



BOSTON SOCIETY
FOR ARCHITECTURE

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



BOSTON SOCIETY OF ARCHITECTS

CONSTITUTION

To: BSA/AIA Board of Directors
Fr: Eric White, Ben Cohen, Billy Craig, Pamela de Oliveira-Smith, Victoria McKay
Re: 2020 Budget & 2019 Reforecast
Dt: October 10, 2019

Summary

We are pleased to present the 2020 BSA/AIA and BSA Foundation budgets, as well as the 2021 through 24 Forecasts and Financial/Business Plan. This year we have created a single BSA (Boston Society for Architecture) budget/forecast as well as individual BSA/AIA and BSA Foundation budgets/forecasts. We have also created a single financial/ business plan that assesses the BSA's current operations and lays out a plan for the coming years. Given the interrelation of these documents, we are preparing one budget/reforecast memo.

This document includes a brief summary highlighting 2019 status and the 2020 budget. Much of the planning beyond 2020 is outlined in the BSA Financial/Business plan so it is not duplicated here with the few exceptions noting the impact of future planning in the 2020 budget.

As was noted last year, the BSA is a different organization than it was two years ago and radically changed from ten years ago. Last year the BSA/AIA Board challenged leadership to reduce this deficit from \$446K in 2018, to \$250K in 2019 (this was adjusted to include funds for a business consultant), \$125K in 2020, and to be back in the black by 2021. As many will recall, this deficit was principally the result of the sale of ABX which took out a net of \$1M annually, while increasing the BSA's reserves to \$7M. Meanwhile, the BSA Foundation Board challenged leadership to build and implement a plan fulfilling the strategic map that includes realistic revenue streams and expenses. We are happy to report that we are moving forward with each of these goals, although it should be noted there are many challenges facing each group.

As the Boards discussed in last year's budget process, the old ways of business and operating are no longer relevant, and while new means are underway we need to continue planning for changes in financial, operational, and governance process. The BSA's past financial approach is not sustainable at the level of current operations, and the decisions moving forward will be difficult. As you will see in this and the Financial/Business Plan, there are signs of optimism. The BSA has the resources to move into a new era of professional and public programming and engagement.

This document is structured with the following sections:

- A review of 2019 financial performance and reforecast of the budget
- Summary of key issues and options for the 2020 budget, highlighting expected changes
- Unified BSA budget and forecast and individual BSA/AIA and BSA Foundation Boards to be reviewed, modified, and approved by each individual organization

As noted above, this document must be considered with the BSA Financial/Business plan that includes:

- Internal/external analysis

PREAMBLE

The Boston Society of Architects has a long and illustrious history graced with the names, accomplishments and services of many of our finest architects. The Society looks forward to a future equally distinguished and to contributions equally devoted.

In 1867, the Society was founded to unite in fellowship the architects of the Boston area.

In 1870, the Society was chartered as a Chapter of the American Institute of Architects and assumed the duty of representing Massachusetts in our national organization without relinquishing in any way its local responsibilities.

On May 1, 1889, the Society was incorporated under the laws of the Commonwealth of Massachusetts.

In 1948, the Society relinquished the Institute Charter to AIA Massachusetts [the Massachusetts Council of the AIA] and, under a new constitution and by-laws, continued to discharge its civic duties and administer the gifts and endowments it had acquired.

In 1961, the Society reassumed the Institute Charter and adopted this constitution and by-laws.

ARTICLE I. Name, Objects, Organizations, Jurisdiction

Section 1. Name

The name of this society shall be the BOSTON SOCIETY OF ARCHITECTS (a Chapter of The American Institute of Architects).

In the Constitution and the By-laws, this organization is called “the Society,” the governing body is “the Board,” the American Institute of Architects is “the Institute,” and the Board of Directors of the Institute is “the Institute Board.”

Section 2. Objects

In order to carry out the corporate purposes of the Society, its objects are 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 objects of the American Institute of Architects and to urge adherence to its ethical standards.

The means of accomplishing this end may be: regular meetings of the Society for the discussion of subjects of importance to the art of architecture; lectures upon topics of professional interest; exhibitions of architectural subjects; any other means calculated to promote the objects of the Society.

