

RULES OF THE ORGANIZATION FOR AIA VIRGINIA

Effective: [4 AUG 2023]

The following are the rules ("Rules") of the organization for *AIA VIRGINIA* ("AIA Virginia") effective as of the above date.

CHAPTER 1 - GENERAL

- 1.1 Bylaws. The Rules are subject to AIA Virginia's bylaws ("Bylaws") and, to the degree any provisions of these Rules are inconsistent with the Bylaws, the Bylaws shall govern.
- 1.2 Parliamentary procedure. The Board shall follow parliamentary procedure during all meetings of the Board unless otherwise waived or suspended for a meeting, or any portion of a meeting, by a majority vote of the Board during a meeting.
- 1.3 Amendments. The Board may amend these Rules at any time by majority vote.

CHAPTER 2 – DIRECTORS

- 2.1 Meetings of the Board.
 - 2.1.1 Time and Location. Meetings of the Board shall be held each year, as follows:
 - 2.1.1.1 An organizational (annual) meeting shall be held in December.
 - 2.1.1.2 At least three meetings at times and places designated by the President and Executive Vice President in consultation with the Executive Committee.
 - 2.1.2 Meeting Agenda and Minutes. The Executive Vice President, in consultation with the President and Secretary, shall prepare the agenda and minutes for meetings of the Board and the Executive Committee.
- 2.2 Rules of Procedure at Board Meetings.
 - 2.2.1 Review of Board Action Items. Action items that have not received prior review by the Executive Committee may not be submitted to the Board without the permission of the President.
 - 2.2.2 Order of Business. The President may present the business items in a different order than published in the agenda.
 - 2.2.3 Consent List. Routine business items in the Board agenda may be assigned to a consent list, which items may be adopted without formal debate. Any item of business may be removed from the consent list by any member of the Board for subsequent discussion and Board action.

2.2.4 Late Business. Late business agenda items for each Board meeting must be delivered electronically to the Executive Vice President one week before the beginning of each Board meeting. With the approval of the Executive Vice President, President, or Secretary, late business items may be considered at the end of the agenda.

2.2.5 Late Business Handouts. Printed materials outside of those included in the electronic Board agenda and background materials, proposed for distribution at a meeting of the Board, must be submitted to the President or presiding officer no later than the start of the meeting for his or her approval for distribution.

2.2.6 Late Funding Requests. Any new business or late business item involving expenditure or transfer of AIA Virginia general budget or discretionary funds requires an affirmative vote of two-thirds of the voting members of the Board present at the meeting for consideration of the item to be placed before the Board. An affirmative vote of two-thirds of the voting members present is required for approval of the expenditure or transfer of such funds.

2.2.7 Officers Reports. The officers may make brief presentations as required.

2.3 Minutes of Board Meetings. The minutes of the Board shall comply with the following:

2.3.1 Contents of Minutes. The Secretary, or the Secretary's designee, shall keep written minutes of each meeting of the Board, showing members of the Board in attendance, and the actions taken. At the discretion of the Board or the Secretary, reports and other documents considered at a meeting may be included in the minutes of the meeting.

2.3.2 Minority Reports and Dissensions. A minority report may be included in the minutes of the Board meeting or otherwise made available to the membership on any questions on which action is taken by the Board, provided that 20% of the Board has requested that such a minority report be issued; any member of the Board may request that his or her dissenting vote, and the reasons therefore, be recorded in the minutes.

2.3.3 Approval of Minutes. The minutes of each meeting shall be reviewed by the President, Executive Vice President, and Secretary and approved by the Board at its next regular meeting and thereafter signed by the Secretary.

2.3.4 Minutes of Executive Session. The Secretary shall keep written minutes of matters discussed and acted upon by the Board in executive session, which shall be privileged and confidential. They shall be kept in the personal possession of the Secretary for two years and then, unless a review by the Secretary dictates retention, destroyed.

2.3.5 Distribution of Minutes. The summary of actions at each meeting of the Board shall be distributed to the Board, component presidents and component executives before the next regular meeting of the Board. The Board shall receive complete minutes of each meeting.

2.4 Number of Directors. The number of directors is as determined by the Bylaws.

2.4.1 Dates of Component Elections. A component may elect a Director-elect at any time during the calendar year in which the term of a retiring Director expires, under the methods prescribed in the component's Bylaws for the election of Directors. The newly elected Director shall take office at the close of the annual meeting of the Board at which the Director being replaced retires.

CHAPTER 3 - EXECUTIVE COMMITTEE

3.1 Powers and Responsibilities.

3.1.1 Financial. In cooperation with the Treasurer, the Executive Committee shall be responsible for general oversight of the financial affairs of AIA Virginia, may approve transfer of funds within the general budget as set forth in these Rules, and may authorize expenditures from its own discretionary fund.

3.1.2 Policies. When time limitations or other emergency factors so require, the Executive Committee may approve temporary policies or positions for AIA Virginia, subject to ratification at the next regular meeting of the Board of Directors.

3.1.3 Personnel Matters. The Executive Committee shall set the compensation and terms of employment of the Executive Vice President; the Executive Vice President shall annually review the compensation and evaluation system for AIA Virginia staff.

3.1.4 Business Affairs. The Executive Committee shall have full authority, right, and power to act for the Board in the management of those activities undertaken primarily for generating non-dues revenue; provided, however, that a business planning policy, setting forth criteria for non-dues producing activities, shall be approved by the Board.

