

To: BSA Foundation Trustees
From: Eric White, Executive Director
Re: Meeting agenda
Date: Wednesday, January 14, 2015

Our next meeting begins at 12:00pm on Wednesday, January 14 at the BSA Space, 290 Congress Street, Boston. Lunch will be provided at 11:45am.

AGENDA

12:00 PM	Call to Order	
	<ul style="list-style-type: none">Approval of October 8, 2014 meeting minutes [VOTE]	p.4
12:05 PM	Welcome and introductions	
	<ul style="list-style-type: none">What quality do you bring to the board?	
12:15 PM	Election of BSA Foundation 2015 Officers [VOTE]	
12:20 PM	About the BSA Foundation	
	<ul style="list-style-type: none">Our work (Reach and Scope)Our relation to the BSA (Joint Strategic Weave)Roles and responsibilities of the board and board membersOur initiatives in 2014	p.7 p.10 p.11
12:45 PM	Treasurer's Report	
	<ul style="list-style-type: none">2014 preliminary final reports2015 Budget reviewDevelopment report	p.12 p.14 p.16
1:00 PM	Priorities for 2015	
	<ul style="list-style-type: none">Enhancing and developing BSA Foundation programsDevelopmentEngaging the BSA Foundation DonorsCreating a Board of OverseersGovernanceOther priorities	p.18
1:45 PM	Engaging the BSA Foundation Trustees	
	<ul style="list-style-type: none">Committee appointmentsRepresentative to BSA BoardOther opportunities for engagementWhat is your goal?	
2:10 PM	Other Business	
2:15 PM	Adjournment	

ENCLOSURES:

2015 Trustees list	p.2	2014 Preliminary Final financial rpt	p.12
2015 Meeting schedule	p.3	2015 Budget	p.14
October 2014 minutes	p.4	2015 Q1 Development rpt	p.16
BSA Foundation: Reach and Scope	p.7	2015 BSA Foundation programs	p.18
BSA/BSA Foundation Joint Strategic weave	p.10	BSA Foundation Bylaws	p.20
Roles and responsibilities	p.11		

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2015 Meeting Schedule

All meetings held at BSA Space

*Wednesday, January 14 <i>Orientation meeting</i>	12-2p
Thursday, January 15 <i>Reception w/ BSA board</i>	6-8p
*Wednesday, April 15	12-2p
*Wednesday, July 15	12-2p
Thursday, September 10 <i>Joint meeting w/ BSA Board</i>	8:30-10:30a
*Wednesday, October 14 <i>Annual meeting</i>	12-2p

*All Executive Committee meetings are held from 11a-12p, prior to each board meeting.

Minutes from the July 9, 2014 meeting of the Board of Trustees

Present: Arthur Cohen FAIA, Anthony Consigli, Mike Davis FAIA, Jessica del Rosario, Steve Eustis, Nadine Gerdts, Bennet Heart, Peter Kuttner FAIA, Jessica Smith, Margaret Minor Wood

Staff: Ben Cohen, Ann Fienman, Tyler Huntington, Penny Mitchell, Eric White

Absent: Vivien Li, Peter Madsen FAIA

Call to Order: Wood called the meeting to order at noon and briefly reviewed the agenda and welcomed the trustees.

Minutes: Upon a motion by Davis, seconded by Eustis, it was VOTED to accept the minutes of the July 9, 2014 meeting as submitted; unanimous.

Treasurer's Report: As Treasurer Madsen was absent, Controller Cohen presented the Q3 financial report, including expenses, revenue and investments. Cohen reviewed the new reporting format that was previously requested by the board. Cohen identified the Foundation's current revenue streams, which include investment income, Common Boston, and Learning By Design. Similarly, Cohen identified the Foundation's expenses, which include website updates, administrative fees, and an audit fee. Additionally, Cohen noted that at the time of the meeting, the investment income statements have not been received. Cohen also welcomed any questions.

2015 Budget Presentation White and Cohen reviewed the 2015 Foundation budget proposal, noting several significant changes from the 2014 budget, including, completely shifting public programming and exhibitions to the Foundation with respective staff salaries and new fundraising opportunities. White also noted that the BSA will financially support these changes until the Foundation is able to support itself. Gerdts requested that the Foundation continue giving grants at a \$40K-level and that the budget be amended to reflect this.

Upon a motion by Davis, seconded by Eustis, it was VOTED to accept the 2015 FY budget, with amendments; unanimous.

Bylaws Draft Review: Heart, chair of the Governance Committee, briefly discussed the committee's work and reviewed the proposed bylaws draft. Heart noted that bylaws are new to the Foundation and that they are based

on the framework of Foundation's original Declaration of Trust. Additionally, Heart noted, for clarity, "the Society" should be defined in the final document.

Upon a motion by Kuttner, seconded by Smith, it was

VOTED to accept the bylaws, with amendment; unanimous.

