



RULES OF THE BOARD

AMERICAN INSTITUTE OF ARCHITECTURE STUDENTS

In-Progress Update August 2018

American Institute of Architecture Students
RULES OF THE BOARD

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CHAPTER 1 ORGANIZATION

1.0 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.01 Affiliations. The Board of Directors may approve affiliations with organizations not related to the organization by a vote of not less than two-thirds of its membership and may terminate any relationship with another organization at any time, subject to the terms of any written agreement or charter.

1.011 Agreements of Affiliation. Agreements of affiliation shall be duly executed by the designated officers of the organization and the affiliated organization. Every agreement of affiliation shall set forth in full the purposes and objects of the affiliation, its terms and conditions, the period thereof, and in the case of any joint organization created by the affiliation, its purposes and objects, and the nature of its membership, operations, and administration.

1.012 Duration. The original term of an agreement of affiliation shall not exceed five calendar years but may continue thereafter until terminated by either the AIAS or the affiliate.

1.013 Use of the Organization Name by an Affiliate. An affiliated or joint organization, but never the individual members thereof, may use and print the phrase “affiliated with The American Institute of Architecture Students” as a suffix to the name of the organization but only as set forth in the agreement of affiliation.

1.1 REPRESENTATION WITH OTHER ORGANIZATIONS

1.11 AIAS Representatives. Representatives of the AIAS other than the president (or the president’s delegate), the vice president, and executive director shall act and speak as individuals when dealing with the organizations to which they are appointed, unless specifically authorized to speak for the AIAS, by the Board or by the president.

1.12 Authority and Responsibility. No AIAS representative may act for or commit the AIAS on any business or policy matter without specific authority from the Board.

1.13 Elected Officers/Directors. Elected officers and directors of the AIAS may, in selected instances, serve as AIAS representatives to organizations in order to create continuity and to insure adequate representation of AIAS positions and viewpoints.

1.14 Designated Representative. Designated representatives are those representatives authorized by the Board to represent the AIAS, who are specifically instructed to present AIAS viewpoints or positions or to vote in a prescribed manner. In those matters or issues upon which the designated representative has not received specific instruction from the Board, the representative shall act, speak and vote as an individual.

1.15 Liaison Representative. Liaison representatives are those representatives annually authorized by the Board to maintain communications between the AIAS and other organizations when this communication is deemed by the Board to be in the best interest of the AIAS.

1.151 Identification. Those AIAS members serving as liaison representatives to organizations shall clearly identify themselves as members of the AIAS. Appointed liaisons who do not serve on the AIAS Board of Directors, shall not be official representatives of the AIAS.

1.152 Voting. Liaison representatives may take part in the deliberations of the organizations. Those serving on the AIAS Board of Directors shall communicate and vote as official representatives of the AIAS. Liaisons that are appointed or nominated, who do not serve on the AIAS Board of Directors, shall communicate and vote only as individual members, unless specifically authorized by the Board.

1.153 AIAS Observer. AIAS observers are authorized by the Board to attend meetings, conferences or events of other organizations for the express purpose of observing on behalf of the AIAS. Those observers shall not participate, speak or vote for the AIAS at those proceedings unless specifically authorized to do so by the Board.

1.16 General Provisions.

1.161 Policy. Board appointment of AIAS members to speak and vote for the AIAS shall be the exception and not the rule.

1.162 Oversight. General oversight of representational activity is the responsibility of the President and the Board.

1.163 Board Action. The secretary shall bring to the attention of the president or the Board any liaison activity that appears to require Board approval or other action under these rules.

1.164 Secretary's Records. The secretary shall keep and maintain records of affiliated organizations and other organizations or councils of which the AIAS is a member. These records shall include: a statement of the nature and purposes of the relationship; records of Board actions relating to the organizations; names and addresses of officers, directors and representatives of the organizations; reports of AIAS representatives to the Board, and AIAS policies related to the organization.

1.165 Reporting by Representatives. Each member serving as an AIAS designated liaison or observer representative shall make a written report submitted to the President prior to each meeting of the organization to which he or she is a representative.

1.166 Voting in Other Organizations. If, by virtue of its membership in an organization or council, the AIAS becomes entitled to vote on any matter submitted to the general membership of the organization, the president and vice president, subject to the direction of the Board and consistent with the approved policies of the AIAS, may exercise that right on behalf of the AIAS or may delegate such specific power in writing.

1.167 Modifications. The Board may terminate any relationship with another organization at any time, subject to the terms of any written agreement or charter; may appoint and remove representatives of the AIAS; and may limit or expand representatives' authority as may be necessary to further the interests of the AIAS.

1.168 Recommended Member Participants. Those AIAS members who upon their own request are recommended by the AIAS as candidates for positions with other organizations are to serve as individuals and not as representatives of the AIAS in any capacity.

1.17 Civic Affairs. Members serving as citizens in civic and charitable activities and working in matters of policy and planning related to their schools and communities are encouraged and commended in these activities and asked to report them to the Secretary.

1.2 SPONSORSHIP OF NON-AFFILIATE ORGANIZATIONS' EVENTS AND ACTIVITIES

1.21 Sponsorship. The Board may approve sponsorship of an event or activity of another organization that does not have an agreement of affiliation in place by a vote of not less than two thirds of its membership and may terminate any relationship with any organization at any time, subject to the terms of the sponsorship and/ or written agreement.

1.22 Types of Sponsorship. There shall be two levels of defined sponsorship.

1.221 Sponsorship in Name Only. The organization that is hosting an event or activity that has been sponsored by the AIAS may use in any literature, promotional pamphlets, or other materials that are for the event or activity the phrase "Sponsored by the American Institute of Architecture Students" as a suffix to the name of the event but only as set forth in the agreement of sponsorship.

1.222 Sponsorship in Name and with Financial Support. This level of sponsorship shall include use of the organization name as defined by Section 1.221 and for the event specified by the Board. The distribution and amount of money and/or property to be allocated for the event shall be outlined in an agreement between the sponsor and the AIAS National Office.

1.23 Agreements of Sponsorship. The designated staff member and representative of the organization that is hosting the sponsored event or activity shall duly execute agreements of sponsorship. Every agreement of sponsorship shall set forth the type of sponsorship as defined above, its terms and conditions, and the nature of the event or activity sponsored.

1.24 Duration. The term of the sponsorship shall last until after the final day of the approved event at which time the sponsorship is terminated. If the sponsorship does not have a finite end, the Board shall annually review each said sponsorship agreement at its Spring meeting to determine if the said sponsorship should be approved for the subsequent membership year. The Board may revoke a sponsorship by a two-thirds vote prior to the event or activity.

1.3 SPONSORSHIP PROVIDED BY NON-AIAS ENTITIES

1.31 Sponsorship Guidelines. The ongoing process of identifying, developing and maintaining positive relationships with corporations and organizations is one key strategy that helps the AIAS further its mission. Relationships with corporations and organizations can offer enormous opportunities to reach people who are important to AIAS and its ability to fulfill its mission and to support our activities.

The AIAS desires to align itself with reputable entities that are interested in supporting the mission of the organization and all of the facets of architectural and design education. Therefore, the AIAS has developed the following guidelines to use when determining whether to enter into a sponsorship relationship with any corporate or organizational entity:

- Relationships must be in keeping with the mission of the AIAS to advance leadership, design, and service amongst architecture students.

- The entity should support education and action for the preservation and betterment of the Earth.
- If the entity is an architectural firm, it must be in compliance with the AIAS policy regarding proper compensation of interns (i.e., state and federal wage laws must be adhered to, etc.).
- The entity must not discriminate based on sex, race, ethnicity, religion, age, veteran status, disability, marital status or sexual orientation.

1.32 Determination. The AIAS will determine which event(s), program (s) and/or initiative(s) a corporation may tie into and/or create and will have final approval over all content. The AIAS reserves the right to determine what corporate relationships it will pursue. The AIAS will take control of its commercial destiny by determining what is and what is not for sale in advance of creating any alliances. This might preclude offering sponsors select AIAS benefits.

1.33 Authority. The Executive Director shall have the responsibility to establish agreements of sponsorship with any entity so long as it meets the established criteria. The Board of Directors reserves the right to amend or cancel any agreements if it determines that a relationship may be detrimental to the mission or reputation of the AIAS.

CHAPTER 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Application Fee. Every application for admission to membership in the organization shall be accompanied by an application fee. The Board shall set the amount of the fee.

2.02 Action on Applications.

2.021 Admission. If an applicant for membership is eligible and has submitted the proper admission fee and dues to the organization, the applicant shall be admitted to membership.

