

AMERICAN INSTITUTE *of*  
BUILDING DESIGN

## AIBD HOUSE OF DELEGATES MEETING MATERIALS – January 23, 2015

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# HOUSE OF DELEGATES PROXY STATEMENT

## AMERICAN INSTITUTE OF BUILDING DESIGN

PHONE: (800) 366-2423

FAX: (866) 204-0293

EMAIL: [info@aibd.org](mailto:info@aibd.org)

I, \_\_\_\_\_, being a member in good standing, do hereby assign my vote by proxy to \_\_\_\_\_, and grant to them my voting privileges for the **January 23, 2015** House of Delegates meeting to be held at the South Point Hotel, Casino and Spa, 9777 Las Vegas Blvd South, Las Vegas, NV 89183.

In compliance with the Bylaws of the American Institute of Building Design, Article VI, Section 7:

- A. An absent member of the House of Delegates may grant a proxy to another member of the House of Delegates, provided that a proxy statement is furnished to either the President or the Chief Staff Officer prior to the meeting for which it will be in effect. The proxy statement shall:
  1. be in writing (which may include electronic means) on a form approved by the Board of Directors;
  2. be dated and signed by the absent member with an electronic signature being acceptable;
  3. indicate the person to whom the proxy is given; and
  4. indicate which meeting the proxy is valid for.
- B. A proxy will be assumed as valid for all agenda items at the meeting for which it is issued, unless otherwise indicated in the proxy statement.
- C. No one member of the House of Delegates shall hold more than two proxies at any specified meeting.
- D. The giver of a proxy shall be counted as present when establishing a quorum.

I attest to the fact that I have been in contact with the assignee, I have advised them how I wish to cast my vote, and I have directed them how to do so. The assignee has acknowledged that the proxy shall be cast only for agenda items. Any limits relating to the validity of this proxy shall be attached.

Should the primary assignee be in possession of the maximum proxies as specified in the Bylaws, \_\_\_\_\_ shall be considered as the alternate assignee.

Proxy dated on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

DELEGATE'S SIGNATURE \_\_\_\_\_

**Proxies sent by mail must be received by the National Office no later than 5:00 p.m. ET, Friday January 16, 2015.**

**Electronic copies must be received by the National Office no later than 5:00 p.m. ET on Thursday, January 22, 2015.**

**Return by fax to: 1-866-204-0293**

**Return by email to: [info@aibd.org](mailto:info@aibd.org)**

# AIBD National House of Delegates Roster

2014-2015

## Ex-Officio

- 1 ..... John Fought (FL) (NCBDC)
- 2 ..... Dan Sater (FL) (HPMA)

## At Large

- 1 ..... Alan Abrams (MD)
- 2 ..... Karen Kassik-Michelson(AK)
- 3.....

## Alabama

- 1 ..... Chip Hudson (President)

## Arizona

- 1 ..... Steve Kinnunen (President)

## California \*

- 1 ..... Carole Chapman
- 2 ..... Richard Emigh
- 3 ..... Gordon Hoehle (President)
- 4 ..... Caroline Veerman

## Colorado

- 1 ..... Bernie Kern (President)

## Connecticut

- 1 ..... Thomas Schmelter (President)

## Florida\*

- 1 ..... Mike Keesee (President)
- 2 ..... James Lucia
- 3 ..... David Pillsbury
- 4 ..... Lyle Breeze

## Georgia

- 1 ..... David Kent
- 2 ..... Sam Liberti (President)
- 3 ..... Jannis Vann

## Iowa

- 1 ..... Matt Barrick
- 2 ..... Mick McGuire (President)

## Louisiana

- 1 ..... Clay Lawrence (President)
- 2 ..... Don Gore

## Michigan

- 1 ..... Mike Lotterman (President)
- 2 ..... Ronald Ressler

## Mississippi

- 1 ..... Mark Trochesset (President)
- 2 ..... Uriel Pineda

## North Carolina

- 1 ..... J. Willie Dalrymple
- 2 ..... Kevin Holdridge (President)
- 3 ..... Len Van Staalduin

## Northeast

- 1 ..... Thomas Wojick (President)
- 2 ..... Holly Bowdoin

## Ohio\*\*

- 1 ..... Ron Danne (President)
- 2 ..... Richard Rokisky
- 3 ..... Jim Wright

## Oklahoma

- 1 ..... Bruce Yancey (President)

## Oregon

- 1 ..... Peter Cipes (President)
- 2 ..... Viki Wooster

## Pennsylvania\*

- 1 ..... Don Dale (President)
- 2 ..... Ryan Dale

## South Carolina

- 1 ..... Steve Humbert (President)
- 2 ..... Paul Cole

## Tennessee

- 1 ..... Scott Hyman (President)

## Texas

- 1 ..... Jon Carey (President)
- 2 ..... Newell Cheatham
- 3 ..... Kerry Dick
- 4 ..... Janet Hobbs
- 5 ..... Ron Van Sickle
- 6 ..... Cynthia Vaughan

## Virginia

- 1 ..... David DiSpirito (President)
- 2 .....

## Washington

- 1 ..... Jeff Eberle (President)
- 2 ..... Karl Koning
- 3 ..... Thomas Hage

## Note to the Society Presidents and At Large Delegates:

### Updating your Delegates -

Delegates resign their position from time to time. If this has happened within your society, please contact the national office with the name of an alternate or new delegate no later than **15 days prior** to the Delegate Meeting. (**Midnight ET, January 8, 2015**)

### Proxies -

If a member of the House of Delegates is unable to attend the upcoming meeting, please execute a Proxy Statement naming the delegate that will be representing the person absent. One delegate may hold up to two proxies. Proxies may be held by delegates within a society, at large, or from another society.

A proxy form may be downloaded at [www.AIBDmember.org/proxy.pdf](http://www.AIBDmember.org/proxy.pdf)

\* Updated 12/30/14

\*\* Updated 1/8/2015

Dear Delegate,

Please read the following Conflict of Interest Policy and complete the Statement of Disclosure Form on page 3. Return the completed form to the AIBD National Office by emailing it to [info@aibd.org](mailto:info@aibd.org), faxing it to 866-204-0293, or mailing it to 529 14<sup>th</sup> St NW, Suite 750, Washington, DC 20045. You may also turn in your form at the House of Delegates meeting.

A Word DOC version of the Statement of Disclosure is found at:  
[www.AIBDmember.org/disclosure.docx](http://www.AIBDmember.org/disclosure.docx)

Thank you for your assistance with this,

AIBD Staff

## **Conflict of Interest Policy**

(Adopted 1/25/2013)

### A. Statement of Policy

1. In their capacity as agents of the AIBD, the individual leaders, including members of the House of Delegates, the Board of Directors, committee members, and all employees, must act at all times in the best interests of the organization they represent. Such agents shall abstain from debating or voting on any matter that raises a conflict of interest as defined in this policy.

### B. Conflict of Interest Definition

1. A conflict of interest may arise in any circumstance that may compromise the ability of any agent of the AIBD to advocate for or to make unbiased and impartial decisions on its behalf. Such circumstances may involve family relationships, business and professional activities, or personal affiliations.

### C. Annual Statement of Disclosure

1. All agents of the AIBD shall complete and submit an annual Statement of Disclosure (See Supplement #12) detailing any facts or circumstances that might constitute a conflict of interest. They are further required to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year.
2. Agents are encouraged to err on the side of disclosure and to report any facts or circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.
3. The Board of Directors shall review each Statement of Disclosure for any facts or circumstances that may reflect an actual, potential, or apparent conflict of interest, including:
  - a. Solicitation or acceptance of any item of value that may create an appearance or expectation of special treatment in AIBD matters;
  - b. Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
  - c. Situations in which an agent may be divided between personal interests or the interests of another organization, and the best interests of AIBD;

- d. Business, professional, or other activities that would materially and adversely affect AIBD, either directly or indirectly;
  - e. Any arrangement in which an agent provides goods or services to AIBD as a paid vendor.
4. The Board may request additional information from any agent at any time.
  5. The Board may request the assistance of legal counsel to identify potential conflicts.

#### D. Resolution Process

1. If the Board becomes aware of an actual, potential, or apparent conflict of interest regarding any agent of the AIBD, the individual whose relationships or activities are under review shall be temporarily released from the responsibilities of his or her position which might relate to the conflict, including deliberations, debate, or any vote, while such review is pending.
2. After reviewing the conflict the Board may take one of the following actions to resolve it:
  - a. Waive the conflict of interest as unlikely to affect the agent's ability to act in the best interests of the organization.
  - b. Determine that the agent should be released from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the conflict is judged to have minimal consequence to the broader activities of the organization.
  - c. Determine that the agent must resign from his or her service to AIBD. This course of action should apply when the conflict is so pervasive that it is judged that the agent would likely seldom, if ever, be able to act solely in the best interests of the organization.
3. The Delegates reserve final authority over the resolution of all conflicts of interest involving an employee of the AIBD.

**AMERICAN INSTITUTE OF BUILDING DESIGN**

Statement of Disclosure

As a delegate, director, officer, examiner or key employee of AIBD, I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, as the term is defined in the Conflict of Interest Policy.

- I have the following interests in third parties providing goods and services to AIBD:
  
- I serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of AIBD, or take public positions contrary to those of AIBD:
  
- I expect to receive compensation from AIBD in the following amount, not including reimbursement of reasonable expenses:
  
- The following members of my family expect to receive some form of compensation or material financial benefit from AIBD:
  
- Outside of my capacity as a delegate, director, officer, or key employee of AIBD, I have a family relationship or business relationship with the following directors, officers, or key employees of either organization:
  
- I wish to disclose the following additional facts or circumstances:

I have read the AIBD Conflict of Interest Policy in full, and understand that I am required to notify the Board of Directors or the House of Delegates of AIBD in the event of any material change to the answers I have provided in this statement.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_

12/31/2014

**MEETING AGENDA  
AIBD 2014/2015 HOUSE OF DELEGATES**

**Las Vegas, Nevada**

**January 23, 2015 • 8:30 a.m. PST**

**To attend virtually: <https://www1.gotomeeting.com/join/901379552>**

**Dial +1 (619) 550-0000**

**Access Code: 901-379-552**

**Audio PIN: Shown after joining the meeting**

Please review the full remote attendance instructions at the end of the agenda.

In the room, please turn off or set to vibrate all mobile devices.

On the phone or online, please mute yourself when you are not talking.

**1.0 CALL TO ORDER** ..... David Pillsbury

**2.0 ANTI-TRUST REMINDER –**

As participants in this meeting, we need to be mindful of the constraints of antitrust laws. There shall be no discussions of agreements or concerted actions that may restrain competition. This prohibition includes the exchange of information concerning individual prices, rates, coverages, market practices, claims settlement practices, or any other competitive aspect of an individual company’s operation. Each participant is obligated to speak up immediately for the purpose of preventing any discussion falling outside these bounds.

**3.0 ROLL CALL AND INTRODUCTIONS** ..... Steve Mickley

**4.0 RULES OF DEBATE** (requires a 2/3 approval)..... David Pillsbury

- 4.1 Delegates may not speak more than twice on any one subject, unless to answer a direct question.
- 4.2 Discussion on all issues will be limited to three minutes per response and when practical, the chair will alternate between pro and con.
- 4.3 All motions from the floor shall be submitted in writing for clarity.
- 4.4 All discussion will be addressed to the Chair and not to other delegates directly.

**5.0 APPROVAL OF THE AGENDA** ..... David Pillsbury

**6.0 APPROVAL OF THE MINUTES OF THE PRIOR MEETING** ..... Richard Emigh

**7.0 PRESIDENTS ADDRESS** ..... David Pillsbury

**8.0 INTERNAL VICE PRESIDENTS ADDRESS**

- 8.1 Membership Division..... Kevin Holdridge
- 8.2 Internal Affairs Division..... Kevin Holdridge
- 8.3 House Plan Marketing Alliance..... Kevin Holdridge

**9.0 EXTERNAL VICE PRESIDENTS ADDRESS**

- 9.1 Public Affairs Division..... Karen Kassik-Michelsohn
- 9.2 Communications Division..... Karen Kassik-Michelsohn
- 9.3 External Affairs Division ..... Karen Kassik-Michelsohn

**10.0 FINANCIAL REPORTS**

- 10.1 Revenue Division (Financial Report)..... Richard Emigh
- 10.2 Financial Management Committee..... Sam Liberti
- 10.3 Audit Committee ..... Sam Liberti

**11.0 COUNCILS**

12/31/2014

11.1 MRD.....	Sam Liberti
11.2 HPMA .....	Dan Sater
11.3 NCBDC .....	Alan Abrams

**12.0 COLLEGE OF FELLOWS** ..... Jannis Vann

**13.0 COMMITTEES OF THE INSTITUTE**

13.1 Governance and Bylaws Committee.....	Michael Lotterman
13.2 Nominating Committee .....	Viki Wooster

**14.0 CHIEF STAFF OFFICER ADDRESS**..... Steve Mickley

**15.0 UNFINISHED BUSINESS:**

15.1 2014-2015 Annual Budget .....	Sam Liberti
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**16.0 NEW BUSINESS:**

16.1 Policy Position – Support of Design and Construction Week .....	Karen Kassik Michelsohn
16.2 Amend the Articles of Incorporation to include NCBDC as a “designated body” (per DC Code § 29-406.12) .....	David Pillsbury
16.3 Bylaws Revision .....	David Pillsbury
16.4 Book of Rules Revision.....	David Pillsbury

**17.0 GOOD OF THE INSTITUTE:**

17.1 Nominations for Lifetime Membership – Charles Smith (FL), Vaughn Lauban (MS) .....	David Pillsbury
17.2 Future Planning Session (if time allows) .....	David Pillsbury

**18.0 ANNOUNCEMENTS:**

**19.0 ADJOURNMENT:**

**Remote Attendance Instructions:**

- Please join my meeting. <https://www1.gotomeeting.com/join/901379552>
- Dial +1 (619) 550-0000  
Access Code: 901-379-552  
Audio PIN: Shown after joining the meeting  
Meeting ID: 901-379-552
- Not at your computer? Click the link to join this meeting from your iPhone®, iPad® or Android® device via the GoToMeeting app.
- Use your microphone and speakers (VoIP) - a headset is highly recommended. Or, call in using your telephone.
- All participants must be able to speak and be heard at the same time. Please have a microphone and headset available. Using your mobile phone or computer’s “speaker” function is not acceptable. Each attendee will have the ability to mute themselves when they are not talking.
- A Quorum must be established at the physical meeting location before remote Delegates may participate in discussion and voting.



12/24/2014

MINUTES  
AIBD 2014/2015 House of Delegates  
Columbus, Ohio  
July 29, 2014

President Varina Wooster called the meeting to order at 1:36 p.m. EDT.

The Anti-Trust Reminder was read by staff.

**ROLL CALL:**

**Ex-Officio**

NCBDC

John Fought (FL)

**At Large**

Alan Abrams (MD)

Karen Kassik Michelsohn  
(AK)

**Alabama**

Chip Hudson (online)

**Arizona**

Mark Hoerner

**California**

Carol Chapman

Proxy: Emigh

Richard Emigh

Caroline Veerman

Proxy: Emigh

**Colorado**

Bernie Kern

**Connecticut**

Thomas Schmelter

**Florida**

Mike Keesee

James Lucia

David Pillsbury

Dan Sater

**Georgia**

David Kent

Proxy: Liberti

Sam Liberti

Jannis Vann

**Iowa**

**Louisiana**

Don Gore

Proxy: Yancey

**Michigan**

Mike Lotterman

Ron Ressler

Proxy: Lotterman

**Mississippi**

**North Carolina**

Willie Dalrymple

Kevin Holdridge

Len Van Staalduinen

**Northeast**

Tom Wojick

Proxy: Bowdoin

Holly Bowdoin

**Ohio**

Ron Danne

Tim Enzweiler

Richard Rokisky

**Oklahoma**

Bruce Yancey

**Oregon**

Peter Cipes

Proxy: Wooster

Varina Wooster

**Pennsylvania**

Don Dale

Michael Stayman

Proxy: Dale

**South Carolina**

Paul Cole (SC)

Steve Humbert

Proxy: Cole

**Tennessee**

**Texas**

Jon Carey

Newell Cheatheam

Kerry Dick

Proxy: Carey

Janet Hobbs

Proxy: Van Sickle

Ron Van Sickle

Cynthia Vaughan

Proxy: Van Sickle

**Virginia**

**Washington**

Jeff Eberle

Thomas Hagge

Proxy: Koning

Karl Koning

**Staff**

Steve Mickley

Penny Alston

Joy Meyers

(parliamentarian)

A quorum was established with 43 of 52 present in person or by proxy, one present online.

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**RULES OF DEBATE:** Emigh moved to approve the Rules of Debate. The motion was seconded and passed.

**APPROVAL OF AGENDA:** The Agenda was approved by general consensus.

**APPROVAL OF MINUTES OF THE PRIOR MEETING:** There being no objections, the Minutes of the meeting held February 7, 2014 were accepted as presented by the Secretary, Richard Emigh.

The meeting recessed at 2:05 p.m. EDT to relocate in another meeting room for round-table discussions with the Division Chairpersons. It was then reconvened at 3:33 p.m. EDT.

**REPORTS:**

1. Emigh delivered the Revenue Division report as previously submitted and presented updated financial statements (Attachment A). Emigh moved to create a Financial Management Committee consisting of three Fellows and two CPBDs to immediately supervise all expenditures with the power to act. This committee will provide a final report at the end of the calendar year. The motion was passed.
2. Pillsbury delivered the Internal Affairs Division report as previously submitted. Kassik-Michelsohn moved to create an AIBD Education Foundation. This foundation would be a safe hold or depository for monies held by dissolving state societies or any person or entity that chose to donate funds. The motion was withdrawn.
3. Cole delivered the External Affairs Division report as previously submitted. There were no recommendations and no actions taken.
4. Holdridge delivered the Membership Division report as previously submitted. There were no recommendations and no actions taken.
5. Newell Cheateam delivered the Political Affairs Division report as previously submitted. There were no recommendations and no actions taken.
6. Koning delivered the Communications Division report as previously submitted. There were no recommendations and no actions taken.
7. Fought reported about the NCBDC Meeting held just prior to this meeting. The examiners discussed teaming with HPMA to work on updating the plan standards. There are currently 485 CPBDs and the exam held in the two days prior to this meeting had two candidates registered. The monthly Examiner meetings will change from 3:00 p.m. EDT to 7:30 p.m. EDT beginning on August 4, 2014. Lastly, the Examiners are preparing a survey to send to the current certificate holders for the purpose of investigating an increase in the annual certification fee. There were no recommendations and no actions taken.
8. Sater delivered the HPMA report as previously submitted and confirmed the goal of updating the current minimum plan standards. There were no recommendations and no actions taken.
9. Mickley reported the current agreement with Thomson West for the legislative watch and alert system is expiring at the end of October and the Board of Directors has decided not to renew it. Therefore, he has found a free search and

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- alert website that societies and individuals may use to set up their own personal alerts. He then presented two short training videos on how to register for and use [www.OpenStates.org](http://www.OpenStates.org). There were no recommendations and no actions taken.
10. Sater, as chairperson of the Nominating Committee, presented the following candidates as officers and directors:
- a. President: Paul Cole and David Pillsbury. A paper ballot was distributed and David Pillsbury was elected president.
  - b. Internal Vice President: Kevin Holdridge
  - c. External Vice President: Karen Kassik-Michelsohn (Paul Cole withdrew)
  - d. Secretary/Treasurer: Richard Emigh
  - e. Eastern District Director: Fred (Chip) Hudson
  - f. Central District Director: Newell Cheatheam
  - g. Western District Director: Karl Koning
- The new officers and directors were sworn into office.

**UNFINISHED BUSINESS:**

1. Sater moved to accept the obligations carried forward from the 2013/2014 House of Delegates. The motion was seconded and passed.

**NEW BUSINESS:**

1. Emigh moved to forward the proposed 2014/2015 Operating Budget to the newly formed Financial Management Committee for further review and recommendations.
2. Wooster agreed to chair the Nominating Committee
3. Wooster nominated Liberti as the House of Delegates appointee to the Audit Committee. Liberti accepted.
4. Liberti moved to approve a Book of Rules amendment to increase the Certified Professional and Professional member dues 5.5% (\$20). Liberti modified the motion to strike the 5.5%, thus referencing \$20 only. The motion was seconded and passed as modified.
5. Pillsbury moved to amend and approve the Society Affiliation Agreement with the Georgia Society striking the two areas, one under Terms and Conditions and the other in paragraph G.13, about returning assets within sixty days to the Institute. The motion was seconded. Liberti requested the motion be withdrawn, Pillsbury complied.
6. Pillsbury moved to amend and approve the Society Affiliation Agreement with the Texas Society striking the two areas, one under Terms and Conditions and the other in paragraph G.13, about returning assets within sixty days to the Institute. The motion was seconded and passed.
7. Wooster moved to establish language in the Bylaws that allows the House of Delegates to meet electronically for any meeting except the annual meeting. The motion was seconded and passed.
8. Wooster moved to establish corresponding language in the Book of Rules that allows the House of Delegates to meet electronically for any meeting except the annual meeting. The motion was seconded and passed.

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9. Wooster moved to amend the Bylaws to authorize the Board of Directors to enter into agreements pertaining to the Mid-year meeting and educational conferences with House of Delegates approval. The motion was seconded and passed.
10. Lucia moved to amend the bylaws simplifying the College of Fellows jury selection and provide more Fellows the opportunity to serve as a juror. The motion was seconded and passed.

GOOD OF THE INSTITUTE:

1. The Board of Directors presented the annual recognition awards.

ANNOUNCEMENTS:

ADJOURNMENT:

There being no further business, the meeting was adjourned at 5:17 p.m. EDT.

Respectfully Submitted:

---

Richard Emigh, Secretary/Treasurer  
Date: \_\_\_\_\_



AMERICAN INSTITUTE *of* BUILDING DESIGN

NATIONAL COUNCIL *of* BUILDING DESIGNER CERTIFICATION

HOUSE PLAN MARKETING ALLIANCE

# Financial Statement

## For The Period Ending

June 30, 2014

*Preliminary and unaudited*

Revised 8-27-14



*Atlanta, Beijing, Brussels, Chicago, New York and Washington, DC*

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**Statement of Financial Position**  
**Preliminary and Unaudited**

June  
2014

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Assets

**Current Assets**

Checking - SunTrust Bank	\$14,102
Savings- Memorial Savings	10,338
Savings- Operating Savings	23,531
CD- AIBD 1549	20,814
CD- AIBD 5022	18,667
CD- Annette Farmer 9295	13,572
CD- Memorial 9691	11,724
CDs- NCBDC	36,399
Accounts Receivable	390
Prepaid Convention Expenses	1,906
<b>Total Current Assets</b>	<b>\$151,443</b>

**Other Assets**

Website Development	\$12,638
Accumulated Amortization	(5,265)
<b>Total Other Assets</b>	<b>7,373</b>

**Total Assets**

**\$158,816**

Liabilities and Net Assets

Accounts Payable	\$4,967
Accounts Payable (Societies)	5,462
Deferred Annual Conv Revenues	27,730
Reserve- Scholarship Donations	468

**Net Assets**

Net Assets/ Retained Earnings	172,971
Net Assets- Restricted	16,037
Excess(Deficit) Revenue over Expenses	(68,819)
<b>Total Liabilities and Net Assets</b>	<b>\$158,816</b>

# AMERICAN INSTITUTE OF BUILDING DESIGN #6.0 Addendum A

## Statement of Activity Preliminary and Unaudited

	June 2014	2013-2014 Budget	Current YTD/Actual Variance	% Used
<b>Revenues</b>				
Membership Dues	\$202,974	\$241,400	(38,426)	84.08%
Corporate Memberships	7,000	16,000	(9,000)	43.75%
National Membership & Initiation Fees	2,136	4,500	(2,364)	47.47%
Misc. Revenue	5,099	8,000	(2,901)	63.74%
Interest Income	95		95	0.00%
NCBDC Income	47,585	60,700	(13,115)	78.39%
HPMA Income	915	5,800	(4,885)	15.78%
Annual Convention	49,016	46,000	3,016	106.56%
<b>Total Revenue</b>	<b>\$314,821</b>	<b>\$382,400</b>	<b>(67,579)</b>	<b>82.33%</b>
<b>Expenses</b>				
Kellen Management	64,008	67,200	(3,192)	95.25%
Kellen Direct Support	48,144	48,000	144	100.30%
Salaries	54,930	57,000	(2,070)	96.37%
Withholdings	16,151	14,000	2,151	115.36%
Director Incentive		1,200	(1,200)	0.00%
Staff Health Insurance	8,848	12,000	(3,152)	73.73%
Employee Education	176	600	(424)	29.35%
Payroll Service	1,792	1,700	92	105.44%
Employee Parking	337	300	37	112.21%
Office Supplies	913	800	113	114.12%
Software Purchases/ Subscriptions	4,527	3,700	827	122.34%
Storage	346	200	146	173.14%
Metro Pass	103	200	(97)	51.50%
Insurance/ Taxes/ Corporate Expenses	2,979	1,200	1,779	248.25%
Postage/ Mailing/ Courier	1,314	800	514	164.22%
Telephones/Fax/ Internet	2,269	2,300	(31)	98.64%
Bank Charges	7,172	5,000	2,172	143.45%
Printing Expense	1,400	900	500	155.54%
<b>BOARD OF DIRECTORS</b>				
Board Meeting Expense	1,226	900	326	136.22%
Board Lodging & Travel	15,087	15,800	(713)	95.49%
Exec. Director Expense	14,830	14,000	830	105.93%
Board Misc. Expenses	609	1,000	(391)	60.88%
<b>MARKETING</b>				
Marketing & Exhibiting	3,723	3,000	723	124.11%
Websites	3,822	2,500	1,322	152.86%
<b>Committee Expense</b>	<b>4,495</b>	<b>6,800</b>	<b>(2,305)</b>	<b>66.10%</b>

**AMERICAN INSTITUTE OF BUILDING DESIGN #6.0 Addendum A**

**Statement of Activity  
Preliminary and Unaudited**

	<b>June 2014</b>	<b>2013-2014 Budget</b>	<b>Current YTD/Actual Variance</b>	<b>% Used</b>
<i>MISCELLANEOUS EXPENSES</i>				
Compass Club Badges	567	400	167	141.70%
Legislative Tracking	5,939	5,500	439	107.97%
Professional Assn Dues	866	1,000	(134)	86.60%
Professional Services	720	1,000	(280)	72.00%
Scholarship Awards & Transfers	1,000	2,500	(1,500)	40.00%
Misc. Expenses	2,157	4,600	(2,443)	46.88%
<b>NCBDC Expense</b>	<b>52,816</b>	<b>60,700</b>	<b>(7,884)</b>	<b>87.01%</b>
<b>HPMA Expense</b>	<b>3,404</b>	<b>1,400</b>	<b>2,004</b>	<b>243.14%</b>
<b>Mid Year Expenses</b>	<b>5,106</b>	<b>3,200</b>	<b>1,906</b>	<b>159.55%</b>
<b>Convention Expense</b>	<b>44,070</b>	<b>34,600</b>	<b>9,470</b>	<b>127.37%</b>
ARDA	7,798	6,400	1,398	121.84%
<b>Total Expense</b>	<b><u>\$383,640</u></b>	<b><u>\$382,400</u></b>	<b><u>1,240</u></b>	<b><u>100.32%</u></b>
<b>Net Income (Loss)</b>	<b><u>(\$68,819)</u></b>		<b><u>(68,819)</u></b>	<b><u>0.00%</u></b>



**Reporting Period:** July 2014-December 2014

**Committee:** Membership

**Chair:** Kevin Holdridge

**Division:** Internal Affairs

**Chair:**

**Action Plan Assignments and Completion Dates:**  
Increase Membership to 810 members by June 2015

---

**1. Has your committee met during this reporting period?**

Yes

**2. If so, what was accomplished?**

**(To help answer this question, you may attach meeting minutes, conference call reports or other documents.)**

We have been working to increase awareness and promote membership throughout the nation. The Membership committee has been working diligently with the Board of Directors to reorganize, simplify membership and bring more benefits to our members. The Chair has recently completed a three part training session focused on increasing membership to non-profit organizations. These new efforts and techniques and strategies will be used in the coming months to reach our seemingly lofty goals of increasing to over 800 members by June 30, 2015. This will include strategies of increasing awareness, lowering dues, increasing member benefits, increasing corporate memberships, scripting membership pitches to unify our message, etc. The membership committee will be creating a task force to work in conjunction with other task forces with common goals like marketing, finance, and education. With the proposed new governance improvements that has been molded and discussed by the Professional Members, Delegates, Society Officers, and Board of Directors membership should thrive in this new system.

**3. Does your committee have any recommendations to offer to the Board of Directors?**

The Committee recommends to change the governance so that it is easier for the committee increase membership numbers and to be able create a task force to work in conjunction with other task forces with common goals like marketing, finance, and education task forces.

**AIBD Membership 2014/2015**

AIBD Society	Professional 6/30/14	Professional	Associate	Retired	Educator	Student	Total Members	Total Member 6/30/14	Total Growth %	New 7/14 - 6/15
Alabama	11	12		5		1	18	16	12.50%	2
Arizona	7	7				1	8	7	14.29%	1
At Large	52	57	5	4	2	42	110	85	29.41%	22
California	60	60	2	8		3	73	73	0.00%	1
Colorado	14	14		5			19	19	0.00%	
Connecticut	9	9		1			10	10	0.00%	
Florida	57	59	7	8		5	79	78	1.28%	4
Georgia	25	26	1	2			29	29	0.00%	
Iowa	19	19					19	19	0.00%	
Louisiana	16	17			1	6	24	16	50.00%	6
Michigan	14	14		2			16	16	0.00%	
Mississippi	15	15		1			16	16	0.00%	
North Carolina	31	33	6	2	2	6	49	47	4.26%	4
NorthEast	15	19				1	20	19	5.26%	1
Ohio	34	36	1	1		1	39	37	5.41%	1
Oklahoma	9	10					10	9	11.11%	1
Oregon	10	12	1	1	1		15	15	0.00%	
Pennsylvania	15	16				1	17	17	0.00%	
South Carolina	14	17	3				20	18	11.11%	2
Tennessee	12	13		3			16	15	6.67%	1
Texas	115	116	2	3			121	122	-0.82%	1
Virginia	13	12		2		2	16	17	-5.88%	
Washington	27	29	2	4			35	35	0.00%	
<b>Total Members</b>	<b>594</b>	<b>622</b>	<b>30</b>	<b>52</b>	<b>6</b>	<b>69</b>	<b>779</b>	<b>735</b>	<b>5.99%</b>	<b>47</b>

(14 Lifetime members) 47 new members break down to 22 Professional / 3 Associate / 0 Educator / 22 Students  
 Membership Goal for 2014/2015 is 10% GROWTH 810 members \* during membership Drive  
**Total Members as of 12/23/14 = 779 = 6% increase in Membership**

**Reporting Period:** July 2014-December 2014

**Committee:** Education

**Chair:** Kevin Holdridge

**Division:** Internal Affairs

**Chair:**

**Action Plan Assignments and Completion Dates:**

Providing Education and Awareness to Students and Educators about the paths to a career in Residential Design

---

**1. Has your committee met during this reporting period?**

Yes

**2. If so, what was accomplished?**

**(To help answer this question, you may attach meeting minutes, conference call reports or other documents.)**

We have a new Student Chapter that has been accepted in New Orleans, LA as well as a new alliance to an Educator member in Utah. We are currently beginning to reach out to members to form a Task Force group of professional, educator, student, and associate members that will focus solely on creating programs and educational materials for our members. It is expected that other programs will spin off of this creating internship possibilities to go along with certificate programs for students.

**3. Does your committee have any recommendations to offer to the Board of Directors?**

To encourage and further promote the formation and direction of the Education task force.

**Reporting Period:** July 2014-December 2014

**Committee:** Society Officers Committee

**Chair:** Kevin Holdridge

**Division:**

**Chair:**

**Action Plan Assignments and Completion Dates:**

Encouraging Society Officers to re-invigorate their regions into recruitment and education

---

**1. Has your committee met during this reporting period?**

Yes

**2. If so, what was accomplished?**

**(To help answer this question, you may attach meeting minutes, conference call reports or other documents.)**

The Society Officers Committee has focused on ideas for radical improvements to the National organization. Topics have ranged from the possibility of a name change, governance restructuring, streamlining membership, streamlining by-laws, simplifying membership, and increasing membership benefits, all in an effort to return the organization back to the focus of its mission which hasn't changed in over 60 years: To enhance, develop, educate and promote the value of the residential design professional. We have created several presentations throughout the last six months and also discussed proposed improvements to specific societies and focus groups. These discussions and comments were brought directly to the Board of Directors and to the Delegates for consideration and further discussion in December. We feel that this process has addressed many of the members/delegates concerns and worked through most, if all of the foreseen potential pitfalls.

**3. Does your committee have any recommendations to offer to the Board of Directors?**

To bring the proposed improvements with the most recent adjustments to the current bylaws and book of rules before the Delegates for a vote at the Mid-Year meeting.

**AMERICAN INSTITUTE OF BUILDING DESIGN  
COMMITTEE ACTIVITY REPORT**

**Reporting Period: December 2014**

**Committee:** Regulatory and Legislative Advocacy  
Thomas Potts

**CoChair:** Mike Fischer,

**Division:** Internal Affairs--Neal Cheatham

**Action Plan Assignments and Completion Dates:**  
12-18-2014

---

**1. Has your committee met during this reporting period?**

Dec 4, 2014

**2. If so, what was accomplished?****Initial task force meeting for Plan Standards Handbook changes**

Attending were:

Tom Potts, Steve Mickley, Alan Abrams, Don Gore, Jeremy Farner

Discussion Summary:

- 1) It was noted that this tool was created nearly 50 years ago, last updated 40 years ago and is now outdated. It is agreed it should be an important tool, useable by not only AIBD members, but also code review officials and educators. It should be marketable as a possible revenue stream for the association, as well as a branding tool enhancing the AIBD's position in the industry. As such, it is important to graphic illustrations in the handbook be superior. We also seem to be calling this tool a "guide" rather than a handbook.
- 2) The basis for the guide will be to graphically show the items called out in the IRC checklist. This is to address the requirements for code official review and code compliance. However, in addition, the need for a plan to serve the purposes of builders as well as homeowner clients and financial institutions will be considered.
- 3) The three part set up of the existing book (permit, FHA/VA, and "complete" plan) was discussed. It was determined to not follow that format in the new guide. Each plan is prepared in accordance with the needs of the project and the clients willingness to pay. The guide shall show a way of presenting the necessary information should it be required.
- 4) A couple sample plans Jeremy uses were distributed. We thought a more simple plan with clearer stylistic tendencies might better represent the organization and the purposes of the guide.
- 5) next meeting set for December 18th at 4:00 E.T.
- 7) ACTION ITEMS : a) Mission Statement to be reviewed and approved. b) sample plan for graphic illustration to be picked. Simple story and a half in a traditional or craftsman style to be used.  
Most recent mission statement:

*This AIBD recommended guide has been prepared to assist Residential Designers in the*

*preparation of Construction Documents for one and two-family dwelling or townhouse projects. It shows the building information necessary for Building Officials to review, Builders to construct, and Homeowners to document. Not every project will require all the points raised in this guide. It is provided as a comprehensive checklist for all Residential Designers, or anyone who prepares Construction Drawings within this scope.*

**3. Does your committee have any recommendations to offer to the Board of Directors?**

1) not at this time

**Reporting Period: First Half 2014** (i.e. month/year)

**Board / Council / Committee:** Marketing      **Chair:** Karl Koning

**Division:** Communications (if applicable)      **Chair:** Karl Koning

**Action Plan Assignments and Completion Dates:**

Hot Linked Guide To Residential Design Specialist – First draft August 2014; Create AIBD National's Houzz Organization Profile/Account – July 2014; Update email contact list for known faulty emails found via membership drive – Sept 2014.

---

**1. Has your committee met during this reporting period?**

Meetings and attendance have been sporadic do to many factors, some of which were Societies' Spring conventions and the focus on the National Membership Drive.

**2. If so, what was accomplished?**

**(To help answer this question, you may attach meeting minutes, conference call reports or other documents.)**

A new approach has been taken for this period. Specific focus on the membership drive promotion was one item. Developing Associate memberships at local chapters of other national associations in an attempt to develop common interests and liasons has been another. This includes groups such as NWWICC, NAPO National Association of Professional Organizers. Introduction of AIBD to national websites that cater to Building Design professionals. This included nearly two hours of q&a interviews in front of over 100 design professionals across the country. With Steve Mickley as guest for 1.5 hour show to 60+ Chief Architect users resulting in numerous requests for information and at least one associate membership from the host Dan Bouman with ChiefExperts.

**3. Does your committee have any recommendations to offer to the Board of Directors?**

Suggest to members and committees that they reach out to the other organizations and programs they are associated with and introduce them to AIBD. Marketing will continue to develop information packets based on what we are learning from these experiances.

Open call for anyone interested in participating on the marketing committee or with additional marketing ideas.

Continue to promote the production of meber based videos such as the new Membership Video - Why I Am A Member Of AIBD #1.

Look into additional affiliations that can, and highly promote those that are, bringing in new members: E&O Insurance and Wall Bracing Seminar Series have each brought in at least one new "at large" member from the Western District.

Search out more contact information from associates and affiliates or purchase lists at society levels to get societies active in reaching out for new members.

**AIBD External Vice President Report****December 19, 2014****By Karen Kassik-Michelsohn, CPBD, AIBD, CAPS, CGP****Convention:**

We have been working to restructure the convention towards a shorter venue with more substantial education.

Currently our goal is to reduce the convention by one to two days. A sample agenda:

First day: Opening breakfast, education, lunch, education, opening evening event.

Second Day: Education, lunch with presentation by Senior Officers, Education/Exhibitors, Evening event.

Third Day: Architectural Tour, Evening ARDA awards

We have secured 2 very high level speakers for education, now we have to raise the funds to secure the contracts. Most of the work for convention has been postponed until after the mid-year meeting.

**Communications:**

Karl Koenig has been the Communication Chair. Communications is responsible for the following:

Monday Morning Minute, Website, Marketing with social media such as Facebook, Linked In, Housz, Pinterest, Google +. Currently, Steve Mickley has been handling the Monday Minute and the website, which we need a great deal of help with the website. Karl needs help with Housz, Pinterest and Google +.

**Public Affairs:**

Newell Cheateam has been the Public Affairs Chair. The High Performance Home Subcommittee of Public Affairs has not met in the last quarter, the next meeting is in January 2015. The Codes and Standards Subcommittee has not met.

**ARDA:**

Mike Bataglia has been the Chair of ARDA for many years. I have not coordinated with him to date as to current actions and goals. We will begin communication after the Mid-year meeting.

**External Affairs:**

AIBD will have 2 programs at NAHB's 2015 IBS in Las Vegas. One will be on the show floor in the IBS Live area and the other will be at the TECH center close to the Design Studio. We will have an hour long program partnered with Best in American Living Awards (BALA). There will be 2 AIBD designers (Jim Wright and Phil Kean) sketching live on a stage with video cams looking over the drawing boards, the designers will be sketching real time floor plan solutions. Myself and another designer or Steve Mickley will be emceeing the event promoting AIBD and BALA.

I represent AIBD to NAHB by maintaining appointments to the Design Committee and the CAPS Board of Governors. I also attend meetings with Custom Builder Committee.

**Goals for 2015:**

1. Plan and finance a great Convention with more focus on EXCEPTIONAL education and Residential Design advocacy.
2. Create a marketing plan to promote AIBD, the Convention and ARDA to a much wider audience.
3. Appoint a non-member liaison from NAHB Codes and Standards Committee that can watchdog and report to us on codes and construction issues.
4. Coordinate with Communications and Public Affairs to map out plans and goals for 2015.





AMERICAN INSTITUTE *of* BUILDING DESIGN

NATIONAL COUNCIL *of* BUILDING DESIGNER CERTIFICATION

HOUSE PLAN MARKETING ALLIANCE

# **Financial Statement**

## **For The Period Ending**

**December 31, 2014**

*Preliminary and unaudited*



*Atlanta, Beijing, Brussels, Chicago, New York and Washington, DC*

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**Statement of Financial Position**  
**Preliminary and Unaudited**

**December**  
**2014**

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Assets

**Current Assets**

Checking - SunTrust Bank	\$42,850
Savings- Memorial Savings	10,339
Savings- Operating Savings	25,205
CD- AIBD 1549	20,820
CD- Annette Farmer 9295	13,576
CD- Memorial 9691	11,726
CDs- NCBDC	36,399
<b>Total Current Assets</b>	<b>\$160,915</b>

**Other Assets**

Website Development	\$12,638
Accumulated Amortization	(7,371)
<b>Total Other Assets</b>	<b>5,267</b>

**Total Assets**

**\$166,182**

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(Dec. 31, 2013 = \$179,712)

Liabilities and Net Assets

Accounts Payable	\$44,482
Accounts Payable (Societies)	16,562
Reserve- Scholarship Donations	733

**Net Assets**

Net Assets/ Retained Earnings	104,152
Net Assets- Restricted	16,037
Excess(Deficit) Revenue over Expenses	(15,784)
<b>Total Liabilities and Net Assets</b>	<b>\$166,182</b>

(Dec. 31, 2013 = \$179,712)

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**Statement of Activity**  
**Preliminary and Unaudited**

	<b>December 2014</b>	<b>2014-2015 Budget</b>	<b>Current YTD/Actual Variance</b>	<b>% Used</b>
<b>Revenues</b>				
Membership Dues	\$109,564	\$245,400	(135,836)	44.65%
Corporate Memberships	4,450		4,450	0.00%
National Membership & Initiation Fees	1,582	4,500	(2,919)	35.14%
Misc. Revenue	303	8,000	(7,697)	3.78%
Interest Income	20		20	0.00%
NCBDC Income	13,115	56,800	(43,685)	23.09%
HPMA Income	900	5,800	(4,900)	15.52%
Annual Convention	42,739	61,100	(18,361)	69.95%
<b>Total Revenue</b>	<b>\$172,672</b>	<b>\$381,600</b>	<b>(208,928)</b>	<b>45.25%</b>
	(Dec. 31, 2013 = \$183,098)			
<b>Expenses</b>				
Kellen Management	32,004	67,200	(35,196)	47.63%
Kellen Direct Support	22,489	48,000	(25,512)	46.85%
Salaries	28,745	64,200	(35,455)	44.77%
Withholdings	8,933	15,700	(6,768)	56.89%
Director Incentive		1,200	(1,200)	0.00%
Staff Health Insurance	2,000	4,800	(2,800)	41.67%
Employee Education	269	300	(31)	89.67%
Payroll Service	930	1,700	(770)	54.70%
Office Supplies	97	900	(803)	10.74%
Software Purchases/ Subscriptions	1,632	4,300	(2,668)	37.95%
Storage	201	300	(100)	66.83%
Insurance/ Taxes/ Corporate Expenses	2,928	2,900	28	100.97%
Postage/ Mailing/ Courier	843	3,100	(2,257)	27.20%
Telephones/Fax/ Internet	973		973	0.00%
Bank Charges	4,488	6,000	(1,512)	74.81%
Printing Expense	888	1,400	(512)	63.44%
<b>BOARD OF DIRECTORS</b>				
Board Meeting Expense	3,577	1,100	2,477	325.17%
Board Lodging & Travel	5,680	14,000	(8,320)	40.57%
Exec. Director Expense	4,156	13,000	(8,844)	31.97%
Board Misc. Expenses	995	700	295	142.09%
<b>MARKETING</b>				
Marketing & Exhibiting	1,527	2,900	(1,373)	52.66%
Websites	1,373	2,400	(1,027)	57.22%
<b>Committee Expense</b>	<b>595</b>	<b>4,500</b>	<b>(3,906)</b>	<b>13.21%</b>

**AMERICAN INSTITUTE OF BUILDING DESIGN**

**Statement of Activity  
Preliminary and Unaudited**

	<b>December 2014</b>	<b>2014-2015 Budget</b>	<b>Current YTD/Actual Variance</b>	<b>% Used</b>
<i>MISCELLANEOUS EXPENSES</i>				
Compass Club Badges	8	300	(292)	2.73%
Legislative Tracking	2,556	1,700	856	150.36%
Professional Assn Dues	325	900	(575)	36.11%
Professional Services	130	900	(770)	14.44%
Scholarship Awards & Transfers		2,400	(2,400)	0.00%
Misc. Expenses	458	4,000	(3,542)	11.46%
<b>NCBDC Expense</b>	<b>20,633</b>	<b>56,800</b>	<b>(36,167)</b>	<b>36.33%</b>
<b>HPMA Expense</b>	<b>702</b>	<b>1,400</b>	<b>(698)</b>	<b>50.14%</b>
<b>Mid Year Expenses</b>		<b>3,000</b>	<b>(3,000)</b>	<b>0.00%</b>
<b>Convention Expense</b>	<b>32,660</b>	<b>43,000</b>	<b>(10,340)</b>	<b>75.95%</b>
ARDA	5,662	6,600	(938)	85.79%
<b>Total Expense</b>	<b>\$188,456</b>	<b>\$381,600</b>	<b>(193,144)</b>	<b>49.39%</b>
<b>Net Income (Loss)</b>	<b>(\$15,784)</b>		<b>(15,784)</b>	<b>0.00%</b>
			(Dec. 31, 2013 = \$224,311)	
			(\$41,214)	

08.13.14

American Institute of Building Design

Financial Management Committee Report  
Members-

Sam Liberti, AIBD, CGP, HERS  
Mike Keesee, FAIBD, CPBD, CGP  
Jim Wright, FAIBD, CPBD, CGP  
Dan Sater, FAIBD, CPBD, CGP  
Thomas Smelter, AIBD, CPBD

Notes of Conference call and summation 9: 00 a.m. Wednesday August 13, 2014

This is for the immediate Senior Board members, David Pillsbury, President, Kevin Holdridge, Internal VP, Karen Kassik-Michelsohn, External VP, Richard Emigh, Treasurer.

