

Explanation of Reasoning Behind Proposed By-Law Revisions

AIA Georgia

October 2021

The following items provide a rationale for the reasons that AIA Georgia's board, local legal counsel, and/or AIA National's legal counsel recommends the revision. Please use this document in tandem with the Bylaws Worksheet to see how the change is made from the current bylaws to the proposed new language.

*On the Bylaws Worksheet, text in **BLUE** represents additions to the language; text in **RED** represents deletions.*

Comment
Reference

- 1.01 Name: AIA National recommends the removal of the historic reference, a change made more than 20 years ago.
- 1.011 Related Organizations: AIA National has requested that they no longer be referred to as "The Institute" but instead just "AIA"
- 1.05 Authority: AIA National has requested that they no longer be referred to as "The Institute" but instead just "AIA"
- 1.06 Coformity with Institute Policy: AIA National has requested that they no longer be referred to as "The Institute" but instead just "AIA"
- 1.06 Conformity with Institute Policy: After the elimination of AIA Regions by a vote of the membership in June 2021, there is no need for this section to contain a reference to a "regional organization". Additionally, it clarifies that "state organization" means State Council.
- 1.11 Purpose of Affiliations: AIA National legal counsel recommends the change to this section because of legal interpretation of the need for formal agreements.
- 1.121 Statement of Purpose: AIA National recommends removing the last items required by agreements of affiliation, stating that this list goes well beyond a typical MOU or similar document.
- 1.2 ENDORSEMENTS: The eliminated language (in red, strikethrough) is redundant, and covered by the remaining text.
- 2.01 Categories of Membership: AIA National has requested that they no longer be referred to as "The Institute" but instead just "AIA"
- 2.01 Categories of Membership: AIA Legal recommends a change that references 2.04 rather than the descriptive language in the current bylaws.

2.02 Definitions: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”

2.04 Non-Resident Status: this clause is an artifact from many years ago and no longer allowed under current AIA National bylaws, and they recommend that AIA Georgia delete this.

Note that the elimination of 2.04 requires the renumbering of 2.05-09, and the changes below will reflect this new numbering.

2.06-2.15 Multiple Sections: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”

2.22 Admission Fees: AIA Legal recommends deleting this section, and instead handling it specifically in 3.02

Note that the elimination of 2.22 requires the renumbering of 2.23-25, and the changes below will reflect this new numbering.

2.23-3.03 Multiple Sections: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”

3.02 Amount of Annual Dues: AIA Legal has recommended a few housekeeping additions noted in blue font.

3.05 General Waiver of Annual Dues: AIA Legal recommended the elimination of the text in red, strike-through font.

3.06-4.33 Multiple Sections: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”

4.01 Delegates to the AIA Meeting: AIA is now calling the gathering “the AIA Annual Meeting”.

4.02 Nomination and Election of Institute Representatives: After the elimination of AIA Regions by a vote of the membership in June 2021, there is no need for this section to contain a reference to a “regional”. Additionally, these bylaws are using the term “Statewide Organization Representatives to refer to those serving the Strategic Council, National YAF, and National Associates Council – but who will be elected on a state-based model, rather than the previous regional model.

4.021 Status of Regional or National Institute Representatives: This article removes reference to “regional” and replaces it with “Statewide Organization Representatives”. It also makes clear that these positions are not members of the AIA Georgia Board of Directors.

4.1 REGIONAL ORGANIZATION: Recognizes dissolution of South Atlantic Region and potential for cooperation with any AIA entity.

- 4.11 Association Representation in Regional Organization: This change recognizes the elimination of the South Atlantic Region. It also places into the bylaws the possibility that AIA Georgia can enter into any cooperative arrangement with other state or local chapters/sections for the purpose of delivering services to members. The Aspire XP Conference and multi-state Christopher Kelley Leadership programs are examples of what this might look like.
- 4.21 Membership: The State Council takes on more importance with the elimination of AIA regions. This new language defines the membership of the State Council by reducing the AIA Georgia membership to just the Ex Comm, makes clear that local Sections and Chapters are included, and adds the Statewide Organization Representatives. Additionally, it gives this core group the option of inviting NOMA Atlanta, the Architecture Foundation of Georgia, and others to participate on an interim basis, with the possibility of their official inclusion at some point in the future.
- 4.221 State Council/Meetings: This change is in the event that the AIA Georgia board chooses to hold its membership meeting virtually. In this case the State Council meeting may be held separately.
- 4.222 Special Meetings: With the proposed expansion of the State Council to include more than just AIA Georgia and local chapters, this amends the parties eligible to request a special meeting to individual members, rather than entities.
- 5.01 Required Meetings: This makes a physical meeting for its annual membership meeting possible as a virtual meeting. It also clarifies the new name of the state-based institute representatives, and eliminates a reference to “Regional”.
- 5.01 Required Meetings: Multiple Sections: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”
- 5.24 Limitations on Voting Eligibility: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”
- 5.24 Limitations on Voting Eligibility: Similar to other changes, this eliminates reference to Regions and clarifies State Council.
- 6.11 Nominations: AIA Legal recommends this new language for the referred ad-hoc committee.
- 6.123 Other Directors: This section incorrectly specifies the number of “other directors”. It should be the remaining director positions after subtracting the number of Elected Directors from 6.122 from the number of specified “at large” directors” section 6.41. This language is more malleable than specifying the number of appointed directors, and would allow changes to the size of the board (downwards) without requiring a bylaws change.
- 6.21 Term: Updates gender references to the current time.

- 6.321 Authority: This is new model language referred to AIA Georgia by AIA National legal counsel, and which we are expected to adopt. Generally, it makes more explicit the authority of the President to act on behalf of AIA Georgia and the members of the Board.
- 6.341 Reports: This eliminates the responsibility of the Secretary to prepare reports for the South Atlantic Region, as it no longer exists.
- 6.341 Reports: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”
- 6.41 Composition: This change further clarifies the makeup of the board. There can be a maximum of 8 directors (and could be less at discretion of the board), but there can never be more than 3 appointed directors – the rest must be elected.
- 6.42 State Architecture Licensing Advisor: The AIA Board does not see a reason to limit the candidates for this important position to just its own membership. This change allows recruitment from among all assigned members in the Association.
- 6.62 Report to AIA: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”
- 6.74 Regular and Special Meetings: This corrects a grammatical duplication of the word “by”.
- 6.761 Rules: this is another reference to the changes made to Section 3.02
- 7.3 INSTITUTE PROPERTY INTERESTS: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”
- 9.11 Conformity with AIA Bylaws: AIA National has requested that they no longer be referred to as “The Institute” but instead just “AIA”