Section 3. Organization

The Society is a professional, nonprofit, self-governing association duly incorporated on the first day of May 1889 under and by virtue of the provisions of the General Laws of the Commonwealth of Massachusetts.

Section 4. Jurisdiction

The territory within which the Society shall represent the Institute and act for it in that geographical area described in its charter or otherwise prescribed by the Institute.

ARTICLE II. Membership

Section 1. Condition

The condition of membership in the Society shall be the honorable practice of the profession in accordance with the Constitution and the By-laws of the Society.

Section 2. Classes

Membership shall consist of Members and Associate Members and other classes of membership created or adopted, as appropriate, by the Society and/or Institute.

ARTICLE III. Officers

Section 1. Officers

The officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer.

ARTICLE IV. Governing Body

Section 1. Board of Directors

The affairs of the Society shall be conducted by a governing body called the Board of Directors. The Board shall have executive powers and shall conduct the business of the Society in accordance with such by-laws, not inconsistent with this constitution, as shall be enacted by the Society.

ARTICLE V. Meetings of the Society

Section 1.

The Society shall hold an annual meeting in each year and may hold, from time to time, special meetings. Business shall be transacted at all such meetings in the manner provided in the By-laws. In addition, the Society shall hold at least two meetings in each year at which no business shall be transacted.

ARTICLE VI. Amendments

Section 1.

This constitution may be amended only at annual meetings or at special meetings called for this purpose. A two-thirds affirmative vote of those present and voting shall be required in each case.

BOSTON SOCIETY OF ARCHITECTS

BY-LAWS

ARTICLE I. Membership

Section 1. Members

(1) Assigned

- (a) Qualifications. The Society shall include Members of the Institute who have been assigned to membership in the Society by the Institute Board.
- (b) Termination. Each Member assigned to this chapter shall remain a Member of it until his/her membership in the Institute is terminated or he/she is reassigned by the Institute to another Chapter.
- (c) Privileges. A Member assigned to membership in the Society may use the titles and exercise the rights and privileges granted him/her by law and by the Institute By-laws under the conditions fixed in said by-laws.

(2) Unassigned

- (a) Qualifications. The Board, without action by the Institute, may admit to membership in the Society any assigned member of another chapter, provided he/she applies for such membership in writing to the Board.
- (b) Termination. If the Institute membership of a Member admitted as provided in paragraph (a) above is terminated, then *ipso facto* his/her membership in the Society terminates. Such Member may terminate his/her membership in the Society by resignation.
- (c) Privileges. An unassigned Member shall be subject to all regulations and shall have the rights in the Society co-equal with those of a Member assigned to it, except that he/she shall not hold office or directorship in the Society, 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.

Section 2. Associate Members

(1) Assigned

- (a) Qualifications. The Society shall include Associate Members of the Institute who have been assigned to membership in this chapter by the Institute Board.
- (b) Termination. Each Associate Member assigned to the Society shall remain an Associate Member of it until his/her membership in the Institute is terminated or he/she is reassigned by the Institute Board to another chapter.
- (c) Privileges. An Associate Member assigned to membership in the Society may use the titles and exercise the rights and privileges granted him/her by law and by the Institute By-laws under the conditions fixed in said by-laws.

(2) Unassigned

- (a) Qualifications. The Board, without action by the Institute, may admit to Associate Membership in the Society any unassigned member of another chapter, provided he/she applies for such membership in writing to the Board.
- (b) Termination. If the Institute membership of the Associate Member admitted as provided in paragraph (a) above is terminated, then *ipso facto* his/her membership in the Society terminates. Such member may terminate his/her membership in the Society by resignation.
- (c) Privileges. An unassigned Associate Member shall be subject to all regulations and shall have all rights in the Society co-equal with those of an Associate Member assigned to it, except that he/she shall not hold any office or directorship in the Society, vote at any of its meetings on any matters affecting the Institute nor represent its members as a delegate or otherwise at any meeting of the Institute.

Section 3. Chapter Membership Categories

(1) Student Affiliates

Student Affiliates shall be undergraduate or post-graduate students of architecture schools or secondary school students within the territory of a chapter or state organization.

(2) Non-resident Status

- (a) A chapter may provide for non-resident status for unassigned Members, Associate Members or Chapter affiliates who apply for such status because of their intended absence from the United States for at least 18 consecutive months.
- (b) Non-resident members shall have the same rights and privileges as other members in the same category, except that the Society may modify dues and/or assessments for such members.