FMC Committee Findings:

- Expense side matches reasonably closely to budget but the short fall occurs due to an optimistic revenue side that has not been achieved. Therefore we need to adjust revenue to a realistic level and set expenses to match.
- There are a number of minor expense items that can be reduced or eliminated but without significantly reducing or eliminating Kellen Direct Support, Kellen Management or Salaries we cannot reach the required \$67,000 reduction.
- For whatever reason, the relationship with Kellen doesn't seem to have created the synergy and cost reduction in operations that was promised initially. In addition, current Kellen Direct Support is apparently incapable of providing the level of service expected and needed.

For Board consideration, these recommendations from the FMC are tasks that need to be completed before a final balanced budget can be completed for approval.

1. Provide required notice to Kellen to end our Management Agreement (90 day notice required with an audit fee to be paid by AIBD) and in the transition period make the following structural changes in AIBD Management:
  2. Hire a Business Manager a. This person will be responsible for the day to day operations and accounting of AIBD
    - i. Cash flow analysis to be provided on a month to month basis with forecasts of income and expenses to Senior Board members
    - ii. Responsible for achieving targeted budget levels and notifying Senior Board members of trending variances
    - iii. Approves all travel for Board Members and EO
3. Steve will be responsible for marketing, membership retention/growth/services and corporate recruitment a. Will report to the Board and provide *in advance*, monthly activities and/or travel that will be approved by the Board and Business Manager

4. New Contracts for EO and BM with detailed job descriptions
5. Dependent on what the Boards actions are on the administrative side, items to consider could be Corporate Registered Agent, Accounting firm, virtual office, telephone administrative receptionist, additional part time staff.
6. Restructure the collection of National and Society dues separately to reduce the complex matrix. No suggestions at this time as this should be discussed in depth to bring about an amicable solution.

Sincerely,  
Sam Liberti, AIBD  
Chairperson

December 3, 2014

TO: AIBD Board of Directors

FR: Alan Abrams, Examiner

RE: NCBDC Activity

1. The Council welcomed Jeremy Farner, director of the Building Designer program at Weber State University, Ogden, UT, to attend our monthly meeting. Mr Farner has also provided feedback on the content of the Certification Exam.
2. A Procedures Manual for proctoring the on-line Exam has been created by Steve Mickley and introduced to the Council.\
3. The Council decided to include the 8 hour design problem, and the 3 hour design vignette portions in the on-line Exam. Candidates will be required to use CAD software instead of hand drafting, except in extreme cases—which will require face-to-face administration. We are presently working to amend the procedures and testing interface to accommodate these phases of the Exam.

**AIBD BYLAWS REVISION**

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**Authors:** David Pillsbury, Kevin Holdridge and Karen Kassik-Michelsohn

**Effective:** Immediately

**Purpose:** To align certain policies and procedures with 2012 changes in the Washington D.C. Code.

To reduce membership classifications to seven (7).

1. Professional Member (Keep - Retired Member - Lifetime Member)
2. Educator
3. Design Student
4. Associate
5. Corporate Member

To reduce annual dues to \$295.00 Nationwide paid directly to National.

To eliminate quarterly and semi-annual payments.

To make certain governance changes :

State Societies have three choices:

1. Apply for Chapter Status (Minimum of 10 Professional Members)
  - a. Elect chapter officers
  - b. Keep treasury as seed money for other chapters
  - c. Collect chapter dues (optional)
  - d. No Corporate or tax filings or paperwork
  - e. Must File One Annual Report to National
2. Dissolve and Become At-Large Members
  - a. Donate Treasury to AIBD or NCBDC
3. Secede from National and Become an Independent Organization
  - a. Independent Organizations must change their name to not include AIBD
  - b. Members can choose to join state and/or National
  - c. AIBD Members will have the ability to form Chapters

Board of Directors:

11 Member Board – Voted in by Membership (House of Delegates no longer exists)

Five Officers:

1. President
2. Internal Vice President
3. External Vice President
4. Secretary
5. Treasurer

Four to Six Directors

Non-Voting Advisors :

1. Past President
2. NCBDC Representative
3. College of Fellows Representative
4. Executive Staff Liaison

Councils:



## #16.3

1. NCBDC
2. Remove HPMA and MRD Councils

To give the membership more opportunities to participate in the governance of the organization

1. Members are eligible to nominate or be nominated for Board of Director Positions.
2. Members vote on the officers and directors.
3. Members vote on articles of incorporation, bylaw amendments and assessments.
4. Members vote on dues increases greater than 10%.
5. Members vote on controversial policy positions.

AMERICAN INSTITUTE OF BUILDING DESIGN

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BYLAWS

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**AIBD BYLAWS.**

Adopted, July 10, 2009  
Amended, August 12, 2010  
Amended, January 14, 2011  
Amended, August 6, 2012  
Amended, January 25, 2013  
Amended, July 29, 2014

**Preamble:** The American Institute of Building Design, a District of Columbia nonprofit corporation, (“AIBD” or “the Institute”) adopts the following Bylaws:

**ARTICLE I: NAME**

As stated in the Articles of Incorporation, the name of this Association shall be the AMERICAN INSTITUTE OF BUILDING DESIGN.

**ARTICLE II: PURPOSE**

As stated in the Articles of Incorporation, the purpose of the Institute is:

- A.** In general, for all purposes, compatible with both
  - 1. Designation as a tax-exempt organization pursuant to Section 501 (c) (6) of the Internal Revenue Code or any successor provision, and
  - 2. Organization as a non-profit corporation pursuant to the District of Columbia Non-Profit Corporation Act.
- B.** In addition to and in furtherance of these general purposes, this corporation shall have the following specific purposes, to the extent that such specific purposes conform to the general purposes stated above:
  - 1. Development, recognition, and enhancement of the profession of building design;
  - 2. Provision of continuing education in the field of building design;
  - 3. Establishing and maintaining professional relationships with other trade, business, and professional organizations within the design and construction industry;
  - 4. Protection of the health, welfare, and safety of the general public by upholding building design standards;
  - 5. Serving as a registered agent for other nonprofit, tax-exempt corporations and other entities incorporated, organized, or doing business in the District of Columbia; and
  - 6. Carrying out such other activities as may be necessary or useful in the furtherance of the general and special purposes stated above.

**ARTICLE III: MEMBERS**

**Section 1: Eligibility**

- A.** Any individual, firm, or organization of good repute, meeting the qualifications and requirements set forth in Section 2 through Section 3 of this Article shall be eligible for membership in the Institute, upon approval of an application by the board of directors, or its designee, and payment of the appropriate fees and dues.
- B.** Applications for membership shall be processed in accordance with policies adopted in the Book of Rules.
- C.** All members in good standing shall be entitled to all rights and privileges applicable to their level of membership as provided for in the Book of Rules.
- D.** A “member in good standing” shall be defined as a member who has fulfilled the requirements for membership, who has neither voluntarily withdrawn from membership nor been expelled or suspended from membership, who is current in payments of all dues, fees, and assessments owing to the Institute and all applicable divisions.

**Section 2: Membership Classifications**

There shall be seven (7) classes of membership, Professional, Retired Professional, Lifetime, Design Student, Educator, Associate, and Corporate.

**A. Professional**

- 1. Requirements: An individual who
  - a. Is actively engaged in the professional practice of residential design, either as the proprietor of or as a design employee of a firm providing building design services.
  - b. Submits a completed application form and the supporting documents as required in the Book of Rules.

**B. Retired Professional**

- 1. Requirements:
  - a. Be a current Professional member; and
  - b. Participation in the practice of building design is minimal; and
  - c. Are 65 years of age with at least 10 years of membership; or
  - d. Any combination of age and membership totaling 75 with at least 10 years of membership.
- 2. Privileges:
  - a. Retired Professional members may retain all rights and privileges for the membership level from which they retired.

**C. Lifetime**

1. Lifetime membership shall be defined as a Professional member, entitled to a waiver of all future national annual dues after Lifetime membership has been awarded to the recipient. Other than the waiver of dues, all other requirements and privileges of membership shall remain as provided for in Subsections A and B above, whichever is applicable.
2. Presidents of the Institute, upon completing their term or consecutive terms of office as president of the Institute, shall automatically be granted a Lifetime membership in the Institute.
3. The board of directors may award a Lifetime membership to a Professional member who meets the following requirements:
  - a. The member must be nominated by at least two Professional members in good standing;
  - b. The nominating members must be able to demonstrate to the board of directors that the nominee, through continuous actions, deeds and duties, other than the usual and normal responsibilities, has contributed substantially on behalf of and to the betterment of the Institute.
  - c. The nominee must have been a Professional member in good standing for a period of at least twenty consecutive years or twenty-five cumulative years of active membership.

**D. Design Student**

1. Requirements: An individual who:
  - a. is participating in a curriculum of instruction, either full or part time, in architecture or engineering, architectural drafting or design technology in a university, college, community college, vocational school, career institution, or high school recognized in the jurisdiction in which they are located, or is an individual participating in on-the-job training under the supervision of a professional building designer, building designer, architect or professional engineer.
  - b. submits a completed application form and supporting documents as required in the Book of Rules.

**E. Educator**

1. Requirements:
  - a. An individual whose sole relationship to the profession of building design is as an educator, currently teaching in a high school, college, university, or a vocational or career school.

**F. Corporate**

1. Requirements:
  - a. Business firms or corporations whose business may encompass and/or may have representatives in more than one state or country; and
  - b. professional or industry nonprofit organizations, and
  - c. whose business or operation is in support of the purposes set forth in Article II, and
  - d. that desire to lend cooperation and support to the Institute.

**G. Associate**

1. Requirements:
  - a. An individual or firm whose business interest is related to the building design profession, as a contractor, sub-contractor, building supply company, building official, engineer, or similar form of work, and whose interests are local in nature, as determined by the board of directors.

**Section 3: Membership Discipline & Conflict Resolutions**

- A. According to such policies as may be included in the Book of Rules for appeal of disciplinary matters from the Resolutions Committee, when it appears to be in the best interest of the Institute, a member may be terminated by a two-thirds vote of the board of directors, or suspended (but for not longer than three years), or otherwise disciplined by a majority vote of the board of directors.

**Section 4: Code of Ethics**

- A. All members of the Institute are responsible for ensuring their professional behavior is compatible with the Institute Code of Ethics, published in the Book of Rules.

**Section 5: Voting Rights**

- A. Professional, Retired Professional, and Lifetime members shall have the right to vote on all matters on which the members are granted the right to vote by law or these bylaws, including fundamental transactions. Members in other classes of membership shall have no right of notice or right to vote in the affairs of the Institute, including fundamental transactions.

**Section 6: Membership Meetings**

- A. Annual Meeting
  1. There shall be an Annual Meeting of the membership held between May 1 and September 30, at a time and place determined by the board of directors.
  2. Notice of the Annual Meeting is provided to the voting members no more than 60 days before nor less than 30 days before the meeting in writing by first-class mail or electronically to those members for whom the Institute's National Office has electronic addresses, by the secretary or the chief staff officer acting at his or her direction. The board may, but need not, provide notice to nonvoting members. Notice to nonvoting members, if provided, shall be by the means that the board deems most appropriate.
- B. The Institute shall hold a special meeting of the members,

1. At the call of the board of directors,
  2. If 10% of the membership entitled to vote on an issue proposed to be considered at the special meeting sign, date, and deliver to the Institute one or more demands in the form of a record for the meeting describing the purpose for which it is to be held.
- C. A quorum shall be the number of voting members present in person.
1. Proxies are not allowed at meetings of the members.
  2. A mail ballot referendum may follow on any issue that fails to achieve a vote of 2/3 of those present.
- D. Except as otherwise restricted by the articles of incorporation or these bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken by mail ballot of the voting members according to procedures established in the Book of Rules.

#### ARTICLE IV: DUES, FEES AND ASSESSMENTS

##### Section 1: Dues

- A. Institute dues shall be included in the Book of Rules.
1. Based upon consideration of individual circumstances in light of a policy adopted by the board of directors and included in the Book of Rules, the board of directors may authorize a reduction in dues based upon hardship.
  2. An increase in dues exceeding 10 percent, in any one year, for Professional membership, shall be authorized only if approved by a majority of the returned ballots (which may be returned electronically) received at the Institute's National Office within 30 days following the mailing of ballots to all voting members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.
- B. **Payment**
1. The annual renewal date for payment of dues and outstanding unpaid fees, fines, and assessments for all members shall be the first day of the month after a member's membership anniversary date. (All memberships approved prior to September 1, 2010, retain a January 1 annual renewal date).
- C. **Delinquency**
1. Members whose dues and outstanding unpaid fees, fines, and assessments are not paid within 30 days of their expiration date shall be terminated from membership and their certificate, if any, shall be surrendered.

##### Section 2: Fees or Fines

- A. Fees or fines for specific issues or activities may be determined by the board of directors.
- B. Seminar, conference and annual meeting registration fees are to be set by the Conference Committee.

##### Section 3: Assessments

- A. Assessments shall be authorized only if approved by a majority of the returned ballots (which may be returned electronically) received at the Institute's National Office within 30 days following the mailing of ballots to all voting members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.

#### ARTICLE V: BOARD OF DIRECTORS

##### Section 1: Officers

###### A. President

1. The president shall be the chief staff officer of the Institute and shall, subject to the directions of the board of directors, supervise the day-to-day business and affairs of the Institute. The president shall preside at all meetings of the board of directors. The president shall have the authority to appoint to, and shall be an ex-officio member of, all standing committees except as otherwise provided by these Bylaws. The president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors.

###### B. Internal Vice President

1. The internal vice president shall assist the president and shall preside at meetings in the absence of the president, as first in the line of succession. In the case of the disability of the president, as determined by the board of directors pursuant to a policy included in the Book of Rules, the internal vice president shall perform the duties and execute the authority of the president. In the case of the death, removal, or resignation of the president, the internal vice president shall automatically succeed the president. The internal vice president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute, the board of directors, and the President.

###### C. External Vice President

1. The external vice president shall assist the president and shall preside at meetings in the absence of the president and Internal vice president, as second in the line of succession. In the case of the disability of the internal vice president, as determined by the board of directors pursuant to a policy included in the Book of Rules, the external vice president shall perform the duties and execute the authority of the internal vice president. In the case of the death, removal, or resignation of the internal vice president, the external vice president shall automatically succeed the internal vice president. The external vice president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute, the board of directors, and the president.

**D. Secretary**

1. The secretary shall, under the direction of the president, perform all such duties as are usually performed by secretaries of similar associations and shall:
  - a. Keep or cause to be kept, a book of minutes of all meetings of the board of directors.
  - b. Give notice of all meetings in accordance with these bylaws.
  - c. Maintain the records of the Institute.
  - d. Maintain an up-to-date and accurate roster of all members of the Institute.
  - e. Maintain a book of standing rules, special rules of order, policies, and procedures that have continuing effect upon, or within, the Institute. Such book shall be called the "Book of Rules," and it shall be organized as described in Article XI, Section 1. The secretary shall maintain separately a book of standing rules, special rules of order, policies, and procedures that have continuing effect upon, or within, the Institute and that were adopted by the board of directors acting within the scope of its authority. The secretary shall bring to the attention of the board of directors any provision in the Book of Rules that ceases to be effective or, in his or her opinion, should no longer be effective. The secretary shall provide a copy of the Book of Rules to each new member of the board of directors in writing, which may include an electronic copy.
  - f. The secretary shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors.
  - g. When a chief staff officer is in the employment of the Institute, the secretary of the Institute may be relieved of some of the above duties upon determination by the board of directors to delegate such duties to the chief staff officer or another person acting under his supervision and control.
2. In the case of death, resignation, disability, removal, or refusal of the secretary to perform a duty required by these bylaws, the most senior officer then in office, or a staff member designated in the Book of Rules shall perform such duty.

**E. Treasurer**

1. The treasurer shall:
  - a. Receive and safeguard all funds of the Institute.
  - b. Deposit all funds entrusted to his care promptly in an insured account.
  - c. Pay all proper and legal bills and accounts promptly, as approved and instructed by the board of directors.
  - d. Certify at all meetings of the Institute the rights of all members of the board of directors to perform the duties of their offices as members in good standing of the Institute.
  - e. The treasurer shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors.
  - f. When a chief staff officer is in the employment of the Institute, the treasurer of the Institute may be relieved of some of the above duties upon determination by the board of directors to delegate such duties to the chief staff officer or another person acting under his supervision and control.
2. In the case of death, resignation, disability, removal, or refusal of the treasurer to perform a duty required by these bylaws, the most senior officer then in office, or a staff member designated in the Book of Rules shall perform such duty.

**Section 2: Board Members****A. Directors**

The board of directors shall consist of the president, internal vice president, external vice president, the secretary, the treasurer, and, no less than four (4) nor more than six (6) additional directors, the number to be set from time to time by the members.

1. The directors shall:
  - a. Represent the needs, interests and concerns of the members.
  - b. Perform such additional duties as prescribed by the board of directors.

**B. Immediate Past President**

1. The immediate past president shall be defined as the individual who served as president, after election or succession, to completion of the term immediately preceding the full officers' term in which the incumbent president first took office, or, in the case when the incumbent has succeeded to office because of a vacancy, the first full officer's term of the elected president whose term the incumbent president has succeeded to.
2. The immediate past president shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The immediate past president shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.
3. The immediate past president will be offered the chairmanship of the Nominating Committee.

**C. Chief Staff Officer**

1. The board of directors may choose to retain paid employees to serve at their pleasure. The chief paid employee, called the "Chief Staff Officer" herein, may be granted any appropriate title by the board of directors and shall work under the direction of and report to the board. Unless otherwise ordered by the board of directors, all paid employees shall work at the direction of and report to the chief staff officer.
2. The chief staff officer shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The chief staff officer shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

**D. College Chancellor**

1. The college chancellor shall be defined as the individual who has been elected by the College of Fellows to serve as

their chancellor according to the policies established in the Book of Rules.

2. College chancellor shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The college Chancellor shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

#### **E. Council Representative**

1. A council representative shall be defined as the individual who has been elected or appointed by their respective council members according to the policies established in the Book of Rules.
2. A council representative shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The council representative shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

### **Section 3: Discipline and Termination**

#### **A. Resignations**

1. Any officer or director may resign at any time by submitting written notice to the chief staff officer, the board of directors, or to the president. Any such resignation shall take effect upon the date of receipt of such notice, or at such later date as is specified in the notice.

#### **B. Removal**

1. Any officer or director may be removed by a two-thirds vote of the board of directors at any meeting with or without cause, whenever in its judgment the best interest of the Institute will be served thereby, provided that the proposed removal is included in the notice of the meeting, together with the grounds for the removal, if any, and that the officer receives the opportunity to present a response to the proposed removal.

#### **C. Other Discipline**

1. Any officer or director may be suspended or subjected to lesser discipline, for cause, by a two-thirds vote of the of directors at any regular or special meeting, provided that the proposed discipline is included in the notice of the meeting, together with the grounds for the discipline, and that the officer receives the opportunity to present a defense. The members shall have no power to discipline the officers or directors, except by motion to censure. If the board of directors votes to suspend an officer, it may determine the length and terms of the suspension, the acts necessary before the suspended officer may resume service in office, the rights and disabilities of the officer during the suspension from office, and may appoint a temporary officer to serve until the end of such suspension.

#### **D. Vacancy**

1. Vacant officer **or** director positions may be filled for the remainder of the term at any meeting of the board of directors, without previous notice.

### **Section 4: Election and Tenure**

**A. Elections and Qualifications.** Prior to each annual meeting, the voting members shall elect the officers and directors from among the Professional members by a majority vote.

**B. Nominating Committee.** There shall be a nominating committee consisting of three Professional members. If the immediate past president chooses to serve as chair of the Nominating Committee, he or she may nominate two additional Professional members to serve as members of the Nominating Committee. If the immediate past president chooses not to serve as chair of the Nominating Committee, the board of directors shall elect a Nominating Committee Chair and two Nominating Committee members at the annual meeting. The president shall not be a member of the Nominating Committee. The Nominating Committee shall nominate at least one candidate for each elected office for the following term.

**C. Additional Nominations.** Additional nominations for officer or director positions may be made upon petition by at least two (2) voting members received by the secretary no later than April 30 of the year in question, provided that the member nominated has agreed to serve in the position if elected.

**D. Procedures.** If there is more than one candidate for an elected office, the Nominating Committee shall submit a ballot (which may be returned electronically) received by the Institute's national office within thirty (30) days following the mailing of the ballots, and no later than two (2) weeks prior to the annual meeting, to all voting Members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter. If there are no nominees by the membership, the nominees of the Nominating Committee are automatically elected.

**E. Term.** The term of all officers and directors, except for the Chief Staff Officer, shall commence immediately following their election, and shall terminate immediately following the next election, or until their successors are elected and qualified.

### **Section 4: Authority**

#### **A. Management power.**

1. The affairs of a corporation shall be managed by the board of directors, except to the extent that the articles of



incorporation or these bylaws grant committee the authority to exercise the powers vested in the board of directors by law.

2. The board of directors shall have general supervision of the affairs of the and perform such other duties as are specified by law, the articles of incorporation, or these bylaws.

**B. Contracts, Debts, and Expenditures**

1. The board of directors may enter into any contract or execut any instrument on behalf of the Institute.
2. As provided by law, no loans shall be made by the Institute to any director or officer.

**C. Policy Positions**

1. The board of directors may generate a policy position according to procedures established in the Book of Rules.

**Section 5: Meetings**

- A. A majority of the members of the board of directors then in office shall constitute a quorum, provided that the board may not act with fewer than five directors and officers present in person or by telephonic or electronic communication.
- B. As required by law, action by the board of directors requires a positive vote of at least a majority of the members of the board of directors present in person or by telephonic or electronic communication, unless a higher quantum of vote is required by law, the articles of incorporation, or these bylaws.
- C. The decision of the board of directors on a procedural question shall be by a majority of those present in person or by telephonic or electronic communication and voting, unless a higher quantum of vote is required by law, the articles of incorporation, these bylaws, a special rule of order, or the parliamentary authority adopted in Article XI.
- D. The Board of Directors shall meet at least four times each year at the call of the president. Special meetings of the board of directors may be called by the president or a majority of the members of the board of directors. The president shall set a date, time, and place for a special meeting, which shall occur not more than ten days from the date of the receipt by the president of the call for a special meeting. If the president fails to set a time, date, and place for a special meeting within five days of the date of receipt by the president of the call for such meeting, those calling the meeting shall set the date, time, and place of such meeting. No business may come before a special meeting unless such notice of such business has been included in the call of such meeting.
- E. Notice of a meeting of the board of directors, either regular or special, shall be caused to be given, (1) in writing by first-class mail to members and advisors of the board of directors or (2) electronically to those members and advisors of the board of directors for whom the Institute's national office has electronic addresses, by the secretary or the chief staff officer acting on his or her direction. Such notice shall be sent to each member and advisor of the board of directors not more than 30 and not less than 10 days prior to such meeting.
  1. If time is of the essence, or any emergency exists, notice may be given less than 10 days prior to such meeting at the direction of the president. In such case, notice shall be provided telephonically and electronically to the members and advisors of the board of directors.
- F. Members of the board of directors and advisors to the board may participate in meetings of the board by telephone or other means of communication, pursuant to procedures included in the Book of Rules.
- G. The board of directors may act without a meeting by unanimous written consent, which shall include consent by electronic means.
- H. The board of directors may adopt rules for its own proceedings

**ARTICLE VI: COLLEGE OF FELLOWS**

**Section 1. Qualifications**

- A. members certified by the NCBDC who have notably contributed to the advancement of the profession of building design by general excellence, by design and literature, or by design and public service.

**Section 2. Duties**

- A. The duties of the members of the college of fellows shall be to consider and report to the board of directors, at such time and in such manner as the board of directors may prescribe, on any question or matter of general interest to the profession. The College of Fellows shall have no executive, administrative, or managerial powers within the Institute.

**ARTICLE VII: COUNCILS OF THE INSTITUTE**

**Section 1: Authority**

- A. The board of directors, by resolution adopted by two-thirds vote of the members present in person or by telephonic or electronic communication and voting, may designate one or more designated bodies ("councils") to perform such other activities as may be necessary or useful in the advancement of special purposes and goals of the Institute.
- B. The purpose and objective of each council of the Institute shall be developed and documented in the AIBD articles of incorporation and these bylaws.
- C. The organization, officers, (limitations of) authority, meetings and other provisions of a council shall be included in the

Institute's Book of Rules.

#### **Section 2: Administration**

- A. The principle offices of the councils of the Institute shall be the national headquarters of the Institute.

#### **Section 3: Financial Policy**

- A. Councils of the Institute may establish appropriate fees to be imposed upon its members, subject to approval of the board of directors, and maintained in the Book of Rules.  
 B. Councils may establish funds and accounts as approved by the board of directors and included in the Book of Rules.  
 C. Councils of the Institute shall submit annual budgets to the Finance Committee for inclusion in the Institute Budget.

#### **Section 4. Council Membership**

- A. Qualifications and quotas for membership in Councils designated by the Institute shall be determined by each respective council, subject to approval of the board of directors, and maintained in the Book of Rules.

#### **Section 5. Council Dissolution**

- A. Dissolution of a council requires a two-thirds vote of the board of directors present in person or by telephonic or electronic communication.  
 B. In the event of the dissolution of a council, all assets remaining after the financial debts and obligations of the council have been fully satisfied, shall be distributed to the Institute.

#### **Section 6: Designated Councils**

- A. The National Council of Building Designer Certification (NCBDC).  
 1. The objectives of the NCBDC shall be to delineate the minimum qualifications, performance standards, and verification procedures designed to assess an applicant's ability to meet the minimum requirements of certification.

### **ARTICLE VIII: COMMITTEES**

#### **Section 1. Standing Committees**

- A. The following shall be standing committees of the Institute: Nominating Committee, as described in Article V; Finance Committee; Audit Committee; Governance and Bylaws Committee; Convention Committee; and Resolutions Committee. Committees given the power to act on behalf of the Institute shall consist entirely of members of the board of directors.

#### **Section 2. Finance Committee**

- A. The Finance Committee shall be composed of the Treasurer and four other members. It shall be the duty of the Finance Committee to prepare an initial budget for the fiscal year and to submit it to the board of directors at its annual meeting. The Finance Committee shall review the budget throughout the year and may from time to time submit amendments to the budget for the current fiscal year and reports to the board of directors.

#### **Section 3. Audit Committee**

- A. The president shall cause an annual financial review to be made of the funds and accounts of the Institute by an Audit Committee that shall consist of three members: one member appointed by the college of fellows, one member appointed by the NCBDC, and one member appointed by the president. Neither the president, the treasurer, nor the chief staff officer shall be a member of the Audit Committee. The Audit Committee shall oversee the organization's financial reporting process; monitor choice of accounting policies and principles; monitor internal control processes; monitor hiring and performance of external auditors, if any, subject to approval by the board of directors; and report regularly to the board of directors. The Audit Committee report shall be included with the annual treasurer's report and shall be presented at the annual meeting. The board of directors may at any meeting vote to require a financial review by a certified public accountant.

#### **Section 4: Conference Committee**

- A. The president shall appoint from the board of directors a Conference Committee, which shall assist the president and the Institute in the management of all conferences. The number of persons on such committee shall be at the discretion of the President.

#### **Section 5: Governance and Bylaws Committee**

- A. The President shall appoint a Governance and Bylaws Committee, which shall review these bylaws, the Book of Rules, proposals for amendments to these bylaws and Book of Rules, and governance-related issues affecting the Institute and report with its recommendations to the board of directors.

#### **Section 6: Resolutions Committee**

- A. The Resolutions Committee shall consist of three Professional members certified by NCBDC: a chair appointed by the president from the board of directors; the immediate past president (or a member elected from the board of directors if the immediate past president declines to serve); and the college of fellows representative on the board of directors. The president shall not be a member of the Resolutions Committee.  
 B. According to such procedures included in the Book of Rules, the Resolutions Committee shall be the initial forum for hearing complaints and disagreements between members; between members and members' clients; and between members and the Institute, its chapters; and imposing preliminary discipline for allegations of violations of these Bylaws and the Book of Rules, including but not limited to, the Code of Ethics. The Resolutions Committee shall report and make recommendations to the

board of directors who may enact disciplinary measures permitted by these bylaws and the Book of Rules.

- C. The Resolutions Committee procedures shall require, at a minimum, before preliminary imposition of discipline on a member, that:
1. The member receive notice of the proposed discipline along with notice of the meeting of the Resolutions Committee at which such discipline is to be considered;
  2. Such notice states the grounds for the proposed discipline; and
  3. The member has the opportunity for a hearing before the Resolutions Committee.

#### **Section 7. Other Committees**

- A. The board of directors may create such other committees, standing or special, as they shall from time to time deem necessary to carry on the work of the Institute, provided that any committees created with the power to act on behalf of the Institute shall consist entirely of members of the board of directors.

#### **Section 8. Committee Procedures**

- A. Committee members appointed by the president may commence work immediately upon notification and acceptance of their appointment.
- B. When these bylaws permit the president to appoint members of a committee, such rule may be suspended during a meeting at which the president is absent to fill a special committee created at such meeting.
- C. Committees may adopt rules for its own proceedings, provided that any such rules may be amended or rescinded by board of directors.
- D. Committee membership shall be selected from among the members of the Institute, subject to the requirements set forth in Article III, Section 1 (D). Non-members of the Institute may be asked to serve the committees in in advisory capacity.

### **ARTICLE IX: DIVISIONS**

#### **Section 1: Chapters**

- A. The Institute may create membership chapters, including student chapters, according to policies established in the Book of Rules.

### **ARTICLE X: TAX-RELATED PROVISIONS**

#### **Section 1: Noninurement**

- A. No part of the assets of the Institute and no part of the net earnings of the Institute shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

#### **Section 2: Lobbying and Campaign Contributions**

- A. Except to the extent permitted by Section 501 (c) (6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, the Institute shall not attempt to influence legislation and shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **Section 3: Dissolution**

- A. The process of dissolution and the distribution of property and assets upon dissolution shall be as provided by law; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Institute (whether voluntary, involuntary, or by operation of law), the property or assets of the Institute remaining after all distributions required by law shall be conveyed, transferred, distributed, and set over outright to one or more institutions or organizations, created and organized for nonprofit purposes similar to those of the Institute, which such institutions or organizations shall qualify as exempt from taxation pursuant to Section 501 (c) (3), 501 (c) (4), or 501 (c) (6) of the United States Internal Revenue Code, or the corresponding provisions of any future federal tax code, as determined by a vote of majority of the members of the board of directors present in person or by telephonic or electronic communication ~~proxy~~ at a meeting duly called for the purpose, a quorum being present, or by a similar vote of the members taken by mail or electronic balloting pursuant to the procedures for mail balloting for purposes of dissolution approved by the board, in such proportions and in such manner as may be determined in such vote; provided, further, that to the extent not otherwise provided for by law, the articles of incorporation, these bylaws, or action of the board of directors, the Institute's property upon dissolution may be applied to nonprofit, tax-exempt purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.

### **ARTICLE XI: ADMINISTRATIVE PROCEDURES**

#### **Section 1: Rules of Order**

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with applicable law, the articles of incorporation, these bylaws, and any special rules of order adopted by the board of directors. The Institute shall not be considered a member-

governed corporation under the provision of D.C. Code § 29-401.50.

- B.** The Book of Rules shall be maintained by the Secretary as described in Article V, Section 1. Each rule, policy, procedure, or other motion or resolution of continuing effect included in the Book of Rules shall indicate the date of adoption and of any subsequent amendments to such document, and a statement indicating the body within the Institute that adopted such document.
  - 1. Unless otherwise required by law, the articles of incorporation, or these bylaws, new provisions of the Book of Rules (aside from special rules of order) may be adopted, or existing provisions in the Book of Rules (aside from special rules of order) may be amended or repealed at any meeting of the board of directors by a majority vote of the members of the board of directors present in person or by telephonic or electronic communication ~~proxy~~, provided that any proposed amendment or repeal of an existing provision of the Book of Rules is included in the notice of the meeting.
  - 2. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, new special rules of order may be adopted, or existing special rules of order may be amended or repealed at any meeting of the board of directors in the same manner as for amendment of these Bylaws.
- C.** Unless explicitly provided, rules in the nature of rules of order contained in these bylaws may not be suspended.
- D.** Any action required by these bylaws to take place on a particular date and time, may take place as soon thereafter as reasonably possible, without effect on the validity of such action, so long as notice requirements are extended proportionally.

### **Section 2: Indemnification and Conflict of Interest**

- A.** The Institute shall indemnify all officers, directors, employees, and agents of the Institute to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the executive committee of the Institute.
- B.** In their capacity as agents of the Institute, the individual leaders, including members of the board of directors, the board of examiners, and all employees, must act at all times in the best interests of the Institute. Section § 29-406.70 of D.C. Code shall be applicable except as otherwise restricted in the articles of incorporation, these bylaws or the Book of Rules.

### **Section 3: Amendments**

- A.** The board of directors, any standing committee, or any ten (10) voting members may submit an amendment to these bylaws, provided the submittal is reviewed by the Governance and Bylaws Committee and submitted to the secretary or the Institute's national office at least sixty (60) days prior to the date of the annual meeting.
- B.** Revised bylaws may be adopted, or these bylaws may be repealed or amended, by a two-thirds of the voting members voting by ballot (which may be returned electronically) received at the Association's national office at least two weeks prior to the annual meeting and within 30 days following the mailing of ballots to all voting Members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.

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AIBD BYLAWS.

Adopted, July 10, 2009  
Amended, August 12, 2010  
Amended, January 14, 2011  
Amended, August 6, 2012  
Amended, January 25, 2013  
Amended, July 29, 2014

**Preamble:** The American Institute of Building Design, a District of Columbia nonprofit corporation, ("AIBD" or "the Institute") adopts the following Bylaws:

**ARTICLE I: NAME**

As stated in the Articles of Incorporation, the name of this Association shall be the AMERICAN INSTITUTE OF BUILDING DESIGN.

**ARTICLE II: PURPOSE**

As stated in the Articles of Incorporation, the purpose of the Institute is:

- A. In general, for all purposes, compatible with both
  - 1. Designation as a tax-exempt organization pursuant to Section 501 (c) (6) of the Internal Revenue Code or any successor provision, and
  - 2. Organization as a non-profit corporation pursuant to the District of Columbia Non-Profit Corporation Act.
- B. In addition to and in furtherance of these general purposes, this corporation shall have the following specific purposes, to the extent that such specific purposes conform to the general purposes stated above:
  - 1. Development, recognition, and enhancement of the profession of building design;
  - 2. Provision of continuing education in the field of building design;
  - 3. Establishing and maintaining professional relationships with other trade, business, and professional organizations within the design and construction industry;
  - 4. Protection of the health, welfare, and safety of the general public by upholding building design standards;
  - 5. Serving as a registered agent for other nonprofit, tax-exempt corporations and other entities incorporated, organized, or doing business in the District of Columbia; and
  - 6. Carrying out such other activities as may be necessary or useful in the furtherance of the general and special purposes stated above.

**ARTICLE III: MEMBERS**

**Section 1: Eligibility**

- A. Any individual, firm, or organization of good repute, meeting the qualifications and requirements set forth in Section 2 through Section 3 of this Article shall be eligible for membership in the Institute, upon approval of an application by the board of directors, or its designee, and payment of the appropriate fees and dues.
- B. Applications for membership shall be processed in accordance with ~~procedures~~ **policies** adopted in the Book of Rules ~~by the House of Delegates.~~
- C. All members in good standing shall be entitled to all rights and privileges applicable to their level of membership as provided ~~by the House of Delegates~~ in the Book of Rules.
- D. A "member in good standing" shall be defined as a member who has fulfilled the requirements for membership, who has neither voluntarily withdrawn from membership nor been expelled or suspended from membership, who is current in payments of all dues, fees, and assessments owing to the Institute and all applicable divisions.

~~(Amended 8/6/12, 1/25/13)~~

**Section 2: Professional Membership Category Classifications**

**A. Certified Professional There shall be seven (7) classes of membership, Professional, Retired Professional, Lifetime, Design Student, Educator, Associate, and Corporate.**

- 1. ~~Requirements: An individual who~~
  - a. ~~Has met the requirements for certification by AIBD or an outside body, as approved by the House of Delegates and included in the Book of Rules, has met the requirements for Professional membership; and~~
  - b. ~~Devotes 50 percent or more of his or her working time to the profession of building design.~~
  - c. ~~Submits a completed application form and the supporting documents as required by the House of Delegates in the Book of Rules.~~
- 2. ~~Maintenance of Certified Status.~~
  - a. ~~Certified Professional members must maintain their certification status in accordance with the policy adopted by the House of Delegates and included in the Book of Rules in order to maintain membership in AIBD as a Certified Professional member.~~
  - b. ~~If a Certified Professional member loses his or her certification, his or her membership status will automatically be changed to the Professional membership level.~~

~~(Amended 8/6/12)~~

**A B. Professional**

1. Requirements: An individual who
  - a. Is actively engaged in the professional practice of residential design, either as the proprietor of or as a design employee of a firm providing building design services for at least two (2) years,
  - b. Submits a completed application form and the supporting documents as required by the House of Delegates in the Book of Rules.

(Amended 8/6/12)

**B C. Retired Professional**

1. Requirements:
  - a. ~~Any Certified Professional member or Professional member who, having reached the time in his or her life when his or her participation in the practice of building design is minimal, for all practical purposes can be considered retired. The President shall determine whether a member applying for Retired Professional membership status meets the requirements, subject to a right to appeal such decision to the House of Delegates. Any such member meeting the requirements may change his or her membership level to that of Retired Professional member.~~
  - b. ~~Retired Professional members shall not be counted for quotas for representation in the House of Delegates.~~
2. ~~Privileges~~
  - a. ~~Retired Professional members may retain all rights and privileges for the membership level from which they retired.~~

(Amended 8/6/12)

- a. **Be a current Professional member; and**
  - b. **Participation in the practice of building design is minimal; and**
  - c. **Are 65 years of age with at least 10 years of membership; or**
  - d. **Any combination of age and membership totaling 75 with at least 10 years of membership.**
2. **Privileges:**
    - a. **Retired Professional members may retain all rights and privileges for the membership level from which they retired.**

**C D. Lifetime**

1. Lifetime membership shall be defined as a Professional member, entitled to a waiver of all future national annual dues after Lifetime membership has been awarded to the recipient. Other than the waiver of dues, all other requirements and privileges of membership shall remain as provided for in Subsections A through C and B above, whichever is applicable.
2. Presidents of the Institute, upon completing their term or consecutive terms of office as president of the Institute, shall automatically be granted a Lifetime membership in the Institute.
3. The ~~House of Delegates~~ **board of directors** may award a Lifetime membership to a Professional member who meets the following requirements:
  - a. The member must be nominated by at least two Professional members in good standing;
  - b. The nominating members must be able to demonstrate to the ~~House of Delegates~~ **board of directors** that the nominee, through continuous actions, deeds and duties, other than the usual and normal responsibilities, has contributed substantially on behalf of and to the betterment of the Institute.
  - c. The nominee must have been a Professional member in good standing for a period of at least twenty consecutive years or twenty-five cumulative years of active membership.

(Amended 8/6/12)

**Section 3: General Members Category**

~~A. Representation: General Members shall not be counted for quotas for representation in the House of Delegates.~~

**D A. Design Student**

1. Requirements: An individual who:
  - a. is participating in a curriculum of instruction, either full or part time, in architecture or engineering, architectural drafting or design technology in a university, college, community college, vocational school, career institution, or high school recognized in the jurisdiction in which they are located, or is an individual participating in on-the-job training under the supervision of a professional building designer, building designer, architect or professional engineer.
  - b. submits a completed application form and supporting documents as required by the House of Delegates in the Book of Rules.

**E B. Educator**

1. Requirements:
  - a. An individual whose sole relationship to the profession of building design is as an educator, currently teaching in a high school, college, university, or a vocational or career school.

**F C. Corporate**

1. Requirements:



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- a. ~~National~~ Business firms or corporations whose business may encompass and/or may have representatives in more than one state or country; and
- b. professional or industry nonprofit organizations, and**
- c.** whose business or operation is in support of the purposes set forth in Article II, and
- d.** that desire to lend cooperation and support to the Institute.

**E. Affiliate**

- 1. Requirements:
  - a. Domestic professional or industry organizations whose interests in the profession of building design are related or similar to those of the Institute; or
  - b. Professional or Industry Entities (Continuing Education (CE) Providers) that provide educational classes or seminars that qualify for continuing education credit under the Institute's Continuing Education policy, as approved by the House of Delegates in the Book of Rules; or
  - c. Foreign professional organizations whose mission and goals are determined by the Board of Directors to be substantially aligned with those of the Institute, and therefore wish to affiliate for mutually beneficial reasons.

**G D. Associate**

- 1. Requirements:
    - a. An individual or firm whose business interest is related to the building design profession, as a contractor, sub-contractor, building supply company, building official, engineer, or similar form of work, and whose interests are local in nature, as determined by the board of directors.
- (Amended 8/6/12)

**Section 4: Assignment of Members to Societies**

**A. Members of Societies:**

- 1. With the exception of Corporate & Affiliate members, all Professional & General members shall be assigned as members of the Society where they reside, provided that a Society is organized covering the jurisdiction of the member's primary residence, with the exception of when it would be in the best interest of the member and the Institute for a member to belong to a Society covering an adjoining jurisdiction. Each exception will be presented to the Board of Directors for approval on a case-by-case basis.
- 2. Assignment to chapters within a Society will be by the Society, provided that members may request a chapter of choice, and members may request to belong to more than one chapter within a Society.
- 3. Members in good standing may be members of more than one Society, upon acceptance of the member by the Society that does not cover the jurisdiction of the member's primary residence (or chosen adjoining jurisdiction if approved by the Board of Directors) and a written declaration filed by the member with the Institute's National Office indicating which Society shall be designated the member's "Primary Society" for determination of quotas for and delegates.
- 4. All dues payable to any Society other than the primary Society shall be billed and collected by such additional Society.
- 5. The House of Delegates may adopt procedures in the Book of Rules concerning transfer of membership between societies.

**B. Members at large:**

- 1. Members who reside in a jurisdiction where a Society has not been organized shall be unassigned members of the Institute and shall be referred to as members at large, provided that they do not choose to become members of a Society. Members at large may choose to join one or more societies, upon acceptance of the member by such Society. Any member at large who becomes a member of a Society shall cease to be treated as a member at large and shall be considered for all purposes, including quotas for representation in the House of Delegates, as a member of a Society. If a member at large chooses to join more than one Society, the member shall declare a primary Society in accordance with the provisions applicable to members of societies.
- 2. The Institute may accept members from foreign countries as members at large, until such time as they might recruit sufficient numbers, and interests, so as to form their own Society.

**Section 43: Membership Discipline & Conflict Resolutions**

- A. According to such procedures polices as may be adopted by the House of Delegates and included in the Book of Rules for appeal of disciplinary matters from the Resolutions Committee, when it appears to be in the best interest of the Institute, a member may be terminated by a two-thirds vote of the House of Delegates board of directors, or suspended (but for not longer than three years), or otherwise disciplined by a majority vote of the House of Delegates board of directors.

