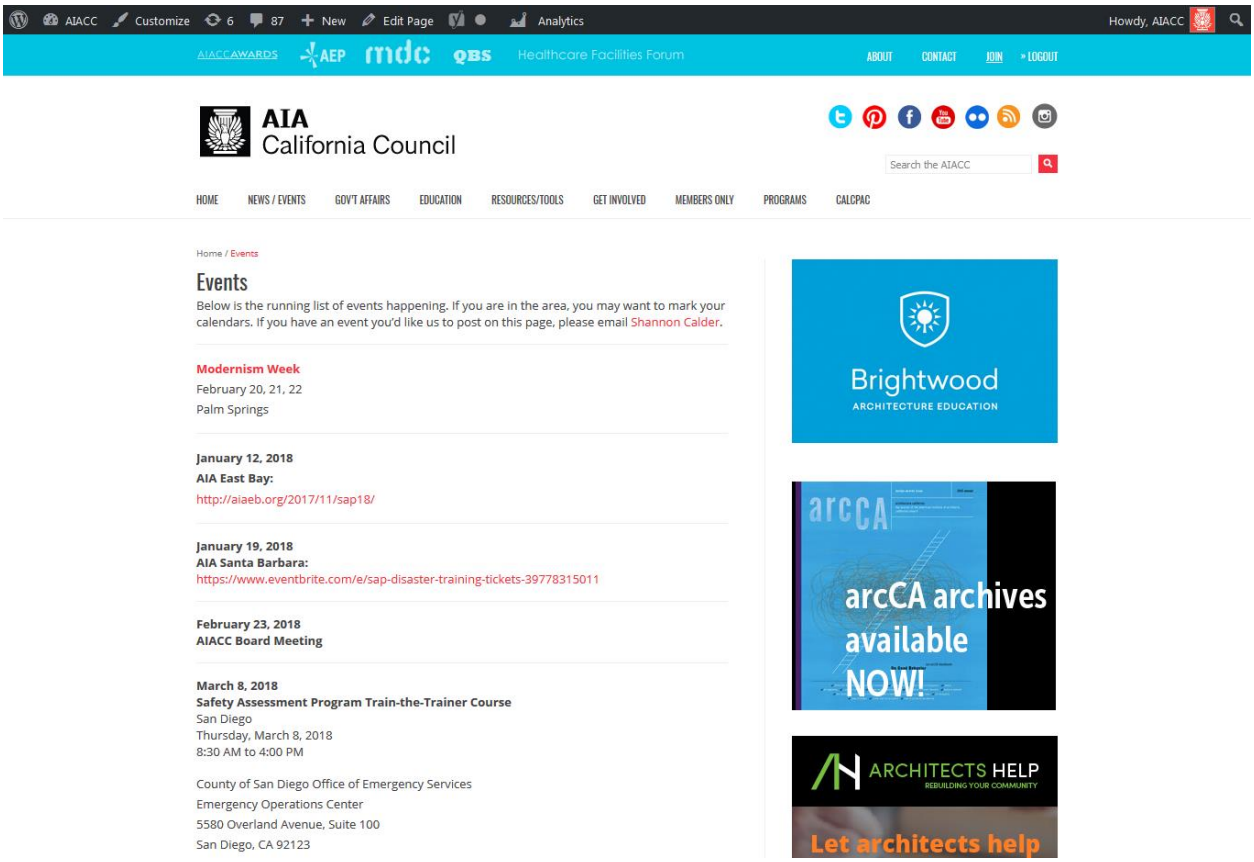
2018 CA CACE Annual Meeting

Communications

Calendar of Events

We keep a running list of various events happening across the state on the AIACC website: http://www.aiacc.org/aia-chapter-events/

If you have something coming up, email Shannon Calder: scalder@aiacc.org



KIDS DRAW ARCHITECTURE

Almost 30 years ago, the Architectural Foundation of Santa Barbara organized a small group of architects and artists for a common goal: to inspire and educate children to experience architecture through drawing it. By encouraging kids to express their creativity through sketching, a free public-outreach program was developed to teach about the complexity and importance of architecture.