3.1.5 Gubernatorial Appointments. On behalf of the Board, the Executive Committee may approve nomination slates for gubernatorial appointments presented by the Government Advocacy Advisory Committee when time is of the essence.

3.2 Meetings.

3.2.1 Regular Meetings. The Executive Committee shall hold at least six regular meetings each year, in intervals between regular meetings of the Board; said meetings may be held virtually.

3.2.2 Notices of Regular Meetings. The Executive Vice President, acting on behalf of the Secretary, shall ensure that notice of all regular meetings, stating the time and place, is conveyed to each member of the Executive Committee no fewer than 5 days before the date set for the meeting.

3.2.3 Special Meetings. Special meetings of the Executive Committee may be held at any time, except during the course of a meeting of the Board, without formal notice. The Executive Committee shall take no action within 10 days before or after a Board meeting that could otherwise be taken by the Board, without specific authorization by the Board.

3.2.4 Meeting Agendas and Minutes. The Executive Vice President, in consultation with the President and Secretary, shall prepare the agenda and minutes for the meetings of the Executive Committee.

3.3 Attendance by Officers-elect. After their election at the annual meeting of the membership, officers-elect may be invited to attend a regular Executive Committee meeting as determined by

the President, as observers, without vote.

- 3.4 Minutes. The Executive Vice President, or a designee, shall keep written minutes of each meeting of the Executive Committee, showing members in attendance and the actions taken.
- 3.4.1 Distribution of Executive Committee Minutes to the Board. The minutes of the Executive Committee may be distributed to all members of the Board, as directed by the President or Secretary. Such minutes shall constitute the reports of that Committee to the Board.
- 3.4.2 Exhibits. At the discretion of the Executive Committee or the Secretary, reports and other documents considered at a meeting may be included in the minutes of the meeting.
- 3.4.3 Approval. The minutes of each meeting shall be approved by the Executive Committee at its next regular meeting and thereafter signed by the Secretary.
- 3.4.4 Minutes of Executive Session. The Secretary shall keep written minutes of matters discussed and acted upon by the Executive Committee in executive session, which shall be privileged and confidential; they shall be kept in the personal possession of the Secretary for two years and then, unless a review by the Secretary dictates retention, destroyed.

CHAPTER 4 - COMMITTEES AND ADVISORY COUNCILS OF THE BOARD

- 4.1 Definition. A Committee of the Board is a committee that reports to the Board through the Executive Committee. Unless otherwise noted, each committee referenced under this Chapter shall mean a Committee of the Board. An Advisory Council of the Board is composed of members, which may or may not be on the Board and reports to the Board through a Council Chair.
- 4.2 Meeting Notice. Except as otherwise provided below, each Committee and Advisory Council shall provide reasonable meeting notice to its members. The notice should contain the time and place of the meeting. The Committee or Advisory Council may provide the notice by any reasonable means. A Committee or Advisory Council member may waive the receipt of meeting notice.
- 4.3 Meeting Frequency. The Committee or Advisory Council shall meet as often as necessary to carry out its responsibilities. Each standing Committee and Advisory Council shall meet at least once each calendar year.
- 4.4 Meeting Quorum. A Committee or Advisory Council may only act when the meeting has a quorum. A quorum is a simple majority of the Committee or Advisory Council members.
- 4.5 Voting. The Committee or Advisory Council may only act by majority vote. Members may vote by voice or electronic ballot. Committee and Advisory Council members may not vote by proxy.

4.6 Meeting Type. A Committee or Advisory Council may meet, either in full or in part, in person, by phone, by online conferencing service, or by other similar electronic means. A Committee or Advisory Council may act by exchange of emails or written communications if all members agree.

4.7 Honors Committee.

4.7.1 Committee Purpose. The Committee is responsible for recommending to the Board those individuals upon which AIA Virginia should bestow an AIA Virginia honorary award.

4.7.2 Membership. The Honors Committee shall be composed of the following members: the chair, who shall also be a Fellow or a Past President of AIA Virginia; two Fellows of the Institute; two Past Presidents of AIA Virginia; and eight at-large members of AIA Virginia. At least two at-large members should be a former honoree in any category who is neither a Fellow nor a Past President of AIA Virginia. Each member shall serve for two years and terms shall be staggered. The terms shall be staggered so that six members rotate off the Committee each year. Members shall not be eligible for reappointment for one year following the expiration of a term. The chair shall be appointed by AIA Virginia President for a one-year term.

4.7.3 Duties. The Committee shall work annually to enable AIA Virginia to recognize, encourage, and honor distinguished achievements that constitute a beneficial influence on the built environment and/or the profession of architecture. The Committee shall bring annually to the Board a series of recommendations for honors and awards to be bestowed as selected through processes outlined in the Administrative Procedures document. All honor and award nominations made by the Committee must be approved by the Board. The Board may, under unusual circumstances and at its discretion, make additional honor and award nominations.

4.7.4 Meeting Notice. The Committee shall provide meeting notice to the members of the Committee at least twenty-one (21) calendar days before the date fixed for the meeting.

4.7.5 Meeting Frequency. The Committee shall meet as often as necessary to carry out the responsibilities of the Committee. The Committee shall meet at least once each calendar year.

4.7.6 Meeting Quorum. The Committee may only act to approve final honor and award nominations if at least nine (9) members vote to approve the nomination.