**Section 5: Continuing Education Credits**

- A. Requirements: All Certified Professional members, except for Retired Professional members, must obtain continuing education credits specified by the House of Delegates and included in the Book of Rules. Certified Professional members who do not meet the continuing education requirements will be automatically reduced to the Professional membership level and must complete all continuing education requirements in arrears at the time of reduction in status prior to restoration as a Certified Professional member.
- (Amended 8/6/12)

**Section 64: Code of Ethics**

- A. All members of the Institute are responsible for ensuring their professional behavior is compatible with the Institute Code of Ethics, adopted by the House of Delegates and published in the Book of Rules.

**Section 75: Voting Rights**

- A. ~~Except as explicitly provided in these Bylaws and the Articles of Incorporation, members as described in Sections 2 & 3 of this Article shall have no voting rights in the Institute. Except as explicitly provided in these Bylaws and the Articles of Incorporation, only members described in Section 2 who are also members of the House of Delegates shall be deemed members of the Institute with voting rights in the Institute for all purposes, including, but not limited to: amendment of the Articles of Incorporation; merger; consolidation; lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property and assets of the Institute; and dissolution. **Professional, Retired Professional, and Lifetime members shall have the right to vote on all matters on which the members are granted the right to vote by law or these bylaws, including fundamental transactions. Members in other classes of membership shall have no right of notice or right to vote in the affairs of the Institute, including fundamental transactions.**~~

**Section 6: Membership Meetings**

**A. Annual Meeting**

1. **There shall be an Annual Meeting of the membership held between May 1 and September 30, at a time and place determined by the board of directors.**
2. **Notice of the Annual Meeting is provided to the voting members no more than 60 days before nor less than 30 days before the meeting in writing by first-class mail or electronically to those members for whom the Institute's National Office has electronic addresses, by the secretary or the chief staff officer acting at his or her direction. The board may, but need not, provide notice to nonvoting members. Notice to nonvoting members, if provided, shall be by the means that the board deems most appropriate.**

**B. The Institute shall hold a special meeting of the members,**

1. **At the call of the board of directors,**
2. **If 10% of the membership entitled to vote on an issue proposed to be considered at the special meeting sign, date, and deliver to the Institute one or more demands in the form of a record for the meeting describing the purpose for which it is to be held.**

**C. A quorum shall be the number of voting members present in person.**

1. **Proxies are not allowed at meetings of the members.**
2. **A mail ballot referendum may follow on any issue that fails to achieve a vote of 2/3 of those present.**

**D. Except as otherwise restricted by the articles of incorporation or these bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken by mail ballot of the voting members according to procedures established in the Book of Rules.**

**ARTICLE IV: DUES, FEES AND ASSESSMENTS**

**Section 1: Dues**

- A. ~~Institute dues shall be determined by the House of Delegates and included in the Book of Rules.~~
1. ~~Based upon consideration of individual circumstances in light of a policy adopted by the board of directors and included in the Book of Rules, the Board of Directors may authorize a reduction in dues based upon hardship.~~
  2. ~~An increase in dues exceeding 10 percent, in any one year, for Professional membership, shall be authorized only if approved by a majority of the returned ballots (which may be returned electronically) received at the Institute's National Office within 30 days following the mailing of ballots to all Professional **voting** members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the Professional **voting** members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.~~

~~B. Society and chapter dues shall be determined by the Society in accordance with procedures specified in their bylaws.~~

**CB. Payment**

1. ~~The annual renewal date for payment of dues and outstanding unpaid fees, fines, and assessments for all members shall be the first day of the month after a member's membership anniversary date. (All memberships approved prior to September 1, 2010, retain a January 1 annual renewal date).~~
2. ~~Society and chapter dues for all members shall be billed and collected by the Institute's National Office.~~
3. ~~The House of Delegates may adopt procedures, to be included in the Book of Rules, for payment and distribution of dues.~~

(Amended 8/12/10)

**DC. Delinquency**

1. ~~Members whose dues and outstanding unpaid fees, fines, and assessments are not paid within 30 days of their due **expiration** date shall be notified in writing by the Treasurer that they are no longer in good standing and shall not be entitled to vote or act in any capacity as members, including the use of their Institute seal and certification, if applicable, until their dues are current and outstanding unpaid fees, fines, and assessments are paid. Such notification shall include information regarding the option to make arrangements for hardship payment.~~
2. ~~Members whose dues or outstanding unpaid fees, fines, and assessments are delinquent for more than 50 days, shall be notified by the Treasurer by mail and electronically (if the member has provided an electronic address), that if their dues and outstanding fees are not brought to current status within 10 days, that their name shall be dropped from membership and their certificate, if any, shall be surrendered.~~

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- ~~3. Members whose dues or outstanding unpaid fees, fines, and assessments are delinquent for more than 60 days shall be terminated from membership and their certificate, if any, shall be surrendered.~~

(Amended 8/6/12)

### Section 2: Fees or Fines

~~A. Initiation fees shall be determined by the House of Delegates and included in the Book of Rules.~~

#### ~~B. Special Fees or Fines:~~

- ~~1. Special fees or fines may be determined by the House of Delegates and included in the Book of Rules for specific issues or activities.~~
- ~~2. Seminar and convention registration fees are to be set by the convention committee with approval of the Board of Directors.~~
- ~~3. Special fees or fines may not be more than 33% of the current dues for that member level and may be issued only once during the current fiscal year, unless approved in the same manner as dues increases as prescribed in these Bylaws. (Amended 8/6/12)~~
- ~~4. Societies shall have the right to set their own special fees and fines, subject to approval by the Board of Directors and review by the House of Delegates.~~

~~A. Fees or fines for specific issues or activities may be determined by the board of directors.~~

~~B. Seminar, conference and annual meeting registration fees are to be set by the Conference Committee.~~

### Section 3: Assessments

- A. Assessments may be levied for Professional Members of the Institute shall be authorized only if approved by a majority of the returned ballots (which may be returned electronically) received at the Institute's National Office within 30 days following the mailing of ballots to all voting members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter. or a Society, by a 2/3 vote of the Institute's House of Delegates, in the case of the Institute, or of the Society's Board of Directors in the case of a Society.
- B. Neither the Institute nor a Society may levy more than one assessment in any one fiscal year, without a majority vote of the members affected. In the case of the Institute, such voting shall be by mail ballot and shall be approved by a majority vote of the ballots returned (which may be done electronically) within a 30 day period from the date of mailing, providing that at least thirty five percent (35%) of the affected members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.

## ARTICLE V: OFFICERS BOARD OF DIRECTORS

### Section 1: Officers

#### A. President

1. The president shall be the chief ~~Executive~~ **staff** officer of the Institute and shall, subject to the directions of the board of directors ~~and the House of Delegates~~, supervise the day-to-day business and affairs of the Institute. The president shall preside at all meetings of the ~~House of Delegates and the~~ board of directors. The president shall have the authority to appoint to, and shall be an ex-officio member of, all standing committees except as otherwise provided by these Bylaws. ~~A member may not serve simultaneously as President of the Institute and as President of a Society or chapter.~~ The president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors ~~and House of Delegates~~.

#### B. Internal Vice President

1. The internal vice president shall assist the president and shall preside at meetings in the absence of the president, as first in the line of succession. In the case of the disability of the president, as determined by the board of directors pursuant to a policy ~~adopted by the House of Delegates and~~ included in the Book of Rules, the internal vice president shall perform the duties and execute the authority of the president. In the case of the death, removal, or resignation of the president, the internal vice president shall automatically succeed the president. The internal vice president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute, the board of directors ~~and House of Delegates~~, and the President.

#### C. External Vice President

1. The external vice president shall assist the president and shall preside at meetings in the absence of the president and Internal vice president, as second in the line of succession. In the case of the disability of the internal vice president, as determined by the board of directors pursuant to a policy ~~adopted by the House of Delegates and~~ included in the Book of Rules, the external vice president shall perform the duties and execute the authority of the internal vice president. In the case of the death, removal, or resignation of the internal **vice** president, the external vice president shall automatically succeed the internal vice president. The external vice president shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute, the board of directors ~~and House of Delegates~~, and the president.

#### D. Secretary

1. The secretary shall, under the direction of the president, perform all such duties as are usually performed by

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secretaries of similar associations and shall:

- a. Keep or cause to be kept, a book of minutes of all meetings of the ~~House of Delegates and the~~ board of directors.
  - b. Give notice of all meetings in accordance with these bylaws.
  - c. Maintain the records of the Institute.
  - d. Maintain an up-to-date and accurate roster of all members of the Institute.
  - e. Maintain a book of standing rules, special rules of order, policies, and procedures that have continuing effect upon, or within, the Institute ~~and that were adopted by the House of Delegates~~. Such book shall be called the "Book of Rules," and it shall be organized as described in Article XIII, Section 1. The secretary shall maintain separately a book of standing rules, special rules of order, policies, and procedures that have continuing effect upon, or within, the Institute and that were adopted by the board of directors acting within the scope of its authority. The secretary shall bring to the attention of the board of directors ~~and the House of Delegates~~ any provision in the Book of Rules that ceases to be effective or, in his or her opinion, should no longer be effective. The secretary shall provide a copy of the Book of Rules to each new member of the ~~House of Delegates and the~~ board of directors in writing, which may include an electronic copy.
  - f. The secretary shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors ~~and House of Delegates~~.
  - g. When a chief staff officer is in the employment of the Institute, the secretary of the Institute may be relieved of some of the above duties upon determination by the board of directors to delegate such duties to the chief staff officer or another person acting under his supervision and control.
2. In the case of death, resignation, disability, removal, or refusal of the secretary to perform a duty required by these bylaws, the most senior officer then in office, or a staff member designated in the Book of Rules ~~pursuant to a procedure adopted by the House of Delegates~~, shall perform such duty.

#### E. Treasurer

1. The treasurer shall:
  - a. Receive and safeguard all funds of the Institute.
  - b. Deposit all funds entrusted to his care promptly in an insured account.
  - c. Pay all proper and legal bills and accounts promptly, as approved and instructed by the board of directors.
  - d. Certify at all meetings of the Institute the rights of all members of the ~~House of Delegates and the~~ board of directors to perform the duties of their offices as members in good standing of the Institute.
  - e. The treasurer shall have such additional duties as prescribed by the parliamentary authority adopted by the Institute and by the board of directors ~~and House of Delegates~~.
  - f. When a chief staff officer is in the employment of the Institute, the treasurer of the Institute may be relieved of some of the above duties upon determination by the board of directors to delegate such duties to the chief staff officer or another person acting under his supervision and control.
2. In the case of death, resignation, disability, removal, or refusal of the treasurer to perform a duty required by these bylaws, the most senior officer then in office, or a staff member designated in the Book of Rules ~~pursuant to a procedure adopted by the House of Delegates~~, shall perform such duty.

### Section 2: Board Members

#### A. District Directors

1. ~~The House of Delegates shall divide the United States and foreign areas in which Institute members reside into three Districts.~~
2. ~~One District Director be assigned to each of the three Districts.~~ **The board of directors shall consist of the president, internal vice president, external vice president, the secretary, the treasurer, and, no less than four (4) nor more than six (6) additional directors, the number to be set from time to time by the members.**
3. The district directors shall:
  - a. ~~Reside within the District which they are assigned to represent.~~
  - b. Represent the needs, interests and concerns of the members and divisions in their Districts.
  - c. ~~Inform all societies of urgent questions to be considered by the Board of Directors and House of Delegates and relate the societies' views regarding those questions to the relevant body.~~
  - d. ~~Be the chief liaison between the Board of Directors and the societies within their assigned districts.~~
  - e. ~~Represent the Institute, in their districts, in all matters pertaining to membership and policy.~~
  - f. Perform such additional duties as prescribed by the board of directors ~~and the House of Delegates~~.

#### B. Immediate Past President

1. The immediate past president shall be defined as the individual who served as president, after election or succession, to completion of the term immediately preceding the full officers' term in which the incumbent president first took office, or, in the case when the incumbent has succeeded to office because of a vacancy, the first full officer's term of the elected president whose term the incumbent president has succeeded to.
2. The immediate past president shall serve as an advisor to the board of directors, **and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The immediate past president shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.**
3. The immediate past president will be offered the chairmanship of the Nominating Committee.

#### C. Chief Staff Officer

1. The board of directors may choose to retain paid employees to serve at their pleasure. The chief paid employee, called

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the "Chief Staff Officer" herein, may be granted any appropriate title by the board of directors and shall work under the direction of and report to the board, ~~under the general supervision of the House of Delegates.~~ Unless otherwise ordered by the board of directors, all paid employees shall work at the direction of and report to the chief staff officer.

2. The chief staff officer shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The chief staff officer shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

### D. College Chancellor

1. The college chancellor shall be defined as the individual who has been elected by the College of Fellows to serve as their chancellor according to the policies established in the Book of Rules.
2. College chancellor shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The college Chancellor shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

### E. Council Representative

1. A council representative shall be defined as the individual who has been elected or appointed by their respective council members according to the policies established in the Book of Rules.
2. A council representative shall serve as an advisor to the board of directors, and as such, shall be entitled to meeting notices, but shall not bear any of the obligations of the board and shall not count in the establishment of a quorum. The council representative shall be a participant in the deliberations of the board and permitted to make motions and to debate, but shall not be entitled to a vote.

## Section 3: Discipline and Termination

### A. Resignations

1. Any officer or director may resign at any time by submitting written notice to the chief staff officer, the board of directors, or to the president. Any such resignation shall take effect upon the date of receipt of such notice, or at such later date as is specified in the notice.

### B. Removal

1. ~~In accordance with applicable law,~~ Any officer or director may be removed by a two-thirds vote of the ~~House of Delegates~~ board of directors at any meeting with or without cause, whenever in its judgment the best interest of the Institute will be served thereby, provided that the proposed removal is included in the notice of the meeting, together with the grounds for the removal, if any, and that the officer receives the opportunity to present a response to the proposed removal.

### C. Other Discipline

1. Any officer or director may be suspended or subjected to lesser discipline, for cause, by a two-thirds vote of the ~~House of Delegates~~ board of directors at any regular or special meeting of the ~~House of Delegates~~, provided that the proposed discipline is included in the notice of the meeting, together with the grounds for the discipline, and that the officer receives the opportunity to present a defense. The members shall have no power to discipline the officers or directors, except by motion to censure. If the ~~House of Delegates~~ board of directors votes to suspend an officer, it may determine the length and terms of the suspension, the acts necessary before the suspended officer may resume service in office, the rights and disabilities of the officer during the suspension from office, and may appoint a temporary officer to serve until the end of such suspension.

### D. Vacancy

1. Vacant officer or director positions may be filled for the remainder of the term at any meeting of the ~~House of Delegates~~ board of directors, without previous notice.

## Section 4: Election and Tenure

- A. **Elections and Qualifications.** ~~At its annual meeting, the House of Delegates shall elect a President, the Internal Vice-President, the External Vice-President, Secretary, and Treasurer, from among the members of the House of Delegates. The House of Delegates may combine the offices of the Secretary and Treasurer. The House of Delegates shall also at that time elect three Directors. The Directors must be Certified Professional members or Professional members of the Institute. All other elected officers shall be Certified Professional members~~ Prior to each annual meeting, the voting members shall elect the officers and directors from among the Professional members by a majority vote.

(Amended 8/6/12)

(Amended 7/15/13)

- B. **Nominating Committee.** There shall be a nominating committee consisting of three Professional members. If the immediate past president chooses to serve as chair of the Nominating Committee, he or she may nominate two additional Professional members to serve as members of the Nominating Committee, ~~subject to election by the House of Delegates at the annual meeting.~~ If the immediate past president chooses not to serve as chair of the Nominating Committee, the ~~House of~~

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Delegates board of directors shall elect a Nominating Committee Chair and two Nominating Committee members at the annual meeting. The president shall not be a member of the Nominating Committee. The Nominating Committee shall nominate at least one candidate for each elected office for the following term.

- C. **Additional Nominations.** Additional nominations for officer or director positions and members of the nominating committee may be made from the floor by any qualified member in good standing upon petition by at least two (2) voting members received by the secretary no later than April 30 of the year in question, provided that the member nominated has agreed to serve in the position if elected.
- D. **Procedures.** Unless there is only one candidate for a position, all elections for officers and members of the Nominating Committee shall be by ballot vote and election shall be by a vote of a majority of the members of the House of Delegates present in person or by proxy. The House of Delegates may adopt procedures for the nomination and election process to be included in the Book of Rules. If there is more than one candidate for an elected office, the Nominating Committee shall submit a ballot (which may be returned electronically) received by the Institute's national office within thirty (30) days following the mailing of the ballots, and no later than two (2) weeks prior to the annual meeting, to all voting Members by the Secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter. If there are no nominees by the membership, the nominees of the Nominating Committee are automatically elected.
- E. **Term.** The term of all officers and directors, except for the Chief Staff Officer, shall commence immediately following their election, and shall terminate immediately following the next election, or until their successors are elected and qualified.

### ARTICLE VI: VOTING MEMBERS/HOUSE OF DELEGATES

#### Section 1: Authority

- A. ~~As a matter of law, the House of Delegates shall be deemed a committee of the Board of Directors when taking any actions otherwise required by law to be performed by the Board of Directors.~~
- B. ~~To the extent not otherwise delegated to the Board of Directors by the Articles of Incorporation or these Bylaws, or required to be exercised by the Board of Directors by applicable law, all corporate authority over the management of the affairs of a corporation shall be vested in the House of Delegates.~~

#### C. Policies.

1. ~~General policies. The House of Delegates may adopt policies in the Book of Rules concerning any matter regarding the management and administration of the affairs of the Institute, including, but not limited to: membership application verification; certificates of membership; membership maintenance; the ownership, use, and surrender by members of Institute certifications issued by AIBD; the making and amendment of any agreements regarding any such certifications; long range planning; board staff relations; compensation and expense reimbursement for staff, directors, and officers; document retention and destruction; whistle blower protection; management of investments; Internal Revenue Service Form 990 review; joint ventures; acceptance of gifts; risk management, including appropriate insurance coverage; access to corporate books and records in accordance with applicable law; review of mission and strategic direction; board evaluations; and board training.~~
  2. ~~Conflict of Interest Policy. The House of Delegates shall adopt a conflict of interest policy, which shall provide that members of the House of Delegates, the Board of Directors, and any committee subject to a conflict of interest, as defined in such conflict of interest policy, shall abstain from debating or voting on any matter that raises such a conflict of interest.~~
  3. ~~Policy positions: The House of Delegates may adopt policy positions according to a procedure included in the Book of Rules.~~
- ~~(Amended 7/15/13)~~

#### Section 2: Quotas

##### A. Society Quotas

1. ~~Delegates shall be elected by societies as defined in Article X from the Professional Members, in good standing, of the respective Society. Each Society shall elect one delegate for each 24 Professional Members or part thereof. In addition, each Society President shall also serve as a delegate for the Society. If a Society as of March 15 preceding the annual meeting has fewer than 12 Professional Members, only the Society President shall be a delegate.~~

##### B. At Large Member Quotas

1. ~~Members at large who have not chosen to become members of a Society (unassigned members) shall be represented by Delegates appointed by the Institute's President, from among the unassigned Professional Members in good standing on the basis of one for each 24 unassigned Professional Members, or part thereof. In appointing delegates pursuant to this provision, the President should attempt to represent each District roughly proportionally to the number of unassigned members in such District. If the President is unable to fill an at-large delegate position with an unassigned member, the President may appoint a member of a Society as a delegate to represent unassigned members.~~

##### C. Ex-Officio Members

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- ~~1. The Immediate Past President, the Presiding Officer or duly appointed representative of a council of the Institute, and District Directors who are not otherwise members of the House of Delegates shall be ex officio members of the House of Delegates, with all the rights and duties of delegates, including counting towards the quorum. (Amended 1-14-14)~~
- ~~D. Societies shall identify their representatives to the Institute in accordance with policies established by the House of Delegates in the Book of Rules.~~

### Section 3: Tenure of Office

- ~~A. The term of office of delegates shall commence at the commencement of the annual meeting of the House of Delegates and shall terminate at the commencement of the next annual meeting, or when their successors are elected or appointed and qualified.~~

### Section 4: Termination

#### A. Resignations:

- ~~1. Any Delegate may resign at any time by submitting written notice to the Chief Staff Officer, the Board of Directors, or the President. Any such resignation shall take effect upon the date of receipt of such notice, or at such later date as is specified in the notice.~~

#### B. Removal:

- ~~1. A member of the House of Delegates may be removed from the House of Delegates with or without cause, by a two-thirds vote of the members present in person or by proxy at any meeting of the House of Delegates, provided that the proposed removal is included in the notice of the meeting, together with the grounds for the removal, and that the delegate receives the opportunity to present a response to the proposed removal.~~

#### C. Vacancies:

- ~~1. Vacancies in Delegate positions representing societies shall be filled by the Society according to its adopted procedures for the remainder of the term. Vacancies in Delegate positions representing unassigned members shall be filled by the President for the remainder of the term. In no case shall a Delegate removed from such position be elected or appointed to fill a vacancy for the remainder of his or her elected or appointed term.~~

### Section 5: Meetings

- ~~A. The House of Delegates shall hold at least two regular meetings annually, one being the annual meeting, at a place and time designated by the President. The annual meeting shall be held in conjunction with the Institute's annual convention between the months of May and September, unless otherwise ordered by the Board of Directors. At the annual meeting the House of Delegates shall adopt the budget for the coming fiscal year. The other regular meeting shall be the mid-year meeting which shall be held between the months of December and March, unless otherwise ordered by the Board of Directors.~~

- ~~B. Special meetings may be called by the President, the Secretary, the Board of Directors, or by a majority of the members of the House of Delegates. The President shall set a date, time, and place for a special meeting, which shall occur not more than forty-five days from the date of the receipt by the President of a call for a special meeting by the Board of Directors or the members of the House of Delegates. If the President fails to set a time, date, and place for a special meeting within thirty days of the date of receipt by the President of the call for such meeting, those calling the meeting shall set the date, time, and place of such meeting. Unless otherwise required by these Bylaws or applicable law, the House of Delegates may take action on any item of business at a special meeting without inclusion of such item of business in the call of the meeting.~~

- ~~C. Notice of a meeting of the House of Delegates, either regular or special, shall be given (1) in writing by first-class mail or (2) electronically to those members of the House of Delegates for whom the Institute's National Office has electronic addresses, by the Secretary or the Chief Staff Officer acting at his or her direction. The first such notice shall be sent not more than 90 and not less than 60 days prior to such meeting, with a copy of such notice also to be sent to each Society secretary and shall indicate the time, date, and location of such meeting. Notice of any item of business specifically requiring previous notice by law, the Articles of Incorporation, or these Bylaws, if not included in the first notice of the meeting, may be given in the same manner as the first notice of the meeting in a second notice not more than sixty and not less than thirty days before the meeting.~~

- ~~1. If time is of the essence, or any emergency exists, the House of Delegates may consider any item of business otherwise requiring previous notice under the Articles of Incorporation or these Bylaws without such notice upon a majority vote, and may adopt such an item of business upon a ninety-percent vote.~~
- ~~(Amended 7/27/2014)~~

- ~~D. Minutes of meetings of the House of Delegates may be approved by the Board of Directors, subject to amendment by the House of Delegates.~~

- ~~E. No meeting of the House of Delegates shall be adjourned for more than three days to a continued meeting unless notice of such continued meeting is provided to all members of the House of Delegates by mail and electronically not more than thirty and not less than seven days before such meeting.~~

- ~~F. Members of the House of Delegates and its advisors who are not physically present at the designated meeting location may~~

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participate in the deliberations of the House of Delegates by telephone or other means of electronic communication pursuant to procedures adopted by the House of Delegates and included in the Book of Rules. (Amended 1/25/13)

### Section 6: Quorum

A. A majority of the members of the House of Delegates then in office shall constitute a quorum. A quorum shall be established at the annual meeting of the House of Delegates by those physically present or by proxy. When other regular and special meetings of the House of Delegates are convened, a quorum shall be established by those physically present, those present by proxy, and those present by electronic communication. The House of Delegates cannot do business without a quorum after the absence of a quorum has been drawn to the attention of the Chair, but the members of the House of Delegates remaining may recess, adjourn, and take measures to obtain a quorum, and set a time and place for continuance of the meeting. (Amended 1/25/13, 7/29/14)

### Section 7: Proxies

A. A member of the House of Delegates who is both physically absent and unable to participate electronically may grant a proxy to another member of the House of Delegates, provided that a proxy statement is furnished to either the President or the Chief Staff Officer prior to the meeting for which it will be in effect. The proxy statement shall:

1. Be in writing (which may include electronic means) on a form approved by the Board of Directors,
2. Be dated and signed by the absent member with an electronic signature being acceptable,
3. Indicate the person, to whom the proxy is given,
4. Indicate what meeting the proxy is valid for.

B. A proxy will be assumed as valid for all agenda items at the meeting for which it was issued, unless otherwise indicated in the proxy statement.

C. No one member of the House of Delegates shall hold more than two proxies at any specified meeting.

D. The giver of a proxy shall be counted as present when establishing a quorum.

### Section 8: Voting

A. All votes cast by the members of the House of Delegates on substantive main motions and resolutions that affect the Institute as a whole or the Board of Directors, except for elections, shall be taken by voice vote, unless the matter is decided by unanimous consent.

B. Any divisions of the house shall be counted votes unless those in the minority (provided that they number fewer than fifteen) consent to the recording of their names and position in the record of the meeting.

C. Twenty percent of the members of the House of Delegates may demand that any vote be taken by ballot or roll call.

D. As required by law, action by the House of Delegates requires a positive vote of at least a majority of the members of the House of Delegates present in person or by proxy, unless a higher quantum of vote is required by law, the Articles of Incorporation, or these Bylaws.

E. The decision of the House of Delegates on a procedural question shall be by a majority of those present in person or by proxy and voting, unless a higher quantum of vote is required by law, the Articles of Incorporation, these Bylaws, a special rule of order, or the parliamentary authority adopted in Article XII.

### Section 9: Action without a Meeting

A. The House of Delegates can take no action without a meeting, except as explicitly provided by law, the Articles of Incorporation or these Bylaws.

## ARTICLE VII: BOARD OF DIRECTORS

### Section 1: Members

A. The President, Internal Vice President, External Vice President, Secretary, and Treasurer, shall be ex-officio members the Board of Directors. District Directors shall be members of the Board of Directors, provided that they are not primary members of the same Society as two of the ex-officio members of the Board of Directors.

B. The District Directors who are not members of the Board of Directors because of their primary Society membership shall be expected to attend meetings of the Board of Directors as advisors but shall not be counted in the establishment of a quorum. They shall be entitled to notice of meetings and the right to make motions and debate, but not to vote.

C. The Presiding Officer or a duly appointed representative from a Council of the Institute shall be an advisor to the Board of Directors and shall serve as that Council's representative especially in matters of mutual concern to the Institute and the respective Council. As an advisor, the Presiding Officer shall be entitled to meeting notices, but shall bear none of the obligations of the Board and shall not be counted in the establishment of a quorum. He shall be a participant in deliberations of the Board and permitted to make motions and to debate, but shall not be entitled to vote. (Paragraph added 1-14-11)



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~~D. The Immediate Past President shall be a member of the Board of Directors if he is not a primary member of the same primary Society as two of the following: the ex-officio members of the Board of Directors and the District Directors who are members of the Board of Directors. The Immediate Past President shall bear none of the obligations of the Board of Directors and shall not be counted in the establishment of a quorum. If the Immediate Past President is not a member of the Board of Directors because of his primary Society membership, the Immediate Past President shall be an advisor to the Board of Directors, entitled to notice of meetings and the right to make motions and debate, but not to vote.~~

### Section 24: Authority

#### A. Management power.

1. The affairs of a corporation shall be managed by the board of directors, except to the extent that the articles of incorporation or these bylaws grant to the House of Delegates acting as a committee of the Board of Directors or ~~the members of a~~ another committee the authority to exercise the powers vested in the board of directors by law.
2. The board of directors shall have general supervision of the affairs of the Institute ~~between meetings of the House of Delegates, make recommendations to the House of Delegates, and perform such other duties as are specified by law, the articles of incorporation, or these bylaws, and as may be directed by the House of Delegates.~~
3. ~~The Board of Directors shall be subject to the orders of the House of Delegates and none of its acts shall conflict with action taken by the House of Delegates within its authority.~~

#### B. Contracts, Debts, and Expenditures

1. The board of directors ~~shall obtain the consent of the House of Delegates before entering~~ **may enter** into any contract or executing any instrument on behalf of the Institute, involving capital expenditures, real estate transactions, employment contracts, issuance of bonds, contracts longer than one year in duration, or expenditures greater than \$1,000.00 in aggregate on any subject, except as noted in paragraph 2.
2. The following shall be exempt from the requirements of paragraph 1:
  - a. ~~Convention and conference expenditures as proposed by the Convention Committee may be approved by the Board of Directors.~~  
(Amended 7/29/14)
  - b. For unforeseen situations regarding operational expenses, the Board of Directors may enter into contracts beyond the limitations of paragraph 1 of this Subsection if compliance with such paragraph would result in extra expense to the Institute. In such cases, the Board of Directors shall make a full report regarding the expenditure to the House of Delegates at the next scheduled meeting.
3. As provided by law, no loans shall be made by the Institute to any director or officer.

#### C. Policy Positions

1. If a timely action is required before the next meeting of the House of Delegates, the board of directors may generate a policy position according to procedures established in the Book of Rules.  
(Amended 7/15/13)

### Section 35: Meetings

- A. A majority of the members of the board of directors then in office shall constitute a quorum, provided that the board may not act with fewer than ~~three~~ **five** directors **and officers** present in person or by telephonic or electronic communication.
- B. As required by law, action by the board of directors requires a positive vote of at least a majority of the members of the board of directors present in person or by telephonic or electronic communication, unless a higher quantum of vote is required by law, the articles of incorporation, or these bylaws.
- C. The decision of the board of directors on a procedural question shall be by a majority of those present in person or by telephonic or electronic communication and voting, unless a higher quantum of vote is required by law, the articles of incorporation, these bylaws, a special rule of order, or the parliamentary authority adopted in Article XII.
- D. The Board of Directors shall meet at least four times each year at the call of the president. Special meetings of the board of directors may be called by the president or a majority of the members of the board of directors. The president shall set a date, time, and place for a special meeting, which shall occur not more than ten days from the date of the receipt by the president of the call for a special meeting. If the president fails to set a time, date, and place for a special meeting within five days of the date of receipt by the president of the call for such meeting, those calling the meeting shall set the date, time, and place of such meeting. No business may come before a special meeting unless such notice of such business has been included in the call of such meeting.
- E. Notice of a meeting of the board of directors, either regular or special, shall be caused to be given, (1) in writing by first-class mail to members and advisors of the board of directors **and or** (2) electronically to those members and advisors of the board of directors for whom the Institute's national office has electronic addresses, by the secretary or the chief staff officer acting on his or her direction. Such notice shall be sent to each member and advisor of the board of directors not more than 30 and not less than 10 days prior to such meeting.
  1. If time is of the essence, or any emergency exists, notice may be given less than 10 days prior to such meeting at the direction of the president. In such case, notice shall be provided telephonically and electronically to the members and advisors of the board of directors.
- F. Members of the board of directors and advisors to the board may participate in meetings of the board by telephone or other

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means of communication, pursuant to procedures adopted by the House of Delegates and included in the Book of Rules. (Amended 1/25/13)

- G. The board of directors may act without a meeting by unanimous written consent, which shall include consent by electronic means.
- H. The board of directors may adopt rules for its own proceedings, ~~provided that any such rules may be amended or rescinded by the House of Delegates. The Board of Directors may request the Chief Staff Officer to participate in meetings, but he shall have no right to participate in meetings.~~

### ARTICLE VIII: COLLEGE OF FELLOWS

#### Section 1. Qualifications

- A. The highest attainable professional body within the Institute shall be the College of Fellows, comprised of Certified Professional members **certified by the NCBDC** who have notably contributed to the advancement of the profession of building design by general excellence, by design and literature, or by design and public service.

#### Section 2. Election & Tenure

- A. ~~Election to the College of Fellows shall be by vote of a three-member jury of members of the College of Fellows, elected annually. Nothing in these bylaws shall be deemed to create voting rights in members of the College of Fellows in regard to any matter not specifically provided for in these bylaws. (Amended 7/29/14)~~
- B. ~~Ballots may be returned by mail or electronically according to a procedure adopted by the House of Delegates and included in the Book of Rules. To be counted in determination of the result, all mail ballot votes must be received at the Institute's Association's National Office, or such other place as may be designated by the House of Delegates, within 30 days following the mailing of ballots to all members of the College of Fellows by the Secretary or the Chief Staff Officer acting at his or her direction.~~
- C. ~~Vacant College of Fellow jury positions may be filled for the remainder of the term by a similar mail ballot of the College of Fellows.~~
- D. ~~Membership in the College of Fellows shall be permanent, as long as the member maintains Certified Professional membership in the Institute. (Amended 8/6/12, 7/15/13)~~

#### Section 3. Duties

- A. The duties of the members of the college of fellows shall be to consider and report to the ~~House of Delegates~~ **board of directors**, at such time and in such manner as the ~~House of Delegates~~ **board of directors** may prescribe, on any question or matter of general interest to the profession. The College of Fellows shall have no executive, administrative, or managerial powers within the Institute.

### ARTICLE IX VII: COUNCILS OF THE INSTITUTE

#### Section 1: Authority

- A. The House of Delegates **board of directors**, by resolution adopted by two-thirds vote of the members present in person or by **telephonic or electronic communication** proxy and voting, may designate one or more ~~independent~~ **designated bodies** ("councils") to perform such other activities as may be necessary or useful in the advancement of special purposes and goals of the Institute.
- B. The purpose and objective of each council of the Institute shall be developed and documented in the AIBD **articles of incorporation and these** bylaws.
- C. The organization, officers, (limitations of) authority, meetings and other provisions of a council shall be included in the Institute's Book of Rules.

#### Section 2: Administration

- A. The principle offices of the councils of the Institute shall be the national headquarters of the Institute.

#### Section 3: Financial Policy

- D. Councils of the Institute may establish appropriate fees to be imposed upon its members, subject to approval of the ~~House of Delegates~~ **board of directors**, and maintained in the Book of Rules.
- E. Councils may establish funds and accounts as approved by the ~~House of Delegates~~ **board of directors** and included in the Book of Rules.
- F. Councils of the Institute shall submit annual budgets to the Finance Committee for inclusion in the AIBD **Institute** Budget.

#### Section 4. Council Membership

- A. Qualifications and quotas for membership in Councils designated by the Institute shall be determined by each respective council, subject to approval of the ~~House of Delegates~~ **board of directors**, and maintained in the Book of Rules.

#### Section 5. Council Dissolution

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- A. Dissolution of a council requires a two-thirds vote of the ~~House of Delegates~~ **board of directors** present in person or by by telephonic or electronic communication ~~proxy and voting.~~
- B. In the event of the dissolution of a council, all assets remaining after the financial debts and obligations of the council have been fully satisfied, shall be distributed to the Institute.

### Section 6: Designated Councils

- A. The National Council of Building Designer Certification (NCBDC).  
1) The objectives of the NCBDC shall be to delineate the minimum qualifications, performance standards, and verification procedures designed to assess an applicant's ability to meet the minimum requirements of certification.
- ~~B. The House Plan Marketing Alliance (HPMA) (Added 7/27/2011)  
1) The objectives of the HPMA shall be to unite, promote and protect the interests of members, customers and the pre-drawn house plan industry, as well as create a forum for discussion between designers, publishers and affiliates.~~
- ~~C. The Master Residential Designer Council (MRD) (Added 7/27/2011)  
1) The objectives of the Master Residential Designer Council shall be to provide a current member in good standing of AIBD the ability to pursue an additional status after reaching the Certified Professional Building Designer designation. The minimum qualifications required to achieve this status will be through a list of required educational courses, mentoring fellow AIBD members and submittal of an application to the Council for approval of the MRD designation.~~
- (Article added January 14, 2011)

## ARTICLE ~~X~~ VIII: COMMITTEES

### Section 1. Standing Committees

- A. The following shall be standing committees of the Institute: Nominating Committee, as described in Article V; Finance Committee; Audit Committee; Governance and Bylaws Committee; Convention Committee; and Resolutions Committee.  
**Committees given the power to act on behalf of the Institute shall consist entirely of members of the board of directors.**

### Section 2. Finance Committee

- A. The Finance Committee shall be composed of the Treasurer and four other members. It shall be the duty of the Finance Committee to prepare an initial budget for the fiscal year and to submit it to the ~~House of Delegates~~ **board of directors** at its annual meeting. The Finance Committee shall review the budget throughout the year and may from time to time submit amendments to the budget for the current fiscal year and reports to the ~~House of Delegates~~ **board of directors**.

### Section 3. Audit Committee

- A. The president shall cause an annual financial review to be made of the funds and accounts of the Institute by an Audit Committee that shall consist of three members: one member appointed by the college of fellows, one member appointed by the ~~House of Delegates~~ **NCBDC**, and one member appointed by the president. Neither the president, the treasurer, nor the chief staff officer shall be a member of the Audit Committee. The Audit Committee shall oversee the organization's financial reporting process; monitor choice of accounting policies and principles; monitor internal control processes; ~~oversee~~ **monitor** hiring and performance of external auditors, if any, subject to approval by the board of directors; and report regularly to the board of directors ~~and the House of Delegates~~. The Audit Committee report shall be included with the annual treasurer's report and shall be presented at the annual meeting. The board of directors ~~or the House of Delegates~~ may at any meeting vote to require a financial review by a certified public accountant. (Amended 8/12/10)

### Section 4: ~~Convention~~ Conference Committee

- A. The president shall appoint **from the board of directors** a ~~Convention~~ **Conference** Committee, which shall assist the president and the Institute in the management of all ~~conventions and~~ conferences. The number of persons on such committee shall be at the discretion of the President.  
(amended 7/29/14)

### Section 5: Governance and Bylaws Committee

- A. The President shall appoint a Governance and Bylaws Committee, which shall review these bylaws, the Book of Rules, proposals for amendments to these bylaws and Book of Rules, and governance-related issues affecting the Institute and report with its recommendations to the board of directors ~~and the House of Delegates~~.

### Section 6: Resolutions Committee

- A. The Resolutions Committee shall consist of three ~~Certified~~ **certified by NCBDC** members **certified by NCBDC**: a chair appointed by the president **from the board of directors**; the immediate past president (or a member elected **by from** the board of directors if the immediate past president declines to serve); and ~~one member elected by~~ the college of fellows **representative on the board of directors**. The president shall not be a member of the Resolutions Committee.  
(Amended 8/6/12)

- B. According to such procedures ~~as may be adopted by the House of Delegates and~~ included in the Book of Rules, the Resolutions Committee shall be the initial forum for hearing ~~and resolving~~ complaints and disagreements between members; between members and members' clients; and between members and the Institute, its ~~Societies and~~ chapters; and imposing preliminary discipline for allegations of violations of these Bylaws and the Book of Rules, including but not limited to, the Code of Ethics. ~~Preliminary discipline by the Resolutions Committee may not exceed the disciplinary measures permitted to be imposed by the House of Delegates under these Bylaws.~~ **The Resolutions Committee shall report and make**

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### recommendations to the board of directors who may enact disciplinary measures permitted by these bylaws and the Book of Rules.

- C. The Resolutions Committee procedures shall require, at a minimum, before preliminary imposition of discipline on a member by the Resolutions Committee, that:
1. The member receive notice of the proposed discipline along with notice of the meeting of the Resolutions Committee at which such discipline is to be considered;
  2. Such notice states the grounds for the proposed discipline; and
  3. The member has the opportunity for a hearing before the Resolutions Committee.

#### Section 7. Other Committees

- A. ~~The House of Delegates and the~~ board of directors may create such other committees, standing or special, as they shall from time to time deem necessary to carry on the work of the Institute, provided that any committees created with the power to act on behalf of the Institute shall consist entirely of members of the board of directors.

#### Section 8. Committee Procedures

- A. Committee members appointed by the president may commence work immediately upon notification and acceptance of their appointment.
- B. When these bylaws permit the president to appoint members of a committee, such rule may be suspended during a meeting at which the president is absent to fill a special committee created at such meeting.
- C. Committees may adopt rules for its own proceedings, provided that any such rules may be amended or rescinded by board of directors ~~or the House of Delegates.~~
- D. Committee membership shall be selected from among the ~~Professional~~ members of the Institute, ~~who are considered in good standing,~~ subject to the requirements set forth in Article III, Section 1 (D). ~~General Members and Non-members of the Institute may be asked to serve the committees in in advisory capacity. (Added 7/27/2011)~~

### ARTICLE XI ~~IX~~: DIVISIONS

#### Section 1: ~~Societies Chapters~~

- A. The Institute may create membership chapters, including student chapters, according to policies established in the Book of Rules.

##### **State Society**

~~1. A charter for State Society covering the area of a state or a United States territory or possession may be approved by the House of Delegates, upon application of 12 or more persons within said state, territory, or possession, who are qualified to hold professional membership in the Institute. The application shall be investigated by the Board of Directors, which shall make a recommendation to the House of Delegates on recognition of the proposed State Society.~~

##### **~~B. Bi-State or Tri-State Societies~~**

~~1. When two or three states, territories or possessions are contiguous with each other and unable to meet the chartering requirements for a State Society separately, but together may do so, then the House of Delegates may approve a bi-state or tri-state charter, as applicable, until such time as requirements for individual state societies can be met. The procedures applicable to state societies, except for geographical restrictions to a single jurisdiction, shall apply to bi-state and tri-state societies.~~

##### **~~C. International Society~~**

~~1. A charter for an international Society from a foreign country or political division of a foreign country may be approved by the House of Delegates. To the extent applicable to local circumstances, the procedures applicable to state societies, except for geographical restrictions to the territory of United States, shall apply to international societies.~~

##### **~~D. Existing organizations~~**

- ~~1. A charter for an existing building designer organization within a United States state, territory, or possession, or a foreign country without a Society to become a Society may be approved by the House of Delegates in the following circumstances:
 
  - ~~a. Formal application by the organization, providing detailed information regarding its history, development, purpose, and membership requirements, and an agreement by the organization to abide by the requirements of the Institute Bylaws and Society relations policy, including any changes to its governing documents required by the House of Delegates for the organization to be accepted as a Society of the Institute.~~
  - ~~b. A review by the Board of Directors of the applying organization's current professional membership requirements. Such requirements shall be equal to or greater than the Institute's current professional membership requirements.~~
  - ~~c. An investigation by the Board of Directors into the business affairs of the applying organization showing it to have its affairs to be in good order, be financially solvent, and provide a viable long-term plan for continuing as a Society of the Institute.~~~~
- ~~2. Upon approval of a charter for an existing organization to become a Society of the Institute and adoption of any changes~~

to its governing documents required by the House of Delegates:

- a. ~~Such organization shall become a state, bi-state, tri-state, or international Society in accordance with the requirements of this Article.~~
3. ~~An existing building designer organization within a United States state, territory, or possession, or a foreign country with a Society may merge into such existing Society upon approval by the House of Delegates, upon meeting the same requirements as for an existing organization to become a Society of the Institute, except that it need not demonstrate any ability to become a Society of the Institute.~~
4. ~~Upon approval of a charter for an existing organization to become a Society of the Institute or merger of an existing organization into an existing state or international Society, the members in good standing of the existing organization shall automatically become members in good standing of the Institute and subject to the requirements of the Institute's Articles of Incorporation, Bylaws, and Code of Ethics.~~

#### **E. Discipline**

1. ~~The Board of Directors may initiate a proceeding to discipline a Society before the Resolutions Committee, which may impose any preliminary discipline less than revocation of the Society's charter. Any party may appeal the preliminary determination of the Resolutions Committee to the House of Delegates. A Society's charter may be revoked by a two-thirds vote of the members of the House of Delegates present in person or by proxy and voting at a meeting, provided that such vote constitutes at least a majority of the members of the House of Delegates present in person or by proxy, or the Society may be suspended or otherwise disciplined by a vote of the majority of the members of the House of Delegates present in person or by proxy, provided that the subject Society's members have been notified in writing by the Institute not more than 7 and not less than 6 months prior to such meeting and that such Society has the opportunity to present its position. Just causes for discipline shall include the following:~~
  - a. ~~The Society has insufficient membership, or~~
  - b. ~~The Society is not being properly administered, or~~
  - c. ~~The Society has failed to comply with the Society Relations Policy, or~~
  - d. ~~Discipline is in the best interest of the Institute.~~
2. ~~Upon revocation of a Society's charter, the Society shall be dissolved and any remaining assets of the Society be distributed to the Institute.~~

#### **Section 2: Society Relations Policy**

**A. ~~The House of Delegates shall adopt a Society relations policy to be included in the Book of Rules.~~**

##### **B a. ~~The Society Relations Policy shall require that:~~**

1. ~~Societies and chapters abide by the requirements of the Institute Bylaws and Society Relations Policy and make any changes to their governing documents required by the Institute;~~
2. ~~Societies and chapters organize, maintain themselves, and hold themselves out as separate legal entities from the Institute;~~
3. ~~Standards for professional membership in societies and chapters are equivalent to those of the Institute;~~
4. ~~All members of societies and chapters are members of the Institute;~~
4. ~~Societies and chapters comply with all applicable laws and with directives of the Institute;~~
6. ~~Societies and chapters determine and report to the Institute their dues structures; **and**~~
7. ~~Societies provide procedures for discipline of chapters, subject to review by the Institute's Board of Directors; and~~
5. ~~Society and chapter activities are consistent with the purposes of the Institute as stated in Article II.~~

**C b. ~~The Society Relations Policy may include additional requirements for recognition of a Society and maintenance of Society status, beyond those required by these Bylaws, which may include, but not be limited to, model Society and chapter affiliation agreements; model Society and chapter charters and bylaws; standards for entity organization, governance, and choice of tax-exempt status; standards for Society and chapter names; licensure and use agreements regarding the Institute's intellectual property; types of officers; expenditure and compensation methods; methods of choosing delegates to the House of Delegates; reports to the Institute regarding programming, finances, government-required reports (including Internal Revenue Service Form 990), internal operations, and compliance with Institute policies and directives; maintenance of Society and chapter records; and methods of dues collections and distributions.~~**

**D c. ~~The House of Delegates may waive requirements of the Society Relations Policy for good cause if such waiver is required by local law or unique local circumstances.~~**

#### **Section 3: Chapters**

**A. ~~Societies may create membership chapters, including student chapters, according to procedures authorized by the Society, provided that such procedures conform to any requirements established by the House of Delegates in the Book of Rules.~~**

### **ARTICLE XII: TAX-RELATED PROVISIONS**

#### **Section 1: Noninurement**

**A. No part of the assets of the Institute and no part of the net earnings of the Institute shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.**

**Section 2: Lobbying and Campaign Contributions**

- A. Except to the extent permitted by Section 501 (c) (6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, the Institute shall not attempt to influence legislation and shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**Section 3: Dissolution**

- A. The process of dissolution and the distribution of property and assets upon dissolution shall be as provided by law; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Institute (whether voluntary, involuntary, or by operation of law), the property or assets of the Institute remaining after all distributions required by law shall be conveyed, transferred, distributed, and set over outright to one or more institutions or organizations, created and organized for nonprofit purposes similar to those of the Institute, which such institutions or organizations shall qualify as exempt from taxation pursuant to Section 501 (c) (3), 501 (c) (4), or 501 (c) (6) of the United States Internal Revenue Code, or the corresponding provisions of any future federal tax code, as determined by a vote of majority of the members of the ~~House of Delegates~~ **board of directors** present in person or by **telephonic or electronic communication** proxy at a meeting duly called for the purpose, a quorum being present, or by a similar vote of the members of the ~~House of Delegates~~ taken by mail or electronic balloting pursuant to the procedures for mail balloting for purposes of dissolution approved by the ~~House of Delegates~~, or, if the ~~House of Delegates~~ has failed to adopt such procedures, by the board, in such proportions and in such manner as may be determined in such vote; provided, further, that to the extent not otherwise provided for by law, the articles of incorporation, these bylaws, or action of the ~~House of Delegates~~ **board of directors**, the Institute's property upon dissolution may be applied to nonprofit, tax-exempt purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction may direct.

