

To: BSA/AIA Board of Directors and BSA Foundation Board of Trustees
 Fr: Natasha Espada AIA, President, and Ted Touloukian AIA, Chair
 Re: Joint Boards meeting agenda
 Date: Wednesday, November 11, 2020

This meeting will convene via Zoom at 8:00 am on Wednesday, November 18.

- 8:00 am Call to order
- Approval of the BSA/AIA minutes from the October 14 Board meeting
[VOTE]
 - Approval of the BSA Foundation minutes from the October 8 Board meeting
[VOTE]
- 8:05 am Meeting introduction and expectations
Natasha Espada AIA and Ted Touloukian AIA
- 8:10 am BSA/AIA and BSA Foundation Budget Proposals **[Review, Discussion and VOTES]**
Dan Perruzzi AIA, BSA/AIA Treasurer; Eric Krauss, BSA Foundation Treasurer; Eric White
- Role of fundraising to achieve budget
- 9:00 am BSA/AIA and BSA Foundation Bylaw proposed changes **[Review, Discussion, VOTES]**
Diana Nicklaus AIA, BSA/AIA Secretary; Bennet Heart, BSA Foundation Vice Chair
- 9:45 am Additional business
- Preparation for Boards Assessments
 - Preparation for the Executive Director Assessment
 - Annual Meeting
- 10:00 am Adjourn

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October 14, 2020 Minutes of the BSA/AIA Board Meeting

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

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

Absent: Greg Minott AIA, Jeffry Burchard AIA, Jean Carroon FAIA, George Proakis AICP

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

Minutes of previous meetings It was VOTED to accept the minutes for the September 2020 BSA/AIA board meeting and BSA Foundation Board meeting.

Motion was approved: Unanimous.

BSA/AIA Governance The board reviewed By-Law goals and process, and proposed changes were discussed. Next step in the process is to review By-Laws in a joint meeting with BSA Foundation.

Strategic and Communications Plans The board reviewed both the strategic and communication plan, focusing on past placemats and the four foci from Karma. After the presentation, the board discussed.

Financial Update The board was presented with the 2020 budget reforecast, the 2021 budget, and the 2022-2024 forecast. Overall, the BSA is tracking well for 2020 to the original budget goals before the COVID-19 pandemic, with an operating deficit.

Adjourn It was VOTED to adjourn at 10:19 am.

Motion was approved: Unanimous.

Respectfully submitted,

Karolina Hac on behalf of
Diana Nicklaus AIA Secretary

October 8, 2020 Minutes of the BSA/AIA Board Meeting

Present: Rebecca Berry AIA, Greg Bialecki, Meera Deean, Bennet Heart, Eric Krauss, Peter Kuttner FAIA, Patrick McCafferty, David Silverman AIA, Ted Touloukian AIA, Laura Wernick FAIA, Kenneth Willis

Staff: *Eric White, Ben Peterson, Erika Shea, Li Lam, Michela Davola, Paige McWhorter, Polly Carpenter, Jennifer Efron, Susan Green*

Absent: Richard Taylor, Bud Ris

Call to order Noting the presence of a quorum, Chair Touloukian called the meeting to order at 8:33 am and welcomed board members

Minutes of previous meetings It was VOTED to accept the minutes for the September 2020 BSA/AIA board meeting and BSA Foundation Board meeting.

Motion was approved: Unanimous.

Foundation Governance The board reviewed By-Law goals and process, and proposed changes were discussed. Next step in the process is to review By-Laws in a joint meeting with BSA/AIA. The board discussed the move to "One BSA."

Strategic and Communications Plans The board reviewed communications goals presented by Karma and how they relate to and intersect with the strategic plan placemat.

Financial Update The board reviewed the Foundation's financial position, which is currently on track to produce a surplus for 2020, as well as the financial forecast through 2023.

Philanthropy Update Richard Russell presented an update on fundraising efforts so far this year, asking board members to help in suggesting prospective donors, helping on virtual visits, and making personal gifts to the Foundation.

Adjourn It was VOTED to adjourn at 10:31 am.

Motion was approved: Unanimous.