Section 4. Emeritus Status

A Member or an Associate Member who has been a Member/Associate Member in good standing for not fewer than fifteen successive years immediately prior to his or her application and has either (i) attained the age of seventy years and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession of architecture, upon petition to the Institute may apply for Emeritus status.

Section 5. Honorary Members/Qualifications

- (a) A person of esteemed character who has rendered the profession of architecture valuable service within the territory of the Society and conspicuously has upheld its aims, but is not eligible for membership or affiliateship in the Society of any other chapter of the Institute, may be admitted as an Honorary Member.
- (b) A person eligible for Honorary Membership may be nominated by the Honors and Awards Committee or by any member of the Board. The nomination must be in writing over the signature of the nominator and state the name of the nominee, a history of attainments, qualifications for the honor and the reasons for the nomination.
- (c) The Board, at any of its regular meetings held after the nomination of a person for Honorary Membership, may admit such person as an Honorary member by the concurring vote of those present and voting. The Board may consider those serving as Board Public Directors, long-term serving staff and others for Honorary Membership.
- (d) All nominations for Honorary Membership, and the voting thereon, shall be in executive session and remain confidential until the nominee accepts the honor.

- (e) When the Board has elected a person to Honorary Membership, it shall ascertain if the person desires to accept the honor. If accepted, the Board shall request that the person be present at the next convenient meeting of the Society for the presentation of the honor.
- (f)

Section 6. Affiliate Members

Qualifications. The Board, without action by the Institute, may admit to membership, as Affiliate Members, persons who are neither registered as architects nor graduates of architecture schools. This category shall include all Student Affiliates, as described in Section 3(1) above.

The term of membership shall be for one year upon payment of dues as established annually by the Board.

Section 7. Annual Dues

All members shall pay annual dues as established at the annual meeting of the Society.

Section 8. Termination of Membership

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 Member or Associate Member may resign when under charges or indebted to the Society. The Board may terminate the membership of any individual, other than an AIA or Associate Member, for just cause.

Section 9. Enrollment

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

ARTICLE II. Officers

Section 1. Titles

The elected officers of the Society shall be the President, the First Vice-President, the Vice-Presidents, the Secretary, and the Treasurer.

Section 2. Terms of Office

- (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 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.

Section 3. The President

- (a) The President shall have been an assigned Member for six years and have served a prior term as officer or Board member.
- (b) The President shall be the chief elected officer of the Society. He/She shall exercise general supervision of its affairs and shall preside at meetings of the Society, the Board, and the Executive Committee. He/She shall sign, or may delegate or direct another officer or the Executive Director to sign, all contracts and agreements whereof the Society is a party and perform all other duties usual and incidental to his/her office. He/She shall make a report to the Annual Meeting covering the work of the Board. He/She shall be a member *ex officio* of all elected committees except the Nominating Committee. He/She (or his/her appointee) shall be *ex officio* one of the three BSA delegates to the Board of Directors of the Massachusetts Council of the AIA.
- (c) Upon the expiration of the President's one-year term, he/she shall serve a one-year term on the Board as the immediate past president.

Section 4. The Vice-Presidents

- (a) Any Vice-President shall have been an assigned Member for five years. The First Vice-President shall typically have served as Vice-President in the immediately previous term. See the nomination procedure set forth in Article VII, Section 6(b).
- (b) The First Vice-President shall possess all the powers and perform all the duties of the President in the event of absence of the President or of his/her disability or refusal to act, as may be determined by the Board, and shall succeed to the office of President for the balance of the term if the President fails to serve.

- (c) Upon the expiration of the First Vice-President's one-year term, he/she shall serve a one-year term as President.
- (d) There shall be not more than four additional Vice-Presidents, in addition to the First Vice-President. Each Vice-President shall exercise oversight over certain specified strategic activities and interests of the Society. The Board shall determine from time to time the number of additional Vice-Presidents and the allocation of duties among the Vice-Presidents, with such determination to be made prior to the election for a position. Approximately one-third of the additional Vice-Presidents shall stand for election to a three-year term in each year.