**Nominating
Committee**

Recommendations:

Wood noted that four non-architects and three architects are needed for the 2015 slate and recommend that Davis precedes as 2015 chair. White reviewed a short list of potential 2015 trustees including: Mike Davis FAIA, Laura Wernick FAIA, Ann Marie Lubenau AIA, Eric Kraus, Judith Nitsch, Richard Galvin and Margaret Wigglesworth. del Rosario commented the board should continue to be attentive to diversity representation.

Upon a motion by Consigli, seconded by Heart, it was

VOTED to accept the slate of future trustees, as proposed and White is given the authority to ask others on the list if individuals decline to serve;

unanimous.

**Joint Strategic
Work Plan**

Due to time constraints, this is deferred until the January 14, 2014 meeting.

**Joint Exhibitions
Task Force**

Recommendations:

White briefly reviewed the Joint Exhibitions Task Force report and requested that the board closely review the report and send any comments to him directly. This will be tabled for discussion at the January 2015 meeting.

**2014 Foundation
Grants Committee
Recommendations:**

Gerdts, Grants Committee chair, presented a brief update on the committee's work and their collective recommendations on funding 16 projects within the 2014 cycle. The committee received 22 applications, requesting a total of \$129,624.

Upon a motion by Davis, seconded by Kuttner, it was

VOTED to accept the Grants Committee's recommendations and to

fund the 16 worthy projects with \$46,200; unanimous.

Other Business:

Mitchell provided a brief development update and an explanation about the main fundraising breakfast on December 10, 2014. Mitchell requested that the trustees each host a table and invite guests to attend.

Additionally, Wood and White thanked the departing trustees for their service to the Foundation.

Adjourn:

With there being no further business, upon a motion by Wood, seconded by Davis, it was

VOTED to adjourn at 2:00pm; unanimous.

Respectfully submitted,

Steve Eustis,
Secretary

Reach and Scope

The BSA Foundation builds a better Boston and deepens public appreciation for design by engaging communities, inspiring vision, and provoking positive change. Foundation programs have direct impact on individuals and families, communities throughout Greater Boston, and public policy.

Impact on individuals and families

Foundation-supported exhibitions and programs at BSA Space and elsewhere in the community let people enter a world that may otherwise seem exclusive and bring them into a conversation that is relevant to their lives.

The Foundation supports activities that engage and inspire. Participants enjoy curator tours, receptions, family design days, author talks, architecture cruises and walking tours, and other design-related programs. For a full list of programs, exhibitions, and events, visit architects.org/bsaspace.

Exhibitions

Since January 2012, more than 20 design-related exhibitions of various scales and sizes have been mounted at BSA Space. In that time, BSA Space has counted almost 34,000 visitors. Exhibitions in the year 2014 include:

- Rights of Way: Mobility and the city (December 2013–May)
- Volumetric Robotics (March–May)
- Stanley Myers: A Modernist architect (June–September)
- Urban Timber: From seed to city (June–September)
- Canstruction 2014 (October)
- StereoType: New directions in typography (November–May 2015)

Family Design Days

Initiated in order to give as many parents and children as possible the chance to experience a design education, Family Design Days challenge K-12 children to look up from their devices, really see the city, think about what makes a good community, and then design and build structures that could make their dreams come true. This program reaches more than 1,000 families each year. Its premier program, Kids Build!, invites children to design and build a city in a single day. Since 2012, family programs have been hosted monthly.

Architecture/Design College Fair

High school and transfer students interested in an architecture/design career are acquainted with colleges from across the country at this annual Foundation-sponsored event. The fair has been offered for more than 20 years and was the first of its type in New England. Thousands of young people and their parents have been exposed to the real-world possibilities associated with a career in design and instilled with an awareness of the tangible value of design thinking. Approximately 300 students from across New England and New York attend this event each year.

Impact on communities

Communities present both common and unique challenges and concerns for residents, associations, businesses, and municipal leaders. The Foundation is able to create forums that bring design thinking to the process of assessing needs and establishing a vision for the future of distinct neighborhoods.

Common Boston

An annual festival, Common Boston connects designers and the public to promote more vibrant, sustainable, and equitable communities. Activities include community tours, design competitions, picnics, and design-related receptions and discussions. Common Boston programs take place chiefly in under-resourced communities throughout Greater Boston and engage residents, neighbors, and visitors in the discovery and appreciation of the design elements that enrich quality of life. Over seven years, more than 200 events have reached 24 communities and 7,000 attendees.

Community Design Resource Center

The Foundation supports the work of the Community Design Resource Center, which provides pro-bono technical assistance to community groups, nonprofits, and municipalities in the development of projects that benefit under-resourced communities in Greater Boston. A recent example includes the opening of the Woolson Street Community Garden, which improves food access and green space in Mattapan and serves as a hub for the neighborhood to practice healthy lifestyles and strengthen the community. Woolson Street was the site of a deadly shooting in 2010.