Respectfully submitted,
Karolina Hac
on behalf of Meera Deean, Secretary

To: BSA/AIA and BSA Foundation Boards
Fr: Eric White
Re: 2020 Budget Reforecast and 2021 Budget
Dt: November 11, 2020

2020 Reforecast

We anticipate the Foundation to end the year with slight surplus (\$42K) and the BSA/AIA with a deficit (\$247K). We began the year with a budget deficit of \$311K (\$87K Foundation, \$224K BSA/AIA). As you know, the impact of COVID affected our revenue streams by about \$1.4M (slightly less than we had forecasted). The majority of our revenue losses are in programs & events, space rentals, and fundraising. The most significant question remaining to achieving these numbers is reaching our fundraising goals for the remainder of 2020. We significantly reduced expenses in staffing, exhibitions, *ArchitectureBoston* and communications, fundraising events, program expenses, and secured a three-month rental deferment. We were successful in shifting many of our programs and activities to virtual formats, which did require some modest investments in additional technology.

Most importantly in 2020, we brought the two entities together to One BSA while narrowing our focus and aligning staff and resources to four focus areas of advancing architecture, equity, environment and community. Attached is a staff organization chart outlining our current structure and highlighting the goal.

2021 Budget

The 2021 budget anticipates a total deficit of \$123K, with the chapter at a \$125K deficit and the Foundation holding a small surplus of \$2K. It is highly affected by the pandemic and our challenge developing revenue streams through virtual formats. We have built the budget with the assumption the shutdowns from COVID will continue through fall 2021 with revenue streams limited by the future shutdowns.

In particular, we budgeted:

- Foundation assuming more expenses that historically covered by BSA/AIA
- 8% decline in professional membership revenue – no dues increase in 2021
- Continued lower revenue from all program areas
- An increase in fundraising revenue – particularly grants and major gifts. These numbers are developed with advice of Richard Russell based upon traditional philanthropic growth.
- Significant decrease continuing in BSA Space rentals
- Significant decrease in classifieds
- No revenue from 2021 ABX because Informa notified us it is cancelled for 2021
- Small increase in integrated marketing (sponsors, advertising, etc.) as we look to take advantage of ABX cancellation.

The 2021 budget specifically supports our strategic foci of advancing architecture, equity, environment and community. The most significant costs in each of these areas are staffing and consultant work. As noted, there is a great deal of crossover between the four areas and most staff are engaged across the focus areas. Below is an outline of key staff and consultants majorly engaged in our this work:

1. Advancing Architecture – **COO**, Billy, Caitlin, Patricia, Susan, Polly, Taylor, Jenny, Ben, Paige, Maia and Eric
2. Equity – **COO**, Billy, Patricia, Jenny, Wandy, Polly, Taylor, Caitlin, Susan, Ben, Paige, Maia and Eric
3. Environment – **COO**, Billy, Caitlin, Jenny, Polly, Taylor, Patricia, Susan, Ben, Paige, Maia and Eric
4. Community – **COO**, Billy, Ben, Polly, Taylor, Jenny, Wandy, Susan, Paige, Maia and Eric
5. Revenue Generation – **Billy**, Eric, Brian, Michela, Karolina, Erika,
 - Secondary - Caitlin, Patricia, Susan - program revenue
 - Polly, Taylor, Jenny, Wandy, Ben - fundraising & grants, some program revenue

We recommend continuing to outsource some key, non-strategic functions including:

- Karma – marketing & communications. Their focus is on advancing messaging, website assessment and upgrade, public relations, and some content and communications delivery. In addition to Karma we work with several other consultants including website programming and design and graphic design.
- Resilient Philanthropy – building our philanthropic and individual giving.
- DGC – financial and accounting services
- Northlight IT – technology support
- ACGI - database

Other budget highlights include:

- A return of *ArchitectureBoston* and our online thought leadership. We do not know what this will consist of yet and it will require a different structure and lower financial investment. With a limited budget we will need to build AB to meet our budget.
- Charging non-members for participating in some knowledge communities.
- No ABX revenue in 2021 because it has been canceled. However, this provides us the opportunity to build integrated marketing and program revenue in response to the loss of CEU opportunities.
- Budgeted \$60K, split evenly between Foundation and BSA/AIA, to continue engaging expertise in equity and justice work.
- Managing Director/COO hire (see 2021 org chart) – for two primary reasons:
 - To lead our strategic initiatives and staff operations
 - To enable Billy and Eric to build revenue streams through philanthropy, membership, and integrated marketing.
- We budgeted one other hire – front desk/facilities manager - beginning in the 3rd quarter.
- We continue negotiating with Boston Properties to lower our rent in 2021, though we did not budget savings.
- Continuing our virtual programs through 2021 including two conferences, Client Conversations, Race & Architecture, and more.

Contingency planning options are limited if we need to make reductions to:

- Staffing – this would require changes to our work achieving goals
- Rent – this would require breaking a lease (through 2032) or reducing space.
- Most other options are limited and minimal.

Beyond 2021

The forecasts for 2022-25 build upon the assumption that the pandemic ends and we feature a mix of virtual and live programming. These are primarily estimates that are primarily for long-term planning purposes. The primary expense increases are staffing to advance our goals and fundraising capacity. Below is an outline of the staffing additions.

			2021	2022	2023	2024	2025	
Com. Design Mgr			\$ 65,000	\$ 66,950	\$ 68,959	\$ 71,030		
Com. Design Interns				\$ 35,000	\$ 36,050	\$ 37,132		
Climate Fellow								Program B
Educator PT				\$ 35,000	\$ 36,050	\$ 37,132		
Major Gifts Off.				\$ 45,000	\$ 90,000	\$ 92,700		
Grants Writer			\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000		
Advancement Rsrcher				\$ 30,000	\$ 30,000	\$ 30,000		contractec
Volunteer Coord			\$ 50,000	\$ 51,500	\$ 53,045	\$ 54,636		contractec
				\$ 165,000	\$ 313,450	\$ 364,104	\$ 372,630	
General Staffing		\$ 1,494,571	\$ 1,539,408	\$ 1,585,590	\$ 1,633,158	\$ 1,682,153		
Total		\$ 1,494,571	\$ 1,704,408	\$ 1,899,040	\$ 1,997,262	\$ 2,054,783		
Foundation Base		\$ 624,474	\$ 643,208	\$ 662,504	\$ 682,379	\$ 702,850		
			\$ 165,000	\$ 313,450	\$ 364,104	\$ 372,630		
Foundation Total			\$ 808,208	\$ 975,954	\$ 1,046,483	\$ 1,075,480		

The majority of the staffing increases are in the Foundation accounts.

BSA/AIA Chapter By-Laws Proposed changes

The proposed new Bylaws were drafted by a non-profit attorney in consultation with the Executive Director and our Governance consultants Richard Russell and Caroline Kennedy.
 :n reviewed by AIA Counsel Jay Stephens.

Article/ Section Old	Article/ Section New	Significant Alterations	Comments	Pros	Cons
Preamble, & Article 1	Intro & Article 1	Section shortened to include only the pertinent, relevant legal information, standard best practice	Information including mission, vision, etc. is now part of the strategic plan documents		
Article 2	Article 2	Membership shortened to identify types of membership. Affiliated membership classes/qualifications are defined in policies. Some specific rules for membership - including dues, termination, member meetings are more clearly defined, but there are no significant changes.	All membership classes/qualifications defined more clearly in policies. This reduces potential conflicts with changes in AIA membership changes. Their functions in BSA/AIA governance is not relevant to the bylaws and governance of the chapter.	Eliminates conflict with AIA membership updates	
	2.12	<i>New</i> - Members may participate In meetings by phone or other electronic means	Allows greater member participation as well as functioning during crisis such as the COVID pandemic		
Section 7		Section outlining the role of the Executive Committee is eliminated.	The Board is the legal authority. The Board may choose to empower the Executive Committee with certain responsibilities and these may change from time to time.		
Article 3, sections 1 - 2		Specific details regarding Officers and the Board of Directors are moved to Articles 3 and 4	Eliminates duplications of Officer and Director responsibilities		
Section 7		Executive Director section is eliminated.	There is no legal need to identify the right of the organization to hire staff.		
Article 4	Article 3	Change - Number of Directors changed to 3 to 20 (currently 15-24).	Three (3) is the minimum number of Directors required by MA law.	General best practices for governance identify smaller Board sizes of 3-15. This is a small maximum reduction that still maintains strong representation. It also recognizes a max total of the two Boards of 40.	