**ARTICLE XIII: ADMINISTRATIVE PROCEDURES****Section 1: Rules of Order**

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with applicable law, the articles of incorporation, these bylaws, and any special rules of order adopted by the ~~House of Delegates~~ or the board of directors, ~~acting within their authority~~. **The Institute shall not be considered a member-governed corporation under the provision of D.C. Code § 29-401.50.**
- B. The Book of Rules shall be maintained by the Secretary as described in Article V, Section 1. Each rule, policy, procedure, or other motion or resolution of continuing effect included in the Book of Rules shall indicate the date of adoption and of any subsequent amendments to such document, and a statement indicating the body within the Institute that adopted such document.
1. Unless otherwise required by law, the articles of incorporation, or these bylaws, new provisions of the Book of Rules (aside from special rules of order) may be adopted, or existing provisions in the Book of Rules (aside from special rules of order) may be amended or repealed at any meeting of the ~~House of Delegates~~ **board of directors** by a majority vote of the members of the ~~House of Delegates~~ **board of directors** present in person or by **telephonic or electronic communication** proxy, provided that any proposed amendment or repeal of an existing provision of the Book of Rules is included in the notice of the meeting.
  2. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, new special rules of order may be adopted, or existing special rules of order may be amended or repealed at any meeting of the ~~House of Delegates~~ **board of directors** in the same manner as for amendment of these Bylaws.
- C. Unless explicitly provided, rules in the nature of rules of order contained in these bylaws may not be suspended.
- D. Any action required by these bylaws to take place on a particular date and time, may take place as soon thereafter as reasonably possible, without effect on the validity of such action, so long as notice requirements are extended proportionally.

**Section 2: Indemnification and Conflict of Interest**

- A. The Institute shall indemnify all officers, directors, employees, and agents of the Institute to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the executive committee of the Institute.**
- B. In their capacity as agents of the Institute, the individual leaders, including members of the board of directors, the board of examiners, and all employees, must act at all times in the best interests of the Institute. Section § 29-406.70 of D.C. Code shall be applicable except as otherwise restricted in the articles of incorporation, these bylaws or the Book of Rules.**

**Section 2 3: Amendments**

- A. **The board of directors, any standing committee, or any ten (10) voting members may submit an amendment to these bylaws, provided the submittal is reviewed by the Governance and Bylaws Committee and submitted to the secretary or the Institute's national office at least sixty (60) days prior to the date of the annual meeting.**
- B. Revised bylaws may be adopted, or these bylaws may be repealed or amended, at any meeting of the ~~House of Delegates~~ by a two-thirds vote of the **voting** members of the ~~House of Delegates~~ present in person or by proxy and voting, provided that at least a majority of the members of the ~~House of Delegates~~ present in person or by proxy vote in favor, and provided that previous notice of the proposed changes was included in the notice of the meeting. **voting by ballot (which may be**

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returned electronically) received at the Association's national office at least two weeks prior to the annual meeting and within 30 days following the mailing of ballots to all voting Members by the secretary or the chief staff officer acting at his or her direction, providing that at least twenty-five percent (25%) of the voting members return ballots within such time period. Nothing in this provision shall be deemed to create voting rights in such members in regard to any other matter.

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**AIBD BOOK OF RULES REVISION**

---

**Authors:** David Pillsbury, Kevin Holdridge and Karen Kassik-Michelsohn

**Effective:** Immediately

**Purpose:** To align certain policies and procedures with 2012 changes in the Washington D.C. Code.

To reduce membership classifications to seven (7).

1. Professional Member (Keep - Retired Member - Lifetime Member)
2. Educator
3. Design Student
4. Associate
5. Corporate Member

To reduce annual dues to \$295.00 Nationwide paid directly to National.

To eliminate quarterly and semi-annual payments.

To make certain governance changes :

State Societies have three choices:

1. Apply for Chapter Status (Minimum of 10 Professional Members)
  - a. Elect chapter officers
  - b. Keep treasury as seed money for other chapters
  - c. Collect chapter dues (optional)
  - d. No Corporate or tax filings or paperwork
  - e. Must File One Annual Report to National
2. Dissolve and Become At-Large Members
  - a. Donate Treasury to AIBD or NCBDC
3. Secede from National and Become an Independent Organization
  - a. Independent Organizations must change their name to not include AIBD
  - b. Members can choose to join state and/or National
  - c. AIBD Members will have the ability to form Chapters

Board of Directors:

11 Member Board – Voted in by Membership (House of Delegates no longer exists)

Five Officers:

1. President
2. Internal Vice President
3. External Vice President
4. Secretary
5. Treasurer

Four to Six Directors

Non-Voting Advisors :

1. Past President
2. NCBDC Representative
3. College of Fellows Representative
4. Executive Staff Liaison

Councils:



## **#16.4**

1. NCBDC
2. Remove HPMA and MRD Councils

To give the membership more opportunities to participate in the governance of the organization

1. Members are eligible to nominate or be nominated for Board of Director Positions.
2. Members vote on the officers and directors.
3. Members vote on articles of incorporation, bylaw amendments and assessments.
4. Members vote on dues increases greater than 10%.
5. Members vote on controversial policy positions.

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**STANDING BOOK OF RULES**

Amended from previous corporation (Delegates) - August 12, 2010  
Amended (Board) – November 4, 2010 (Travel Reimbursement Form)  
Amended (Delegates) – January 14, 2011 (Dues)  
Amended (Education Committee) – March 30, 2011 (CE Request Form)  
Amended (Delegates) – July 27, 2011 (12 Locations)  
Amended (Delegates) – August 5, 2012 (13 Locations)  
Amended (Board of Directors) – September 5, 2012 (Membership Agreement)  
Amended (Delegates) – January 25, 2013 (Electronic Meetings, CE Policy, Records Retention Policy, Conflict of Interest Policy)  
Amended (Delegates) – July 15, 2013 (Policy Position Procedure)  
Amended (Delegates) – July 29, 2014 (Professional member dues)

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Copies of all Forms Supplements are available through the national office or on the official AIBD website in the Member Forum Section.

## I. Code of Ethics and Conduct

### Preamble

Members of the American Institute of Building Design are committed to developing new, improved design educational standards, encouraging inter-professional relations in the building industry, and promoting research in the aesthetic and technical aspects of the profession. This commitment involves the public, whom they serve, and the profession, whom they represent.

#### A. General Obligations

Members shall strive to improve and advance their knowledge and expertise in the profession of building design and shall expend every effort to contribute to its improvement and growth.

1. Members shall continuously strive to demonstrate and improve both their knowledge and competence.
2. Members shall seek a method of improving the design standards of the day to the highest possible level.
3. Members shall attempt to promote public awareness, as it relates to evaluating professional competence in the building industry.

#### B. Public Obligations

Members shall strive to serve the public in every aspect of both professional and ethical conduct.

1. Members shall keep themselves informed of all pertinent laws, ordinances and building codes.
2. Members shall not engage in, assist, or be a party to, any business practice which is, or could be, fraudulent, illegal, or deceptive.
3. Members shall not knowingly infringe on the copyright of another's work either in the profession or in business practice.
4. Members are encouraged to be involved in community and civic activities that are beneficial to their community, state, or nation.
5. Members shall not discriminate in their professional conduct on the basis of race, religion, gender, physical/mental disability, or national origin.

#### C. Professional Obligations

Members shall conduct their professional activities contributing to the health, welfare, and safety of the public, and to the advancement and understanding of their profession.

1. Members acting in a professional capacity shall make clear whether statements or actions are personal opinions, or have official direction and approval when such statements might be construed to represent the Institute.
2. Members shall not make misleading statements regarding their expertise, qualifications or performance.
3. Members shall exercise reasonable effort in assuring that their work is in the best interest of public health, welfare, and safety and to encourage such action in others of the building industry.

#### D. Enactment

This Code of Ethics and Conduct shall be adopted by the board of directors of the Institute and shall take effect at such time as determined by the resolution of adoption.

#### E. Enforcement

This Code of Ethics and Conduct shall be enforced by such remedies and resolutions adopted by the board of directors of the Institute, consistent with the provisions of the Institute Bylaws Art. III, § 4, & Art. V, § 3 on member and officer discipline and maintained in the Standing Book of Rules.

#### F. Application

The Code of Ethics and Conduct applies to the professional activities of all members of the Institute.

## II. Legislative Policy

### A. Purpose

The purpose of a legislative policy for the Institute is to define the minimum and the preferred areas of practice for its members. This policy should be used as a guide in development of legislation for introduction in each respective state legislature by chartered state societies and/or at large members and affiliated groups that they might be working with. Definition of this practice area shall be determined by each respective state’s legal statutes through specific exemption, licensing, registration, or other means.

### B. Minimum Practice Area

The minimum practice area for members is unlimited, one-, two-, and three-family home designs. No restriction by square footage, number of stories, or mechanical devices such as elevators or stair lifts will be acceptable. In addition all farm and agricultural buildings shall be exempt.

### C. Preferred Practice Area

The preferred practice area for members includes unlimited, one-, two-, and three-family home designs as defined above, and additionally:

1. Residential buildings with twelve or fewer units including the attachments common for such structures, not exceeding three stories.
2. Buildings and structures classified as business and mercantile, as defined in each respective state building code, and churches with an occupant load of four hundred or less, where such building or structure does not exceed six thousand square feet in total net floor area or three stories.
3. Buildings and structures classified with respect to use as factory and industrial and storage as defined in each respective state building code, where such building or structure does not exceed twenty thousand square feet in total net floor area or three stories.
4. Additions, remodeling, store fronts, or interior design that makes no change in occupancy or occupancy load and without modification to the structural system.

## III. Membership

### A. Membership Application Procedures

All Professional membership applicants (unless otherwise noted in the Bylaws) shall submit the following:

1. A completed application form.

### B. Annual Dues for National Membership

1. The Annual Membership Dues are set as follows:

Professional member	\$ 289
Retired Professional member	\$ 0*
Lifetime member	\$ 0
Design Student member	\$ 15
Educator member	\$ 70***
Associate member	\$ 160**
Corporate member	\$ 1000 (\$450 for nonprofits)

\* Professional members transferring to Retired Professional membership must pay a one-time fee.

\*\* If an Associate Member’s parent company is a Corporate member, the Associate dues for society members will be waived.

\*\*\* If the institution in which the member teaches has a student chapter with at least five (5) student members, dues are waived.

2. Dues are subject to change in accordance with the bylaws.

**C. Dues Renewal**

1. The annual renewal date for payment of dues for all shall be the first day of the month following a member's membership anniversary date.

**D. Membership Privileges**

1. Professional:
  - a. May use "Professional Member of American Institute of Building Design" or "Professional Member" or "Professional Building Designer" as part of their title.
  - b. May use the Institute logo, as it relates to their business and/or credentials.
  - c. May receive access to the national roster in electronic format.
  - d. May, if certified by NCBDC, use the acronym "AIBD;" "CPBD;" or "AIBD, CPBD" behind their name.
  - e. May be entitled to any other privileges and benefits as might be provided from time to time by the Institute's board of directors.
2. Retired Professional:
  - a. May retain all rights and privileges for the membership category from which they retired when retiring in good standing.
3. Lifetime:
  - a. May retain all rights and privileges for the membership category from which they were awarded Lifetime membership.
4. Design Student:
  - a. May use "Student Member of American Institute of Building Design."
5. Educator:
  - a. May use "Educator Member of American Institute of Building Design" as part of their title.
  - b. May use the Institute logo as it relates to their credentials only.
  - c. May receive access to the national roster in electronic format.
  - d. May be entitled to other privileges and benefits as might be provided from time to time by the Institute's board of directors.
6. Corporate:
  - a. May use "Corporate Member of American Institute of Building Design" as part of their title.
  - b. May use the Institute logo as it relates to their business and/or credentials.
  - c. May receive access to the national roster in electronic format.
  - d. May receive established discounted fees for advertising in Institute publications and for participating in any other structured fee activity, exhibits, etc.
  - e. May be entitled to other privileges and benefits as might be provided from time to time by the Institute's board of directors.
7. Associate:
  - a. May use only "Associate Member of American Institute of Building Design" as part of their title.
  - b. May use the Institute logo as it relates to their business and/or credentials.
  - c. May receive access to the roster in electronic format of the state Society to which they belong.
  - d. May be entitled to any other privileges and benefits as might be provided from time to time by the Institute's board of directors.

**E. Membership Fees**

1. Professional members transferring to Retired Professional membership shall pay a one-time fee equaling one year of Professional membership.

**F. Resignation and Termination for Nonpayment of Dues**

If the Institute receives notification from one of its members of the intention to resign, or in the event the member is thirty days delinquent in payment of dues, a letter will be sent from the national office recognizing the



resignation or termination of membership due to nonpayment of dues and notifying the member that their name will be removed from the national roster and they must return their membership certificate as required by their membership agreement and, in the case of termination for nonpayment of dues, AIBD Bylaw Art. IV, § 1 (D) (3).

#### **G. Membership Agreement Form**

1. As a benefit of membership in the Institute certain rights and privileges are granted by the Institute to its individual members as stipulated in the Institute's Bylaws and Book of Rules.
2. Since these rights and privileges are granted only to members in good standing, a Membership Agreement Form (see supplement 2) shall be signed by each new member, verifying their agreement to the terms and conditions contained therein. The Membership Agreement Form shall be approved by, and may from time to time be changed by, the board of directors.

#### **H. Membership Change in Status**

1. Members classified as Professional members may apply to change their status to Retired.

## **IV. Financial Policies & Procedures**

#### **A. General Accounts**

The following comprise the general accounts of the Institute:

1. Operating Account
2. General Savings
3. Memorial Account
4. Investment Account
5. Contingency Fund
6. Council Accounts

#### **B. Definitions**

Definitions of the general financial accounts of the Institute are as follows:

1. Operating Account: A checking account with general funds used for the payment of debts and deposit of funds for said payments.
2. General Savings: Funds set aside for specific future uses as determined by the board of directors, and as a depository for the receipts in excess of the annual budgeted income.
3. Memorial Account: Funds to be utilized for specific purposes as designated by the board of directors under the advisement of the college of fellows (i.e. Scholarships and Honorariums).
4. Investment Account: For the purpose of certain higher yield investments as may be approved by the board of directors.
5. Contingency Account: Funds set aside for emergencies or unforeseen deficits that may arise during a fiscal year. Contingency account funds shall be set forth in the annual budget and shall appear as a single line item, in both the expense and income categories.
  - a. Allocations and Maintenance
    - 1) Allocations shall be made to the account in the amount of one half of one percent of the balanced budget each year. This balance will accrue until it reaches an amount of \$25,000.00. The board of directors at the first annual meeting of each fiscal year shall review the account and decide if allocations are to be made beyond the \$25,000.00 level, or to suspend allocations for the current year allowing a balance below the \$25,000.00 level.
    - 2) In the event that funds are used from the account which results in a balance less than \$25,000.00, The board of directors shall attempt to replenish the fund in one or more of the following methods.

- a) Assess the Professional membership in accordance with procedures determined in the bylaws.
  - b) Solicit contributions from chapters, individuals, or other sources.
  - c) Replenish over time by normal dues allocations.
- b. Disbursements
- 1) All disbursements from the account shall be approved by the board of directors as required to continue operations in the event of an emergency or unforeseen deficit. No funds are to be used for any other purpose.
- c. Maintenance
- 1) Funds shall be in an FDIC insured account.
  - 2) Any interest accrued shall remain in the account until the balance reaches the prescribed cap, and at that time shall be transferred to the General Saving Account.
6. Council Accounts: Temporarily restricted accounts to be used in the management of funds related to the independent councils of the Institute.

### **C. Special Accounts**

Other accounts may be added or these accounts amended as may be approved by the board of directors.

### **D. Transaction Endorsements**

1. All financial accounts of the organization shall require at least two authorized signatures for any transaction that is not repetitive, is not contractual or exceeds \$2500. The following individuals are authorized signers and their names and legal signatures shall appear on all account signature cards: president, treasurer, and internal vice president. The chief staff officer shall also be an authorized signer whose name and legal signature is to appear on the signature cards. However, the president, treasurer, or internal vice president must co-sign any transaction signed by the chief staff officer.
2. The AIBD may use electronic transfers for routine payments where repetitive instructions have already been established. The chief staff officer and the treasurer shall have security access for repetitive electronic transfers. It is the policy of the AIBD to allow the chief staff officer to make routine repetitive electronic transfers which have been established with the banking institutions. Electronic transfers initiated by the chief staff officer are verified and approved by the treasurer.

### **E. Financial Reports**

1. Financial reports will be produced quarterly and will consist of an Income and Expense Statement, as well as a Balance Sheet. The financial reports will be generated by the national staff, reviewed by the treasurer, and presented to the board of directors.
2. An annual review of the finances shall be conducted by an Audit Committee in accordance with the Institute's Bylaws. The Committee shall use as a guideline the Financial Review Form adopted by the board of directors for this purpose (see supplement 3.)
3. Within thirty days of appointment at the first board of directors meeting of the year, the Audit Committee shall receive from the national office a copy of the previous year's financial reports as defined above, the previous year's budget and a Statement of changes in Financial Position for the two previous years. The committee shall review these reports looking primarily for wide variances from year to year and from Budget to Income and Expense Statement in addition to significant changes in the Balance Sheet. The national office will provide in a timely manner, any additional information or detail requested by the committee.
4. The Audit Committee shall present its findings in letter form. This letter shall outline concerns found, if any, and suggestions, if any, for improvement in the financial management of the Institute. This letter shall be entered into the records of the Institute along with the Treasurer's Report. One member of this committee shall be prepared to answer any questions that the board of directors may have at that time.

**F. Reimbursable Expenses**

1. General:
  - a. Any member may submit a request for reimbursement of legitimate committee-related expenses to their respective chairman who will initiate a purchase order, or check requisition. Such purchase order, or check requisition, shall be submitted to the chief staff officer for final review and processing. Legitimate expenses are those incurred in accordance with the Bylaws and the budget of that committee.
  - b. Direct costs related to committee operations, including, but not limited to, office supplies, long distance phone calls, conference calls, faxes, etc. shall be reimbursed at the full cost of the item provided receipts accompany the request.
  - c. The immediate past president will be eligible for expense reimbursement as a member of the board of directors.
2. Travel:
  - a. All reasonable and related travel expenses of the chief staff officer and assisting staff members, when attending board of director meetings, the annual meeting, or serving in any other official capacity on behalf of the Institute, shall be reimbursable, when their role has advanced approval by the board of directors, or the president on its behalf.
  - b. All travel-related expenses of the members of the board of directors which are necessary to fulfilling their duties are reimbursable. These expenses may be coordinated by the national office and paid directly or paid by the member and submitted for reimbursement.
  - c. Travel itineraries should be arranged in the most cost effective manner.
3. Travel Reimbursement Form: (see supplement 4.)
  - a. The Institute shall provide a form to be completed by each member requesting reimbursement. The form shall include space for the following information:
    - 1) Member's name and address
    - 2) Purpose of Expenditure
    - 3) Location and Date of Expenditure
    - 4) List of Expenses
    - 5) Member's signature and date of request
    - 6) AIBD staff approval
4. Administration:
  - a. The following policy establishes the procedure for obtaining advance approval, the qualifications for reimbursement eligibility, and the procedures for reimbursement. The following policy is intended for reimbursement of expenses incurred while representing the Institute as a committee member at meetings and/or events both inside and outside the Institute. When employing this policy for purposes of reimbursement for expenses incurred while representing the Institute outside of the internal meetings of the Institute, it is imperative that it be made clear to the organizers of that meeting and/or event that the committee member in attendance is there to represent their respective committee within the Institute.
  - b. Advance Approval:
    - 1) All members of the board of directors and standing and special committee chairpersons are required to submit yearly budgets by April 1 of each year. Within those budgets, expected travel and reimbursable expenses are to be submitted for budget consideration by the board of directors. The approved budget shall operate from July 1 of one year to June 30 of the next calendar year.
    - 2) All reimbursement requests shall be submitted to the Institute's treasurer within fourteen days of the expenditure. Requests must be made using the Travel Reimbursement Form intended for that purpose.
    - 3) Any reimbursable expenses that are not included in the approved budget shall require at least thirty days advanced review and approval by the Institute's treasurer. During the course of the

fiscal year, should the expenditures be more than originally projected, the Institute's treasurer shall notify the committee chairperson and advanced approval of any further expenditure will be required.

- c. Reimbursement Procedure:
  - 1) A completed Travel Reimbursement Form is required with an airline itinerary and receipts for other expenses. It shall be submitted to the national office, where it will be compared to the appropriate committee budget and processed for payment. Any questions regarding the request will be discussed with the submitter by a member of the staff or the board of directors, and may result in a delay in processing.
5. Travel Reimbursement Eligibility:
  - a. Other than the expenses of regularly scheduled board of directors meetings, the expenses related to committee meetings are not reimbursable. If the committee member represents another organization simultaneously, i.e. NAHB, ICC, CSI, etc., and is being reimbursed by that organization also, and then only a partial reimbursement will be approved, in an amount proportionate to the member's active participation as a representative of the Institute.
  - b. Travel expenses will be reimbursed for coach class round trip airfare purchased at least twenty one days in advance or in the most cost-effective manner. This amount shall be determined by an established travel agent or recognized internet travel site. Full reimbursement will be made on tickets purchased less than twenty-one days in advance under unforeseen circumstances. Such circumstances shall be determined by and require the approval of the board of directors.
  - c. Other expenses eligible for reimbursement include overnight lodging, meals (exclusive of alcohol), taxis, parking, tolls, etc.
  - d. Expenses such as train fare, personal mileage (at the current IRS rate), and car rentals are eligible for reimbursement only when the expense is equal to or less than a coach class airfare ticket purchased twenty one days in advance or in the most cost effective manner, unless otherwise approved by the board of directors.
  - e. One-day travel with no overnight stay is reimbursable for actual expenses (excluding transportation) up to \$80 with appropriate receipts. Meeting travel requiring overnight stays will be reimbursed for actual expenses (including lodging) up to \$150 each travel day with appropriate receipts.

#### **G. Credit Cards**

1. The President shall be issued a major credit card for the purpose of transacting any business for the Institute as authorized by the board of directors. In addition the chief staff officer, or other officer as designated by the president, shall be entitled to a duplicate card.

#### **H. Fees**

1. Any member who either has a check returned or a credit card denied twice will be required to handle any future transactions with the national office with a money order or bank check. Any bank fees, penalties, or other costs charged to the Institute because of bad checks or unaccepted credit cards will be charged back to the individual member responsible with twenty-five percent of the combined sums charged to the Institute to be added on as a handling fee.

## **V. Memorial Scholarships**

The Institute has established and administrates two scholarship funds:

#### **A. AIBD Memorial Scholarship**

The purpose of the AIBD Memorial Scholarship Program is to perpetuate the memory of all persons in the Institute who preceded current members and made the Institute possible.

1. The AIBD Memorial Scholarship Fund is to be used to provide scholarships to those entering the profession of building design.
2. The fund is to be administered by the college of fellows. The chancellor is to appoint an administrator from the active membership of the college.
3. These funds shall be dispersed to a university, college, or vocational school that has recognized the profession of building design in the name of the recipient, upon written application, having been filled out and returned to the national office and forwarded to the administrator of the fund.
4. The AIBD Memorial Scholarship Fund shall be a trust account and have a minimum balance of \$100.00.
5. Grants from the fund shall be granted in amounts directly proportionate to the number of applicants and amount of funds on hand.
6. The administrator of the fund, the chancellor of the college of fellows, the treasurer and the president of the Institute shall be granted the authority to disperse the funds, with any three in agreement.
7. Monies may be placed in the fund in the name of any person, firm, or organization that agrees with the ethics, standards and goals of the Institute.
8. A memorial honor roll shall be placed at the national office and on it shall appear the names of those memorialized.
9. The Institute shall annually allocate one percent of the Institute's total membership dues income to the AIBD Memorial Scholarship Fund.

**B. Annette Farmer Memorial Scholarship**

At the 2006 Annual Convention, W.D. Farmer, FAIBD, provided \$15,000 to establish the Annette Farmer Memorial Scholarship. The following rules govern the fund:

1. The Annette Farmer Memorial Scholarship fund will provide annually a \$1,000 scholarship to a Student member in good standing.
2. The fund will be administered by the college of fellows by an administrator appointed from the active membership of the college. The administrator shall serve until such time as the college feels it is appropriate to name a successor.
3. The scholarship shall be awarded each year at the Institute's annual convention.
4. The college of fellows shall establish criteria for awarding the scholarship, to be published and distributed to all Student members.
5. The administrator of the fund, the chancellor of the college of fellows, and the Institute's president shall review applications for the scholarship and shall decide on the recipient by majority vote.
6. Money for the fund shall be held in a federally insured, interest bearing account. Any interest accrued by the fund shall be reinvested in the fund.

## **VI. Nominations and Elections**

**A. Nominations**

1. Nominations for officers shall be conducted by a Nominating Committee in accordance with the Institute's Bylaws.
2. To provide a broader input into the nominating process by the general membership, a notice shall be posted before March 30 by mail, electronically or otherwise, or in any regular publication of the Institute, outlining the procedure for submittal of a member's name for nomination to an office.
  - a. Any two (2) Professional members in good standing may submit the name of a member for an office, providing that same member is willing to serve if elected. All submittals shall be in writing, outlining any particular qualifications that the nominator wishes the Nominating Committee to be aware of. The nominator may submit only one name for any one office in a format approved by the Committee. All submissions shall be made to the national office so marked.

- b. Nominations shall be closed by April 30 of the year in question and shall be forwarded by the national staff to the Nominating Committee for review.
- c. The Nominating Committee shall review all submittals to ensure that they meet the bylaw requirements and that the nominees are willing to serve. All names shall then be forwarded to the national office for publication by May 30 of the year in question or per the bylaws of the Institute.

**B. Elections**

1. As provided in the Bylaws Art. V, § 4 (D), if an office only has one nominee at the time of election, the nominee of the Nominating Committee are automatically elected.
2. If any office has more than one nominee at the time of election, the vote must be conducted by written ballot for that office.
  - a. The Board of Directors may direct the national staff to prepare written ballots for distribution to the membership.
  - b. Written ballots shall list the candidates for the office they wish to be elected to and a place for the voter to sign. Elections for more than one office may be included on the same ballot. Ballots shall include directions and a ballot envelope upon which should be printed the words, "Ballot for Elections." The ballot envelope shall be able to be sealed and placed in a return envelope addressed to the secretary or the chief staff officer acting at his or her direction. Brief statements from the candidates may be printed and mailed with the ballot to every member.
  - c. Members may also be notified and vote for candidates using electronic means provided the electronic platform requires a unique password for each voter. In addition, the voter must provide their name in the electronic ballot and attest to their identity and qualifications to vote.
3. After the vote is taken, all ballots shall be returned to the secretary to tabulate the results, which shall be handed to the Nominating Committee chair who will announce the results at the annual meeting. Ballots shall remain in the position of the secretary, or the chief staff officer acting at his or her direction, for thirty (30) days after the annual meeting, at which time the board of directors may destroy, or in the case of electronic votes delete, the ballots.

## **VII. Awards, Recognitions and Competitions**

**A. Designer of the Year Award**

Each year at the annual meeting, a Designer of the Year Award will be presented to the member who has made the most outstanding contribution to the Institute in the past year.

1. Nominations for the award will be solicited from the membership, including members of the college of fellows, before March 30 by mail, electronically or otherwise, or by notice in any regular publication of the Institute.
2. Nominations will be compiled by the national office.
3. A panel consisting of five members selected by their respective entities; two members of the board of directors, two members of the college of fellows, and one member of the national staff, shall determine the recipient of the award from the nominations.
4. The award will be presented at the annual meeting by the earliest recipient of the award available.

**B. Membership Award**

Each year at the annual meeting a Membership Award will be presented to the chapter which has had the highest percentage membership growth in the preceding fiscal year. The percentage is determined from the Professional membership growth column of the fourth quarter membership report.

**C. Three for Free Award**

Each year at the annual meeting a Three for Free Award shall be presented to the Professional members who have recruited three new Professional members or in the last fiscal year. Recipients of the award shall have their national dues waived for their next renewal period.

#### **D. Design Competitions**

Each year the Institute shall host a design competition in which the work of designers who have presented examples of their talent shall be judged. The competition shall be recognized as the American Residential Design Awards (ARDA) competition.

1. Supervision over the competition shall be maintained by the Design Competition Committee. The Committee Chair and its members shall be appointed annually by the Institute's president from among the Professional members of the Institute. The committee shall be responsible for, or aid the national staff in the operation of the competitions, including but not limited to:
  - a. The determination of design categories and judging criteria.
  - b. The solicitation of entries.
  - c. The selection of judges and coordinating judging.
  - d. The maintenance of a location in which the entries are displayed.
2. All necessary expenses shall be paid from the Institute's General Operating Account. Any proceeds shall be returned to the Institute.

### **VIII. Publication of Minutes**

Approved minutes of the board of directors meetings shall be posted on the AIBD website by the national office under the Member's Forum section.

### **IX. Strategic Development Plan**

#### **A. Purpose**

The purpose of this strategic development plan is to provide an outline for the organized and deliberate growth of the Institute over a ten-year time frame. The plan shall be updated on a yearly basis by the board of directors. In this manner the Institute will have a plan that provides continuity and direction for the Institute.

#### **B. Annual Review**

1. This plan shall be reviewed and modified by the board of directors beginning with its first meeting of every fiscal year to reflect changes as required by the membership and the profession. The board of directors shall review and modify the Institute's mission statement, environmental analysis, and key issues. From these changes the one-, five-, and ten-year objectives shall be reviewed and updated.
2. Once the objectives are determined, the specific strategies shall be assigned to the appropriate standing committees of the Institute who will then develop a plan of action to implement them. This annual review will be completed and distributed to all committee chairs that will then provide a specific plan of action for their committees.
3. The revised and updated plan shall be implemented immediately after approval by the board of directors.

### **X. Annual Meeting Site Selection Policy**

#### **A. Policy**

1. The purpose of this policy is to establish the method used to determine what sites will be considered for the annual meeting. The Conference Committee shall act as facilitator of the members' interests in researching, evaluating and selecting locations and planning the annual meeting.
2. It shall be the policy of the committee to geographically vary the location from year to year, showing no favoritism to any particular area or state. However, the committee reserves the right to deviate from this practice when deemed beneficial.

**B. Site Selection Procedure**

1. All members shall have the opportunity to propose locations for the annual meeting. The committee shall assemble a list of potential locations to be included in a survey distributed to all members.

**C. Final Decision**

1. The committee will first review for feasibility the site receiving the most votes. If it is determined that the site is not feasible, the site receiving the next highest number of votes will be reviewed. A minimum of one site visit by the committee chair or the chief staff officer shall be made prior to making any agreements with the selected site.
2. The final site selection will be announced to the board of directors.

## **XI. Resolutions Procedure**

**A. Purpose**

The Resolutions Committee shall be a forum for hearing and resolving complaints and disagreements, as well as violations of the Institute's Bylaws and Code of Ethics. This committee is charged with resolving all disputes relating to building design covered by the Bylaws Art. VIII, § 6 (B), including, but not limited to:

1. Member vs. member disputes as they relate to the alleged violation of the Institute's Bylaws or Code of Ethics.
2. Member vs. client disputes as they relate to the alleged failure of the member to fulfill their ethical obligations to their client.
3. Member vs. Institute or Institute Society chapter disputes as they relate to the alleged violation of the Institute's Bylaws or Code of Ethics.

**B. Authority**

1. The Bylaws Art. VIII, § 6, have given authority to the committee to hear and resolve complaints within the purposes defined above.
2. The committee does not have the authority to render an opinion on any matters that involve legal issues or compensation. The committee will not arbitrate financial disputes.

**C. Committee Composition**

1. As stated in the Bylaws, Art. VIII, § 6 (A), the committee shall consist of three Professional members certified by NCBDC in good standing with the Institute. The chair is appointed by the president from the board of directors; the Institute's immediate past president is the second member; and the third shall be the NCBDC representative on the board of directors.
2. The committee members shall serve a one year term concurrent with the Institute's fiscal year.

**D. Procedure**

1. The complainant may request a hearing by completing and submitting a signed Resolution Request Form (see supplement 7) as approved by the board of directors and available from the national office. All supporting documentation should be attached.
2. The national office shall forward the document(s) to the committee and the respondent along with a request to provide a written response (and any supporting documents or attachments) to the committee



chair, postmarked within fifteen business days. A copy of the request form shall be sent to the Institute's president. The respondent must also be notified that if the issue is resolved within the next fifteen business days, no action will be taken by the committee. If no response is received, it shall be the responsibility of the committee chair to determine if the issue was resolved or should move forward.

3. The committee chair shall review the documents, contact the complainant to provide an overview of the committee procedure and timetable, and if needed, clarify any questions in the written complaint.
4. If the complaint involves pending legal action, then the committee shall delay any discussion until such time as the legal issues are resolved. It is the responsibility of the complainant to notify the committee of the outcome of any legal action and to request that the resolution process proceed. (Additional documents may be required at that time.)
5. The committee members shall confer and render a written opinion including disposition, to the national office within five business days.
6. All parties shall be notified of the committee's disposition of the resolution request by certified return receipt mail within five business days.
7. Every effort will be made by the committee to receive a response to allegations and to hear all parties to any issue.

#### **E. Disposition**

1. The committee may render an opinion in favor of the respondent and dismiss the complaint.
2. The committee may render an opinion in favor of the complainant and take any of the following actions:
  - a. Issue a verbal warning
  - b. Issue a written warning
  - c. Issue a written warning and recommend suspension of membership for up to three years as provided in Bylaws Art III, § 5
  - d. Recommend the termination of membership.
3. Only the board of directors may suspend or terminate membership
4. Any disputes involving members certified by the National Council of Building Designer Certification shall have the disposition forwarded to the NCBDC board of examiners for their consideration.

#### **F. Appeal Process**

1. Either the respondent or the complainant may appeal any opinion rendered by the committee by requesting that the dispute be heard by the entire board of directors. This request must be made to the national office in writing, and the dispute will be placed on the agenda of the next board of directors meeting.
2. The national office will provide notice to all parties thirty days prior to the board of directors meeting.
3. The party filing the appeal (or their assigned proxy) must appear before the board of directors to explain the reason for the request. Failure to appear without sufficient reason will cause the immediate dismissal of the appeal.

#### **G. Guidelines**

1. Major infractions of the Institute's Bylaws and Code of Ethics shall include but are not limited to:
  - a. Conviction of any business practice which is fraudulent, illegal, or deceptive.
  - b. Copyright infringement:
    - 1) The respondent's plan bears a striking resemblance to the complainant's plans in overall outward appearance and layout of the floor plan.
    - 2) The detailing of the plan provides proof that the plan was created as a result of the respondent copying the complainant's plan.
  - c. Discrimination in their professional conduct on the basis of race, religion, gender, physical disability, national origin or sexual orientation.
2. Minor infractions of the Institute's Bylaws and Code of Ethics shall include but are not limited to:

- a. Improper use of the acronym "AIBD," "American Institute of Building Design," or other such titles allowed as a benefit of membership and governed by membership category.
- b. Improper use of the term "Architect," "Architectural," or derivatives as determined by legal restrictions in the member's geographic area of practice.

**H. Administration**

1. The office staff and/or the Resolutions Committee shall document all communications using the Resolution Procedure Form (see supplement 8) approved by the board of directors.
2. All expenses incurred by the committee and/or its members may be submitted to the national office for review and reimbursement within budget allowances. These are assumed to be primarily phone and postage expenses.
3. On an annual basis and at the end of the appointed term, the committee chair shall provide a written report listing all resolution requests during that term and their current disposition. This report shall be provided to and filed in the Institute's national office, and a copy shall in turn be forwarded to the next committee chair.

**Section XII. Liability Insurance Policy**

The Institute makes Errors and Omissions insurance available to its Professional members. This optional benefit is offered to give its members access to affordable liability insurance. Although there will be a need from time to time to change the provider and/or administrator of the program, it is the desire of the Institute to continue to offer access to Errors and Omissions insurance. The program is written on an Architects & Engineers Form and can be made available to other professions, aside from "Building Designer." The Institute and the insurance administrator have established Professional membership in the Institute as a primary qualification for participation in the program. As a result, this benefit has proven to be a strong member recruitment tool, and the Institute has seen an increase in membership applications from other professionals interested in the program.

**XIII. Committees****A. Definition**

1. Standing Committees are permanent in nature and are established, revised or removed in accordance with the Bylaws Article VII. The Strategic Development Plan guides the actions of these committees and is reviewed, revised and approved each year by the board of directors and the House of Delegates in accordance with Article IX of the Book of Rules.
2. Special Committees are those committees which are established from time to time in accordance with the Book of Rules.

**B. Standing Committees**

1. Except as otherwise explicitly noted in the Bylaws, Bylaws Art. V, § 1 (A) provides that the president shall have the authority to appoint the members of all standing committees and shall select a member to serve as chair of each respective committee. As stated in Bylaws Art. V, § 1 (A), unless specifically provided otherwise in the bylaws, the president shall also be an ex-officio (non-voting) member of all standing committees.
2. Each member of the board of directors shall be required to serve on at least one standing committee for the length of their term as a director. The president will have the final authority of assignments. The national office will be responsible for keeping committee assignments current. Divisions, committees, and committee members shall be listed in the approved Strategic Development Plan.
3. The following standing committees are established by the Bylaws and are subject to its requirements and duties:

- a. The Finance Committee per Article VIII, Section 2 and 8.
  - b. The Audit Committee per Article VIII, Section 3 and 8.
  - c. The Convention Committee per Article VIII, Section 4 and 8.
  - d. The Governance and Bylaws Committee per Article VIII, Section 5 and 8.
  - e. The Resolutions Committee per Article VIII, Section 6 and 8.
  - f. The Nominating Committee per Article IV, Section 3 (B)
4. Standing committees which are of a permanent nature, but lack an authoritative role in the governance of the Institute, may be established by the board of directors, as provided in the Bylaws, Art. **VIII**, § 7. The role of these committees must be evaluated annually by the board of directors and included in the Strategic Development Plan.
  5. Those standing committees given limited authority to act on matters of the Institute shall be referred to as board committees and must be composed solely of members of the board of directors. All other committees shall be known as advisory committees and may include non-board members.

**C. Special Committees**

1. Special committees which are of a temporary nature may be formed from time to time as provided in the Bylaws, Art. VIII, § 7. Such committees are created under and remain subject to the authority of the board of directors and serve at their request.
2. Special committees are advisory committees only and may include non-board members.

**XIV. Communications Policies****A. Newsletters**

1. Any chapter or individual publishing a newsletter in any format, including electronically, containing information on the Institute must publish the following disclaimer in the publication: "This newsletter is published on behalf of the At-Large or chapter members of the American Institute of Building Design, whose national headquarters are located at [Current Address]. Opinions expressed in this publication are those of the authors or persons quoted and are not necessarily those of the AIBD. This publication is not an official publication of the AIBD."

**B. National Website**

1. Links on the AIBD national website to other related websites, including those of members, must provide a reciprocal link to the AIBD national website. Before a link is established on the AIBD website, permission must be granted by, and the link facilitated through, the national office of the AIBD.

**C. Logo Usage**

1. The AIBD logo may be used to indicate the user's membership in the Institute, but not to imply the Institute's endorsement of the user's services or products.
2. The AIBD logo may not be altered, combined with other symbols or words, or be used in part.
3. The "®" should always appear with the AIBD logo.
4. When using the initials "AIBD," it should always appear in capital letters.
5. The AIBD logo, the initials "AIBD," and the formal name "American Institute of Building Design" shall be used only in a context in which the mark is likely to be understood by the public to denote membership in the Institute.
6. Misuse of the AIBD logo may result in termination of membership. Evidence of misuse will be referred to the Resolution Committee for appropriate action on a case-by-case basis.

**XV. Antitrust Guidelines for AIBD and its Members**

**A. AIBD**

1. The Institute will only deny membership to those who do not meet objective standards; in no event shall the Institute use membership as a means of discriminating against nonmember competitors.

**B. Meetings**

1. Agendas should be prepared and distributed prior to each meeting of the board of directors and each agenda must be followed at the meeting. All members and staff are charged with the responsibility of bringing attention to potential antitrust violations at any meeting.
2. Where possible, a staff member should attend meetings, particularly those where it is anticipated that an antitrust issue might arise. Minutes should be taken.

**C. Price (Fee) Fixing**

1. The Institute and its members shall take all reasonable steps to ensure that members do not discuss present or future prices or discounts. In no event shall meetings, formal or informal, be used for such a purpose.

**D. Information Exchange**

1. The Institute shall ensure that data collected by the Institute, or an independent party, is confidential regarding any participant; participation in data collection is voluntary; each participant uses the data individually and not in concert.

**E. Continuing Education Program**

1. The National Council of Building Designer Certification will review the CE program as needed to determine that its criteria are fair and reasonable to members and nonmembers.

**F. Internet**

1. The Institute will maintain control of all of its internet services, establish and enforce reasonable rules and regulations for use of those services and monitor those services to prevent future antitrust violations.

**G. General Rule**

1. Membership in the Institute is a competitive value in and of itself, as are its current and future programs and activities. Whenever one believes that either of those is being used, actually or potentially, for anti-competitive purposes, any necessary preventative action should be taken and immediately reported to the national office staff.