4.7.7 Voting. The Board may establish different voting thresholds for each honor or award category.

4.7.8 Nominating Procedure. The Committee shall request nominations from AIA Virginia members, components, and Board members. All submitted nominations must be in the form approved by the Committee. Forms shall be those created by and issued by the Committee from time to time. The Committee may, but is not obligated to, consider any submission which is incomplete, which fails to comply with the Committee's nomination submission guidelines, or which fails to meet the submission deadlines. Nominators are responsible for selecting the appropriate category for a submission. The Committee is not obligated to reassign the category for a submission after the submission deadline.

4.7.9 Report of Nominations to the Board. Nominations from the Committee shall be made to the Board by the Committee chairperson. The report shall be in writing and all necessary background materials shall be available to the chairperson for his or her presentation to

the Board, if necessary. Final action on the recommendations will be taken by the Board.

4.7.10 Ineligibility of Board or Committee Members for Honors. Current members of the Committee and current members of the Board are ineligible to receive any honor or award during their period of service.

4.7.11 Code of Conduct. No current member of the Honors Committee may be used as an advisor, a reference for an advisor, or a nominator.

4.8 Nominating Committee.

4.8.1 Committee Purpose. The Committee is responsible for recommending to the Board for approval candidates for each officer position and, when applicable, any director position which is selected by the Board. The Committee is chaired by the President-Elect and consists of the President, Immediate Past-President, and two (2) Non-Board Members-At-Large.

4.9 Audit Committee.

4.9.1 Committee Purpose. The Committee is responsible for managing the overall audit and financial review process for the Board. The Committee consists of five members: two (2) Officers, two (2) Directors, and one (1) Non-Board Member-At-Large. One of the Officer positions should be reserved for the Treasurer.

4.10 Secretary's Advisory Committee.

4.10.1 Membership. The Committee shall be composed of five members, one member from each component region of the state and the Secretary, who shall serve as chair. The Secretary annually recommends for approval by the Executive Committee two new members to serve two-year terms, each to be reaffirmed annually. Appointments are made by the President.

4.10.2 Duties. Among other matters on which the Secretary may seek advice, the committee shall work with sponsors of proposed resolutions to be offered before a meeting of AIA Virginia membership and formally requesting the Board to take a particular action.

4.11 Disaster Assistance Committee.

4.11.1 Committee Purpose. The Committee is responsible for managing the readiness of AIA Virginia for serving as second-responders in the Commonwealth after a natural disaster. The Committee is chaired by the AIA Virginia State Disaster Coordinator and consists of the Alternate State Disaster Coordinator, one member from each local AIA component and a representative from the Virginia Department of Emergency Management. The term of service is two-years and staggered so that three local AIA component representatives rotate off followed by two the next year.

4.11.2 Duties. The Committee shall meet at least once per year to review the number of members that have completed the Safety Assessment Program (SAP) training, review effectiveness of communication strategies in place, recruit architects, engineers, and building code officials to complete SAP training, and other duties deemed appropriate.

4.12 Justice, Equity, Diversity, and Inclusion Committee.

4.12.1 Committee Purpose. The committee promotes diversity within the profession and the

association by developing implementable strategies to help serve and support more diverse and inclusive audiences. The Committee consists of seven members who are appointed by the President and serve two-year terms. The appointments shall be made so that terms are staggered. The Chair shall serve a one-year term.

4.13 Finance Committee.

4.13.1 Committee Purpose. The committee provides counsel regarding financial matters such as budgeting, financial planning, and addressing unforeseen circumstances that may arise of which may have a financial impact. The Committee is composed of five members for a one-year term and is Chaired by the Treasurer. Other members of the Committee consist of both, Officers and Directors.

4.14 Special Committees, Task Forces, or Task Groups. The Board may establish a special committee, task force, or task group, whose size, purpose, jurisdiction, and membership shall be determined by the President, subject to direction by the Board or the Executive Committee.

4.14.1 Funding of Special Committees, Task Forces and Task Groups. Unless a general budget appropriation is made by the Board, funding of expenses, if applicable, of a special committee, task force, or task group must be provided from available discretionary funds.

4.15 Advisory Council Composition, Term Limits, and Responsibilities

4.15.1 Council Composition. Advisory Councils may have a maximum of nine members who are self-nominated. The Nominating Committee is responsible for reviewing self-nominations and preparing a slate of candidates for each Advisory Council for Board action. Non-members and allied members may serve on an Advisory Council but shall not make up the majority.

4.15.2 Council Term Limits. Members of the Advisory Councils have a term of two years and may serve two consecutive terms on the same Council. Terms on a Council should be staggered so that four expire one year followed by five the next.

4.15.3 Council Responsibilities. Each Advisory Council selects its own Chair annually. The Chair is responsible for submitting a progress report for inclusion on the consent agenda of each Board of Director's meeting. A presentation updating the Board of Directors on the Council's strategic plan accomplishments will be given by the Chair or its designee at the June and December Board meetings.

4.16 Outreach Advisory Council

4.16.1 Council Purpose. The Council is responsible for reviewing and advising in program areas that include all AIA Virginia publications, press relations, website presence, as well as outreach programs. The latter area is largely fulfilled through the Branch Museum of Architecture and Design programming.