Article/ Section Old	Article/ Section New	Significant Alterations	Comments	Pros	Cons
		<i>New</i> - The majority (51%) of Directors must be Assigned Architect Members <i>New</i> - Associate Members shall make up no more than 1/3rd or three Directors, whichever is greater.	This ensures the majority of the Directors who represent a membership of architects are actual members of the BSA/AIA. This is an AIA requirement		
		<i>New</i> - all elected board members are titled "Director." Specific representatives may be identified (allied, associate, student, university...) The specific titles are eliminated. The Board may chose to identify and ask Directors to lead specific initiatives.	Specific representatives (Allied, Associate, Fellows, etc.) would be identified in a policy document that can be altered based upon the needs of the organization. For example, we currently do not have a student rep to the Board which many chapters do. This is easily changed through policy.	This eliminates the confusion over different titles.	Will require some regular Board assessment to ensure appropriate representation
3.4		Director terms remain at the current 3 years <i>New</i> - The bylaws identify specific term limits that are set at a maximum of 3 consecutive terms	Currently there are no term limits set in the Bylaws and it is best practice to identify.		
3.8		<i>New</i> - Telephone and electronic media are permitted for Board participation.	Allows greater Director participation as well as functioning during crisis such as the COVID pandemic		
3.12		<i>Change</i> - Quorum is a majority of Directors in office (currently set at 8) Several sections reduced/removed from Bylaws and will be shifted to policies. Other sections are added to clarify the specific legal requirements	Best practice is a quorum is 51%. It also allows for change if the Board is reduced in size.		
3.20		<i>Change</i> - Committees are no longer specified within the bylaws. The Board may determine committees needed.	Committees bear no legal responsibility in the governance of the organization and therefore should not be included in the Bylaws. Guidelines for specific elected committees (Ethics, Nominating, Honors & Awards, Membership) will be included in policies.		
		<i>Change</i> - Committees shall include two or more Directors, and additional members may be added.	This ensures cooperation and communication between the Committees and the Board (who have ultimate responsibility). This does not change the practice of elected committees, but would change the makeup of these committees to include the Board.		
3.22		Indemnification of Directors is clarified and expanded.			

Article/ Section Old	Article/ Section New	Significant Alterations	Comments	Pros	Cons
4		<i>Change</i> - the officers of the BSA are President, Secretary and Treasurer. This does not include the 1st VP as an officer	The only Board positions that have specific legal responsibilities that are different from Directors are these three positions. The Board may determine to add assistant or vice positions, but they hold no additional authority.		
4.1		<i>Change</i> - the three Officers are elected to 2 year terms	4.1 and 4.2 are linked together as this shifts all officers to two year terms. This adds one year to the President term and reduces one year to the Secretary and Treasurer.	This move supports advancing the BSA strategic, rather than individual agenda. It provides the opportunity to pursue long-term agendas.	This requires the President to make a long-term commitment.
4.2		<i>Change</i> - the three Officers are elected from and by the Board.	This shifts the election of the President, Treasurer and Secretary from the Membership to the Board. It requires that these positions are elected from those currently serving on the Board. It recognizes that only 10% of the Membership vote annually in BSA elections and this has not changed in more than 20 years.	This move advances the organization shift to an impact driven focus with 2 year terms the responsibility. The role of the President is to advance the strategic agenda.	Membership continues to select the leadership, but does not select the officers.
		Officers must be Assigned Architect Members	AIA requirement		
5		Administrative provisions are shortened.	Administrative provisions are culled to only the necessary legal requirements. All other provisions are shifted to policies.		
5.3		<i>Change</i> - Rules of Procedure are determined by the President. Roberts Rules are not specifically identified as the procedural guide	Robert's Rules are complicated and by specifying these in the Bylaws without a parliamentary expert is a risk. Other procedure rules, including Atwood's, Concensus Process, Martha's Rules, Democratic Rules, etc. are simpler. The President may select the rules of procedures.		
6		<i>Change</i> - Amendments to the Bylaws may be adopted by a majority vote of the Directors.	Currently requires both a 2/3rd vote by the Board and 2/3rd vote by Membership at a Member Meeting. Only 30 Members are required at the meeting	Enables the organization to respond nimbly to changes. Historically difficult to draw 30 Members to a Member Meeting.	While few members participate in voting, it is an opportunity for their voice to be heard.

