

BOSTON SOCIETY OF ARCHITECTS

Constitution and By-Laws
updated September 19, 1968
and revised

September	17	1969
May	26	1971
November	17	1971
November	15	1972
November	14	1973
November	20	1974
November	19	1975
November	17	1976
November	16	1977
October	14	1982
November	25	1985
November	18	1987
November	16	1989
November	19	1992
November	18	1993
November	17	1994
November	16	1995
November	20	1997
December	7	2000
December	6	2001
December	7	2006
December	2	2010
December	6	2012
December	5	2013
December	4	2014
December	8	2016
December	13	2018
January	6	2020

Boston Society of Architects Bylaws

The Boston Society of Architects is a 501(c)(6) nonprofit corporation (“Corporation”) registered in the Commonwealth of Massachusetts. It functions as a Chapter (“Chapter”) of the American Institute of Architects (“Institute”), among other roles.

A 501(c)(6) business league is an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. It is an organization of the same general class as a chamber of commerce or board of trade. Thus, its activities are directed to the improvement of business conditions of one or more lines of business as distinguished from the performance of services for individual persons.

ARTICLE 1. OFFICES

The Corporation shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Massachusetts. Such office shall be located at the Corporation’s principal place of business or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board may designate or as the business of the Corporation may require from time to time. The registered agent shall be either an individual resident of Massachusetts or a corporation authorized to transact business in Massachusetts.

ARTICLE 2. MEMBERSHIP

2.1. Classes of and Qualifications for Members

The Corporation shall have Assigned and Unassigned Members; rules and requirements for professional Memberships follow the Bylaws of the Institute. Additional classes of Members, such as Honorary, Allied, Emeritus, Student, and Non-Resident, are permitted but not required.

2.1.1. Assigned Members.

The Corporation shall include Architect Members and Associate Members of the Institute who have been assigned to Membership by the Institute. Each Architect Member or Associate Member assigned to the Chapter shall remain a Member of it until her, his, or their Membership in the Institute is terminated or she, he, or they is reassigned by the Institute to another Chapter. An Architect Member or Associate Member assigned to Membership in the Corporation may use the titles and exercise the rights and privileges granted her, him, or them by law and by the Institute Bylaws.

2.1.2. Unassigned Members.

The Board, without action by the Institute, may admit as Architect Member or Associate Member to the Corporation any assigned Member of another Chapter,

provided she, he, or they applies for such Membership in writing to the Board. An Architect Member or Associate Member so admitted may terminate her, his, or their Membership in the Corporation by resignation. If the Institute Membership of such Member is terminated, then *ipso facto* her, his, or their Membership in the Corporation terminates. An unassigned Architect Member or Associate Member shall be subject to all regulations and shall have the rights in the Corporation co-equal with those of a Member assigned to it, except that she, he, or they may not hold directorship in the Corporation, vote at any of its meetings on any matters affecting the Institute, nor represent its Members as delegate or otherwise at any meeting of the Institute.

2.1.3. The description, rights, and obligations of Honorary, Allied, Emeritus, Student, Non-Resident, and any other categories of Membership are to be described in the Chapter's Policies.

2.2 Voting Rights

2.2.1 Each Member entitled to vote with respect to the subject matter on an issue submitted to the Members shall be entitled to one vote upon each such issue.

2.2.2 Each Member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such Member has a right to vote.

2.3 Annual Meeting

The annual meeting of the Members shall be held in the fourth quarter of each calendar year on a date determined by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

2.4 Special Meetings

The President, the Board, or no fewer than ten of the Members entitled to vote at such meeting, may call special meetings of the Members for any purpose.

2.5 Place of Meetings

All meetings of Members shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Massachusetts designated by the President, the Board, by the Members entitled to call a meeting of Members, or by a waiver of notice signed by the majority of all Members entitled to vote at the meeting. Such signatures may be submitted electronically.

2.6 Notice of Meetings

The Secretary of the Board shall cause to be delivered to each Member entitled to vote at the meeting, either personally, by mail, or electronically, not fewer than ten days before the meeting, written notice stating the place, date, and time of the meeting and, in the case of a

special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written or electronic request of not fewer than ten of the Members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of Members to be held at such date, time, and place as the Secretary may fix, not more than ten days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting.

2.7 Waiver of Notice

Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Massachusetts law, a waiver thereof in writing or electronically, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.8 Quorum

Thirty of the Members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. If less than a quorum of the Members entitled to vote is represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

2.9 Manner of Acting

A majority of the votes entitled to be cast by the Members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by applicable Massachusetts law, the Articles of Incorporation, or these Bylaws.

2.10 Proxies

A Member may vote by proxy executed in writing by the Member or by her, his, or their attorney-in-fact. Such proxy shall be filed with the Secretary of the Board before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.11 Action by Members Without a Meeting

Any action which could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken is signed in writing or electronically by a majority of Members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Members.

2.12 Meetings by Telephone or Other Electronic Media

Members of the Corporation may participate in a meeting of Members by means of a conference telephone or similar communications equipment through which 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, though in-person attendance is encouraged when possible.

2.13 Enrollment

Each Member and Associate Member shall be duly enrolled by the Secretary and notified of assignment or election.

2.14 Dues

To maintain their good standing in the Chapter, all Members shall pay annual Chapter dues as established at the annual meeting of the Board and shall pay other such dues as specified by the Institute.

2.15 Termination

The Board may ask the Institute to terminate the Membership of any AIA or Associate Member for unprofessional conduct, indebtedness, or other just cause. No Architect Member or Associate Member may resign when under charges or indebted to the Corporation. The Board may terminate the Membership of any individual, other than an Architect or Associate Member, for just cause.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Corporation shall be managed by a Board of Directors.

3.2 Number and Qualifications

The Board shall consist of not fewer than three nor more than twenty Directors. The majority of the Board must be Assigned Architect Members of the Corporation. Associate Members shall make up no more than one-third or three Directors, whichever is greater. The Executive Director shall serve *ex officio* as a nonvoting Member.

3.3 Election of Directors and Officers

Directors shall be elected in person, by mail, or electronically each year at the annual meeting of Members.

3.4 Term of Office

Unless a Director dies, resigns, or is removed, she, he, or they shall hold office for three years or until her, his, or their successor is elected, whichever is later. Approximately one-third of the elected Directors shall stand for election each year. Each Director may serve a maximum of three consecutive terms.

3.5 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of Members for the purposes of electing/ratifying officers

and transacting such business as may properly come before the meeting.

3.6 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the Commonwealth of Massachusetts as the place for holding any special Board or committee meeting called by them.

3.8 Meetings by Telephone or Other Electronic Media

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting, though in-person attendance is encouraged when possible..

3.9 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or without the Commonwealth of Massachusetts designated by the Board, by any persons entitled to call a meeting, or by a waiver of notice signed in writing or electronically by all Directors.

3.10 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal or electronic communication not fewer than ten days before the meeting. Notices in writing may be delivered or mailed, by post or electronically, to the Director at her, his, or their address shown on the records of the Corporation. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of such meeting.

3.11 Waiver of Notice

Whenever any notice is required to be given to any Director under the provision of these Bylaws, the Articles of Incorporation, or applicable Massachusetts law, a waiver thereof in writing, signed in person or electronically by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Massachusetts law.

3.14 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her, his, or their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the Secretary before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.15 Vote of Interested Directors

If a Director holds an ownership or investment interest or compensation agreement with any corporation, firm, or other entity with which the Corporation contemplates contracting or otherwise transacting business, the Director shall disclose her, his, or their interest or agreement to the other Directors acting upon or in reference to such transaction. No Director so interested shall vote on such transaction, but she, he, or they may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such transaction.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed in writing or electronically by each of the Directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.17 Resignation

Any Director may resign at any time by delivering notice, written or electronic, to the President or the Secretary or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of Members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the

votes cast by Members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of Members at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of her, his, or their predecessor in office.

3.20 Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Additional committee Members need not be Members of the Board. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any Member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, her, or him by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the Members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any Member of any committee may resign at any time by delivering written or electronic notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove

from office any Member of any committee elected or appointed by it.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

3.22 Indemnification

Except as provided below, the Corporation shall indemnify any Director against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine, penalty, or settlement, provided the Board of Directors 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 Director or serving in a representative capacity. Such indemnification shall apply even though at the time of such claim, action, or preceding such a person is no longer a Director or officer of the Corporation.

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 Directors all facts, events and occurrences which the Board of Directors in its sole discretion deems relevant to its decision to indemnify; and (2) fully cooperating with and assisting the Corporation 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 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 Corporation.

Expenses reasonably incurred in defending any claim, action, suit, or proceeding of the character described in the preceding paragraph may, if the Board so decides, be advanced by the Corporation 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 that such person is not entitled to indemnification.

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

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be an Assigned Member elected by the Board.

- (a) Except as otherwise provided in these by-laws, the terms of all elected officers other than the President and First Vice-President shall be three years and until their successors are qualified.
- (b) The terms for President, Past-President and First Vice-President shall be one year and shall begin at the conclusion of the BSA annual meeting held each year in early December.

4.2 Election and Term of Office

Elections shall be by a majority of the whole number of those voting by written ballots as hereinafter described. Unless an officer dies, resigns, or is removed from office, she, he, or they shall hold office until the annual meeting of the Board three years hence or until her, his, or their successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written or electronic notice to the President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by a majority of the Board if in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all the assets, business, and affairs of the Corporation. The President shall preside over meetings of the Members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to

her, him, or them by the Board from time to time.

4.7 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office and electronic addresses and class of each Member and Director and of the name and post office and electronic address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her, him, or them by the President or the Board. The Secretary may with approval of the Board delegate the performance of any or all of the duties as recording or corresponding secretary, (a), (b), (c), or (d) above.

4.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and of its instruments and papers involving finances and financial commitments; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws, and shall make all disbursements thereof; shall prepare the budgets; shall conduct the correspondence relating to this office; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her, him, or them by the President or the Board. With the approval of the Board she, he, or they may delegate the performance of duties relating to the preparation of budgets, collections and accounts, keeping records and correspondence, and the custody of any documents not stored in safety deposit vaults; she, he, or they shall not delegate custody of documents in vaults; nor authority to sign checks, financial instruments relating to loans, nor contracts exceeding \$50,000.00, to any person, except as specifically authorized by the Board. The Treasurer shall be bonded.

4.9 Officers *pro tem*

In the absence of the President, Secretary, and/or Treasurer, the Board may elect from its Membership a President, a Secretary, and/or a Treasurer *pro tem*. 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.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Members and Board, and any minutes which may be maintained by

committees of the Board; records of the name and post office and electronic address and class of each Member and Director, and of the name and post office and electronic address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Member of three months standing or to a representative of more than five percent of the Membership.

5.2 Accounting Year

The accounting year of the Corporation shall be the twelve months corresponding with the calendar year.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be determined by the President and may not be inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

ARTICLE 6. AMENDMENTS

Section 1.

These by-laws may be amended by the Society, at any meeting, by a two-thirds affirmative vote of the Members present and voting provided thirty days of notice of the proposed amendment shall have been given to each Member. The Board, however, shall have the authority, to the extent permitted by law, to amend these by-laws when amendment is required to conform these by-laws to Institute by-laws, or applicable civil law. No amendment to these by-laws concerning Institute affairs shall be effective until approved by the Institute.

Section 2. Transition Policies

In the event of any amendment of these by-laws, the Board 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 and its members.

As amended and adopted by the Board _____, _____.

Secretary

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

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.

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.

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

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

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,

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

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

A Note on BSA History

Draft

The Boston Society for Architecture (BSA), which includes the Boston Society of Architects (BSA/AIA) and the BSA Foundation (Foundation), is both a membership and community nonprofit organization committed to advancing architecture, equity and justice, healthy environment, and communities for everyone in Eastern Massachusetts. The BSA/AIA is dedicated to supporting and promoting the profession of architecture and the critical value of design in the built environment. The Foundation uses the fundamental blocks of architecture and design to help communities address challenges by providing access to design resources and design education, while empowering neighborhoods by visualizing design solutions to address inequities and injustice, as well as the effects of climate change. Collaboratively, the BSA works to build a better Boston by engaging communities, inspiring vision and provoking positive change.

The BSA/AIA was founded on June 20, 1867 making it the second oldest chapter of the American Institute of Architects (AIA) in the country. The BSA Foundation was founded by the BSA/AIA in 1971 to engage the public in appreciation for architecture. In 1985, the BSA/AIA had fewer than 400 members and an annual budget of \$200,000. That year the BSA/AIA opened its membership doors to the world and changed the nature of the organization. Today, the BSA is the second largest local chapter with 4,500 members and a combined budget of over \$4M and reserves of \$11M.

In 2012 the BSA opened BSA Space at Atlantic Wharf featuring more than 5,000 square feet of gallery and meeting space for creative explorations of the potential of design to inspire, create community and transform the world we inhabit.

In 2014, the BSA/AIA and the BSA Foundation strengthened their relationship working hand-in-hand to engage the public in design appreciation and building better communities in Greater Boston. Since then the BSA's impact in the public realm has increased dramatically. In 2016 the BSA provided access to design education to about 1,000 youth, about 10% from under-resourced communities, while today we reach more than 3500 youth and 60% from under-resourced neighborhoods. Since 2016, the BSA has completed more than 25 community design projects in under-resourced neighborhoods. Today, the BSA is focused on both the professional and public realms in four areas: advancing architecture; building a healthy environment and mitigating the effects of climate change; creating equity and fighting the systems of injustice; and creating livable communities.

January 2021

A Note on BSA History

The Boston Society for Architects (BSA/AIA) is committed to professional development for its members, advocacy on behalf of great design, and sharing an appreciation for the built environment with the public at large.

The BSA/AIA was founded on June 20, 1867 making it the second oldest chapter of the American Institute of Architects (AIA) in the country. Through the years the BSA has made many remarkable achievements and looks forward to the phenomenal future.

In 1985, the BSA opened its membership doors to the world. Expanding our vision to include building industry allies such as clients, contractors and engineers, and also civic and community leaders to participate. In 1985 the BSA had fewer than 400 members and an annual budget of

\$200,000. Today, the BSA is the second largest local chapter with over 4,000 members and produces a diverse array of programming services and publications.