Impact on public policy

The Foundation has a unique ability to bring together design professionals, community leaders and members, academics, policy makers, and others from disparate backgrounds to address common problems in a neutral setting. These civic programs focus on real-world challenges and opportunities —sea-level rise, affordable housing, sustainability, accessibility, equitable transit, casino development—and assist in the creation and adoption of best practices for individuals, communities, and public policy. Participants in these programs may come to agreement on existing conditions, conduct surveys of current regional and global practices, and identify possibilities for next-step solutions to address common goals.

One type of civic initiative is a design charrette. A charrette is a hands-on design workshop in which diverse participants are brought together to address public design challenges specific to a neighborhood, city, or region. Charrettes are often the first or only opportunity that the community has to bring its voice to the table regarding design issues in a constructive, creative, problem-solving format alongside design professionals and policy makers.

Foundation-supported civic initiatives include:

20th century

- The High Spine
- Boston Visions
- Fort Devens charrette
- Southwest Corridor charrette

- Broad Street charrette
- Big Dig workshops and discussions
- Political discussions, forums, panels
- Early waterfront development plan

21st century

- **Fit City**
The BSA, The BSA Foundation, and the Boston Redevelopment Authority (BRA) co-hosted a day-long symposium called Fit City Boston, bringing participants from health care, public policy, and the community together with architects, planners, and other designers to re-imagine a public realm that promoted active living and health. Subsequently, there have been follow-up meetings and communications.
- **Building Resilience in Boston: “Best Practices” for Climate Change Adaptation and Resilience for Existing Buildings**
Commissioned by the City of Boston’s Green Ribbon commission, funded by the Barr Foundation and the BSA Foundation, and organized by the BSA, this report provides existing conditions reporting and best practices for homeowners and business owners to address preparedness for climate change.
- **Renovate for Recovery**
This program partners with the BSA Foundation, the BSA, the Commonwealth’s Boston Survivors Accessibility Alliance, and others in the building industry to modify the homes of Marathon bombing victims free of charge.
- **Mayoral debates**
The Foundation, together with the BSA, hosted a series of debates among viable candidates for Boston’s first new mayor in two decades. By hosting these debates at BSA Space, the importance of design as an economic and cultural driver was elevated as a discussion point among candidates, and in the general public’s awareness.
- **Beacon Yards/Allston Interchange workshop**
This was the first in a series of Foundation and BSA-sponsored workshops designed to engage local architects in early-stage thinking about major urban-design initiatives across Greater Boston. Results of the Beacon Yards workshop were published to MASS DOT. Upcoming topics may include affordable housing and the opportunities and challenges presented by a Boston-hosted Olympics.
- **Living with Water**
A hands-on design workshop to imagine how best to address sea-level rise in a variety of locations where the city meets the sea, particularly by developing strategies to let water flow over the land. Co-sponsored by the BSA Foundation, City of Boston, Boston Redevelopment Authority, Coastal Zone Management, and The Boston Harbor Association.

Boston Society of Architects and BSA Foundation

BSA & BSA FOUNDATION CORE RESPONSIBILITIES

Audience & Vision	Knowledge			Development	Communication	
	Day-to-day (Tacit)	Advancement	Innovation			
Community - Deepen public appreciation for design by engaging community, inspiring vision and provoking positive change	Inspire through the power of design	Engage and support public interest in design	Seek ways to engage the public in innovation and design thinking	Enhance public understanding and appreciation for how design improves their community	Develop new revenue streams to support the vision	Build public awareness of design and the power of design thinking
Civic - Build a better world through design by engaging community, inspiring vision and provoking positive societal change	Bridge the design profession and the wider world	Empower, engage and enlighten the profession to create the tools that make the world a better place	Employ innovative design thinking to address societal challenges	Make the world a better place	Build the connector structure between the BSA, BFA and the wider world	Build a cohesive message advancing the shared civic vision
Profession - Empower the design profession by engaging the professional community, inspiring vision and provoking positive change	Provide resources and services supporting the full range of practice models and share best practices	Promote professional excellence with deep, informative programming	Advance the BSA learning network to serve as an AEC thought leader and aggregator of design research	Promote, protect and advance the interests of architects	Enhance the value of membership and grow new revenue streams	Ensure effective communication reaching the profession

Understanding Board/Staff Roles: A Division of Responsibilities

Board Responsibilities:

- Determine mission and purpose
- Select chief executive
- Protect assets and provide financial oversight
- Ensure adequate financial resources
- Ensure legal and ethical integrity
- Ensure effective planning
- Build a competent board
- Enhance the organization's public standing
- Monitor and strengthen programs and services
- Support and evaluate the chief executive

Executive Director Responsibilities:

- Commit to the mission
- Lead staff and manage the organization
- Exercise responsible financial stewardship
- Lead and manage fundraising
- Follow the highest ethical standards, ensure accountability, comply with the law
- Engage the board in planning and lead implementation
- Develop future leadership
- Build external relationships and serve as an advocate
- Ensure the quality and effectiveness of programs and membership
- Support the board

BSA Foundation
Profit & Loss
 January through December 2014

	Jan - Dec 14
Income	
4135 · Foundation Endowment	197,075.00
4300 · Programs	
4315 · Civic Programs	4,065.25
Total 4300 · Programs	4,065.25
4171 · Barr Transportation Grant	250.00
4105 · Common Boston Donations	500.00
4125 · Donation Income	3,639.00
4150 · Investment Income	
4150-07 · Interest on JG Scholarship Fund	0.27
4150-01 · AS Dividend Income	11,244.02
4150-02 · AS Short Term Capital Gain	1,387.08
4150-03 · AS Long Term Capital Gain	17,062.18
4150-04 · UltraSvAcct Dividend Income	8.16
4150-05 · Realized Gain/Loss Fund Sales	68,097.55
4150-06 · Change in Investment Value	-9,402.90
Total 4150 · Investment Income	88,396.36
4180 · Memorial Contribution	500.00
Total Income	294,425.61
Gross Profit	294,425.61
Expense	
5672 · New Trustees	60.69
5130 · Fundraising expense	3,050.92
5135 · Benevon Events Exp Meet & Ask	24,681.94
5300 · Programs expense	
5315 · Civic Programs Expenses	5,325.43
5310 · Resilience Program expense	741.78
Total 5300 · Programs expense	6,067.21
5171 · Barr Transportation Grant Exp	
5171-01 · Barr Transport reimbursables	6,378.15
5171 · Barr Transportation Grant Exp - Other	140,212.34
Total 5171 · Barr Transportation Grant Exp	146,590.49
6105 · Common Boston	500.00
5670 · Board Meeting Expenses	344.65
5680 · Grants	
5680-01 · Annual Grants	44,200.00
5680 · Grants - Other	63.87
Total 5680 · Grants	44,263.87
6000 · Operating Expenses	
6215 · Marketing Expense	3,101.55
6125 · Credit Card Fees	1,189.51
6205 · Insurance	1,672.00
6120 · Accounting	3,622.09
6130 · Advisory Services Fee -Fidelity	5,453.91
6150 · Copier Expenses	318.70
6210 · Postage Expenses	80.99
6220 · Stationery	1,658.51
6230 · Tax Filing Fees	125.00
6260 · Web Site Expenses	8,370.00
Total 6000 · Operating Expenses	25,592.26
6300 · Other Expenses	
6310 · Administrative Fee	8,600.00
Total 6300 · Other Expenses	8,600.00
Total Expense	259,752.03
Net Income	34,673.58

**BSA Foundation
 Balance Sheet
 As of December 31, 2014**

	Dec 31, 14
ASSETS	
Current Assets	
Checking/Savings	
1000 · Fidelity	
1000-04 · Joan Goody Scholarship Fund	11,172.13
1000-02 · Advisory Services	1,465,524.82
1000-03 · Ultra Service Account-Checking	21,586.24
Total 1000 · Fidelity	1,498,283.19
Total Checking/Savings	1,498,283.19
Accounts Receivable	
1200 · Accounts Receivable	147,950.00
Total Accounts Receivable	147,950.00
Other Current Assets	
1300 · Prepays	349.00
1400 · Due from BSA	556.00
1499 · Undeposited Funds	7,950.00
Total Other Current Assets	8,855.00
Total Current Assets	1,655,088.19
TOTAL ASSETS	1,655,088.19
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	3,000.00
Total Accounts Payable	3,000.00
Other Current Liabilities	
2250 · Due to Joan Goody Scholarship F	11,171.86
2100 · Due to AFHB	495.53
2300 · Due to BSA	18,239.50
Total Other Current Liabilities	29,906.89
Total Current Liabilities	32,906.89
Total Liabilities	32,906.89
Equity	
3100 · Restricted Fund Balance	169,424.00
3000 · Fund Balance	1,080,444.49
3500 · Retain Earnings	337,639.23
Net Income	34,673.58
Total Equity	1,622,181.30
TOTAL LIABILITIES & EQUITY	1,655,088.19