Article/ Section Old	Article/ Section New	Significant Alterations	Comments	Pros	Cons
5		Finance section is consolidated into Article 5 Administrative	This clarifies only the required finance requirements in Bylaws and all other financial expectations will be defined in policies. It positions the BSA/AIA to quickly adopt updated State financial legal requirements		
6		Property Article is eliminated	These requirements are shifted to a policy allowing language to keep up with state laws		
7		Meetings of the Society are shifted to Article 1 with membership			
8		Indemnification is folded into Article 3			
9		Regional Directors is eliminated			
10		Standards of Practice apply to qualifications for membership and have been clarified in Article 2			

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 I. Name, Objects, Organizations, Jurisdiction

Section 1. Name 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~~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~~ MEMBERSHIP

~~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, or 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~~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.

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~~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~~Corporation shall include Architect 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.~~

BY LAWSARTICLE I. MembershipSection 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 Architect Member or Associate Member assigned to ~~this~~ Chapter shall remain a Member of it until her~~/, his, or their~~ Membership in the Institute is terminated or ~~s/she, he, or they~~ is reassigned by the Institute to another Chapter.

Privileges. ~~A An Architect Member or Associate~~ Member assigned to Membership in the ~~Society~~ Corporation may use the titles and exercise the rights and privileges granted her~~/, him, or them~~ by law and by the Institute ~~By laws under the conditions fixed in said by-laws.~~ Bylaws.

2.1.2. Unassigned Members.

(c) Qualifications. The Board, without action by the Institute, may admit ~~to membership in the Society~~ as Architect Member or Associate Member to the Corporation any assigned Member of another Chapter, provided ~~s/she, he, or they~~ applies for such Membership in writing to the Board.

(d) Termination. ~~A An Architect~~ Member or Associate Member so admitted ~~as provided in paragraph (a) above~~ may terminate her~~/, his, or their~~ Membership in the ~~Society~~ Corporation by resignation. If the Institute Membership of such Member is terminated, then *ipso facto* her~~/, his, or their~~ Membership in the ~~Society~~ Corporation terminates.

Privileges. An unassigned Architect Member or Associate Member shall be subject to all regulations and shall have the rights in the ~~Society~~ Corporation co-equal with those of a Member assigned to it, except that ~~s/she, he shall, or they may~~ not hold ~~office or~~ directorship in the ~~Society~~ 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.

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 her/his membership in the Institute is terminated or s/he 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 description, rights, and privileges granted her/him 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 obligations of another chapter, provided s/he applies for such membership in writing to the Board.~~
- ~~(b) — Termination. An Associate Member admitted as provided in paragraph (a) above may terminate her/his membership in the Society by resignation. If the Institute membership of such Member is terminated, then *ipso facto* her/his membership in the Society terminates.~~
- ~~(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 s/he 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) — Honorary, Allied, Emeritus, 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, and any 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.