Section 5. The Secretary

- (a) The Secretary shall be an administrative officer of the Society. He/She shall act as its recording and its corresponding Secretary and as Secretary of the meetings with the Society and the Board. He/She shall have custody and safeguard and keep in good order all property of the Society except such thereof as is placed in the hands of the Treasurer or trustees. He/She shall issue all notices of the Society; keep its membership rolls; have charge and exercise general oversight of the offices and employees of the Society; sign all instruments and matters that require attest or approval by the Society except as otherwise provided in the Bylaws; keep its seal and affix it on such instruments as may require it; prepare the reports of the Society in collaboration with the President; have charge of all matters pertaining to the meetings of the Society and perform all duties usual and incidental to the office. He/She shall have supervision of all voting activity. He/She shall be a member *ex officio* of the Membership Committee.
- (b) The Secretary may with approval of the Board delegate to an Assistant Secretary or other assistant the actual performance of any or all of the duties as recording or corresponding secretary. He/she shall not delegate responsibility for the property of the Society or the affixing of the seal or the signing of any document requiring the Secretary's signature.

Section 6. The Treasurer

- (a) The Treasurer shall be an administrative officer of the Society. He/She shall have charge of and exercise general supervision of its financial affairs and keep the records and books of account thereof. He/She shall prepare the budgets; collect amounts due the Society; and receive and have custody of its funds and money;

and make all disbursements thereof, except for funds in the custody of trustees. He/She shall have custody of its securities, except trust funds, and of its instruments and papers involving finances and financial commitments. He/She shall conduct the correspondence relating to this office and perform all duties usual and incidental to this office.

- (b) The Treasurer shall make a written annual report to each annual meeting of the Society and written quarterly reports to the Board in form determined by it. Each of said reports shall set forth the financial condition of the Society, the state of its budget and appropriations at the date of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of the Society.
- (c) The Treasurer with the approval of the Board may delegate to an Assistant Treasurer the actual performance of his/her duties relating to the preparation of budgets, collections and accounts, keeping records and correspondence, and the custody of documents not stored in safety deposit vaults. He/She shall not delegate custody of documents in vaults to any person; nor authority to sign checks, financial instruments relating to loans nor contracts exceeding \$50,000.00, except as specifically authorized by the Board.
- (d) When a new Treasurer takes office, the retiring Treasurer shall turn over to the successor a copy of the closing financial statement and audit of the treasury, all the records and books of account, and all moneys, securities, and other valuable items and papers belonging to the Society that are in his/her custody and possession. The incoming Treasurer shall check the same and, if found correct, shall give to the retiring Treasurer a receipt therefor and a complete release of the retiring Treasurer from any liability with respect thereto.
- (e) The Treasurer, personally, shall not be liable for any loss of money or funds of the Society nor for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any act performed in good faith in conducting the usual business of the office.

Section 7. The Executive Committee

- (a) There shall be an Executive Committee, comprised of the officers and the Executive Director, who shall serve *ex officio* as a nonvoting member. The Executive Committee shall assure that Board policy is being implemented, and it shall propose matters for consideration by the Board.

- (b) Meetings of the Executive Committee may be held at any time and place and may be called by the President or by two other committee members. The President may invite other Directors, Members, staff, or outside persons to attend any meeting.
- (c) The Executive Committee may, but solely with the express authorization of the Board, exercise any of the powers and duties of the Board if such action is necessitated between regularly scheduled Board meetings. The Executive Committee shall report at the next meeting of the Board on all such actions that may have been taken.

ARTICLE III. Board of Directors

Section 1. Composition

- (a) The Board shall be the governing body of the Society. The Board shall be composed of no fewer than 15 and no more than 25 voting members, including: the officers; the immediate past president; certain Directors-at-large; two persons who shall not be architects and shall be designated Public Directors; and one delegate from each School of Architecture or other institution offering a professional degree program in architecture within the geographic region served by the Society which is accredited by the National Architectural Accrediting Board. The Executive Director shall serve ex officio as a nonvoting member. The Board may adopt policies to further define the interests that shall be represented or overseen by certain Directors.
- (b) All elected Directors shall be assigned Members, with the exception of the Public Directors, the architecture school deans or their representatives, not more than two other Directors who may be Associate Members, and not more than two other Directors who may be Affiliate Members. The representative of each school shall be the dean, *ex officio*, or a designee approved by the Board.
- (c) The Society shall invite the head of each School to nominate one Delegate (Delegate may be either a faculty member or student) to serve a term as a voting member of the Board, at least two months prior to the Annual Meeting. The entire slate of Delegates shall be approved by vote of the Board and confirmed by vote of the Membership at the Annual Meeting. The duties of each Delegate shall be regular attendance and participation in Board meetings and working sessions, and one or more appointed Committees.
- (d) In the event that a School does not nominate a Delegate, the seat shall remain vacant for the year or until such time as the School petitions the Board for