Account #	Account Description	2013 actual	2014 budget	2014 Forecast	2015 Budget	2013 actual	2014 budget	2014 Forecast	2015 Budget	Notes
	Governance									
5670	Board meetings	693	800	300	800					
	New Trustees	250	100		250					
	Committees	50			1,000					
	Board Retreat				100					
	Exhibit & Program Committee				100					
	Total Governance	743	1,150	300	2,350					
	Technology									
	Hardware									
	Software									
	Technical Services									
	Staff Training									
	Network Consulting									
	Total Technology									
	Supplies & Operations									
	Stationary		500		500					
6210	Print/Mail/postage	62	150	100	500					
	Printing & mailing of grant RFP		2,500							
	Delivery/Shipping		100	100	100					
	Professional/Dues		650		650					Associated Grant Makers
	Supplies				500					
	Telephone									
6150	Copier	131	100	400	200					
	Bad Debt									
	Legal				2,500					
6205	Insurance	425		1,700	2,000					
	Miscellaneous	38	50	100	100					
	Total Supplies	656	4,050	2,400	7,050					
	Total Operating expenses and revenue	80,366	23,835	39,047	743,585	264,888	107,500	114,000	687,808	
	Net operating results before Grants Awarded to the Foundation					184,522	83,665	74,953	(55,777)	
4150/6130	Investment Income		7,000	7,200	7,840				56,927	Balance left after 5% of value of portfolio for grants
4135/5135	Annual Endowment Fundraising							150,000	300,000	
4171/5171	Grants awarded to Foundation	110,576	155,910	150,000		250,244				Barf Foundation Transportation Grant
	Total surplus/(deficit) included grants awarded & fundraising					324,190	(79,245)	67,753	293,310	

To: BSA Foundation Trustees

From: Penny Mitchell, Development Director

Re: Q1 Development Report

Date: January 14, 2015

BSA Foundation development activities continue to focus on three programs: the overarching sustainable fundraising efforts (Meet the BSA Foundation) which will culminate annually in a BSA Foundation Breakfast fundraiser. The second effort focuses on funding a long-term gallery exhibition on the first and a section of the second floor. Exhibition planning has shifted to focus on a 3D model of Boston's downtown and waterfront. Planning also continues for an invitation-only celebration and exhibition of the Broad Street era.

In addition to these fundraising efforts we are moving forward with plans which will help us expand grants and sponsorships to support individual programming efforts.

**BSA Foundation Sustainable Funding
(Meet the BSA Foundation)**

2014 Revenue Goal: \$150,000
cash (\$30K) & 5-year pledges
2014 Actual: \$475,000
cash (\$110K) & 5-year pledges
2015 Revenue Goal: \$150,000
case (\$30K) & 5-year pledges

The Foundation development team of four architects (Mike Davis FAIA, Laura Wernick FAIA, Polly Carpenter AIA and Ted Touloukian AIA) and four staff continue to present Meet the BSA Foundation monthly every second and fourth Wednesday culminating in a 2015 BSA Foundation Breakfast fundraiser.

First Floor Gallery

Revenue Goal: \$50,000 (appeal + sponsors)

Current plans: BSA Space's first floor gallery will explore how the interactions between design, business, and politics reshape Boston through an exhibition that evolves with the city itself. Rather than aiming for a fait accompli, Building Boston will undergo an iterative design process, prototyping and testing each component through a series of pilot projects. In all cases, these components attempt to tap into the curiosity, concern, and even outrage that city dwellers feel about how the design of their surroundings affects their daily lives. The exhibition will revolve around a newly restored 3D model of Boston's downtown, gifted to the BSA from the BRA.

A fundraiser, modeled on the popular Kickstarter and directed to BSA members and colleagues is underway. A video appeal with 2014 BSA President Emily Grandstaff-Rice, Meghan Melvin (MFA), BSA director of programs and exhibitions Mary Fichtner, and Eric White is currently planned for 2015.

Celebrating 52 Broad Street Era

Revenue Goal: \$10,000

Opportunity to recognize and celebrate key individuals involved in the BSA's 52 Broad Street Era, their significant contributions to profession, public and organization; raise funds to continue public programs which engage, inspire and provoke positive change. Cocktail party and exhibition at BSA Space with heavy hors d'oeuvres, invitation event, with extended opportunity to view exhibition

Intern research underway

Deliverables:

- Timeline events, achievements
- Individual interviews
- Solicit images and stories
- Exhibit outline for event (planned for Spring 2015)

2015 BSA Foundation Programs

Below is a brief list of current programs happening with the BSA Foundation to both advance the public's appreciation and understanding of architecture and in partnership with the BSA to help build a better Boston.