Section 6. Affiliate Members

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

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

Section 7-2.2 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 Dues Meeting

~~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 Members 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 shall be three years, shall begin at the conclusion of the BSA annual meeting held each year in the fourth quarter, and shall last until their successors are qualified.~~
- ~~(b) The term for President shall be two years, shall begin at the conclusion of the BSA annual meeting held of each year in the fourth quarter, and shall last until her/his successor is qualified.~~

Section 3. The President

- ~~(a) The President shall have served as Board member of either the Boston Society for~~

~~Architecture or the BSA Foundation for at least one year.~~

- ~~(b) — The President shall be the chief elected officer of the Society. S/he shall exercise general supervision of its affairs and shall preside at meetings of the Society, the Board, and the Executive Committee. S/he 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 her/his office. S/he shall make a report to the Annual Meeting covering the work of the Board. S/he shall be a member *ex officio* of all elected committees except the Nominating Committee. S/he (or her/his 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 two-year term, s/he shall serve a term of as little as one year and as much as two years on the Board as the immediate past president.~~

Section 4. The Vice Presidents

- ~~(a) — Any Vice President shall have been an assigned Member for two 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).~~

~~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 her/his disability or refusal to act, as may be calendar year on a date determined by the Board, and shall succeed to the office of President for the balance of the term if the President fails to serve for the purpose of electing Directors and transacting such other business as may properly come before the meeting.~~

- ~~(b) — Upon the expiration of the First Vice President's three-year term, s/he may serve as President.~~
- ~~(c) — 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. S/he shall act as its recording and its corresponding Secretary and as Secretary of the meetings with the Society and the Board. S/he 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. S/he 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. S/he shall have supervision of all voting activity. S/he 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. S/he 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. S/he shall have charge of and exercise general supervision of its financial affairs and keep the records and books of account thereof. S/he shall prepare the budgets, collect amounts due the Society, receive and have custody of its funds and money, and make all disbursements thereof, except for funds in the custody of trustees. S/he shall have custody of its securities, except trust funds, and of its instruments and papers involving finances and financial commitments. S/he 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 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 her/his 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. S/he 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 her/his 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 10 and no more than 15 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 a 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, who shall be the dean of said School, *ex officio*, or a designee approved by the Board. and who shall represent the deans of other such Schools. 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 representative, not more than two other Directors who may be Associate Members, and not more than two other Directors who may be Affiliate Members.~~
- ~~(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 (except for the 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 of the Board.~~

2.4 Special Meetings of

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 any time and the principal office of the Corporation or at such other place and may be called within or without the Commonwealth of Massachusetts designated by the President or, the Board, by five of the Directors. 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, or 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

~~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 a special meeting unless shorter notice is adequate under the circumstances., 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 need not be given to any Director if a written waiver of notice 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, executed by her/him 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, is 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 records Secretary of the meeting, Board before or to any Director who attends at the time of the meeting without protesting prior thereto or at its commencement the lack of notice to her/him. A notice or waiver of notice need not specify the purpose of any special. 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.~~

Directors or members of any committee designated by the Board

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 the Board or committee Members by means of a conference telephone or similar communications equipment, so long as 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. Section 4. Quorum

More- 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 half of the Trustees 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

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 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 business and 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, those at a meeting, a majority of the Directors present may adjourn the meeting from day to day or to a later date time to time without further notice.

Section 5. Decision

Every decision 3.13 Manner of Acting

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

3.14 Presumption of Assent

A Director shall be entered of the Corporation present at a Board meeting at which action on the Minutes at her/his request and whenever a roll call any corporate matter is taken. Any action required or permitted shall be presumed to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent have assented to the action taken unless her, his, or their dissent or abstention is entered in writing, including electronically, and the the minutes of the meeting, or unless such Director files a written consents are filed dissent or abstention to such action with the records of the meetings of 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 consents right to dissent or abstain shall be treated for all purposes as a vote at a meeting not apply to a Director who voted in favor of such action.

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*. 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 her/his

duties, performance, and compensation. It may designate the Executive Director to act as an Assistant Secretary and Assistant Treasurer, and s/he shall assume such responsibilities and duties of those or other offices as may be delegated under these by-laws. S/he 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. S/he 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. S/he shall be responsible for the management and performance of the Society's operations and activities, including the employment and direction of its staff. S/he may also serve as Executive Director of the BSA Foundation.

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 her/his 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 may establish Sections within its territory.