## **XVI. College of Fellows**

**A. Membership**

1. The Institute's Bylaws in Art. VI, § 1, (A) defines membership in the college of fellows.
2. Membership in the college of fellows shall be permanent, as long as the member maintains membership in the Institute and certification by the National Council of Building Designer Certification.

**B. Election & Tenure**

1. Election to the college of fellows shall be by vote of a three-member jury of members of the college of fellows, elected annually. Nothing in these bylaws shall be deemed to create voting rights in members of the college of fellows in regard to any matter not specifically provided for in the Institute Bylaws.
2. Ballots may be returned by mail or electronically. To be counted in determination of the result, all mail ballot votes must be received at the Institute's national office, or such other place as may be designated by

the college of fellows, within 30 days following the mailing of ballots to all members of the college of fellows by the secretary or the chief staff officer acting at his or her direction.

3. Vacant college of fellow jury positions may be filled for the remainder of the term by a similar mail ballot of the college of fellows.

#### **C. Reinstatement**

1. An inactive fellow may be reinstated as an active fellow upon written request to the college of the fellow's reinstatement. Reinstatement of an inactive Fellow shall take precedence over the induction of a new fellow.

#### **D. Administration**

1. The chancellor of the college of fellows shall be elected from among the active members of the college.
2. The chancellor shall be elected at the annual meeting by the active fellow members present, and shall serve a term concurrent with the president.
3. The chancellor shall act on behalf of the members of the college of fellows. The chancellor shall call and conduct meetings when necessary to perform the duties of the college as provided in the Bylaws, Art. VI, § 2. Meetings may also be called by the college when five or more members request a meeting.
4. The chancellor shall make all appointments of members of the college to committees as required in the Book of Rules.
5. The chancellor shall represent the college on the board of directors.

## **XVII. National Council of Building Designer Certification**

#### **A. Purpose**

1. To provide certification of both AIBD members and non-members, the Institute has established the National Council of Building Designer Certification as a council of the Institute. By providing broad recognition of this certification body, the Institute seeks an overall enhancement of the design profession.

#### **B. Organization**

1. Board of Examiners. The board of examiners shall consist of between nine and eighteen members of AIBD who have been certified by NCBDC.
  - a. Candidates shall apply to the board of examiners, indicating their qualifications and desire to be members of the board. The minimum qualifications shall be established and maintained in the NCBDC Policies and Procedures Manual.
  - b. Examiners shall serve a term of three (3) years and may serve up to three (3) consecutive terms. Examiners are expected to attend at least two of the three meetings held each year. Failure to attend two of the three meetings may result in removal by majority vote of the board.
  - c. Vacancies which are due to either removal or resignation shall be filled for the balance of the remaining term at the next scheduled meeting, using the established application process.
  - d. The terms of the board of examiners shall be staggered in such a way that one-third of its members shall be appointed or reappointed each year.
2. Officers. At its annual meeting, the board of examiners shall elect a NCBDC President, a NCBDC Vice President, and a NCBDC Secretary/Treasurer from its membership.
  - a. The NCBDC President shall preside at all meetings of the board of examiners and shall direct the business and affairs of the board of examiners in ways customary to the office of chairman.
  - b. The NCBDC Vice President shall assist the NCBDC President; shall preside in the absence of the NCBDC President; perform the duties and execute the powers of the NCBDC President in succession; and perform such other duties as may be prescribed.

- c. The NCBDC Secretary/Treasurer shall keep, or cause to be kept, a Book of Minutes of all meetings of the board of examiners as well as a policies and procedures manual which shall guide the decisions, actions and affairs of the Council. The Secretary shall also perform other duties customary to the office of secretary.
3. Exam Proctors. To administer the exam in geographic locations where it is not practical for the members of the board of examiners to do so personally, the board may appoint proctors to do so on its behalf.

**C. Meetings**

1. The board of examiners shall hold at least three meetings per year. Additional meetings of the board may be called by the NCBDC President
  - a. The board of examiners shall assemble in person for one meeting (the Annual Meeting) each calendar year in conjunction with the AIBD annual meeting.
  - b. All other meetings may be held electronically.
2. When members of the board of examiners participate in meetings by telephone or other means of electronic communication, all participants in the meeting must be able to hear and be heard simultaneously.
3. The board of examiners shall maintain rules regarding meeting requirements for its meetings in its policies and procedures manual. Such rules may include the use of proxies, the distribution of agenda materials and meeting notices.

**D. (Limitation of) Authority**

1. The board of examiners shall be responsible for any and all aspects of the certification exam, including its content, any study guide materials which shall be recommended to applicants, and the inclusion of supplemental materials which are unique to a particular state's requirements.
2. At its annual meeting, the board shall review the exam to insure it remains pertinent, and to discuss and implement any necessary revisions and improvements it may identify.
3. The policy and procedures manual shall be reviewed at the annual meeting of the board and shall be revised and updated as necessary.
4. The board shall develop rules for supervision of the exam's administration including the application process, the grading of exams, and the development of guidelines and instructions for examiners and proctors. Such rules shall be recorded and maintained in the policies and procedures manual.
5. The board of examiners shall operate in accordance with the AIBD Bylaws and Book of Rules, including but not limited to the AIBD Anti-trust Guidelines, indemnification, conflict of interest and tax-related provisions.

**E. Administration**

1. Accounting, clerical services and records of certification by the NCBDC shall be maintained by the AIBD, including the archiving of documents and records pertinent to an individual's examination.
2. As a form of recognition for its certificate holders, the board of examiners shall develop and adopt a logo design which identifies the National Council of Building Designer Certification.
3. Replacement of lost, stolen or damaged certificates and seals shall be issued upon payment of fees established in the policies and procedures manual.
4. The council shall establish appropriate fees for both AIBD members and non-members who are certified by them, subject to approval of the board of directors, and maintained in this Book of Rules.
5. The board shall maintain in its policies and procedures manual a reimbursement policy which shall detail which expenses incurred by members of the board of examiners are eligible for reimbursement.

**F. Affiliated Associations**

1. The NCBDC may enter into agreement with states, associations or other entities with similar professional interests, to administer the certification for their respective programs. Such affiliations must be approved by a majority vote of the board of examiners and ratified the board of directors.

**G. AIBD and/or NCBDC Certification Seal and Certificate**

1. Prior to December 31, 1996, the Institute (or Societies of the Institute) issued legally executed contracts authorizing the use of such seals to its certified members.
  - a. Members who earned an AIBD certification may continue to use this seal as long as they maintain their certified membership.
  - b. This AIBD Seal and Certificate shall remain the property of AIBD.
2. From January 1, 1997, to December 31, 2011, the Council issued legally executed contracts authorizing the use of the NCBDC seal to those who qualified for certification.
  - a. Individuals who earned a NCBDC certification during this period shall be subject to the authority of both AIBD and NCBDC and their respective requirements.
  - b. The seal and certificate are subject to the ownership and obligations of use as required and provided by the council.
3. Beginning January 1, 2012, all individuals shall receive their seal and certificate from NCBDC through AIBD as the administrator of NCBDC.
  - a. The NCBDC Seal and Certificate Agreement constitute a contract, fully performable at the national office.
4. Should it become necessary for the Institute to initiate legal proceedings for the recovery of the AIBD and/or NCBDC Seal and Certificate or to enjoin their use, the Institute shall be entitled to recover all associated court costs and attorney's fees.
5. All individuals certified by NCBDC shall be held to the standards, requirements, and obligations of membership in AIBD; regardless of their membership status and shall also be subject to the authority of both AIBD and NCBDC as if they were a member. Such instances shall include, but are not limited to, submission to the AIBD Code of Ethics, the payment of fees, the earning of continuing education units, and the administration of AIBD's policies regarding the same.

## **XVIII. Chapter Relations Policy**

**A. Organization of a New Chapter**

1. A chapter may be established when there are ten (10) AIBD voting members within a defined geographical area who desire to form a chapter. Student chapters organized within an educational institution may be established with five (5) Design Student members.
2. The group desiring to form a chapter shall petition a charter from the board of directors.
3. The board of directors shall approve the admission of each new chapter by a two-thirds (2/3) vote for a period extending until the end of the next full fiscal year. The local chapter shall elect officers and adopt the Chapter Constitution (see Supplement #7).
4. The local chapter shall establish programs, solicit AIBD members, and demonstrate dedication to the purposes of AIBD.
5. Within 30 days after the end of each fiscal year, the local chapter shall present an annual report to the board of directors (see Supplement #10). The board of directors will review the performance of the local chapter and with majority vote continue the local chapter's charter for a period of one-year.

**B. Powers, Duties, Responsibilities**

1. Each chapter shall determine the amount of its dues and charges, if any, and the method of collection.
2. After the chapter is chartered, all voting members of the local chapter must be dues paying members of the national organization.

3. Each local chapter shall have at least two (2) meetings of an educational nature during each fiscal year.
4. No chapter shall be or hold itself out to be an agent of the American Institute of Building Design, Inc.
5. The local chapter may open a bank account using the Institute's EIN number and with the president of AIBD as a signer on the account.

**C. Intellectual Property**

1. The Institute owns its copyrights, trademarks, logos and other intellectual property, defines the use of its intellectual property, and manages adherence to all intellectual property usage guidelines.
2. The Institute grants a non-exclusive, royalty-free license to the local chapter to use certain of its copyrights, trademarks, logos and other intellectual property now owned or developed by the Institute in the future. Upon suspension or dissolution, this license will terminate and the local chapter will cease all use of such property, return all materials containing such property, and cease using the Institute name, copyrights, trademarks, logos and other intellectual property.
3. Upon request by the Institute, the local chapter will submit to the Institute for review any and all materials in which the copyrights, trademarks, logos and other intellectual property appear. The Institute will have the right to require changes to such materials for the purpose of insuring proper use of its property.

**D. Probation, Suspension, Revocation, or Dissolution**

1. The local chapter may be placed on probation by the board of directors for failure to comply with the bylaws and established policies and procedures of the national organization. The board will notify the local chapter membership in writing that the chapter is on probation. The local chapter will have two months to meet the necessary requirements and be removed from probationary status. Failure to comply will result in suspension.
2. The activities of a local chapter may be suspended by the board of directors for failure to comply with the bylaws and established policies and procedures of the Institute.
3. The local chapter status may be withdrawn by a two-thirds (2/3) vote of the board of directors.
4. A local chapter may dissolve itself.
5. Upon dissolution of a local chapter all cash and other assets remaining after the payment of all debts shall be paid to the Institute or any other appropriate private nonprofit organization approved by the board of directors.

**E. Reactivation and Reinstatement of a Chapter**

- A. A chapter may be reactivated following suspension by two-thirds (2/3) vote of the board of directors.
- B. A chapter which loses its status as a local chapter or dissolves itself may be reinstated by meeting the requirements for a newly organizing chapter.

**XXIX. WHISTLEBLOWER POLICY****A. Purpose**

1. AIBD is committed to high standards of ethical, moral, and legal business conduct. AIBD is further dedicated to acting in good faith with those employees who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct. This Whistleblower Policy aims to provide employees with an avenue for raising such concerns, and to reassure such employees that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any officer, director, employee, or agent of AIBD.

**B. Statement of Policy**

1. No officer, director, employee, or agent of AIBD shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law



enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee, or agent of AIBD take any harmful action with intent to retaliate against any person for reporting to an appropriate senior management or elected official of AIBD the suspected misuse, misallocation, or theft of any organization resources.

**C. Safeguards**

1. Harassment or Victimization – AIBD will not tolerate the harassment or victimization of any employee who raises concerns under this policy.
2. Confidentiality – AIBD will make every effort to treat a complainant’s identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others in order to investigate such complaints properly.
3. Anonymous Allegations – Because a thorough investigation often depends on an ability to gather additional information, AIBD encourages complainants to put their names to allegations of wrongdoing. AIBD will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.
4. Bad Faith Allegations – Allegations made in bad faith may result in disciplinary action.

## **XX. EXAMINATION OF FINANCIAL RECORDS, IRS/TAX FORMS AND GOVERNING DOCUMENTS**

**A. Public Examination of Records**

1. Certain records of not-for-profit organizations are subject to public examination. It is the policy of the AIBD to comply with the public disclosure requirements of section 6104(d) of the Internal Revenue Code (Code) as amended by the Tax and Trade Relief Act of 1998. Disclosure requirements include the application for tax exemption and the most recent three years Annual Form 990. The AIBD will honor all in-person and written requests in compliance with the Code.

**B. IRS Form 1099**

1. IRS regulations require organizations to complete Form 1099 for individuals who are not employees and who receive \$600 or more from the AIBD. It is the policy of the AIBD to complete IRS Form 1099 for all individuals and vendors providing services (other than corporations) and receiving \$600 or more from the AIBD. A record of vendor Federal Identification Numbers and independent contractor Social Security Numbers shall be maintained for audit purposes.

**C. IRS Form 990**

1. The AIBD files a combined 990 with its councils and chapters. It is the policy of the AIBD to allow public access to IRS Form 990 in accordance with section 6104(d) of the Internal Revenue Code. The AIBD will make available for inspection, on the day requested, its three most recent annual 990 Forms to any member of the public who requests this information in person at the AIBD administrative office. Copies will be provided free of charge. The AIBD will provide its three most recent annual 990 Forms to any member of the public for requests made in writing, whether by mail, electronic mail, fax or delivery service. The AIBD will provide copies of the requested documents, free of charge, within 30 days from the date it receives the request.
2. Prior to filing, the 990 is distributed to the AIBD officers and Audit Committee for comment. Upon filing, the 990 is made available to the Institute’s members in a “members only” section of its website.

**D. IRS Form 990T/Unrelated Business Income Tax (UBIT)**

1. It is the policy of the AIBD to pay UBIT on the excess of revenues over expense on taxable activities. The AIBD will file IRS Form 990-T to report unrelated activities. IRS Form 990-T is considered confidential and is, therefore, not available for public inspection.

**E. Sales Tax Collection**

1. It is the policy of the AIBD and its chapters to collect sales tax, or accrue use tax as applicable, and pay the retailing business and occupation tax and related city tax on all sales of tangible personal property.

**F. Financial Statements and Governing Documents**

1. It is the policy of the AIBD to post the Institute's financial statements and governing documents in a "members only" section of its website and not make them available to the general public.

## **XX. Conflict of Interest Policy**

**A. Statement of Policy**

1. In their capacity as agents of the AIBD, the individual leaders, including the board of directors, council directors, and all employees, must act at all times in the best interests of the organization they represent. Such agents shall abstain from debating or voting on any matter that raises a conflict of interest as defined in this policy but may be counted in determining the presence of a quorum at a meeting of the board that includes such matters specified.

**B. Conflict of Interest Definition**

1. A conflict of interest may arise in any circumstance that may compromise the ability of any agent of the AIBD to advocate for or to make unbiased and impartial decisions on its behalf. Such circumstances may involve family relationships, business and professional activities, or personal affiliations.

**C. Annual Statement of Disclosure**

1. All agents of the AIBD shall complete and submit an annual Statement of Disclosure Form (See Supplement #8) detailing any facts or circumstances that might constitute a conflict of interest. They are further required to submit an amended statement of disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year.
2. Agents are encouraged to err on the side of disclosure and to report any facts or circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.
3. The board of directors shall review each statement of disclosure for any facts or circumstances that may reflect an actual, potential, or apparent conflict of interest, including:
  - a. Solicitation or acceptance of any item of value that may create an appearance or expectation of special treatment in AIBD matters;
  - b. Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
  - c. Situations in which an agent may be divided between personal interests or the interests of another organization, and the best interests of AIBD;
  - d. Business, professional, or other activities that would materially and adversely affect AIBD, either directly or indirectly;
  - e. Any arrangement in which an agent provides goods or services to AIBD as a paid vendor.
4. The Board may request additional information from any agent at any time.
5. The Board may request the assistance of legal counsel to identify potential conflicts.

**D. Resolution Process**

1. If the Board becomes aware of an actual, potential, or apparent conflict of interest regarding any agent of the AIBD, the individual whose relationships or activities are under review shall be temporarily released from the responsibilities of his or her position which might relate to the conflict, including deliberations, debate, or any vote, while such review is pending.
2. After reviewing the conflict the board may take one of the following actions to resolve it:
  - a. Waive the conflict of interest as unlikely to affect the agent's ability to act in the best interests of the organization.
  - b. Determine that the agent should be released from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the conflict is judged to have minimal consequence to the broader activities of the organization.
  - c. Determine that the agent must resign from his or her service to AIBD. This course of action should apply when the conflict is so pervasive that it is judged that the agent would likely seldom, if ever, be able to act solely in the best interests of the organization.
3. The board of directors reserve final authority over the resolution of all conflicts of interest involving an employee of the AIBD. The Resolutions Committee reserves final authority over the resolution of all conflicts of the board of directors.

## **XXII. Records Retention/Destruction Guidelines**

### **A. Statement of Policy**

1. In an effort to facilitate efficient and effective operations it is the policy of the AIBD to retain records as required by law and to destroy them when appropriate. Guidelines governing the retention and destruction of documents shall be included as a supplement to this Book of Rules. (See Supplement #~~13~~ 9)
2. All business records should be kept no longer than the period necessary for the proper conduct of the Institute's business. This policy shall cover all business records, including written, printed and recorded matter and electronic forms of records, including e-mail messages in personal folders. AIBD and its agents should review their electronic files regularly and delete them where appropriate to ensure compliance with this policy. These guidelines should be reviewed annually by the board to ensure consistency with applicable legal requirements and standard business practices.
3. If a lawsuit, governmental investigation or subpoena is filed, served or appears imminent, this policy may be suspended, requiring that AIBD and its agents retain such documents until the issue in question is resolved.

## **XXIII. Electronic Participation in Meetings**

The AIBD Bylaws authorize meetings of the board of directors to be attended by electronic means by those members who are not physically present at the designated meeting location. In addition this policy shall govern the meetings of the Institute's councils and board committees when their members participate in meetings electronically. In such instances there should be a clear sense that all of the participating members of the respective groups have had adequate opportunity for discussion to reach a consensus on action items. These guidelines shall govern the methods and procedures under which such participation may occur.

### **A. Definition**

1. Means of participation shall include telephone, audio-conference, web based and similar methods of remote communication which allow all members to read or hear and be heard simultaneously.
2. Such meetings shall be hosted from a designated meeting location that is attended by members who are able to be present in person.

3. Unless specifically stated in this policy, members who participate electronically in such meetings shall be subject to all other policies and procedures which govern the deliberative conduct of meetings.

**B. Meeting Notice**

1. Included in the agenda and meeting notice that is sent to the members shall be adequate instructions concerning electronic participation, including a description of how to participate electronically, as well as necessary telephone numbers, web site links, and instructions for initiating and maintaining contact. Also included in the agenda and meeting notice shall be contingency instructions in the event the electronic format being utilized malfunctions or experiences technical difficulties.
2. The participating member must provide or have access to, at his own expense, the adequate and necessary equipment to participate properly. The meeting notice shall include the minimum electronic system requirements which are necessary.
3. Members who intend to participate electronically in a meeting shall notify the chief staff officer of their intention five days prior to the scheduled meeting so that adequate time is left to insure the availability of necessary equipment.
4. When agenda items require the physical presence of meeting participants, such as a site visit or tour, such business shall not be considered by those who participate electronically, and the meeting notice shall so indicate.

**C. Quorum Validation**

1. An annual meeting quorum shall be determined by a spoken roll call which signifies the member's physical presence or a member's presence by telephonic or by electronic communication.
2. A quorum for a Board of Directors meeting or a meeting of an Institute Council shall be determined by a spoken roll call which signifies the member's physical presence or a member's presence by electronic participation.
3. If the established quorum relies on the participation of those who attend electronically, the continued presence of a quorum shall be monitored for the meeting's duration.
4. The secretary, or an assistant assigned by the chair, shall record the names of the members who are participating electronically.

**D. Participation**

1. Members participating electronically may be recognized by the chair and obtain the floor by verbal request, by using a "raised hand" function, or by written communication using the electronic platform.
2. The chair shall remain cognizant of those members participating electronically by including them in all requests for discussion before calling for the vote.
3. When it is necessary that motions be offered in writing, the members participating electronically may offer written motions when supported by the electronic platform. When utilizing any electronic media which does not allow written communication and a written motion is necessary, only motions submitted by such members in advance of the meeting shall be recognized.

**E. Presentations and Supplemental Materials**

1. When agenda items include presentations by members of the body or by its non-member advisors, such presentations shall be reasonably accommodated by those who participate electronically. Conversely, presentations made by those who participate electronically shall be reasonably accommodated by those who are physically present.
2. Members participating electronically must be able to visually examine supplemental information which is distributed or displayed to the members who are physically present.

**F. Voting**

1. When considering floor nominations the chair shall remain cognizant of those members participating electronically.
2. Voting shall be conducted by members participating electronically by voice vote or by using a “raised hand” function. Votes requiring a secret ballot may be cast by written communication using the electronic platform. When utilizing any electronic media which does not allow written communication, and a written ballot is necessary, such member’s votes shall not be recognized.
3. The secretary, or an assistant assigned by the chair, shall compare the list of members who are participating electronically to insure they are included with the tabulated results of the votes cast by members who are physically present.

## **XXIV. Policy Position Procedure**

### **A. Authority**

The Institute may take positions on policy issues to achieve its fundamental mission and goals. Such positions must be approved by the board of directors. These procedures should be followed for approval of Institute positions. The president has the authority to add the Institute’s name to letters being generated by other organizations consistent with positions previously taken by the Institute.

### **B. Summary of Procedures**

1. Presentation – A resolution is prepared recommending position to the board of directors.
2. Action - The board of directors meet, discusses the issue and takes action.
3. Implementation – The board of directors implements the action.
4. Term – Positions previously taken by the Institute sunset in five years.

### **C. Presentation**

1. Recommended positions on appropriate policy issues will be presented to the board of directors for review, discussion and action.
2. General background information in the form of a memo should be provided to the board of directors about the issue which will include the pros and cons of the issue, similar action previously taken by the Institute in the past, how the position supports the Institute’s priorities.

### **D. Action**

1. The board of directors will discuss the resolution at a meeting and take action.
2. The board of directors may decide that an issue is too complex or controversial and that it should be voted on by the Professional members before taking action.

### **E. Implementation**

1. Once a position is approved, the board of directors is charged to implement the policy through a variety of activities which may include but not be limited to developing position papers, providing testimony; issuing public statements, writing letters and op-ed pieces, and forming coalitions to lead advocacy efforts on the issue.
2. If a position paper is to be developed, or in its absence, testimony for a public statement, the staff will consult with experts including board members and/or the president may appoint a small group of board members to serve as a resource to staff.

### **F. Term**

1. Positions previously taken by the Institute shall cease to have effect after five years, unless further action is taken by the board of directors.

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**FORMS SUPPLEMENT**

The forms collected in this Forms Supplement are printed together with the Book of Rules for the convenience of members, but are not a part of the Book of Rules. They have been prepared as provided in the Book of Rules and may be changed in the same manner. Because the forms can be changed more easily than the Book of Rules, please check with the AIBD national office before using a form in the Forms Supplement to confirm that it is the most recent version.

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**AGREEMENT COVERING THE TERMS AND CONDITIONS OF MEMBERSHIP  
GRANTED BY THE AMERICAN INSTITUTE OF BUILDING DESIGN**

By endorsing the membership application, either by hand or electronically, and with the submittal of each membership renewal, all members shall agree to comply with Institute's Bylaws and Book of Rules which include the following terms and conditions:

1. All members shall abide by the Code of Ethics and Conduct of the Institute. ([www.AIBDmember.org/code.pdf](http://www.AIBDmember.org/code.pdf))
2. The membership certificate is the property of the American Institute of Building Design, and is issued to each qualifying member as proof of membership or class of membership.
3. The membership certificate shall remain in the possession of the member as long as he or she remains a paid member in good standing. Should the member become delinquent in the payment of dues, or should the board of directors deem it in the best interest of the Institute to revoke membership, the member will, upon request by the Institute Secretary, return the membership certificate to the Institute as requested. Such person shall also cease using the name and the initials of the American Institute of Building Design in any manner whatsoever.
3. AIBD collects information from its members for inclusion in a national membership directory that is distributed only to the Institute's members. Access to the national directory information is also available only to AIBD members on the AIBD website. The national directory, or any part thereof, may not be reproduced, sold or distributed to any third parties without the express approval of the AIBD board of directors. Members may opt-out of the website directory through their online account or by contacting the national office. Further, AIBD may occasionally enter into agreements to provide limited data to third parties offering exclusive member benefit programs that include products and services available to AIBD members; such as HP, UPS, etc.
4. The contact information of members joined in the Professional, Retired Professional and Lifetime member classifications are made available to the public on the AIBD website. Searches are done by state or zip code with various radial distance options. Members are identified in the search by their primary address as provided in the AIBD database. Members may manage their personal information in the database through their online account or may opt-out of the public search option by contacting the AIBD national office.
5. Members may reference being a member of AIBD or their membership level in AIBD and use the Institute logo as it relates to their business or credentials. Only Professional members certified by the National Council of Building Designer Certification may use the Institute's acronym as a designation after their name.
6. In connection with all AIBD activities, all members shall conduct themselves in the following manner:
  - a. Represent themselves and the Institute in a highly professional manner during industry meetings – considering opposing views, maintaining decorum and abiding by the rules of the chair.
  - b. Treat all members, staff and guests with dignity, courtesy and respect.
  - c. Avoid conduct or comments that could be construed as sexual or racial harassment or discrimination.
  - d. Work with members to promote the enhancement, development and awareness of the residential and building design professions.
7. Membership in the Institute is a competitive value in and of itself, and may not be used, actually or potentially, for anti-competitive purposes,
8. Members may voluntarily resign their membership mid-term. Membership dues in the current membership year will not be refunded.
9. This agreement shall be fully performable at the national office of the American Institute of Building Design. The laws of the District of Columbia shall govern this agreement, and for purposes of enforcing this agreement only, any court in the District of Columbia shall have personal jurisdiction over the undersigned.
10. If it becomes necessary for the American Institute of Building Design to initiate legal proceedings to recover the certificate, or roster, or to enjoin the use of the certificate, or roster, the American Institute of Building Design shall be entitled to recover all court costs, attorneys' fees, and damages. Membership dues in the current membership year of the proceedings will not be refunded.
11. Notice shall be deemed sufficient hereunder if it is mailed via U.S. mail, certified, return receipt requested, to the person's home or business address as it appears in the latest roster or to the latest address that the person has supplied to the American Institute of Building Design.



### Financial Review Form

Committee Members: Chairman \_\_\_\_\_  
Assistant 1 \_\_\_\_\_  
Assistant 2 \_\_\_\_\_

Year being reviewed: \_\_\_\_\_ through \_\_\_\_\_  
(Month/Year) (Month/Year)

#### A. Gathering Information for the Review

To begin the review, the President (or his appointee) is to provide the committee with the most current accounting information, including checkbook with all entries up to date, bank statements, and so forth as listed below, for all bank accounts. All funds on hand should be deposited prior to the review. The review should be performed without the assistance of the bookkeeping staff or management.

1. AIBD General ledger, including all detail levels, from June 1 \_\_\_\_ through July 31 \_\_\_\_  
(This should include the month before and the month after the review period)
2. Copies of bank statements for all open or recently closed accounts from the month before through the month after the review period.
3. Check registers for each account. Include acct. # as well as name of account for identification.
4. Accounts payable aging report through the end of the review period.
5. Accounts receivable aging report through the end of the review period.
6. Explanation of any accounting adjustments entered per accountant or otherwise.
7. Statement of current assets and liabilities as of the end of the review period. (Balance Sheet)
8. Current P&L statement through the end of the review period.
9. Reconciliation statement for each month for all asset accounts.
10. Treasurer's log of checks mailed, with dates received and sent.

#### B. Verification of Receipts

The purpose of this procedure is to verify that all Receipts have been entered and accounted for properly.

1. Total, by month, the Receipts recorded in the Accounting Books.
2. Compare each monthly total with deposits to the bank accounts.
3. If there is a difference, determine the reason and explain: \_\_\_\_\_
4. Have all Receipts been recorded in the Accounting Books? \_\_\_\_\_
5. For all 12 months, compare each Receipt with the transaction description, account, and code recorded in the Accounting Books. Are Receipt entries coded and recorded correctly. \_\_\_\_\_
6. Compare bank statement deposit dates and amounts with Accounting Books deposit dates and amounts. Are deposits being made in a timely manner? \_\_\_\_\_

Comments: \_\_\_\_\_

#### C. Verification of Disbursements

1. a) Is there an invoice, resolution, or other authorization for all payments recorded in the Accounting Books? \_\_\_\_\_  
b) Has each invoice or receipt been approved (initialed) by the President or other person authorized to approve payment?  
\_\_\_\_\_
2. Mark on the Accounting Books and list below under "Comments" any payments for which there is no supporting documentation. This should be considered when discussing the review with the President and the Executive Director.
3. Are ALL Society dues being forwarded each month? \_\_\_\_\_
4. Are all loans and other regular monthly obligations being paid on time? \_\_\_\_\_

Comments: \_\_\_\_\_

#### D. Verification of Primary Checking Account

1. Have all pages of each bank statement been made available for review? \_\_\_\_\_  
(Note: Most bank statements list the number of pages making up the statement. For example, the first of a three-page statement likely contains the notation "Page 1 of 3.")
2. Are the bank statements being mailed directly to the AIBD office and not to a staff person? \_\_\_\_\_
3. Reconcile the latest bank statement to the last transaction in the check register. Does it reconcile to the n the check register?  
\_\_\_\_\_

If "yes", initial the check register balance.

If "no", what is the difference? \$ \_\_\_\_\_

This should be considered when discussing the review with the President and the Executive Director.

4. Are any outstanding checks over three months old? \_\_\_\_\_ If "yes," explain below.
5. Are any outstanding deposits over three months old? \_\_\_\_\_ If "yes," explain below.
6. Are all paid checks on hand, and have they been written to the proper payees? \_\_\_\_\_  
If checks are not returned by the bank, are they available on line? \_\_\_\_\_
7. Are all numbered checks accounted for, including those voided? \_\_\_\_\_

Comments: \_\_\_\_\_

**E. Verification of Other Accounts**

1. Have all pages of each bank statement been made available for review? \_\_\_\_\_
  - a) Operating Savings Account # \_\_\_\_\_
  - b) Memorial Savings Account # \_\_\_\_\_
  - c) Other Account # \_\_\_\_\_
  - d) Other Account # \_\_\_\_\_
  - e) Other Account # \_\_\_\_\_
2. Are ALL bank statements being mailed directly to the AIBD office and not to a staff person? \_\_\_\_\_
3. Reconcile the latest bank statement for each account to the last transaction in the account register. Do they reconcile to the balance shown in the account registers? \_\_\_\_\_ If "yes", initial the account register balance.  
 If "no", what is the difference? \$ \_\_\_\_\_  
 This should be considered when discussing the review with the President and the Executive Director.
4. Are any outstanding checks or over three months old? \_\_\_\_\_ If "yes," explain below.
5. Are any outstanding deposits over three months old? \_\_\_\_\_ If "yes," explain below.
6. Are all paid checks on hand, and have they been written to the proper payees? \_\_\_\_\_  
 If checks are not returned by the bank, are they available on line? \_\_\_\_\_
7. Have all withdrawals or transfers from each account been properly approved? \_\_\_\_\_

Comments: \_\_\_\_\_

**F. Verification of Assets**

1. Verify all assets listed in the Accounting Books.
2. Verify each item listed in the "accounts receivable" register. Are any receivables more that 60 days past due? \_\_\_\_\_  
 Explain \_\_\_\_\_
3. Are all advance deposits and payments accounted for? \_\_\_\_\_
4. Are there any loans receivable listed? \_\_\_\_\_ If yes, are they current? \_\_\_\_\_
5. Is all equipment, furnishings, or vehicles which are owned listed as assets? \_\_\_\_\_
6. Are all leasehold improvements properly accounted for as assets? \_\_\_\_\_
7. For all assets shown, is the correct depreciation also shown? \_\_\_\_\_  
 (see also #5 below)

Comments: \_\_\_\_\_

**G. Verification of Liabilities**

1. Verify all liabilities listed in the Accounting Books.
2. Verify each item listed in the "accounts payable" register. Are any payables more that 30 days past due? \_\_\_\_\_  
 Explain \_\_\_\_\_
3. Are all advance dues payments properly accounted for as deferred revenue? \_\_\_\_\_
4. Are there any loans payable? \_\_\_\_\_ If yes, are they listed? \_\_\_\_\_ current? \_\_\_\_\_
5. For all fixed assets shown, is the correct depreciation also shown? \_\_\_\_\_
6. Are all long term obligations properly accounted for? \_\_\_\_\_
7. Are there any contractual obligations for which AIBD is liable? \_\_\_\_\_  
 If yes, are they shown as a liability? \_\_\_\_\_

Comments: \_\_\_\_\_

**H. Review of General Procedures**

1. Are good bookkeeping practices being followed? \_\_\_\_\_
2. Are the records neat and accurate? \_\_\_\_\_
3. Are the records up to date? \_\_\_\_\_
4. Are the quarterly reports to the Board of Directors accurate? \_\_\_\_\_

Comments: \_\_\_\_\_

Review prepared by: \_\_\_\_\_  
 (Signature)

Reviewed by: \_\_\_\_\_  
 (Signature of president)

**Additional Comments:**



AMERICAN INSTITUTE OF BUILDING DESIGN
TRAVEL REIMBURSEMENT FORM

All member travel must be approved in advance.
(Please Print)

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

Purpose of Trip

(Please specifically identify or describe meeting)

LOCATION: \_\_\_\_\_

DATE: \_\_\_\_\_

Expenses Requested

Due to auditing requirements, a copy of your airline/train itinerary and receipts for other expenses must be attached. If it is not attached, it will result in a delay in your reimbursement. AIBD will reimburse members for automobile mileage, if a personal car is used, or for train fare, or for rental car, only when they are less than or the same as the airfare.

Roundtrip Coach Airfare (at least 21 days in advance, coach class)

or Roundtrip Train, or Roundtrip Auto Mileage

(@ IRS mileage rate-- list mileage \_\_\_\_\_)

http://www.irs.gov/taxpros/article/0,,id=156624,00.html

\$ \_\_\_\_\_

Other Expenses (up to \$150 per meeting/travel day)

(Includes hotel room costs, meals (excluding alcohol), taxis, parking, tolls, etc.)

Please list other expenses and provide receipts:

\_\_\_\_\_ \$ \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ \$ \_\_\_\_\_

TOTAL

(Member Signature and Date)

FOR AIBD USE ONLY

Reviewed/Approved By: \_\_\_\_\_

### Resolution Request Form

Please complete the request form and attach any supporting documents or correspondence you would like the Resolutions Committee to consider.

Date of Submittal: \_\_\_\_\_

Please send to:

AIBD Resolutions Committee  
7059 Blair Road NW, Suite 201  
Washington DC, 20012

The Resolutions Committee does not have the authority to render an opinion on any matters that involve legal issues or compensation.

**Complainant:**

**Respondent:**

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_

Phone: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_

Cellular: (\_\_\_\_) \_\_\_\_\_

Cellular: (\_\_\_\_) \_\_\_\_\_

E-mail: \_\_\_\_\_

E-mail: \_\_\_\_\_

**Nature of Complaint:**

Please describe in several sentences the basic nature of your complaint. You may attach a full description and any supporting documents you feel may be germane to your resolution request.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I hereby acknowledge that I (we) have read and understand this resolutions procedure:

\_\_\_\_\_  
Complainant (Signature)                      Date                      (Print Name)

\_\_\_\_\_  
Respondent (Signature)                      Date                      (Print Name)

**Resolution Procedure Form**  
(For Internal Use of Committee and Staff)

Date Request Mailed to All Parties: \_\_\_\_\_

Certified Mail #'s \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date of Response from Respondent: \_\_\_\_\_

Date Written Opinion Received: \_\_\_\_\_

Date Opinion Mailed to all Parties: \_\_\_\_\_

Certified Mail #'s \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Disposition: \_\_\_\_\_  
\_\_\_\_\_

Date Request for Appeal Received: \_\_\_\_\_

Date Noticed to AIBD Board of Directors: \_\_\_\_\_

Final Disposition: \_\_\_\_\_  
\_\_\_\_\_

Additional Notes:

## **Constitution of the American Institute of Building Design, [Region] Chapter**

### **ARTICLE I – Official Name**

1. The official name of this organization shall be the American Institute of Building Design, [Region] Chapter (hereby referred to as the Chapter).

### **ARTICLE II – Purpose**

1. To advance the knowledge of its members in the field of building design;
2. Provide an encouraging and helpful atmosphere for its members' social and professional goals;
3. Provide opportunities to intermingle with other individuals interested in building design;
4. To interact with prominent building designers; and
5. Provide career and business support in the building design industry.

### **ARTICLE III – Membership Requirements**

1. Membership is open to anyone without regard to race, religion, color, sex, national origin, disability, age, veteran status, creed, marital status, public assistance status, or sexual orientation.
2. A voting member is defined as dues paying member of the AIBD.

### **ARTICLE IV – Activities**

1. The Chapter shall hold at least four general membership meetings each calendar year.
2. The Chapter shall hold meetings only in places that are open and accessible to all members of the Chapter.
3. A quorum for general membership, annual election and special meetings shall be the voting members present.
4. Membership meetings shall follow a normal order of business, including attendance records, minutes, reports of officers and committees, consideration of business and adjournment.
5. In addition to general meetings, the Chapter may host special events, fundraisers or projects. It is desirable for events and projects to be in collaboration with local organizations to build a relationship with the community.
6. Activities shall be planned in accordance with the purposes set forth in Article II.
7. Non-members are welcome to participate in Chapter activities but will not have voting privileges.

### **ARTICLE V – Leadership Board and Officers**

1. The leadership board shall consist of the officers.
2. The officers of the Chapter shall be: president, vice president, and secretary.
3. An officer of the Chapter must be a member of the AIBD.
4. The officers shall have the following responsibilities:
  - a. The president shall have the ultimate responsibility for the functioning of the Chapter and its relationship with AIBD. The president shall convene and conduct the general membership meetings. The president shall solicit committee heads and work with other organizations.
  - b. The vice president shall aid the president and coordinate membership recruitment. The vice president shall assume the duties of the president in the latter's absence and shall assume the office of the president should it become vacated during the stated term of office. She/he shall perform other duties assigned by the president.
  - c. The secretary shall be responsible for correspondence, record keeping and prepare the Chapter's annual report for presentation to the Chapter and submission to the AIBD. She/he shall perform other duties assigned by the president.

### **ARTICLE VI – Elections and Terms of Office**

1. **Elections:**
  - a. All AIBD members of the Chapter are entitled to vote for the officers of the Chapter.
  - b. Nomination and elections of officers shall be supervised by the president.
  - c. Nominations will be accepted during the elections meeting.
  - d. Vacancies in offices other than the president (see Article V) shall be filled by appointment of the leadership board.
2. **Terms of Office:**
  - a. Terms for all officers shall be for one year, or until a successor is elected and qualified.
  - b. A new president is encouraged each year.

**ARTICLE VII - Committees**

1. Committees shall be assigned as necessary by the leadership board.

**ARTICLE VIII – Finances**

1. The Fiscal Year of the Chapter shall begin July 1.
2. In addition to the AIBD national annual dues the Chapter may charge annual dues.
3. The Chapter may charge fees for special events and projects.
4. The dues and fees shall be fixed by a majority vote the leadership board.
5. All expenditures shall be for Chapter activities only.

**ARTICLE IX – Records**

1. The Chapter shall keep correct and complete book and records of accounts and shall also keep minutes of the proceedings of its general membership and leadership board meetings.
2. All books and records shall be stored electronically in an online method established by AIBD.

**ARTICLE X - Amendments**

1. This Constitution may not be amended.
2. The Chapter may approve policies and procedures to accompany this Constitution.

**ARTICLE XI – Dissolution of the Chapter**

1. Dissolution of the Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.
2. When it becomes in the best interest of the Institute, the AIBD Board of Directors may revoke the charter of the Chapter.
3. Should the Chapter be dissolved, its assets and liabilities shall be transferred to AIBD.

**ARTICLE XII – Parliamentary Procedures**

1. All questions of parliamentary procedure shall be decided in accordance with the forms laid down in the latest edition of Robert’s Rules of Order.

**ARTICLE XIII – Ratification**

1. This Chapter shall be chartered by the board of directors of the American Institute of Building Design and Chapter business shall at all times be conducted in accordance with this Constitution and the Institute Bylaws.
2. Ratification shall be determined by a two-thirds vote of the AIBD members present.

Date Ratified by the Chapter: \_\_\_\_\_

Chapter Secretary: \_\_\_\_\_  
(Please print)

Secretary Signature: \_\_\_\_\_

Once ratified by the Chapter, please forward an executed copy of this Constitution to the AIBD.

By Mail:

American Institute of Building Design  
529 14<sup>th</sup> Street NW  
750 National Press Building  
Washington, DC 20045

By Fax:  
866-204-0293

By Email:  
info@aibd.org

**AMERICAN INSTITUTE OF BUILDING DESIGN  
Statement of Disclosure Form**

As a director, officer, examiner or key employee of AIBD, I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, as the term is defined in the Conflict of Interest Policy.

- I have the following interests in third parties providing goods and services to AIBD:
  
- I serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of AIBD, or take public positions contrary to those of AIBD:
  
- I expect to receive compensation from AIBD in the following amount, not including reimbursement of reasonable expenses:
  
- The following members of my family expect to receive some form of compensation or material financial benefit from AIBD:
  
- Outside of my capacity as a director, officer, or key employee of AIBD, I have a family relationship or business relationship with the following directors, officers, or key employees of either organization:
  
- I wish to disclose the following additional facts or circumstances:

I have read the AIBD Conflict of Interest Policy in full, and understand that I am required to notify the board of directors of AIBD in the event of any material change to the answers I have provided in this statement.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_



**AIBD RECORDS RETENTION / DESTRUCTION GUIDELINES**

<b>Description</b>	<b>Retention Period</b>
Accident Reports and Claims(settled cases)	7 years
Accounts payable invoices, ledgers and schedules	10 years
Accounts receivable ledgers and schedules	10 years
Audited Financials/Annual Reports	10 years
Bank statements and cancelled checks (see exception below)	6 years
Charts of accounts	10 years
Checks (canceled for important payments, i.e., taxes, purchases of property, special contracts, etc. (checks should be filed with the papers pertaining to the underlying transaction)	6 years
Contracts and leases (expired)	10 years
Contracts and leases still in effect	Permanently
Corporate/Organizational records	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters only)	Permanently
Correspondence (routine) with members, customers, or vendors	1 year
Deeds, mortgages, and bill of sale	Permanently
Depreciation schedules	Permanently
Employment applications (Three years after application for individuals not hired; three years after termination for individuals hired.)	3 years
Financial statements (end-of-year, other months optional)	Permanently
General ledgers (and end-of-year trial balances)	Permanently
Historical data	Permanently
Insurance policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Minutes of House of Delegates, Board of Directors, and each Council governing Board, including by-laws and charter	Permanently
Notes receivable ledgers and schedules	6 years
Payroll records (Time sheets, payroll journals, payroll tax returns, W-2 forms, Personnel files (after termination)	7 years
Pension/Retirement Plan documentation and filings	Permanently
Property records-including costs, depreciation reserves, end-of-year trial balances, depreciation schedules,	Permanently
Tax exemption documents	Permanently
Tax returns and worksheets, revenue agents' reports and other documents relating to determination of income tax liability	7 years
Trade mark registrations	Permanently

Chapter Annual Reporting Form

AIBD Chapter Annual Report



AMERICAN INSTITUTE of BUILDING DESIGN

**How to Apply:**

- No fees are required.
- If an AIBD State Society exists in your state, local approval of the chapter is required.
- Approval by the local State Society can be facilitated by the AIBD national staff, upon request.
- Return this completed application form and any supporting documents to the AIBD headquarters by mail, email or fax using the contact information below.

**Contact:**

Phone: 800-366-2423

Fax: 866-204-0293

Email: info@aibd.org

Address: 529 14th St. NW Suite 750 Washington, DC 20045

**President (elect)**

Name:

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

**Vice President (elect)**

Name:

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

**Secretary (elect)**

Name:

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

**General Membership Meeting History** (Please provide locations and dates)

Meeting #1

Meeting #2

Meeting #3

Meeting #4

To list more meetings, please include a separate sheet.

