

5020
To: BSA Foundation Trustees
From: Ted Touloukian AIA, Chair
Re: Meeting Agenda
Date: Friday, October 2, 2020

Our next meeting begins at 8am to 9am on Wednesday, July 16 on Zoom (info below).

AGENDA

8:30 AM	Call to Order	Ted
8:35 AM	Foundation Governance and coordination with BSA/AIA <ul style="list-style-type: none">Review goalsDiscuss recommendations for By-Law updates	Bennet Richard
9:05 AM	Review communications and strategic planning process	Ted, Eric W
9:30 AM	2021 Budget and 2022-25 projection presentation	Eric K, Eric W
10:00 AM	Philanthropy update and board engagement	Eric W, Richard
10:25 AM	New & Other Business <ul style="list-style-type: none">Update on consultants workOther business	Ted
9:00 AM	Adjourn	

ENCLOSURES

September Joint Board Minutes	p. 2
Current BSA Foundation By-Laws	p. 4
Proposed BSA Foundation By-Laws	p. 12
Karma presentation	p. 21
2021 Budget and forecasts will be sent separately	

SUPPLEMENTAL MATERIALS

2020 BSA Foundation Trustees List
2020 BSA Foundation Board Meeting Dates
BSA Foundation Strategic Map
BSA/AIA Strategic Planning Map
BSA Staff – Faces of the BSA



September 17, 2020 Minutes of the BSA Joint Board Meeting

Present: **BSA/AIA Board**
 Sam Batchelor AIA, Susan Blomquist AIA, Jeffry Burchard AIA, Jean Carroon FAIA, Lawrence Chan FAIA, Natasha Espada AIA, Anda French AIA, Paul Hajian AIA, Brooke Helgerson AIA, Jacob Knowles, Andrea Love AIA, Tim Love FAIA, Greg Minott AIA, Diana Nicklaus AIA, Mary Anne Ocampo Assoc. AIA, Daniel Perruzzi AIA, Paul Pettigrew AIA, Anthony Piermarini AIA, George Proakis AICP, Mark Rukamathu AIA, Courtney Sharpe, Ellen Watts FAIA

BSA Foundation
 Rebecca Berry AIA, Greg Bialecki Esq., Meera Deean, Bennet Heart, Eric Krauss, Peter Kuttner FAIA, Patrick McCafferty PE, Bud Ris, David Silverman AIA, Richard Taylor, Ted Touloukian AIA, Laura Wernick FAIA, Kenneth Willis

Staff: *Polly Carpenter, Billy Craig, Michela Davola, Jenny Efron, Maia Erslev, Susan Green, Karolina Hac, Taylor Johnson, Li Lam, Paige McWhorter, Patricia Olshan, Ben Peterson, Erika Shea, Eric White*

Minutes of previous meetings **Call to order** Noting the presence of a quorum, President Espada and Chair Touloukian called the meeting to order at 8:34 am and welcomed board members.

It was VOTED to accept the minutes for the previous BSA/AIA board meeting and BSA Foundation Board meeting.

Motion was approved: Unanimous.

Review of Electronic Vote The BSA/AIA Board reviewed the results of the July 2020 electronic vote that approved the Honors & Awards and Nominating Committee reports.

Presentation Karma Agency presented an updated version of communications plan. The presentation focused on brand tensions, opportunities, and the implications these had on communications, which resulted in the four focus areas of Architecture, Equity, Community, and Environment. Discussion followed.

Motion on EDI The motion to support the work of the 2018 EDI task force was amended to acknowledge the need to clearly define resources needed to do the work.

The BSA/AIA Board supports the spirit of the 2018 BSA task force on equity, diversity and inclusion and recommends the resumption of the Task Force to review, update and strengthen the recommendations including resources to advance the organization’s commitment to anti-racism and advancing equity, diversity and inclusion within the BSA, the architecture and related professions, and in the communities we serve.

It was VOTED to accept the motion.

Motion was approved: Unanimous.

Financial

A review of financials of both the BSA/AIA Chapter and BSA Foundation was presented, as well as an update on Q2 financials.

It was VOTED to approve the BSA/AIA Financial Review from 2019.

BSA/AIA Motion was approved: Unanimous.

It was VOTED to approve the BSA Foundation 2019 Audit.