Section 12. Resignation of Directors

Any Director may resign at any time by giving her or his 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 her or his 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 14-3.15 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 Society 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 s/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 Society Corporation 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-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 CommitteesSection 3.20.1- Standing or Temporary 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 established by the Board or the President.~~
- ~~(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) — A Nominating Committee shall recommend one or more nominees for each Board position at least forty five days before each Annual Meeting and shall make recommendations to the Board regarding committee structure and appointive positions.~~
- ~~(a) — The Board shall appoint an Audit Committee, which shall consist of the Treasurer, another Board member, 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 s/he possesses the qualifications described above. The Audit Committee shall meet as required with the Society's outside auditor to review its scope of engagement and its findings.~~
- ~~(b) — 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.~~

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 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, shall be administered by the Board subject to vote of the membership.
- (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 Treasurer to 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 fiscal year, shall pay annual dues on a prorated basis, as determined by the Treasurer.

Resignations of membership except by assigned Members may be made only in writing to 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

~~(c) — Except as provided below, the Corporation shall indemnify any Director ^{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. 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 her/his 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 ~~to~~ provided the Board of Directors deems, in its sole discretion, the settlement to have been a reasonable one ~~to~~ 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 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 Society 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 ~~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 Corporation.

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 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 ~~of Directors~~ that such person is not entitled to indemnification.

Notwithstanding the foregoing, the Society Corporation 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 her, his, or their 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~~ Corporation may be indemnified in such manner as the Board ~~of Directors~~ decides.

ARTICLE ~~IX. Regional Directors. Institute Delegates~~ 4. OFFICERS

4.1 Number and Professional Appointees 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. And officer shall hold office for two years or until her, his, or their successor is elected, whichever is later, or unless she, he, or they dies, resigns, or is removed. Each officer may serve a maximum of two consecutive terms. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

Officers of the Corporation shall be elected as needed by the Board at the annual meeting of the Board. The Board term of an officer may be extended should she, he, or they be elected as an officer at the beginning of her, his, or their third year on the Board. Unless an officer dies, resigns, or is removed from office, she, he, or they shall hold office until the annual meeting of the Board two 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

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the Directors in office.

As amended and adopted by the Board _____, _____.

Secretary

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 act or 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.

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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

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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.

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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

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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,

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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

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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.

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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

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



Highlights of BSA/AIA and BSA Foundation Scorecard November 2020

Overall BSA

Activities Since the pivot to virtual engagement due to COVID continues we have seen significant increases in participation in many programs and knowledge communities. We are also working to shift from a program to impact focus organizationally. Work is underway to build coordinated strategic, communications and governance plans. Our focus continues on equity, sustainability, community and support through COVID. Our work with new consultants – DiCicco Gulman for accounting, Karma Agency for marketing, and expanded the role of Resilient Philanthropy has been excellent.

Results New operating processes and procedures are underway. All programs and activities are now virtual for the foreseeable future (at least the end of the year). New programs, services and resources. Significant loss of revenue streams in rentals and advertising.

Goal 1 Architectural Practice Excellence

Activities: Three new EPNet co-chairs are helping plan sessions for 2021 programs and looking to engage other Knowledge Communities to increase attendance. The ARE Success Team Study Group kicked off in September. Race and Architecture series continues, with an advisory group formed to plan 2021 program.

Impact: Race and Architecture has proven to be a success with engaging audiences in difficult conversations. EPNet looks to grow audience and attendance into 2021 and beyond.

Goal 2 Design & Building Excellence

Activities: Knowledge communities continued strong through the summer with excellent online participation. Practice-Based Research occurred on 10/15. EDI programs on Guides to Equitable Practice successful with summaries of the Guides now posted.

Impact: Since knowledge communities and programs have gone online, we have seen a significant increase in attendance. Reaching a wider audience as opportunities are more accessible. Embodied Carbon 101 has been picked up by AIAU to share on their platform (anticipated launch November/December 2020).

Goal 3 Civic/Policy/Advocacy

Activities: Housing Innovation Workshop summary was released to summarize findings of the virtual workshop with MIT and iLab, and in anticipation of Request for Ideas (RFI) that will be put out by the City and BSA later in the year. Future Decker Virtual Exhibition is live, which will be accompanied by Community Conversation Series. Work continues with BSLA and CRWA on the I-90 Project Alternative At-Grade Advocacy project. Winter Streets Design Competition concluded with almost 60 submissions (BSA helping Barr Foundation and MassDOT with call, design guide, and submission review). Planning ongoing for Affordable Housing as a Climate Solution Series with MCAN.

