

Talking Points from the Board's February 1-2, 2011 meeting, and from its February 9, 2011 meeting

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February 1-2, 2011:

America's Design and Health Initiative (ADHI)

A presentation was made on the ADHI Summit in December 2010.

International Union of Architects (UIA) Awards Nominations

The Board approved the recommendations of the UIA Gold Medal Nominating Committee to nominate I.M. Pei, FAIA, for the 2011 UIA Gold Medal, and Kenneth Frampton, Assoc. AIA, for the UIA Jean Tschumi Prize.

Grassroots Advocacy Overview

Activities related to advocacy efforts at the 2011 Grassroots Legislative and Leadership Conference were shared.

Contract Documents Committee Update

A report was made on work plans for the Contract Documents Committee in 2011.

Commended Program

Information was provided on the Institute's Commended Program, which helps make professional liability insurance coverage available to AIA members under Board-approved criteria.

Term of the International Director

The Board endorsed the Secretary's revisions to the Administrative Procedures Manual to extend the term of the International Director from two years to three years, effective with the term of the current International Director.

Position Statement: Project Delivery

The Board approved revisions to the Position Statement on Project Delivery as follows:

26. Project Delivery

The AIA believes that project delivery processes must ~~address~~ enhance the quality, cost-effectiveness, and sustainability of our built environment. This can best be ~~effected~~ achieved through industry-wide adoption of ~~an integrated~~ approaches to project delivery ~~methodologies~~ characterized by early and regular involvement of owners, architects, constructors, fabricators and end user/operators in an environment of effective collaboration, mutually defined goals and open information sharing. The AIA also believes that ~~the an~~ an architect is well most qualified to ~~serve as a leader on integrated project delivery teams~~ lead design of a project and can lead a project team throughout the project delivery process. ~~The AIA further believes that evolving project delivery processes require integration of education and practice in design and construction, both within and across disciplines.~~

The Position Statement is effective February 1, 2011, through December 31, 2013.

MDPP Task Force Recommendations

The Board received the final report of the Membership Dues Payment Plan (MDPP) Task Force. The AIA Rules of the Board were amended to include the following new Section 3.04:

3.04 Dues Installment Program. The Executive Committee, in consultation with the Board, management of the Institute and components, may establish a dues installment program that provides an opportunity for members to pay their regular annual dues in one or more installments. Such a dues installment plan may include requirements related to eligibility, enrollment, payment schedule, cancellation, refunds and other appropriate terms and conditions. In determining plan requirements, including any service and interest charges that may apply, the estimated cost as well as the potential benefits for members, the Institute and components shall be taken into consideration. The Board may review the Dues Installment Program and recommend adjustments for subsequent years by no later than the convention Board meeting.

Further, the Board endorsed the recommendations to implement a Dues Installment Program as recommended by the Membership Dues Payment Plan Task Force, and directed management to implement such a program in a manner consistent with those recommendations.

February 9, 2011:

Bylaws Amendment 11-A

Vote Required to Adopt Bylaws Amendments at Convention

1. The content of this proposed amendment is reflected in the following text:

9.011 Requirements to Amend Bylaws. These Bylaws may be amended at any meeting of the Institute ~~by an affirmative vote of not less than two thirds of all votes accredited to be cast at the meeting; provided, that the Secretary shall have sent to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.~~ in the following manner:

- (a) The Secretary shall send to each member notice of the proposed amendment and a notice of the meeting at which it is to be voted upon.
 - (b) If delegates holding at least three-fourths of the votes accredited to be cast at the meeting are present, then the amendment shall require an affirmative vote of not less than two-thirds of all votes actually cast on the proposed amendment at the meeting.
 - (c) If the delegates attending the meeting hold less than three-fourths of the votes accredited to be cast at the meeting, then the amendment shall require an affirmative vote of not less than two-thirds of all votes accredited to be cast at the meeting.
2. At each AIA national convention (or annual meeting) of the Institute, chapters send delegates to represent them.
3. Each delegate must be accredited at the convention.
4. Each accredited delegate's votes are allocated to him/her according to how many Architect and Associate members are assigned to his/her chapter, and how many other delegates are accredited from the chapter.
 - *If a chapter has 9 votes and sends 3 Architect members as delegates, each of the chapter's delegates will have 3 votes.*