BSA Foundation Motion was approved: Unanimous.

**De-
Carbonization
Policy
Platform**

It was VOTED to accept the proposed De-carbonization Policy Platform.

BSA/AIA Motion was approved: Unanimous.

Adjourn

It was VOTED to adjourn at 10:34 am.

Motion was approved: Unanimous.

Respectfully submitted,

Karolina Hac on behalf of
Diana Nicklaus AIA Secretary

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.

BSA FOUNDATION

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.

BSA FOUNDATION

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.

BSA FOUNDATION

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.

BSA FOUNDATION

- 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.

BSA FOUNDATION

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.

BSA FOUNDATION

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.

BSA FOUNDATION BYLAWS

Article 1.

Definitions

Section 1.01 Name. The “Foundation” shall mean BSA Foundation, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Trustees of the Foundation.

Article 2.

Purposes, Objectives, and Governing Instruments

Section 2.01 Charitable, Scientific, and Educational Purposes and Powers. The purposes of the Foundation, as set forth in the Articles of Incorporation, are exclusively charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Foundation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Foundation are to encourage, promote, support, and engage in such charitable, scientific, and educational endeavors as the Trustees shall determine to be related to or beneficial to the practice of architecture, and in furtherance thereof to stimulate the public’s awareness of and understanding of the built environment, most particularly in support of the success and reputation of the Boston Society for Architecture, and to receive, hold, administer, and dispose of personal and real property as may be appropriate to carry out the purposes of the Foundation; to solicit and receive loans, dues and contributions of money and gifts from any and all sources in order to further the purposes here set forth; in general, to carry on any other activities in connection with these purposes, and to have and exercise all powers as are in furtherance of the purposes herein set forth in the same manner and to the same extent as natural persons might or could do, consistent with such limitations as are or may be prescribed by statute.

Section 2.02 Governing Instruments. The Foundation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Foundation will not practice or permit any unlawful discrimination on the basis of race, color, religion, sex (including gender identity, sexual preference, and pregnancy), national origin, age, disability, genetic information, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Foundation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Foundation operate a social club or carry on business

BSA FOUNDATION BYLAWS

with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activity not permitted to be carried on by a foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3.

Membership

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 4.

Board

Section 4.01 Composition. The Board shall be the governing body of the Foundation and shall be composed of individuals committed to furthering the mission of the Foundation through visibility, outreach, and philanthropy.

Section 4.02 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Trustees, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Number. The number of Trustees constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3) nor more than twenty (20), with the majority being non-architects. The Executive Director shall serve *ex officio* as a nonvoting member not counted in the number of Trustees.

Section 4.03 Election and Term of Office. Each Trustee shall hold office for three (3) years, until the next annual meeting of the Board and until such Trustee's successor has been elected and qualified, or until his or her death, resignation, or removal. Each Trustee may hold office for up to three (3) successive terms.

Section 4.04 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Foundation and shall exercise all the powers that may be exercised by the Foundation.

Section 4.05 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the Chair or by a majority of the Trustees then in office.

BSA FOUNDATION BYLAWS

Section 4.06 Notice of Meetings. No notice need be given of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by the Secretary, or in the case of death, absence, incapacity or refusal of the Secretary to act, the Chair or Trustees calling the Meeting, specifying the date, 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. Whenever all the Trustees shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Trustee who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to her/him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Trustees' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Trustees' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Trustees' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Trustees' meeting duly held as provided in these Bylaws, any business within the legal province and authority of the Board may be transacted.

Section 4.07 Quorum. At any meeting of the Board, a majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present, a majority of the Trustees present may adjourn the meeting from time to time or to a later date and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each Trustee shall have one vote. Every decision of the Board shall be a concurring majority vote of those Trustees present, unless otherwise required by these Bylaws or by law. If there is a tie in any vote, the Chair shall have an additional vote to be the tie-breaker.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.10 Removal. Any Trustee may be removed, with or without cause, by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.11 Resignation. Any Trustee may resign from office at any time by delivering a resignation in writing to the Board of Trustees, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Trustees then in office at any Trustees' meeting. A Trustee elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

BSA FOUNDATION BYLAWS

Section 4.13 Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Trustees an executive committee. The Board, by resolution adopted by a majority of the entire Board, also may designate other standing committees, consisting of Trustees and other interested community members, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Trustees as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 4.14 Participation by Telephone or Computer. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone, computer, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 5.