**Financial Report**

**Revenue:**

Membership Dues = \$ \_\_\_\_\_

Meeting Registrations/Fees = \_\_\_\_\_

Miscellaneous Income = \_\_\_\_\_

Total Revenue = \$ \_\_\_\_\_

**Expenses:**

Total Expenses = \$ \_\_\_\_\_

**Certification**

As President of this AIBD Chapter, I certified that the above information is true to the best of my knowledge

\_\_\_\_\_  
Signature (current, i.e. outgoing, President) Date: \_\_\_\_\_



*Enhancing, developing, educating and promoting the value of the residential design professional*

**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**STANDING BOOK OF RULES**

Amended from previous corporation (Delegates) - August 12, 2010  
Amended (Board) – November 4, 2010 (Travel Reimbursement Form)  
Amended (Delegates) – January 14, 2011 (Dues)  
Amended (Education Committee) – March 30, 2011 (CE Request Form)  
Amended (Delegates) – July 27, 2011 (12 Locations)  
Amended (Delegates) – August 5, 2012 (13 Locations)  
Amended (Board of Directors) – September 5, 2012 (Membership Agreement)  
Amended (Delegates) – January 25, 2013 (Electronic Meetings, CE Policy, Records Retention Policy, Conflict of Interest Policy)  
Amended (Delegates) – July 15, 2013 (Policy Position Procedure)  
Amended (Delegates) – July 29, 2014 (Professional member dues)

National Headquarters:  
529 14<sup>th</sup> St. NW, Suite 750  
Washington, DC 20045  
1-800-366-2423  
info@aibd.org  
www.aibd.org

**#16.4**  
**(For Information Only)**

For Information Only

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Copies of all Forms Supplements are available through the national office or on the official AIBD website in the Member Forum Section.

**#16.4**  
**(For Information Only)**

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# #16.4 (For Information Only)

## I. Code of Ethics and Conduct

### Preamble

Members of the American Institute of Building Design are committed to developing new, improved design educational standards, encouraging inter-professional relations in the building industry, and promoting research in the aesthetic and technical aspects of the profession. This commitment involves the public, whom they serve, and the profession, whom they represent.

### A. General Obligations

Members shall strive to improve and advance their knowledge and expertise in the profession of building design and shall expend every effort to contribute to its improvement and growth.

1. Members shall continuously strive to demonstrate and improve both their knowledge and competence.
2. Members shall seek a method of improving the design standards of the day to the highest possible level.
3. Members shall attempt to promote public awareness, as it relates to evaluating professional competence in the building industry.

### B. Public Obligations

Members shall strive to serve the public in every aspect of both professional and ethical conduct.

1. Members shall keep themselves informed of all pertinent laws, ordinances and building codes.
2. Members shall not engage in, assist, or be a party to, any business practice which is, or could be, fraudulent, illegal, or deceptive.
3. Members shall not knowingly infringe on the copyright of another's work either in the profession or in business practice.
4. Members are encouraged to be involved in community and civic activities that are beneficial to their community, state, or nation.
5. Members shall not discriminate in their professional conduct on the basis of race, religion, gender, physical/mental disability, or national origin.

### C. Professional Obligations

Members shall conduct their professional activities contributing to the health, welfare, and safety of the public, and to the advancement and understanding of their profession.

1. Members acting in a professional capacity shall make clear whether statements or actions are personal opinions, or have official direction and approval when such statements might be construed to represent the Institute.
2. Members shall not make misleading statements regarding their expertise, qualifications or performance.
3. Members shall exercise reasonable effort in assuring that their work is in the best interest of public health, welfare, and safety and to encourage such action in others of the building industry.

### D. Enactment

This Code of Ethics and Conduct shall be adopted by the ~~House of Delegates~~ **board of directors** of the Institute and shall take effect at such time as determined by the resolution of adoption.

### E. Enforcement

This Code of Ethics and Conduct shall be enforced by such remedies and resolutions adopted by the ~~House of Delegates~~ **board of directors** of the Institute, consistent with the provisions of the Institute Bylaws Art. III, § 5.4, & Art. V, § 2.3 on member and officer discipline and maintained in the Standing Book of Rules.



**#16.4**  
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**F. Application**

The Code of Ethics and Conduct applies to the professional activities of all members of the Institute.

For Information Only

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## II. Legislative Policy

### A. Purpose

The purpose of a legislative policy for the Institute is to define the minimum and the preferred areas of practice for its members. This policy should be used as a guide in development of legislation for introduction in each respective state legislature by chartered state societies and/or at large members and affiliated groups that they might be working with. Definition of this practice area shall be determined by each respective state's legal statutes through specific exemption, licensing, registration, or other means.

### B. Minimum Practice Area

The minimum practice area for members is unlimited, one-, two-, and three-family home designs. No restriction by square footage, number of stories, or mechanical devices such as elevators or stair lifts will be acceptable. In addition all farm and agricultural buildings shall be exempt.

### C. Preferred Practice Area

The preferred practice area for members includes unlimited, one-, two-, and three-family home designs as defined above, and additionally:

1. Residential buildings with twelve or fewer units including the attachments common for such structures, not exceeding three stories.
2. Buildings and structures classified as business and mercantile, as defined in each respective state building code, and churches with an occupant load of four hundred or less, where such building or structure does not exceed six thousand square feet in total net floor area or three stories.
3. Buildings and structures classified with respect to use as factory and industrial and storage as defined in each respective state building code, where such building or structure does not exceed twenty thousand square feet in total net floor area or three stories.
4. Additions, remodeling, store fronts, or interior design that makes no change in occupancy or occupancy load and without modification to the structural system.

## III. Membership

### A. Membership Application Procedures (Amended 8/5/2012)

All Professional membership applicants (unless otherwise noted in the Bylaws) shall submit the following:

1. A completed application form.
2. ~~Two (2) references; by providing names, phone numbers and/or email addresses, and relationship.~~

### B. Annual Dues for National Membership (Amended 8/6/12, 7/29/14)

1. The Annual Membership Dues are set as follows:	National	At Large	Society
<b>Professional Membership Category:</b>			
Certified Professional member	<del>\$ 405</del>	<del>\$ 405</del>	<del>\$ 380</del>
Professional member	<del>\$ 405</del>	<u>\$ 289</u>	<del>\$ 380</del>
Retired Professional member	<del>\$ 25</del>	<u>\$ 0*</u>	<del>\$ 25</del>
<b><u>Lifetime member</u></b>	<b><u>\$ 0</u></b>		
<b>General Membership Category:</b>			
Design Student member	<del>\$ 15</del>	<del>\$ 15</del>	
Educator member	<del>\$ 70***</del>	<del>\$ 70***</del>	
Associate member	<del>\$ 160**</del>	<del>\$ 95***</del>	
Corporate member	\$ 1000 (Amended 7/27/2011) <b><u>\$450 for non-profits</u></b>		

## #16.4 (For Information Only)

Affiliate member \_\_\_\_\_ \$ 450\*\*

\* ~~If the member is a Corporate member of the Institute, the CE Provider fees are waived. **Professional members transferring to Retired Professional membership must pay a one-time fee.**~~

\*\* ~~May be waived with the recommendation of the Board of Directors and a majority vote of approval by the House of Delegates.~~

\*\* ~~If an Associate Member's parent company is a national Corporate member, the national Associate dues for society members will be waived.~~

\*\*\* ~~If the institution in which the member teaches has a student chapter with at least five (5) student members, dues are waived.~~

2. Dues are subject to change in accordance with the bylaws.
3. ~~If an Associate Member wants to join more than one Society, they may do so. They pay one national membership and one initiation fee to national. The member would be responsible for notifying the national office which Society they want their national dues billed through. They will be listed under each Society in the membership roster.~~
4. ~~NCBDC certificate holders shall be required to pay an annual \$100 re-certification fee to continue their certification status. (Added 7/27/2011)~~
5. ~~Master Residential Designer Council (MRD) members shall be required to pay an annual \$75.00 membership fee. (Added 7/27/2011)~~

### C. Dues Renewal

1. The annual renewal date for payment of dues for all shall be the first day of the month following a member's membership anniversary date.
2. ~~Professional members have the option of renewing their yearly membership in installments as follows:~~
  - a. ~~Two equal installments, the first due no later than the member's annual renewal date, the second due no later than six months following, or~~
  - b. ~~Four equal installments, the first due no later than the member's annual renewal date, and the remaining installments due no later than three months, six months, and nine months following.~~
  - c. ~~A Membership Renewal Multi Payment Form (see supplement 1) must be completed and signed by the member. The form is available from the national office and must be returned to the national office together with the first payment no later than the member's annual renewal date; subsequent payments for the same membership period require authorized automatic charges to a credit card, debit card or bank account. (Amended 1-14-11)~~
  - d. ~~Members on an installment plan remain subject to the reinstatement provisions of the Bylaws.~~
  - e. ~~Members on an installment plan remain subject to late fees and processing fees as established in the Book of Rules.~~

(Amended 8/12/10)

### D. Forwarding Society Dues

The national office will not issue checks to a Society for its portion of the dues until it is certain that the checks deposited from members have cleared.

### D. Membership Privileges (Amended 8/5/2012)

1. Professional Membership Category
  - a. Certified Professional:
    - 1) May use "Professional Member of American Institute of Building Design" or "Certified Professional Member" or "Certified Professional Building Designer" as part of their title.
    - 2) May use the acronym "AIBD;" "CPBD;" or "AIBD, CPBD" behind their name.

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- ~~3) May use the NCBDC Seal to certify plans and documents prepared personally or under their direct supervision. (Added 7/27/2011)~~
- ~~3) May use the Institute logo, as it relates to their business and/or credentials.~~
- ~~4) May receive access to the national roster in electronic format.~~
- ~~5) May be entitled to any other privileges and benefits as might be provided from time to time by the Institute's House of Delegates.~~
- a. Professional:
  - 1) May use "Professional Member of American Institute of Building Design" or "Professional Member" or "Professional Building Designer" as part of their title.
  - 2) May use the Institute logo, as it relates to their business and/or credentials.
  - 3) May receive access to the national roster in electronic format.
  - 4) **May, if certified by NCBDC, use the acronym "AIBD;" "CPBD;" or "AIBD, CPBD" behind their name.**
  - 5) May be entitled to any other privileges and benefits as might be provided from time to time by the Institute's House of Delegates **board of directors.**
- c. Retired Professional:
  - 1) May retain all rights and privileges for the membership category from which they retired when retiring in good standing.
- d. **Lifetime:**
  - 1) **May retain all rights and privileges for the membership category from which they were awarded Lifetime membership.**
2. ~~General Membership Category~~
  - a. Design Student:
    - 1) May use "Student Member of American Institute of Building Design."
  - b. Educator:
    - 1) May use "Educator Member of American Institute of Building Design" as part of their title.
    - 2) May use the Institute logo as it relates to their credentials only.
    - 3) May receive access to the national roster in electronic format.
    - 4) May be entitled to other privileges and benefits as might be provided from time to time by the Institute's House of Delegates **board of directors.**
  - c. Corporate:
    - 1) May use "Corporate Member of American Institute of Building Design" as part of their title.
    - 2) May use the Institute logo as it relates to their business and/or credentials.
    - 3) May receive access to the national roster in electronic format.
    - 4) May receive established discounted fees for advertising in Institute publications and for participating in any other structured fee activity, exhibits, etc.
    - 5) May be entitled to other privileges and benefits as might be provided from time to time by the Institute's House of Delegates **board of directors.**
  - d. ~~Affiliate:~~
    - 1) ~~May use "Affiliate Member of American Institute of Building Design" as part of~~ \_\_\_\_\_ ~~their title.~~
    - 2) ~~May use the Institute logo as it relates to their business and/or credentials.~~
    - 3) ~~May receive access to the national roster in electronic format.~~
  - d. Associate:
    - 1) May use only "Associate Member of American Institute of Building Design" as part of their title.

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- 2) May use the Institute logo as it relates to their business and/or credentials.
- 3) May receive access to the roster in electronic format of the state Society to which they belong.
- 4) May be entitled to any other privileges and benefits as might be provided from time to time by the Institute's ~~House of Delegates~~ **board of directors**.

### **F. Corporate Membership Benefits (Amended 7/27/2011)**

1. ~~May receive access to the national roster in electronic format and distribute it to the regional sales representatives.~~
2. ~~May receive a listing in a regular publication of the Institute, the national roster and on the AIBD website.~~
3. ~~May receive a free link on the AIBD website.~~
4. ~~May be registered as a Continuing Education Provider.~~
5. ~~May receive complimentary national associate dues for local representatives to Societies.~~
6. ~~Any other benefits that may be established by the Board of Directors.~~
7. ~~AIBD Corporate discounts are determined as follows:~~
  - ~~Annual convention event sponsorships 20% discount~~
  - ~~Annual convention exhibit area 50% discount~~
  - ~~AIBD publication advertising 15% discount~~

### **F. Membership Fees (Amended 8/5/2012)**

1. ~~An initiation fee of forty five dollars (\$45) shall be charged to any new member joining the Institute.~~
  2. ~~A \$10 late payment fee will be charged to the member for any dues payment not received in the national office within fifteen days of the due date for payment.~~
  3. ~~A \$3 processing fee will be added to each payment in an installment payment plan to cover associated costs.~~
  4. ~~The House of Delegates may temporarily waive membership fees during special membership recruitment or retention drives.~~
1. **Professional members transferring to Retired Professional membership shall pay a one-time fee equaling one year of Professional membership.**

### **H. Resignation and Termination for Nonpayment of Dues**

~~If a Society~~ **the Institute** receives notification from one of its members of the intention to resign, or in the event the member is ~~sixty~~ **thirty** days delinquent in payment of dues, ~~the District Director for that Society should be notified immediately so that the District Director may help to retain that member. If the Society and District Director are not successful in retaining the member, the national office should be notified.~~ A letter will be sent from the national office recognizing the resignation or termination of membership due to nonpayment of dues and notifying the member that their name will be removed from the national roster and they must return their membership certificate as required by their membership agreement and, in the case of termination for nonpayment of dues, AIBD Bylaw Art. IV, § 1 (D) (3).

### **I. Membership Agreement Form**

1. As a benefit of membership in the Institute certain rights and privileges are granted by the Institute to its individual members as stipulated in the Institute's Bylaws and Book of Rules.
2. Since these rights and privileges are granted only to members in good standing, a Membership Agreement Form (see supplement 2) shall be signed by each new member, verifying their agreement to the terms and conditions contained therein. The Membership Agreement Form shall be approved by, and may from time to time be changed by, the board of directors.

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### J. Membership Change in Status (Amended 8/5/2012)

1. ~~Members in good standing may voluntarily apply to change their membership status by filling out a Membership Change of Status Form and submitting it to their society for review, or submitting to their District Director if a society does not exist, and by meeting the membership requirements established in Article II: Membership in the Institute's bylaws.~~
  - a. ~~Members classified as General members may apply to change their status to Professional by following the procedures established in Section A of this article.~~
  - b. ~~Members classified as Professional members may apply to change their status to Retired.~~
  - c. ~~Except for those changes in status described in sentence "a" above, a change in status commences on the day after the member's active yearly membership expires. Any changes from General to Professional membership will be issued a new annual renewal date.~~
  - d. ~~Members voluntarily applying for a change in status must pay dues, either in full or by installment plan, as provided for in Article III, Section C. Dues Renewal, of this Book of Rules.~~

## IV. Financial Policies & Procedures

### A. General Accounts

The following comprise the general accounts of the Institute:

1. Operating Account
2. General Savings
3. Memorial Account
4. Investment Account
5. Contingency Fund
6. Council Accounts (Added 7/27/2011)

### B. Definitions

Definitions of the general financial accounts of the Institute are as follows:

1. Operating Account: A checking account with general funds used for the payment of debts and deposit of funds for said payments.
2. General Savings: Funds set aside for specific future uses as determined by the ~~House of Delegates~~ **board of directors**, and as a depository for the receipts in excess of the annual budgeted income.
3. Memorial Account: Funds to be utilized for specific purposes as designated by the ~~House of Delegates~~ **board of directors under the advisement of the college of fellows** (i.e. Scholarships and Honorariums).
4. Investment Account: For the purpose of certain higher yield investments as may be approved by the board of directors, ~~and authorized by the House of Delegates.~~
5. Contingency Account: Funds set aside for emergencies or unforeseen deficits that may arise during a fiscal year. Contingency account funds shall be set forth in the annual budget and shall appear as a single line item, in both the expense and income categories.
  - a. Allocations and Maintenance
    - 1) Allocations shall be made to the account in the amount of one half of one percent of the balanced budget each year. This balance will accrue until it reaches an amount of \$25,000.00. The ~~House of Delegates~~ **board of directors** at the first annual meeting of each fiscal year shall review the account and decide if allocations are to be made beyond the \$25,000.00 level, or to suspend allocations for the current year allowing a balance below the \$25,000.00 level.

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- 2) In the event that funds are used from the account which results in a balance less than \$25,000.00, The board of directors shall attempt to replenish the fund in one or more of the following methods.
  - a) Assess the Professional membership in accordance with procedures determined in the bylaws.
  - b) Solicit contributions from Societies chapters, individuals, or other sources.
  - c) Replenish over time by normal dues allocations.
- b. Disbursements
  - 1) All disbursements from the account shall be approved by the board of directors ~~or the House of Delegates~~ as required to continue operations in the event of an emergency or unforeseen deficit. No funds are to be used for any other purpose.
- c. Maintenance
  - 1) Funds shall be in an FDIC insured account.
  - 2) Any interest accrued shall remain in the account until the balance reaches the prescribed cap, and at that time shall be transferred to the General Saving Account.
6. Council Accounts: Temporarily restricted accounts to be used in the management of funds related to the independent councils of the Institute. (Added 7/27/2011)

### C. Special Accounts

Other accounts may be added or these accounts amended as may be approved by the board of directors, ~~and authorized by the House of Delegates.~~

### D. Transaction Endorsements

1. All financial accounts of the organization shall require at least two authorized signatures for any transaction that is not repetitive, is not contractual or exceeds \$2500. The following individuals are authorized signers and their names and legal signatures shall appear on all account signature cards: president, treasurer, and internal vice president. The chief staff officer shall also be an authorized signer whose name and legal signature is to appear on the signature cards. However, the president, treasurer, or internal vice president must co-sign any transaction signed by the chief staff officer.

(Amended 8/12/10)

2. The AIBD may use electronic transfers for routine payments where repetitive instructions have already been established. The chief staff officer and the treasurer shall have security access for repetitive electronic transfers. It is the policy of the AIBD to allow the chief staff officer to make routine repetitive electronic transfers which have been established with the banking institutions. Electronic transfers initiated by the chief staff officer are verified and approved by the treasurer.

(Inserted 8/12/10)

### E. Financial Reports

1. Financial reports will be produced quarterly and will consist of an Income and Expense Statement, as well as a Balance Sheet. The financial reports will be generated by the national staff, reviewed by the treasurer, and presented to the board of directors. ~~All financial reports will be submitted bi-annually by the Board of Directors to the House of Delegates.~~
2. An annual review of the finances shall be conducted by an Audit Committee in accordance with the Institute's Bylaws. The Committee shall use as a guideline the Financial Review Form adopted by the board of directors for this purpose (see supplement 3.)
3. Within thirty days of appointment at the first ~~House of Delegates~~ **board of directors** meeting of the year, the Audit Committee shall receive from the national office a copy of the previous year's financial reports

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as defined above, the previous year's budget and a Statement of changes in Financial Position for the two previous years. The committee shall review these reports looking primarily for wide variances from year to year and from Budget to Income and Expense Statement in addition to significant changes in the Balance Sheet. The national office will provide in a timely manner, any additional information or detail requested by the committee.

4. The Audit Committee shall present its findings in letter form ~~at the mid-year House of Delegates meeting. The letter shall be completed and submitted to the national office in time to be noticed to the House of Delegates within the thirty-day time frame.~~ This letter shall outline concerns found, if any, and suggestions, if any, for improvement in the financial management of the Institute. This letter shall be entered into the records of the Institute along with the Treasurer's Report ~~presented at that meeting.~~ One member of this committee shall be prepared to answer any questions that the House of Delegates board of directors may have at that time.

### F. Reimbursable Expenses

1. General:
  - a. Any member may submit a request for reimbursement of legitimate committee-related expenses to their respective chairman who will initiate a purchase order, or check requisition. Such purchase order, or check requisition, shall be submitted to the chief staff officer for final review and processing. Legitimate expenses are those incurred in accordance with the Bylaws and the budget of that committee.
  - b. Direct costs related to committee operations, including, but not limited to, office supplies, long distance phone calls, conference calls, faxes, etc. shall be reimbursed at the full cost of the item provided receipts accompany the request.
  - c. The immediate past president will be eligible for expense reimbursement as a member of the board of directors.
2. Travel:
  - a. All reasonable and related travel expenses of the chief staff officer and assisting staff members, when attending board of director meetings, the annual convention meeting, or serving in any other official capacity on behalf of the Institute, shall be reimbursable, when their role has advanced approval by the board of directors, or the president on its behalf.
  - b. All travel-related expenses of the members of the board of directors which are necessary to fulfilling their duties are reimbursable. These expenses may be coordinated by the national office and paid directly or paid by the member and submitted for reimbursement.
  - c. Travel itineraries should be arranged in the most cost effective manner.
3. Travel Reimbursement Form: (see supplement 4.)
  - a. The Institute shall provide a form to be completed by each member requesting reimbursement. The form shall include space for the following information:
    - 1) Member's name and address
    - 2) Purpose of Expenditure
    - 3) Location and Date of Expenditure
    - 4) List of Expenses
    - 5) Member's signature and date of request
    - 6) AIBD staff approval
4. Administration:
  - a. The following policy establishes the procedure for obtaining advance approval, the qualifications for reimbursement eligibility, and the procedures for reimbursement. The following policy is intended for reimbursement of expenses incurred while representing the Institute as a committee member at



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meetings and/or events both inside and outside the Institute. When employing this policy for purposes of reimbursement for expenses incurred while representing the Institute outside of the internal meetings of the Institute, it is imperative that it be made clear to the organizers of that meeting and/or event that the committee member in attendance is there to represent their respective committee within the Institute.

- b. Advance Approval:
  - 1) All members of the board of directors and standing and special committee chairpersons are required to submit yearly budgets by April 1 of each year. Within those budgets, expected travel and reimbursable expenses are to be submitted for budget consideration by the board of directors. ~~Requests shall be submitted in the form of line items with projected travel and purchases specified. After consideration budgeted items are then submitted for approval by the House of Delegates at the annual convention.~~ The approved budget shall operate from July 1 of one year to June 30 of the next calendar year.
  - 2) All reimbursement requests shall be submitted to the Institute's ~~secretary~~/treasurer within fourteen days of the expenditure. Requests must be made using the Travel Reimbursement Form intended for that purpose.
  - 3) Any reimbursable expenses that are not included in the approved budget shall require at least thirty days advanced review and approval by the Institute's ~~secretary~~/treasurer. During the course of the fiscal year, should the expenditures be more than originally projected, the Institute's ~~secretary~~/treasurer shall notify the committee chairperson and advanced approval of any further expenditure will be required.
- c. Reimbursement Procedure:
  - 1) A completed Travel Reimbursement Form is required with an airline itinerary and receipts for other expenses. It shall be submitted to the national office, where it will be compared to the appropriate committee budget and processed for payment. Any questions regarding the request will be discussed with the submitter by a member of the staff or the board of directors, and may result in a delay in processing.
5. Travel Reimbursement Eligibility:
  - a. Other than the expenses of regularly scheduled board of directors meetings, the expenses related to committee meetings ~~at the annual convention, mid-year meeting and regularly scheduled House of Delegates meetings~~ are not reimbursable. If the committee member represents another organization simultaneously, i.e. NAHB, ICC, CSI, etc., and is being reimbursed by that organization also, and then only a partial reimbursement will be approved, in an amount proportionate to the member's active participation as a representative of the Institute.
  - b. Travel expenses will be reimbursed for coach class round trip airfare purchased at least twenty one days in advance or in the most cost-effective manner. This amount shall be determined by an established travel agent or recognized internet travel site. Full reimbursement will be made on tickets purchased less than twenty-one days in advance under unforeseen circumstances. Such circumstances shall be determined by and require the approval of the board of directors.
  - c. Other expenses eligible for reimbursement include overnight lodging, meals (exclusive of alcohol), taxis, parking, tolls, etc.
  - d. Expenses such as train fare, personal mileage (at the current IRS rate), and car rentals are eligible for reimbursement only when the expense is equal to or less than a coach class airfare ticket purchased twenty one days in advance or in the most cost effective manner, unless otherwise approved by the board of directors.

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- e. One-day travel with no overnight stay is reimbursable for actual expenses (excluding transportation) up to \$80 with appropriate receipts. Meeting travel requiring overnight stays will be reimbursed for actual expenses (including lodging) up to \$150 each travel day with appropriate receipts.

### G. Credit Cards

1. The President shall be issued a major credit card for the purpose of transacting any business for the Institute as authorized by the board of directors. In addition the chief staff officer, or other officer as designated by the president, shall be entitled to a duplicate card.

### H. Fees

1. Any member who either has a check returned or a credit card denied twice will be required to handle any future transactions with the national office with a money order or bank check. Any bank fees, penalties, or other costs charged to the Institute because of bad checks or unaccepted credit cards will be charged back to the individual member responsible with twenty-five percent of the combined sums charged to the Institute to be added on as a handling fee.

## V. Memorial Scholarships

The Institute has established and administrates two scholarship funds:

### A. AIBD Memorial Scholarship

The purpose of the AIBD Memorial Scholarship Program is to perpetuate the memory of all persons in the Institute who preceded current members and made the Institute possible.

1. The AIBD Memorial Scholarship Fund is to be used to provide scholarships to those entering the profession of building design.
2. The fund is to be administered by the college of fellows. The chancellor is to appoint an administrator from the active membership of the college.
3. These funds shall be dispersed to a university, college, or vocational school that has recognized the profession of building design in the name of the recipient, upon written application, having been filled out and returned to the national office and forwarded to the administrator of the fund.
4. The AIBD Memorial Scholarship Fund shall be a trust account and have a minimum balance of \$100.00.
5. Grants from the fund shall be granted in amounts directly proportionate to the number of applicants and amount of funds on hand.
6. The administrator of the fund, the chancellor of the college of fellows, the treasurer and the president of the Institute shall be granted the authority to disperse the funds, with any three in agreement.
7. Monies may be placed in the fund in the name of any person, firm, or organization that agrees with the ethics, standards and goals of the Institute.
8. A memorial honor roll shall be placed at the national office and on it shall appear the names of those memorialized.
9. The Institute shall annually allocate one percent of the Institute's total membership dues income to the AIBD Memorial Scholarship Fund.

### B. Annette Farmer Memorial Scholarship

At the 2006 Annual Convention, W.D. Farmer, FAIBD, provided \$15,000 to establish the Annette Farmer Memorial Scholarship. The following rules govern the fund:

1. The Annette Farmer Memorial Scholarship fund will provide annually a \$1,000 scholarship to a Student member in good standing.

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2. The fund will be administered by the college of fellows by an administrator appointed from the active membership of the college. The administrator shall serve until such time as the college feels it is appropriate to name a successor.
3. The scholarship shall be awarded each year at the Institute's annual convention.
4. The college of fellows shall establish criteria for awarding the scholarship, to be published and distributed to all Student members.
5. The administrator of the fund, the chancellor of the college of fellows, and the Institute's president shall review applications for the scholarship and shall decide on the recipient by majority vote.
6. Money for the fund shall be held in a federally insured, interest bearing account. Any interest accrued by the fund shall be reinvested in the fund.

### **VI. Continuing Education Policy**

#### **A. Education Committee Authority and Guidelines (Amended 1/25/2013)**

1. Demonstrating its commitment to Continuing Education (CE), the Institute shall form an Education Committee comprised of a minimum of three Professional Building Designers who shall be appointed to the Committee by the President. When possible, continuity should be maintained with at least one member retained from the previous year.
2. The duties of the Education Committee shall be:
  - a. To define criteria for continuing education requirements in accordance with the Institute's Bylaws.
  - b. To recommend changes in the requirements to the House of Delegates.
  - c. To interpret, monitor, administer and enforce those requirements that are adopted by the House of Delegates and to determine whether requests for credit meet the standard requirements.
  - d. Any additional duties as prescribed by the Board of Directors.
3. Decisions of the Education Committee may be appealed to the Board of Directors for a final decision.
4. The Education Committee should endeavor to work with other allied professions, State and local authorities, non members and consumers to promote educational opportunities for all members.
5. Authority to discipline and enforce infractions of the CE requirements shall be invested in the Institute's House of Delegates.

#### **B. Standards (Amended 8/5/2012, 1/25/2013)**

1. Certified Professional members shall report a minimum of eight CE credits annually on or before their annual certification renewal date. The fulfillment of these requirements shall be necessary to maintain Certified Professional membership in the Institute.
  - a. Credit requests shall include all of the following:
    - 1) The member's name and phone number or e-mail;
    - 2) The date, presenter, topic, and length of the event; and
    - 3) Supporting documentation verifying participation or supporting the credit request as provided in this policy
  2. Each credit shall consist of one contact hour, which is one clock hour of interaction between a member and instructor, or between a member and materials, which have been prepared to cause learning. When calculating the number of "contact hours", the number of contact minutes should be totaled and divided by 60 to arrive at the number of contact hours.
  3. CE credits shall be calculated and verified as follows:
    - a. One CE credit for each contact hour of education based on, but not limited to, the following guidelines:

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- 1) Classroom credit from accredited universities, colleges, vocational, or technical training institutions in courses relating to architecture, design, engineering, business or industry related skills.
  - a) Provide a copy of a transcript.
- 2) Seminars, events or approved courses presented by the Institute, one of its societies, councils, AIBD CE Providers or industry peers, e.g. as the American Institute of Architects (AIA); the National Association of Home Builders (NAHB); the American Society of Interior Designers (ASID); the Construction Specifications Institute (CSI); the International Code Council (ICC); or the National Fire Protection Association (NFPA), etc.
  - a) Provide a copy of a written communication, i.e., letter, email, transcript, certificate, sign in sheet, a form signed by the presenter, etc., confirming a member's attendance and completion of the event.
- b. A combined maximum of four (4) CE credits each year may be earned through any of the following activities:
  - 1) One CE credit for each contact hour of voluntary service on a planning commission or architectural review committee for either a local government or private community.
    - a) Provide written verification, e.g., a letter from the organization, meeting minutes, a form signed by the chairperson, etc., which includes the member's name as being in attendance.
  - 2) One CE credit for each article related to the profession of building design which is personally written and published in any media.
    - a) Provide a copy of the article that includes the source it was published in and the member's name. (Electronic articles must be printed, URL links are not acceptable) Articles must be 250 words or more.
  - 3) One CE credit for each contact hour developing and presenting an educational workshop or seminar or teaching a building design related course.
    - a) Provide a course syllabus, outline or a copy of the material presented and the amount of time to prepare and present. Or provide a course description and course length published in a catalog, brochure, email or other marketing piece.
  - 4) One CE credit for each contact hour of any industry related seminar, event or course.
    - a) Provide a copy of a written communication, i.e., letter, email, transcript, certificate, sign in sheet, a form signed by the presenter, etc., confirming a member's attendance and completion of the event.
  - 5) One CE credit for each contact hour for hiring and teaching an intern.
    - a) Provide written verification by using the AIBD On the Job Training Form.
  - 6) One CE credit for each accepted entry in the annual ARDA design competition, a local chapter's design competition, or other AIBD design competition. Judging any design competition shall not be counted towards CE credits.
    - a) Provide written verification of the year and number of entries from the competition administrator. No report is necessary for AIBD national competition(s).
  - 7) One CE credit for each hour of participation in either design or construction of charitable projects, e.g. Habitat for Humanity.
    - a) Provide written verification, e.g., a letter from the organization, a sign in sheet, a signed form, etc., of the member's participation.
  - 8) One CE credit for each hour taking and passing a certification or licensure exam, e.g. an industry related certificate program, or a state architectural, building or engineering licensure exam.
    - a) Provide a copy of a certificate or letter verifying successful completion and the length of the exam(s).

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- ~~9) One CE credit for each contact hour for a tour of a building, community, facility or vessel with architectural, construction, interior design, building code, or engineering significance.~~
  - ~~a) To verify a professionally guided tour:
    - ~~i. Provide a brief tour outline including location, length and subject matter, e.g., architectural, historical, building science, manufacturing, etc.~~
    - ~~ii. Provide the name and credentials of the leader(s): A leader or designer who is a Certified Professional Member, licensed architect or a professional with a relevant educational background or expertise.~~~~
  - ~~b) To verify a self-guided tour:
    - ~~i. Provide a brief tour outline including location, length and subject matter, e.g., architectural, historical, building science, manufacturing, etc.~~
    - ~~ii. Provide a minimum 250 word composition on the knowledge and skills learned by having taken the tour and how the learning can be applied to the member's career.~~~~
- ~~4. CE credits shall always be posted to the current or past due years and may not carry over from year to year.~~
- ~~5. CE credits shall not be earned by duplication of tests, events, courses, tours, etc. that have been taken and submitted within the previous 36 months. Courses using the same name from year to year but presenting new content may be approved by the Education Committee.~~
- ~~6. All submitted reports that comply with this policy may be administratively approved by the Chief Staff Officer. Noncompliant reports shall be reviewed by the Education Committee and approved, denied or deemed undecided pending more information. Decisions of the Education Committee may be appealed to the Board of Directors for a final decision.~~
- ~~9. Attendance at AIBD Chapter, Society or national business meetings, including committee, Board or Delegate meetings, does not count as CE credits. Only that portion of any business meeting that is devoted specifically to continuing education, such as a program speaker or presentation relating to building design, can count towards CE credits.~~

### ~~C. CE Provider Program (Inserted 1/25/2013)~~

- ~~1. The Education Committee may establish the policies and procedures for registering individuals and companies, to be referred to as CE Providers, who regularly deliver one or more continuing education curriculums and may pre-approve events that increase skill or knowledge in the practice of building design.~~
- ~~2. Those seeking to register as a CE Provider shall submit a registration form and pay an annual fee established by the House of Delegates and recorded in this Standing Book of Rules.
  - ~~a. The annual fee and application requirement is waived for Corporate, Affiliate, and Certified Professional Members.~~
  - ~~b. The Board of Directors may waive the annual fee and application requirement for other nonprofit organizations with similar interests.~~~~
- ~~3. Registered CE Providers may have any of their continuing education events preapproved by the Education Committee by submitting:
  - ~~a. An application form;~~
  - ~~b. A syllabus or course description and learning objectives;~~
  - ~~c. The method used for enlisting and training presenters;~~
  - ~~d. The length of the event;~~
  - ~~e. The delivery method(s); and~~
  - ~~f. The means in which the provider will notify the individual and verify completion, attendance or participation.~~~~

## #16.4 (For Information Only)

- ~~4. Continuing education event approvals expire 36 months from the date of approval. Continuing education events already approved by another industry related provider program, e.g. NAHB, NKBA, AIA, ASID, etc., or those approved to issue IACET (International Association for Continuing Education and Training) CEUs, may be administratively approved by the Chief Staff Officer.~~
- ~~5. CE Providers may use the AIBD CE Provider logo, as approved by the Board of Directors, and use the term "Approved AIBD CE Provider" as it relates to the marketing of the educational program(s) approved by the Education Committee.~~

### ~~C. Discipline (Amended 8/12/10, 8/5/2012, 1/25/13)~~

- ~~1. Submission of fraudulent CE by members will be subject to disciplinary action as provided in AIBD Bylaws Art. III, § 5.~~
- ~~2. Certified Professional members' required CE credits shall be reported on or before their annual certification renewal date and shall be considered delinquent if not reported within thirty days of their annual certification renewal date.~~
- ~~3. Disciplinary actions available to the Education Committee or the House of Delegates shall include, but are not limited to the following:
  - ~~a. Certified Professional members whose required CE credits are delinquent shall be changed from Certified Professional to Professional.~~
  - ~~b. Any member who did not fulfill their yearly CE commitment and was therefore changed to Professional membership level will have to submit past credits due in order to be restored to the Certified Professional membership level.~~~~

## VII. Nominations and Elections

### A. Nominations

- 1. Nominations for officers shall be conducted by a Nominating Committee in accordance with the Institute's Bylaws.
- 2. To provide a broader input into the nominating process by the general membership, a notice shall be posted before March 30 by mail, electronically or otherwise, or in any regular publication of the Institute, outlining the procedure for submittal of a House of Delegates' member's name for nomination to an office.
  - a. Any **two (2)** Professional members in good standing may submit the name of a member of the House of Delegates (per the Bylaws Art. V, § 3 (A)) for an office, providing that same member is willing to serve if elected. All submittals shall be in writing, outlining any particular qualifications that the nominator wishes the Nominating Committee to be aware of. The nominator may submit only one name for any one office in a format approved by the Committee. All submissions shall be made to the national office so marked.
  - b. Nominations shall be closed by April 30 of the year in question and shall be forwarded by the national staff to the Nominating Committee for review.
  - c. The Nominating Committee shall review all submittals to ensure that they meet the bylaw requirements and that the nominees are willing to serve. All names shall then be forwarded to the national office for publication by May 30 of the year in question or per the bylaws of the Institute.
- ~~3. As provided in AIBD Bylaws Art. V, § 3 (C), additional nominations may be made from the floor of the House of Delegates meeting by any Delegate in good standing, providing that the member being nominated has agreed to serve in the position if elected, by either verbal or written notice.
  - ~~a. The floor nominations and election process shall be presided over by the Chair of the Nominating Committee.~~~~

## #16.4 (For Information Only)

- ~~b. The proposed list of nominations shall be presented to the House of Delegates by office. As nominees for each office are read, a request for floor nominations shall be made so that all nominees are listed prior to any vote being taken for that office.~~
- ~~c. All candidates for each office (if present at the meeting) shall be given a maximum of five minutes to present their credentials and agenda to the House of Delegates after the nominations for all offices have been read.~~

### B. Elections

1. As provided in the Bylaws Art. V, § 4 (D), if an office only has one nominee at the time of election, ~~it is acceptable to vote by a show of hands or voice vote for that position only~~ **the nominee of the Nominating Committee are automatically elected.**
2. If any office has more than one nominee at the time of election, the vote must be conducted by ~~secret~~ written ballot for that office.
  - a. ~~The Nominating Committee~~ **Board of Directors** may direct the national staff to prepare written ballots for distribution ~~at the House of Delegates meeting to the membership~~. Paper ballots shall include space for the nominees from the floor. Upon receiving the paper ballot delegates shall be instructed by the chairman on how to add the names of floor nominees to their ballots.
  - b. ~~House of Delegates members holding proxy votes shall be given ballots equal in number to the number of proxies held per the Bylaws Art. VI, § 7.~~ **Written ballots shall list the candidates for the office they wish to be elected to and a place for the voter to sign. Elections for more than one office may be included on the same ballot. Ballots shall include directions and a ballot envelope upon which should be printed the words, "Ballot for Elections." The ballot envelope shall be able to be sealed and placed in a return envelope addressed to the secretary or the chief staff officer acting at his or her direction. Brief statements from the candidates may be printed and mailed with the ballot to every member.**
  - c. **Members may also be notified and vote for candidates using electronic means provided the electronic platform requires a unique password for each voter. In addition, the voter must provide their name in the electronic ballot and attest to their identity and qualifications to vote.**
3. After the vote is taken, all ballots shall be returned to the secretary to tabulate the results, which shall be handed to the Nominating Committee chair who will announce the results ~~to the House of Delegates at~~ **the annual meeting. Ballots shall remain in the position of the secretary, or the chief staff officer acting at his or her direction, for thirty (30) days after the annual meeting, at which time the board of directors may destroy, or in the case of electronic votes delete, the ballots.**

## VIII. Awards, Recognitions and Competitions

### A. Designer of the Year Award

Each year at the annual ~~convention~~ **meeting**, a Designer of the Year Award will be presented to the member who has made the most outstanding contribution to the Institute in the past year.

1. Nominations for the award will be solicited from the membership, including members of the college of fellows, before March 30 by mail, electronically or otherwise, or by notice in any regular publication of the Institute.
2. Nominations will be compiled by the national office.
3. A panel consisting of five members selected by their respective entities; two members of the ~~Society-Officer's Committee~~ board of directors, two members of the college of fellows, and one member of the national staff, shall determine the recipient of the award from the nominations.

## #16.4 (For Information Only)

4. The award will be presented at the annual ~~convention~~ meeting by the earliest recipient of the award available.

(Amended 8/12/10)

### B. Membership Award

Each year at the annual ~~convention~~ meeting a Membership Award will be presented to the ~~Society~~ chapter which has had the highest percentage membership growth in the preceding fiscal year. The percentage is determined from the Professional membership growth column of the fourth quarter membership report. ~~The award will be presented by the Institute's President to the President or other representative of the Society at the opening session breakfast during the annual convention.~~

### C. Three for Free Award

Each year at the annual ~~convention~~ meeting a Three for Free Award shall be presented to the Professional members who have recruited three new Professional members or in the last fiscal year. Recipients of the award shall have their national dues waived for their next renewal period.

### ~~D. 25/25 Award~~

~~Each year at the annual convention, those Societies and those at large members collectively within their respective districts that achieved a net growth of Professional membership within the previous fiscal year shall be recognized by having their dues reduced for their next renewal period according to the following schedules:~~

<del>1. For societies with:</del>	<del>Who experience:</del>
<del>Up to 12 members:</del>	<del>25% growth</del>
<del>13-36 members:</del>	<del>22% growth</del>
<del>37-60 members:</del>	<del>20% growth</del>
<del>61-84 members:</del>	<del>19% growth</del>
<del>85-100 members:</del>	<del>18% growth</del>
<del>101+ members:</del>	<del>17% growth</del>

<del>2. Professional level dues shall be reduced</del>	
<del>\$25 for growth according to the above schedule</del>	
<del>\$50 for growth exceeding two times the above schedule</del>	
<del>\$75 for growth exceeding three times the above schedule</del>	
<del>\$100 for four times or more</del>	

### D. Design Competitions

Each year ~~at the Annual Convention~~ the Institute shall host a design competition in which the work of designers who have presented examples of their talent shall be judged. ~~The winning entries shall be acknowledged at the convention.~~

1. The competition shall be recognized as the American Residential Design Awards (ARDA) competition.
2. Supervision over the competition shall be maintained by the Design Competition Committee. The Committee Chair and its members shall be appointed annually by the Institute's president from among the Professional members of the Institute. The committee shall be responsible for, or aid the national staff in the operation of the competitions, including but not limited to:
  - a. The determination of design categories and judging criteria.
  - b. The solicitation of entries.



## #16.4 (For Information Only)

- c. The selection of judges and coordinating judging ~~both offsite and during the convention.~~
  - d. The maintenance of a location ~~at the convention~~ in which the entries are displayed ~~for perusal by attendees.~~
3. All necessary expenses shall be paid from the Institute's General Operating Account. Any proceeds shall be returned to the Institute.

(Amended 8/12/10)

### IXVIII. Publication of Minutes

Approved minutes of the board of directors ~~and House of Delegates~~ meetings shall be posted on the AIBD website by the national office under the Member's Forum section.

### X. House of Delegates

~~Each Society shall provide the national office with the names of their President, Delegates, and any alternates, each of whom have been elected to represent the Society at the House of Delegates meetings.~~

#### A. Notification

- ~~1. The notification shall be in writing from the Society President~~
- ~~2. The notification should include the names of the primary representatives and any alternate representatives allowed by the Society.~~
- ~~3. Only those individuals named in the notification will be allowed to represent the Society at House of Delegates meetings.~~

#### B. Deadlines

- ~~1. The notification shall be provided no less than fifteen days before the scheduled meeting.~~
- ~~2. If no notification is received by the fifteen day deadline, the national office may, through the Chief Staff Officer:~~
  - ~~a. Assume the most recent previous notification remains valid. ~~(or)~~~~
  - ~~b. Verify personally or by telephone or electronic contact with the Society President the credentials of their primary representatives and any alternate representatives allowed by the Society, subject to further approval of the House of Delegates.~~

### IXI. Strategic Development Plan

#### A. Purpose

The purpose of this strategic development plan is to provide an outline for the organized and deliberate growth of the Institute over a ten-year time frame. The plan shall be updated on a yearly basis by ~~the combined efforts of the board of directors and the House of Delegates.~~ In this manner the Institute will have a plan that provides continuity and direction for the Institute.

#### B. Annual Review (Amended 1/25/13)

1. This plan shall be reviewed and modified by the board of directors beginning with its first meeting of every fiscal year to reflect changes as required by the membership and the profession. The board of directors shall review and modify the Institute's mission statement, environmental analysis, and key issues. From these changes the one-, five-, and ten-year objectives shall be reviewed and updated.