reinstatement. The Board must vote to accept reinstatement, subject to such reasonable criteria and conditions as it may identify.

Section 2. Term of Office for Elected Directors

- (a) Elected Directors (other than the President and First Vice-President) shall serve for a term of three years or until their successors are qualified. Approximately one-third of the elected Directors shall stand for election to a three-year term in each year.
- (b) The Board is empowered to appoint Directors to vacancies, as they occur, to complete the terms of elected officers or to fill any other vacancy.

Section 3. Meetings

- (a) Robert's RULES OF ORDER, current edition, shall govern all meetings of the Society.
- (b) The annual meeting of the Board shall be held each year immediately after and at the place of the annual meeting of the Members. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the Directors may fix. No notice need be given for a regular or annual meeting.
- (c) Special meetings of the Board may be held at any time and place and may be called by the President or by five of the Directors. The Secretary, or in the case of death, absence, incapacity or refusal of the Secretary to act, the President or Directors calling the Meeting, shall give written notice of the time and place to each Director 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. Notice of a special meeting need not be given to any Director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A notice or waiver of notice need not specify the purpose of any special meeting.
- (d) Directors or members of any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment, so long as all persons

participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Quorum

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

Section 5. Decision

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

Section 6. Officer Pro-tem

In the absence of the President, First_Vice-President, Secretary or Treasurer, the Board may elect from its membership a President *pro tem*, a First Vice-President *pro tem*, a Secretary *pro tem* or a Treasurer *pro tem*, as the case may be. Each thereof shall serve until the regularly elected officer is able to act and during such period shall perform the duties and exercise the power and authority of the office. A Treasurer *pro tem* shall be bonded.

Section 7. The Executive Director

The Board may employ an Executive Director and establish and review from time to time his/her duties, performance, and compensation. It may designate the Executive Director to act as an Assistant Secretary and Assistant Treasurer, and he/she shall assume such responsibilities and duties of those or other offices as may be delegated under these by-laws. He/She shall be the chief executive of the Society, shall be directly accountable to the Board, and shall consult regularly with the President and the other Officers. He/She shall act for the Secretary and Treasurer and shall serve *ex officio* as a nonvoting member of the Board and Executive Committee except when the position is under discussion. He/She shall be responsible for the management and performance of the Society's operations and activities, including the employment and direction of its staff.

Section 8. Minutes

Written minutes of every meeting of the Board, setting out the Directors and other persons in attendance, the matters before the meeting and every action taken thereat, shall be kept on

file by the Secretary as a part of the permanent records. Each said minutes shall be signed by the Secretary of the meeting and approved by the officer who presided at the meeting and by the Board. Minutes of all meetings of the Board shall be distributed by the Secretary to the Board membership.

Section 9. Delegation of Authority

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

Section 10. Duties

The Board shall exercise all the powers necessary to determine the policies and conduct the business of the Society, except such as are conferred upon the Members and Associate Members by law and by the Constitution and By-laws. The Board shall receive reports; approve appointments to all committees; and perform such other duties as are not inconsistent with the foregoing.

Section 11. Sections

In accordance with the rules of the Institute, the Board may recommend and upon approval of the membership, establish Sections within its territory.

Section 12. Resignation of Directors

Any Director may resign at any time by giving his or her resignation in writing to the President or the Secretary. It is expected that a Director who is no longer an assigned Member, an Associate Member, an Affiliate Member, or an Honorary Member will immediately submit his or her resignation.

Section 13. Removal of Directors

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

Section 14. 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 Society contemplates contracting or otherwise

transacting business, the Director shall disclose his or her 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 he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Society may enter into such transaction.