Officers

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Foundation shall be a Chair, a Secretary, and a Treasurer. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of two years and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article 5. The same person may hold more than one office, except that the same person may not be both Chair and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Chairs, one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom, if any, shall have such powers and shall perform such duties as may from time to time be assigned by the Board. Such Officers shall serve for such period as the Board may designate.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation, or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the Chair. The Chair shall be the Chief Executive Officer of the Foundation. The Chair shall exercise general supervision of the Foundation's affairs, shall from time to time make such reports of the affairs and operations of the Foundation as the Board may direct, and shall preside at meetings of the Foundation, the Board, and the Executive Committee. The Chair shall have such other powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.

Section 5.04 Powers and Duties of the Secretary. The Secretary shall record and keep written minutes of all meetings of the Board, setting out the Trustees and other persons in attendance, the matters before the meeting and every action taken thereat. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minutes file of the

BSA FOUNDATION BYLAWS

Foundation's permanent records as required by law. The Secretary shall be the custodian of the seal of the Foundation and shall affix such seal to such contracts, instruments, and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06 Powers and Duties of the Treasurer. The Treasurer shall be the chief financial officer (CFO) of the Foundation. S/he shall oversee its financial affairs and shall be custodian of all funds and securities of the Foundation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Foundation, and the Treasurer shall cause to be entered regularly in the books and records of the Foundation to be kept for such purpose full and accurate accounts of the Foundation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Trustee upon request. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Foundation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Trustee or Trustees.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Trustees then in office at any meeting of the Board.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Foundation.

Article 6.

Bank Accounts, Checks, Contracts, and Investments

Section 6.01 Bank Accounts, Checks, and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Foundation. The Board shall determine who shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Investments. The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or

BSA FOUNDATION BYLAWS

otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 7.

Indemnification

Section 7.01 Indemnity Under Law. The Foundation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 7.02 Additional Indemnification.

a) The Foundation hereby agrees to hold harmless and indemnify each of its Trustees, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of or in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than one by or in the right of the Foundation to procure a judgment in its favor, including an action, suit, or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise for which the Indemnitee served in any capacity at the request of the Foundation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Trustee or Officer of the Foundation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Trustee, Officer, employee, or agent of such other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Foundation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

b) The obligation of the Foundation to indemnify contained herein shall continue during the period the Indemnitee serves as a Trustee, Officer, employee or agent of the Foundation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding,

BSA FOUNDATION BYLAWS

whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Trustee or Officer of the Foundation or served at the request of the Foundation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Foundation under this Section 2, notify the Foundation of the commencement thereof; but the omission so to notify the Foundation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 2. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Foundation of the commencement thereof:

i) The Foundation will be entitled to participate therein at its own expense; and,

ii) Except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the Foundation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Foundation to the Indemnitee of its election so to assume the defense thereof, the Foundation will not be liable to the Indemnitee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Foundation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Foundation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Foundation and the Indemnitee in the conduct of the defense of such action, or (C) the Foundation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Foundation (it being understood, however, that the Foundation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Foundation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Foundation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart ii.

iii) Anything in this Section 2 to the contrary notwithstanding, the Foundation

BSA FOUNDATION BYLAWS

shall not be liable to indemnify the Indemnitee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Foundation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Foundation nor any such person will unreasonably withhold their consent to any proposed settlement.

d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Foundation to the Indemnitee pursuant to this Section 2, the Foundation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 2. The Foundation shall make such payments upon receipt of (1) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation hereunder, and (iii) evidence satisfactory to the Foundation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Foundation's Certificate of Incorporation or otherwise under the Foundation's Bylaws, as now in effect or as hereafter amended, any agreement, any vote of members or Trustees, any applicable law, or otherwise.

Section 7.02 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article 8.

Dissolution

The Foundation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with Commonwealth law.

BSA FOUNDATION BYLAWS

Article 9.

Amendments

These Bylaws may be altered, amended, added to, or repealed at any meeting of the Board called for that purpose by the vote of two-thirds of the Trustees then in office.

Article 10.

Construction

In the case of any conflict between the Certificate of Incorporation of the Foundation and these Bylaws, the Certificate of Incorporation of the Foundation shall control.