4.17 Advocacy Advisory Council

4.17.1 Council Purpose. The Council is responsible for reviewing and advising in the broad area of government affairs, whether on legislative, regulatory, code, or other issues at the state level. In addition, this Council makes recommendations for candidates for gubernatorial appointment.

4.18 Member Services Advisory Council

4.18.1 Council Purpose. The Council is responsible for the delivery of exceptional services to the membership, which in return, influences membership growth. Goals and strategic planning are executed to increase diversity and inclusion within the profession, engage state universities, and ensure that the AIA Virginia membership pipeline is consistently being nurtured.

4.19 Education Advisory Council

4.19.1 Council Purpose. The Council reviews and advises on the broad program area covering professional continuing education, such as Architecture Exchange East, Design Forum, Art of Practice, the Emerging Leaders in Architecture, university prizes and scholarships (administered through the Branch), Design Awards, and programs to engage and assist emerging professionals.

CHAPTER 5 - OFFICERS

5.1 President's Duties.

5.1.1 Institute Representation. Unless the Board designates otherwise, the President shall speak for AIA Virginia and act as its public representative.

5.1.2 Delegation of President's Authority. The President may delegate representative authority in writing to any AIA Virginia member. The individual to whom the authority is delegated shall be subject to the limitations imposed by these Rules and the Bylaws.

5.1.3 Limits. No action or pronouncement of the President, or the President's designee, shall obligate or commit AIA Virginia except as provided in the Bylaws or these Rules or as specifically authorized by the Board.

5.1.4 Evaluation of Executive Vice President Vice President. The President, with the President-elect and Immediate Past President shall annually evaluate the performance of the Executive Vice President in writing and report, in summary, this evaluation to the Executive Committee and the Board.

5.1.5 Signature. The President shall sign all agreements of affiliation, certificates of membership, certificates of honor, and other documents and instruments relating to the duties of the President as required by law, the Bylaws, or these Rules.

5.1.6 Presiding at Meetings. During the President's term of office, the President shall preside at meetings of AIA Virginia, the Board, and the Executive Committee. The Board or the President may delegate the authority under this provision to another officer. If the President desires to take a position on an issue, the President shall first relinquish the chair to an impartial presiding officer throughout the discussion or debate on that issue.

5.1.7 Actions Performed in an Individual Capacity. Nothing herein shall restrict the President from speaking or acting in the capacity of an individual architect or AIA member, provided that s/he specifically states that s/he is acting as an individual.

5.1.8 Appointments. The President shall make all appointments to each committee, task force,

or task group and shall make other assignments of responsibility to members unless otherwise provided in the Bylaws or Rules.

5.2 Duties of First Vice President/Vice President-elect.

- 5.2.1 The First Vice President/President-elect shall preside at meetings in the absence of the President.
- 5.2.2 First Vice President/President-elect shall preside at meetings of the Nominating Committee.

5.3 Duties of the Secretary.

- 5.3.1 Membership Rolls. The Secretary shall advise members of any changes in their membership status.
- 5.3.2 Annual Meeting. In collaboration with and under the direction of the President, the Secretary shall have general charge and supervision of the annual meeting.
- 5.3.3 Membership. The Secretary shall oversee all matters pertaining to the admission and termination of memberships in the Institute.
- 5.3.4 Awards. The Secretary shall oversee all matters pertaining to the honor and awards programs of AIA Virginia.
- 5.3.5 Delegations. The Secretary, during the term of office, may delegate such duties of the office as are permitted by the Bylaws to an assistant employed by AIA Virginia, providing that those specific delegations are transmitted in writing annually to the President and the Executive Vice President.

5.4 Duties of the Treasurer.

- 5.4.1 Reports. Reports of the Treasurer shall set forth the assets and liabilities, the current budget, fund balances, revenues, and expenditures of AIA Virginia and such commentary as may be considered pertinent by the Treasurer. These reports shall be given at each meeting of the Board and at such other times during the year as the Treasurer shall deem advisable. The Annual Report of the Board shall include information required by law and financial statements prepared in conformity with generally accepted accounting principles. These statements shall be examined by AIA Virginia's certified public accountants and be accompanied by their opinion thereon, and a summary thereof shall be distributed to the membership in an official publication of AIA Virginia.
- 5.4.2 Delegation. The Treasurer, during the term of office, may delegate such duties of the office as are permitted by the Bylaws to an assistant employed by AIA Virginia, providing that these specific delegations are transmitted in writing annually to the President and the Executive Vice President.

5.5 Expenses of Officers.

- 5.5.1 President and First Vice President Travel Expenses. The President and First Vice President shall be fully reimbursed for reasonable and necessary expenses incurred in connection with their approved travel on official AIA Virginia business to the extent provided in the annual budget. The expenses of their spouses when attending approved

functions that require their presence shall not be reimbursed. The Treasurer shall require the officer requesting reimbursement to submit proper documentation of expenses.

CHAPTER 6 – FINANCES AND ACCOUNTING

6.1 Budget Process.

6.1.1 Budget Development. The Executive Vice President is responsible for developing an annual budget draft for presentation to the Executive Committee and then for amended or unamended presentation to the Board at a late winter/early spring meeting for comment on the general direction of AIA Virginia's programs and action on dues levels for the forthcoming year, if necessary.

