

BSA Bylaws Recommendations 2020

Governance Review Objectives

- Identify and implement governance best practices
- Recognize responsibilities and requirements of 501(c)6 and of 501(c)3
- The vote on board recommended changes will be at a special meeting on January 6th

Governance Review Timeline

- Engage consultants to assist in identifying best practices and revise bylaws Completed
- Review bylaws revisions with governance attorneys Completed
- Review BSA/AIA bylaws with AIA National Completed
- Review bylaws with BSA/AIA and BSA Foundation Boards Completed
- BSA/AIA membership vote on bylaws changes January
- If approved, draft Boards policies and procedures for Boards approval February
- Establish Board policies and procedures February

Governance Review Scope & Methodology

- Recommend governance and operating processes collaboration
- Revise BSA/AIA 501(c)6 and BSA Foundation 501(c)3 bylaws
- Establish policies and procedures
 - Clarify individual Board responsibilities
 - Engaged non-profit attorney Eleanor Evans of Hemenway & Barnes, and AIA Counsel-General Jay Stephens to prepare, draft and review.
 - working with non-profit consultant Richard Russell
- Governance committee members: Natasha Espada, Diana Nicklaus, Paul Hajian, Jean Carroon, Courtney Sharpe, Eric White, and Richard Russell

Board Recommended Changes

Intro and Article 1

- All references to mission, vision, purpose are not included as they are not relevant to the legal function of the BSA. These specifically identified in the strategic planning documents and may be updated as necessary.
- References to “Corporation” are the legal definition of a nonprofit.

Board Recommended Changes

Article 2 Membership - Key changes

- **Eliminates qualifications for architect member classes. These are set by AIA, not BSA.**
- Membership meetings are detailed.
 - Allows members to participate in membership meetings by phone and other electronic means.

Board Recommended Changes

Article 3

Board of Directors – Major changes

- **Number of Directors is changed from 15-24 to 3-20.**
 - Three (3) is the minimum number allowed by MA for non-profits.
 - Twenty (20), though still larger than most best practice recommendations, provides a more manageable representation. (The max between the two boards is 40).
- **All elected board members (except officers) titled Director**
 - The Board may work with the Nominating Committee to identify representation needs such as public directors, Fellows, Schools, etc..
 - Policies will identify other titles as deemed necessary by the Board

Board Recommended Changes

Article 3

Board of Directors (continued)

- **Term limits are created** (three consecutive terms).
- **Quorum changed from “8” Directors to 51% of the Board**
- **Committees are not specified in the Bylaws, will be defined in policies – bear no legal responsibilities.**
 - Committee guidelines are defined in Bylaws
 - Executive Committee responsibilities and make-up is defined annually by the Board and may be clarified in policy.
 - Board Committees to include minimum of two Directors and may include non-Board members

Board Recommended Changes

Article 3

Board of Directors (continued)

- Directors may participate by telephone or electronic media
- Indemnification of Directors is expanded

Board Recommended Changes

Article 4

Officers

- **Officers, who have specific legal responsibilities, are defined as President, Treasurer and Secretary.** (drops 1st VP from Bylaws, but does not eliminate the position)
- Officers must be Assigned Architect Members. This is required by AIA.

Board Recommended Changes

Article 5

Administrative Provisions

- Provisions are shortened to only the legal requirements.
- Most procedures will shift to policies. Procedures are often regulated by external regulations. By tying these to policies we can stay current.
- **Rules of Procedure are required, but not specified as Robert's Rules.**