These Bylaws were adopted at a meeting of the Board of Trustees of BSA Foundation on _____, 2020.

Name
Chair

Name
Secretary

Name
Treasurer

Karma
Agency

Boston Society for Architecture

09/17/2020

CO, COMMUNICATIONS, OPPORTUNITY ANALYSIS

Table of Contents

- 01* **Project Overview**
- 02* **Audience Insights**
- 03* **Brand Tensions**
- 04* **Opportunity**
- 05* **Communications
Implications**

Goals

Operational

- 01** Become one BSA
- 02** Commit to equity, diversity and inclusion to create greater access

Communications

- 03** Establish BSA as a thought and community leader that tirelessly advocates for the advancement of architecture
- 04** Give donors and members a reason to believe in BSA through powerful sales and marketing, helping to raise revenue
- 05** Elevate awareness and importance of the architecture profession by positioning BSA as a beacon of the trade

8

Internal
Interviews

5

External
Interviews

...

Materials
Audit

**Discovery
Inputs**

50+

Industry
Articles

12mo

Earned, Social &
Message Analysis +
Competitor Analysis

02

Audience Insights

Where members perceive value

Network: Access to and partnership with like-minded professionals + opportunities for knowledge sharing and support

Purpose: A mission-driven existence brought to life through knowledge communities that drive the future and effect change

Professional Development: Events, programming and communications that support field accreditation, as well as personal growth

Professional Status: Social engagement with Boston-loving peers

What BSAers think

From being the first chapter to allow members other than architects to bucking the naming system to creating first-of-kind programming, BSA has always been a trailblazer for the profession. Its programming and event space bolster that reputation.

Each BSA stakeholder — from employee to board member — is a champion for architecture that will transform our world.

With noble intentions, every BSA colleague works to advance the trade through their individual role. However, due to the volume of initiatives many fall victim to the checklist mentality.

03

Brand Tensions

BRAND TENSIONS

❖ **BSA is in an identity crisis.**

Between Boston Society for Architecture, Boston Society of Architects/AIA, BSA Foundation, BSA Space and Architecture Boston, the words architecture and Boston are overused and confuse stakeholders.

❖ **Limited brand awareness limits us.**

BSA is a household name within its circle, but very few people, including members, are aware of BSA's community programs, impact and involvement.

❖ **Two boards make for tables of experts but elbowing of ideas.**

There appear to be knots of tension, albeit untying, between the boards and their respective roles in advocacy and policy. Members are passionate to contribute in the ways they want to, but not always in ways that drive the whole organization forward.

❖ **The value of membership hasn't been fully articulated.**

As a member-driven organization, BSA needs to give its members reasons to believe in the association and, frankly, explain what they get for \$600+ a year.

BRAND TENSIONS

❖ **Your website is a full-on Monet.**

While the website looks slick and on-brand, it doesn't leave a good first impression. The site suffers from too much content and an unnatural user navigation.

❖ **BSA is trying to boil the ocean.**

There is no shortage of initiatives, programming or content when it comes to the BSA. But that volume has become a detriment to engagement and outcomes.

❖ ***Architecture Boston* is an opportunity for thought leadership. It needs a new role in the organization.**

Unmatched journalistic integrity and high-fidelity design are synonyms for what was formerly known as the Magazine. However, production and budget are unsustainable considering low readership levels and the ways modern consumers engage with content.

❖ **There's a chasm between purpose and plan.**

BSA stands upright to advance and advocate for the architecture profession. But it's almost impossible to live up to that purpose when the team doesn't know what to prioritize. In place of a plan, many authoritative voices win out.