Any transaction of the Society with such corporation, firm, or other entity shall not be invalidated or in any way affected by the fact that a Director may have interests therein that are or might be adverse to the interests of the Society, so long as the provisions of the previous paragraph have been complied with. No Director having disclosed such adverse interest shall be liable to the Society or to any creditor of the Society or to any other person for any loss incurred by it under or by reason of any such transaction, nor shall any such Director be accountable for any gains or profits to be realized thereon.

ARTICLE IV. Committees

Section 1. Committees

- (a) Committees may be established to perform services for the Society and each of such committees may create one or more subsidiary committees. Committees shall be Elected Committees established by the By-Laws and Appointive Committees established by the Board, the President or meeting of the Society.
- (b) There shall be four elected Committees: the Membership Committee, the Nominating Committee, the Honors and Awards Committee and the Ethics Committee. One-third of the elected members of such committees shall be elected each year for a term of three years. The number of successive terms of any elected member is limited to two. Except as provided otherwise, the President shall appoint one of the elected members within thirty days after the annual meeting as the Chair, to serve for one year. The number of successive terms of Chair of an Elected Committee is not limited, except the Chair of the Nominating Committee shall be limited to two successive terms. Elected Committees may include persons who are not Members of the Society.
- (c) The Membership Committee shall consist of nine elected members and shall encourage desirable candidates; and make recommendations to the Board regarding eligibility requirements and admission procedures not inconsistent with the Constitution and By-laws.

- (d) The Nominating Committee shall consist of six elected members and three non-elected members, who shall be the three past presidents of the Society. The most senior past president shall serve as The President shall name the Chair of the committee, who shall ordinarily be the most_senior past president. It shall select the name of one or more nominees for each elective position at least forty-five days before each Annual Meeting; recommend to the President the name of one or more persons for each position to be appointed by the President subject to approval of the Board; and make recommendations to the Board regarding committee structure and appointive positions.
- (e) The Honors and Awards Committee shall consist of six elected members and shall be responsible for all matters pertaining to prizes, scholarships or other means of recognition, including recommendations to the Board regarding Honorary Membership and elevation of Members to Fellowship in the Institute. The Honors and Award Committee may recommend changes to the BSA awards program or criteria and present these recommendations to the Board for approval.
- (f) The Ethics Committee shall consist of three elected members and shall study and make recommendations to the Board regarding all matters pertaining to the professional ethics of the Society and its Members.
- (g)
- (h) Appointive Committees may be as large as required to complete the task assigned to the committee. Appointive Committees shall be examined and may be reconstituted after each annual meeting by the Board. The chair of each Appointive Committee shall be appointed by the President.
- (i) The Board shall appoint an Audit Committee, which shall consist of the Treasurer and two outside committee members, neither of whom shall be Members or Associate Members of the Society, and both of whom shall have significant experience and expertise in the financial management of not-for-profit organizations. One of the outside committee members may be a Public Director, so long as he / she possesses the qualifications described above. The Audit Committee shall meet at least twice each year with the Society's outside auditor, to review its scope of engagement and its findings.
- (j) The Board shall appoint a Development Committee, which shall research and make recommendations to the Board regarding policies and procedures to assure the fiscal health of the Society through philanthropy and fund development. The President and at least one other Director shall be members of

the committee. Members of the Development Committee are not required to be Members or Associate Members of the Society.

Section 2. Reports

All committees shall meet as frequently as is necessary to keep abreast of their duties. They shall report to the Board when requested by the President, the appropriate Vice-President, or any five Directors and shall submit written reports to the Annual Meeting.

ARTICLE V. Finances

Section 1. Fiscal Year

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

Section 2. The financial assets of the Society shall be kept in separate categories:

- (a) Operating funds, obtained from dues, assessments and any other sources shall be administered by the Board subject to vote of the membership.
- (b) Reserve funds, including transfers of operating fund surpluses and/or other funds the Board may designate for Society reserves, which shall be administered by the Board.
- (c) Trust funds, obtained by gift, devise or transfer from operating or reserve funds shall be administered in accordance with the instruments of the trust.
- (d) Other fund categories that the Board may determine to be appropriate.