2.022 Denial of Membership or Termination for Ineligibility. A chapter may at any time submit a written recommendation to the secretary that an application for membership should be denied or a membership terminated because the applicant or member is ineligible under the standards in effect at the time the application was made. Upon receipt of such a recommendation, or such other facts as may come to the secretary's attention, the secretary shall promptly notify the applicant or member and allow 30 days for a response before rendering a decision. The secretary's decision on an application or termination of membership may be appealed to the Board only.

2.023 Appeal of Application Denial. An applicant who has been rejected for membership in the organization may appeal this decision to the Board by giving written notice of appeal within 15 days of receiving notification of rejection.

2.03 Notice of Impending Termination. The organization shall give members 30 days' written notice of impending termination because of default.

2.04 Reinstatement and Readmission.

2.041 Reinstatement. Members terminated for default may be reinstated in the same dues year without penalty or reapplication for membership by payment of the full amount of all dues due at any time prior to the next dues year. Lapsed members who do not reinstate in the year in which membership terminated may apply for readmission in the same manner as new members apply for membership.

2.05 Member Access to Records. Access to membership lists, minutes and other organization records shall be made available to members in good standing for a proper purpose in accordance with the applicable provisions of District of Columbia law.

2.1 RIGHTS AND PRIVILEGES

2.11 Organization Symbol. The organization's symbol may be used by chapters on their letterhead, business cards, signs, brochures, and other business materials. No other use of the symbol may be made without specific approval by the Board.

2.2 DUES

2.21 Incentives for New Members. The Board shall determine and publish incentives for members to join throughout the year. The Board may annually review incentive programs at the FORUM Board meeting but may not alter any incentive program that has been in effect for less than two years except by two-thirds majority vote. Alteration of an incentive program includes any direct change to an existing program or adoption of a new program that necessarily conflicts with or overlaps an existing program.

2.22 Annual Dues Adjustment. The Board shall annually, at its Grassroots meeting, review dues amounts for all classes of membership.

2.23 Dues for a New Chapter. As an incentive, the Board may waive the chapter dues as set in the annual budget for any chapter during its first year of recognition by the AIAS. The authority to do so will be delegated to the Vice President. No chapter may receive this waiver more often than once every three years.

CHAPTER 3
CHAPTERS, QUADRANTS AND REGIONS

3.0 FORMATION AND ADJUSTMENTS TO CHAPTERS

3.01 Delegation of Authority. The Board delegates to the secretary authority to approve petitions for new chapters.

3.1 FORMATION AND ADJUSTMENTS TO QUADRANTS

3.11 Board Action Regarding Quadrants. The Board shall divide the primary domain, as defined in Bylaws Paragraph 1.03 Organization Domain of the organization into four geographic quadrants. Changes to these boundaries may be approved by the Board, subject to the following requirements:

- a) approval by the chapter president(s) affected by the change; and
- b) prior written notice to all chapters that would be affected by the proposed change.

CHAPTER 4 MEMBERSHIP MEETINGS

4.0 MEETINGS OF THE ORGANIZATION

4.01 Sustainability. Meetings of the organization shall abide by the organization's Green Meeting Guidelines.

4.1 ANNUAL MEETING

4.11 Rights of Members at Convention. No facilities shall be selected for any national convention that unduly restrict any members in the full exercise of their membership rights.

4.12 Convention Registration Fee.

4.121 Waiver of Convention Registration Fee. The convention registration fees for the FORUM chair shall be waived in appreciation of service to the organization. In addition, registration fees will be waived for the Board, and for keynote or seminar speakers. At the discretion of the president, the registration fees for the chief elected officer and the chief executive officer of allied organizations may also be waived.

4.122 Convention Planning. The theme and general arrangements for the convention shall be developed by the FORUM chair in conjunction with the National Office.

4.123 Financial Responsibility. All financial responsibilities for FORUM, including the signing of contracts, are assumed by the national office. The FORUM budget shall be developed by the executive director. The national office is responsible for reviewing and executing all contracts regarding the FORUM program, with the counsel of the FORUM chair. Funds to cover all expenses shall be disbursed by the national office.

4.14 Program Decisions. The FORUM Planning Team, in conjunction with the national office, shall make decisions as to programs and activities and shall be responsible for arranging the time and place of the General Business Sessions and any other required AIAS programs at the FORUM.

4.15 Notice of FORUM. Notice of FORUM shall be sent by the President to every chapter member, Affiliate Member, and to the AIA Board of Directors, stating the time and place at which FORUM will be held. Notice of any meeting shall be deemed to be sent and served on each member and each chapter if the notice has been published in an official publication of the AIAS.

4.16 General Business Sessions. General Business Sessions shall take place at FORUM via the Council of Presidents. The number of days and hours allotted for the General Business Sessions at FORUM shall be determined by the President, in conjunction with the FORUM chair. In addition to the annual business meeting, the membership shall meet via the Council of Presidents at Grassroots each year.

4.2 BUSINESS MEETINGS

4.21 Notice of Meeting. Notice of any meeting shall be deemed to be sent and served on each member and each chapter organization if the notice has been published in an official publication of the organization.

4.22 Business. The items of business that come before the annual meeting shall include: (1) presentation of the audited financial report; (2) presentation of the membership rolls; (3) nominations and elections for office; (4) Bylaws and other official business, as noticed, and (5) resolutions.

4.221 Reports. The Board may present oral reports. The treasurer's report shall be distributed to the delegates at the convention, to chapter presidents, to members who request copies, and to others as directed by the Board.

4.2211 Reports. When the annual reports of the Board and the treasurer are presented to the meeting, the delegates may comment upon or question them. Any resolutions regarding the reports must be presented during the business session as new business.

4.23 Order of Business. The order of business for the annual meeting shall be printed in the official FORUM program provided to the registrants and shall constitute the agenda for the business meeting. Changes shall be announced by the president at the annual meeting.

4.24 Bylaws Changes. Proposed bylaws changes other than those proposed in resolution form shall be distributed to the Council of Presidents not less than 15 days prior to the opening of the business session.

4.241 Adoption of Bylaws Changes. The chair shall move the adoption of bylaws changes and other official business notice to the annual meeting for discussion, amendment, and final action.

4.25 Minutes. The secretary shall ensure that an official record is made and maintained of the actions of the delegates during the convention business session.

4.3 DELEGATES

4.31 Notice of Number of Delegates and Votes Authorized. On the first day of the annual business meeting, the secretary shall inform each chapter president of the number of votes each delegate is entitled to cast for elections.

4.32 Delegate Count. The number of votes that the delegate may cast is based on the number of members who have paid dues by the published membership deadline.

4.33 Term of Service for Delegates. All rights, powers and privileges of delegates shall terminate on the adjournment of the annual business or special meeting.

4.4 RESOLUTIONS

4.41 Authority. The president is authorized to receive and present to the delegates for their vote only those resolutions which are received by them within the time limits established by the president. The president may exercise the prerogative to adjust the resolution schedule as well as recognize resolutions from the floor.

4.42 President Comments. The president may include factual statements and reports when submitting resolutions to all business meetings; however, the president shall make no recommendations on resolutions referred by them to all business meetings.

4.43 Procedure.

4.431 Instructions to Council of Presidents. The president shall prepare instructions and forms for distribution to Council of Presidents 15 days in advance of all business meetings each year in order to assure the proper and orderly submission of resolutions.

4.432 Editing and Consolidation. After the resolutions proposed have been received by the president, they shall work with the cosponsors of the resolutions to try to combine resolutions of similar subject and import on a national basis in order to develop substitute resolutions acceptable to each such cosponsor; the president may also edit resolutions for grammar and clarity.

4.433 Report of President. At least 15 days prior to the opening of a business meeting, the president shall compile and provide to all chapters of the AIAS all resolutions for consideration at the business meeting. At the same time the president shall report to the chapters the action taken on and the current status of each resolution approved at the preceding business meeting.

4.434 Probable Cost. The treasurer, in conjunction with the Executive Director when appropriate, shall prepare a statement of probable cost of the programs or services that would be the logical results of adoption of each approved resolution. They shall present this statement to the delegates.

4.435 Board Position. The chair shall present to the delegates at all business meetings the Board's position of support, nonsupport or no position on each resolution. The chair shall prepare a brief statement, approved by the Board, reflecting the Board's discussion for presentation at the subsequent meeting.

4.436 Board Action. Resolutions from the floor that are adopted at all business meetings will be referred to a meeting of the Board following the business meeting for ratification. All resolutions proposed prior to a business meeting will be ratified by the Board prior to that business meeting.

4.5 OTHER VOTING MATTERS

4.51 Voice Vote. For matters other than election of officers, voting at meetings of the organization may be by voice vote.

4.52 Standing Vote. The chair may call for a standing vote at their discretion and is required to do so at the request of any single delegate.