Exhibitions

2015 Main Gallery

- Stereotype (through end of May)
- Bigger than a Breadbox (through end of September)
- Canstruction (October)
- Boston's Gold Medal Recipients (through end of March 2016)

2015 1st Floor

- Installation of the Boston model and experimental themes on Boston architecture

2015 Small exhibits

- Student Design Showcase
- Living With Water
- White on White
- Rotch
- Living with Water (finalists)
- Urban Density
- Rebuilding the American City
- Student Design Showcase

Exhibition Programs

Each exhibition includes an opening as well as special programming such as the *Typewriter Orchestra* and *Letterpress Workshop* for Stereotype

Development & Fundraising Programs

Meet the Foundation (bi-weekly)

What the Sketch (May/June)

Foundation Ask Event (December)

BSA Foundation Golf Tournament (July)

Public Programs

Architecture Education Grants

Architecture & Design College Fair

Grant Pinup Event (bi-annual)

Architecture Cruise (Charles & Boston Harbor)

Family Design Days

Common Boston (architecture festival)

KidsBuild

Architecture Film Series

School Programming/Homeschool

Design Week (March)

ACE Mentoring

Restaurant Design Tours

Building Blocks – Architecture 101

Building Tours

Urban Sketching – basics in architecture drawing

Architecture Scavenger Hunt

CultureNOW (phone app architecture tour)

Civic Initiatives

In partnership with the BSA the Foundation leads a number of civic activities including lectures, symposia, charrettes and design workshops. For 2015 these include:

Designing Boston series

Living with Water - monthly events including:

- Competition
- Pecha Kucha
- Spaulding Tour
- Living with Water Panel

Massachusetts Water Forum

Boston Transportation Charrette

Boston Housing Charrette

Continued follow up on Beacon Yards

Fit City Boston

ArchitectureBoston “Global”
Conversation

BSA FOUNDATION

BY-LAWS

ARTICLE I. MEMBERS

The Foundation shall have no members. Any action or vote required or permitted by law shall be taken by action or vote of the Trustees. The Foundation may have "Friends" or donors, with no governing authority.

ARTICLE II. OFFICERS

Section 1. Titles

The elected officers of the Foundation shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer.

Section 2. Terms of Office

The terms for all officers shall be one year.

Section 3. The Chair

- (a) The Chair shall have served as a Trustee for at least one year prior to election, and may be elected for further terms by the Board, with a maximum of five consecutive one year terms.
- (b) The Chair shall be the chief elected officer of the Foundation. He/She shall exercise general supervision of its affairs and shall preside at meetings of the Foundation, the Board, and the Executive Committee. He/She shall sign, or may delegate or direct another officer or the Executive Director to sign, all contracts and agreements whereof the Foundation is a party and perform all other duties usual and incidental to his/her office. He/She shall make a report to the Annual Meeting covering the work of the Board. He/She shall be a member *ex officio* of all committees.

Section 4. The Vice-Chair

The Vice-Chair shall possess all the powers and perform all the duties of the Chair in the event of absence of the Chair or of his/her disability or refusal to act, as may be determined by the Board, and shall succeed to the office of Chair for the balance of the term if the Chair fails to serve.

BSA FOUNDATION

Section 5. The Secretary

- (a) The Secretary shall ensure that all proceedings of the Board, Executive Committee, and other committee meetings are accurately recorded and maintained as required by law. These responsibilities include either performing or overseeing: distribution of meeting notices and agendas; taking meeting minutes at all Board meetings; and distributing meeting minutes to all trustees.
- (b) The Secretary may with approval of the Board delegate to an Assistant Secretary or other assistant the actual performance of any or all of the duties as recording or corresponding secretary. He/she shall not delegate responsibility for the property of the Foundation or the signing of any document requiring the Secretary's signature.

Section 6. The Treasurer

The Treasurer shall be the chief financial officer (CFO) of the Foundation. He/She shall be in charge of its financial affairs, funds, securities and shall keep full accurate records thereof. Additionally, the Treasurer shall make quarterly financial reports at each Board meeting; chair the Audit Committee; assist in annual budget preparation; assist with development plans; and make financial information available to all trustees, committee members and the public. The Treasurer may designate a staff member as acting Treasurer, when necessary.

Section 7. The Executive Committee

- (a) There shall be an Executive Committee, comprised of the officers, the immediate past chair, and the Executive Director, who shall serve *ex officio* as a nonvoting member. The Executive Committee shall assure that Board policy is being implemented, and it shall propose matters for consideration by the Board.
- (b) Meetings of the Executive Committee may be held at any time and place and may be called by the Chair or by two other committee members. The Chair may invite other trustees, staff, or outside persons to attend any meeting.
- (c) The Executive Committee may, but solely with the express authorization of the Board, exercise any of the powers and duties of the Board if such action is necessitated between regularly scheduled Board meetings. The Executive Committee shall report at the next meeting of the Board on all such actions that may have been taken.

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ARTICLE III. BOARD OF TRUSTEES

Section 1. Composition

The Board shall be the governing body of the Foundation. The Board shall be composed of not more than fifteen voting Trustees, including: the officers; the immediate past Chair and certain other trustees; with the majority (60%) being non-architects. The Executive Director shall serve *ex officio* as a nonvoting member. The Board may adopt policies to further define the interests that shall be represented or overseen by certain trustees.