6.1.2 Dues. The Board shall review dues levels for all dues categories annually.

6.1.3 Indexed Dues Adjustments. Notwithstanding the Board's authority to increase or decrease dues levels as it sees fit, an annual dues increase indexed to AIA National's annual dues adjustment shall be enacted without further action of the Board.

6.2 Budget Format.

6.2.1 Program Personnel Costs. AIA Virginia budgets should be prepared to account for personnel costs of major program areas, while the Executive Vice President's management time and other administrative costs should be captured in a general category.

6.2.2 Program Budget Format. Program budgets should be formatted to display revenue and expenses in a single column, leading to an actual net figure for each separate program area.

6.2.3 Graphic Representation of Budget. Graphic presentations of budget information should be developed within the capabilities of AIA Virginia's existing automated accounting programs.

6.3 Financial Contingency Fund.

6.3.1 The Board may establish and maintain from time to time a financial contingency fund ("FCF"). Once the FCF is established and maintained, the Board of Directors may suspend the FCF.

6.3.2 Purpose. The FCF is a reserve fund of money over and above that necessary for day-to-day operations. When established and maintained, the FCF is intended to serve these main purposes:

- (1) to cover special initiatives or unanticipated expenses;
- (2) to save for large capital purchases (a single outlay of greater than \$50,000);
- (3) to provide cash flow for operations in the event of a temporary interruption of income;
- (4) to provide a cash source that will allow time to adjust operating expenses in the event of an unanticipated long-term reduction of income;
- (5) to contribute to the long term financial stability of the AIA Virginia; and
- (6) in future years, to provide a contribution to the AIA Virginia's operating budget

through the investment earnings of the FCF.

All monies in the FCF will be undesignated as to purpose and use and may be used for any circumstance that the Board deems to meet any of the stated purposes, singly or in combination.

The line of credit available to the organization shall not serve dually as the FCF.

- 6.3.3 Level of the Financial Contingency Fund. The desired level of the FCF is keyed to AIA Virginia's annual operating budget. It is the goal of the organization to contribute annually, at a minimum, 1% of the annual operating budget to the FCF by the end of the fiscal year.

After the end of each fiscal year, the Treasurer (in consultation with the Executive Vice President, and chief financial officer) shall make a recommendation to the Board concerning possible additional segregation of monies from any excess which may arise from the just-completed fiscal year's net revenue. Any additional amounts approved for segregation shall be added to the FCF account as soon as is practicable after approval by the Board.

If there is a cumulative year-to-date net operating loss at the end of any given fiscal year-end, the deposit requirement of the previous paragraph is suspended. If, when AIA Virginia's net YTD operating income again becomes positive at the end of a subsequent fiscal year, the Treasurer, in consultation with the Executive Vice President and chief financial officer, shall make a recommendation to the Board about whether or not deposits shall be resumed and whether or not the deposits shall be caught up for the fiscal year in which a suspension was in effect.

The suspension of deposit requirements will not carry over into the subsequent fiscal year, due to the new budget cycle that will be in effect.

It is the goal of AIA Virginia to maintain an operating reserve of no less than six (6) months of the annual operating budget.

- 6.3.4 Accounting of Investment Earnings. Investment earnings on the invested monies:

- (1) Shall not be considered as operating revenues, for purposes of the annual budget process;
- (2) Shall be reinvested back into the FCF account;
- (3) Shall be considered as a permanent addition to the corpus of the FCF, in addition to monies which are contributed based on the annual operating budget contribution and any annual supplemental contribution; and
- (4) In future years, may be contributed, in whole or part, to the annual operating budget of AIA Virginia.

- 6.3.5 Investment Objectives and Criteria. The investment objectives of the FCF are:

- (a) To increase the value of the fund in order to protect the spending power of the fund against inflation; and
- (b) To serve as a source of monies to achieve the goals of AIA Virginia.

To these ends, the primary investment criteria of the FCF shall be:

- (a) Safety. Investments must be of such quality that principal impairment is minimized;
- (b) Yield. It is important to maximize total return over a full market cycle, subject to prudent levels of risk; and
- (c) Liquidity and Availability. While it is expected that the utilization of the principal will be low, some maturities should be scheduled each quarter as additional assurance that emergencies can be met.

6.3.6 Investment Composition. An Investment Advisor may be engaged to regularly advise the Executive Vice President, chief financial officer, and Treasurer on investment and other financial planning needs based on the organization's objectives. Investment vehicles used shall be in accordance with the Investment Policy adopted by the Board of Directors. AIA Virginia will incorporate the integration of environmental, social, and corporate governance (ESG) considerations into investment management strategies, processes, and practices in the belief that these factors can benefit the Fund's performance and provide a qualitative impact consistent with the values, culture, and mission of the organization.

6.3.7 Withdrawals from the Financial Contingency Funds. The use of the FCF monies for (a) the development of new programs, (b) fixed assets/capital expenditures exceeding \$50,000, and (c) contribution of income to the operating budget shall be approved by the Board prior to the expenditure(s). The Treasurer, Executive Vice President, and the chief financial officer will consult on the circumstance and will recommend the use of the FCF monies for these purposes, as they deem appropriate, to the Board of Directors.

The use of the FCF monies for (a) unanticipated operating expenses, (b) cash flow for operations in the event of a temporary interruption of income, and (c) cash needs in the event of an unanticipated long-term reduction of income shall be approved by the Executive Committee and reported to the Board at its next regular meeting. The Treasurer, Executive Vice President, and chief financial officer will consult on the circumstances and will recommend the use of the FCF monies for these purposes, as they deem appropriate, to the Executive Committee. The Treasurer will report such action taken as part of the reporting required by the Treasurer as described below.