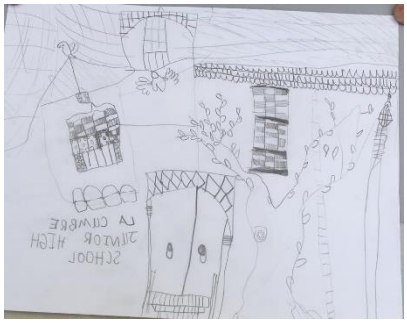
Building upon this legacy, the Kids Draw Architecture program is expanding throughout California. For one weekend in September, AIA chapters throughout the state will offer the program in their local communities, highlighting a local architectural gem. This program provides components with a low-effort/high return community-based activity that meets the requirements of AIA accreditation while exposing young people to architects and architecture in their local community.

We know the timeline for 2017 is rather compressed, but we wanted to test the idea of a statewide effort and need your help. To that end, the AIA California Council is pleased to provide this Handbook as a reference guide for your efforts, as well as, the materials needed for the day.

How does the event work?

At the event, paper, foam core drawing board and pencil are provided along with handouts (including sketching perspective tips) with a description and history about the building and site. No chairs are required – kids sit where they are comfortable and at a location that gives them a vantage point they are interested in exploring. There is not a set program per se – participants sketch for as long as they are interested and enjoy the individual interaction with the architects.

Why Sketch?



Sketching allows one to focus and see things previously unnoticed in the built environment. The result is a better understanding of the various aspects of architecture – functionality, artistry and importance and demonstrates to our youth that sketching is an important, honed skill and architecture is a functional art.

Who should attend?

Although the target audience for the event is children (5 and up), although all (including adults) are welcome to participate.

Program Specifics

Prior to the event:

1. **Form a small committee.** Bring together 2-3 people who are interested in coordinating the event.
2. **Select a date and time.** A two hour event on either Saturday, September 23 or Sunday, September 24, 2017.
    a. **Fill out the Chapter Event Registration form.** Please email this form to Lauryn ASAP at levdokimov@aiacc.org
3. **Select a location.** It should be a public building with outdoor space.
4. **Secure permission from the venue & insurance**.
    a. Helpful information for securing a venue is located at the end of this handbook.
    b. **Obtain Insurance - Additionally Insured form**.
5. **Research and write up historical and other information about the chosen building.**
    c. You will distribute this information to the participants on the day of the event.
6. **Focus on public outreach efforts.**
    a. Send out a press release.
    b. Submit the event to community calendars.
    c. Create Postcards and flyers for distribution to local schools and community groups.
7. **Recruit volunteers to participate onsite during the event.**
    a. Two volunteers should staff the table, welcome participants and hand out materials.
    b. Roughly one volunteer per five kids is suggested. Participation includes sketching with a group of kids and / or roving through participants as they sketch, offering encouragement and interacting with them about sketching the architectural elements they see.

Day of the event:

1. Set up table in a visible location. Signage will be provided by AIACC by September 20, 2017
2. Have all participants fill out the sign-in sheet.
3. Distribute materials to artists. This will be provided by AIACC by September 20, 2017. Foam board with white cardstock paper attached with “Alvin” Drafting Dots, Pencil, History of Building, How to sketch tips Sheet.
4. Gather the finished sketches from those who wish to submit them. AIACC is exploring how to publish the drawings as a calendar for local distribution.
5. Take photos and upload on social media using #kidsdrawarchitecture

Questions? Comments? Concerns? Talk to Shannon Calder: scalder@aiacc.org

HAVE FUN!

2018 CA CACE Annual Meeting

Other Support Needed

We host awards programs to celebrate those members, firms, and projects within our area for their exceptional, thoughtful, sustainable, innovative, and well-crafted designs. While the awards program isn't something new, there may be ways the AIA California Council can assist your chapter when planning and executing your next awards program.

Last year, we sent out a survey to local chapters to get more information as to how they run their programs, the costs to run their programs, etc. Based off this survey and conversations with chapter executives, staff, and various AIA members, we found there may be a need for streamlining the awards program process to make it easier on chapters both large and small when it comes to executing programs of their own.

The full survey and results are on the subsequent pages, but here is a quick recap as well as my plans for assisting the chapters moving forward.