## #16.4 (For Information Only)

2. Once the objectives are determined, the specific strategies shall be assigned to the appropriate standing committees of the Institute who will then develop a plan of action to implement them. This annual review will be completed and distributed to all committee chairs that will then provide a specific plan of action for their committees.
3. The revised and updated plan shall be implemented immediately after approval by the board of directors. ~~The revised plan shall be reported to the Delegates no later than the mid-year House of Delegates meeting.~~

### ~~XII. Convention~~ Annual Meeting Site Selection Policy

#### A. Policy

1. The purpose of this policy is to establish the method used to determine what sites will be considered for the annual ~~convention meeting~~. The ~~Convention~~ Conference Committee shall act as facilitator of the members' interests in researching, evaluating and selecting ~~convention~~ locations and planning the annual ~~convention meeting~~.
2. It shall be the policy of the committee to geographically vary the ~~convention~~ location from year to year, showing no favoritism to any particular area or state. However, the committee reserves the right to deviate from this practice when deemed beneficial.

#### B. Site Selection Procedure (Amended 1/25/13)

- ~~1. All members shall have the opportunity to propose locations for the annual ~~convention meeting~~. The committee shall assemble a list of potential locations to be included in a survey distributed to all members. The survey list shall include sites having been proposed in any of the following ways:
  - ~~a. Sites considered in prior surveys which received a substantial number of votes but failed a majority.~~
  - ~~b. Sites proposed by presentation at previous mid-year House of Delegates meetings.~~
  - ~~c. Sites recommended by the committee.~~~~
- ~~2. Sites may be submitted to the committee by a Society or Chapter.~~

#### ~~C. Final Voting by Delegates~~ (Amended 1/25/13)

- ~~1. Discussion of and voting on proposed locations shall take place at the mid-year House of Delegates meeting. The three sites receiving the most votes from the returned surveys as well as any sites submitted by a Society or Chapter will be the sites under consideration and will be included in the meeting packet.~~

#### C. Final Decision

1. The committee will first review for feasibility the site receiving the most votes. If it is determined that the site is not feasible, the site receiving the next highest number of votes will be reviewed. A minimum of one site visit by the committee chair or the chief staff officer shall be made prior to making any agreements with the selected site.
2. The final site selection will be announced ~~at to~~ the House of Delegates board of directors ~~meeting at the subsequent annual convention.~~

### XIII. Resolutions Procedure

#### A. Purpose

## #16.4 (For Information Only)

The Resolutions Committee shall be a forum for hearing and resolving complaints and disagreements, as well as violations of the Institute's Bylaws and Code of Ethics. This committee is charged with resolving all disputes relating to building design covered by the Bylaws Art. ~~IX VIII~~, § 6 (B), including, but not limited to:

1. Member vs. member disputes as they relate to the alleged violation of the Institute's Bylaws or Code of Ethics.
2. Member vs. client disputes as they relate to the alleged failure of the member to fulfill their ethical obligations to their client.
3. Member vs. Institute or Institute ~~Society~~ chapter disputes as they relate to the alleged violation of the Institute's Bylaws or Code of Ethics.

### B. Authority

1. The Bylaws Art. ~~IX VIII~~, § 6, have given authority to the committee to hear and resolve complaints within the purposes defined above.
2. The committee does not have the authority to render an opinion on any matters that involve legal issues or compensation. The committee will not arbitrate financial disputes.

### C. Committee Composition

1. As stated in the Bylaws, Art. ~~IX VIII~~, § 6 (A), the committee shall consist of three ~~Certified Professional Building Designer~~ certified by NCBDC members in good standing with the Institute. The chair is appointed by the president from the board of directors; the Institute's immediate past president is the second member; and the third shall be ~~appointed by the college of fellows from its membership~~ the NCBDC representative on the board of directors.
2. The committee members shall serve a one year term concurrent with the Institute's fiscal year.

### D. Procedure

1. The complainant may request a hearing by completing and submitting a signed Resolution Request Form (see supplement 7) as approved by the board of directors and available from the national office. All supporting documentation should be attached.
2. The national office shall forward the document(s) to the committee and the respondent along with a request to provide a written response (and any supporting documents or attachments) to the committee chair, postmarked within fifteen business days. A copy of the request form shall be sent to the ~~member's Society President, District Director, and the Institute's president~~. The respondent must also be notified that if the issue is resolved within the next fifteen business days, no action will be taken by the committee. If no response is received, it shall be the responsibility of the committee chair to determine if the issue was resolved or should move forward.
3. The committee chair shall review the documents, contact the complainant to provide an overview of the committee procedure and timetable, and if needed, clarify any questions in the written complaint.
4. If the complaint involves pending legal action, then the committee shall delay any discussion until such time as the legal issues are resolved. It is the responsibility of the complainant to notify the committee of the outcome of any legal action and to request that the resolution process proceed. (Additional documents may be required at that time.)
5. The committee members shall confer and render a written opinion including disposition, to the national office within five business days.
6. All parties shall be notified of the committee's disposition of the resolution request by certified return receipt mail within five business days.
7. Every effort will be made by the committee to receive a response to allegations and to hear all parties to any issue.

## #16.4 (For Information Only)

### E. Disposition

1. The committee may render an opinion in favor of the respondent and dismiss the complaint.
2. The committee may render an opinion in favor of the complainant and take any of the following actions:
  - a. Issue a verbal warning
  - b. Issue a written warning
  - c. Issue a written warning and recommend suspension of membership for up to three years as provided in Bylaws Art III, § 5
  - d. Recommend the termination of membership.
3. Only the ~~House of Delegates~~ **board of directors** may suspend or terminate membership
4. **Any disputes involving members certified by the National Council of Building Designer Certification shall have the disposition forwarded to the NCBDC board of examiners for their consideration.**

### F. Appeal Process

1. Either the respondent or the complainant may appeal any opinion rendered by the committee by requesting that the dispute be heard by the entire ~~House of Delegates~~ **board of directors**. This request must be made to the national office in writing, and the dispute will be placed on the agenda of the next ~~House of Delegates~~ **board of directors** meeting.
2. The national office will provide notice to all parties thirty days prior to the ~~House of Delegates~~ **board of directors** meeting.
3. The party filing the appeal (or their assigned proxy) must appear before the ~~House of Delegates~~ **board of directors** to explain the reason for the request. Failure to appear without sufficient reason will cause the immediate dismissal of the appeal.

### G. Guidelines

1. Major infractions of the Institute's Bylaws and Code of Ethics shall include but are not limited to:
  - a. Conviction of any business practice which is fraudulent, illegal, or deceptive.
  - b. Copyright infringement:
    - 1) The respondent's plan bears a striking resemblance to the complainant's plans in overall outward appearance and layout of the floor plan.
    - 2) The detailing of the plan provides proof that the plan was created as a result of the respondent copying the complainant's plan.
  - c. Discrimination in their professional conduct on the basis of race, religion, gender, physical disability, national origin or sexual orientation.
2. Minor infractions of the Institute's Bylaws and Code of Ethics shall include but are not limited to:
  - a. Improper use of the acronym "AIBD," "American Institute of Building Design," or other such titles allowed as a benefit of membership and governed by membership category.
  - b. Improper use of the term "Architect," "Architectural," or derivatives as determined by legal restrictions in the member's geographic area of practice.

### H. Administration

1. The office staff and/or the Resolutions Committee shall document all communications using the Resolution Procedure Form (see supplement 8) approved by the board of directors.
2. All expenses incurred by the committee and/or its members may be submitted to the national office for review and reimbursement within budget allowances. These are assumed to be primarily phone and postage expenses.

## #16.4 (For Information Only)

3. On an annual basis and at the end of the appointed term, the committee chair shall provide a written report listing all resolution requests during that term and their current disposition. This report shall be provided to and filed in the Institute's national office, and a copy shall in turn be forwarded to the next committee chair.

### Section ~~XIII~~IV. Liability Insurance Policy

The Institute makes Errors and Omissions insurance available to its Professional members. This optional benefit is offered to give its members access to affordable liability insurance. Although there will be a need from time to time to change the provider and/or administrator of the program, it is the desire of the Institute to continue to offer access to Errors and Omissions insurance. The program is written on an Architects & Engineers Form and can be made available to other professions, aside from "Building Designer." The Institute and the insurance administrator have established Professional membership in the Institute as a primary qualification for participation in the program. As a result, this benefit has proven to be a strong member recruitment tool, and the Institute has seen an increase in membership applications from other professionals interested in the program.

### ~~XIII~~IV. Committees

#### A. Definition

1. Standing Committees are permanent in nature and are established, revised or removed in accordance with the Bylaws Article ~~IX~~ VII. The Strategic Development Plan guides the actions of these committees and is reviewed, revised and approved each year by the board of directors ~~and the House of Delegates~~ in accordance with Article ~~XI~~ IX of the Book of Rules.
2. Special Committees are those committees which are established from time to time in accordance with the Book of Rules.

#### B. Standing Committees

1. Except as otherwise explicitly noted in the Bylaws, Bylaws Art. V, § 1 (A) provides that the president shall have the authority to appoint the members of all standing committees and shall select a member to serve as chair of each respective committee. As stated in Bylaws Art. V, § 1 (A), unless specifically provided otherwise in the bylaws, the president shall also be an ex-officio (non-voting) member of all standing committees.
2. Each member of the board of directors shall be required to serve on at least one standing committee for the length of their term as a director. The president will have the final authority of assignments. The national office will be responsible for keeping committee assignments current. Divisions, committees, and committee members shall be listed in the approved Strategic Development Plan.
3. The following standing committees are established by the Bylaws and are subject to its requirements and duties:
  - a. The Finance Committee per Article ~~IX~~ VIII, Section 2 and 8.
  - b. The Audit Committee per Article ~~IX~~ VIII, Section 3 and 8.
  - c. The Convention Committee per Article ~~IX~~ VIII, Section 4 and 8.
  - d. The Governance and Bylaws Committee per Article ~~IX~~ VIII, Section 5 and 8.
  - e. The Resolutions Committee per Article ~~IX~~ VIII, Section 6 and 8.
  - f. The Nominating Committee per Article ~~V~~ IV, Section 3 (B)

## #16.4 (For Information Only)

4. Standing committees which are of a permanent nature, but lack an authoritative role in the governance of the Institute, may be established by the board of directors ~~or the House of Delegates~~, as provided in the Bylaws, Art. ~~IX~~ **VIII**, § 7. The role of these committees must be evaluated annually by the board of directors and included in the Strategic Development Plan ~~adopted by the Board~~.
5. **Those standing committees given limited authority to act on matters of the Institute shall be referred to as board committees and must be composed solely of members of the board of directors. All other committees shall be known as advisory committees and may include non-board members.**

### C. Special Committees

1. Special committees which are of a temporary nature may be formed from time to time ~~to conduct the work of the Institute~~, as provided in the Bylaws, Art. ~~IX~~ **VIII**, § 7. Such committees are created under and remain subject to the authority of the board of directors ~~and the House of Delegates~~, and serve at their request.
2. **Special committees are advisory committees only and may include non-board members.**

## XIV. Communications Policies

### A. Newsletters

1. Any ~~Society~~ **chapter** or individual publishing a newsletter in any format, including electronically, containing information on the Institute must publish the following disclaimer in the publication: "This newsletter is published on behalf of the At-Large or ~~Society~~ **chapter** members of the American Institute of Building Design, whose national headquarters are located at ~~7059 Blair Road NW, Suite 201, Washington DC 20012~~ **[Current Address]**. Opinions expressed in this publication are those of the authors or persons quoted and are not necessarily those of the AIBD. This publication is not an official publication of the AIBD. ~~The Design Lines Magazine and Quarter Scale Newsletter are the only official publications of the American Institute of Building Design.~~"

### B. National Website

1. Links on the AIBD national website to other related websites, including those of members, must provide a reciprocal link to the AIBD national website. Before a link is established on the AIBD website, permission must be granted by, and the link facilitated through, the national office of the AIBD.

### C. Logo Usage

1. The AIBD logo may be used to indicate the user's membership in the Institute, but not to imply the Institute's endorsement of the user's services or products.
2. The AIBD logo may not be altered, combined with other symbols or words, or be used in part.
3. The "®" should always appear with the AIBD logo.
4. When using the initials "AIBD," it should always appear in capital letters.
5. The AIBD logo, the initials "AIBD," and the formal name "American Institute of Building Design" shall be used only in a context in which the mark is likely to be understood by the public to denote membership in the Institute.
6. Misuse of the AIBD logo may result in termination of membership. Evidence of misuse will be referred to the Resolution Committee for appropriate action on a case-by-case basis.

## XVII. Antitrust Guidelines for AIBD and its Members

## #16.4 (For Information Only)

### A. AIBD

1. The Institute will only deny membership to those who do not meet objective standards; in no event shall the Institute use membership as a means of discriminating against nonmember competitors.

### B. Meetings

1. Agendas should be prepared and distributed prior to each meeting of the board of directors ~~or the House of Delegates~~, and each agenda must be followed at the meeting. All members and staff are charged with the responsibility of bringing attention to potential antitrust violations at any meeting.
2. Where possible, a staff member should attend meetings, particularly those where it is anticipated that an antitrust issue might arise. Minutes should be taken.

### C. Price (Fee) Fixing

1. The Institute and its members shall take all reasonable steps to ensure that members do not discuss present or future prices or discounts. In no event shall meetings, formal or informal, be used for such a purpose.

### D. Information Exchange

1. The Institute shall ensure that data collected by the Institute, or an independent party, is confidential regarding any participant; participation in data collection is voluntary; each participant uses the data individually and not in concert.

### E. Continuing Education Program

1. The ~~Institute~~ **National Council of Building Designer Certification** will review the CE program as needed to determine that its criteria are fair and reasonable to members and nonmembers.

### F. Internet

1. The Institute will maintain control of all of its internet services, establish and enforce reasonable rules and regulations for use of those services and monitor those services to prevent future antitrust violations.

### G. General Rule

1. Membership in the Institute is a competitive value in and of itself, as are its current and future programs and activities. Whenever one believes that either of those is being used, actually or potentially, for anti-competitive purposes, any necessary preventative action should be taken and immediately reported to the national office staff.

## XVIII. College of Fellows

### A. Membership

1. The Institute's Bylaws in Art. VII, § 2 ~~1~~, (~~E A~~) ~~limits~~ defines membership in the college of fellows.
2. Membership in the college of fellows shall be permanent, as long as the member maintains membership in the Institute and certification by the National Council of Building Designer Certification.

### B. Election & Tenure

## #16.4 (For Information Only)

1. Election to the college of fellows shall be by vote of a three-member jury of members of the college of fellows, elected annually. Nothing in these bylaws shall be deemed to create voting rights in members of the college of fellows in regard to any matter not specifically provided for in the Institute Bylaws.
2. Ballots may be returned by mail or electronically. To be counted in determination of the result, all mail ballot votes must be received at the Institute's national office, or such other place as may be designated by the college of fellows, within 30 days following the mailing of ballots to all members of the college of fellows by the secretary or the chief staff officer acting at his or her direction.
3. Vacant college of fellow jury positions may be filled for the remainder of the term by a similar mail ballot of the college of fellows.

### C. Reinstatement

1. An inactive fellow may be reinstated as an active fellow upon written request to the college of fellows reinstatement. Reinstatement of an inactive Fellow shall take precedence over the induction of a new fellow.

### D. Administration

1. The chancellor of the college of fellows shall be elected from among the active members of the college.
2. The chancellor shall be elected at the annual meeting by the active fellow members present, and shall serve a term concurrent with the president.
3. The chancellor shall act on behalf of the members of the college of fellows. The chancellor shall call and conduct meetings ~~at the annual Convention of the Institute~~ when necessary to perform the duties of the college as provided in the Bylaws, Art. VIII, § 3 2. Meetings may also be called by the college when five or more members request a meeting.
4. The chancellor shall make all appointments of members of the college to committees as required in the Book of Rules.
5. The chancellor shall represent the college on the board of directors.

### ~~E. Jury Balloting~~

- ~~1. In accordance with the Institute's Bylaws Article VIII, § 2, election to the College of Fellows shall be by vote of a three member jury of members of the College of Fellows. Jury members shall serve terms as specified in the Bylaws Article VIII, § 2.~~
- ~~2. Members of the jury shall be selected from a ballot containing a minimum of two nominations to be selected by the Chancellor and the Immediate Past Chancellor, or the Institute President in his absence.~~
- ~~3. Ballots shall be issued to the members of the College of Fellows by mail or electronically a minimum of sixty days before the annual convention of the Institute, and returned to the national office within thirty days.~~

## **XIX. Certification Policy**

### ~~A. Purpose (Amended 7/27/2011)~~

- ~~1. The importance of certification has been a long held principle of the Institute. The Institute has established requirements for the category of Certified Professional Building Designer membership in its Bylaws. Establishment and administration of performance standards for certification is accomplished through the "National Council of Building Designer Certification" or NCBDC.~~

### ~~B. Authority and Identification (Amended 7/27/2011)~~



## #16.4 (For Information Only)

- ~~1. National Council of Building Designer Certification~~
  - ~~a. The Institute has established the NCBDC as an independent council of the Institute, and has appointed it to be the administrator of its examination standards for certification of individuals who aspire to be certified.~~
  - ~~b. The Institute allows its certified members, subject to the privileges granted by NCBDC, to identify themselves, as part of their title, as a "Certified Professional Member" or "Certified Professional Building Designer" or to use the acronym "AIBD" or "CPBD" or "AIBD, CPBD" behind their name.~~
  - ~~c. Individuals who qualify for certification, but who choose not to maintain membership in AIBD, may identify themselves, as part of their title, as a "Certified Professional Building Designer" or may use the acronym "CPBD" behind their name.~~
- ~~2. Reciprocal Certification~~
  - ~~a. The Institute recognizes registration and/or licensure as an acceptable requirement for certification of its Professional members by a reciprocal arrangement. Those individuals submitting applications for membership using a reciprocal means of certification, must provide evidence of a valid and active license or registration as a "Residential Designer," "Architect," or "Structural Engineer," issued by a US state or territory; as well as all other requirements for Professional membership.~~
  - ~~b. Institute Professional members who have received reciprocity may use the acronym "AIBD" as a part of their title and may be entitled to other privileges as might be provided from time to time by the Institute's Board of Directors or House of Delegates.~~
  - ~~c. Individuals submitting applications for certification using a reciprocal means, but who choose not to maintain membership in AIBD, may identify themselves, as part of their title, as a "Certified Professional Building Designer" or may use the acronym "CPBD" behind their name.~~

### **C. Certification Seal and Certificate**

- ~~1. Certified members who have a legally executed contract for use of its authorized seal issued by the Institute or a Society of the Institute prior to December 31<sup>st</sup>, 1996 may continue to use this seal as long as they maintain their certified membership.~~
- ~~2. All new certified members shall receive their seal and certificate directly from the certifying body.~~

### **D. Ownership**

- ~~1. The AIBD Seal and Certificate, issued prior to December 31, 1996, shall remain the property of AIBD.~~
- ~~2. Replacement of lost, stolen or damaged certificates and seals shall be issued upon payment of fees established.~~
- ~~3. An NCBDC Seal and Certificate issued after January 1, 1997, is subject to the ownership and obligations of use as required and provided by the Council.~~

### **E. Disciplinary/Legal Procedures**

- ~~1. The AIBD Seal and Certificate Agreement constitute a contract, fully performable at the national office.~~
- ~~2. Should it become necessary for the Institute to initiate legal proceedings for the recovery of the AIBD Seal and Certificate or to enjoin their use, the Institute shall be entitled to recover all associated court costs and attorney's fees.~~

## **XVIIIX. National Council of Building Designer Certification**

(Added 7/27/2011)

### A. Purpose

## #16.4 (For Information Only)

1. To provide certification of both AIBD members and non-members, the Institute has established the National Council of Building Designer Certification as a council of the Institute. By providing broad recognition of this certification body, the Institute seeks an overall enhancement of the design profession.

### B. Organization

1. Board of Examiners. The board of examiners shall consist of between nine and eighteen members of AIBD who have been certified by NCBDC.
  - a. Candidates shall apply to the board of examiners, indicating their qualifications and desire to be members of the board. The minimum qualifications shall be established and maintained in the NCBDC Policies and Procedures Manual.
  - b. Examiners shall serve a term of three (3) years and may serve up to three (3) consecutive terms. Examiners are expected to attend at least two of the three meetings held each year. Failure to attend two of the three meetings may result in removal by majority vote of the board.
  - c. Vacancies which are due to either removal or resignation shall be filled for the balance of the remaining term at the next scheduled meeting, using the established application process.
  - d. The terms of the board of examiners shall be staggered in such a way that one-third of its members shall be appointed or reappointed each year.
2. Officers. At its annual meeting, the board of examiners shall elect a NCBDC President, a NCBDC Vice President, and a NCBDC Secretary/Treasurer from its membership.
  - a. The NCBDC President shall preside at all meetings of the board of examiners and shall direct the business and affairs of the board of examiners in ways customary to the office of chairman.
  - b. The NCBDC Vice President shall assist the NCBDC President; shall preside in the absence of the NCBDC President; perform the duties and execute the powers of the NCBDC President in succession; and perform such other duties as may be prescribed.
  - c. The NCBDC Secretary/Treasurer shall keep, or cause to be kept, a Book of Minutes of all meetings of the board of examiners as well as a policies and procedures manual which shall guide the decisions, actions and affairs of the Council. The Secretary shall also perform other duties customary to the office of secretary.
3. Exam Proctors. To administer the exam in geographic locations where it is not practical for the members of the board of examiners to do so personally, the board may appoint proctors to do so on its behalf.

### C. Meetings

1. The board of examiners shall hold **at least** three meetings per year. Additional meetings of the board may be called by the ~~board's~~ NCBDC President
  - a. The board of examiners shall assemble in person for one meeting (the Annual Meeting) each calendar year in conjunction with the AIBD annual ~~convention~~ **meeting**.
  - b. ~~A second meeting shall be held in conjunction with the AIBD midyear meetings. If circumstances exist which would prevent the Board from assembling in person at either this or the third meeting, these **All other** meetings may be held electronically as an approved substitute.~~
2. When members of the board of examiners participate in meetings by telephone or other means of electronic communication, all participants in the meeting must be able to hear and be heard simultaneously.
3. The board of examiners shall maintain rules regarding meeting requirements for its meetings in its policies and procedures manual. Such rules may include the use of proxies, the distribution of agenda materials and meeting notices.

### D. (Limitation of) Authority

## #16.4 (For Information Only)

1. The board of examiners shall be responsible for any and all aspects of the certification exam, including its content, any study guide materials which shall be recommended to applicants, and the inclusion of supplemental materials which are unique to a particular state's requirements.
  2. At its annual meeting, the board shall review the exam to insure it remains pertinent, and to discuss and implement any necessary revisions and improvements it may identify.
  3. The policy and procedures manual shall be reviewed at the annual meeting of the board and shall be revised and updated as necessary.
  4. The board shall develop rules for supervision of the exam's administration including the application process, the grading of exams, and the development of guidelines and instructions for examiners and proctors. Such rules shall be recorded and maintained in the policies and procedures manual.
  5. The board of examiners shall operate in accordance with the AIBD Bylaws and Book of Rules, including but not limited to the AIBD Anti-trust Guidelines, **indemnification, conflict of interest** and tax-related provisions.
- E. Administration
1. Accounting, clerical services and records of certification by the NCBDC shall be maintained by the AIBD, including the archiving of documents and records pertinent to an individual's examination.
  2. As a form of recognition for its ~~members~~ **certificate holders**, the board of examiners shall develop and adopt a logo design which identifies the National Council of Building Designer Certification.
  3. Replacement of lost, stolen or damaged certificates and seals shall be issued upon payment of fees established in the policies and procedures manual.
  4. The council shall establish appropriate fees for both AIBD members and non-members who are certified by them, subject to approval of the ~~House of Delegates~~ **board of directors**, and maintained in this Book of Rules.
  5. The board shall maintain in its policies and procedures manual a reimbursement policy which shall detail which expenses incurred by members of the board of examiners are eligible for reimbursement.
- F. Affiliated Associations
1. The NCBDC may enter into agreement with states, associations or other entities with similar professional interests, to administer the certification for their respective programs. Such affiliations must be approved by a majority vote of the board of examiners and ratified ~~by the House of Delegates~~ **the board of directors**.
- G. AIBD and/or NCBDC Certification Seal and Certificate
1. Prior to December 31, 1996, the Institute (or Societies of the Institute) issued legally executed contracts authorizing the use of such seals to its certified members.
    - a. Members who earned an AIBD certification may continue to use this seal as long as they maintain their certified membership.
    - b. This AIBD Seal and Certificate shall remain the property of AIBD.
  2. From January 1, 1997, to December 31, 2011, the Council issued legally executed contracts authorizing the use of the NCBDC seal to those who qualified for certification.
    - a. Individuals who earned a NCBDC certification during this period shall be subject to the authority of both AIBD and NCBDC and their respective requirements.
    - b. The seal and certificate are subject to the ownership and obligations of use as required and provided by the council.
  3. Beginning January 1, 2012, all individuals shall receive their seal and certificate from NCBDC through AIBD as the administrator of NCBDC.

## #16.4 (For Information Only)

- a. The NCBDC Seal and Certificate Agreement constitute a contract, fully performable at the national office.
4. Should it become necessary for the Institute to initiate legal proceedings for the recovery of the AIBD and/or NCBDC Seal and Certificate or to enjoin their use, the Institute shall be entitled to recover all associated court costs and attorney's fees.
5. All individuals certified by NCBDC shall be held to the standards, requirements, and obligations of membership in AIBD; regardless of their membership status and shall also be subject to the authority of both AIBD and NCBDC as if they were a member. Such instances shall include, but are not limited to, submission to the AIBD Code of Ethics, the payment of fees, the earning of continuing education units, and the administration of AIBD's policies regarding the same.

### ~~XXI. Master Residential Designer Council~~

~~(Added 7/27/2011)~~

#### ~~A. Purpose~~

- ~~1. The Institute has established the Master Residential Designer Council as a Council of the Institute. By providing the recognition of this designation, the Institute seeks an overall enhancement of the design profession in addition to the Certification process.~~

#### ~~B. Organization~~

- ~~1. Council Board. The Board shall consist of five (5) members of AIBD who have been selected from the Council with the exception of the chairperson, which will be selected by the current National AIBD President. From the five, the Board will consist of three Certified Professional Building Designers, one Professional Building Designer and one other member from the other categories.~~
  - ~~e. The Board shall serve a term of one year with the three Certified members staying on for an additional year after the first to provide continuity. After the additional term the Board shall rotate three members per year.~~
  - ~~f. Vacancies which are due to either removal or resignation shall be filled for the balance of the remaining term at the next scheduled meeting.~~
- ~~3. Officers. At its Annual Meeting, the Board shall elect, a Vice Chair, and a Secretary from its four (4) remaining Board members.~~
  - ~~d. The Chair shall preside at all meetings of the Council and shall direct the business and affairs of the Council in ways customary to the Office of Chairperson.~~
  - ~~e. The Vice Chair shall assist the Chair; shall preside in the absence of the Chair; perform the duties and execute the powers of the Chair in succession; and perform such other duties as may be prescribed.~~
  - ~~f. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Council. The Secretary shall also perform other duties customary to the office of Secretary.~~

#### ~~H. Meetings~~

- ~~4. The Council shall hold two meetings per year. Additional meetings of the Council may be called by the Council's Chairperson.~~
  - ~~e. The Council shall assemble in person for one meeting (the Annual Meeting) each calendar year in conjunction with the AIBD annual convention.~~
  - ~~d. A second meeting shall be held in conjunction with the AIBD midyear meetings. If circumstances exist which would prevent the Board from assembling in person at either this or any additional meetings, these meetings may be held electronically as an approved substitute.~~
- ~~5. When members of the Council participate in meetings by telephone or by other means of electronic communication, all participants in the meeting must be able to hear and be heard simultaneously.~~

## #16.4 (For Information Only)

6. ~~The Council shall run meetings according to Roberts Rules of Order. Such rules may include the use of proxies, the distribution of agenda materials and of meeting notices.~~

### I. ~~(Limitation of) Authority~~

1. ~~The Council shall be responsible for any and all aspects of the teaching material if provided by AIBD.~~
2. ~~At its annual meeting the Board shall review the requirements to obtain the MRD and the means to achieve the designation.~~
3. ~~The Council shall operate in accordance with the AIBD Bylaws and Book of Rules, including but not limited to the AIBD Anti-trust Guidelines and Tax Related Provisions.~~

### J. ~~Administration~~

1. ~~Accounting, clerical services and records of achievements shall be maintained by the AIBD, including the archiving of documents and records pertinent to an individual's examination.~~
2. ~~As a form of recognition for its members, the Council shall develop and adopt a logo design which identifies the Master Residential Designer.~~
3. ~~Replacement of lost, stolen or damaged certificates and seals shall be re-issued upon payment of replacement costs.~~
4. ~~Council renewal fees for both AIBD members shall be established by the House of Delegates and maintained in the Book of Rules.~~

### K. ~~MRD Seal and Certificate~~

1. ~~MRD Designation~~
  - a. ~~Members who earn a MRD designation may continue to use the seal as long as they maintain their AIBD membership.~~
  - b. ~~This MRD Seal and Certificate shall remain the property of AIBD.~~
  - c. ~~All individuals shall receive their seal and certificate through AIBD as the administrator of the MRDC~~
  - b. ~~The MRD Seal and Certificate Agreement constitute a contract, fully performable at the national office.~~
2. ~~Should it become necessary for the Institute to initiate legal proceedings for the recovery of the MRD Seal and Certificate or to enjoin their use, the Institute shall be entitled to recover all associated court costs and attorney's fees.~~

## **XXII. House Plan Marketing Alliance**

(Added 8/5/2012)

### A. ~~Purpose~~

1. ~~1. The Institute has established the House Plan Marketing Alliance as a Council of the Institute. The Council shall be comprised of members who are actively involved or are interested in the concerns of the pre-drawn house plan market.~~

### B. ~~Membership~~

1. ~~Membership in the Council is a "company" membership with the following groups of individuals within the company:-~~
  - a. ~~Regular Members—Those who are registered as the official representative of the company. Regular Members are voting members.~~
  - b. ~~Liaison Members—Those who are employees of the member company but are not registered as the Regular Member.~~

## #16.4 (For Information Only)

- ~~2. A member company does not have to have an active AIBD member on staff to be a member of the Council.~~

### C. Fees

- ~~1. Membership dues are \$400 yearly and are renewed on the first day of the month following the member's anniversary date.
  - ~~a. Members whose Regular Member is an AIBD Professional member in good standing shall receive a \$275 dues discount.~~
  - ~~b. Members who are current Corporate Members of AIBD shall receive a \$275 dues discount.~~~~

### D. Organization

- ~~1. The Council shall consist of all of its Regular Members.~~
- ~~2. The Council, at its annual meeting, shall elect a Council Chairperson and Council Vice Chairperson.
  - ~~a. The term of Council Chairperson and Vice Chairperson is one year.~~
  - ~~b. The Council Chairperson and Vice Chairperson may serve up to two (2) consecutive terms.~~
  - ~~c. The Council Chairperson shall preside over all of the Council meetings. The Chairperson must be a voting member of the Council.~~
  - ~~d. The Council Vice Chairperson shall serve as the Chairperson in his/her absence. The Vice Chairperson must be a voting member of the Council.~~~~
- ~~3. The Council may have standing committees, ad hoc committees and taskforce committees.
  - ~~a. The committee and task force chairpersons shall be appointed by the Council Chairperson.~~
  - ~~b. The committee and task force chairpersons shall report to the Council at each regularly scheduled meeting.~~~~

### E. Meetings

- ~~1. The Council shall hold four meetings per year. The Annual Meeting shall coincide with the AIBD National Convention. Additional meetings of the Council may be called by the Council's Chairperson.~~
- ~~2. When members of the Council participate in meetings by telephone or by other means of electronic communication, all participants in the meeting must be able to hear and be heard simultaneously.~~
- ~~3. Regular Members may issue a proxy.
  - ~~a. A Regular Member may carry a proxy for another Regular Member.~~
  - ~~b. A Liaison Member may carry a proxy for his/her company's Regular Member only.~~~~
- ~~4. The Council shall run meetings according to Roberts Rules of Order.~~

### F. Authority (Limitation of)

- ~~1. At its annual meeting the Board shall review the fees and requirements to become a member of the Council.~~
- ~~2. The Council shall operate in accordance with the AIBD Bylaws and Book of Rules, including but not limited to the AIBD Anti-trust Guidelines and Tax Related Provisions.~~

### G. Administration

- ~~1. Accounting, clerical services and records shall be maintained by the AIBD national staff.~~
- ~~2. As a form of recognition for its members, the Council shall develop and adopt a logo design which identifies the Council.~~
- ~~3. The Council may adopt procedural policies. Policies require a positive two thirds vote of those voting Council Members present in person or by proxy. Council members shall have access to all policies on demand.~~

## #16.4 (For Information Only)

### ~~XXIII. Transfer of Membership between Societies~~

#### ~~A. Procedure~~

- ~~1. When a Professional member desires to transfer from one Society to another, they may apply in writing to the President of the Society to which they desire to transfer. The President of the transferee Society shall then request consent from the President of the transferor Society.—~~
- ~~2. The transferor Society shall inform the transferee Society of the status classification and standing of the member. After satisfactory review of the member's status the transferee Society must accept the transfer.—~~
- ~~3. If requested, the national office may facilitate this procedure on behalf of the member.—~~

#### ~~B. Dues~~

- ~~1. The society portion of the transferring member's dues shall be adjusted at the next billing cycle.—~~

### ~~XVII~~XIV. Society Chapter Relations Policy

#### A. Organization of a New Chapter

1. A chapter may be established and maintained when there are ten (10) AIBD voting members within a defined geographical area who desire to form a chapter.
2. The group desiring to form a chapter shall petition a charter from the board of directors.
3. The board of directors shall approve the admission of each new chapter by a two-thirds (2/3) vote for a period extending until the end of the next full fiscal year. The local chapter shall elect officers and adopt the Chapter Constitution (see Supplement #7).
4. The local chapter shall establish programs, solicit AIBD members, and demonstrate dedication to the purposes of AIBD.
5. Within 30 days after the end of each fiscal year, the local chapter shall present an annual report to the board of directors (see Supplement #10). The board of directors will review the performance of the local chapter and with majority vote continue the local chapter's charter for a period of one-year.

#### B. Powers, Duties, Responsibilities

1. Each chapter shall determine the amount of its dues and charges, if any, and the method of collection.
2. After the chapter is chartered, all voting members of the local chapter must be dues paying members of the national organization.
3. Each local chapter shall have at least two (2) meetings of an educational nature during each fiscal year.
4. No chapter shall be or hold itself out to be an agent of the American Institute of Building Design, Inc.
5. The local chapter may open a bank account using the Institute's EIN number and with the president of AIBD as a signer on the account.

#### C. Intellectual Property

1. The Institute owns its copyrights, trademarks, logos and other intellectual property, defines the use of its intellectual property, and manages adherence to all intellectual property usage guidelines.
2. The Institute grants a non-exclusive, royalty-free license to the local chapter to use certain of its copyrights, trademarks, logos and other intellectual property now owned or developed by the Institute in the future. Upon suspension or dissolution, this license will terminate and the local chapter will cease all use of such property, return all materials containing such property, and cease using the Institute name, copyrights, trademarks, logos and other intellectual property.

## #16.4 (For Information Only)

3. Upon request by the Institute, the local chapter will submit to the Institute for review any and all materials in which the copyrights, trademarks, logos and other intellectual property appear. The Institute will have the right to require changes to such materials for the purpose of insuring proper use of its property.

### D. Probation, Suspension, Revocation, or Dissolution

1. The local chapter may be placed on probation by the board of directors for failure to comply with the bylaws and established policies and procedures of the national organization. The board will notify the local chapter membership in writing that the chapter is on probation. The local chapter will have two months to meet the necessary requirements and be removed from probationary status. Failure to comply will result in suspension.
2. The activities of a local chapter may be suspended by the board of directors for failure to comply with the bylaws and established policies and procedures of the Institute.
3. The local chapter status may be withdrawn by a two-thirds (2/3) vote of the board of directors.
4. A local chapter may dissolve itself.
5. Upon dissolution of a local chapter all cash and other assets remaining after the payment of all debts shall be paid to the Institute or any other appropriate private nonprofit organization approved by the board of directors.

### E. Reactivation and Reinstatement of a Chapter

- A. A chapter may be reactivated following suspension by two-thirds (2/3) vote of the board of directors.
- B. A chapter which loses its status as a local chapter or dissolves itself may be reinstated by meeting the requirements for a newly organizing chapter.

#### A. Authority

As required by the Institute's Bylaws Art. Art. X, § 2, Societies and Chapters of the Institute shall conform in all aspects of their operation to the policies, regulations and procedures of the Institute as further required by the Institute's Bylaws Art. Art. X, § 2:

- ~~1. Societies and Chapters shall abide by the requirements of the Institute Bylaws and Society Relations Policy and make any changes to their governing documents required by the Institute.~~
- ~~2. Societies and Chapters shall organize, maintain themselves, and hold themselves out as separate legal entities from the Institute.~~
- ~~3. Standards for Professional membership in Societies and Chapters shall be equivalent to those of the Institute.~~
- ~~4. Members of Societies and Chapters shall be members of the Institute.~~
- ~~5. Societies and Chapters shall comply with all applicable rules and directives of the Institute.~~
- ~~6. Societies and Chapters shall determine and report to the Institute their dues structures.~~
- ~~7. If applicable, Societies shall provide procedures for discipline of Chapters, subject to review by the Institute's Board of Directors.~~
- ~~8. Society and Chapter activities shall be consistent with the purposes of the Institute as stated in its Bylaws.~~

#### B. Requirements for Recognition

- ~~1. Societies must file with the national office a completed Society Affiliation Agreement based on the Model Agreement approved by the House of Delegates. (See supplement 9)~~
- ~~2. As provided in Bylaws Art. VI, a minimum of twelve persons who are qualified to hold professional membership in the Institute is required for application of recognition as a chartered Society. After~~



## #16.4 (For Information Only)

investigation and recommendation by the Board of Directors a charter may be established by the House of Delegates.

- ~~3. Societies must develop, maintain and subject themselves to Society Bylaws, subject to the review and requirements of the Institute's Bylaws Committee.~~
- ~~4. Societies and Chapters shall maintain records of activities including membership, meeting minutes, collection of Associate member dues, and financial income and expenditures, government required reports (including Internal Revenue Service Form 990), internal operations, and compliance with Institute policies and directives. Such records shall be presented to the Institute if requested.~~
- ~~5. Societies shall be represented at the meetings of the Institute by delegates elected according to the quotas established in Bylaws Art. VI, § 2 (A).~~
- ~~6. Members shall be assigned as members of the society according to the requirements of Bylaws Art. III, § 4.~~
- ~~7. As provided in Bylaws Art. V, § 1 (F) (1) the Institute's House of Delegates has the authority to assign the Society to one of three districts. A Society District Map, drafted in accordance with the District boundaries adopted by the House of Delegates, shall be approved by the President and included as a supplement to the Book of Rules. (See supplement 10)~~
- ~~8. Societies shall provide in their articles of incorporation (or equivalent corporate charter, certificate of incorporation, articles of organization, or other organic corporate document, as applicable in the jurisdiction of incorporation) and bylaws that any changes to Society articles of incorporation or equivalent document and bylaws shall be submitted to the Institute's Bylaws Committee for its review and concurrence. Unless rejected by the committee within sixty days of receipt (or approval is received sooner) the proposed amendment shall take effect. To the extent permissible under applicable state law, the Institute's House of Delegates may unilaterally amend Society articles of incorporation or equivalent document and bylaws or take such other measures as are necessary to enforce conformity with the Institute's Bylaws. Such measures shall include, but are not limited to, prohibition of the use of AIBD's name, logo, or other intellectual property, and the return of all funds in the Society's treasury to the Institute.~~

### **C. Waiver**

As permitted by Bylaws Art. X, § 2 (D), the House of Delegates may waive requirements of the Society Relations Policy for good cause if such waiver is required by local law or unique local circumstances.

## **XXV. Society Officers Committee**

(Inserted 8/12/10)

### **A. Purpose**

1. The Societies and Chapters of the Institute benefit from their mutual experiences and the Society Officers Committee shall serve as a forum to discuss the programs and goals the Societies share in common. The committee shall serve as an instrument to advise society officers on the implementation of strategies used to attain such programs and goals.
2. The committee shall serve as a means of communication between Societies and the Institute's Board of Directors and the national office staff.
3. By serving as a forum to mentor members of societies who serve in leadership positions, the Committee shall identify, develop and encourage current and future leaders of the Institute, and shall also promote participation of members in the Institute's committees.

### **B. Authority**

## #16.4 (For Information Only)

- ~~1. The objectives for the Committee shall be determined and reviewed annually by the Board of Directors and authorized in the Strategic Development Plan in accordance with Article IX of the Standing Book of Rules.~~

### ~~C. Committee Membership~~

- ~~1. The Committee shall be composed of all State Society Officers.~~
- ~~2. The Committee shall be led by a committee consisting of three members appointed by the Institute's President from among the active members of the committee. The president shall appoint one member annually, and the senior member shall serve as chairperson for the final year of his term on the committee.~~

## ~~XXIXVI. WHISTLEBLOWER POLICY~~

(Inserted 8/5/2012)

### A. Purpose

1. AIBD is committed to high standards of ethical, moral, and legal business conduct. AIBD is further dedicated to acting in good faith with those employees who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct. This Whistleblower Policy aims to provide employees with an avenue for raising such concerns, and to reassure such employees that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any officer, director, employee, or agent of AIBD.

### B. Statement of Policy

1. No officer, director, employee, or agent of AIBD shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee, or agent of AIBD take any harmful action with intent to retaliate against any person for reporting to an appropriate senior management or elected official of AIBD the suspected misuse, misallocation, or theft of any organization resources.

### C. Safeguards

1. Harassment or Victimization – AIBD will not tolerate the harassment or victimization of any employee who raises concerns under this policy.
2. Confidentiality – AIBD will make every effort to treat a complainant's identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others in order to investigate such complaints properly.
3. Anonymous Allegations – Because a thorough investigation often depends on an ability to gather additional information, AIBD encourages complainants to put their names to allegations of wrongdoing. AIBD will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.
4. Bad Faith Allegations – Allegations made in bad faith may result in disciplinary action.

## ~~XXVII. EXAMINATION OF FINANCIAL RECORDS, IRS/TAX FORMS AND GOVERNING DOCUMENTS~~

(Inserted 8/5/2012)

## #16.4 (For Information Only)

### A. PUBLIC EXAMINATION OF RECORDS

1. Certain records of not-for-profit organizations are subject to public examination. It is the policy of the AIBD to comply with the public disclosure requirements of section 6104(d) of the Internal Revenue Code (Code) as amended by the Tax and Trade Relief Act of 1998. Disclosure requirements include the application for tax exemption and the most recent three years Annual Form 990. The AIBD will honor all in-person and written requests in compliance with the Code.

### B. IRS FORM 1099

1. IRS regulations require organizations to complete Form 1099 for individuals who are not employees and who receive \$600 or more from the AIBD. It is the policy of the AIBD to complete IRS Form 1099 for all individuals and vendors providing services (other than corporations) and receiving \$600 or more from the AIBD. A record of vendor Federal Identification Numbers and independent contractor Social Security Numbers shall be maintained for audit purposes.

### C. IRS FORMS 990

1. The AIBD files a combined 990 with its councils **and chapters**. ~~AIBD Societies and Chapters file a 990 individually.~~ It is the policy of the AIBD to allow public access to IRS Form 990 in accordance with section 6104(d) of the Internal Revenue Code. The AIBD will make available for inspection, on the day requested, its three most recent annual 990 Forms to any member of the public who requests this information in person at the AIBD administrative office. Copies will be provided free of charge. The AIBD will provide its three most recent annual 990 Forms to any member of the public for requests made in writing, whether by mail, electronic mail, fax or delivery service. The AIBD will provide copies of the requested documents, free of charge, within 30 days from the date it receives the request.
2. Prior to filing, the 990 is distributed to the AIBD officers and Audit Committee for comment. Upon filing, the 990 is made available to the Institute's members in a "members only" section of its website.

### D. IRS FORMS 990T/UNRELATED BUSINESS INCOME TAX (UBIT)

1. It is the policy of the AIBD to pay UBIT on the excess of revenues over expense on taxable activities. The AIBD will file IRS Form 990-T to report unrelated activities. IRS Form 990-T is considered confidential and is, therefore, not available for public inspection.

### E. SALES TAX COLLECTION

1. It is the policy of the AIBD and its chapters to collect sales tax, or accrue use tax as applicable, and pay the retailing business and occupation tax and related city tax on all sales of tangible personal property.

### F. FINANCIAL STATEMENTS AND GOVERNING DOCUMENTS

1. It is the policy of the AIBD to post the Institute's financial statements and governing documents in a "members only" section of its website and not make them available to the general public.