Section 3. Dues

- (a) Every Member, Associate Member, and Affiliate Member of the Society (except Honorary Members or Members Emeriti) shall pay annual dues. The amount of said dues for each classification for each fiscal year shall be recommended by the Board and determined, within the aforesaid limit, by vote at the annual meeting preceding the year for which the dues are to be collected. The Annual Dues collection shall coincide with the schedule established by the Institute.
- (b) New Members, if elected during the course of the fiscal year, shall pay annual dues on a prorated basis, as determined by the Treasurer.

- (c) Resignations of membership except by assigned Members may be made only in writing to the Secretary. No resignations shall be accepted unless all indebtedness to the Society of the Member resigning shall have been paid.
- (d) If the annual dues in any year are not paid within thirty days of the time at which they become due, the defaulter shall be notified by the Treasurer of the fact and of the requirements of the By-Laws; and should the defaulter neglect payment, without good cause, until the last day of the third month next occurring, the Society may ask the Institute to terminate the defaulter's membership.
- (e) Honorary Members and Members Emeriti shall pay no dues.

Section 4. Annual Budget

Prior to the beginning of each fiscal year, the Board shall prepare, for submission to the annual meeting, an annual budget with the scale of dues necessary to support it. The Board shall make appropriations in accordance with the budget as adopted by the membership at the annual meeting. The Board shall have the power to make reasonable transfers from one budgeted account to another and shall have the power to approve extra budgetary expenditures only if such expenditures are approved by the voting Members of the Board at a regular meeting of the Board. Pending approval of the budget and dues at the Annual Meeting, the Board may proceed as though budget allocations of the previous year had been voted.

Section 5. Audits

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

ARTICLE VI. Property

Section 1. Property

The Board may receive by gift, devise or otherwise acquire and dispose of property, real and personal, in accordance with the purposes of the Society. The Board shall not mortgage or pledge any such personal property received or acquired unless it has obtained the approval of the Society. No distribution of property shall be made to any person in any membership category, except for scholarships or prizes awarded.

ARTICLE VII. Meetings of the Society

Section 1. Meetings

The Board shall set a date for the Annual Meeting of the Society. No business shall be transacted at any meeting except the Annual Meeting and special meetings called in accordance with Section 3, below. The Annual Meeting and any special meeting shall be conducted in accordance with the applicable provisions of this Article VIII. In addition, the Society shall hold at least two meetings in each year at which no business shall be transacted.

Section 2. Annual Meeting

The Annual Meeting shall be held each year to install Officers and Directors, to receive reports, to adopt a budget, and to transact any other business which may be specified by the Board or requested in written petition signed by ten voting Members.

Section 3. Special Meetings

Special meetings of the Society shall be called by the Secretary upon the request of the President or upon written request of fifteen voting Members. The Board shall determine the business to be transacted at such a meeting and shall include such business as may be specified in the written request of said voting Members. Each call shall set forth the purpose of such a meeting in accordance with the determination of the Board. At any special meeting, no business other than that specified in the call shall be considered except by unanimous consent.

Section 4. Quorum

Thirty voting Members shall at all meetings of the Society constitute a quorum.

Section 5. Notice of Meetings

Two weeks written notice of all meetings mailed to all voting Members shall be required, excepting for the Annual Meeting, which shall require thirty days written notice.

Section 6. Nominations. Elections and Voting

- (a) The Elections to fill any elective office provided for by these By-Laws, including the Board, Officers, and Committee members, shall be in accordance with the procedure of this section, unless otherwise stipulated. In the event of a tie for a Board of Directors' or committee position, both winners will serve concurrently.
- (b) Nominations of one or more names for each elective office shall be made by the Nominating Committee, subject to the following. Candidates for First Vice-President typically shall be selected from among the then-serving Vice-

Presidents. If there are not at least two then-serving Vice-Presidents who agree to run for First Vice-President, the Nominating Committee may select one or more additional candidates. Nominations shall be mailed to all voting Members by the Secretary not later than forty days before the Annual Meeting. Additional nominations may be made in writing over the signatures of no fewer than seven assigned Members in good standing, and delivered so as to be received at the office of the Secretary not less than twenty days, or postmarked not less than twenty-two days, before the date set for the Annual meeting. No candidate shall be nominated without his/her consent.