Section 2. Term of Office for Trustees

- (a) Except as otherwise provided in these by-laws, the terms of all trustees, other than the officers, shall be three years, with a maximum of three consecutive terms, and until their successors are qualified.
- (b) The Board is empowered to appoint Trustees to vacancies, as they occur, to complete the terms of officers or to fill any other vacancy.

Section 3. Meetings

- (a) The annual meeting of the Board shall be held each year in the 4th quarter. In the event the annual meeting is not held in the 4th quarter, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the Trustees may fix. No notice need be given for a regular or annual meeting.
- (b) Special meetings of the Board may be held at any time and place and may be called by the Chair or by five of the Trustees. The Secretary, or in the case of death, absence, incapacity or refusal of the Secretary to act, the Chair or Trustees calling the Meeting, shall give notice of the time and place to each Trustee by mail, email, telephone or word of mouth not less than forty-eight hours before the date set for such special meeting unless shorter notice is adequate under the circumstances.
- (c) Trustees or members of any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications, so long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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Section 4. Quorum

More than half of the Trustees shall constitute a quorum of the Board for the transaction of business and, if a quorum is not present, those present may adjourn from day to day or to a later date.

Section 5. Decision

Every decision of the Board shall be a concurring majority vote of those Trustees present, unless otherwise required by these by-laws or by law. The vote of a Trustee shall be entered on the Minutes at his/her request and whenever a roll call is taken. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Officer Pro-tem

In the absence of the Chair, Vice-Chair, Secretary or Treasurer, the Board may elect from the Foundation's Trustees, a Chair *pro tem*, a Vice-Chair *pro tem*, a Secretary *pro tem* or a Treasurer *pro tem*, as the case may be. Each thereof shall serve until the regularly elected officer is able to act and during such period shall perform the duties and exercise the power and authority of the office.

Section 7. The Executive Director

The Board may employ the Boston Society of Architect's (BSA) Executive Director, or hire its own Executive Director at the Foundation's expense. He/She shall be the chief executive of the Foundation, shall be directly accountable to the Board, and shall consult regularly with the Chair and the other Officers. He/She shall act for the Secretary and/or Treasurer when designated and shall serve *ex officio* as a nonvoting member of the Board and Executive Committee except when the position of Executive Director is under discussion. He/She shall be responsible for the management and performance of the Foundation's operations and activities.

Section 8. Minutes

Written minutes of every meeting of the Board, setting out the Trustees and other persons in attendance, the matters before the meeting and every action taken thereat, shall be kept on file by the Secretary, insuring that accurate minutes are kept and maintained as a part of the Foundation's permanent records. Each said minutes shall be signed by the Secretary, or designee of the meeting, and approved by the Board, at the following meeting. Minutes of all meetings of the Board shall be distributed by the Secretary to the Trustees.

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Section 9. Delegation of Authority

Neither the Board nor any officer or Trustee of the Foundation shall delegate any of its or his/her authority, rights or power conferred by statute or these by-laws, unless such delegation is specifically prescribed or permitted by these by-laws.

Section 10. Duties

The Board shall exercise all the powers necessary to determine the policies and conduct the business of the Foundation. The Board shall receive reports; approve appointments to all committees; and perform such other duties as are not inconsistent with the foregoing.

Section 11. Resignation of Trustees

Any Trustee may resign at any time by giving his or her resignation in writing to the Chair or the Secretary.

Section 12. Removal of Trustees

Any Trustee may be removed from office only for cause, after reasonable notice and opportunity to be heard, by a vote of two-thirds of the Trustees then in office. Such hearing and vote may occur at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 3(b) of this Article, or at a regular meeting.

Section 13. Vote of Interested Trustees

- a) If a Trustee holds an ownership or investment interest or compensation agreement with any corporation, firm, or other entity with which the Foundation contemplates contracting or otherwise transacting business, the Trustee shall disclose his or her interest or agreement to the other Trustees acting upon or in reference to such transaction. No Trustee so interested shall vote on such transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Trustees shall be required before the Foundation may enter into such transaction.
- b) Any transaction of the Foundation with such corporation, firm, or other entity shall not be invalidated or in any way affected by the fact that a Trustee may have interests therein that are or might be adverse to the interests of the Foundation, so long as the provisions of the previous paragraph have been complied with. No Trustee having disclosed such adverse interest shall be liable to the Foundation or to any creditor of the Foundation or to any other person for any loss incurred by it under or by reason of any such transaction, nor shall any such Trustee be accountable for any gains or profits to be realized thereon.

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- c) A conflict of interest statement shall be signed and collected at the first meeting of each calendar year.

Section 14. Professional Appointees

Trustees and others nominated or appointed by the Board to serve on public Boards, commissions, agencies and similar bodies shall act and speak as independent persons and shall not act or speak on behalf or with the endorsement of the Foundation unless specifically authorized to do so by the Board.