## XXVIII. Conflict of Interest Policy

(Inserted 1/25/2013)

### A. Statement of Policy

1. In their capacity as agents of the AIBD, the individual leaders, including ~~members of the House of Delegates~~, the board of directors, ~~committee~~ **council directors** ~~members~~, and all employees, must act at all times in the best interests of the organization they represent. Such agents shall abstain from debating

## #16.4 (For Information Only)

or voting on any matter that raises a conflict of interest as defined in this policy **but may be counted in determining the presence of a quorum at a meeting of the board that includes such matters specified.**

### B. Conflict of Interest Definition

1. A conflict of interest may arise in any circumstance that may compromise the ability of any agent of the AIBD to advocate for or to make unbiased and impartial decisions on its behalf. Such circumstances may involve family relationships, business and professional activities, or personal affiliations.

### C. Annual Statement of Disclosure

1. All agents of the AIBD shall complete and submit an annual Statement of Disclosure Form (See Supplement #12 8) detailing any facts or circumstances that might constitute a conflict of interest. They are further required to submit an amended statement of disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year.
2. Agents are encouraged to err on the side of disclosure and to report any facts or circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.
3. The board of directors shall review each statement of disclosure for any facts or circumstances that may reflect an actual, potential, or apparent conflict of interest, including:
  - a. Solicitation or acceptance of any item of value that may create an appearance or expectation of special treatment in AIBD matters;
  - b. Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
  - c. Situations in which an agent may be divided between personal interests or the interests of another organization, and the best interests of AIBD;
  - d. Business, professional, or other activities that would materially and adversely affect AIBD, either directly or indirectly;
  - e. Any arrangement in which an agent provides goods or services to AIBD as a paid vendor.
4. The Board may request additional information from any agent at any time.
5. The Board may request the assistance of legal counsel to identify potential conflicts.

### D. Resolution Process

1. If the Board becomes aware of an actual, potential, or apparent conflict of interest regarding any agent of the AIBD, the individual whose relationships or activities are under review shall be temporarily released from the responsibilities of his or her position which might relate to the conflict, including deliberations, debate, or any vote, while such review is pending.
2. After reviewing the conflict the board may take one of the following actions to resolve it:
  - a. Waive the conflict of interest as unlikely to affect the agent's ability to act in the best interests of the organization.
  - b. Determine that the agent should be released from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the conflict is judged to have minimal consequence to the broader activities of the organization.
  - c. Determine that the agent must resign from his or her service to AIBD. This course of action should apply when the conflict is so pervasive that it is judged that the agent would likely seldom, if ever, be able to act solely in the best interests of the organization.
3. The ~~House of Delegates~~ **board of directors** reserve final authority over the resolution of all conflicts of interest involving an employee of the AIBD. **The Resolutions Committee reserves final authority over the resolution of all conflicts of the board of directors.**

## **XXII~~X~~. Records Retention/Destruction Guidelines**

(Inserted 1/25/2013)

### **A. Statement of Policy**

1. In an effort to facilitate efficient and effective operations it is the policy of the AIBD to retain records as required by law and to destroy them when appropriate. Guidelines governing the retention and destruction of documents shall be included as a supplement to this Book of Rules. (See Supplement #~~13~~ 9)
2. All business records should be kept no longer than the period necessary for the proper conduct of the Institute's business. This policy shall cover all business records, including written, printed and recorded matter and electronic forms of records, including e-mail messages in personal folders. AIBD and its agents should review their electronic files regularly and delete them where appropriate to ensure compliance with this policy. These guidelines should be reviewed annually by the board to ensure consistency with applicable legal requirements and standard business practices.
3. If a lawsuit, governmental investigation or subpoena is filed, served or appears imminent, this policy may be suspended, requiring that AIBD and its agents retain such documents until the issue in question is resolved.

## **XXIII~~X~~. Electronic Participation in Meetings**

(Inserted 1/25/2013)

The AIBD Bylaws authorize meetings of the ~~House of Delegates and the~~ board of directors to be attended by electronic means by those members who are not physically present at the designated meeting location. In addition this policy shall govern the meetings of the Institute's councils **and board committees** when their members participate in meetings electronically. In such instances there should be a clear sense that all of the participating members of the respective groups have had adequate opportunity for discussion to reach a consensus on action items. These guidelines shall govern the methods and procedures under which such participation may occur.

### **A. Definition**

1. Means of participation shall include telephone, audio-conference, web based and similar methods of remote communication which allow all members to **read or** hear and be heard simultaneously.
2. Such meetings shall be hosted from a designated meeting location that is attended by members who are able to be present in person.
3. Unless specifically stated in this policy, members who participate electronically in such meetings shall be subject to all other policies and procedures which govern the deliberative conduct of meetings.

### **B. Meeting Notice**

1. Included in the agenda and meeting notice that is sent to the members shall be adequate instructions concerning electronic participation, including a description of how to participate electronically, as well as necessary telephone numbers, web site links, and instructions for initiating and maintaining contact. Also included in the agenda and meeting notice shall be contingency instructions in the event the electronic format being utilized malfunctions or experiences technical difficulties.
2. The participating member must provide or have access to, at his own expense, the adequate and necessary equipment to participate properly. The meeting notice shall include the minimum electronic system requirements which are necessary.

## #16.4 (For Information Only)

3. Members who intend to participate electronically in a meeting shall notify the chief staff officer of their intention five days prior to the scheduled meeting so that adequate time is left to insure the availability of necessary equipment.
4. When agenda items require the physical presence of meeting participants, such as a site visit or tour, such business shall not be considered by those who participate electronically, and the meeting notice shall so indicate.

### C. Quorum Validation (amended 7/29/14)

- ~~1. An House of Delegates annual meeting quorum shall be determined by a spoken roll call which signifies the member's physical presence or a member's presence by proxy telephonic or by electronic communication. In annual meetings of the House of Delegates those who participate electronically are not to be counted in the establishment of a quorum.~~
- ~~2. A House of Delegates mid year or special meeting quorum shall be determined by a spoken roll call which signifies the member's physical presence, a member's presence by proxy, or a member's presence by electronic participation.~~
1. A quorum for a board of directors meeting or a meeting of an Institute council shall be determined by a spoken roll call which signifies the member's physical presence or a member's presence by electronic participation.
2. If the established quorum relies on the participation of those who attend electronically, the continued presence of a quorum shall be monitored for the meeting's duration.
3. The secretary, or an assistant assigned by the chair, shall record the names of the members who are participating electronically.

### D. Participation

1. Members participating electronically may be recognized by the chair and obtain the floor by verbal request, by using a "raised hand" function, or by written communication using the electronic platform.
2. The chair shall remain cognizant of those members participating electronically by including them in all requests for discussion before calling for the vote.
3. When it is necessary that motions be offered in writing, the members participating electronically may offer written motions when supported by the electronic platform. When utilizing any electronic media which does not allow written communication and a written motion is necessary, only motions submitted by such members in advance of the meeting shall be recognized.

### E. Presentations and Supplemental Materials

1. When agenda items include presentations by members of the body or by its non-member advisors, such presentations shall be reasonably accommodated by those who participate electronically. Conversely, presentations made by those who participate electronically shall be reasonably accommodated by those who are physically present.
2. Members participating electronically must be able to visually examine supplemental information which is distributed or displayed to the members who are physically present.

### F. Voting

1. When considering floor nominations the chair shall remain cognizant of those members participating electronically.
2. Voting shall be conducted by members participating electronically by voice vote or by using a "raised hand" function. Votes requiring a secret ballot may be cast by written communication using the

## #16.4 (For Information Only)

electronic platform. When utilizing any electronic media which does not allow written communication, and a written ballot is necessary, such member's votes shall not be recognized.

3. The secretary, or an assistant assigned by the chair, shall compare the list of members who are participating electronically to insure they are included with the tabulated results of the votes cast by members who are physically present.

### ~~XXIV~~**XI. Policy Position Procedure**

(Adopted 7/15/13)

#### A. Authority

The Institute may take positions on policy issues to achieve its fundamental mission and goals. Such positions must be approved by the ~~House of Delegates~~ or board of directors acting on behalf of the House of Delegates. These procedures should be followed for approval of Institute positions. The president has the authority to add the Institute's name to letters being generated by other organizations consistent with positions previously taken by the Institute.

#### B. Summary of Procedures

1. Presentation – A resolution is prepared recommending position to the ~~House of Delegates~~ **board of directors**
2. Action
  - a. ~~House of Delegates~~ **board of directors** meets, discusses the issue and takes action
  - b. ~~If a House of Delegates Meeting is not scheduled in enough time to take effective action, the Board of Directors may act for the House of Delegates. Board of Directors actions will be reported to the House of Delegates at its next meeting at which time the House of Delegates concurrence of the Board of Directors action will be requested.~~
3. Implementation – The board of directors implements the action.
4. Term – Positions previously taken by the Institute sunset in five years.

#### C. Presentation

1. Recommended positions on appropriate policy issues will be presented to the ~~House of Delegates~~ **board of directors** for review, discussion and action.
2. General background information in the form of a memo should be provided to the ~~House of Delegates~~ **board of directors** about the issue which will include the pros and cons of the issue, similar action previously taken by the Institute in the past, how the position supports the Institute's priorities.

#### D. Action

1. The ~~House of Delegates~~ **board of directors** will discuss the resolution at a meeting and take action.
2. ~~The Board of Directors takes action:~~
  - a. ~~From time to time, government initiatives may be taken on issues which are relevant to the Institute's mission and goals but on which the House of Delegates has not taken positions. If a timely action is required before the next meeting of the House of Delegates, the Board of Directors may act for the Institute during the interim periods between meetings of the House of Delegates.~~
  - b. The board of directors may decide that an issue is too complex or controversial and that it should be ~~discussed/evaluated with the entire House of Delegates~~ **voted on by the Professional members before taking action.**

#### E. Implementation

## #16.4 (For Information Only)

1. Once a position is approved, the board of directors is charged to implement the policy through a variety of activities which may include but not be limited to developing position papers, providing testimony; issuing public statements, writing letters and op-ed pieces, and forming coalitions to lead advocacy efforts on the issue.
2. If a position paper is to be developed, or in its absence, testimony for a public statement, the staff will consult with experts including board members and/or the president may appoint a small group of board members to serve as a resource to staff. ~~The final document must be approved by the House of Delegates or the Board acting on behalf of the House of Delegates, with a majority concurring.~~

### F. Term

1. Positions previously taken by the Institute shall cease to have effect after five years, unless further action is taken by the ~~House of Delegates~~ **board of directors**.



**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**FORMS SUPPLEMENT**

The forms collected in this Forms Supplement are printed together with the Book of Rules for the convenience of members, but are not a part of the Book of Rules. They have been prepared as provided in the Book of Rules and may be changed in the same manner. Because the forms can be changed more easily than the Book of Rules, please check with the AIBD national office before using a form in the Forms Supplement to confirm that it is the most recent version.

**#16.4**  
**(For Information Only)**

For Information Only

**#16.4**  
**(For Information Only)**

**AIBD Membership Renewal – Multi-Payment Form**

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**1. PRESENT CLASSIFICATION OF MEMBERSHIP:**

Professional Building Designer     General    (All other membership levels must send full payment)

**2. PLEASE CHOOSE ONE OF THE TWO MULTI-PAYMENT OPTIONS:**

**A. QUARTERLY PAYMENT REQUIREMENTS:** Due dates are - January 1, April 1, July 1, and October 1

\_\_\_\_\_ Initial here to verify that you have been informed that each quarterly payment includes \$3.00 processing fee.

Enter the payment amount accompanying this form: \$ \_\_\_\_\_

**B. SEMI-ANNUAL PAYMENTS:** Due dates are - January 1 and July 1

\_\_\_\_\_ Initial here to verify that you have been informed that each semi-annual payment includes \$3.00 processing fee.

Enter the payment amount accompanying this form: \$ \_\_\_\_\_

**3. PAYMENT BY CHECK:**

Make checks payable to:    AIBD  
7059 Blair Road NW, Suite 201  
Washington, DC 20012

**4. PAYMENT BY CREDIT CARD:**

Mail credit card payments to the address above, fax to 1-877-204-0293, by phone using 1-800-366-2423 or e-mail to info@aibd.org

Check here to give authorization to auto-debit your credit/debit card on each of the two/four due date(s). Otherwise, you will be invoiced prior to each due date.

Full Name of the Member Renewing: \_\_\_\_\_

Full Name on the Credit Card: \_\_\_\_\_

Credit Card Number: \_\_\_\_\_

Expiration Date: \_\_\_\_\_

Credit Card Billing Address: Street \_\_\_\_\_

Suite/Unit \_\_\_\_\_ City/State/Zip \_\_\_\_\_

Phone Number: Business (\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_

E-mail \_\_\_\_\_

Signature \_\_\_\_\_ Date: \_\_\_\_\_

(If an electronic signature is not used, print this form and sign using black ink)

**5. PERMISSION TO SEND AIBD NOTICES BY E-MAIL:**     Yes     No

**6. PLEASE TAKE NOTE:**

- To receive a printed invoice reflecting the renewal method you have chosen, please return this form before DECEMBER 1, 2009.
- ALL Multi-Payment Request Forms must be received by JANUARY 1, 2010.
- ALL multi-payment renewals must be accompanied by a Multi-Payment Request Form.
- Renewals received after JANUARY 15, 2010 will be assessed a \$10 late fee.

# #16.4 (For Information Only)

Forms Supplement 2  
(Amended 9/5/2012)

## AGREEMENT COVERING THE TERMS AND CONDITIONS OF MEMBERSHIP GRANTED BY THE AMERICAN INSTITUTE OF BUILDING DESIGN

By endorsing the membership application, either by hand or electronically, and with the submittal of each membership renewal, all members shall agree to comply with Institute's Bylaws and Book of Rules which include the following terms and conditions:

1. All members shall abide by the Code of Ethics and Conduct of the Institute. ([www.AIBDmember.org/code.pdf](http://www.AIBDmember.org/code.pdf))
2. The membership certificate is the property of the American Institute of Building Design, and is issued to each qualifying member as proof of membership or class of membership.
3. The membership certificate shall remain in the possession of the member as long as he or she remains a paid member in good standing. Should the member become delinquent in the payment of dues, or should the ~~House of Delegates~~ **board of directors** deem it in the best interest of the Institute to revoke membership, the member will, upon request by the Institute Secretary, return the membership certificate to the Institute as requested. Such person shall also cease using the name and the initials of the American Institute of Building Design in any manner whatsoever.
3. AIBD collects information from its members for inclusion in a national membership directory that is distributed only to the Institute's members. Access to the national directory information is also available only to AIBD members on the AIBD website. The national directory, or any part thereof, may not be reproduced, sold or distributed to any third parties without the express approval of the AIBD ~~House of Delegates~~ **board of directors**. Members may opt-out of the website directory through their online account or by contacting the national office. Further, AIBD may occasionally enter into agreements to provide limited data to third parties offering exclusive member benefit programs that include products and services available to AIBD members; such as HP, UPS, etc.
4. The contact information of members joined in the Professional, **Retired Professional and Lifetime** member ~~category~~ **classifications** ~~is~~ **are** made available to the public on the AIBD website. Searches are done by state or zip code with various radial distance options. Members are identified in the search by their primary address as provided in the AIBD database. Members may manage their personal information in the database through their online account or may opt-out of the public search option by contacting the AIBD national office.
5. Members may reference being a member of AIBD or their membership level in AIBD and use the Institute logo as it relates to their business or credentials. Only ~~Certified~~ Professional members **certified by the National Council of Building Designer Certification** may use the Institute's acronym as a designation after their name.
6. In connection with all AIBD activities, all members shall conduct themselves in the following manner:
  - a. Represent themselves and the Institute in a highly professional manner during industry meetings – considering opposing views, maintaining decorum and abiding by the rules of the chair.
  - b. Treat all members, staff and guests with dignity, courtesy and respect.
  - c. Avoid conduct or comments that could be construed as sexual or racial harassment or discrimination.
  - d. Work with members to promote the enhancement, development and awareness of the residential and building design professions.
7. Membership in the Institute is a competitive value in and of itself, and may not be used, actually or potentially, for anti-competitive purposes,
8. Members may voluntarily resign their membership mid-term. Membership dues in the current membership year will not be refunded.
9. This agreement shall be fully performable at the national office of the American Institute of Building Design. The laws of the District of Columbia shall govern this agreement, and for purposes of enforcing this agreement only, any court in the District of Columbia shall have personal jurisdiction over the undersigned.
10. If it becomes necessary for the American Institute of Building Design to initiate legal proceedings to recover the certificate, or roster, or to enjoin the use of the certificate, or roster, the American Institute of Building Design shall be entitled to recover all court costs, attorneys' fees, and damages. Membership dues in the current membership year of the proceedings will not be refunded.

# #16.4 (For Information Only)

11. Notice shall be deemed sufficient hereunder if it is mailed via U.S. mail, certified, return receipt requested, to the person's home or business address as it appears in the latest roster or to the latest address that the person has supplied to the American Institute of Building Design.

Forms Supplement 3

## Financial Review Form

Committee Members: Chairman \_\_\_\_\_  
Assistant 1 \_\_\_\_\_  
Assistant 2 \_\_\_\_\_

Year being reviewed: \_\_\_\_\_ through \_\_\_\_\_  
(Month/Year) (Month/Year)

### A. Gathering Information for the Review

To begin the review, the President (or his appointee) is to provide the committee with the most current accounting information, including checkbook with all entries up to date, bank statements, and so forth as listed below, for all bank accounts. All funds on hand should be deposited prior to the review. The review should be performed without the assistance of the bookkeeping staff or management.

1. AIBD General ledger, including all detail levels, from June 1 \_\_\_\_ through July 31 \_\_\_\_  
(This should include the month before and the month after the review period)
2. Copies of bank statements for all open or recently closed accounts from the month before through the month after the review period.
3. Check registers for each account. Include acct. # as well as name of account for identification.
4. Accounts payable aging report through the end of the review period.
5. Accounts receivable aging report through the end of the review period.
6. Explanation of any accounting adjustments entered per accountant or otherwise.
7. Statement of current assets and liabilities as of the end of the review period. (Balance Sheet)
8. Current P&L statement through the end of the review period.
9. Reconciliation statement for each month for all asset accounts.
10. Treasurer's log of checks mailed, with dates received and sent.

### B. Verification of Receipts

The purpose of this procedure is to verify that all Receipts have been entered and accounted for properly.

1. Total, by month, the Receipts recorded in the Accounting Books.
2. Compare each monthly total with deposits to the bank accounts.
3. If there is a difference, determine the reason and explain: \_\_\_\_\_
4. Have all Receipts been recorded in the Accounting Books? \_\_\_\_\_
5. For all 12 months, compare each Receipt with the transaction description, account, and code recorded in the Accounting Books. Are Receipt entries coded and recorded correctly. \_\_\_\_\_
6. Compare bank statement deposit dates and amounts with Accounting Books deposit dates and amounts. Are deposits being made in a timely manner? \_\_\_\_\_

Comments: \_\_\_\_\_

### C. Verification of Disbursements

1. a) Is there an invoice, resolution, or other authorization for all payments recorded in the Accounting Books? \_\_\_\_\_  
b) Has each invoice or receipt been approved (initialed) by the President or other person authorized to approve payment? \_\_\_\_\_
2. Mark on the Accounting Books and list below under "Comments" any payments for which there is no supporting documentation. This should be considered when discussing the review with the President and the Executive Director.
3. Are ALL Society dues being forwarded each month? \_\_\_\_\_
4. Are all loans and other regular monthly obligations being paid on time? \_\_\_\_\_

Comments: \_\_\_\_\_

### D. Verification of Primary Checking Account

1. Have all pages of each bank statement been made available for review? \_\_\_\_\_  
(Note: Most bank statements list the number of pages making up the statement. For example, the first of a three-page statement likely contains the notation "Page 1 of 3.")
2. Are the bank statements being mailed directly to the AIBD office and not to a staff person? \_\_\_\_\_
3. Reconcile the latest bank statement to the last transaction in the check register. Does it reconcile to the n the check register?  
\_\_\_\_\_

# #16.4 (For Information Only)

If "yes", initial the check register balance.

If "no", what is the difference? \$ \_\_\_\_\_

This should be considered when discussing the review with the President and the Executive Director.

4. Are any outstanding checks over three months old? \_\_\_\_\_ If "yes," explain below.
5. Are any outstanding deposits over three months old? \_\_\_\_\_ If "yes," explain below.
6. Are all paid checks on hand, and have they been written to the proper payees? \_\_\_\_\_  
If checks are not returned by the bank, are they available on line? \_\_\_\_\_
7. Are all numbered checks accounted for, including those voided? \_\_\_\_\_

Comments: \_\_\_\_\_

## E. Verification of Other Accounts

1. Have all pages of each bank statement been made available for review? \_\_\_\_\_
  - a) Operating Savings Account # \_\_\_\_\_
  - b) Memorial Savings Account # \_\_\_\_\_
  - c) Other Account # \_\_\_\_\_
  - d) Other Account # \_\_\_\_\_
  - e) Other Account # \_\_\_\_\_
2. Are ALL bank statements being mailed directly to the AIBD office and not to a staff person? \_\_\_\_\_
3. Reconcile the latest bank statement for each account to the last transaction in the account register. Do they reconcile to the balance shown in the account registers? \_\_\_\_\_ If "yes", initial the account register balance.  
If "no", what is the difference? \$ \_\_\_\_\_  
This should be considered when discussing the review with the President and the Executive Director.
4. Are any outstanding checks or over three months old? \_\_\_\_\_ If "yes," explain below.
5. Are any outstanding deposits over three months old? \_\_\_\_\_ If "yes," explain below.
6. Are all paid checks on hand, and have they been written to the proper payees? \_\_\_\_\_  
If checks are not returned by the bank, are they available on line? \_\_\_\_\_
7. Have all withdrawals or transfers from each account been properly approved? \_\_\_\_\_

Comments: \_\_\_\_\_

## F. Verification of Assets

1. Verify all assets listed in the Accounting Books.
2. Verify each item listed in the "accounts receivable" register. Are any receivables more that 60 days past due? \_\_\_\_\_  
Explain \_\_\_\_\_
3. Are all advance deposits and payments accounted for? \_\_\_\_\_
4. Are there any loans receivable listed? \_\_\_\_\_ If yes, are they current? \_\_\_\_\_
5. Is all equipment, furnishings, or vehicles which are owned listed as assets? \_\_\_\_\_
6. Are all leasehold improvements properly accounted for as assets? \_\_\_\_\_
7. For all assets shown, is the correct depreciation also shown? \_\_\_\_\_  
(see also #5 below)

Comments: \_\_\_\_\_

## G. Verification of Liabilities

1. Verify all liabilities listed in the Accounting Books.
2. Verify each item listed in the "accounts payable" register. Are any payables more that 30 days past due? \_\_\_\_\_  
Explain \_\_\_\_\_
3. Are all advance dues payments properly accounted for as deferred revenue? \_\_\_\_\_
4. Are there any loans payable? \_\_\_\_\_ If yes, are they listed? \_\_\_\_\_ current? \_\_\_\_\_
5. For all fixed assets shown, is the correct depreciation also shown? \_\_\_\_\_
6. Are all long term obligations properly accounted for? \_\_\_\_\_
7. Are there any contractual obligations for which AIBD is liable? \_\_\_\_\_  
If yes, are they shown as a liability? \_\_\_\_\_

Comments: \_\_\_\_\_

## H. Review of General Procedures

1. Are good bookkeeping practices being followed? \_\_\_\_\_
2. Are the records neat and accurate? \_\_\_\_\_
3. Are the records up to date? \_\_\_\_\_
4. Are the quarterly reports to the Board of Directors accurate? \_\_\_\_\_

Comments: \_\_\_\_\_

**#16.4**  
**(For Information Only)**

Review prepared by: \_\_\_\_\_  
(Signature)

Reviewed by: \_\_\_\_\_  
(Signature of president)

**Additional Comments:**



**AMERICAN INSTITUTE OF BUILDING DESIGN**  
**TRAVEL REIMBURSEMENT FORM**  
All member travel must be approved in advance.  
(Please Print)

Forms Supplement 4

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Purpose of Trip**

\_\_\_\_\_  
(Please specifically identify or describe meeting)

LOCATION: \_\_\_\_\_

DATE: \_\_\_\_\_

**Expenses Requested**

Due to auditing requirements, a copy of your airline/train itinerary and receipts for other expenses must be attached. If it is not attached, it will result in a delay in your reimbursement. AIBD will reimburse members for automobile mileage, if a personal car is used, or for train fare, or for rental car, only when they are less than or the same as the airfare.

Roundtrip Coach Airfare (at least 21 days in advance, coach class)  
or Roundtrip Train, or Roundtrip Auto Mileage  
( @ IRS mileage rate-- list mileage \_\_\_\_\_ )

<http://www.irs.gov/taxpros/article/0,,id=156624,00.html>

\$ \_\_\_\_\_

Other Expenses (up to \$150 per meeting/travel day)  
(Includes hotel room costs, meals (excluding alcohol), taxis, parking, tolls, etc.)  
Please list other expenses and provide receipts:

**#16.4**  
**(For Information Only)**

	\$	
<b>TOTAL</b>	\$	

\_\_\_\_\_  
(Member Signature and Date)

FOR AIBD USE ONLY

Reviewed/Approved By: \_\_\_\_\_

Forms Supplement 5

**Resolution Request Form**

Please complete the request form and attach any supporting documents or correspondence you would like the Resolutions Committee to consider.

Date of Submittal: \_\_\_\_\_

Please send to:

AIBD Resolutions Committee  
7059 Blair Road NW, Suite 201  
Washington DC, 20012

The Resolutions Committee does not have the authority to render an opinion on any matters that involve legal issues or compensation.

**Complainant:**

**Respondent:**

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Phone: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_

Phone: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_

Cellular: (\_\_\_\_) \_\_\_\_\_

Cellular: (\_\_\_\_) \_\_\_\_\_

E-mail: \_\_\_\_\_

E-mail: \_\_\_\_\_

**Nature of Complaint:**

Please describe in several sentences the basic nature of your complaint. You may attach a full description and any supporting documents you feel may be germane to your resolution request.



**#16.4**  
**(For Information Only)**

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I hereby acknowledge that I (we) have read and understand this resolutions procedure:

---

Complainant	(Signature)	Date	(Print Name)
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Respondent	(Signature)	Date	(Print Name)
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For Information Only

#16.4  
(For Information Only)

Forms Supplement 6

**Resolution Procedure Form**  
(For Internal Use of Committee and Staff)

Date Request Mailed to All Parties: \_\_\_\_\_

Certified Mail #'s \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date of Response from Respondent: \_\_\_\_\_

Date Written Opinion Received: \_\_\_\_\_

Date Opinion Mailed to all Parties: \_\_\_\_\_

Certified Mail #'s \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Disposition: \_\_\_\_\_

\_\_\_\_\_

Date Request for Appeal Received: \_\_\_\_\_

Date Noticed to ~~House of Delegates~~ **AIBD Board of Directors**: \_\_\_\_\_

Final Disposition: \_\_\_\_\_

\_\_\_\_\_

Additional Notes:

# #16.4 (For Information Only)

Forms Supplement 7

## Society Affiliation Agreement Chapter Constitution

Society Affiliation Agreement ("Agreement") is made this \_\_\_\_\_ day of \_\_\_\_\_, by and between the American Institute of Building Design, a District of Columbia nonprofit corporation ("the Institute") and the \_\_\_\_\_, as a Society of the AIBD.

~~WHEREAS~~, AIBD and the Society wish to describe their understanding concerning the services to be rendered and other rights and obligations of the parties;

~~NOW, THEREFORE~~, in consideration of the foregoing and of their mutual promises and agreements, the Institute and the Society agree as follows:

### ~~A. Preamble~~

- ~~1. The Institute is a nonprofit tax exempt organization organized under Section 501(c)(6) of the Internal Revenue Code and incorporated under District of Columbia Non Profit Corporation Act. The purpose of the Institute, as stated in greater detail in the Institute's Articles of Incorporation, is, in essence, to advance the development, recognition, and enhancement of the profession of building design.~~
- ~~2. Pursuant to the Bylaws of the Institute, all Societies of the Institute will exist under the sanction of the Institute subject to this Society Affiliation Agreement and other policies adopted by the Institute from time to time.~~
- ~~3. The Society agrees to support the Institute's purposes and will abide by the following documents (which may be modified from time to time by the Institute): the Institute's Articles of Incorporation, the Institute's Bylaws, and the Institute's Book of Rules.~~
- ~~4. This agreement contains the mutual rights and responsibilities of the Institute and the Society concerning their relationship with each other and to other Institute Societies.~~

### ~~B. Jurisdiction~~

- ~~1. The Institute has the authority to assign, modify or withdraw the geographical jurisdiction of the Society. Upon receipt of a fully executed copy of this agreement, the Institute will authorize the Society to represent the Institute as the American Institute of Building Design, \_\_\_\_\_ Society. The Institute will establish the geographic area to be served by the Society.~~
- ~~2. The Institute's House of Delegates has the authority to assign the Society to one of three districts. The needs, interests, and concerns of the Society shall be represented to the Board of Directors by their respective District Director.~~

### ~~C. Obligations~~

- ~~1. The Institute will provide the Society with certain materials to assist the Society in recruiting members, providing assistance in preparing and presenting educational programs, making available certain supplies, and providing the Society a Bylaws and Book of Rules template.~~
- ~~2. Institute dues will be established from time to time by the Institute's House of Delegates. Dues paid by individuals to the Institute will be for membership in both the Institute and the Society. Additional dues may be assessed by the Society to conduct meetings and events and for general operational purposes.~~
- ~~3. The Society will take all appropriate action to sustain membership growth. The Society will develop policies and procedures consistent with the Institute's policies and procedures.~~

### ~~D. Liability and Indemnification~~

- ~~1. The Institute and the Society expressly acknowledge and agree that the Institute and the Society are, and intend to maintain, separate corporate entities. As such, the Institute will not incur any liability, obligation or expense on behalf of the Society, nor the Society on behalf of the Institute, unless the act giving rise to the potential liability will have first been approved in writing by both the Institute and the Society.~~
- ~~2. The Society hereby indemnifies, holds harmless and agrees to defend and pay all costs and expenses as they are incurred, the Institute and its officers, directors, agents, members and employees from and against any action, suit, proceeding, asserted claim, damage, liability, obligation, cost and expense which may be incurred by the Institute and/or its officers, directors, agents and employees and which may arise by reason of any act or failure or omission to act by the Society or by any officer, director, agent, member or employee thereof, any breach of this Agreement, or~~

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the failure or refusal of Society and its officers, directors and employees to comply with and conform to the Institute Bylaws, or which in any other way pertains to the relationship and mutual rights and responsibilities between the Society and the Institute.

### **E. Intellectual Property**

1. The Institute owns its copyrights, trademarks, logos and other intellectual property, defines the use of its intellectual property, and manages adherence to all intellectual property usage guidelines.
2. The Institute grants a non-exclusive, royalty-free license to the Society to use certain of its copyrights, trademarks, logos and other intellectual property now owned or developed by the Institute in the future. Use of such property is limited by the Institute to the usage established and communicated to the Society from time to time and the Society specifically acknowledges that the Institute may modify the terms of such usage or withdraw any license to use at any time. Upon termination, dissolution, merger or any other transfer of assets by the Society, this license will terminate and the Society will cease all use of such property, return all materials containing such property, and cease using the Institute name, copyrights, trademarks, logos and other intellectual property.
3. Upon request by the Institute, the Society will submit to the Institute for review any and all Society materials in which the copyrights, trademarks, logos and other intellectual property appear. The Institute will have the right to require changes to such materials for the purpose of insuring proper use of its property.

### **F. Documents**

The Institute and the Society acknowledge the existence, force and effect of the following documents:

1. The Institute Articles of Incorporation.
2. The Institute Bylaws
3. The Institute Book of Rules
4. Society Articles of Incorporation.
5. Society Bylaws

If at any time any provision of the Agreement is determined to be inconsistent with any provision of the documents named in (1), (2) and (3) above, said documents will control.

### **G. Terms and Conditions**

The parties acknowledge and agree that, subject to the terms of paragraph 1 below, this Agreement will continue for a period of one (1) year after the effective date hereof, and will automatically renew for successive one (1) year periods, unless terminated or modified by the Institute.

1. The parties acknowledge and agree that this Agreement may be terminated by the Institute under the following circumstances:
  - a. At any time by providing the Society with thirty (30) days prior written notice of such termination.
  - b. Upon the filing of a petition of bankruptcy by or against the Society which is not dismissed within ninety (90) days after the date filing.
  - c. Upon placement of the assets of the Society in the hands of a receiver or an assignment of assets by the Society for the benefit of its creditors.
  - d. Upon the voluntary or involuntary dissolution of the Society.
2. In the event of termination or dissolution of the Society, to the extent allowed under applicable law, all of the assets of the Society will be distributed to the Institute within 60 days of the date of termination. In the event that the Society Board of Directors will fail to act in the manner herein, the state court in which the principal office of this Society has been located will make such distribution as herein provided, upon the petition of the Institute or other persons having an interest in the Society or its assets.

### **H. Society Relations Policy**

The parties acknowledge and restate the applicability of the Institute's Society Relations Policy, included in the Institute's Book of Rules, including, but not limited to the following provisions:

1. The Society and its Chapters, if any, shall make any changes to their governing documents required by the Institute.
2. Standards for Professional membership in the Society and its Chapters, if any, shall be equivalent to those of the Institute.
3. All members of the Society and its Chapters, if any, shall be members of the Institute.
4. The Society and its Chapters, if any, shall comply with all applicable rules and directives of the Institute.
5. The Society and its Chapters, if any, shall determine and report to the Institute their dues structures.

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- ~~6. If applicable, the Society shall provide procedures for discipline of its Chapters, subject to review by the Institute's Board of Directors.~~
- ~~7. Society and Chapter activities shall be consistent with the purposes of the Institute as stated in its Bylaws.~~
- ~~8. The Society must develop, maintain, and subject itself to Society Bylaws, subject to the review and requirements of the Institute's Bylaws Committee.~~
- ~~9. The Society and its Chapters, if any, shall maintain records of activities, including membership, meeting minutes, collection of Associate member dues, and financial income and expenditures, government required reports (including Internal Revenue Service Form 990), internal operations, and compliance with Institute policies and directives. Such records shall be presented to the Institute if requested.~~
- ~~10. The Society shall be represented at the meetings of the Institute by delegates elected according to the quotas established in the Institute's Bylaws.~~
- ~~11. Members shall be assigned as members of the Society according to the requirements of the Institute's Bylaws.~~
- ~~12. As provided in AIBD Bylaws Art. V, § 1 (F) (1) the Institute's House of Delegates has the authority to assign the Society to one of three districts. A Society District Map, drafted in accordance with the District boundaries adopted by the House of Delegates, shall be approved by the President and included as a supplement to the Book of Rules.~~
- ~~13. The Society shall provide in its articles of incorporation (or equivalent corporate charter, certificate of incorporation, articles of organization, or other organic corporate document, as applicable in the jurisdiction of incorporation) and bylaws that any changes to the Society's articles of incorporation or equivalent document and bylaws shall be submitted to the Institute's Bylaws Committee for its review and concurrence. Unless rejected by the committee within sixty days of receipt (or approval is received sooner) the proposed amendment shall take effect. To the extent permissible under applicable state law, the Institute's House of Delegates may unilaterally amend the Society's articles of incorporation or equivalent document and bylaws or take such other measures as are necessary to enforce conformity with the Institute's Bylaws. Such measures shall include, but are not limited to, prohibition of the use of AIBD's name, logo, or other intellectual property, and the return of all funds in the Society's treasury to the Institute.~~

## **I. Miscellaneous Provisions**

- ~~1. Nothing in this Agreement will be deemed to create a partnership, joint venture or agency relationship between the Institute and Society to make either party jointly liable for any obligation of the other arising out of the activities and services contemplated or performed by this Agreement. Neither party will have any power or authority to act in the name of or on behalf of the other party except with the express written consent of such party.~~
- ~~2. Unless otherwise required by state law, the parties agree that the jurisdiction, venue and choice of law for any disputes between the parties will be the District of Columbia.~~

~~IN WITNESS WHEREOF~~, the parties have caused this Society Affiliation Agreement to be executed by their duly authorized officers, effective as of the day and year first written above.

American Institute of Building Design \_\_\_\_\_ (Society)

By: \_\_\_\_\_ By: \_\_\_\_\_  
Please print \_\_\_\_\_ Please print \_\_\_\_\_

Signature: \_\_\_\_\_ Signature: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

## Constitution of the American Institute of Building Design, [Region] Chapter

### ARTICLE I – Official Name

- A. The official name of this organization shall be the American Institute of Building Design, [Region] Chapter (hereby referred to as the Chapter).

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### ARTICLE II – Purpose

- A. To advance the knowledge of its members in the field of building design;
- B. Provide an encouraging and helpful atmosphere for its members' social and professional goals;
- C. Provide opportunities to intermingle with other individuals interested in building design;
- D. To interact with prominent building designers; and
- E. Provide career and business support in the building design industry.

### ARTICLE III – Membership Requirements

- A. Membership is open to anyone without regard to race, religion, color, sex, national origin, disability, age, veteran status, creed, marital status, public assistance status, or sexual orientation.
- B. A voting member is defined as dues paying member of the AIBD.

### ARTICLE IV – Activities

- A. The Chapter shall hold at least four general membership meetings each calendar year.
- B. The Chapter shall hold meetings only in places that are open and accessible to all members of the Chapter.
- C. A quorum for general membership, annual election and special meetings shall be the voting members present.
- D. Membership meetings shall follow a normal order of business, including attendance records, minutes, reports of officers and committees, consideration of business and adjournment.
- E. In addition to general meetings, the Chapter may host special events, fundraisers or projects. It is desirable for events and projects to be in collaboration with local organizations to build a relationship with the community.
- F. Activities shall be planned in accordance with the purposes set forth in Article II.
- G. Non-members are welcome to participate in Chapter activities but will not have voting privileges.

### ARTICLE V – Leadership Board and Officers

1. The leadership board shall consist of the officers.
2. The officers of the Chapter shall be: president, vice president, and secretary.
3. An officer of the Chapter must be a member of the AIBD.
4. The officers shall have the following responsibilities:
  - a. The president shall have the ultimate responsibility for the functioning of the Chapter and its relationship with AIBD. The president shall convene and conduct the general membership meetings. The president shall solicit committee heads and work with other organizations.
  - b. The vice president shall aid the president and coordinate membership recruitment. The vice president shall assume the duties of the president in the latter's absence and shall assume the office of the president should it become vacated during the stated term of office. She/he shall perform other duties assigned by the president.
  - c. The secretary shall be responsible for correspondence, record keeping and prepare the Chapter's annual report for presentation to the Chapter and submission to the AIBD. She/he shall perform other duties assigned by the president.

### ARTICLE VI – Elections and Terms of Office

1. Elections:
  - a. All AIBD members of the Chapter are entitled to vote for the officers of the Chapter.
  - b. Nomination and elections of officers shall be supervised by the president.
  - c. Nominations will be accepted during the elections meeting.
  - d. Vacancies in offices other than the president (see Article V) shall be filled by appointment of the leadership board.
2. Terms of Office:
  - a. Terms for all officers shall be for one year, or until a successor is elected and qualified.
  - b. A new president is encouraged each year.

### ARTICLE VII - Committees

1. Committees shall be assigned as necessary by the leadership board.

### ARTICLE VIII – Finances

1. The Fiscal Year of the Chapter shall begin July 1.
2. In addition to the AIBD national annual dues the Chapter may charge annual dues.
3. The Chapter may charge fees for special events and projects.
4. The dues and fees shall be fixed by a majority vote the leadership board.

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5. All expenditures shall be for Chapter activities only.

**ARTICLE IX – Records**

1. The Chapter shall keep correct and complete book and records of accounts and shall also keep minutes of the proceedings of its general membership and leadership board meetings.
2. All books and records shall be stored electronically in an online method established by AIBD.

**ARTICLE X - Amendments**

1. This Constitution may not be amended.
2. The Chapter may approve policies and procedures to accompany this Constitution.

**ARTICLE XI – Dissolution of the Chapter**

1. Dissolution of the Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.
2. When it becomes in the best interest of the Institute, the AIBD Board of Directors may revoke the charter of the Chapter.
3. Should the Chapter be dissolved, its assets and liabilities shall be transferred to AIBD.

**ARTICLE XII – Parliamentary Procedures**

1. All questions of parliamentary procedure shall be decided in accordance with the forms laid down in the latest edition of Robert’s Rules of Order.

**ARTICLE XIII – Ratification**

1. This Chapter shall be chartered by the board of directors of the American Institute of Building Design and Chapter business shall at all times be conducted in accordance with this Constitution and the Institute Bylaws.
2. Ratification shall be determined by a two-thirds vote of the AIBD members present.

**Date Ratified by the Chapter:** \_\_\_\_\_

**Chapter Secretary:** \_\_\_\_\_  
**(Please print)**

**Secretary Signature:** \_\_\_\_\_

**Once ratified by the Chapter, please forward an executed copy of this Constitution to the AIBD.**

**By Mail:**

**American Institute of Building Design**

**529 14<sup>th</sup> Street NW**

**750 National Press Building**

**By Fax:**

**By Email:**

**Washington, DC 20045**

**866-204-0293**

**info@aibd.org**

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Forms Supplement 8  
(Inserted 1/25/2013)

### AMERICAN INSTITUTE OF BUILDING DESIGN Statement of Disclosure

As a ~~delegate~~, director, officer, examiner or key employee of AIBD, I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest, as the term is defined in the Conflict of Interest Policy.

- I have the following interests in third parties providing goods and services to AIBD:
- I serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of AIBD, or take public positions contrary to those of AIBD:
- I expect to receive compensation from AIBD in the following amount, not including reimbursement of reasonable expenses:
- The following members of my family expect to receive some form of compensation or material financial benefit from AIBD:
- Outside of my capacity as a ~~delegate~~, director, officer, or key employee of AIBD, I have a family relationship or business relationship with the following directors, officers, or key employees of either organization:



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- I wish to disclose the following additional facts or circumstances:

I have read the AIBD Conflict of Interest Policy in full, and understand that I am required to notify the board of directors or the house of delegates of AIBD in the event of any material change to the answers I have provided in this statement.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_

Forms Supplement 9  
(Inserted 1/25/2013)

### AIBD RECORDS RETENTION / DESTRUCTION GUIDELINES


Description	Retention Period
Accident Reports and Claims(settled cases)	7 years
Accounts payable invoices, ledgers and schedules	10 years
Accounts receivable ledgers and schedules	10 years
Audited Financials/Annual Reports	10 years
Bank statements and cancelled checks (see exception below)	6 years
Charts of accounts	10 years
Checks (canceled for important payments, i.e., taxes, purchases of property, special contracts, etc. (checks should be filed with the papers pertaining to the underlying transaction)	6 years
Contracts and leases (expired)	10 years
Contracts and leases still in effect	Permanently
Corporate/Organizational records	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters only)	Permanently
Correspondence (routine) with members, customers, or vendors	1 year
Deeds, mortgages, and bill of sale	Permanently
Depreciation schedules	Permanently
Employment applications (Three years after application for individuals not hired; three years after termination for individuals hired.)	3 years
Financial statements (end-of-year, other months optional)	Permanently
General ledgers (and end-of-year trial balances)	Permanently

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Historical data	Permanently
Insurance policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Minutes of House of Delegates, Board of Directors, and each Council governing Board, including by-laws and charter	Permanently
Notes receivable ledgers and schedules	6 years
Payroll records (Time sheets, payroll journals, payroll tax returns, W-2 forms, Personnel files (after termination)	7 years
Pension/Retirement Plan documentation and filings	Permanently
Property records-including costs, depreciation reserves, end-of-year trial balances, depreciation schedules,	Permanently
Tax exemption documents	Permanently
Tax returns and worksheets, revenue agents' reports and other documents relating to determination of income tax liability	7 years
Trade mark registrations	Permanently

Forms Supplement 10

## Society District Map Chapter Annual Reporting Form



AMERICAN INSTITUTE of  
BUILDING DESIGN

**How to Apply:**

- No fees are required.
- If an AIBD State Society exists in your state, local approval of the chapter is required.
- Approval by the local State Society can be facilitated by the AIBD national staff, upon request.
- Return this completed application form and any supporting documents to the AIBD headquarters by mail, email or fax using the

## AIBD Chapter Annual Report

### President (elect)

Name: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

### Vice President (elect)

Name: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

### Secretary (elect)

Name: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

### General Membership Meeting History (Please provide locations and dates)

Meeting #1

Meeting #2

Meeting #3

Meeting #4

64

To list more meetings, please include a separate sheet.

### Financial Report

Revenue: \_\_\_\_\_