4.53 Roll Call Vote. The chair may call for a roll call vote at their discretion and shall be required to do so if, by standing vote, one-third of the delegates request a roll call vote. Using a worksheet based on the secretary's membership count, national directors shall poll the chapters within their quadrant and report their quadrant's votes, both for and against the motion, when the roll is called. Each delegate present shall cast an equal portion of the number of votes accredited to their chapter.

4.54 Secret Ballot. Voting by secret ballot shall take place only if required by the Bylaws or these Rules.

CHAPTER 5
DIRECTORS AND OFFICERS

5.0 ELECTED OFFICERS' PRIVILEGES AND SELECTED DUTIES

5.01 President's Duties.

5.011 Limits. No action or pronouncement of the president or his or her delegate shall obligate or commit the organization except as provided in the Bylaws, these Rules, or as specifically authorized by the Board.

5.012 Signature. The president shall sign agreements of affiliation, certificates of honor, and other documents and instruments relating to the duties of the President as required by law, the Bylaws, or the Rules of the Board.

5.013 Actions Performed in an Individual Capacity. Nothing herein shall restrict the president from speaking or acting in the capacity of an individual AIAS member, so long as that fact is specifically stated.

5.014 Presidential Citation. The president shall have the authority to confer presidential citations to both members and non-members of the AIAS as he or she deems appropriate.

5.02 Duties of Vice President. The vice president also serves as the organization's secretary and treasurer.

5.021 Chapter Charters. Chapter charters shall be signed by the secretary after their formation or establishment.

5.022 Convention Business Sessions. In collaboration with and under the direction of the president, the secretary shall have general charge and supervision of all business sessions.

5.1 THE BOARD OF DIRECTORS

5.11 Meetings of the Board

5.111 Time and Location. Four regular meetings of the Board shall be held each year, as follows:

- a) Fall meeting, in September or October in Washington, DC;
- b) Winter meeting, in conjunction with FORUM in the host city;
- c) Spring meeting, in February or March in Washington, DC; and
- d) Summer meeting, in conjunction with Grassroots in Washington, DC.

5.12 Notice of Board Meetings. The President shall ensure that notice of all meetings, stating the time, place and, if a special meeting, the purpose, is distributed to each member of the Board not less than 15 days before the meeting date.

5.13 Meeting Agenda and Minutes. The Officers shall prepare the agenda and minutes for meetings of the Board.

5.14 Minutes of Board Meetings.

5.141 Contents of Minutes. The secretary 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.

5.142 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.

5.143 Approval of Minutes. The minutes of each meeting shall be reviewed by the president, secretary, and executive director, approved by the Board at its next regular meeting and thereafter signed by the secretary.

5.144 Distribution of Minutes. A summary of actions taken at each meeting of the Board shall be distributed to the Board and to the Council of Presidents prior to the next regular meeting of the Board. The Board shall receive complete minutes of each meeting.

CHAPTER 6 NATIONAL PROGRAMMING GUIDE

6.0 DEFINITION

The AIAS National Programming Guide is the resource to inform the leadership from the local chapter to the national level of all the organization has accomplished in its efforts to fulfill the Mission of the AIAS. It is a comprehensive catalogue of goals, visions, and programs of the AIAS.

6.1 FORMAT

6.11 Programming Areas Each Programming Area represents a significant category of AIAS programming, initiative or concern. Programming Areas encompass a broad but discrete category of programs and issues. These areas are the most direct connection back to the AIAS mission statements.

6.12 Programming Divisions Programming Divisions are more defined in scope than Programming Areas. These Divisions represent interest areas of the AIAS.

6.121 Vision The vision represents the desired outcome and scope of the Programming Division.

6.13 Programming Items The Programming Items are the most specific level of activity in the Programming Plan. They are a diverse group of initiatives including specific programs, program improvement efforts and research initiatives.

6.131 Vision The vision represents the desired outcome and scope of the Programming Item. It should not conflict with the scope of the Programming Division within which the Programming Item resides.

6.132 History Programming Item History should be comprehensive but contemporary to the subject matter. As goals are met and Programming Items evolve, the History should be updated to reflect progress.

6.133 Timeline A Programming Item Timeline records the history with dates for various aspects of a Programming Item. Future items in the timeline should have specific and measurable benchmarks.

6.2 REVIEW AND EDITING

6.21 Review and Editing Procedure The collection of programming items is to be presented for adoption at the Fall Board Meeting. The timeline history is to be updated and presented to the board-elect at the Grassroots Board Meeting at the end of the term of the board.

6.22 Review and Editing Intent As a living document which catalogs ideas of the organization's leadership, review and editing efforts should seek to capture, augment, clarify, or consolidate those ideas not already reflected within Programming Areas, Divisions or Items. Histories and timelines should record progress-to-date and specific and measurable benchmarks.

6.23 Review and Editing Authority The Secretary shall have primary authority for editing, amending, adapting and updating the National Programming Guide.

6.24 Adoption Process The National Programming Guide shall be presented to the Board for adoption annually, at the Fall Board Meeting.

6.25 Deletions. Deletions of Programming Areas, Divisions or Items shall not be made.

6.3 ADDITION POLICY

During the course of a term, unforeseen programming items arise and require action by the organization.

6.31 New Programming Items In the event no Programming Item exists, the Vice President will create a new Programming Item to capture the timelines and history for the catalog of items to be presented at the following Grassroots Board of Directors meeting.

6.32 New Programming Divisions In the event no Programming Division exists, the Vice President will create a new Programming Division to capture the timelines and history for the catalog of Divisions to be presented at the following Grassroots Board of Directors meeting.

6.33 New Programming Areas In the event no Programming Area exists, the Vice President will create a new Programming Area to capture the timelines and history for the catalog of Areas to be presented at the following Grassroots Board of Directors meeting.

CHAPTER 7
PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.0 LOANS TO CHAPTERS

In lieu of loans from the national organization to chapters, the organization may provide administrative assistance during periods of financial crisis.

7.1 OPERATING PROCEDURE

7.11 Revenues. The treasurer shall cause to be deposited to the proper account all revenues received by and on account of the AIAS.

7.12 Expenses. The treasurer and executive director shall cause to be paid from the proper account all budgeted expenses connected with the business of the AIAS.

7.13 Vouchers. Every liability of the AIAS and every expenditure of its money shall be supported by a voucher or other instrument signed by the person properly authorized to incur the liability or expenditure.

7.14 Contracts. Every expenditure made or financial obligation incurred by the AIAS over \$300.00, as authorized in the annual budget or by action of the Board, shall be undertaken only after the execution of a written contract or purchase order. Wages and postage are specifically excluded from this requirement.

7.15 Financial Controls. To ensure proper management of the financial resources, the following actions shall be implemented:

- a) Employment records must be maintained for each employee that detail wage rates, benefits, taxes withheld each pay period, and any changes in employment status.
- b) Payroll-related taxes (federal income tax, state income tax, employee and employer share of social security, and other taxes) withheld and are to be paid to federal and state agencies on a timely basis.
- c) The executive director and Vice President must review all of the year-end W-2 statements before their distribution.
- d) The AIAS shall have a whistle-blower policy.
- e) Loans shall not be made to any staff, officers or volunteers.
- f) Personal expenses may not be charged to the corporate credit card unless they are accompanying an appropriate business-related purchase.
- g) Adequate training shall be provided for adherence to these rules and general accounting principles.
- h) Bank statements shall be provided unopened to the Vice President or the President for their examination. If both of these individuals are not available to do so for an extended period of time and that may lead to an interruption in the normal course of our financial management, the Executive Director may designate another staff person to examine the statements.
- i) All mail that is believed to contain checks made payable to the AIAS shall be opened by a staff person designated by the Executive Director and all checks shall be recorded. This list shall be compared to the recorded deposits.
- j) All accounts shall be reconciled within 30 days of the receipt of the month-end statements.
- k) Checks may be written and signed as outlined in the Rules of the Board and the Bylaws.
- l) Unsigned checks must be kept in a locked drawer with access restricted to the account signatories.

- m) The Executive Director, Vice President and President shall be the only authorized signatories on all financial accounts. Two signatures shall be required on all transactions related to those accounts unless an exception(s) has been authorized by the Board of Directors.
- n) All disbursements, except those from petty cash, must be made by pre-numbered checks.
- o) Voided checks must be preserved and filed after appropriate defacement.
- p) A disbursement voucher or invoice must be prepared for each request for reimbursement and it should detail the date of check, check number, payee, amount of the check, description of expense account (and restricted fund) to be charged and accompanying receipts.
- q) Requests for reimbursement and other invoices must be checked for mathematical accuracy and reasonableness before approval.
- r) A list of unpaid invoices and a profit/loss statement shall be reviewed by the Board of Directors at its regularly scheduled meetings.
- s) Employees are required to submit expense reports for all travel related expenses within 21 days of their return to the office.
- t) Detailed time sheets are required to document part-time employees and must be signed by the employee's immediate supervisor authorizing payment for work.