6.3.8 Responsibility and Authority. Responsibility for oversight of the reserve funds will be placed with the Executive Vice President, chief financial officer, Treasurer, and Board of Directors as follows:

6.3.8.1 Executive Vice President and chief financial officer. Responsibility for effecting and maintaining the FCF level and for investment decisions will rest with the Executive Vice President within the approved investment guidelines. The Executive Vice President and chief financial officer may secure the services of a professional Investment Advisor to assist in the placement of the investments. The Executive Vice President, in consultation with the Treasurer and chief financial officer, will review with the Executive Committee and make recommendations to the Board of Directors regarding (a) the annual adjustments in the FCF level, and (b) the use of the FCF funds.

6.3.8.2 Treasurer. The Treasurer will review the investment policy each year prior to the adoption of the budget and recommend any changes to the Board of Directors. The

Treasurer, in consultation with the Executive Vice President and chief financial officer, will make recommendations to the Board of Directors regarding (a) the annual adjustments in the FCF level, and (b) the use of the FCF funds.

6.3.8.3 Board of Directors. The Board of Directors will (a) approve all changes in the FCF level, (b) review and approve all investment guidelines for the AIA Virginia, and (c) decide on the use of the reserve funds. Each approval and / or decision will be made upon the recommendation of and/or in consultation with the Executive Vice President, chief financial officer, and Treasurer.

6.3.9 Reporting/Evaluation. FCF investment reports will be prepared and presented to the Board of Directors on a quarterly basis. The Investment Advisor, if engaged, should meet with the Executive Vice President, chief financial officer, and Treasurer at least annually to discuss performance, portfolio content, transactions, investment strategy, and proposed changes to the investment objectives and guidelines.

6.3.10 The Executive Vice President, chief financial officer, and Treasurer will evaluate the quarterly reports and make recommendations as often as necessary to achieve the investment objectives of the AIA Virginia.

CHAPTER 7

PROPERTY, INVESTMENTS, AND FUNDS

7.1 General Provisions – Authority.

In order to carry on its affairs and exercise its powers, AIA Virginia may acquire real and personal property for its own use.

7.2 Donations.

Only the Board shall have any right or authority to solicit or accept any donation, bequest, or devise for or on behalf of AIA Virginia; it shall not accept any donation, bequest, or devise if it will not promote the objects and purposes of AIA Virginia, or if its administration will place an undue financial or other burden on AIA Virginia. AIA Virginia is a 501(c)(6) organization and may not accept charitable donations.

7.3 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 AIA Virginia.

7.4 Institute, Components, and Sections.

AIA Virginia shall not have any title to or interest in any property of the Institute, a local component, or a section, nor be liable for any debt or other pecuniary obligation of the Institute, a local component, or a section. The Institute, a local component, or a section shall not have any title to or interest in the property of AIA Virginia, and the Institute, a local component or a section shall not be liable for any debt or obligation of AIA Virginia.

7.5 Fiscal Year and Books of Account.

- 7.5.1 Fiscal Year. The fiscal year of AIA Virginia shall be from July 1 through June 30 of the following year.
- 7.5.2 Inspection of Records by Members. Any member in good standing shall be entitled to inspect the records of AIA Virginia in accord with provisions of the Virginia Non-stock Corporation Act for an orderly process of notification and access to documents.
- 7.6 Expenditures and Liabilities.
- 7.6.1 Annual Budget. The Board shall adopt an annual budget for the succeeding fiscal year by a concurring vote of not less than two-thirds of its members present. The budget shall show in detail the anticipated income and expenditures of AIA Virginia for the coming fiscal year. The Board may amend the annual budget at any Board meeting by a concurring vote of not less than two-thirds of its members present.
- 7.6.2 Audits and Reports At the end of each fiscal year a firm authorized by the Board shall prepare either an audit or review of the financial records of AIA Virginia for that fiscal year, as directed by the Board. Upon completion of this audit or review, the Treasurer shall prepare a financial report, showing in detail the income and expenditures for that fiscal year. This report, or summary thereof, shall be distributed to the membership in an official publication of AIA Virginia no later than thirty (30) days after completion of the audit or review.
- 7.7 Funds and Securities.
- 7.7.1 Deposits. All moneys received by AIA Virginia shall be promptly deposited in their original form, in a depository approved by the Board.
- 7.7.2 Disbursements. Every disbursement of money, except for petty cash, shall be by check of AIA Virginia, signed by the Executive Vice President, the Treasurer, or other bonded member of the Board designated by the Board.
- 7.7.3 Petty Cash. The Treasurer shall establish petty cash accounts as authorized by the Board. These funds shall be disbursed for the usual petty cash purposes by the person named in the Board's authorization of the account. Statements of expenditures shall be duly recorded and the expenditures approved by the Executive Vice President or the Treasurer before the account is replenished.
- 7.7.4 Reserve Funds. Reserve or funds in excess of required operating funds shall be deposited by the Executive Vice President or the Treasurer in an interest-bearing depository approved by the Board.
- 7.7.5 Bonding. A fidelity bond in favor of AIA Virginia shall be required by the Board, the cost of which will be paid by AIA Virginia. Such bond, or bonds, to be written to cover the Treasurer, Executive Vice President, and any other person shall be written to a minimum of 25 percent (25%) of any annual budget of AIA Virginia.