In 2012 the BSA opened BSA Space at Atlantic Wharf. BSA Space features more than 5,000 square feet of gallery and meeting space for creative explorations of the potential of design to inspire, create community and transform the world we inhabit.

In 2014, the BSA and the BSA Foundation (previously the Boston Foundation for Architecture) strengthened their relationship. The BSA and BSA Foundation work hand-in-hand to engage the public in design appreciation and building better communities in Greater Boston. With the BSA's ability to convene the great intellectual resources of the design profession and the Foundation's focus on engaging and inspiring appreciation in people in the power of design, we make Greater Boston even greater for everyone's tomorrow. In 2017, BSA sold ABX to Informa and in 2019 ArchitectureBoston was converted from paper to digital.

In 2019, the Boston Society for Architects/AIA partners with the BSA Foundation forming the BSA, Boston Society for Architecture, committed to improving the quality of life for everyone through architecture and design.

January 2020

Our Mission

To unite in fellowship the architects of the Chapter territory; to combine their efforts to promote the artistic, scientific and administrative competence of the profession; to encourage civic, educational and cultural activities; to forward the goals of the AIA and to urge adherence to its ethical standards.

The BSA Foundation Organizational History

The Boston Society of Architects Charitable Foundation was established in 1971 for the purposes of managing a memorial fund named after architect J. Robert Wolf, Jr. The J. Robert Wolf, Jr. fund primarily made small grants to the [Boston] Children's Museum. The Foundation also managed the Boston Society of Architects/AIA and Boston Architectural College scholarships in part.

In 1974, a second fund was established within the Foundation: the Environmental Education Fund. This fund grew out of the Cambridge Urban Awareness Program, which was originally championed by the Education Committee and placed volunteer architects in elementary schools to educate children about the built environment. This program produced an instructional publication, Streets, in collaboration with The Architects Collaborative, in 1976, and was active until 1978.

In 1984, the Boston Society of Architects Charitable Foundation was renamed the Boston Foundation for Architecture. The Foundation was repositioned because there was “no organization whose purpose [was] to further the knowledge and understanding of architecture...architectural excellence [was] identified in the public’s mind in only a very limited fashion.” Its primary role, however, continued to be giving small grants.

In 2014, the Foundation repositioned itself once more, newly named the BSA Foundation. While it continues to give small grants annually, the Foundation has shifted its focus to public-facing programs and initiatives, with a vision to build a better Boston by inspiring vision, engaging communities, and provoking positive change.

Milestones

1971

The J. Robert Wolf, Jr. Fund is established to provide grants to persons or projects in the area of the visual and environmental education of the young.

The Boston Society of Architects Charitable Foundation is established 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, including the management of the J. Robert Wolf, Jr. Fund.

1974

The Environmental Education Fund, born out of the Education Committee’s Cambridge Urban Awareness Program in schools, is established under the Foundation to support the education of the public about the man-made environment. Supported in particular are activities that provide opportunities for the voluntary participation of members of the design and related professions.

1978

The Environmental Education Fund is dissolved, due primarily to Cambridge Urban Awareness Program inactivity.



BSA Foundation

290 Congress Street Ste. 200

Boston, MA 02210-1038

P: 617-391-4011

F: 617-951-0845

architects.org/foundation

1984

The Boston Society of Architects Charitable Foundation is repositioned and renamed the Boston Foundation for Architecture, with the aim to stimulate the awareness of architectural excellence and the understanding of the built environment by the general public. The Foundation's primary activity continues to be giving small grants.

2014

The Boston Foundation for Architecture is repositioned and renamed the BSA Foundation, with the aim to enhance public understanding of the built environment and the processes that shape it. While it continues to give small grants, the Foundation, strategically aligned with the Boston Society of Architects/AIA, adopts an expansive vision to build a better Boston by inspiring vision, engaging communities, and provoking positive change. **Learning By Design in Massachusetts**, long-time grant recipient, becomes a program of the BSA Foundation.

First major sustainable funding drive results in calendar-year donations of \$450,000.

2016

The Community Design Resource Center of Boston, long-time grant recipient, becomes a program of the BSA Foundation.

VISION:

By 2030, BSA/AIA architects will be leading professionals advancing design excellence; sustainable and resilient design; and equity, diversity, and inclusion.

MISSION: from our charter

Collegiality: To unite in fellowship the architects of the BSA/AIA territory.

Best practices and design quality: To combine the efforts of our members to promote the artistic, scientific, and administrative competence of the profession.

Goals and ethical standards of the profession: To forward the goals of the AIA and to urge adherence to its ethical standards.

Public design engagement and education: Engage the widest possible public to broaden the understanding of the value of design and its role in creating a vibrant city and region.

BSA/AIA + BSA FOUNDATION

By 2030, Boston is a model of a resilient, equitable, and architecturally-vibrant city and region

BACKGROUND:

About the **Boston Society of Architects/AIA** (BSA/AIA), the **BSA Foundation**, and **BSA Space**.

The **BSA/AIA** is committed to professional development for our members, advocacy on behalf of great design, and sharing an appreciation for the built environment with the public at large. Established in 1867, the BSA/AIA today has nearly 4,500 members and offers unparalleled programs, services, and publications that foster innovation, equity, economic vitality, and resiliency throughout New England, North America, and the world.

The **BSA Foundation**, a 501(c)(3) public charity, has a mission to build a better Boston by engaging communities, inspiring vision, and provoking positive change. The BSA Foundation's vision is that by 2030 Boston is a model of a resilient, equitable, and architecturally vibrant city and region. The BSA Foundation was established by BSA/AIA in 1971 as the public service sister organization to the BSA/AIA. Since 2014 the BSA Foundation has served over 100,000 people.

BSA Space is Boston's center for architecture and design and is home to the BSA/AIA and BSA Foundation. We host public and professional exhibitions. Visitors are invited to view their world differently, imagine new possibilities for improving their community, and learn achievable and remarkable ways to do it. BSA Space opened in 2012 and is free and open to the public.

STRATEGIC GOAL #1 Practice excellence

Advance design and professional excellence and equity within the architectural community, through supporting a diverse range of models of architectural practice and design.

PRIORITIES

Help the architectural community, including students and interns, improve the quality of design and their practice by:

- Exploring a wide range of new practice models
- Remedyng patterns of racial and gender inequality within the profession
- Expanding opportunities for public interest/pro bono design services
- Professional development

STRATEGIC GOAL #2 Design and building excellence

Improve the quality of building construction through collaboration and thought leadership in the AEC industry.

PRIORITIES

Work with professional and industry partners to promulgate and share best practices that improve the quality of design and construction, by exploring and advancing:

- Encouraging innovative design approaches
- BIM and other new forms of information technology
- New methods of project delivery and development
- New methods of fabrication and assembly

STRATEGIC GOAL #3 Public policy and advocacy

Advocate for public policies in planning and design that will create a more beautiful, vibrant, and just city and region, through partnership with government agencies and other nonprofits.

PRIORITIES

With AIA Massachusetts, advocate for government programs, policies, regulations, and laws that advance BSA/AIA ethical standards and policy goals for:

- Design excellence
- Equity and inclusion
- Climate change/sustainability
- Resiliency/adaptation
- Housing
- City and regional planning

STRATEGIC GOAL #4 Public design engagement and education

Engage the widest possible public to broaden the understanding of the value of design and its role in creating a vibrant and just city and region.

PRIORITIES

Work with the BSA Foundation to strengthen civic engagement activities that make the public aware of efforts throughout the region to advance:

- Design excellence
- Equity and inclusion
- Climate change/sustainability
- Resiliency/adaptation
- Housing
- City and regional planning

Strategic Planning Process Map 2018

continued from page 1

VISION:

By 2030, BSA/AIA architects will be leading professionals advancing design excellence; sustainable and resilient design; and equity, diversity, and inclusion.

MISSION: from our charter

Collegiality: To unite in fellowship the architects of the BSA/AIA territory.

Best practices and design quality: To combine the efforts of our members to promote the artistic, scientific, and administrative competence of the profession.

Goals and ethical standards of the profession: To forward the goals of the AIA and to urge adherence to its ethical standards.

Public design engagement and education: Engage the widest possible public to broaden the understanding of the value of design and its role in creating a vibrant city and region

STRATEGIC GOAL #1 Practice excellence

Partners to engage

- Massachusetts architects, interns, and firm employees
- Massachusetts AE firms
- Massachusetts architectural students and teachers
- Massachusetts architecture schools
- Executive Education

Tools

- All BSA committees
- ABX, other educational programs
- *ArchitectureBoston*, Currents, website, social media
- Design Awards
- Social events

Success metrics

- BSA professional and associate membership
- Committee membership, participation, and events
- Attendance, revenues from ABX, and other programs

STRATEGIC GOAL #2 Design and building excellence

Partners to engage

- Same as Goal #1
- Professional groups: BSLA, ACEC
- Industry groups: ABC, USGBC, ULI, AGC, NAIOP, GBREB
- State and city construction agencies: DSB, DCAM, MSBA, BPFD

Tools

- All BSA committees
- ABX, other educational programs
- *ArchitectureBoston*, Currents, website, social media
- Design Awards
- Social events

Success metrics

- BSA Affiliate membership
- Participation of affiliates and non-BSA members in committees
- Attendance of affiliates and non-BSA members at ABX, other programs and events

STRATEGIC GOAL #3 Public policy and advocacy

Partners to engage

- Same as Goals #1 + #2
- BSA Foundation, AIA Massachusetts
- City, regional, and state agencies (e.g. Cities of Boston, Cambridge, and Somerville; MAPC; Mass EEA, etc.)
- Nonprofits (e.g. Green Ribbon Commission, Boston Harbor Now, partners in Smart Growth Alliance, etc.)

Tools

- BSA Advocacy committees
- Policy documents
- Lectures, symposia, forums
- Community projects, design workshops/charrettes
- *ArchitectureBoston*
- Gallery exhibitions in BSA Space

Success metrics

- Participation in policy working groups with government agencies and nonprofits
- Development and dissemination of policy positions
- Advances in government policies and regulations

STRATEGIC GOAL #4 Public design engagement and education

Partners to engage

- Same as Goals, #1, #2, + #3
- School children, parents, teachers
- Community partners
- General public

Tools

- KidsBuild!
- Community projects, design workshops/charrettes
- *ArchitectureBoston*
- Gallery exhibitions in BSA Space
- BSA + BSA Foundation sponsored lectures, symposia, forums
- Design Awards

Success metrics

- Participation in KidsBuild!
- Number and effectiveness of community projects and workshops
- Circulation of *ArchitectureBoston*
- Attendance at gallery exhibitions, public

VISION:

MISSION:

To build a better Boston by:

BACKGROUND:

About the BSA Foundation,
the Boston Society of Architects/ AIA (BSA),
and BSA Space.

The BSA Foundation, created by the BSA in 1971, is committed to engaging the public in appreciating design excellence and helping solve our community's challenges through design. In 2014, the Foundation expanded our focus to "build a better Boston by engaging communities, inspiring vision, and provoking positive change" through design. We deliver the mission through exhibitions at BSA Space, youth and family design education programs, cultural programming, community, and civic work.

The BSA is committed to professional development for our members, advocacy on behalf of great design, and sharing an appreciation for the built environment with the public at large. Established in 1867, the BSA today has nearly 4,000 members and produces a diverse array of programs and publications, including ABX, and ArchitectureBoston the design ideas magazine. A chapter of the American Institute of Architects, the BSA is a nonprofit, professional-service organization for the design and building industry profession.

BSA Space is Boston's center for architecture and design and is home to the BSA and BSA Foundation. We host exhibitions, public and professional. Visitors are invited to view their world differently, imagine new possibilities for improving their community, and learn achievable and remarkable ways to do it. The BSA Space opened in 2012 and is free and open to the public.

By 2030, Boston is a model of a resilient, equitable and architecturally vibrant city and region.

1. Engaging the public in the importance and power of design.

2. Inspiring vibrant neighborhoods & a more resilient & equitable city through design explorations with community-based audiences.

3. Provoking change through strong collaborative efforts and strategic use of our resources, including BSA Space.

STRATEGIC GOAL 1: Ensuring access for every child in Boston to design education.

1. Expand design education programs to more neighborhoods.
2. Offer family design programs on more weekends.
3. Engage potential partner design education groups, local universities, state and local education leaders in a roundtable to facilitate expansion of design education.
4. Develop design education coalition to meet with leading city and state education administrators to explore and develop design curriculum for schools.
5. Develop and regularly offer design education training programs for educators and architects.
6. Tie exhibitions (when appropriate) to youth design education goals.
7. Mobilize foundation and corporate support for education initiatives.
8. Align BSA Foundation grants to support design education.

STRATEGIC GOAL 2: Providing access to design resources for every neighborhood in Boston.

1. Expand community design programs to more communities in need by developing a project selection process.
2. Engage public figures, community leaders, key institutions, architecture firms, and design schools to deepen our understanding of community needs and opportunities and explore how to build the infrastructure.
3. Engage related organizations to build a coalition focused on providing design, planning, and building resources in communities.
4. Tie appropriate exhibitions to addressing neighborhood design challenges.
5. Partner with local universities and others to develop assessment tools.
6. Mobilize foundation and corporate support for community initiatives.
7. Align BSA Foundation grants to support community resources projects.

STRATEGIC GOAL 3: Using design to engage and empower the public to address regional challenges.

1. Build structure to organize and grow design workshop/charrette programming.
2. Deepen the impact of the Designing Boston (and related) programs.
3. Coordinate policy and growth agenda with the BSA advocacy agenda.
4. Build a coalition of like-minded organizations to advance policies and growth that support equity, resiliency and design excellence.
5. Develop and implement coordinated communication strategies around policy and growth.
6. Provide high quality public programs that increase awareness of excellent design policies and growth.
7. Mobilize foundation and corporate support for the design policy and growth agenda.

MEASURES OF SUCCESS:

Annually

- # Boston children who have access
- Level of understanding
- City and media recognition

Long-term

- Boston students entering architecture/design profession
- Level of community engagement using design thinking
- Quality of Boston design

MEASURES OF SUCCESS:

Annually

- # Boston neighbors using design resources to solve challenges
- Quality of design projects
- City and media recognition

Long-term

- Access of design resources for all neighborhoods
- Quality and affordability of housing, resiliency, etc. for every neighborhood

MEASURES OF SUCCESS:

- Quality of design in Boston
- Impact of policies on the urban core
- Recognition of policies in media and other cities
- Level of city leadership support for policies

DELIVERY TOOLS:

YOUTH & FAMILY PROGRAMS:
Learning by Design
KidsBuild!
Family Design Days

COMMUNITY DESIGN:
CDRC
Workshops & charrettes
Designing Boston & forums

EXHIBITIONS:
6,500 square feet of gallery space

GRANTS:
Distributed more than \$1million supporting community based design education.