7.2 BUDGET PROCESS

7.21 Budget Process. The Finance Committee, in conjunction with the executive director, shall prepare the annual budget for adoption by the Board at its Grassroots meeting.

7.22 Budget. The annual budget shall project revenue and shall indicate the monies necessary to pay the operating costs of the AIAS, and the treasurer and executive director shall cause such expenses, when properly incurred, to be paid.

7.23 Discretionary Funds. The Board shall establish funds each year to provide for unanticipated expenditures, as described below.

7.24 Budget Changes and Adjustments. Once the Board approves the annual budget, budget changes may occur only by one of the following methods:

- a) Board. By Board approval.
- b) Board/income-producing programs. The Board, on the recommendation of the treasurer, may increase a budgeted expense when there is evidence of sufficient additional related revenues to offset the increased expenditure.
- c) Board/midyear budget review. The Board may make budget changes at the time of the midyear budget reviews.
- d) AIAS staff/administrative costs. The executive director, with the concurrence of the treasurer, shall be authorized to reallocate funds in the administrative budget for items such as salaries, supplies, printing, postage and the operational cost of income-producing activities.

7.25 Reporting of Budget. The Executive Director, in conjunction with the Treasurer where appropriate, shall report all budget decisions, changes and adjustments to the Board at each regular meeting.

7.26 Budget Carry Forwards.

7.261 August 31 Deadline. Contracts and commitments, supported by an agreement executed by August 31 to the extent that they extend into a succeeding fiscal year, shall be provided for in the succeeding year's annual budget.

7.262 Year-end Contracts. Contracts and commitments supported by an agreement executed after August 31 shall be reviewed by the treasurer for carry-forward implications. The treasurer shall present recommendations for funding any such carry-overs to the Board at its Grassroots meeting.

7.263 Succeeding Year's Contracts. Contracts and commitments made on or after September 1 will not be eligible for carry-forwards of funding. Unless the treasurer approves the use of available funds in the succeeding year's budget, such contracts must be completed and performed by August 31.

7.264 Budget Adjustments. On the recommendation of the treasurer, the Board, at its October meeting, may make budget adjustments required by contracts or commitments made on or after September 1 of the preceding year and which were not funded out of the preceding year's budget or payable as an expense of the preceding fiscal year.

7.265 Purchase Orders. Purchase orders shall not be eligible for carry-forwards of funding.

7.27 Audits and Auditors.

7.271 Annual Audit. At the close of each fiscal year, and at such other times as the Board may elect, the treasurer shall select a certified public accountant to audit the books of the AIAS.

7.28 Commitments, Contracts, Loans.

7.281 Freedom from Commitments. The AIAS shall not augment its income in any way that would subject it to pressure, influences or dictation from other organizations or individuals; the AIAS must at all times remain independent and free to act without permission from or consultation with other organizations.

7.282 Government Contracts. AIAS contracts with federal or state governments must be approved by the Board as meeting the goals of the AIAS.

7.3 CORPORATE RESERVE FUND

7.31 Purpose. Reserves shall be set aside to provide funds for the payment of major and unique financial shortfalls in the event that other reasonable actions or remedies are unsuccessful.

7.32 Definition. The fund shall be defined as the total current assets minus the value of the endowment funds and the value of the endowment pledges receivable.

7.33 Required Balance. "The fund shall be equal to at least 30% of the budgeted operating expenses."

7.33 Annual Surplus. If the required Reserve balance is not met, then any surplus at the end of the fiscal year shall be transferred to the corporate reserve fund in an amount to meet the required fund balance.

7.34 Transfers from the Corporate Reserve Fund.

7.341 Appropriations. Requests for appropriations from the corporate reserve fund must be submitted to the Board in writing not less than 30 days in advance of a Board meeting, with a description of the purpose of the proposed appropriation.

7.342 Treasurer's Report. Prior to each such appropriation by the Board, the Executive Director shall review the condition of the corporate reserve fund and report the current status of its liquidity to the Board.

7.35 Gifts and Endowments.

7.351 Gifts Subject to Bylaws. It shall be a condition of receiving all gifts, trusts, endowments or other funds or property for special purposes that before any donor, trustee or other party having the control of such funds or property delivers, assigns or otherwise transfers the same to the AIAS, it shall be stated and agreed that for the duration of such gift, devise or trust, the administration, custody, control or other disposition of such funds or property, or the income there from, shall be subject to the terms of the Bylaws or the Rules of the Board of the AIAS existing at the date of accepting such funds or property.

7.352 Gifts Subject to Cost of Administration. It shall be a condition of receiving and administering every gift that each such fund shall be charged annually with and shall pay out of its gross cash income an amount equal to the general administration expenses of maintaining the fund. The balance remaining of the gross cash income of a fund shall be the net income of the fund.

7.353 Acceptance of Gifts, Bequests, and Devises. Every gift, bequest, or devise to the AIAS shall be received and accepted in writing for and on behalf of the AIAS by the Board only, and no member, officer, director, committee, jury, department, employee, agent or representative of the AIAS shall have any right, authority or power to receive, take, solicit or accept any gift, bequest or devise for and in behalf of the AIAS or any of its activities unless specifically authorized to do so by the Board. This does not prohibit the solicitation of grants from federal agencies and foundations when authorized by the Board or by the executive director.

7.4 RESERVE INVESTMENT POLICY

7.41. Purpose. The purpose of this investment policy is set forth by the Board of Directors in order to: define and assign the responsibilities of all involved parties; establish a clear understanding for all involved parties of the investment goals and objectives for plan assets; offer guidance and limitations to all investment managers regarding the investment of plan assets; and establish a basis for evaluating investment results.

7.42 Definitions.

7.421. "Plan" shall mean American Institute of Architecture Students Cash Reserve Plan.

7.422. "Investment Manager" shall mean any individual or group of individuals, employed to manage the investments of all or part of the Plan assets.

7.423. "Investment Management Consultant" shall mean any individual or organization employed to provide advisory services, including advice on investment objectives and/or asset allocation, manager search and performance monitoring.

7.424. “Securities” shall refer to the marketable investment securities that are defined as acceptable in this statement.

7.425. “Investment Horizon” shall be the time period over which the investment objectives, as set forth in this statement, are expected to be met.

7.43 Delegation of Authority. The Board of Directors is authorized to delegate certain responsibilities to professional experts in various fields. These include, but are not limited to the following:

7.431 Investment Management Consultant. The consultant may assist the Board of Directors in establishing investment policy, objectives and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks deemed appropriate.

7.432 Investment Manager. The investment manager may choose the specific securities that will be used to meet the Plan’s investment objectives. Such services also include economic analysis, and deciding when to purchase, sell or hold individual securities.

7.433. Custodian. The custodian will physically (or through an agreement with a sub-custodian) maintain possession of securities owned by the Plan, collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets owned, purchased, or sold, as well as movement of assets into and out of the Plan accounts.

7.434 Additional specialists such as attorneys, auditors and others may be employed by the Board of Directors to assist prudently.

7.435 The Board of Directors will not reserve any control over investment decisions, with the exception of specific limitations described in these statements. Managers will be held responsible and accountable to achieve the objectives herein stated. While it is not believed that the limitations will hamper investment managers, each manager should request modifications that they deem appropriate.

7.44 General Investment Principles.

7.441 The plan shall be invested with the care, skill, prudence, and diligence under the circumstances that a prudent individual acting in a like capacity and familiar with such matters would use in the investment of a fund of like character and with like aims.

7.442 Investment of the plan shall be so diversified as to minimize the risk of losses, unless under the circumstance, it is clearly not prudent to do so.

7.443 The Board of Directors may employ one or more investment managers of varying styles and philosophies to attain the plan’s objectives.

7.45 Investment Objectives

7.451 Primary investment objective. The primary investment objective is to ensure the ability to meet all expected or unexpected cash flow needs by investing in securities which can be sold readily and efficiently.

7.452 Secondary investment objective. The secondary investment objective is to achieve returns in excess of the rate of inflation over the investment horizon in order to preserve purchasing power of Plan assets.

7.46 Liquidity. To minimize the possibility of loss occasioned by the sale of a security forced by the need to meet a required payment, the Board of Directors will periodically provide the investment counsel with an estimate of expected

net cash flow. The Board of Directors will notify the investment consultant in a timely manner, to allow sufficient time to build up necessary liquid reserves.

7.47 Investment Guidelines.

7.471. Allowable assets include cash Equivalents (Treasury Bills, commercial paper, CDs, money market funds, repurchase agreements); fixed income securities (U.S. Government and agency securities, corporate notes and bonds, collateralized mortgage obligations (CMOs); mutual funds (mutual funds which invest in securities as allowed by this document); or stock exchanges.