04

Opportunity

Opportunity #1

**Make people fall
in love with
architecture again**

Opportunity #3

**Put a laser focus on
strategy**

Opportunity #2

**Create brand stickiness
with members—it's not
just about the creds**

Opportunity #4

**Wear your *[thought]*
leadership on your
sleeve**

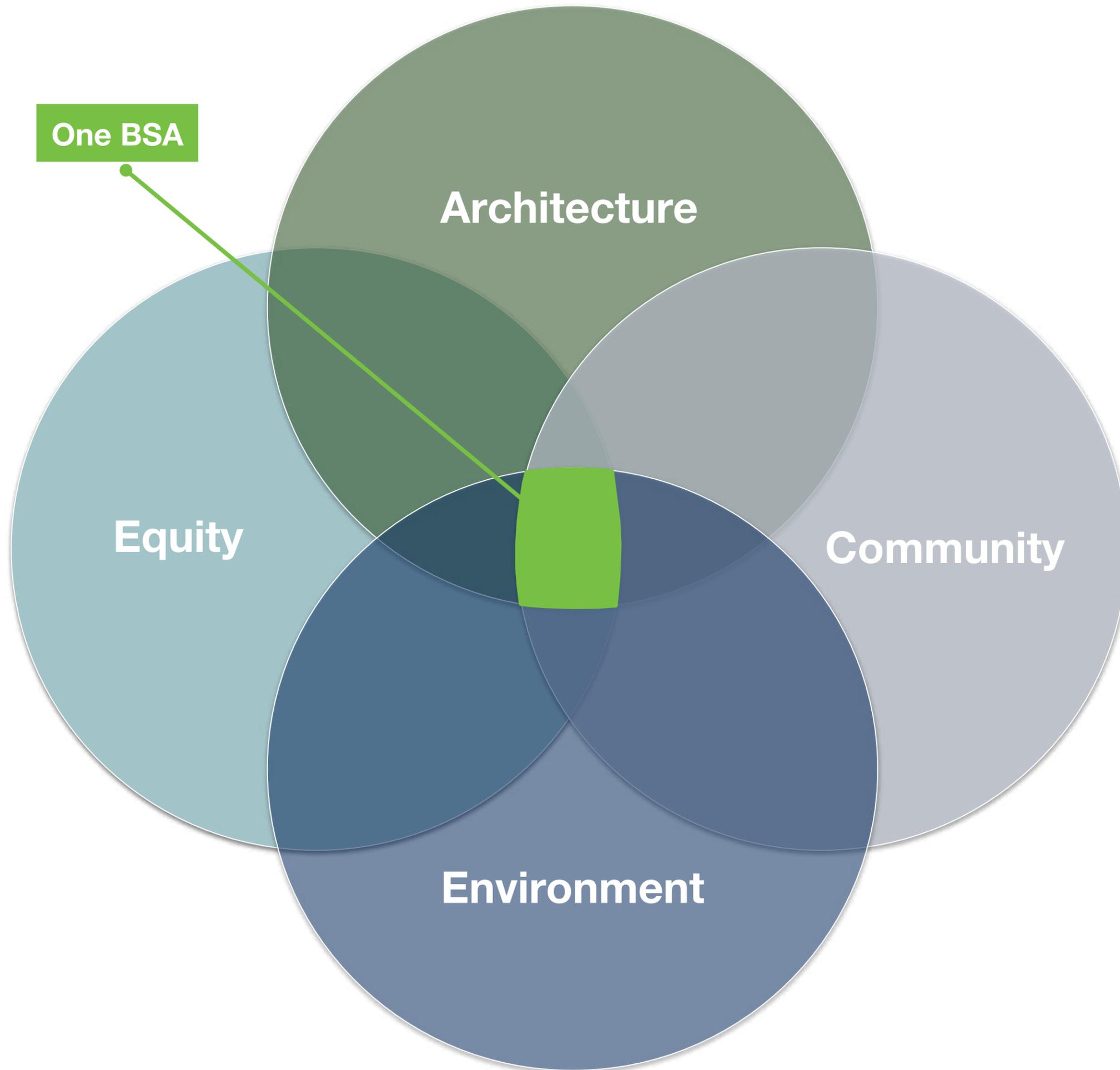
05

Communications Implications

A Unified Strategy

Center communications initiatives around strategic foci rooted in BSA's vision.

- These are strategic focus areas for communications; they are not meant to replace organizational goals or strategic plans. The intent is for them to work together.
- They are meant to - and will - overlap.
- Karma and BSA will seek out and prioritize communications opportunities that reinforce the focus areas through initiatives and communications.



Architecture

The BSA is a leader of the profession and committed to advancing the industry, providing its members with platforms for dialogue to continually define and redefine the principles of architectural excellence.

Community

The BSA provides the Boston community ways to engage with, learn about, and appreciate architecture. We are a convener and a connector, using architecture and design thinking to create change that will positively impact the city and its people.