CULTURAL PROGRAMMING:
Common Boston
AIA Guide to Boston App
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BOSTON SOCIETY
OF ARCHITECTS/AIA

Seeking Board Action and Making Board Reports

This memo is meant to provide basic guidelines for anyone offering a report of any kind to the BSA board of directors, and for anyone seeking board review, approval or other action on a committee or task force recommendation or proposal.

Board agendas tend to fill up quickly and meeting time is limited. That means that reports to the board and solicitations for board action must be succinct and clear or they're not likely to get the attention they deserve.

The BSA board is a policy-making body, not a committee. It is important the materials that come before it for action, clearly state what kind of action is being sought: approval or modification of a policy proposal, advice on committee dilemmas, or other action. The board, because it deals with such a broad range of issues that affect the BSA's architect members and our public and allied professional constituencies, is interested to learn as much as possible about what is transpiring in the BSA, the profession-at-large, and the building industry in general, and enabling effective committee and constituent engagement.

When making a report to or request of the board, in writing or in person, it may be helpful to follow this format:

- Identify yourself and any others (committees or groups or other individuals) for whom you are speaking
- Identify the purpose of your presentation (an informational report, a solicitation of board action/approval, or other purpose)
- State clearly what it is you want from the board: a vote, advice, encouragement, etc.
- Summarize the key issues (and provide back-up materials/handouts as appropriate)
- Describe the options you believe present themselves to the board; that is, describe the available courses of action as you perceive them and, if appropriate, tell the board which you think is the most appropriate alternative and why.

Please call **Eric White at 617-391-4005** for details on board agendas and how to get on them, how and when to provide handouts, and any other questions.

BSA Policies

BSA Conflict of Interest Policy

The Board of Directors of the Boston Society of Architects (BSA) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making by the Board on matters of organizational policy, approval of major transactions or initiatives, wise investment of BSA funds, and other policy issues. The directors also recognize that the ability to make good decisions for the BSA is affected by an individual's personal and professional interests.

The directors believe that they and the Society's employees have a duty of loyalty to the BSA. This duty requires that directors and employees avoid conflicts of interest and, in their roles as directors and employees, demonstrate an allegiance to the BSA's mission. A conflict may exist, for example, when a director or employee of the BSA participates in the deliberation and resolution of an issue important to the BSA while that director or employee at the same time has professional, business, volunteer or other interests and responsibilities that could inappropriately bias that individual's decision-making. It is important to avoid apparent conflicts of interest as well as actual conflicts. Although most such potential conflicts are and will be deemed inconsequential, the directors and employees should be aware of situations that could be perceived as conflicts.

The BSA is dependent upon its directors who serve as volunteers. Accordingly, the BSA values, supports and encourages its directors as well as its employees to play active roles in our communities directly and through a variety of other public-sector and private-sector organizations. In such a culture, potential conflicts of interest or the appearance of such conflicts no doubt may arise. It is the BSA's policy to address such conflicts in as open and appropriate a way as possible.

Circumstances that may result in a potential conflict of interest include, but are not limited to:

- the hiring of vendors and consultants;
- the investment of BSA funds;
- acceptance of fees, gifts, or gratuities for speaking, consulting, or providing other services related to the work of the BSA or which conflict with the BSA's mission or operations.



In the case of such conflicts or the appearance thereof, it is the responsibility of the directors and employees to disclose the conflict prior to making any related decisions. Once such a disclosure has been made by a director, the remaining directors shall determine whether or not

there is a potential conflict of interest. If a conflict of interest exists for a director, that director shall not remain present for the discussion of or vote on any related issue, but may be counted for purpose of determining a quorum, and shall remain available to answer questions of a factual nature that may assist the other directors in their deliberations. The minutes of all related meetings should clearly indicate that the director involved did not vote on the issue at hand. In cases involving paid employees, the BSA President shall determine whether or not there is a conflict of interest.

Each director and employee should sign a copy of this document, acknowledging its existence and agreement with the policy described.

Adopted by the Boston Society of Architects Board of Directors, June 6, 2013



THE AMERICAN
INSTITUTE
OF ARCHITECTS

Ethics

FROM THE OFFICE OF GENERAL COUNSEL

2012 Code of Ethics & Professional Conduct

Preamble

Members of The American Institute of Architects are dedicated to the highest standards of professionalism, integrity, and competence. This Code of Ethics and Professional Conduct states guidelines for the conduct of Members in fulfilling those obligations. The Code is arranged in three tiers of statements: Canons, Ethical Standards, and Rules of Conduct:

- Canons are broad principles of conduct.
- Ethical Standards (E.S.) are more specific goals toward which Members should aspire in professional performance and behavior.
- **Rules of Conduct (Rule) are mandatory; violation of a Rule is grounds for disciplinary action by the Institute.** Rules of Conduct, in some instances, implement more than one Canon or Ethical Standard.

The **Code** applies to the professional activities of all classes of Members, wherever they occur. It addresses responsibilities to the public, which the profession serves and enriches; to the clients and users of architecture and in the building industries, who help to shape the built environment; and to the art and science of architecture, that continuum of knowledge and creation which is the heritage and legacy of the profession.

CANON I

General Obligations

Members should maintain and advance their knowledge of the art and science of architecture, respect the body of architectural accomplishment, contribute to its growth, thoughtfully consider the social and environmental impact of their professional activities, and exercise learned and uncompromised professional judgment.

E.S. 1.1 Knowledge and Skill:

Members should strive to improve their professional knowledge and skill.

Rule 1.101 In practicing architecture, Members shall demonstrate a

consistent pattern of reasonable care and competence, and shall apply the technical knowledge and skill which is ordinarily applied by architects of good standing practicing in the same locality.

Commentary: By requiring a “consistent pattern” of adherence to the common law standard of competence, this rule allows for discipline of a Member who more than infrequently does not achieve that standard. Isolated instances of minor lapses would not provide the basis for discipline.

E.S. 1.2 Standards of Excellence:
Members should continually seek to raise the standards of aesthetic excellence, archi-

tectural education, research, training, and practice.

E.S. 1.3 Natural and Cultural Heritage:
Members should respect and help conserve their natural and cultural heritage while striving to improve the environment and the quality of life within it.

E.S. 1.4 Human Rights:
Members should uphold human rights in all their professional endeavors.

Rule 1.401 Members shall not discriminate in their professional activities on the basis of race, religion, gender, national origin, age, disability, or sexual orientation.

E.S. 1.5 Allied Arts & Industries:
Members should promote allied arts and contribute to the knowledge and capability of the building industries as a whole.

CANON II

Obligations to the Public

Members should embrace the spirit and letter of the law governing their professional affairs and should promote and serve the public interest in their personal and professional activities.

E.S. 2.1 Conduct:
Members should uphold the law in the conduct of their professional activities.

Rule 2.101 Members shall not, in the conduct of their professional practice, knowingly violate the law.

Commentary: The violation of any law, local, state or federal, occurring in the conduct of a Member's professional practice, is made the basis for discipline by this rule. This includes the federal Copyright Act, which prohibits copying architectural works without the permission of the copyright owner.

Allegations of violations of this rule must be based on an independent finding of a violation of the law by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.102 Members shall neither offer nor make any payment or gift to a public official with the intent of influencing the official's judgment in connection with an existing or prospective project in which the Members are interested.

Commentary: This rule does not prohibit campaign contributions made in conformity with applicable campaign financing laws.

Rule 2.103 Members serving in a public capacity shall not accept payments or gifts which are intended to influence their judgment.

Rule 2.104 Members shall not engage in conduct involving fraud or wanton disregard of the rights of others.

Commentary: This rule addresses serious misconduct whether or not related to a Member's professional practice. When an alleged violation of this rule is based on a violation of a law, or of fraud, then its proof must be based on an independent finding of a violation of the law or a finding of fraud by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.105 If, in the course of their work on a project, the Members become aware of a decision taken by their employer or client which violates any law or regulation and which will, in the Members' judgment, materially affect adversely the safety to the public of the finished project, the Members shall:

- (a) advise their employer or client against the decision,
- (b) refuse to consent to the decision, and
- (c) report the decision to the local building inspector or other public official charged with the enforcement of the applicable laws and regulations, unless the Members are able to cause the matter to be satisfactorily resolved by other means.

Commentary: This rule extends only to violations of the building laws that threaten the public safety. The obligation under this rule applies only to the safety of the finished project, an obligation coextensive with the usual undertaking of an architect.

Rule 2.106 Members shall not counsel or assist a client in conduct that the architect knows, or reasonably should know, is fraudulent or illegal.

E.S. 2.2 Public Interest Services:
Members should render public interest professional services, including pro bono services, and encourage their employees to render such services. Pro bono services are those rendered without expecting compensation, including those rendered for indigent persons, after disasters, or in other emergencies.

E.S. 2.3 Civic Responsibility:
Members should be involved in civic activities as citizens and

professionals, and should strive to improve public appreciation and understanding of architecture and the functions and responsibilities of architects.

Rule 2.301 Members making public statements on architectural issues shall disclose when they are being compensated for making such statements or when they have an economic interest in the issue.

CANON III

Obligations to the Client

Members should serve their clients competently and in a professional manner, and should exercise unprejudiced and unbiased judgment when performing all professional services.

E.S. 3.1 Competence:
Members should serve their clients in a timely and competent manner.

Rule 3.101 In performing professional services, Members shall take into account applicable laws and regulations. Members may rely on the advice of other qualified persons as to the intent and meaning of such regulations.

Rule 3.102 Members shall undertake to perform professional services only when they, together with those whom they may engage as consultants, are qualified by education, training, or experience in the specific technical areas involved.

Commentary: This rule is meant to ensure that Members not undertake projects that are beyond their professional capacity. Members venturing into areas that require expertise they do not possess may obtain that expertise by additional education, training, or through the retention of consultants with the necessary expertise.

Rule 3.103 Members shall not materially alter the scope or objectives of a project without the client's consent.

E.S. 3.2 Conflict of Interest:

Members should avoid conflicts of interest in their professional practices and fully disclose all unavoidable conflicts as they arise.

Rule 3.201 A Member shall not render professional services if the Member's professional judgment could be affected by responsibilities to another project or person, or by the Member's own interests, unless all those who rely on the Member's judgment consent after full disclosure.

Commentary: This rule is intended to embrace the full range of situations that may present a Member with a conflict between his interests or responsibilities and the interest of others. Those who are entitled to disclosure may include a client, owner, employer, contractor, or others who rely on or are affected by the Member's professional decisions. A Member who cannot appropriately communicate about a conflict directly with an affected person must take steps to ensure that disclosure is made by other means.

Rule 3.202 When acting by agreement of the parties as the independent interpreter of building contract documents and the judge of contract performance, Members shall render decisions impartially.

Commentary: This rule applies when the Member, though paid by the owner and owing the owner loyalty, is nonetheless required to act with impartiality in fulfilling the architect's professional responsibilities.

E.S. 3.3 Candor and Truthfulness:

Members should be candid and truthful in their professional communications and keep their clients reasonably informed about the clients' projects.

Rule 3.301 Members shall not intentionally or recklessly mislead existing or prospective clients about the results that can be achieved through the use of the Members' services, nor shall the Members state that they can achieve results by means that violate applicable law or this Code.

Commentary: This rule is meant to preclude dishonest, reckless, or illegal representations by a Member either in

the course of soliciting a client or during performance.

E.S. 3.4 Confidentiality:

Members should safeguard the trust placed in them by their clients.

Rule 3.401 Members shall not knowingly disclose information that would adversely affect their client or that they have been asked to maintain in confidence, except as otherwise allowed or required by this Code or applicable law.

Commentary: To encourage the full and open exchange of information necessary for a successful professional relationship, Members must recognize and respect the sensitive nature of confidential client communications. Because the law does not recognize an architect-client privilege, however, the rule permits a Member to reveal a confidence when a failure to do so would be unlawful or contrary to another ethical duty imposed by this Code.

CANON IV**Obligations to the Profession**

Members should uphold the integrity and dignity of the profession.

E.S. 4.1 Honesty and Fairness:

Members should pursue their professional activities with honesty and fairness.

Rule 4.101 Members having substantial information which leads to a reasonable belief that another Member has committed a violation of this Code which raises a serious question as to that Member's honesty, trustworthiness, or fitness as a Member, shall file a complaint with the National Ethics Council.

Commentary: Often, only an architect can recognize that the behavior of another architect poses a serious question as to that other's professional integrity. In those circumstances, the duty to the professional's calling requires that a complaint be filed. In most jurisdictions, a complaint that invokes professional standards is protected from a libel or slander action if the complaint was made in good faith. If in doubt, a Member

should seek counsel before reporting on another under this rule.

Rule 4.102 Members shall not sign or seal drawings, specifications, reports, or other professional work for which they do not have responsible control.

Commentary: Responsible control means the degree of knowledge and supervision ordinarily required by the professional standard of care. With respect to the work of licensed consultants, Members may sign or seal such work if they have reviewed it, coordinated its preparation, or intend to be responsible for its adequacy.

Rule 4.103 Members speaking in their professional capacity shall not knowingly make false statements of material fact.

Commentary: This rule applies to statements in all professional contexts, including applications for licensure and AIA membership.

E.S. 4.2 Dignity and Integrity: Members should strive, through their actions, to promote the dignity and integrity of the profession, and to ensure that their representatives and employees conform their conduct to this Code.

Rule 4.201 Members shall not make misleading, deceptive, or false statements or claims about their professional qualifications, experience, or performance and shall accurately state the scope and nature of their responsibilities in connection with work for which they are claiming credit.

Commentary: This rule is meant to prevent Members from claiming or implying credit for work which they did not do, misleading others, and denying other participants in a project their proper share of credit.

Rule 4.202 Members shall make reasonable efforts to ensure that those over whom they have supervisory authority conform their conduct to this Code.