Online Platforms & Group Pricing
As it is with all other programs in the AIA, cost and time are always a concern. AIA National used to have a group pricing option through their national contract with Cadmium. Since National has switched online platforms, the group pricing option is no longer available to new chapter. I know many of us are already in contract for 2018 online awards platforms or DropBox systems, but I have been doing some research with a few other online platforms to find user friendly and cost effective programs for chapters in California in 2019.

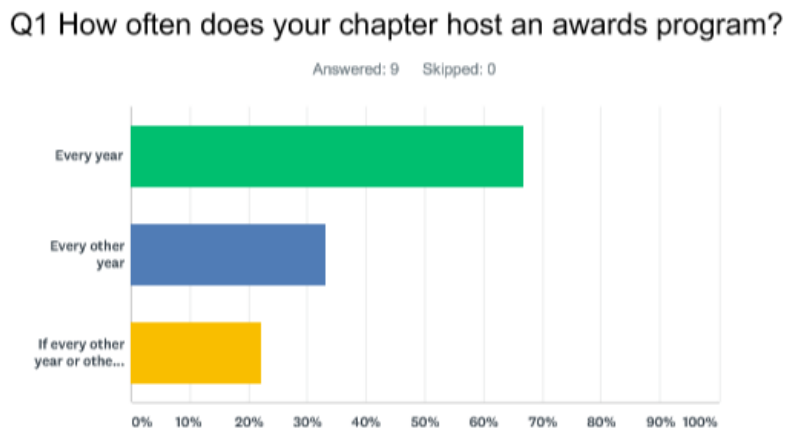
Over the last few months, I have been in talks with Cadmium (whom the AIACC currently uses), OpenWater/Armada, and Submittable. Submittable is the only one to have sent a potential contract for 2019 which is included below.

Performance Data Worksheet
In keeping with the AIACC Principles for Advocating Energy, Water, and Resource Efficient Design, all awards submittals are required to include a Performance Data Worksheet exhibiting the project's performance metrics for resource-efficiency and resilience.

This year, the AIACC is working with PG&E and Gabel Energy to update the worksheet to be an easier, less-burdensome requirement within the awards program. We will share the updated worksheets with the chapters once those are available in April 2018.

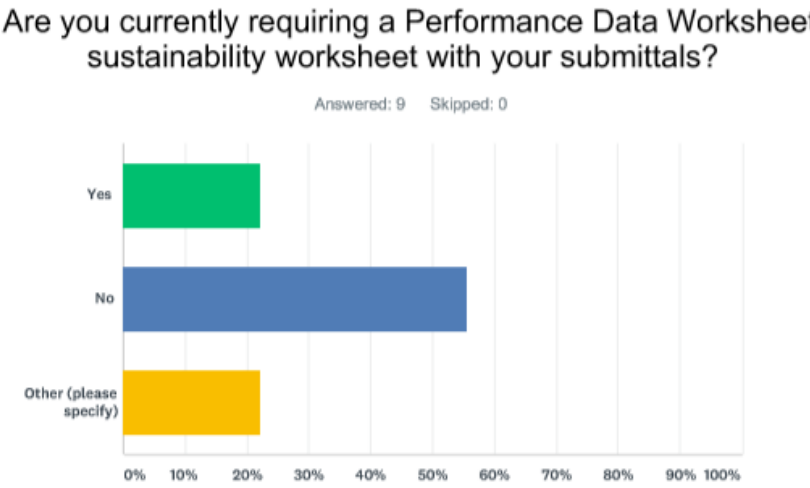
As this conversation continues in 2018, we will identify more ways the AIACC can assist you with your awards programs. In the meantime, if you are interested in learning more group pricing for your 2019 awards programs, please contact Hillary Krek at (916) 642-1710 or hkrek@aiacc.org.

2017 Awards Program Survey Results
Of the 9 chapters that participated in the survey last September, below are the results.