7.472. To ensure marketability and liquidity, investment advisors will execute equity transactions through the following exchanges: New York Stock Exchange, American Stock Exchange, and NASDAQ over-the-counter market.

7.473. Prohibited Assets. Prohibited investments include but are not limited to the following: commodities and futures contracts, private placements, and options.

7.474. Prohibited Transactions. Prohibited transactions include but are not limited to the following: short selling and margin transactions.

7.48 Asset Allocation Guidelines. Investment management of the association's assets shall be in accordance with the following asset allocation guidelines:

	Minimum	Maximum	Preferred
US Large Cap Equities	0%	0%	0%
US Small Cap Equities	0%	0%	0%
International Equities	0%	0%	5%
Fixed Income	50%	100%	90%
Cash or Equivalents	0%	50%	10%

7.481 Diversification for Investment Managers. The Board of Directors does not believe it is necessary or desirable that securities held in the Plan represent a cross section of the economy. However, in order to achieve a prudent level of portfolio diversification, the securities of any one company or government agency should not exceed 15% of the total fund, and no more than 35% of the total fund should be invested in any one industry. Individual treasury securities may represent 50% of the total fund.

7.482 Guidelines for Fixed Income and Cash Equivalents.

7.4821. Plan assets may be invested only in investment grade bonds rated A or better.

7.4822. Fixed income maturity restrictions are as follows: maximum maturity for any single security is five years; weighted average portfolio maturity may not exceed 3 years.

7.483 Selection of Investment Managers. The Board of Directors' selection of Investment Managers must be based on prudent due diligence procedures. A qualifying Investment Manager must be a registered investment advisor under the Investment Advisors Act of 1940.

7.484. Performance Review and Evaluation. Performance reports generated by the investment consultants shall be compiled at least quarterly and communicated to the Board of Directors for review. With respect to the association, consolidated monthly statements and transaction confirmations will be provided on a timely basis.

The investment performance of the total portfolio, as well as asset class components, will be measured against commonly accepted benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Board of Directors must evaluate the portfolio every year at its October Board Meeting.

7.5 FREEDOM BY DESIGN & LEADERSHIP ENDOWMENT INVESTMENT POLICY

7.51 Definitions.

7.511. “Plan” shall mean American Institute of Architecture Students Endowment Plan.

7.512. “Investment Manager” shall mean any individual or group of individuals, employed to manage the investments of all or part of the Plan assets.

7.513. “Investment Management Consultant” shall mean any individual or organization employed to provide advisory services, including advice on investment objectives and/or asset allocation, manager search and performance monitoring.

7.514. “Securities” shall refer to the marketable investment securities that are defined as acceptable in this statement.

7.515. “Investment Horizon” shall be the time period over which the investment objectives, as set forth in this statement, are expected to be met.

7.52 Delegation of Authority. The Board of Directors is authorized to delegate certain responsibilities to professional experts in various fields. These include, but are not limited to the following:

7.521 Investment Management Consultant. The consultant may assist the Board of Directors in establishing investment policy, objectives and guidelines; selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks deemed appropriate.

7.522 Investment Manager. The investment manager may choose the specific securities that will be used to meet the Plan’s investment objectives. Such services also include economic analysis, and deciding when to purchase, sell or hold individual securities.

7.523. Custodian. The custodian will physically (or through an agreement with a sub-custodian) maintain possession of securities owned by the Plan, collect dividend and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets owned, purchased, or sold, as well as movement of assets into and out of the Plan accounts.

7.524 Additional specialists such as attorneys, auditors and others may be employed by the Board of Directors to assist prudently.

7.525 The Board of Directors will not reserve any control over investment decisions, with the exception of specific limitations described in these statements. Managers will be held responsible and accountable to achieve the objectives herein stated. While it is not believed that the limitations will hamper investment managers, each manager should request modifications that they deem appropriate.

7.53 General Investment Principles.

7.531. The plan shall be invested with the care, skill, prudence, and diligence under the circumstances that a prudent individual acting in a like capacity and familiar with such matters would use in the investment of a fund of like character and with like aims.

7.532. Investment of the plan shall be so diversified as to minimize the risk of losses, unless under the circumstance, it is clearly not prudent to do so.

7.533. The Board of Directors may employ one or more investment managers of varying styles and philosophies to attain the plan's objectives.

7.54 Investment Objectives

7.541. Primary investment objective. The primary investment objective is to emphasize long-term growth of principal while avoiding excessive risk. Short-term volatility will be tolerated in as much as it is consistent with the volatility of a comparable market index,

7.542 Secondary investment objective. The secondary investment objective is to achieve returns in excess of the rate of inflation over the investment horizon in order to preserve purchasing power of Plan assets.

7.55 Specific Investment Goal. Specific investment goals shall be outlined in the Investment Policy Statement which resides in the Financial Handbook and is approved by the Finance Committee upon any suggested changes from financial managers.

7.56 Spending Policy. The Board of Directors may choose to withdraw up to 100% of the investment gain annually from the Endowment Fund to fund projects and activities approved by the Board. The annual percentage for each fiscal year will be set by the Board of Directors at its annual meeting, based on the three-year annual return on the portfolio. It is intended to be five-percent each year, but the amount may vary depending on the needs of the association. The Board may also withdraw principal to meet emergency needs after notice to the donors.

7.57 Liquidity. To minimize the possibility of loss occasioned by the sale of a security forced by the need to meet a required payment, the Board of Directors will periodically provide the investment counsel with an estimate of expected net cash flow. The Board of Directors will notify the investment consultant in a timely manner, to allow sufficient time to build up necessary liquid reserves.

7.58 Investment Guidelines. All investment guidelines, including investment approach, allowable assets, prohibited assets and transactions and asset allocation guidelines shall be described in the Investment Policy Statement which resides in the AIAS financial handbook.

7.59 Selection of Investment Managers. The Board of Directors' selection of Investment Managers must be based on prudent due diligence procedures. A qualifying Investment Manager must be a registered investment advisor under the Investment Advisors Act of 1940.

7.60. Performance Review and Evaluation. Performance reports generated by the investment consultants shall be compiled at least quarterly and communicated to the Board of Directors for review. With respect to the association, consolidated monthly statements and transaction confirmations will be provided on a timely basis. The investment performance of the total portfolio, as well as asset class components, will be measured against commonly accepted benchmarks. Consideration shall be given to the extent to which the investment results are

consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Board of Directors must evaluate the portfolio every year at its October Board Meeting.

7.7 RECORD RETENTION

7.71 Authorization. The Executive Director is authorized to dispose of records according to the following schedule.

7.711 Permanent.

- Audit reports
- End of year financial statements
- Board of Directors minutes
- Bylaws
- Articles of Incorporation
- Fixed asset records and depreciation schedules
- Cancelled checks for important payments (taxes, major purchases, special contracts)
- General ledgers and year end trial balances
- Deeds, mortgages, contracts and leases (still in effect)
- Insurance records, accident reports, claims and policies
- Chart of accounts
- Correspondence (legal and important matters)
- Tax returns

7.712 Seven Years.

- Accounts receivable and payable ledgers
- Subsidiary ledgers to the general ledger
- Bank statements
- Personnel records after termination
- Contract and leases (expired)
- Inventory records
- Travel expense reports
- Payroll records and summaries (including W-2, 1099 and 941 forms)
- Vouchers for payments to vendors, employees, etc. (including allowances and reimbursement of employees, officers, etc. for travel and entertainment)
- Vendor invoices

7.713 Three Years.

- Employment contracts
- Insurance policies (expired)
- General correspondence
- Miscellaneous internal reports (unless useful for historical archives)
- Petty cash vouchers

7.714 One Year.

- Bank reconciliations
- Duplicate deposit slips
- Correspondence with customers or vendors
- Purchase orders

7.8 Authorized Expenditures and Signatures on Bank and Investment Accounts

7.81 Signatures for Checks. All checks in the amount of \$2,000 or more must be approved by the following individuals:

1. Executive Director
2. President
3. Vice President

7.811 Oversight. Checks in the amount of up to \$1,999.99 that are consistent with the adopted budget may be approved by the Executive Director. However, invoices to be paid to staff and volunteers for personal expense reimbursements of \$150 or more must first be examined by the Vice President or the President. Checks made payable to “Cash” for any amount must be approved by two individuals.

7.82 Transfers of Funds. The Executive Director is authorized to electronically transfer funds between the checking, savings and money.

CHAPTER 8
HONORS AND AWARDS

8.0 **HONOR AWARDS.** The Honor Awards have been moved to the Standard Operating Procedures for the AIAS.