Commentary: What constitutes "reasonable efforts" under this rule is a common sense matter. As it makes sense to ensure that those over whom the

architect exercises supervision be made generally aware of the **Code**, it can also make sense to bring a particular provision to the attention of a particular employee when a situation is present which might give rise to violation.

CANON V

Obligations to Colleagues

Members should respect the rights and acknowledge the professional aspirations and contributions of their colleagues.

E.S. 5.1 Professional Environment:

Members should provide their associates and employees with a suitable working environment, compensate them fairly, and facilitate their professional development.

E.S. 5.2 Intern and Professional Development:

Members should recognize and fulfill their obligation to nurture fellow professionals as they progress through all stages of their career, beginning with professional education in the academy, progressing through internship and continuing throughout their career.

Rule 5.201 Members who have agreed to work with individuals engaged in an architectural internship program or an experience requirement for licensure shall reasonably assist in proper and timely documentation in accordance with that program.

E.S. 5.3 Professional Recognition: Members should build their professional reputation on the merits of their own service and performance and should recognize and give credit to others for the professional work they have performed.

Rule 5.301 Members shall recognize and respect the professional contributions of their employees, employers, professional colleagues, and business associates.

Rule 5.302 Members leaving a firm shall not, without the permission of their employer or partner, take designs, drawings, data, reports, notes, or other materials relating to the firm's work, whether or not performed by the Member.

Rule 5.303 A Member shall not unreasonably withhold permission from a departing employee or partner to take copies of designs, drawings, data, reports, notes, or other materials relating to work performed by the employee or partner that are not confidential.

Commentary: A Member may impose reasonable conditions, such as the payment of copying costs, on the right of departing persons to take copies of their work.

CANON VI

Obligations to the Environment

Members should promote sustainable design and development principles in their professional activities.

E.S. 6.1 Sustainable Design:

In performing design work, Members should be environmentally responsible and advocate sustainable building and site design.

E.S. 6.2 Sustainable Development:

In performing professional services, Members should advocate the design, construction, and operation of sustainable buildings and communities.

E.S. 6.3 Sustainable Practices:

Members should use sustainable practices within their firms and professional organizations, and they should encourage their clients to do the same.

RULES OF APPLICATION, ENFORCEMENT, AND AMENDMENT

Application

The **Code of Ethics and Professional Conduct** applies to the professional activities of all members of the AIA.

Enforcement

The Bylaws of the Institute state procedures for the enforcement of the **Code of Ethics and Professional Conduct**. Such procedures provide that:

(1) Enforcement of the **Code** is administered through a National Ethics Council, appointed by the AIA Board of Directors.

(2) Formal charges are filed directly with the National Ethics Council by Members, components, or anyone directly aggrieved by the conduct of the Members.

(3) Penalties that may be imposed by the National Ethics Council are:

- (a) Admonition
- (b) Censure
- (c) Suspension of membership for a period of time
- (d) Termination of membership.

(4) Appeal procedures are available.

(5) All proceedings are confidential, as is the imposition of an admonishment; however, all other penalties shall be made public.

Enforcement of Rules 4.101 and 4.202 refer to and support enforcement of other Rules. A violation of Rules 4.101 or 4.202 cannot be established without proof of a pertinent violation of at least one other Rule.

Amendment

The **Code of Ethics and Professional Conduct** may be amended by the convention of the Institute under the same procedures as are necessary to amend the Institute's Bylaws. The **Code** may also be amended by the AIA Board of Directors upon a two-thirds vote of the entire Board.

***2012 Edition.** This copy of the **Code of Ethics** is current as of September 2012. Contact the General Counsel's Office for further information at (202) 626-7348.



BSA Statement on Equity, Diversity & Inclusion (EDI) and Sexual Harassment

Architecture, along with the entire building-industry, has been plagued by longstanding patterns of racial and gender discrimination and inequity. The domination of one culture in leadership and power positions has resulted in an imbalanced and unjust system. While we believe that the overwhelming majority of architects and firms care deeply about rectifying these imbalances and inequities of the current culture, change is painfully slow. As an organization comprising nearly 4,000 members, the Boston Society of Architects/AIA (BSA/AIA) acknowledges our responsibility for how this culture has affected and continues to affect everyone in and around the profession. We, the BSA, have a duty to help make our profession more equitable, diverse and inclusive.

We bear an obligation to ensure that every workplace and design school is safe from sexual harassment and similar abuses – an issue that is both unique and interconnected with equity, diversity and inclusion. Recent events reveal disturbing and deplorable conditions that some have faced. We applaud the courage of those who come forward to challenge abuses and the lack of diversity within their workplaces and schools, because doing so brings personal risks calculable only by those who take them. We support the recent [statement](#) of AIA President Carl Elefante FAIA that “sexual harassment -- in any form and in any workplace -- should not be tolerated and must be addressed swiftly and forcefully” and the recent AIA [statement](#), “Where we stand: sexual harassment & the architectural profession.”

On both these issues there is much work to be done. To that end, we are engaging our members and staff, with the help of external experts, to help us identify and take actions that will change this culture. We will focus on specific actions that improve individual opportunities, the culture of firms and schools, and the operations and culture of the BSA itself. The BSA Board has authorized the creation of a task force to oversee two charges:

1. Review the [AIA Equity, Diversity & Inclusion Report](#), identify any proposed enhancements to the report, review diversity within the BSA relative to other cities, and recommend:
 - a. Actionable steps the BSA can take to increase equity, diversity and inclusion in the profession and the BSA. The steps should include tools for individual as well as firm development.
 - b. Appropriate written BSA policies and position statements including visionary equity goals that will support these actions.
2. Develop a BSA action plan around the following issues of sexual misconduct, harassment and inappropriate professional conduct:
 - a. Support for those who are or may be victims of workplace abuse or misconduct.
 - b. Support for firms and schools in creating positive environments for all employees, consultants, clients and the public.
 - c. Appropriate procedures relating to allegations of BSA member misconduct or abuse.
 - d. Examination of the BSA’s internal employee procedures around misconduct, to ensure the staff is provided a safe environment free from harassment.

We will be fully transparent in this initiative, and will provide regular communications to members highlighting specific actions we are taking to advance this work. If you are interested in



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Equity, diversity, inclusion: In the interest of the greater good

Equity, diversity, and inclusion are fundamental to the values reflected in our code of professional ethics and must be fostered throughout our organization, the profession, our workplaces, and communities. We strive to cultivate a sense of safety and belonging for all individuals while creating an atmosphere of deep collaboration that cuts across demographic and hierarchical lines.

Approved by BSA/AIA Board in 2020

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Succession planning

The primary purpose of this document is to prepare the BSA and BSA Foundation for an unplanned departure of the executive director. Key Board transition processes are identified in both the BSA and BSA Foundation by-laws. This document identifies the plans to address succession of the Executive Director in the event of either an unplanned absence or planned departure. The document includes:

- Identify the process for dealing with:
 - A temporary, unplanned short-term absence (3 months or less)
 - A temporary, unplanned long-term absence (longer than 3 months)
 - A permanent, unplanned departure
 - A permanent, planned departure
- Identify individuals who might stand in during an emergency situation.
 - A key component of the plan includes identifying those individuals who can stand in and providing the appropriate preparation for those people including training, readings, and familiarization with important job functions.

Emergency Succession Planning

1. **What is the succession plan in the event of a *temporary, unplanned short-term absence (3 months or less)***
 - a. Who notifies the Board of the executive director's unplanned absence?
 - i. *The Executive Manager is responsible for notifying the BSA and BSA Foundation Boards. In the event s/he is not available, the controller will notify the Boards.*
 - b. What process will the Board take to appoint an Acting Executive Director?
 - i. *We recommend the Boards each designate a key individual, outside of the President and Board Chair, to serve as an advisor to the and Acting Executive Director(s).*
 - c. Do we create a standing appointee to the position of Acting Executive Director? (Should Executive Director responsibilities be divided among several designated appointees?)
 - i. *We recommend Billy Craig, Operations Managing Director, the Acting Executive Director for the BSA; and Pamela de Oliveira-Smith, Communications Managing Director, be the Acting Executive Director for the BSA Foundation. The two will work together to oversee operations and supervision.*
 - d. Who are the first and second back-ups for the position should the stand-in be unable to assume the position?
 - i. *We recommend first back-up for the BSA is Ben Cohen, Managing Director of Finance / Controller, and backup for the BSA Foundation be Victoria McKay, Managing Director of Institutional Advancement.*
 - e. What is the plan by the Executive Director to provide training for appointees? Who is responsible for implementing this plan?



- i. The Executive Director meets periodically with the designees to familiarize them with primary responsibilities including work with the Board (working with Executive Assistant); strategic directions and planning; finances (working with the Controller); Fundraising (working with the Development Director); and important external relationships. The Executive Director is responsible for implementing the training.
 - f. What specific authority and restrictions will the appointee(s) have? Will appointee(s) have the same authority as the regular Executive Director or are certain authorities restricted?
 - i. The appointees will have the same authority as the Executive Director with caution around:
 1. Hiring/Firing – unless already in the works, or dire emergency
 2. Major unplanned MOU/partnership agreements, purchases or expenses
 - g. What is the compensation package for the Acting Executive Director during their interim role?
 - i. Standard practice is a temporary salary increase to the entry level salary of the E.D. or to 10% above his/her current salary, whichever is greater. Depending upon the length of time, this may be adjusted in their paychecks or paid as a bonus.
 - h. Board oversight and support of the Acting Executive Director
 - i. The Board will be alerted to any special support needs of the Acting E.D.s as well as monitoring their work.
 - i. What is the communication plan and who should be notified in the event of an unplanned absence?
 - i. Board members from both the BSA and Foundation will be notified by the executive manager. Staff will be notified by the Acting Executive Directors.
 - ii. Key government and civic leaders and officials, foundation, donors and supporters, and press will be reviewed annually by the executive director and a list will be maintained in the BSA Shared drive “governance” “succession planning”
- 2. What is the succession plan in the event of a *temporary, long-term, unplanned absence* (longer than 3 months)**
- o The procedures are the same as the short-term absence. The Boards should meet with the Acting Executive Directors to give consideration to temporarily back-filling the management position(s) left vacant by the Acting Executive Directors? This recognizes the Acting Executive Director may not reasonably be expected to perform the duties of both positions.
- 3. What is the succession plan in the event of a *permanent unplanned absence*?**

- The procedures are the same as the long-term temporary absence. The Boards should appoint a Transition and Search Committee to plan and carry out a transition to a new executive director.
- 4. All plans should be approved by the Boards of both the BSA and the BSA Foundation.**
- The plan should be signed by the BSA President, BSA Foundation Chair, the Executive Director and the appointees designated in the plan.
 - The plan should be reviewed annually by the BSA and Foundation Boards to identify any personnel changes.
 - Copies of the plan should be made available on the BSA and BSA Foundation Boards webpages, the Executive Director, and the Controller.

Departure-Defined Succession Planning

Typically succession planning for a longer-termed E.D. should begin two to three years before the departure date (most successful search firms require 18 months to complete a good transition). Key elements to successful “departure-defined succession” planning are:

1. Deal with personal and professional barriers for the departing ED, for example:
 - Future employability concerns;
 - Inadequate retirement savings;
 - Unfinished business in the current job; and/or
 - Loss of identity and status attached to current job.
2. Set the departure date.
3. Form a Succession Planning Committee.
4. Prepare a communications plan (how soon to tell whom and by what means).
5. Identify agency vulnerabilities via a “sustainability audit.”
6. Design and implement strategies to address the vulnerabilities.
7. Identify the agency’s broad strategic directions three to five years out.
8. Solidify the management team in light of agency vulnerabilities and skills demanded by the strategic directions.
9. Build the Board’s leadership abilities.
10. Back-up key executive relationships.
11. Put finances in order.
12. Build financial reserves and secure multi-year program funding.
13. Agree on the parameters of the ED’s emeritus role-if one is set up.
14. Set the executive search strategy, i.e., decide whether or not to use an executive recruiter.

Finding the successor

- Are there any internal candidates with the interest and ability to take on the role?
- Does the organization need an interim executive director to address the transitional needs?

Strategic leader development

- Create a strategic vision and clear sense of long-term goals and directions
 - Identify the leadership competencies necessary to achieve the vision, goals and directions
 - Create professional develop plans to assemble a pool of talented staff members who can meet future leadership needs
- Job Descriptions
 - Include core skills required for each position
 - Develop personal skill-building plans to fill gaps in skill sets
 - Create professional development plans for those who have the potential to assume greater responsibilities.

Succession Plan Check List:

- A strategic plan is in place with goals and objectives for the near term (up to three years), including objectives for leadership talent development.
- The board evaluates the executive director annually on general performance and achievement of strategic goals.
- The board, based on its annual self-evaluation, is satisfactorily performing its major governance jobs—financial oversight, executive support and oversight, policy development, and strategic planning.
- The executive's direct reports, based on annual evaluations, are judged as solidly skilled for their positions.
- The top management cohort, as a high performing team:
 - Has a solid team culture in place in which members support one another and can reach decisions as a group efficiently and harmoniously;
 - Shares leadership of the organization with the executive in having significant input to all major agency decisions;
 - Can lead the organization in the absence of the executive; and
 - Has authority to make and carry out decisions within their respective areas of responsibility.
- Another staff person or board member shares important external relationships (major donors, funders, community leaders) maintained by the executive.
- A financial reserve is in place with a minimum of three months' operating capital.
- Financial systems meet industry standards. Financial reports are up to date and provide the data needed by the board and senior managers responsible for the agency's financial strength and viability.
- Operational manuals exist for key administrative systems and are easily accessible and up to date.
- Top program staff has documented their key activities in writing and have identified another staff person who can carry their duties in an emergency.



