

**Proposed AIA North Carolina Bylaw Amendments for Adoption at  
September 24, 2015 Annual Membership Meeting**

The AIA North Carolina Board of Directors recommends changes to the Chapter Bylaws as outlined in this document. Following the example set by the National AIA Board in 2014, AIANC leadership has undertaken a year-long analysis of its programs and services with the first major step being the streamlining of the Board of Directors. By reducing its size, the Board believes it will facilitate more nimble organizational actions and decision-making. The “Repositioning” effort will continue next year as new cooperative processes of organizational operation between the state and local sections will be implemented.

Overview of recommended new Board Structure:

<b>Existing Board</b>		<b>Proposed Board</b>	
Excom		Excom	
Pres	1	Pres	1
Pres Elect	1	Pres Elect	1
Sec	1	Sec	1
Treas	1	Treas	1
Dir	1	Dir	1
Dir	1	Dir	1
Dir	1	Dir	1
Dir	1	Dir	1
Dir	1	Emerg Prof ( <i>New</i> )	1
Assoc Dir	1	Immed Past Pres	1
YAF Dir	1		
Immed Past Pres	<u>1</u>		
	Total 12		Total 10
Board		Board	
Excom	12	Excom	10
Sec Pres	7	Sec Rep	7
Sec Pres Elect	7		
SAR Dir	2		
Deans	<u>2</u>		
	Total <b>30</b>		Total <b>17</b>
<b>2016 Study Proposal</b>		<b>Memb Service Council</b>	
		All above	17
		Sec Pres Elect	7
		SAR Reps	2
		Deans	2
		Assoc Chair ( <i>New</i> )	1
		YAF Chair ( <i>New</i> )	1
		AIAS Pres ( <i>New</i> )	6
		CACE	6
		At Large ( <i>New</i> )	3
		Expansion	<u>5</u>
		Total	50

**Proposed Text for AIA North Carolina Bylaw Amendments  
for Adoption at September 24, 2015  
Annual Membership Meeting**

ARTICLE 4  
CHAPTER RELATIONSHIP TO  
OTHER INSTITUTE ORGANIZATIONS

4.25 Section Representation on the Chapter Board. The President of each Section of this Chapter, **or in his/her absence a designee of another section officer, and President-elect** shall serve as a **voting** member of the Board of Directors of this Chapter. **Such** Section representatives to the Chapter Board shall be selected in accordance with the Section Bylaws.

ARTICLE 6  
BOARD OF DIRECTORS

6.012 Membership. The Board of Directors shall consist of members of this Chapter as follows: The four Chapter officers, the immediate past president of the Chapter, **five four** at-large directors, ~~one associate director, one Young Architect Forum (YAF) director, one emerging professional director who shall be either an associate or YAF member,~~ the **president of each section each the Chapter and section membership** representatives as provided for in Section 4.25 of these bylaws, each of whom shall be called a director. ~~In addition, the Heads or Deans of the Schools of Architecture within the State may serve on an annual basis at the discretion and by appointment of the Executive Committee of the Board of Directors.~~

6.013 Executive Committee. There shall be an Executive Committee of the Board of Directors, which shall consist of the four Chapter officers, the immediate past president of the Chapter, the **five four** at-large directors, the ~~associate director and the YAF Emerging Professional~~ director. The Executive Committee is empowered to carry out any responsibilities specifically assigned to it in these bylaws or specifically delegated to it by the Board of Directors in accordance with the provisions of Section 6.02 of these bylaws.

6.1 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

6.11 Elected Positions. At the Chapter meeting designated by the Board of Directors for the purpose, to be held no later than October 31, the following Officers and Directors shall be elected: President Elect, Secretary, Treasurer, two at-large Directors ~~for odd year service and three at-large Directors for even year service,~~ one **emerging professional director every other year, associate or YAF director** and when appropriate, **Regional Institute Representative Director**. The then current President Elect shall become the next President without election, and the current President shall become the next immediate Past President on the Board of Directors without election.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. The immediate past president and each of the four officers shall serve a term of one year or until a successor has qualified. At-large directors ~~and the Associate Director~~ shall serve two-year terms, which shall be staggered so that two of the **five four** at-large directors shall be elected in **an even year**

~~and three of the five will be elected in an odd alternating years, year.~~ The ~~Associate and YAF Directors~~ Emerging Professional Director shall serve a two-year terms ~~which shall be staggered so that one of the two shall be elected each year.~~ Section president and their terms as directors are coincident with their terms as section presidents. All officers and directors shall commence their terms when they are officially installed at the regular organizational meeting described in Section 6.42, and they shall serve until their successors are likewise installed.

