



# **Proposed Amendments to the Institute Bylaws**

***Excerpted from  
AIA Convention 2018:  
Official Delegate Information Booklet  
for the Annual Meeting of the  
Institute***

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## Bylaws Amendment 18-A

<b>Subject</b>	Sections of the Institute
<b>Background</b>	<p>State organizations, chapters, and sections chartered by the Institute are referred to as components. (AIA Bylaws, Section 4.01.) Membership in a section is voluntary and is not assigned by the Institute unless the section follows a specified approval process. Only sections that follow that process and have required membership are obliged – like chapters – to meet the Core Member Services for the AIA. (AIA Bylaws, Section 4.22.) Among other things, that means that such sections must be incorporated, must maintain nonprofit tax status, and must adopt bylaws.</p> <p>Because sections with voluntary membership are parented by state organizations or chapters that have assumed legal and other responsibility for them, there is no compelling reason for them to satisfy the same requirements as sections with required membership.</p> <p>The Board sponsors amendments to the Institute Bylaws to clearly release voluntary sections from these obligations.</p>
<b>Required Vote to Amend Bylaws</b>	Bylaws amendments require approval by an affirmative two-thirds vote of the delegates at the meeting, determined in the manner prescribed in Section 9.011 of the Bylaws.

**NOTE: PORTIONS OF THE BYLAWS NOT  
RELEVANT TO THE CHANGES PROPOSED IN THESE AMENDMENTS  
HAVE BEEN OMITTED BELOW.  
ASTERISKS (\*\*\*) HAVE BEEN USED TO IDENTIFY  
WHERE TEXT HAS BEEN OMITTED.**

*(Note: A complete copy of the current [Bylaws](http://www.aia.org) can be found on [www.aia.org](http://www.aia.org), or may be requested by contacting Pam Day, Hon. AIA, at [pday@aia.org](mailto:pday@aia.org).)*

**Motion**

The delegates assembled at the 2018 Annual Meeting amend the Institute's Bylaws as follows, and also authorize the Secretary of the Institute to make whatever changes in the numbering of specific sections may be necessary as a result of this amendment:

CHAPTER 4  
COMPONENTS AND REGIONS

4.0 ORGANIZATION AND DISSOLUTION OF COMPONENTS

*4.03 Purposes of Components. Components shall be nonprofit organizations (except as provided in Section 4.2 with respect to sections with voluntary membership), the objects and purposes of which shall be substantially the same as those of the Institute.*

\* \* \*

*4.06 Bylaws of Components. Except as provided in Section 4.2 with respect to sections with voluntary membership), ~~Every~~ every component shall adopt bylaws consistent with these Bylaws and of their general form and order, and every such bylaw and every amendment thereto must be submitted to the Secretary for approval before the bylaw or amendment becomes effective. Every component that adopts bylaws shall amend its bylaws to conform to the Bylaws of the Institute as soon as it can properly do so after these Bylaws or any amendments become effective.*

\* \* \*

(see next page)

## 4.2 SECTIONS

4.21 Formation of Sections. A chapter or a state organization may form one or more sections within its territory under guidelines set by the Board.

4.22 Authority and Duties of Sections. Membership in a section is voluntary and shall not be assigned by the Institute or the chapter, except that sections of statewide chapters or of a state organization may request, by two-thirds majority vote of the section board, that all assigned members of the chapter whose residence or principal place of business is within the territory of the section be required to join the section and pay dues. Upon approval of the request by two-thirds majority vote of the board of the parent chapter, the Institute will assign membership in the section. Members assigned to sections are subject to termination of membership in the Institute for default in payment of section dues as provided in these Bylaws. Sections with required membership have the authority and duties of chapters stated in section 4.1 of the Bylaws, including the obligation to meet the Core Member Services for the AIA. Notwithstanding any other provisions of these Bylaws, sections without required membership do not have the authority and duties of chapters stated in section 4.1 of the Bylaws, do not have the obligation to meet the Core Member Services for the AIA, are not be required to be incorporated or to maintain tax-exempt status under federal or state law, and are not required to adopt bylaws.

## Bylaws Amendment 18-B

**Subject** Honorary Fellowship

**Background** Under the Institute Bylaws, an architect of esteemed character and distinguished achievements who is neither a U.S. citizen nor a resident of the United States and who does not primarily practice architecture within the domain of the Institute (that is, within the United States or its territories) may be admitted to Honorary Fellowship. (AIA Bylaws, Section 2.51.) These criteria seem designed to ensure that architects will be eligible for Honorary Fellowship only if they practice primarily outside the United States and have only limited ties to the United States.

This has resulted in several anomalies:

- An architect who is a United States citizen practicing primarily (and perhaps exclusively) overseas is barred from Honorary Fellowship. An example of this may occur when an architect has dual citizenship – having U.S. citizenship, but also maintaining citizenship in another country in which they have lived all their lives is licensed, and practices.
- An architect who is licensed in the United States may be eligible for Honorary Fellowship. This seems counter to the common understanding that a U.S.-licensed architect may become an Architect member, and over time seek to become a Fellow. (Fellowship is not available to an architect licensed only outside the United States.)

To address this situation, the Board sponsors amendments to the Bylaws to: (a) remove the ban on Honorary Fellowship for U.S. citizens; and (b) specify that an architect would not be eligible for Honorary Fellowship if they are entitled to practice architecture in any U.S. jurisdiction.

**Required Vote to Amend Bylaws** Bylaws amendments require approval by an affirmative two-thirds vote of the delegates at the meeting, determined in the manner prescribed in Section 9.011 of the Bylaws.