BOSTON SOCIETY
OF ARCHITECTS/AIA

<http://www.aecf.org/resources/building-leaderful-organizations/>

January 5, 2015
DRAFT

2018



BOSTON SOCIETY OF
ARCHITECTS/
AIA

[EMERGENCY ACTION PLAN]

Created November 2018



EMERGENCY ACTION PLAN

Facility Name: Boston Society of Architects/ AIA

Facility Address: 290 Congress Street, Suite 200,
Boston, MA 02210

DATE PREPARED: November 2018

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EMERGENCY RESPONSE TEAM

The following personnel have been trained to ensure a safe and orderly emergency evacuation of other employees:

NAME	TITLE	RESPONSIBILITY	DATE
Ben Cohen			NOV 2018
Susan Green			NOV 2018
Sean Mulcahy			NOV 2018
Kali Larsson			NOV 2018

*Responsible for overall coordination; collecting head counts/missing personnel info from team leaders after evacuation

EVACUATION ROUTES

- Evacuation route maps have been posted in each work area. The following information is marked on evacuation maps:
 1. Emergency exits
 2. Primary and secondary evacuation routes
 3. Locations of fire extinguishers
 4. Fire alarm pull stations' location
 - a. Assembly points
- Site personnel should know at least two evacuation routes

EMERGENCY PHONE NUMBERS

SECURITY (If applicable): (617) 603-7190 Atlantic Wharf Security

POLICE: (617) 343-4730 District C-6

FIRE DEPARTMENT: (617) 343-2880 Engine 10 Tower 3

PARAMEDICS: (617) 636-5566 Tufts Medical Center, Emergency Line

AMBULANCE: (617) 636-5566 Tufts Medical Center, Emergency Line

FEDERAL PROTECTIVE SERVICE: (617) 565-1212

BUILDING MANAGER (If applicable): (617) 603-7180 Boston Properties

IN CASE OF EMERGENCY, DIAL 911

EMERGENCY REPORTING AND EVACUATION PROCEDURES

Types of emergencies to be reported by site personnel are:

- MEDICAL
- FIRE
- SEVERE WEATHER
- BOMB THREAT
- CHEMICAL SPILL
- STRUCTURE CLIMBING/DESCENDING
- EXTENDED POWER LOSS
- THEFT
- PHYSICAL ATTACK OR THREAT

MEDICAL EMERGENCY

- Call medical emergency phone number (check applicable):

- Paramedics
- Ambulance
- Fire Department
- Other

Provide the following information:

- a. Nature of medical emergency,
 - b. Location of the emergency (address, building, room number)
 - c. Your name and phone number from which you are calling.
- Do not move victim unless absolutely necessary.

If personnel trained in First Aid are not available, as a minimum, attempt to provide the following assistance:

1. Stop the bleeding with firm pressure on the wounds (note: avoid contact with blood or other bodily fluids).
 2. Clear the air passages using the Heimlich maneuver in case of choking.
- In case of rendering assistance to personnel exposed to hazardous materials, consult the Material Safety Data Sheet (MSDS) and wear the appropriate personal protective equipment. Attempt first aid ONLY if trained and qualified.

FIRE EMERGENCY

When fire is discovered:

- Activate the nearest fire alarm (if installed).
- Notify the local Fire Department by calling 911.
- If the fire alarm is not available, notify the site personnel about the fire emergency by the following means:

Voice Communication Phone Paging

Fight the fire ONLY if:

- The Fire Department has been notified.
- The fire is small and is not spreading to other areas.
- Escaping the area is possible by backing up to the nearest exit.
- The fire extinguisher is in working condition and personnel are trained to use it.

Upon being notified about the fire emergency, occupants must:

- Leave the building using the designated escape routes.
- Assemble in the designated area (specify location):
- Remain outside until the competent authority announces that it is safe to reenter.

Designated Official, Emergency Coordinator or supervisors must:

- Disconnect utilities and equipment unless doing so jeopardizes his/her safety.
- Coordinate an orderly evacuation of personnel.
- Perform an accurate head count of personnel reported to the designated area.
- Determine a rescue method to locate missing personnel.
- Provide the Fire Department personnel with the necessary information about facility.
- Perform assessment and coordinate weather forecast office emergency closing procedures

Area/Floor Monitors must:

- Ensure that all employees, members and guests have evacuated the area/floor.
- Report any problems to the Emergency Coordinator at the assembly area.

EXTENDED POWER LOSS

In the event of extended power loss to a facility certain precautionary measures should be taken depending on the geographical location and environment of the facility:

- Unnecessary electrical equipment and appliances should be turned off in the event that power restoration would surge causing damage to electronics and effecting sensitive equipment.
- Facilities with freezing temperatures should turn off and drain the following lines in the event of a long term power loss.
 - Fire sprinkler system
 - Standpipes
 - Potable water lines
 - Toilets
- Add propylene-glycol to drains to prevent traps from freezing
- Equipment that contains fluids that may freeze due to long term exposure to freezing temperatures should be moved to heated areas, drained of liquids, or provided with auxiliary heat sources.

Upon Restoration of heat and power:

- Electronic equipment should be brought up to ambient temperatures before energizing to prevent condensate from forming on circuitry.
- Fire and potable water piping should be checked for leaks from freeze damage after the heat has been restored to the facility and water turned back on.

SEVERE WEATHER AND NATURAL DISASTERS

Tornado:

- When a warning is issued by sirens or other means, seek inside shelter.

Consider the following:

- Small interior rooms on the lowest floor and without windows,
 - Hallways on the lowest floor away from doors and windows, and
 - Rooms constructed with reinforced concrete, brick, or block with no windows.
- Stay away from outside walls and windows.
 - Use arms to protect head and neck.
 - Remain sheltered until the tornado threat is announced to be over.

Earthquake:

- Stay calm and await instructions from the Emergency Coordinator or the designated official.
- Keep away from overhead fixtures, windows, filing cabinets, and electrical power.
- Assist people with disabilities in finding a safe place.
- Evacuate as instructed by the Emergency Coordinator and/or the designated official.

Flood:

If indoors:

- Be ready to evacuate as directed by the Emergency Coordinator and/or the designated official.
- Follow the recommended primary or secondary evacuation routes.

If outdoors:

- Climb to high ground and stay there.
- Avoid walking or driving through flood water.
- If car stalls, abandon it immediately and climb to a higher ground.

Hurricane:

- The nature of a hurricane provides for more warning than other natural and weather disasters. A hurricane watch is issued when a hurricane becomes a threat to a coastal area. A hurricane warning is issued when hurricane winds of 74 mph or higher, or a combination of dangerously high water and rough seas, are expected in the area within 24 hours.

*Once a hurricane **watch** has been issued:*

- Stay calm and await instructions from the Emergency Coordinator or the designated official.
- Continue to monitor local TV and radio stations for instructions.
- Move early out of low-lying areas or from the coast, at the request of officials.
- If you are on high ground, away from the coast and plan to stay, secure the building, moving all loose items indoors and boarding up windows and openings.
- Collect drinking water in appropriate containers.

*Once a hurricane **warning** has been issued:*

- Be ready to evacuate as directed by the Emergency Coordinator and/or the designated official.
- Leave areas that might be affected by storm tide or stream flooding.

During a hurricane:

- Remain indoors and consider the following:
 - Small interior rooms on the lowest floor and without windows,
 - Hallways on the lowest floor away from doors and windows, and
 - Rooms constructed with reinforced concrete, brick, or block with no windows.

Blizzard:

If indoors:

- **Stay indoors!**

If there is no heat:

- Close off unneeded rooms or areas.
- Stuff towels or rags in cracks under doors.
- Cover windows at night.

- Eat and drink. Food provides the body with energy and heat. Fluids prevent dehydration.
- Wear layers of loose-fitting, light-weight, warm clothing, if available.

If outdoors:

- Find a dry shelter. Cover all exposed parts of the body.

If shelter is not available:

- Prepare a lean-to, wind break, or snow cave for protection from the wind.
- Build a fire for heat and to attract attention. Place rocks around the fire to absorb and reflect heat.

- Do not eat snow. It will lower your body temperature. Melt it first.

If stranded in a car or truck:

• Stay in the vehicle!

- Run the motor about ten minutes each hour. Open the windows a little for fresh air to avoid carbon monoxide poisoning. Make sure the exhaust pipe is not blocked.
- Make yourself visible to rescuers.
 - Turn on the dome light at night when running the engine.
 - Tie a colored cloth to your antenna or door.
 - Raise the hood after the snow stops falling.
- Exercise to keep blood circulating and to keep warm.

***In the case of severe weather and natural disasters, if given enough notice, office will close**

1. Given the bad weather prediction – please bring work home so you can work from the safety of your home if we need to close.
2. We close the gallery and office only if the Governor or Mayor declare a state of emergency and/or request non-essential businesses to close.
3. If the Governor or Mayor declare a state of emergency we will close:
 - a. We will send you an announcement message via email (please check email) and if possible through text. In addition to a general email to all staff, I will also ask Managing Directors to be in touch with those who report to them.
 - b. Susan and Communications (or a designee) will post a message on the BSA website and on the phones announcing our closing.
 - c. If you're not sure and you haven't heard from us – check our website or the Massachusetts Alerts website to see if the Governor has declared a state of emergency. If either the MA Governor or Boston Mayor make such a statement, you can assume we will be closed. If there is no statement, you can assume we are open.
4. If you have a program, activity or event scheduled that you are in charge of, you are responsible for working with Communications and Susan to make sure the word gets out about the program postponement/cancellation.
5. Committees and programs may be cancelled even if we are open. Susan will contact committee chairs to let them know they can decide to postpone their meeting. The program manager is responsible to decide if a program will/not be held and working with Communications notifying interested attendees.
6. If it is bad weather and we are open, but you do not feel safe coming to work, you may work from home. If you are concerned about an impending storm, bring your computer and work home with you.
7. If it is bad weather and do not have work with you, then you may take a vacation or personal day.

ACTIVE SHOOTER EMERGENCY

- **Avoid:** Building occupants should evacuate the facility if safe to do so; evacuees should leave behind their belongings, visualize their entire escape route before beginning to move, and avoid using elevators or escalators.
- **Barricade:** If evacuating the facility is not possible, building occupants should hide in a secure area (preferably a safe room), lock the door, barricade the door with heavy furniture, cover all windows, turn off all lights, silence any electronic devices, lie on the floor, and remain silent.
- **Confront:** If evacuating the facility or seeking shelter is not possible, building occupants should attempt to disrupt and/or incapacitate the active shooter by using improvised weapons, using aggressive force, and yelling.

Call 911. Be prepared to provide the dispatcher with as much information as possible, such as the following:

- What is happening.
- Where you are located, including building name and room numbers.
- Number of people at your specific location.
- Injuries if any, including the number of injured and types of injuries.
- Your name and other information as requested.

What to report- Try to note as much as possible about the assailant, including:

- What exactly did you hear – e.g., gunshots, explosions, etc.
- Specific location of the assailant.
- Number of assailants.
- Gender, race, and age of the assailant.
- Language of commands used by the assailant.
- Clothing color and style.
- Physical features- e.g., height, weight, facial hair, glasses.
- Type of weapons- e.g., handguns, rifle, shotgun, explosives.
- Description of any backpack or bag.
- Do you recognize the assailant? Do you know his/her name?

Take appropriate steps to reduce your vulnerability:

- Close blinds or curtains.
- Close and block windows.
- Turn off radios and computers.
- Silence cell phones.
- Place signs in exterior windows to identify your location and the location of injured persons.
- Keep people calm and quiet.

After securing the room, people should be positioned out of sight and behind items that might offer additional protection – walls, desks, file cabinets, bookshelves, etc.

- Wait for the "all-clear" message from authorities

Unsecured Areas- If you find yourself in an open area, immediately seek protection:

- Put something between you and the assailant.
- Consider trying to escape, if you know where the assailant is and there appears to be a safe escape route immediately available to you. Escape routes may include the surrounding neighborhood.
- If in doubt, find the safest area available and secure it the best way you can.

THEFT

When you discover the break-in

- If you're the first person on the scene and there are signs of a break-in, don't enter the premises - the intruder may still be inside. Report the break-in to police. If you're not the owner of the business, contact them or the manager and report the incident.
- If you've entered the building before realizing a break-in may have occurred, leave immediately if damage to the building, equipment or infrastructure makes the area unsafe.
- Take care not to disturb the scene and try to preserve the evidence until the police arrive. It's also really important to make a note of what you may have touched.
- Talk to the police about when you can reopen the business for usual trading.
- Make sure you provide support for any staff, contractors or visitors who may be impacted or distressed by the incident.

You need complete documentation

- Take photos of the scene and any damage before you start cleaning up
- Make note of what items, if any, have been stolen and make sure you have the details of any stolen equipment, such as serial numbers, photos, receipts etc.
- Contact your insurance provider so you can begin the claims process.

Review and upgrade

- Once the dust settles, make sure you undertake an in-depth review of your security measures. Find out how the intruder broke in and take steps to address any weaknesses.
- While you're at it, review how your business responded to the break-in. Did you or your involved know what to do?
- Review your policies and procedures and make adjustments where necessary and include them in your staff training.
- Check that your equipment is properly documented and up-to-date and review your insurance policy to make sure you're adequately covered. You can use Insurance Tracker to help register your equipment for easy access in the future.

TELEPHONE BOMB THREAT

INSTRUCTIONS: BE CALM, BE COURTEOUS. LISTEN. DO NOT INTERRUPT THE CALLER.

YOUR NAME: _____ TIME: _____ DATE: _____

CALLER'S IDENTITY SEX: Male _____ Female _____ Adult _____ Juvenile _____ APPROXIMATE AGE: _____

ORIGIN OF CALL: Local _____ Long Distance _____ Telephone Booth _____

VOICE CHARACTERISTICS	SPEECH	LANGUAGE
<input type="checkbox"/> Loud <input type="checkbox"/> Soft <input type="checkbox"/> High Pitch <input type="checkbox"/> Deep <input type="checkbox"/> Raspy <input type="checkbox"/> Pleasant <input type="checkbox"/> Intoxicated <input type="checkbox"/> Other	<input type="checkbox"/> Fast <input type="checkbox"/> Slow <input type="checkbox"/> Distinct <input type="checkbox"/> Distorted <input type="checkbox"/> Stutter <input type="checkbox"/> Nasal <input type="checkbox"/> Slurred <input type="checkbox"/> Other	<input type="checkbox"/> Excellent <input type="checkbox"/> Good <input type="checkbox"/> Fair <input type="checkbox"/> Poor <input type="checkbox"/> Foul <input type="checkbox"/> Other
ACCENT	MANNER	BACKGROUND NOISES
<input type="checkbox"/> Local <input type="checkbox"/> Not Local <input type="checkbox"/> Foreign <input type="checkbox"/> Region <input type="checkbox"/> Race	<input type="checkbox"/> Calm <input type="checkbox"/> Angry <input type="checkbox"/> Rational <input type="checkbox"/> Irrational <input type="checkbox"/> Coherent <input type="checkbox"/> Incoherent <input type="checkbox"/> Deliberate <input type="checkbox"/> Emotional <input type="checkbox"/> Righteous	<input type="checkbox"/> Factory <input type="checkbox"/> Trains <input type="checkbox"/> Machines <input type="checkbox"/> Animals <input type="checkbox"/> Music <input type="checkbox"/> Quiet <input type="checkbox"/> Office <input type="checkbox"/> Voices <input type="checkbox"/> Machines <input type="checkbox"/> Airplanes <input type="checkbox"/> Street <input type="checkbox"/> Party <input type="checkbox"/> Traffic <input type="checkbox"/> Atmosphere

BOMB FACTS

PRETEND DIFFICULTY HEARING - KEEP CALLER TALKING - IF CALLER SEEMS AGREEABLE TO FURTHER CONVERSATION, ASK QUESTIONS LIKE:

When will it go off? Certain hour? _____

Time remaining? _____

Where is it located? Building area? _____

What kind of bomb? _____

What kind of package? _____

How do you know so much about the bomb? _____

What is your name and address? _____

Call Security at (617) 603-7190 and relay information about call.