5. After all delegates have been accredited, the Secretary determines the total number of votes accredited to be cast at the convention business meeting.
 - *For this discussion, we'll assume that 5000 votes have been accredited for the convention business meeting.*
6. In order to be adopted, a Bylaws amendment presently needs to receive at least 2/3 of the total number of votes accredited to be cast at the meeting.
 - *If 5000 votes have been accredited for the convention, a Bylaws amendment would need at least 3334 votes to pass (i.e., 2/3 of the total number of votes accredited to be cast).*
7. If no accredited delegates from a chapter attend the convention business meeting, that chapter's votes are lost. This can make it difficult for a Bylaws amendment to muster 2/3 of the total number of votes accredited to be cast at the meeting.
 - *We'll continue to assume that 5000 votes have been accredited for the convention.*
 - *We'll also assume here that some delegates (carrying 500 votes) don't attend the business meeting.*
 - *That means that the delegates actually present at the meeting would carry only 4500 of the total accredited votes.*
 - *Even though the missing 500 votes now cannot be cast, the Bylaws amendment would still need 3334 votes to pass (i.e., 2/3 of the 5000 votes accredited to be cast).*
 - *Given these numbers, it might be possible for a Bylaws amendment to fail if it received well over 2/3 of the votes actually cast at the business meeting (i.e., at least 3000 of the 4500 votes cast at the meeting), but still did not have at least 2/3 of the total number of votes accredited to be cast (i.e., 3334 of the 5000 votes accredited to be cast).*
8. This Bylaws amendment is designed to address that situation. Here's how it would work:
 - There would be a voting threshold at each convention business meeting. That would be 3/4 of all the votes accredited to be cast at the meeting.
 - *If 5000 votes were accredited to be cast at the meeting, the threshold would be 3750 votes (i.e., 3/4 of all votes accredited to be cast).*
 - If that threshold were met at the business meeting, a Bylaws amendment would need at least 2/3 of the votes actually cast on the amendment at the meeting in order to pass.
 - *If the 3750-vote threshold assumed above were achieved, and if 4500 votes were cast, 3000 votes would be enough to adopt the amendment.*
 - If the threshold were not met at the business meeting, a Bylaws amendment would need at least 2/3 of the votes accredited to be cast at the meeting in order to pass.

- *Assume that, of the 5000 votes accredited at the meeting, only 3500 are represented at the meeting. Thus, the 3750-vote threshold would not be achieved. In that case, a Bylaws amendment would not pass unless it received at least 3334 votes (i.e., two-thirds of the 5000 votes accredited to be cast at the meeting).*
9. The Institute's Board of Directors believes that the revised voting system described above would relax overly stringent voting requirements now contained in the Bylaws as appropriate, but nonetheless ensure that no Bylaws amendment would pass without broad support.

Bylaws Amendment 11-B

Proxy Voting at Meetings of the Institute

1. The content of this proposed amendment is reflected in the following text:

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

2. If a chapter is unable to send its own delegates to the AIA national convention, it may be represented there by proxy.
3. The proxy may be held by any accredited member delegate or state delegate at the convention who comes from the state or region where the chapter is located.
 - *Delegates chosen by a chapter to represent it at convention are known as "member delegates."*
 - *Each state component is also entitled to be represented at convention by a "state delegate."*
4. Under the current Bylaws, a delegate may represent his/her own component and may proxy for no more than one other component.
5. The proxy system may be the only way to ensure that an absent chapter (and its members) will be properly represented there. By specifying that a delegate may serve as a proxy for no more than one other chapter, however, the Bylaws may be making it impossible for chapters in some states to arrange for representation by proxy.
6. This amendment would address this by changing the Bylaws so that:
 - a. a state delegate could represent by proxy more than one of the chapters in his/her state at the meeting of the Institute, and
 - b. the president of a state component could designate a member delegate from his/her state to represent by proxy more than one chapter in that state.
7. This amendment is consistent with a resolution on the same subject, which was adopted at the AIA 2010 National Convention and later ratified by the Board. Because a

resolution cannot be used to amend the Bylaws, this amendment is now going to the AIA 2011 National Convention for formal action.

Bylaws Amendment 11-C

Term of Public Directors

1. The content of this proposed amendment is reflected in the following text:

6.052 Public Directors' Term of Office. The Public Directors shall each serve a ~~two~~three-year term and shall not be eligible for re-election.

2. The Institute's Board of Directors includes two Public Directors.
3. This ensures that there is a public voice at all Board meetings.
4. Unlike Regional Directors, who have three-year terms, each Public Director serves for only two years on the Board.
5. This does not give Public Directors enough time to understand the Board fully and make their contributions as directors in the most effective way.
6. This Bylaws amendment would remedy that situation by increasing the term of each Public Director from two years to three years.