*(Note: A complete copy of the current [Bylaws](http://www.aia.org) can be found on [www.aia.org](http://www.aia.org), or requested by contacting Pam Day, Hon. AIA, at [pday@aia.org](mailto:pday@aia.org).)*

## Motion

The delegates assembled at the 2018 Annual Meeting amend the Institute's Bylaws as follows, and also authorize the Secretary of the Institute to make whatever changes in the numbering of specific sections may be necessary as a result of this amendment:

### CHAPTER 2 MEMBERSHIP

#### 2.5 HONORARY FELLOWSHIPS

*2.51 Qualifications for Honorary Fellowships. An architect of esteemed character and distinguished achievements who is ~~neither a U.S. citizen nor~~ not entitled to practice architecture in any state of the United States, is not a resident of the United States, and ~~who~~ does not primarily practice architecture within the domain of the Institute may be admitted to Honorary Fellowship.*

## Bylaws Amendment 18-C

**Subject** Emeritus Membership

**Background** The Bylaws make Emeritus membership available to any Architect member who has been in good standing in the Institute for fifteen successive years immediately prior to his or her application, and either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession. (AIA Bylaws, Section 2.311.) Similar requirements apply to Associate members. (AIA Bylaws, Section 2.312.) The Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis, waive all or part of the period of good standing or the age requirement for Emeritus status. (AIA Bylaws, Section 2.313.)

Emeritus members are not required to pay dues, and Architect Members Emeritus need no longer be licensed in order to maintain their membership. (AIA Bylaws, Section 2.32.)

A resolution adopted by the delegates at the 2017 annual meeting of the Institute provided that:

*. . . the Board of Directors shall direct the AIA Secretary and the Secretary's Advisory Committee to prepare amendments to Sections 2.311 and 2.312 of the Institute Bylaws, for presentation at the Institute's Annual Business Meeting at the AIA 2018 National Convention, which would allow Architect and Associate members who retire at the age of 70 be allowed to elevate to Emeritus status if they have been AIA members for 15 successive years or 25 non-successive years when all other criteria for eligibility for Emeritus status are also met.*

To address this situation, the Board sponsors amendments to the Bylaws to do several things.

First, the proposed amended Bylaws would provide an alternative path to Emeritus status for longstanding Architect and Associate members who, for whatever reason, do not have 15 successive years of service immediately before applying for Emeritus status. Thus, anyone who has been an Architect or Associate member for a total of at least 25 years – regardless of whether those years are successive – would be eligible for Emeritus status as long as three of those years occurred immediately before his or her application. (The age and retirement requirements for eligibility for Emeritus status would not change.)

Second, no individual is currently eligible for Emeritus status unless they are an Architect or Associate member when they apply for that status. On occasion, however, members have been known to let their memberships lapse – typically inadvertently – just before becoming eligible for Emeritus status. The proposed amended Bylaws would expand the Secretary’s authority in such instances, and enable the Secretary to approve a waiver for such an individual so long as they were an Architect or Associate member in good standing within one year before submitting their application for Emeritus status. (As noted above, the age and retirement prerequisites for Emeritus status would not be affected by the proposed Bylaws amendments.)

**Required Vote to Amend Bylaws**

Bylaws amendments require approval by an affirmative two-thirds vote of the delegates at the meeting, determined in the manner prescribed in Section 9.011 of the Bylaws.

**NOTE: PORTIONS OF THE BYLAWS NOT RELEVANT TO THE CHANGES PROPOSED IN THESE AMENDMENTS HAVE BEEN OMITTED BELOW. ASTERISKS (\*\*\*) HAVE BEEN USED TO IDENTIFY WHERE TEXT HAS BEEN OMITTED.**

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**Motion**

The delegates assembled at the 2018 Annual Meeting amend the Institute’s Bylaws as follows, and also authorize the Secretary of the Institute to make whatever changes in the numbering of specific sections may be necessary as a result of this amendment:

CHAPTER 2  
MEMBERSHIP

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2.3 MEMBERS EMERITUS

2.31 Eligibility.

2.311 Architect Members. Any Architect member may apply for Emeritus status ~~wh~~oif:

- (a) he or she (i) has been in good standing in the Institute for fifteen successive years immediately prior to his or her application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding his or her application for Emeritus membership; and



- (b) he or she either (i) has attained the age of 70 and is retired from the profession of architecture, or (ii) is so incapacitated as to be unable to work in the profession.

2.312 Associate Members. Any Associate member may apply for Emeritus status ~~wh~~if:

- (a) he or she (i) has been in good standing in the Institute for fifteen successive years immediately prior to his or her application, or (ii) has had a total of at least twenty-five successive or non-successive years of membership in the Institute, and has been a member in good standing for at least three successive years immediately preceding his or her application for Emeritus membership; and
- (b) either (i) has attained the age of 70 and is retired from an occupation related to the profession of architecture, or (ii) is so incapacitated as to be unable to work in an occupation related to the profession of architecture.

2.313 Waiver by the Secretary.

- (a) The Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis, waive ~~(a)-(i) all or part of the period of good standing membership~~ required for Emeritus status; and/or ~~(b)-(ii)~~ the age requirement for Emeritus status.
- (b) In addition, the Secretary, in exceptional circumstances and for adequate cause, may, on an individual basis:
  - (i) waive the requirement that an applicant for Architect Emeritus Member status must be an Architect member at the time of his or her application, so long as the individual was an Architect member in good standing within one year before submitting his or her application for Emeritus status; and

(see next page)

- (ii) waive the requirement that an applicant for Associate Emeritus Member status must be an Associate member at the time of his or her application, so long as the individual was an Associate member in good standing within one year before submitting his or her application for Emeritus status.