CHAPTER 8

DUES, FEES, AND ASSESSMENTS

8.1 Right to Levy Dues, Fees, and Authorize Assessments.

8.1.1 Dues. The Board of Directors, by the concurring vote of at least two-thirds of its members present, may fix, before the end of the fiscal year, the annual dues to be paid by each category of members, of any admission fees required of allied members, and of default penalties, for the immediately succeeding fiscal year.

8.1.2 Voluntary Assessments. The Board, at its annual meeting or at any special meeting called therefor, may, by a concurring two-thirds vote of the members present, authorize the raising of, and thereupon raise, for any designated special purpose consistent with the purpose of AIA Virginia, money by voluntary contribution from its members and prescribe the manner in which such contribution shall be collected. Non-payment of contributions shall not abridge, suspend, or terminate the privileges and rights of any member.

8.2 Dues.

8.2.1 Period and Due Date of Dues. Annual dues shall cover a calendar year, and shall be due and payable, in full, on or before January 15 of the new calendar year; members with unpaid dues as of March 31 shall be in default.

8.2.2 Waiver By Secretary. The Secretary, in exceptional circumstances and in consultation with the assigned component and the Institute, may waive all or any part of AIA Virginia dues or fees required from or owed by any member for any year.

8.2.3 Regular Dues.

8.2.3.1 Obligation to Pay. Except for Members Emeritus and Honorary Members, every member shall pay regular annual dues to AIA Virginia.

8.2.3.2 Dues Amount. The regular dues shall be an amount determined in accordance with the Bylaws.

8.2.3.2.1 Incentive Dues Program: The Board may establish incentive dues programs for new members and members advancing to Architect Member status.

8.2.3.3 Fees and Dues for Honorary Members. An individual admitted to honorary membership shall not pay any admission fee nor annual dues to AIA Virginia.

8.3 Billing and Collecting. The American Institute of Architects (“AIA”) shall bill AIA Virginia dues from its members as a part of the overall dues invoicing process; dues on AIA Virginia members will inure to AIA Virginia.

8.4 Termination for Non-Payment. If a member fails to pay AIA Virginia dues by March 31 of the current calendar year, termination of membership will be as provided by the Institute Bylaws.

CHAPTER 9

MEMBERSHIP MEETINGS

9.1 Resolutions.

9.1.1 Resolution Schedule and Instructions. In an AIA Virginia publication distributed to the full membership no later than 120 days before the annual meeting, the Secretary shall ensure that a notice is placed announcing an appropriate timetable and instructions for preparing and submitting resolutions to come before the annual meeting of the membership.

9.1.2 Resolution Sponsorship. The Secretary's Advisory Committee is authorized to receive and present to the voting members only those resolutions received within the time limits established by the Committee, sponsored by one of the following:

- 9.1.2.1 a component or section of a component within Virginia,
- 9.1.2.2 the Board,
- 9.1.2.3 any Officer, or
- 9.1.2.4 a minimum of 15 members of AIA Virginia.

The Committee may also present resolutions drafted by the Committee itself.

9.1.3 Editing and Consolidation. The Committee shall work with the sponsors of resolutions received to try to combine similar resolutions by developing substitute resolution acceptable to each such sponsor. The Committee may edit resolutions for grammar, clarity, conformity to resolution form, and appropriateness as an issue within the authority and duties of AIA Virginia as defined by the Bylaws.

9.1.4 Publication of Resolutions. At least 30 days prior to a membership meeting, the Secretary shall ensure that all resolutions approved by the Secretary's Advisory Committee for consideration are mailed to all AIA Virginia members. In the same mailing, AIA Virginia shall report to the membership the action taken on, and the current status of, each resolution approved at the preceding meeting.

9.1.5 Report of Secretary's Advisory Committee. The Secretary shall move the adoption of the resolutions submitted for discussion, amendment, and final action. The Committee may include factual statements and reports when submitting resolutions to the membership meeting; however, the Committee shall make no recommendations on resolutions referred by it to the membership meeting.

9.1.6 Treasurer's Report of Resolutions' Probable Cost. The Treasurer shall prepare a statement of the probable cost of the program or services that would be the logical results of adoption of each resolution and shall present this statement to the assembled membership.

9.1.7 Board Position on Resolutions. The Secretary shall present to the members assembled the Board's vote of support, non-support, or no position on each resolution and a brief statement, approved by the Board, reflecting the Board's rationale for its vote.

9.1.8 Board Action on Adopted Resolutions. Resolutions adopted at a membership meeting

will be referred to the first meeting of the Boards following the meeting for consideration of ratification and implementation.

- 9.1.9 Notice of Resolution Ratification. Immediately after the meeting of the Board of Directors following the membership meeting, the Secretary shall report to each sponsor of a resolution the action taken on that resolution and, as appropriate, the assignment of responsibility for implementation of that resolution.

CHAPTER 10

HONORS AND AWARDS

10.1 The William C. Noland Medal.

10.1.1 The William C. Noland Medal is the highest honor bestowed by AIA Virginia, is for architects and is intended to honor a distinguished body of accomplishment, sustained over time, which spans a broad spectrum of the profession, and which transcends the scope of normal professional activities. Assigned Architect members of AIA Virginia are eligible.