ANSWER CHOICES	RESPONSES	
Every year	66.67%	6
Every other year	33.33%	3
If every other year or other, please specify which years.	22.22%	2
Total Respondents: 9		

If every other year or other, please specify which years:
Answer 1: Even numbered years
Answer 2: Odd Years

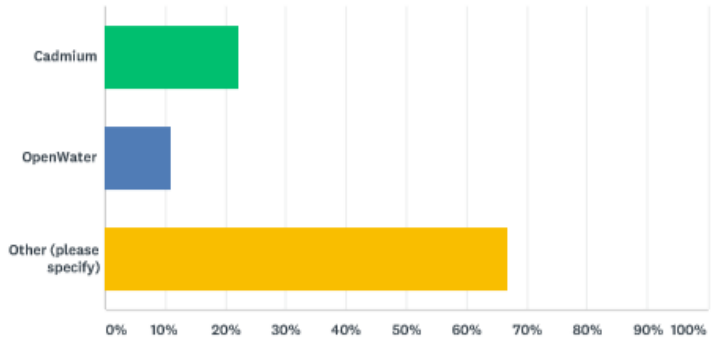


ANSWER CHOICES	RESPONSES	
Yes	22.22%	2
No	55.56%	5
Other (please specify)	22.22%	2
TOTAL		9

Other (please specify):
Answer 1: We ask them to complete it but still consider the project if it's not submitted
Answer 2: only submissions to the COTE category

Q3 What platform are you currently using to collect award submittals?

Answered: 9 Skipped: 0



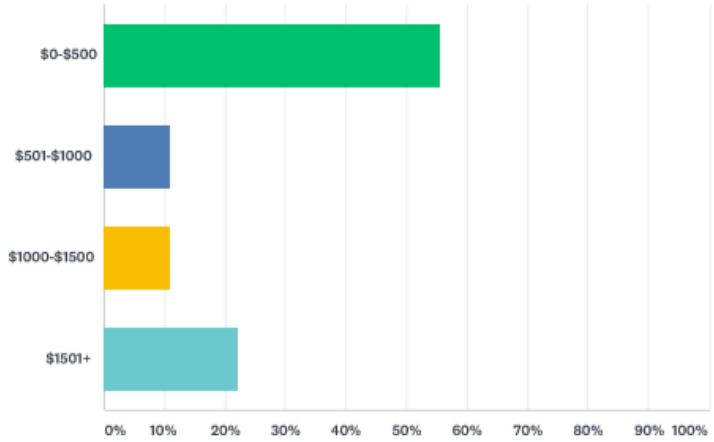
ANSWER CHOICES	RESPONSES	
Cadmium	22.22%	2
OpenWater	11.11%	1
Other (please specify)	66.67%	6
TOTAL		9

Other (please specify):

Answer 1: Dropbox
Answer 2: E-mails / Dropbox
Answer 3: Onuma, Inc.
Answer 4: Low tech: PowerPoint files submitted to our design awards e-mail
Answer 5: Our server
Answer 6: Onuma

Q4 How much (on average) do you as the chapter typically pay total per program per year to use your current software?

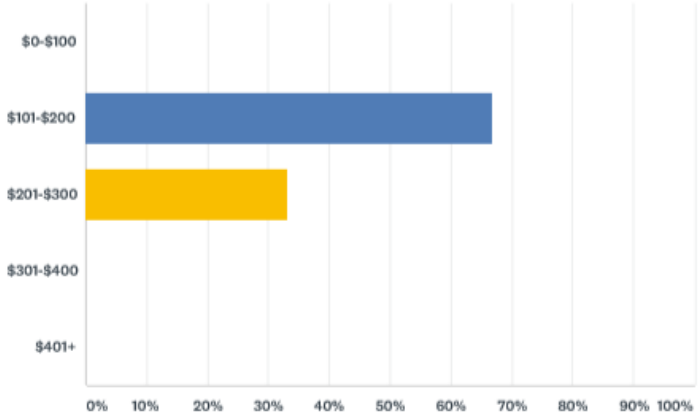
Answered: 9 Skipped: 0



ANSWER CHOICES	RESPONSES	
$0-$500	55.56%	5
$501-$1000	11.11%	1
$1000-$1500	11.11%	1
$1501+	22.22%	2
TOTAL		9

Q5 How much do you typically charge AIA members to enter your awards program?