- (c) It is the policy of the Society to promote access, equity, and diversity. In pursuing this policy, the Nominating Committee will endeavor to compile a slate of candidates that is diverse in terms of gender, race, ethnicity, sexual orientation, disability, national origin, age, and length of experience in the profession.
- (d) Elections shall be by a majority of the whole number of those voting by written ballots as hereinafter described. Such ballot shall be deemed a proxy, in accordance with subsection (e) below. In the instance of an unopposed candidate or slate of candidates, by proper motion, the Secretary may be instructed to cast a unanimous ballot for those elective officers and the written ballot shall be waived. When there is more than one candidate for an office, the Secretary shall distribute ballots for those offices to be voted upon to all assigned Members not later than fourteen days before the date set for the Annual Meeting, either by mail, electronic communication, or other reliable method of distribution. Ballots shall be delivered to the Secretary's office not later than the close of business on the day before the Annual Meeting, in a manner to be selected by the Secretary that shall not permit identification of the voter. The President shall appoint three Directors or members of the Nominating Committee who are not on the ballot to whom the ballots shall be delivered and who shall review the ballots, determine the validity of any ballot questioned, and supervise the counting and tabulation of the ballots. The tellers shall report the results to the Annual Meeting.
- (e) Voting. Except as noted herein, all Members, Emeritus Members, and Associate Members in good standing and all current Officers and Directors shall be eligible to vote on all business of the Society, and a majority of those voting shall carry a motion or resolution excepting that voting on all matters concerning the Institute shall be limited to assigned Members. Members may vote at the annual meeting or any special meeting either in person, or by written proxy dated not more than six months before the meeting named therein, which shall be filed with the Secretary or Assistant Secretary before being voted at the meeting.

Section 7. Assessments

Notice of the proposal to levy an assessment stating the reasons therefor, the time of payment and the time of default for a nonpayment shall be mailed to all Members and Associate Members not less than thirty days prior to the meeting at which the assessment is to be voted upon. Any classification of Members or Associate Members on which it is proposed to levy an assessment shall be eligible to vote on all matters in connection with the assessment. A two-thirds affirmative majority of those voting shall be required.

ARTICLE VIII. Indemnification of Directors and Officers

Except as provided below, the Society shall indemnify any Director or officer (including Directors and officers who serve at the Society's request as directors, officers, employees or other agents of another organization; such service is hereafter described as serving in a representative capacity) against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine, penalty, or settlement (provided the Board of 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 officer or serving in a representative capacity. Such indemnification shall apply even though at the time of such claim, action, or proceeding such a person is no longer a Director or officer of the Society.

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 Society and its counsel in any reasonable manner with respect to protecting or pursuing the corporation's interests in any matter relating to the subject matter of the claim, action or other proceeding for which indemnification is sought. No indemnification shall be provided for any person with respect to any matter as to which the Board of Directors 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 Society.

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

Notwithstanding the foregoing, the Society shall not provide indemnification for any former officer or Director who, in the judgment of the Board of Directors, was in serious or repeated

breach of his duties as such officer or Director. Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a Director or officer may have or obtain, and shall accrue to such person's estate. Any agent or employee of or for the Society may be indemnified in such manner as the Board of Directors decides.

ARTICLE IX. Regional Directors. Institute Delegates and Professional Appointees

Section 1. Regional Directors

Whenever the office of the Regional Directorship for the district in which the Society serves as a Chapter of the Institute is about to become vacant, the Board may transmit to the Secretary of AIA New England its nomination for Regional Director.

Section 2. Delegates

- (1) The President of the Society shall appoint member delegates to represent the Chapter at meetings of AIA New England and the Institute.
- (2) The Board may instruct said member delegates as to the casting of their votes at any meeting of AIA New England or of the Institute. Such instructions shall be binding on such member delegates.

Section 3. Professional Appointees

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

ARTICLE X. Architectural Practice

Section 1. Standards of Practice of the Society

The Code of Ethics and Professional Conduct, or its amended version and successor codes, if any, of the American Institute of Architects are hereby made the Standards of Professional Practice of the Society and every interpretation made by the Institute Board of any part of said Code shall be deemed to be the interpretation of the Society. No amendment of the said Code shall be made by the Society.

ARTICLE XI. 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, AIA New England 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.