CHAPTER 9 PUBLICATIONS AND LITERATURE

9.0 AIAS PUBLICATIONS

9.01 Official Publications. Crit is the official journal of the American Institute of Architecture Students. This publication shall be sent to each member of the AIAS entitled to receive it and may be sent to such other persons and on such terms as the Board decides.

9.012 Directory. The AIAS shall publish annually, as part of Crit, or otherwise, a directory of publications and services available from the AIAS. This directory shall be sent to each member of the AIAS entitled to receive Crit, and to each chapter president, and may be sent to such other persons and on such terms as the Board decides.

9.02 Other AIAS Publications. The Board shall direct the preparation, copyrighting, publication, sale or distribution, of publications of the AIAS, of documents, books, data, information and other literature concerning the AIAS, architecture, education, construction and other related arts and sciences, or any other matter that will tend to promote the objects and welfare of the AIAS.

9.03 Other Publications. The Board may approve cooperation with other organizations, authors and publishers to prepare, copyright, publish and sell or otherwise distribute, as publications of, or endorsed by, the AIAS, any matter that will tend to promote the objects and welfare of the AIAS.

9.1 COPYRIGHTS

9.11 Materials Copyrighted. The executive director shall cause to be copyrighted all documents and books published by the AIAS and other works that may warrant copyright protection.

9.12 Reproduction of Copyrighted Materials. The executive director shall have authority to negotiate, at an appropriate royalty when desirable, the right to reproduce copyrighted materials (on an annual basis). Permission to reproduce such materials should be granted liberally in the interest of broad dissemination of knowledge; however, permission to reproduce materials for commercial purposes or to reproduce the documents as a substitute for their purchase may not be granted except in extraordinary circumstances.

9.2 PUBLICATIONS RESPONSIBILITIES

9.21 Policy Matters. All publications containing statements of AIAS policy shall require the review and approval of the executive director, and the president and/or vice president for consistency with established AIAS policy prior to publication.

9.22 Staff Responsibility. After receiving Board authorization for publication, AIAS staff shall be responsible for publication and shall endeavor to maintain dignity, consistency, and suitable graphic and editorial style.

9.3 ADVERTISING

Advertising may be accepted by the AIAS to appear in the publications of the AIAS. The source, character and quantity of the advertising shall be under the control and supervision of the executive director.

9.4 **NAME, INITIALS, AND SEAL OF THE AIAS**

9.41 AIAS Seal. Chapters may use the AIAS seal in their letterheads, publications, and awards; provided that such use is dignified.

CHAPTER 10
PUBLIC POLICY AND PUBLIC POSITIONS

10.0 ESTABLISHMENT OF AIAS PUBLIC POLICY

10.01 Requirement of Approved Policy. All public statements presented on behalf of the AIAS with respect to matters of public concern and any matters before academic or professional administrative bodies shall be in accordance with an approved AIAS public policy adopted by the Board. Public policy also includes resolutions on public issues adopted by the Council of Presidents and ratified by the Board. Public policies shall be developed only through the procedures set forth below.

10.02 Public Policies. Public policies are guides for the AIAS in its public affairs activities. No act of a chapter shall directly or indirectly nullify or contravene any act or policy of the AIAS. Those bodies recommending or reviewing public policies shall ensure that all AIAS public policies shall:

- (a) Relate to significant issues of public concern that involve the particular responsibilities of architecture students.
- (b) Speak to the issues from the student's expertise, thus enabling the AIAS to bring to the governing process the unique perspective and abilities of the architecture student.
- (c) Be framed so as to illuminate the principles at their core, allowing latitude for compatible solutions developed in the course of events and processes.

10.03 Policy Adoption Procedures. All public policies presented to the Board for adoption must be included in the published agenda in the established format. At the same time the agenda is mailed to the Board, copies of all proposed new or revised public policies published in the agenda shall be mailed to the sponsor(s) who request such policies to be considered by the Board for adoption.

10.031 First Reading. Recommended public policies are to be presented by the appropriate Board member for a first reading. Appropriate agenda time will be allowed for Board review.

10.032 Written Responses. The Board is allowed 60 days after the first reading to respond, in writing, to the proposed policy. The secretary, in consultation with the sponsor, may make such changes as deemed appropriate.

10.033 Second Reading. If there are no major revisions pursuant to the process described in paragraph 10.032, above, the policy may be placed on the consent list for second reading. If there are major revisions, the policy shall be placed on the agenda with an appropriate time for review.

10.1 REVIEW AND DOCUMENTATION OF PUBLIC POLICIES

10.11 Annual Review of Existing Policies. At the Spring meeting each year, the secretary shall provide the Board with material on existing public policies. The Board shall review the adequacy of public policies and make recommendations on the need for existing policies to be revised or new policy to be developed.

10.111 Withdrawal of Existing Policies. The Board may, by a concurring majority vote, withdraw or cancel a public policy at any meeting without prior consideration.

10.112 Policy Sunset Rule. After notice to the Board by the secretary, any public policy that has not been reviewed for three years, or otherwise acted upon by the Board, shall automatically cease to be AIAS public policy.

10.12 Policy Development. AIAS public policy shall be developed in accordance with guidelines set forth in these Rules of the Board.

10.121 Emergency Policy Action. In an emergency, when there is not time for formal policy adoption by the Board, and an officer or director determines that a pending issue of vital concern to the AIAS is not covered by an existing public policy, the president in consultation with the Board, may approve a temporary policy for public issuance. Any policy temporarily adopted in this manner shall be presented to the Board at its next meeting for ratification as public policy.

10.13 Documentation. The secretary shall maintain files containing copies of all approved public policies and detailed reports.

CHAPTER 11
AMENDMENTS AND INTERPRETATIONS

11.0 AMENDMENT OF THE RULES OF THE BOARD

11.01 Notice Required. The Rules of the Board may be amended at any meeting of the Board by the vote of two-thirds of the membership of the Board, provided that the secretary has sent to each member notice of the proposed amendment as part of the proposed agenda of the meeting at which it is to be voted upon.

11.02 Waiver of Notice. Rules of the Board may be amended at any regular meeting of the Board without prior notice by the affirmative vote of not less than two-thirds of its entire membership following the affirmative vote of not less than three-fourths of its entire membership to waive the notice of the proposed amendment to the Rules.

11.03 Waiver of Rules. Any of the Rules of the Board may be waived by the affirmative vote of not less than three-fourths of the membership of the Board.

11.04 Amendments. As directed by the Board, the secretary may amend the Rules of the Board or AIAS Policy. These amendments shall be reported to the Board at its next regular Board meeting.

11.1 EDITING, TITLING, AND NUMBERING

11.11 Editing. From time to time and without further action of the Board or the AIAS, the secretary may edit for accuracy and clarity, rearrange, re-title or renumber these Rules (including deletion of repetitive, inconsistent and obsolete sections) as necessary for proper reference.

11.12 Notice of Editorial Changes. The secretary shall give notice of such changes to the Board by reporting the modifications to the Board and issuing copies of revised sections or chapters to each member of the Board.

11.2 INTERPRETATIONS OF THE RULES OF THE BOARD & BYLAWS

The Past-President shall interpret the Bylaws and the Rules of the Board, subject to an affirmative vote by the Board to overrule the interpretation.

CHAPTER 12
ADMINISTRATIVE, EXECUTIVE AND GOVERNANCE DEPARTMENTS

12.0 **GENERAL ADMINISTRATION**

12.01 Executive Director: Management Duties. The executive director shall have the duties prescribed in the Bylaws and the Rules of the Board and as otherwise may be determined by the Board.

12.011 Execution of Contracts. The executive director shall have the authority to execute contracts up to \$100,000.

12.012 AIAS Budget. The Finance Committee, in conjunction with the executive director, shall prepare the annual budget of the AIAS for adoption by the Board.

12.013 AIAS Representative. The executive director shall represent the AIAS as directed by the president and the Board.

12.014 Business Agents. The selection of the AIAS' staff travel, insurance and other business agents shall be carried out by the executive director in cases where that function is not specifically delegated to others by the Board.

12.015 Staff. The executive director shall retain full responsibility in all personnel matters except as set forth in these Rules or the Bylaws.

12.0151 Appointments. As required in these Rules and in the Bylaws, the executive director shall recommend members in good standing to serve as independent contractors to the National Office, with the approval of the Board.

12.0152 Crit Editor. The executive director shall recommend a member in good standing, with priority given to recent graduates or soon-to-be graduates, to serve as the Crit editor.

12.0153 FORUM Chair. The executive director shall recommend a member in good standing to serve as the FORUM chair. The nominee must be a member in good standing at the time the contract is negotiated, and a member in good standing throughout the term of their contract.

12.02 Program Development. The executive director shall be responsible for innovating, developing and presenting new ideas for AIAS programs and policies as a part of the established planning process; shall advocate such ideas in open discussion with the Board; and shall direct implementation by the staff of policies and programs adopted by the Board.