Impact: A strong focus on engaging members and communities to think about the future of efficient affordable housing, equity, BLM and sustainability.

Goal 4 Design Education

Activities: The College Fair saw 130 student attendees and 70 school reps. Apprentice Learning program is underway with 6 8th grade students from underrepresented communities. The BSA is part of the BoSTEM Advisory Committee, which has bimonthly meetings to convene 50 Boston-area

organizations that support or run STEM education. Planning continues for BosNOMA Pipeline Camp, which will take place summer 2021.

Impact: The majority of students from under-resourced and underserved communities. Work continues to connect the BSA and its members to the education community and to provide design education access to students of all ages.

Goal 5 Community Design

Activities: The Mass+ Cass project completed providing a resource guide for service provisions; the team is producing maps and infographics to assist ACLU MA. Vision Chelsea Creek has review of catalytic "vision" projects - to be shared with critical stakeholder focus groups. BAC Gateway (With Office of Recovery Services and Mayor's Office of New Urban Mechanics); Winter Streets Activation; I-90 Charles River engagement; Year 13 community design learning pods; Mission Grammar school outdoor learning areas are all underway. Also building plans for structure to select new programs. Also engaged in partnership with the Justice as Healing group; produced visual collateral for the Humboldt Avenue Neighborhood Village Initiative.

Impact: Provide resources and opportunities to engage communities.

Exhibitions

Activities: Digital exhibitions are built out for Durable and Women in Design. Future Decker, Rotch Travelling Scholarship, and Canstruction exhibitions are all now live. The exhibition scheduled has shifted to one major exhibition per year. This pushed the current WATER CFP to a June 30 deadline and 2023 exhibition slot.

Impact: By posting the exhibitions online, people have the opportunity to view it and we can reach a wider audience.

Membership

Activities: 2020 individual membership continues ahead of last year while firm and allied are behind. On-going outreach to prospective Allied members and continued retention efforts continues Design Awards submissions have closed; for the most part, number of submissions ranges from standard to low.

Impact: Keep our membership engaged and informed during this time.

Communications

Activity: Focus is on maintaining regular communications channels while also assessing our communications strategies. Karma Agency is strategizing messaging and deliver efficient and engaging communications around all of our activities. Website homepage has been updated to be more engaging and approachable.

Impact: Connect our members and community in a time of uncertainty. Provide resources and platforms they may need. Social media is driving member engagement as we gather survey responses, push programs, and create opportunities for member dialogue.

Operations, Governance

Activity: BSA Space rentals is shut down in mid-March, though we are exploring ways to bring it back. BSA now has all sales activities in-house. ABX pauses after 2020, so looking to re-engage Brian Keefe in sales and offer soft landing for ABX exhibitors. Meeting every two weeks with joint executive committee. Staff phones and virtual meeting platform has switched over to Ring Central. Working on relaunching Homeowners Project Handbook for March 2021.

Impact: New staff helping fulfill both chapter and foundation goals. Transitioning an in-person heavy opportunity menu to virtual opportunities wherever possible. Early traction in sponsored webinars.

BSA/AIA Financial

Activity: We brought on DGC as consultant for BSA's finance and accounting systems. Ramped up alternative revenue streams, primarily virtual programming and sponsorships. Converted to QuickBooks Online to streamline accounting process. Secured 3-month rent deferral for May-July. Budget is now entered in QuickBooks Online.

Impact: Recent changes point to time and cost savings.

Development/Fundraising

Activity: Received grant from Cummings Foundation for \$100,000 towards youth education. Also received a grant of \$30,000 from the NEA for our Housing work. Continuing regular (3-5) major gifts calls/week and increasing calls to corporate/firm support. This year's Annual Breakfast has been shifted to a longer-term December Appeal, engaging BSA Ambassadors (formerly table hosts) to initiate conversations with their networks.

Impact: The development team is rethinking possibilities for future fundraising events and how to reframe raised revenue efforts.