10.1.2 Only one medal may be bestowed each year and requires eighty percent (80%) of the votes of the Honors Committee in attendance and voting or a minimum of seven (7) votes to pass.

10.2 Award for Distinguished Achievement.

10.2.1 The Award for Distinguished Achievement recognizes either a singular achievement by an architect or the work of an entire career in any of the following: design, practice, education, service as a “citizen architect,” service to the profession, or initiatives to advance social justice, equity, diversity, or inclusion. Assigned Architect members of AIA Virginia are eligible.

10.2.2 Up to three awards may be bestowed each year. Voting requirements shall be the same as those for the Noland Medal.

10.3 The Fitz-Gibbon Architecture Firm Award.

10.3.1 The Fitz-Gibbon Architecture Firm Award is the highest honor bestowed by AIA Virginia to a Virginia-based architecture firm and is intended to recognize a firm which has consistently demonstrated outstanding and continuous contributions to the profession, to the community, and are known for the quality of their work. The firm must have been in practice for at least ten (10) years. Firms are eligible to be nominated again no fewer than 20 years after being honored with this award.

10.3.2 Only one award may be bestowed each year. Voting shall require sixty-seven percent (67%) of the votes of the Honors Committee in attendance and voting to pass.

10.4 The Architecture Medal for Virginia Service.

10.4.1 The Architecture Medal for Virginia Service is the highest honor bestowed by the Virginia AIA to a citizen of Virginia who is not eligible to be an architect and is intended

to recognize persons who have made significant contributions to architecture and the built environment.

- 10.4.2 Only one medal may be bestowed each year, but may be simultaneously given to more than one person. Voting requirements shall be the same as those for the Noland Medal.

10.5 Honorary Membership.

- 10.5.1 Honorary Membership is bestowed upon a person of esteemed character who is not eligible for membership in the Virginia AIA but who has rendered distinguished and exemplary service, over a sustained period of time, to architecture and the built environment within the domain of AIA Virginia.

- 10.5.2 No more than three honorary memberships may be bestowed each year. Voting shall require sixty-seven percent (67%) of the votes of the Honors Committee in attendance and voting to pass.

10.6 AIA Virginia Honors.

- 10.6.1 AIA Virginia Honors is bestowed upon organizations or individuals not eligible for membership who have inspired, influenced, or complemented the architecture profession in Virginia. Contributions may be made through allied professions, research, education, planning, legislation, architectural writing, the arts, and crafts.

- 10.6.2 Up to five awards may be bestowed each year. Persons who have previously been awarded Honorary Membership in AIA Virginia are not eligible for AIA Virginia Honors. Voting shall require sixty-seven percent (67%) of the Honors Committee in attendance and voting to pass.

10.7 Test of Time Award.

- 10.7.1 Test of Time Award recognizes architectural design of enduring significance that meets the following eligibility conditions:

10.7.1.1 The project shall be not less than 25 years nor more than 75 years from the date of initial construction.

10.7.1.2 The project should still carry out the original program in a substantial manner and must be standing as originally designed in appearance and in good condition.

10.7.1.3 The project must be located in the Commonwealth of Virginia.

- 10.7.2 The primary purpose of the award is to recognize the structure(s) itself and not necessarily the architect, owner or tenant (who may indirectly receive publicity by the awards.)

- 10.7.3 Only one award may be bestowed each year. Voting shall require sixty-seven percent (67%) of the Honors Committee in attendance and voting to pass.

10.8 Virginia Emerging Architect Award.

- 10.8.1 The Virginia Emerging Architect Award honors individuals who have demonstrated

exceptional leadership and made significant contributions to the architecture profession early in their careers.

- 10.8.2 AIA Virginia members who are in good standing and have been licensed to practice architecture fewer than 10 years by the submission deadline are eligible. Up to three awards may be bestowed each year. Voting requirements shall be the same as those for the Noland Medal.

10.9 Virginia Associates Award.

- 10.9.1 The Virginia Associates Award is given to individual Associate AIA members to recognize outstanding leaders and creative thinkers for significant contributions to their communities and the architecture profession.
- 10.9.2 Assigned Virginia Assoc. AIA members who are not licensed to practice architecture by the submission deadline are eligible. Voting shall require sixty-seven percent (67%) of the votes of the Honors Committee in attendance and voting to pass.

CHAPTER 11

REPRESENTATION IN RELATED INSTITUTE ORGANIZATIONS

11.1 The Institute.

- 11.8.1 Delegates to Institute Meetings. The assigned members in good standing of AIA Virginia shall select the number of member delegates they are entitled to have represent them at meetings of the Institute from among the assigned members of AIA Virginia in the number prescribed in the Institute Bylaws in the manner set forth below.
- 11.8.2 Representation. AIA Virginia and its members shall be represented at meetings of the Institute as provided in the Institute Bylaws.
- 11.8.3 Nominations for Regional Representatives. Nominations for individuals to represent The Virginias Region on the Strategic Council are elected through a process as designated in the Regional Bylaws.
- 11.8.4 Reports. The Secretary shall furnish the Institute with such reports as may be required from time to time; shall, at least annually, furnish the Institute Secretary with names and addresses of all officers and assigned members of AIA Virginia required to keep the Institute's records up to date and complete; and shall periodically report all resignations, requests for transfers, or defaults of its assigned members.

(End)