12.03 Delegations by Executive Director. The executive director may delegate, subject to any limitations of these Rules, any of his or her authority, provided such delegation is made in writing and has been recorded with the secretary.

12.1 **GOVERNANCE COMMITTEE**

12.11 Composition. There shall be a Governance Committee composed of the President, the Past President, at least one national director, and others appointed at the discretion of the President. The Past President shall serve as the committee chair, and the national director shall serve as the Liaison to the Board.

12.12 Responsibilities. The Governance Committee shall periodically evaluate governance issues of the organization and make recommendations as appropriate to the Board.

12.121 Governing Documents. The Committee shall periodically review governing documents including but not limited to the Bylaws, Rules of the Board, and Public Policies.

12.122 Continuity. The Committee shall periodically evaluate issues of organizational continuity and transition.

12.123 Structure. The Committee shall periodically evaluate the organizational structure.

12.124 Elections. The Committee shall periodically review the AIAS elections procedures.

12.13 Meetings. The Governance Committee shall meet at least once per quarter via conference call at a time determined by the committee chair and may be convened at additional times in the year at the request of the committee chair.

12.131 Minutes. The Liaison to the Board shall record and maintain minutes for all meetings of the Committee.

12.14 Term of Appointment. Each member of the Governance Committee shall be appointed to a one-year term from August 1 through July 31.

12.2 **FINANCE COMMITTEE**

12.21 Composition. There shall be a Finance Committee composed of the treasurer, one national quadrant director, and others appointed at the discretion of the President. The treasurer shall serve as the committee chair. Immediately following their election, the treasurer-elect shall serve on the Finance Committee.

12.22 Responsibilities. The Finance Committee shall act in conjunction with the executive director in the preparation of the annual budget for review and approval by the full Board. The Finance Committee shall be entitled to request and receive periodic reports from the outside auditor. It may also periodically evaluate the organization's financial status and make suggestions and recommendations to the national office and the Board.

12.23 Meetings. The Finance Committee may meet via conference call at times determined by the committee chair and may be convened at additional times in the year at the request of the committee chair.

12.231 Minutes. The National Director acting as Liaison to the Board shall record and maintain minutes for all meetings of the Committee.

12.24 Term of Appointment. Members of the Finance Committee shall be appointed to a one-year term from August 1 through July 31.

12.3 **PERSONNEL COMMITTEE**

12.31 Composition. There shall be a Personnel Committee composed of one national quadrant director and the AIA, ACSA, and NCARB liaisons. The liaison serving in their final year on the Board shall serve as the committee chair.

12.32 Responsibilities. The Personnel Committee shall bi-annually review the performance of the executive director and officers as per the outline of responsibilities defined in the executive director's and officer's employment contract, in the Bylaws and the Rules of the Board, and in any other performance guidelines and goals defined by the committee and previously agreed to by the executive director and officers.

12.321 Staff Input. The Personnel Committee shall be entitled to contact the National Office staff for the purpose of gathering information pertinent to the executive director's performance.

12.322 Authority. The Personnel Committee shall make recommendations to the Board as to the awarding of performance bonuses and merit increases, based on its review of the executive director's performance.

12.33 Meetings. The Personnel Committee may meet via conference call at times determined by the committee chair and may be convened at additional times in the year at the request of the committee chair.

12.34 Term of Appointment. Members of the Personnel Committee shall be appointed to a one-year term from September 1 through August 31.

12.4 MEMBERSHIP COMMITTEE

12.41 Composition. There shall be a Membership Committee composed of the Vice President, at least one national director, at least two members in good standing and others appointed at the discretion of the President. The Vice President will serve as committee chair.

12.42 Responsibilities. The Membership committee shall find means for the advancement in the quality of membership by periodically evaluating the specific needs of the membership.

12.421 Communication. The Committee shall explore options for communications between the AIAS office, the Board, individual chapters and individual students.

12.422 Membership Benefit. The Committee shall examine the current membership benefits and explore options for increasing the value of membership.

12.423 Membership Dues. The Committee shall evaluate dues in relation to membership.

12.43 Meetings. The Membership Committee shall meet at least once per quarter via conference call at a time determined by the committee chair and may be convened at additional times in the year at the request of the committee chair.

12.44 Term of Appointment. Members of the Membership Committee shall be appointed to a one-year term from August 1 through July 31.

12.5 FREEDOM BY DESIGN ADVISORY COMMITTEE

12.51 Composition. There shall be a Freedom by Design Advisory Committee composed of the President and at least two members in good standing from chapters with Freedom by Design programs. The chair of the committee must be a member in good standing who has previously held a Freedom by Design position at their local chapter. The President will serve as the Liaison to the Board.

12.52 Responsibilities. The Freedom by Design Advisory Committee shall serve as the primary training, outreach, support, curatorial, and innovation arm of the Freedom by Design Program. The committee holds five primary charges:

12.521 Training. To direct and/or perform training for FBD Directors at Grassroots and FORUM.

12.522 Communication. To communicate with chapters and track all projects throughout the year.

12.523 Support. To support chapters throughout the year regarding waivers, liability, design mentors, construction mentors, school relations, fundraising, and FBD best practices.

12.524 Curation of Content. To collect and curate content documenting completed projects in conjunction with the AIAS National Office.

12.525 New Initiatives. To suggest and propose program changes, evolutions, or new initiatives to the AIAS Board of Directors.

12.53 Meetings. The Freedom by Design Advisory Committee shall meet at least once per quarter via conference call at a time determined by the committee chair and may be convened at additional times in the year at the request of the committee chair.

12.531 Minutes. The Liaison to the Board shall record and maintain minutes for all meetings of the committee.

12.54 Term of Appointment. Each member of the Freedom by Design Advisory Committee shall be appointed to a one-year term from August 1 to July 31.

CHAPTER 13
NOMINATIONS AND ELECTIONS

13.0 **ELECTIONS**

13.01 Elections. Elections shall be conducted in a professional manner and shall follow the Bylaws chapter 6 the Rules of the Board chapter 13 the Elections Code of Ethics and any Elections Guidelines as put forward by the presiding Elections Chair.

13.1 **NOMINATIONS OPEN**

13.11 Elections. At Grassroots, the Elections Chair shall notify the membership via official AIAS publications that nominations are open for positions on the National Board of Directors.

13.12 Nomination Deadline. After the published deadline for declaration of candidacy, nominations for certified candidates shall be closed and no further nominations for Declared Candidates will be accepted. Nominations may be accepted from the floor as provided in chapter 6 of the Bylaws and in these Rules.

13.2 **ELECTIONS PROCEDURES**

13.21 Elections Chair. The Elections Chair shall have privilege to waive any portion of chapter 13, Rules of the Board with approval from the Board.

13.3 **CERTIFIED CANDIDATES**

13.31 Candidate Eligibility. A Certified Candidate shall meet all requirements as described in Bylaws paragraph 6.021

13.32 Declaration of Candidacy. Any member in good standing may declare candidacy by notifying the president in writing, indicating the office sought, following the procedures outlined in Chapter 6 of the National Bylaws. The president shall send each declared candidate a copy of these election rules and procedures. Candidates must submit a Statement of Intent, not to exceed one-page, must be signed and submitted to the Elections Chair along with all submission items.

13.33 Requirements for Participation. All Elections participants must submit a signed Statement on the AIAS Policy on Intern Compensation, signed Statement on AIAS Elections Code of Ethics, and Contact Information Sheet no later than the date set forward by the Elections Chair in the Elections Guidelines.

13.34 Statements of School Support. Certified Candidates must submit a valid statement of school support is one submitted by the candidate's faculty advisor, the AIAS chapter faculty advisor, or the head of the program at the candidate's school, as appropriate. The statement must include a declaration of the school's awareness of the candidate's desire to seek a seat on the AIAS National Board of Directors and the implications thereof.

13.35 Certification of Candidacy. The Elections Committee Chair shall verify the eligibility of each declared candidate for office. When the Elections Committee Chair is satisfied that the candidate is qualified and that all relevant provisions of the Bylaws and these Rules have been complied with, he or she shall certify the candidate's nomination and notify the membership and the candidate.

13.4 **CAMPAIGNING ACTIVITIES.** Discussion related to upcoming elections and intent to run or candidacy shall be considered campaigning. Members, potential candidates, and Certified Candidates shall be expressly prohibited from campaigning in any form outside that designated time as set forth by the Elections Chair in the Elections Guidelines.

13.41 Grassroots Campaign Activities. Grassroots attendees considering candidacy for national elections and their supporters are prohibited from campaigning at Grassroots.