## **6.7 EX OFFICIO DIRECTORS**

**6.71 Ex officio Directors. The following are considered ex officio Board Directors and as such will be entitled to attend, engage and partake in Board activities, deliberations and meetings without voting status:**

- Chapter Section President-Elects
- South Atlantic Region Institute Representatives to the Strategy Council
- Chapter Associate Committee Chair
- Chapter Young Architect Forum Chair
- North Carolina NAAB Program Accredited University Deans

**Proposal to be Studied for Possible Adoption at Annual AIA North Carolina  
Membership Meeting in 2016 (Not for Adoption in 2015)**

The AIANC Executive Committee recommends that the Board of Directors look at the creation of a parallel body, much the same as the new National Strategic Council, that would have purview over ensuring that member services are being provided at the state and local level pursuant to the established Member Service Plan.

**ARTICLE 7**  
**MEMBER SERVICE COUNCIL**

7.0 There shall be a Member Service Council.

7.1 Member Service Council Composition. The Member Service Council shall be composed of the following:

7.1.1 Current and Past Officers of the Chapter.

The membership of the Member Service Council shall include the Chapter's President, First Vice President/President-elect, Secretary, Treasurer, immediate past President, and Executive Vice President/CEO (as a non-voting member). The Chapter's Directors shall also be members of the Member Service Council.

7.1.2 Section Representatives.

Every section president and president-elect shall be representatives on the Member Service Council.

7.1.3 At-Large Representatives.

Each year, the Member Service Council may elect as many as three representatives (who need not be members of the Institute) to reflect the diversity and broader interests of the profession. The Member Service Council shall elect these representatives to serve staggered terms of two years.

7.1.4 Associate Representative.

The chair of the AIANC Associates Committee shall serve as a representative on the Member Service Council.

7.1.5 Student Representatives.

The president of each Chapter of The American Institute of Architecture Students (AIAS) in North Carolina shall serve on the Member Service Council.

7.1.6 CACE Representatives.

Each chief staff member from every AIA section and Chapter in North Carolina shall serve on the Member Service Council.

7.1.7 Additional Representatives.

Subject to Board approval, the Member Service Council may appoint additional representatives to ensure that its size, composition, and competencies support the goals of flexibility, diversity, and representation. In no event, however, shall the overall composition of the Member Service Council exceed 50 members.

7.2 Meetings of the Member Service Council.

The Member Service Council shall meet a minimum of two times a year. Additional meetings may be scheduled with the approval of the Board of Directors.

#### 7.2.1 Meeting Requirements.

The Member Service Council may meet in regular meetings in person as often as twice annually, or more frequently if authorized by the Board, and in special meetings by virtual or other similar means in order to transact business. Any one or more members of the Member Service Council may participate in a meeting of the Council 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. The Council may take action without meeting if all members of the Strategic Council consent in writing to the adoption of a resolution authorizing the action.

#### 7.2.2 Quorum at Member Service Council Meetings.

A majority of the entire voting membership of the Member Service Council shall constitute a quorum for the transaction of business. In the absence of a quorum, those members present may adjourn the meeting to another time and place.

### 7.3 Purpose of the Member Service Council.

The Member Service Council shall advance the profession of architecture by informing and advising the Board and other Institute bodies of important member service issues and opportunities. It shall have the following authority and responsibilities:

- a) Identify issues and opportunities for Board and Institute consideration;
- b) Disseminate information and insight to constituencies about the Institute's priorities and activities;
- c) Ensure that its composition reflects and represents the geographic and demographic diversity of the profession;
- d) Elect at-large Directors to the Council
- e) Commission a rigorous, regular process to survey the membership, identify opportunities and inform the goals, objectives and strategies of the Institute in order to help guide the Chapter's planning process;
- f) Review, develop and recommend policy positions on behalf of the Chapter for consideration and potential approval by the Board;
- g) Engage in strategic planning for the Chapter;
- h) Review the Chapter's operating plan and budget, and provide its endorsement and/or recommendations for the Board's consideration;
- i) Engage in leadership development; and
- j) Subject to Board approval, propose such committees, ad hoc workgroups and task forces as it deems appropriate to advance its purpose. This authority shall not apply to standing Board committees (such as the Finance Committee, Compensation Committee or Nominating Committee), which shall be subject to the sole authority of the Board.

### 7.4 Member Service Council Actions.

#### 7.4.1 Member Service Council Majority Vote.

Every action of the Strategic Council shall be by a majority vote unless otherwise required by these Bylaws or such rules as the Council may adopt.