Did the caller appear familiar with plant or building (by his/her description of the bomb location)?

Write out the message in its entirety and any other comments on a separate sheet of paper.

Notify your supervisor immediately.

Revision History

Revision No.	Date



BOSTON SOCIETY
OF ARCHITECTS/AIA

BSA Policies

BSA Whistleblower Policy

The Boston Society of Architects (“BSA”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties. As employees and representatives of the BSA, we must practice honesty and integrity in fulfilling our responsibilities and comply with applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report violations or suspected violations of law, ethics or BSA policy in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation shall suffer harassment or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the BSA prior to seeking resolution outside the organization.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Reporting Procedure

The BSA has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the employee’s supervisor is in the best position to address an area of concern. However, if an individual is not comfortable speaking with his/her supervisor, or is not satisfied with the supervisor’s response, that individual is encouraged to speak with someone at another level of management including the Managing Director and/or the Executive Director. Supervisors and managers are required to report suspected violations to the BSA’s Compliance Officer. For



BOSTON SOCIETY
OF ARCHITECTS/AIA

suspected fraud, or when dissatisfied or uncomfortable following the BSA's open door policy, individuals should contact the BSA Compliance Officer directly.

Crimes against person or property, such as assault, burglary, etc., should immediately be reported to local law enforcement personnel.

Compliance Officer

The BSA's Compliance Officer is responsible for supervising the investigation and resolution of all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Executive Director and/or the board officers. The BSA Treasurer shall be the Compliance Officer.

The BSA Compliance Officer, Daniel Perruzzi AIA, may be reached at:

Daniel Perruzzi AIA
Margulies Perruzzi Architects
308 Congress Street, 4th Floor
Boston, MA 02110-1015
(617) 482-3232
dperruzzi@mp-architects.com

Accounting and Auditing Matters

The BSA audit committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within ten business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Such reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Adopted by the Boston Society of Architects Board of Directors, April 25, 2013

Process for evaluating the BSA and BSA Foundation Executive Director

1. The Executive Director review process will become a yearly process marked by the following milestones:
 - a. The January BSA and BSA Foundation Board packets will include the Executive Directors key areas of responsibility and the goals that have been agreed upon. The goals will be measurable and based upon the ED's primary areas of responsibility.
 - b. Throughout the year the BSA President and BSA Foundation Chair will provide feedback to share with the Executive Director.
 - c. The Executive Director will complete a self-evaluation to share with the two Boards for their October meeting.
 - d. At the October BSA and BSA Foundation Board meetings, the President and Chair will seek input from the Boards for the Executive Director's review.
 - e. In October/November the President and Chair will seek staff input for a 360 assessment.
 - f. The BSA President and President-elect, along with the BSA Foundation Chair and Vice-Chair will meet with the Executive Director to assess performance and set goals for the coming year.
2. Performance standards
 - a. Performance standards will be built upon two critical areas:
 - i. The goals set out from the previous year
 - ii. The six key areas of ED responsibility – delivery on mission, strategy and goals; administrative and HR oversight; Community relations; Financial/Legal management; Fundraising; and Governance.
3. Follow up
 - a. Copies of all written evaluations are given to the ED and to the Controller who maintains all personnel records.
 - b. Boards will discuss how/ifs salary increases/bonuses will be tied to the evaluation.
 - c. Process will be evaluated and improved upon through discussions between the Boards, Board leadership and ED.

Key areas for assessment of the Executive Director

Below are the key areas of responsibility for the BSA and BSA Foundation Executive Director. These responsibilities essentially cover strategy, external affairs, financial oversight, fundraising, staff and working with the Boards.

1. Development & Delivery (Mission, strategy, goals)

- a. Provide leadership in ensuring the delivery of the mission, strategy and goals.
- b. Meets or exceeds annual goals
- c. Provides analysis, evaluation and assessment of activities to achieve goals
- d. Maintains and utilizes a working knowledge of developments and trends in the field.
- e. Keeps the Boards informed of progress, concerns and needs related to mission, strategy and goals.

2. Administration and Human Resources management

- a. Establishes and uses an effective management team and system
- b. Ensures compliance with personnel policies and state/federal regulations.
- c. Provides clear work assignments, delegating appropriate levels of authority and encourages staff development.
- d. Attracts, keeps and motivates diverse and high quality staff.

3. Community relations

- a. Serves as an effective spokesperson for the organizations
- b. Establishes and builds good, cooperative working relationships with AEC and design community, civic and government leaders and related organizations.

4. Financial Management

- a. Assures adequate control and accounting of all financial systems
- b. Prepares a budget that is reasonable and realistic in coordination with staff and Boards
- c. Maintains, executes and ensures compliance with federal, state and local regulations and requirements including all necessary legal documents.

5. Fundraising

- a. Develops realistic, ambitious fundraising plans
- b. Meets or exceeds revenue goals ensuring that funds are available for the organization to carry out work.
- c. Establishes positive relationships with donors, funders, foundations and others involved in fundraising.

6. Governance

- a. Works well with the Boards providing appropriate, adequate and timely information.
- b. Provides support to Boards' committees
- c. Keeps the Boards informed on the condition of the organization.



2017 BSA Board Assessment

As this is the last meeting of the 2017 BSA Board (other than the annual meeting) and some members will be transitioning off the Board and new members will be joining, we thought it would be useful to get your feedback on a few items including your experience on the Board, and thoughts on the future work of the BSA. Please complete the following survey questions:

The BSA Board, like most non-profit Boards, has three main responsibilities:

- Strategic – Set the organization direction
- Position & Policy – articulate the organization's stance
- Fiduciary – Ensure the necessary resources
- Governance – Provide appropriate oversight

In assessing the BSA Board's performance this year, consider the following questions:

1. Was my role as a BSA Board member clearly defined so I could contribute effectively?
2. Were BSA Board meetings productive to setting the future direction of the organization?
3. Was I sufficiently involved in the decision-making process?
4. Were the strategic priorities relevant to the organization?
5. Was the Board fully engaged in the development, planning and implementation of strategy?
6. Are BSA financial matters being properly overseen and managed?
7. What recommendations do I have to improve the process?
8. What was the BSA's most significant accomplishment in 2017?
9. What is the most important area of concern the BSA should be attentive to for the future?
10. What recommendations do you have for 2018?

BSA Policies

Who Speaks for the BSA?

A policy statement on public representations

Overview

The executive leadership of the BSA is structured as a collaborative relationship between the annually elected President and the continuing Executive Director, both of them acting within the policy framework established by the BSA Board. Every year this relationship changes with the installation of a new President who brings fresh perspective to an organization with an ongoing program of strategic objectives and business goals, which the Executive Director is charged with implementing.

As the two primary spokespersons for the BSA, the President and Executive Director must collaborate so that the interests of the BSA membership are consistently and ethically communicated. A strict division of communication responsibilities would not serve this end; rather, each individual must consider the issue(s) and work with the other, and with the directors and committee chairs who may also be dealing with the issue, to achieve the most effective approach.

The communication domain of the President will ordinarily include serving as the voice of the BSA to public audiences on matters of professional practice, especially to advance vital issues that affect the profession and/or the built environment. Because the BSA Board comprises the elected representatives of the membership, the President should generally represent the position of the Board as regards the membership when it is appropriate to do so.

The communication domain of the Executive Director will ordinarily include: serving as the primary media contact, either responding directly where the Board has determined a position, or connecting the media to the President or another appropriate spokesperson; and serving as the primary spokesperson for issues relating to ongoing BSA business operations and implementation of Board-determined strategies.

In addition to the President and the Executive Director, Board members and other officers, committee chairs and members, BSA nominees/appointees to other bodies, and BSA staff members, all represent the BSA in numerous informal and formal capacities.

From time to time, any one of us – the President or another officer, a director, a committee chair or member, the Executive Director, or BSA staff may be asked by virtue of his or her position to speak for the BSA on matters ranging from design to public policy to the BSA's membership activities. It is expected that each BSA member will be an articulate, forceful voice



for the profession and the communities we serve as each of us draws on the strength of personal convictions, training, experience and insights.

Of course, BSA members are urged to cherish the right to free expression by employing it by speaking out whenever appropriate as citizens and professionals. This BSA policy statement is meant only to clarify how BSA institutional points of view may be expressed.

Policy

None of us speaks formally for the BSA unless so empowered by the Board of Directors. To speak for the BSA, to represent "the BSA's position" to the public, or to obligate or commit the BSA to undertake certain actions, we must secure Board endorsement and be delegated by the Board to speak on its behalf.

This does not mean that every such statement requires express Board authorization. When the BSA has previously taken a position on an issue, Board authorization would not typically be required for statements by the President, the Executive Director, or the relevant Board member or committee chair under whose purview the issue falls, unless there is a change from the BSA's previous position.

If time does not permit seeking Board endorsement of a new or changed point of view any one of us wishes to express, and that is subject to this policy, we then are required to be clear about whom we represent ("I'm speaking as chair of the Urban Design Committee" or "I'm speaking as an individual architect", etc.). It is worth noting that committee members do not speak for their committees unless empowered to do so by the appropriate committee chairs.

In applying this policy, special care should be given to situations in which there is a higher expectation that a person could be understood to speak formally on behalf the BSA. This would include statements made "on the record" to newspapers, radio, and television stations; to written comments submitted to government agencies; and to other documents that may be widely disseminated through the internet and other electronic media. Conversely, comments made in conferences, panel discussions, and the like, would not typically be subject to the same expectation.

The BSA board adopted this policy on November 9, 1984, reaffirmed it on September 8, 1994, and revised and reaffirmed it on September 2, 2010.



BSA Insurance Coverage

BSA carries insurance through Poole Professional Ltd for:

1. Directors, Officers & Employment practices
2. Umbrella coverage
3. Business Owners policy (including fine arts for the gallery)

Recommendations regarding bylaws, policies, and procedures for BSA/AIA and BSA Foundation

Bylaws

High-level • Streamlined and uncluttered • Change infrequently • Mission and values • Basic structure for board's functioning • Reviewed by the board on a regular basis

Policies and procedures

Operational guidelines • set direction • guide decision-making • protect and steer staff and board • flexible • can change at the discretion of the board at any time • longer than (and in harmony with) bylaws • procedures usually are step-by-step

Policy areas generally include board, personnel, and finance

Board (examples)

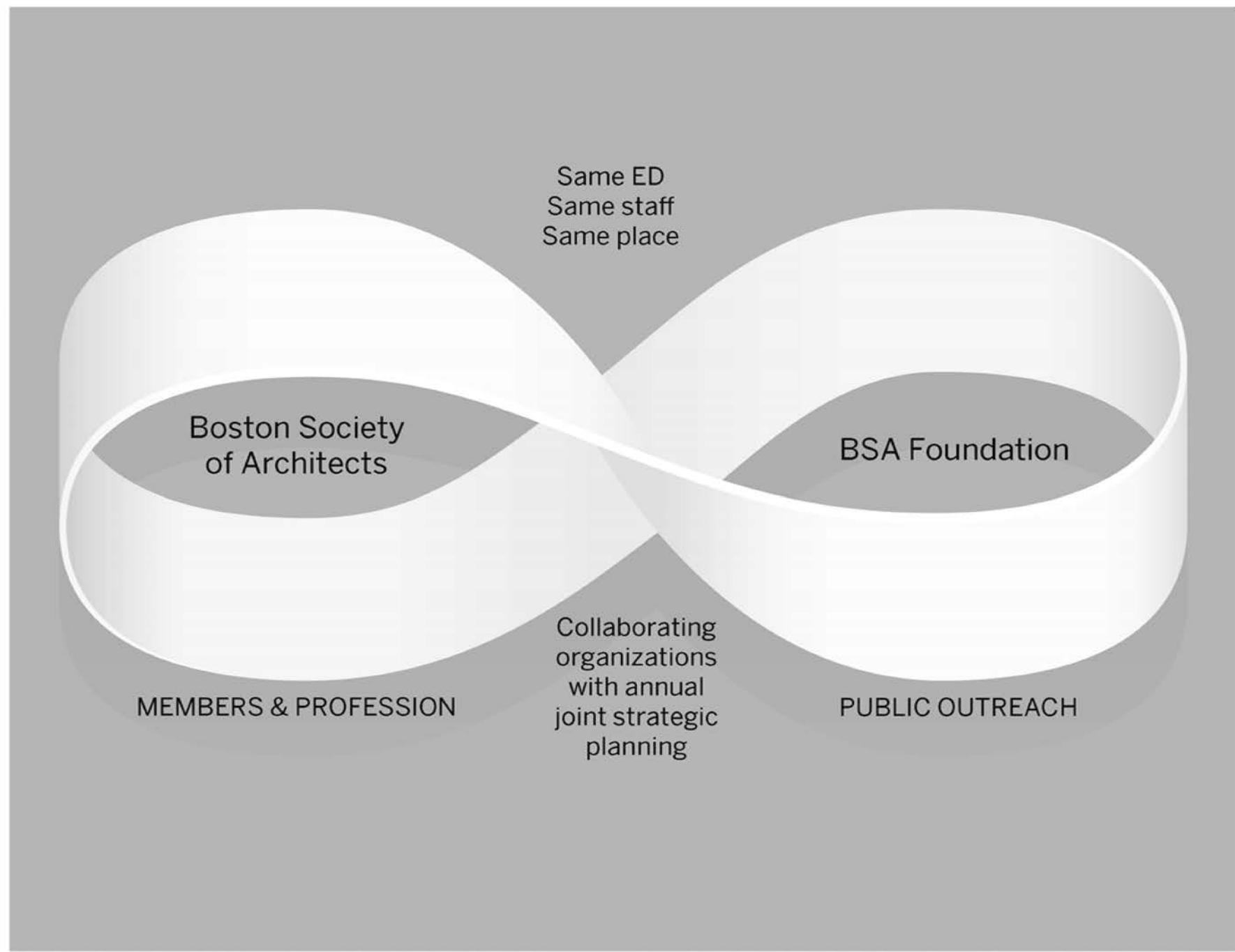
Eligibility, powers, roles and responsibilities • Election of officers • Conflict of interest • Code of conduct • Confidentiality • Compensation • Personal contribution • Meeting attendance • Indemnification • Diversity • Term limits • Removal from office • Nepotism, fraternization • Media/public relations • Hiring and managing chief executive • Committees (purpose, number, membership, including for example Executive, Nominating/Governance, Finance, Auditing) • Disaster planning and recovery • Gift acceptance • Pro tem leadership