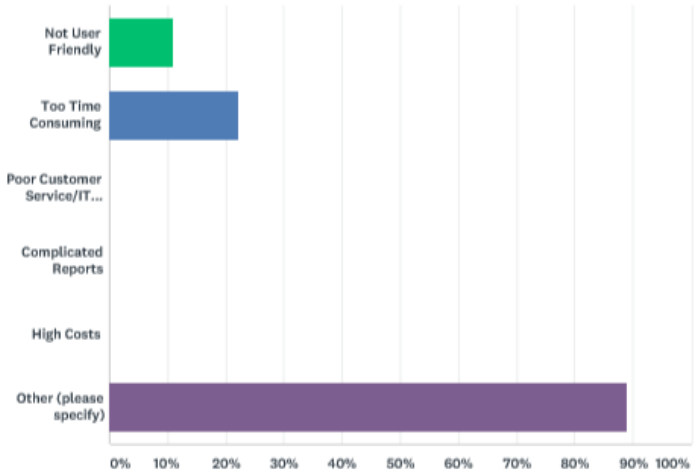
Answered: 9 Skipped: 0



ANSWER CHOICES	RESPONSES	
$0-$100	0.00%	0
$101-$200	66.67%	6
$201-$300	33.33%	3
$301-$400	0.00%	0
$401+	0.00%	0
TOTAL		9

Q6 What are your biggest complaints with your current online software platform?

Answered: 9 Skipped: 0



ANSWER CHOICES	RESPONSES	
Not User Friendly	11.11%	1
Too Time Consuming	22.22%	2
Poor Customer Service/IT Support	0.00%	0
Complicated Reports	0.00%	0
High Costs	0.00%	0
Other (please specify)	88.89%	8
Total Respondents: 9		

Other (please specify):

Answer 1: Would like to use Cadmium or OpenWater but needed an economical solution

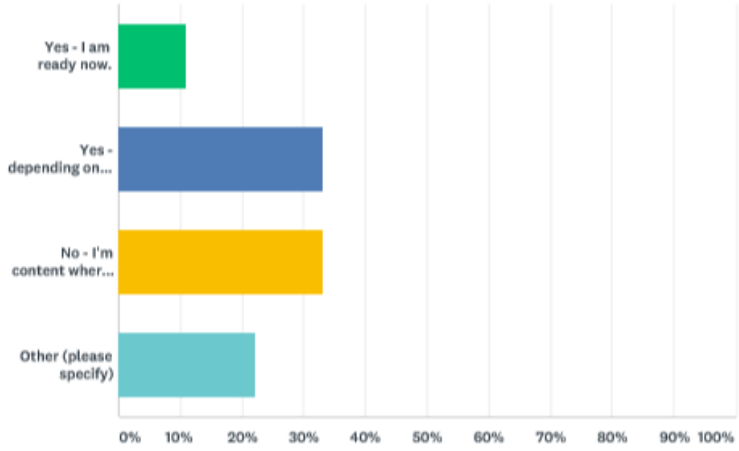
Answer 2: When registrants mislabel their files, it causes a problem. Also, we must organize afterwards and put into a DropBox for judges.

Answer 3: Needs more customization for AIA chapters; hard for juries to use.

Answer 4: Cadmium program is way more than we need. Wish they would down-size for AIA.

Q7 Are you in the market for a new online software platform?

Answered: 9 Skipped: 0



ANSWER CHOICES	RESPONSES	
Yes - I am ready now.	11.11%	1
Yes - depending on factors such as cost, usability etc.	33.33%	3
No - I'm content where I'm at.	33.33%	3
Other (please specify)	22.22%	2
TOTAL		9

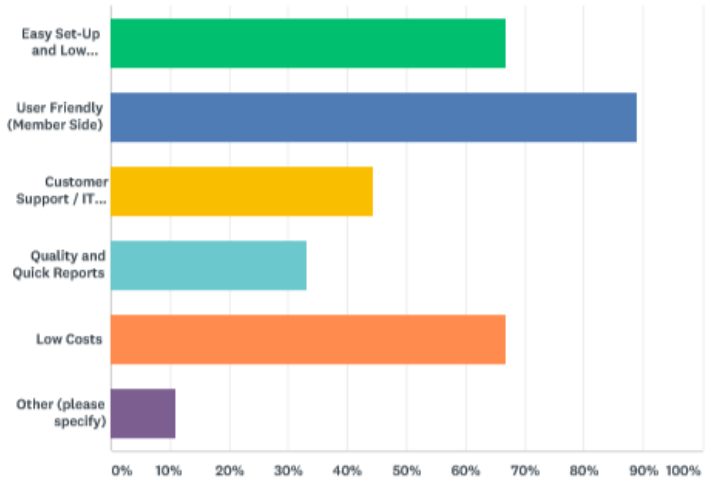
Other (please specify):

Answer 1: Thinking next time we just use DropBox. I upload to it anyway – might as well save the time and have the submitters do it!