13.42 Notification of Elections Prior to FORUM. Certified candidate campaigning shall be restricted to the following items to be distributed electronically to the membership by the National Office. Individuals and chapters who are not certified candidates are prohibited from campaigning for national elections prior to FORUM.

13.421 Campaign Flyer. A campaign flyer, in accordance with the elections packet, will be distributed electronically to the membership by the National Office at least 15 days preceding the annual election.

13.422 Officer and Quadrant Director Candidate Credentials. Each declared candidate for Officer or a Quadrant Director position shall have the opportunity to set forth their resume of curriculum vitae/biography in written form prior to the annual meeting, which shall not exceed 2 pages and will be electronically distributed electronically to the membership by the National Office at least 15 days preceding the annual election.

13.423 Editing. Statements and biographies that exceed limitations set by the Elections Committee chair will be edited to meet space requirements.

13.43 Campaign Activities. Campaigns shall begin at the conclusion of the opening speeches at FORUM. All candidates shall have an equal opportunity to appear before the Council of Presidents at the annual meeting prior to the voting. The Elections Chair will monitor such appearances. Unofficial social functions in support of candidates and candidate chapters are not permitted at the FORUM hotel.

13.431 Social Media Campaigning prior to FORUM. Any post on social media or any public platform by individuals, candidates, chapters, families, and schools in reference to elections should reference the FORUM event, and the elections process as a whole ONLY for the intention of spreading information in an equal and nonbiased way. No mention of any individual's own campaign, goals, or platform should be mentioned. The link to Elections Packets may only be shared from the AIAS.org website and no detached PDFs of individual elections packets may be published anywhere. If any post is determined to have the effect or intention of swaying votes toward any candidate, the AIAS National Office reserves the right to ask the poster to remove the content. The candidate may be subject to disciplinary action per rule 13.5.3.

13.432 Social Media Campaigning at FORUM. Posts to social media may begin only after the end of the Opening General Session on the first night of FORUM. Posts may include, and are not limited to, the candidate's goals, priorities, qualifications, and sentiments. No post may have the intent or effect to slander another candidate or create a hostile campaign experience. If any post is determined to not be in good taste, the AIAS National Office reserves the right to ask the poster to remove the content, and may be subject to disciplinary action per rule 13.5.3

13.44 Campaign Materials. Nominated candidates are allowed to distribute campaign materials at FORUM. Candidates are not permitted to display posters or other campaign materials outside specified conference sessions.

13.441 Campaign Items. Candidates may choose to distribute campaign items, as described in the elections packet.

13.442 Distribution of Materials. Campaign materials may be placed in accordance to procedure outlined in the elections packet 30 minutes prior to the start of a session at FORUM.

13.443 Disposal of Excess Materials. All candidates will be responsible for collecting and recycling excess campaign materials and debris following the conclusion of the meeting venues.

13.5 VIOLATIONS

13.51 Violations. Violations of these election procedures and rules shall be brought to the attention of the Elections Chair. The Elections Chair shall notify the Elections Committee and Candidates when violations are reported.

13.52 Code of Ethics. All participants must read and sign the Code of Ethics to indicate their understanding of the rules and procedures of the Elections process.

13.521 Code of Ethics Review. The Elections Chair shall review the Code of Ethics with all participants prior to the Elections.

13.53 Campaign Violations. Campaign Violations shall not be tolerated. Upon review by the Elections Chair, and in consultation with the Elections Committee, failure to abide by the rules set forth and agree to in the Elections Code of Ethics will result in automatic disqualification of a candidate.

13.6 VOTING PROCEDURE

13.61 Delegate Vote. At the first General Business Session at FORUM, the Vice President will announce the number of votes each chapter delegate is allotted to cast, based on the prescribed language of Bylaws section 5.33.

13.62 Candidate Presence in Voting Area. Candidates and their supporters shall be present in the voting area during the annual business meeting only to vote and shall leave the polling area promptly after voting.

13.63 Election by Digital Voting Platform. If there are two or more nominees for a board position, the name of each nominee shall be placed by the Elections Chair, in alphabetical order, on the digital voting platform for voting.

13.64 Ballots. Instructions making clear the obligation of delegates to vote in the proper manner shall appear in a prominent position on the face of each ballot.

13.65 Polls. The time of opening and closing the polls shall be announced by the Elections Chair on the opening day of the annual meeting. Only the Elections Chair, those appointed by the Chair, and delegates are permitted in the polling area. Delegates shall leave the polling area promptly after voting.

13.66 Vote Tally. After the polls close, the Elections chair and at least one another appointed by the president, shall review the results, inspect the votes for each nominee, tabulate the results, and secure them.

13.67 Tie Votes. If there is a tie vote for an office, the delegates shall re-ballot for the nominees who received the tie vote.

13.68 Preservation of Vote Tabulations. The original vote tabulations shall be kept by the secretary in the National Office.

13.69 Election by Majority Vote. Nominees receiving a majority of the votes cast shall be declared elected to that office. If none of the nominees receives a majority of the votes cast, the names of the two nominees receiving the highest number of votes cast shall appear on the final ballot.

13.70 Announcement of Election. The Elections Chair shall announce the results of the election at FORUM. The vote tally will not be disclosed. The National Office will be responsible for all national news releases and announcements of election winners.

13.71 Finality of Decision. In case of a dispute with the Elections Chair's actions or decisions, within the limits imposed by law, the Bylaws, or these Rules, the President shall be the final judge of the election results.

13.8 **BIDDING AND HOSTING OF QUAD MEETINGS (MEMBER CHAPTERS ONLY)**

There may be periodic meetings of the quadrants, herein called conferences. The candidate chapter seeking to host a conference will herein be called chapters.

13.81 Chapter Eligibility. During the Grassroots Leadership Conference and at FORUM, representatives of chapters in good standing may bid to host quad conferences to be held either in the Spring or Fall, in accordance with the approved Quad Conference schedule for the upcoming calendar year. Bids for Spring Quad Conferences must be made at the preceding Grassroots Leadership Conference, and bids for Fall Quad Conferences must be made at the preceding FORUM.

13.82 Nominations Open. At least 120 days preceding the Grassroots Leadership Conference and FORUM, the secretary shall notify the membership via official AIAS publications that nominations are open for bidding to host Quad Conferences.

13.83 Certified Chapters.

13.831 Declaration of Candidacy. Any member chapter in good standing may declare candidacy by notifying the Past President and Quadrant Director in writing, no later than 15 days prior to the start of the Grassroots Leadership Conference or FORUM, indicating the meeting sought. The past president shall send each declared chapter a copy of these election rules and procedures in addition to the Quad Conference Planning Guide.

13.832 Statements of School Support. A valid statement of school support is one submitted by the chapter's faculty advisor, or the head of the program at the chapter's school, as appropriate. The statement must include a declaration of the school's awareness of the chapter's desire to seek to host a Quad Conference.

13.833 Proposed Quad Conference Chair. Any chapter bidding to host a conference should declare, prior to the start of Grassroots or FORUM, one member in good standing to serve as the proposed Quad Chair. This individual must certify that he or she will be enrolled in the candidate institutions during the time of the conference.

13.8331 Proposed Quad Conference Co-chairs. Chapters co-bidding to host a quad conference must declare, prior to the start of Grassroots or FORUM, one individual from each candidate institution to serve as the proposed Quad Co-Chairs. These individuals must certify that they will be enrolled in their respective candidate institutions at the time of the conference.

13.834 Proposed Conference Budget. A preliminary budget for the conference must be provided in the submission to bid showcasing the feasibility of the chapter's ability to host a successful conference.

13.835 Certification of Candidacy. The president shall verify the eligibility of each declared chapter bidding for Quad. When the president is satisfied that the chapter is qualified and that all relevant provisions of these Rules have been complied with, it shall certify the chapter's nomination and notify the membership and the chapter.

13.836 Campaign Procedure. Each certified chapter will be restricted to distributing one campaign item per chapter in their quadrant or region. Campaign materials may not be larger than 8.5 x 11 in. Campaign materials will be distributed by the Chapters at Grassroots or FORUM, the time of which will be determined by the President. Candidate chapters are not permitted to display posters or other campaign outside specified conference sessions. All candidates and candidate chapters will be responsible for collecting and recycling excess campaign materials and debris.

13.837 Campaign Violations. Violations of the campaign rules and procedures shall be brought to the attention of the past president. He or she has the authority to determine if an act is in violation of proper campaign standards and procedures. The past president shall notify candidates in writing when violations are reported. Upon notification, failure to abide by the rules will result in automatic disqualification of a candidate.

13.84 Voting Procedures. The voting procedures for each round of Quadrant Conference Bidding will be determined by the end of the preceding Board of Directors meeting.

13.85 Required Location Change. In the event that the location of the conference needs to be changed, the new location shall be determined by the Board of Directors.