Environment

Through programming, exhibitions and partnerships, the BSA advances design that addresses health of people and planet, with a goal of building a more sustainable future.

Equity

The BSA leverages its position to inform and educate about equity and diversity, not only in the architecture industry, but in how what we do as architects can influence equity issues in the built environment and our communities.



Advancing Architecture

The BSA is a leader of the profession and committed to advancing the industry, providing its members with platforms for dialogue to continually define and redefine the principles of architectural excellence.

Community

The BSA provides the Boston community ways to engage with, learn about, and appreciate architecture. We are a convener and a connector, using architecture and design thinking to create change that will positively impact the city and its people.

Environment

Through programming, exhibitions and partnerships, the BSA advances design that addresses health of people and planet, with a goal of building a more sustainable future.

Equity

The BSA leverages its position to inform and educate about equity and diversity, not only in the architecture industry, but in how what we do as architects can influence equity issues in the built environment and our communities.

Messaging Glossary

- **Definition:** The basic description of the BSA's focus in this particular area - the "*what*" of the focus area.
- **Hero Message:** The ultimate "*why*" behind what the BSA is doing. The message that is the hero of your story, articulating mission and purpose.
- **Supporting Messages:** The messages that illustrate "*how.*" Sometimes called your proof points or reasons to believe, the BSA's supporting messages will provide the nuances of what each category means to the organization.

Advancing Architecture

Definition

The BSA is a leader of the profession and committed to advancing the industry, providing its members with platforms for dialogue to continually define and redefine the principles of architectural excellence.

Hero Message

As stewards of the industry, the BSA advocates for architecture that enhances and improves the space around us. We stand for architecture that strengthens the health, safety, and welfare of our communities.

Sample Supporting Message

The BSA is a go-to resource for both the technical and the artistic, inspiring appreciation for the built environment and for the dual impact of the profession.

Example of this in action

The BSA Design Awards bring appreciation to the built environment through a range of awards categories from healthcare facilities to residential design, demonstrating the power of what great design can accomplish.

Community

Definition

The BSA provides the Boston community ways to engage with, learn about, and appreciate architecture. We are a convener and a connector, using architecture and design thinking to create change that will positively impact the city and its people.

Hero message

Architecture and the built environment have tremendous potential to lift up communities. The BSA endeavors to elevate architecture's value and its potential for beneficial effect for Boston and beyond.

Sample supporting message

The BSA broadens the appeal of architecture and opens up access to design process through collaborative projects and community partnerships.

Example of this in action

The BSA's education programs teach the transferable skills of architecture to Boston Public School students.

Equity

Definition

The BSA leverages its position to inform and educate about equity and diversity, not only in the architecture industry, but in how what we do as architects can influence equity issues in the built environment and our communities.

Hero Message

The lack of diversity and equity in architecture has deprived voices and skills that would make the industry more inclusive and richer in diversity of background and thought. The BSA is an ally and strives to fight for racial justice in architecture.

Sample Supporting Message

The lack of diversity in the architecture profession means a narrower set of voices influencing the design of our communities. The BSA works to expand equity in and access to the profession, in turn helping to build more equitable communities.

Example of this in action

The BSA's Race and Architecture series aims to offer a platform to minority architects and to encourage architects of all races to listen and learn from their lived experiences.

Environment

Definition

Through programming, exhibitions and partnerships, the BSA advances design that addresses health of people and planet.

Hero Message

Whether breathing new life into old spaces or inspiring eco-centric practices for new buildings, the BSA is dedicated to building a more sustainable future that preserves and boosts society, economy and the environment.

Sample Supporting Message

The BSA is committed to providing the industry with resources to help them advance environmental considerations in their work.

Example of this in action

The BSA's Embodied Carbon 101 series explores the emerging topic of embodied carbon and aims to empower AEC professionals nationwide to mobilize to address carbon emissions. Learning how AEC professionals can use the trade to mitigate the effects of climate change is an important extension of the vocation, and decreasing embodied carbon is one of the most impactful ways to help fight climate change.

After Strategy Comes Planning

With the focus areas in mind, we'll approach communications efforts by first determining:

- Who are we communicating to
- What is the purpose of the content and what do we want the reader to think, feel and do
- When are we communicating
- Where are we communicating
- Why are we communicating

Questions

§§