Personnel (examples)

Equal-opportunity employment • Inclusion, diversity, equity, and access • Whistleblower • Anti-harassment • Substance abuse • Codes of conduct • Confidentiality • Conflict of interest • Data management • Job descriptions • Performance review • Personnel files • Employee onboarding and termination • Work schedules, locations, benefits, compensation • Disciplinary issues • Nepotism • Phone/e-mail/web and social media use • Business equipment use

Finance (examples)

Risk management • Budget, appropriations, and transfers • Investments management • Cash flow • Fiscal period • Audits • Signing of checks • Use of credit cards • Request for checks • Records retention and destruction



Boston Society of Architects and BSA Foundation

BSA & BSA FOUNDATION CORE RESPONSIBILITIES							
Audience & Vision	Knowledge			Advocacy	Development	Communication	
	Day-to-day (Tacit)	Advancement	Innovation				
FOUNDATION	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
SHARED	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, Foundation and the wider world	Build a cohesive message advancing the shared civic vision
SOCIETY	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

AMENDED AND RESTATED COLLABORATION AGREEMENT

This Amended and Restated Collaboration Agreement (this “Agreement”) effective as of _____ 2019 (the “Effective Date”), is made by and between the BSA Foundation (the “Foundation”), a Massachusetts non-profit corporation, and the Boston Society of Architects, a Massachusetts non-profit corporation (the “BSA”). The Foundation and the BSA are sometimes referred to herein, individually, as a “Party” and, collectively, as the “Parties.” This Agreement amends and restates in its entirety the Collaboration Agreement executed by the Parties as of May 7, 2015 (the “Original Agreement”).

BACKGROUND

- A. The Foundation works to make Boston a model of a resilient, equitable and architecturally vibrant city and region. The Foundation shares an appreciation for the built environment with the BSA and the public, and it is recognized as a charitable educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).
- B. The BSA is the local chapter of the American Institute of Architects in the Boston metropolitan area. Its membership is drawn from Eastern Massachusetts and includes over 4,000 architects, associate members and building industry affiliates. The BSA is committed to professional development for its members, advocacy on behalf of great design, and, through support of the Foundation, sharing an appreciation for the built environment with the public at large. The BSA is a professional organization under Section 501(c)(6) of the Code.
- C. Since the execution of the Original Agreement in 2015, the BSA and Foundation boards and staff have successfully addressed the logistical, programmatic and legal considerations involved in the ongoing collaboration between the BSA and the Foundation, including by having the Foundation serve as the primary overseer of public educational programs that were historically developed and operated by the BSA.
- D. Recognizing the synergies that have been created by collaboration between the BSA and Foundation, the Parties agree to continue this collaboration to allow the BSA and Foundation to maximize their impact while making effective and efficient use of their combined resources, staff and facilities. All activities undertaken via this collaboration shall be in furtherance of the Foundation’s charitable mission, while recognizing that both organizations are independent.
- E. The Parties desire to enter into this Agreement to set forth their agreements and understandings with respect to their continuing collaboration.

AGREEMENT

The Parties hereby agree as follows:

1. Administration of the Collaboration.

- a. Administrative Structure. To facilitate the administration of the collaboration, the Parties shall employ a governance model as generally described below. This model is intended to provide timely feedback, guidance and direction on the overall collaboration.
- b. Joint Strategic Collaboration Process. The BSA and Foundation boards shall engage in a joint strategic collaboration process. The BSA/Foundation Joint Strategic Collaboration Committee is responsible for coordinating the missions, visions and goals of the Parties. The Parties will prepare a shared strategic plan, with each of the Parties responsible for defined goals in keeping with their unique missions and strengths. Potential initial areas of collaboration include civic initiatives, exhibitions and lectures/forums/symposiums. Other collaborative advisory committees can be appointed as necessary.
- c. BSA/Foundation Joint Strategic Collaboration Committee. The BSA/Foundation Joint Strategic Collaboration Committee will serve as an advisory committee to the BSA and Foundation boards. The BSA/Foundation Joint Strategic Collaboration Committee shall consist of the then-current members of the Executive Committees of each of the BSA and the Foundation boards and the BSA/Foundation Board Liaison. The Executive Director of the BSA and the Foundation shall be an *ex officio* member of the committee. The BSA/Foundation Joint Strategic Collaboration Committee shall identify strategic directions that align the missions and goals of the BSA and the Foundation and shall present these to both the BSA and the Foundation boards for approval. Approval of both boards is required for implementation. Upon the approval of both boards, the composition of the BSA/Foundation Joint Strategic Collaboration Committee may be modified, without the need to amend this Agreement.
- d. Additional Committees. Additional advisory committees may be formed as necessary, upon the approval of the BSA/Foundation Joint Strategic Collaboration Committee.
- e. Personnel. The BSA personnel shall perform certain administrative, program, financial, fundraising and other tasks for the Foundation.

- f. Status of Personnel. For the avoidance of doubt, the parties agree that all BSA employees shall remain employees of the BSA and shall not be deemed to be employees of the Foundation unless specifically identified through written agreement. The BSA shall be solely responsible for the terms of employment of all such employees, including their salary and benefits and other forms of compensation. The Foundation shall compensate the BSA for staff who work fulfilling the Foundation's mission in accordance with section 2.a. All staff report to the Executive Director who shall have the sole right to make decisions regarding hiring and termination of such employees and engaging or terminating the engagement of contractors. The Executive Director is employed by the BSA and half his salary and benefits is paid for by the Foundation — as such, he reports to both the BSA and Foundation boards. The Foundation shall have no control over such terms and no responsibility to make any payment directly to employees. Nothing contained in this Agreement shall be construed to constitute either the Foundation or the BSA as a partner or agent of the other.
- g. Coordinated Communications. The BSA and the Foundation agree to coordinate all forms of communication to their members and the broader community, whenever possible and appropriate. In their coordinated communications, the parties will collaborate to describe the goals of both organizations, and the professional and public impacts and benefits of their work.
- h. Equity, Diversity, Inclusion and Harassment. The BSA and the Foundation are committed to work together and independently in advancing, promoting and advocating for equity, diversity and inclusion within the workplaces and Boards of both organizations, the architectural profession, and broader communities. The parties will work to ensure that both organizations are free of any harassment of staff, members, and guests, and that they adhere all applicable laws and policies.

2. Expense-Sharing Arrangement.

- a. Personnel. As set forth above and on Exhibit A, and based on BSA/Foundation approved strategic plan, BSA staff will, on behalf of the Foundation, perform administrative, program, financial, fundraising and other tasks. The expected percentage of the Foundation Allocated Employee Time is set forth in Exhibit A. The aggregate costs of all the BSA personnel, including costs of benefits and salaries, incurred by the BSA are hereinafter referred to as "BSA Personnel Costs." Exhibit A may be modified from time to time, upon the budgetary approval of both the BSA and the Foundation boards, without the need to amend this Agreement.
- b. Facilities. To the extent permitted under any applicable lease agreement, the BSA shall permit the Foundation to occupy a portion of space leased by the BSA. The aggregate costs incurred by the BSA under such leases or otherwise with

respect to such facilities are hereinafter referred to as "BSA Facilities Costs".

- c. Services. The BSA may permit the Foundation to use services provided by third party services providers, such as telephone service, facilities maintenance, internet service, and information technology support services. The aggregate costs incurred by the BSA with respect to such services provided to the Foundation are referred to as "BSA Services Costs" (and together with BSA Personnel Costs and BSA Facilities Costs, "BSA Costs").
 - d. General. The BSA shall inform the Foundation, from time to time, of the amount of BSA Costs, and the Foundation shall have access to the applicable agreements and the relevant portions of the BSA books and records for purposes of verification of the same.
 - e. Payment. All public charitable activities within the BSA/Foundation agreed-upon strategic direction are Foundation expenses. All direct public charitable program expenses will be paid by the Foundation. The Foundation will reimburse the BSA for any cost-sharing portion of (i) the Foundation's proportionate share of the BSA Personnel Costs (the "Foundation Personnel Costs") and (ii) the Foundation's proportionate share of BSA Services Costs and BSA Facilities Costs (together, "Foundation Other Costs", and together with Foundation Personnel Costs, "Foundation Allocated Costs") by an intercompany general ledger transaction. The BSA shall reimburse the Foundation for any cost-sharing portion of (i) the BSA's contribution to the Foundation and (ii) the BSA's share of Other Costs, by an intercompany general ledger transaction. Balances are settled at the end of each quarter and a final balance at the end of the Fiscal year. This shall be part of the annual budgeting process and shall be reviewed annually, or during a period of change, by both the BSA and Foundation.
3. Term of Agreement. The term of this Agreement shall commence as of the Effective Date and shall last for a period of 5 years, unless terminated earlier as provided in Section 9. The Agreement shall automatically renew for subsequent two (2) terms, unless terminated earlier as provided in Section 9. Each renewal term (if any) as agreed upon by the Parties shall be referred to herein collectively as the "Term". Either party may request the agreement be amended as provided in Section 19. Such agreement amendments require approval of both the BSA and Foundation boards.
 4. Obligations of the Parties. In connection with their joint activities, the Parties shall have the following obligations:
 - a. Foundation Obligations. The Foundation shall focus its attention on the public engagement role of the organization; support the new collaboration with the BSA including shared staff and operational integration; and serve as a public advocate for architecture and engage in fundraising efforts to that end. The Foundation shall participate in necessary meetings as established by the

BSA/Foundation Joint Strategic Collaboration Committees and shall participate in initiatives identified by the BSA/Foundation Joint Strategic Collaboration Committee and approved by the BSA and Foundation boards. In addition, the Foundation shall pursue initiatives to engage the public in appreciating design, including for example through its exhibitions, websites, public programs, grants, and fundraisers. The Foundation agrees to pay the BSA for services rendered by the BSA.

- b. BSA Obligations. The BSA shall focus its attention on the professional engagement role of the organization; serve as an advocate for the profession; and support the collaboration with the Foundation including shared staff and operational integration. The BSA shall participate in necessary meetings as established by the BSA/Foundation Joint Strategic Collaboration Committees and shall participate in initiatives identified by the BSA/ Foundation Joint Strategic Collaboration Committee and approved by the BSA and Foundation boards. In addition, the BSA shall pursue its professional programs that support the creation of architecture, including for example through the Architecture Boston Expo, BSA committees, websites, and design awards.
 - c. Implementation of Strategic Plans. The BSA/Foundation Joint Strategic Collaboration Committee and both boards shall become familiar with the current strategic plans of both organizations, and shall work cooperatively to implement these strategic plans.
 - d. Annual Budget Coordination Process. The BSA and the Foundation shall use best efforts to coordinate their annual budgets with each other, while recognizing that the two organizations shall remain independent, and that each organization's board owes a fiduciary duty toward that organization alone. To implement this goal, the preliminary draft budgets of the BSA and the Foundation will be shared within the BSA/Foundation Joint Strategic Collaboration Committee, allowing sufficient time for the Committee to review and discuss both budgets and explore opportunities for coordination, prior to the formal adoption of the budgets by the two boards.
5. Intellectual Property. The following rules will govern the Parties' use and creation of intellectual property in connection with their joint activities:
 - a. Each of the Foundation and the BSA will retain sole ownership of any intellectual property that such Party owns prior to the Effective Date of this Agreement and any intellectual property that such Party creates on its own or acquires from a third party outside the scope of their joint activities.
 - b. Intellectual Property that exists prior to the effective date of this agreement can be used by either the BSA or Foundation unless the sole proprietor objects.