Answer 2: I'm open to it, but Cadmium works ok for us.

Q8 What are you most looking for in an online software platform for your awards programs?

Answered: 9 Skipped: 0



ANSWER CHOICES	RESPONSES	
Easy Set-Up and Low Maintenance (Admin Side)	66.67%	6
User Friendly (Member Side)	88.89%	8
Customer Support / IT Support	44.44%	4
Quality and Quick Reports	33.33%	3
Low Costs	66.67%	6
Other (please specify)	11.11%	1
Total Respondents: 9		

Q9 What other feedback do you have regarding your Design Awards program?

Answered: 5 Skipped: 4

Answer 1: We are in our third year in a row, and decided to continue every year, although the numbers are not as high as when we had every 3 years. We are going to look at different categories, maybe alternating each year. Also, would love help in marketing ideas. Architects are often too busy to participate. Also, we are starting this year a Lutah Maria Riggs award, to best firm.

Answer 2: We've found it very easy to work with Onuma. They're a bit expensive, but worth it. The ease of working with them helps to make our event a success. We also combine our Design Awards with our Board of Directors Installation, which is a good pairing!

Answer 3: Let's see if we can get on the same platform / requirements so members can all enter their projects in their local and state using the same entry!

Answer 4: I dread it. It takes up so much of my time. BOD members haven't a clue on how much time it takes.

Submittable Proposal for

AIA California Council

Local Chapter Package Options

Chapters may choose either of the package options below. Chapters will have full ownership and administrative control over their own accounts. AIA California Council will need to be invited into these accounts by a chapter administrator in order to gain access.

Package 1:

Best option for teams with more than 5 team members. Team members include staff, administrators, reviewers, and anyone else who needs access to applications or the back office. Applicants do not count towards this number.

- Each chapter will have a unique account. Contract/cost per chapter account:
  - 2-year contract
  - $2,500 per year (one $5,000 payment at start of contract)
    - Chapters can request additional features or capacity at any time. Additional fees will be calculated by request, based on current rates.
    - Chapters with processes that run every other year, with little to no expected usage in the gap year, may request a 3-year contract at this rate (one $5,000 payment at start of contract)

- Each chapter account will include the below feature set:
  - Unlimited form fields
  - Custom review/scoring forms
  - Video transcoding
  - Reference letters
  - Auto-labels
  - Batch email
  - Form logic
  - Additional forms (unlimited)
  - Tables

- Each chapter account will have capacity for:
    - 20 team seats (reviewers/admins)
    - 500 new applications per year
    - Unlimited storage

- Each chapter account will include Gold Level Support. This includes:
    - 30 days of onboarding services
        - Includes training, assistance building one form, and workflow consultation
    - Ongoing 24/7 technical support
        - Covers everyone who touches the platform, including applicants

Package 2:

Best option for teams with 5 or fewer team members. Team members include staff, administrators, reviewers, and anyone else who needs access to applications or the back office. Applicants do not count towards this number.

- Each chapter will have a unique account. Contract/cost per chapter account:
    - 2-year contract
    - $1,000 per year (one $2,000 payment at start of contract)
        - Chapters can request additional features or capacity at any time. Additional fees will be calculated by request, based on current rates.
        - Chapters with processes that run every other year, with little to no expected usage in the gap year, may request a 3-year contract at this rate (one $2,000 payment at start of contract)

- Each chapter account will include the below feature set:
    - Unlimited form fields
    - Custom review/scoring forms
    - Video transcoding
    - Reference letters
    - Auto-labels
    - Batch email
    - Form logic
    - Additional forms (unlimited)
    - Tables

- Each chapter account will have capacity for:
    - 5 team seats (reviewers/admins)
    - 250 new applications per year
    - Unlimited storage

- Each chapter account will include Gold Level Support. This includes:
    - 30 days of onboarding services
        - Includes training, assistance building one form, and workflow consultation
    - Ongoing 24/7 technical support
        - Covers everyone who touches the platform, including applicants

Terms: Submittable is offering this proposal on February 12, 2018. The offer is valid for 30 days.