ARTICLE IV. COMMITTEES

Section 1. Committees

- (a) In addition to the Executive Committee, committees may be established to perform services for the Foundation and each of such committees may create one or more subsidiary committees.
- (b) The Board may appoint committees to support the purpose and operations of the Foundation. Appointive Committees may be as large as required to complete the task assigned to the committee and non-trustees may be appointed at the Board's discretion. Appointive Committees shall be examined and may be reconstituted after each annual meeting by the Board. The chair of each Appointive Committee shall be appointed by the Foundation Chair.
- (c) The Board shall appoint an Audit Committee, which shall consist of the Treasurer and two outside committee members, both of whom shall have significant experience and expertise in the financial management of not-for-profit organizations. The Audit Committee shall meet as needed with the Foundation's outside auditor, to review its scope of engagement and its findings.
- (d) The Nominating Committee shall be a standing committee appointed by the Foundation Chair. The committee shall maintain a list of qualified candidates for Trustees, and recommend such candidates to the Board. The committee shall also nominate officers annually for election. No candidate shall be nominated without his/her consent. It is the policy of the Foundation to promote access, equity, and diversity. In pursuing this policy, the Nominating Committee will endeavor to compile a slate of candidates that is diverse in terms of gender, race, ethnicity, sexual orientation, disability, national origin, and age.

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Section 2. Reports

All committees shall meet as frequently as is necessary to keep abreast of their duties. They shall report to the Board when requested by the Chair, or the appropriate Officer.

ARTICLE V. FINANCES

The fiscal year of the Foundation shall coincide with the calendar year.

Section 1. Annual Budget

Prior to the beginning of each fiscal year, the Board shall approve an annual budget. The Board shall make appropriations in accordance with the budget. The Board shall have the power to make reasonable transfers from one budgeted account to another and shall have the power to approve extra budgetary expenditures only if such expenditures are approved by the voting Board Trustees at a regular meeting of the Board.

Section 2. Audits

Whenever a new Treasurer is elected and at such other times as the new Board may determine, the books of the Foundation shall be audited by a competent accountant employed by the Board. Each of said audits shall be filed with the Board and with the retiring Treasurer.

ARTICLE VI. PROPERTY

The Foundation may receive by gift, devise or otherwise acquire and dispose of property, real and personal, in accordance with the purposes of the Foundation. The Foundation shall not mortgage or pledge any such personal property received or acquired unless it has obtained the approval of the Trustees.

ARTICLE IX. INDEMNIFICATION OF TRUSTEES AND OFFICERS

Except as provided below, the Foundation shall indemnify any Trustee or officer (including Trustees and officers who serve at the Foundation's request as Trustees, officers, employees or other agents of another organization; such service is hereafter described as serving in a representative capacity) against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine, penalty, or settlement (provided the Board of Trustees deems, in its sole discretion, the settlement to have been a reasonable one), necessarily paid or incurred by such person in connection with or arising out of any claim, or any civil or criminal action or other proceeding of whatever nature brought against such person by reason of being or having been such a Trustee or officer or serving in a representative capacity. Such indemnification shall apply even though at the time of such claim, action, or proceeding, such a person is no longer a Trustee or officer of the Foundation.

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The foregoing indemnification shall be conditioned, however, upon the person seeking it, at all times and from time to time, (1) fully disclosing to any person designated by the Board of Trustees all facts, events and occurrences which the Board of Trustees in its sole discretion deems relevant to its decision to indemnify; and (2) fully cooperating with and assisting the Foundation and its counsel in any reasonable manner with respect to protecting or pursuing the corporation's interests in any matter relating to the subject matter of the claim, action or other proceeding for which indemnification is sought. No indemnification shall be provided for any person with respect to any matter as to which the Board of Trustees determines that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of the Foundation.

Expenses reasonably incurred in defending any claim, action, suit or proceeding of the character described in the preceding paragraph may, if the Board of Trustees so decides, be advanced by the Foundation prior to final disposition thereof upon receipt of an undertaking by the recipient to repay all such advances if it is ultimately determined by the Board of Trustees that such person is not entitled to indemnification.

Notwithstanding the foregoing, the Foundation shall not provide indemnification for any former officer or Trustee who, in the judgment of the Board of Trustees, was in serious or repeated breach of his duties as such officer or Trustee. Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a Trustee or officer may have or obtain, and shall accrue to such person's estate. Any agent or employee of or for the Foundation may be indemnified in such manner as the Board of Trustees decides.

ARTICLE VII. AMENDMENTS

Section 1. Amendments

These by-laws may be amended at any meeting, by a two-thirds affirmative vote of the Trustees.

Section 2. Transition Policies

In the event of any amendment of these by-laws, the Trustees shall have the authority to adopt such policies as are reasonably necessary to provide for an orderly transition period, including when there is a modification to the composition, terms, and/or duties of the Board.