6. Confidentiality. For the Term of this Agreement and following its termination, both Parties shall undertake to treat any Confidential Information received in confidence from the other Party in a confidential manner, and shall neither convey nor disclose such data or information to third parties nor to use it for purposes other than for the performance of this Agreement. This obligation of confidentiality shall not apply to information which is proven to be general public knowledge or which, through no action on the part of the recipient, becomes public knowledge. "Confidential Information" shall mean any non-public information, data, or documents disclosed or otherwise obtained under this Agreement, including without limitation any information and data relating to any or all of one of the Parties' business.
7. Non-Exclusive Relationship. Nothing contained in this Agreement shall be deemed as a restriction or limitation of any kind on the ability of any Party to apply for or accept funding from any government funding agency or any other not-for-profit funding agency.
8. Termination.
 - a. Either Party may terminate this Agreement at any time and without cause upon at least one hundred eighty (180) days prior written notice to the other Party. In the event that any Party shall materially breach the terms of this Agreement, and such breach is not cured within a period of thirty (30) days after written notice thereof has been given to such Party by the non-breaching Party, the non-breaching Party may immediately terminate this Agreement upon notice to the other Party.
 - b. Upon termination or expiration of this Agreement, all of the FOUNDATION's and the BSA's respective rights, responsibilities, and obligations as set forth herein shall terminate, provided that Sections 6 and 7 shall survive in perpetuity, and the Foundation shall be responsible for any unpaid Quarterly Payments.
9. Assignment and Delegation. Neither Party may assign this Agreement in its entirety or assign or delegate any of its rights or obligations hereunder, whether voluntarily, involuntarily or by operation of law, in whole or in part.
10. Notices. Any notice, demand or request which may be permitted, required or desired to be given in connection with this Agreement shall be given in writing and directed to the Parties hereto as follows:

If to the BSA:
BSA, 290 Congress Street, Suite 200
Attn: Secretary to the Board of Directors
Fax: 617-951-0845
E-mail: bsa@architects.org

If to the BSA Foundation:
BSA Foundation, 290 Congress Street, Suite 200
Attn: Secretary to the Board of Trustees
Fax: 617-951-0845
E-mail: foundation@architects.org

- a. All notices and other communications given or made pursuant to this Agreement shall be in writing and shall be deemed effectively given upon the earlier of actual receipt or: (a) personal delivery to the Party to be notified; (b) when sent, if sent by confirmed electronic mail or confirmed facsimile during normal business hours of the recipient and, if not sent during normal business hours, then on the recipient's next business day; or (c) one (1) business day after deposit with an internationally recognized overnight courier, freight prepaid, specifying next business day delivery, with written verification of receipt. All communications shall be sent to the respective Parties at their address as set forth above, or to such e-mail address, facsimile number or address as subsequently modified by written notice given in accordance within this Section 10.
11. Binding on Successors. This Agreement shall be binding upon the Parties hereto and their respective successors and permitted assigns.
12. Waiver of Provisions. Any waiver of any terms and conditions hereof must be in writing and must be signed by the Party against which the waiver is sought to be enforced. The waiver of any of the terms and conditions of this Agreement on any one occasion shall not be construed as a waiver of any other term and condition hereof or the waiver thereof on any other occasion.
13. Independent Relationship. By entering into this Agreement, the Parties are not creating or forming a joint venture, partnership, or agency relationship, and nothing in this Agreement shall be interpreted as creating a joint venture, partnership, or agency relationship between the Parties.
14. Severability. The provisions of this Agreement shall be deemed severable, and if any portion shall be held invalid, illegal or unenforceable for any reason, the remainder of this Agreement shall be effective and binding upon the Parties.
15. Additional Documents. Each of the Parties agrees to execute and deliver any document or documents that may be reasonably requested from time to time by the other Party to implement or complete such Party's obligations pursuant to this Agreement, in a manner that is compatible with its legal status and its internal rules and regulations.
16. Remedies Cumulative. No remedy set forth in this Agreement or otherwise conferred upon or reserved to any Party shall be considered exclusive of any other remedy available

to any Party, but the same shall be distinct, separate and cumulative and may be exercised from time to time as often as occasion may arise or as may be deemed expedient.

17. Entire Agreement. This Agreement supersedes all prior and contemporaneous agreements and understandings, oral or written, between the Parties with respect to the subject matter hereof.
18. No Obligation to Third Parties. None of the obligations and duties of the Parties shall in any way or in any manner be deemed to create any obligation of the Parties to, or any rights in, any person or entity not a party to this Agreement.
19. Amendments/Modifications. This Agreement may not be amended or modified in any manner except by an instrument in writing signed by the Parties. The Parties agree that in the event that any state or federal laws or regulations, now existing or hereafter enacted or promulgated, are interpreted by judicial decision, a regulatory agency having jurisdiction over the Parties or the subject matter of this Agreement, or by legal counsel to a Party hereto, in such a manner as to indicate that the terms, structure or effect of this Agreement may be in violation of such laws or regulations, or otherwise be illegal or be deemed unethical by any recognized agency, or may reasonably be expected to jeopardize the tax-exempt status of either Party, the Parties shall use their best efforts in good faith to amend this Agreement as necessary. To the maximum extent possible, any such amendment shall preserve the underlying arrangements between the Parties.
20. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts, without regard to the conflicts of laws principles thereof.
21. Authorization of Agreement. Each Party represents and warrants that this Agreement has been duly and lawfully authorized by its Board of Directors, Board of Trustees, or other authorized representative, and that this Agreement constitutes a valid and binding obligation of such Party enforceable against such Party in accordance with its terms.
22. Counterpart Signatures. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile, .pdf and other electronic signatures shall have the same force and effect as original signatures.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned Parties have executed this Agreement as of the Effective Date.

Boston Society of Architects

By:

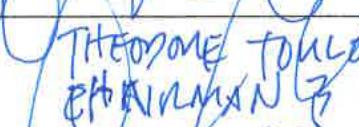
Name:

Title:


REBECCA BERRY
SECRETARY

BSA Foundation

me:
le:


THEODORE TOLEDO
PRESIDENT


AF
2019

Exhibit A
Listing of BSA Personnel Allocated to Foundation

Dated: as of *January 2020*

BSA paid staff that spends the majority of their time doing BSA work (more than 80% BSA – Foundation % in parenthesis):

- Brian Keefe, ABX Sales Director (Informa reimburses us for 100% of Brian's salary) (5%)
- Caitlin Hart, Professional Programs Manager (10%)
- Erika Shea, Database and Membership Manager (20%)
- Rachel Reid, Membership Manager (10%)
- Fiona Luis, ArchitectureBoston Editor/Editorial Director (5%)

Staff paid by the BSA who share a fair amount of their time doing Foundation work (30 – 50% time with the Foundation – Foundation % in parenthesis)

- Zara Yost, Gallery & Facilities Coordinator (reception) (50%)
- Abby Lindauer, Executive Assistant (50%)
- Mike Whelan, Web Content Manager (50%)
- Ben Cohen, Managing Director of Finance (40%)
- Li Lam, Senior Accountant (40%)
- Susan Green, Committee and Technology Manager (30%)
- Billy Craig, Managing Director of Operations (30%)
- Kali Larsson, Membership Coordinator (25%)
- Maia Erslev, Gallery Attendant (50%)
- Remy Hatfield-Gardner, Gallery Attendant (50%)
- TBD, Professional Program Manager (10%)

Staff paid 50% by the BSA and 50% by the Foundation:

- Eric White, Executive Director
- Pamela de Oliveira Smith, Managing Director of Communications (50%)
- Paige McWhorter, Exhibitions & Communications Manager
- Jenny Effron, Policy Director

Staff paid by the Foundation who spend the majority of their time doing Foundation work (Foundation % in parenthesis):

- Victoria McKay, Managing Director of Advancement (90%)
- Michela Davola, Development Manager (90%)
- Polly Carpenter FAIA, Public Programs Director (85%)
- Ben Peterson, Community Design Director (85%)
- Wandy Pascoal, Housing Fellow (50%)
- Taylor Johnson, Design Education Fellow (100%)
- TBD, Development Coordinator (10%)

Boston Society for Architecture

Messaging and Brand Guide



BSA

Mission

The BSA is committed to improving the quality of work and life for our members and our communities through architecture and design. We achieve this through access to architectural education, advocacy, and by building networks and partnerships dedicated to creating safe, healthy, and beautiful spaces for the welfare of all.

Architecture is for everyone.

Vision

By 2030, Boston is a model of a resilient, equitable, and architecturally vibrant city and region.

About Us

The Boston Society for Architecture (BSA) is a community dedicated to building a resilient, equitable, just, and architecturally vibrant city and region. We work to improve the quality of life for everyone through architecture and design. The BSA is comprised of two organizations—The Boston Society of Architects (BSA/AIA) and the BSA Foundation (Foundation)—working toward a greater Boston that demonstrates that architecture is for everyone.

The BSA/AIA is a member-driven organization comprised of world-renowned architects, designers, engineers, and builders making up the second largest local chapter of the American Institute of Architects (AIA) and New England's largest building industry association.

The Foundation is a community nonprofit committed to using the power of architecture and design to improve the quality of life for those in our region. The Foundation aims to be a bridge between the profession and those whose lives are shaped by the architecture around them. We work to make architecture, design, the urban realm, and the path to licensure accessible to all.

Together, we are a convener and a connector advocating for design that transforms Boston to a place where architecture and communities flourish.

Architecture is for everyone

Architecture is [by and] for everyone

Architecture is [shaping lives] for everyone

Architecture is [built] for everyone

Architecture [needs to include the voices of] everyone

Architecture [cannot be built by, but should be built for] everyone

Architecture is [designed by architects] for everyone

Architecture is [influenced by and] for everyone

Architecture is for everyone

Architecture shapes the world around us, for good or bad. Communities can perish or flourish due to the design, dedication, and intention of their designed space. All communities should be involved in the architecture that shapes their lives and access to the services that they need and want. Communities should be built to amplify the cultures within and set them up for success.

Architecture is not one size fits all, but needs to be for everyone.

Architecture is a lens with which to interpret all our surroundings. The BSA provides the Boston community with opportunities to view the world through this lens, delivering on the promise that architecture is for everyone.

Tone of Voice

Social media, KC communications

- Empathetic and passionate (again, the BSA is addressing pithy issues of our time so we recommend showing an authentic understanding and a commitment to drive change)
- Empowering and uplifting (the issues you are addressing are really hard, but your tone can be optimistic)

Website, resources, official writings

- Selfless and impact driven (shine the spotlight on the membership base and BSA's role as the convener)
- Member-centric and connected

Organizational Focus Areas

Advancing Architecture

The BSA provides a platform to continually define, redefine, and employ the principles of architectural excellence to create safe, healthy, and beautiful spaces for the welfare of all.

- As stewards of the industry, we advance architecture that enhances the space around us – from shaping city streets to improving the health of a neighborhood. Excellent architecture relies on design principles that balance, innovate, and create stronger communities.
- The BSA is an advocate for the profession, leading the industry in broadening understanding of the value of design and its role in creating a vibrant world.
- Architecture is more than designing a beautiful building. Architecture serves the public and its needs. The BSA strives to educate about the relevancy of architecture and the value of what an architect provides.
- Tailored programming provides ways to evaluate practice, product, and perception of architecture. The BSA not only supports the profession of architecture, but uses a critical eye to advance an industry in transition. We provide architects and designers with technical know -how and expertise to answer the question, “what makes good design?”
- The BSA Design Awards demonstrate the power that great design can accomplish from innovative healthcare facilities to residential design.
- The BSA's exhibitions showcase creative solutions to many of our region's design challenges - from constructing sustainable environments to empowering women in design to addressing food insecurity.
- The BSA's 40+ knowledge communities provide public forums for discussion, idea- sharing and professional growth.
- The BSA is committed to providing outlets to make connections, test ideas, and affect change.

Community

The BSA is a space for design networks to come together to grow within the industry and partner with Boston neighborhoods to create a true community reflecting the voices of all. We work to connect our networks with residents and leaders to have those who are impacted by design participate in its creation.

- Architecture and the built environment have tremendous potential to engage and include communities in the design process. The BSA is committed to connecting design opportunities with neighborhoods that lack a design voice, leveraging its network and the power of the built environment to affect positive change.
- Through the power of architecture and with the influence of our network, we endeavor to elevate architecture and its potential for beneficial effect for Boston and beyond. ??? --
- Good design can lead to greater communities. The BSA is committed to policies and initiatives that not just improve, but uplift and empower Boston and the people that live here.
- The BSA develops and nurtures professional communities, making them stronger by partnering with neighborhood communities to provide a platform for all voices and create spaces for all.
- The BSA connects the purpose of its professional network with the community at large, bringing together people with shared experiences, passions and interests in order to effect change.
- The BSA broadens the appeal of architecture and introduces the value of design to all people through collaborative projects and community partnerships. Education programs teach the transferable skills of architecture to Boston Public School students.
- The BSA collaborates with several groups to introduce the design process to local issues. We are currently partnering with Families for Healing as Justice to build a community center on Humboldt Ave in Roxbury, in support of neighborhood learning and gathering.

Equity

The BSA is dedicated to making architecture accessible for everyone to reach as a profession and passion. We are committed to creating equitable and diverse paths to the industry, welcoming all with lifelong cultural inclusion. We are a resource and advocate for architecture within the region that is inclusive of all abilities and reflects the lives that it is built to serve.

- Equity, diversity, and justice are fundamental values fostered throughout the BSA and we aim to share and expand these values through engagement with our members. We strive to cultivate inclusivity while creating deep collaboration across all demographic and hierarchical lines.
- As architects, we must understand the role we play in perpetuating systems of oppression and commit ourselves to designing and building for 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.
- Architecture shapes the world around us. But the BSA recognizes that the world around us is not equitable. As an organization, we are putting our creativity to work and using our talents to address inequity, in this field and in the communities we serve. There is great opportunity for architecture to have an impact on inequity and injustice, and the BSA is actively using the opportunity to enact change.
- The BSA is committed to leveraging 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 in our communities.
- The BSA works to expand equity in and access to the profession, making architecture accessible to everyone whether it be through work or appreciation.
- 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.
- In partnership with the Boston's Mayor's Housing Innovation Lab, the BSA facilitates a number of programs, workshops and seminars dedicated to identifying innovative solutions for the production of equitable and sustainable middle-scale housing in the City of Boston.

Environment

The BSA is committed to finding sustainable solutions at every stage of the design, material selection, construction, and operation of buildings so that through honesty, ingenuity, and collective action, architects can help decrease the impact of global warming and design a healthier future.

- While our city's historic architecture inspires, delights and feels like home, it's not built for carbon mitigation. The operational and embodied carbon of new and existing buildings contributes to over 70 percent of carbon emissions in Boston. The BSA is committed to creatively and collaboratively building a more sustainable future with carbon-thoughtful design.
- Through programming, exhibitions and partnerships, the BSA advances sustainable design that addresses health of people and planet, with a goal of building for the future. Together, we can create platforms where architects can band together to address urgent environmental problems.
- Whether breathing new life into old spaces or inspiring eco-centric practices for new buildings, the BSA and its members are dedicated to sustainable architecture that preserves and boosts society, economy and the environment.
- The BSA believes that critical to what makes a good building is the ability to take into account how that building affects its surroundings. Truly good design cannot exist without being good to the environment.
- 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.
- In collaboration with the Boston Green Ribbon Commission the BSA is collecting case studies of buildings that underwent extensive retrofits to reach net zero carbon emissions to serve as models for the needed renovations of existing buildings required to meet the region's 2050 net zero goals.