

RULES OF THE BOARD
SAN DIEGO CHAPTER / AIA

Updated October 22, 2008

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RULES OF THE BOARD 1

Revised February 9, 1988

This Rule of the Board was sunset on October 22, 2008, effective immediately.

Subject: **CHAPTER STRUCTURE**

1. The President will assign each Officer/Director on the Board the responsibility of coordinating and monitoring one or more committees of the Chapter, They will report the status of the Committee's activities on a monthly basis to the entire Board.
2. The Immediate Past President/Director will be responsible for coordinating and monitoring ethics issues.
3. The Director-in-Charge will be the Commissioner of the Committee. The Commissioner, with the approval of the President, will select a member of the Chapter to be the Chairperson for each Committee.

For example the 1990 Commissioner of Education shall select the Chairpeople for the 1990 Committees that fall under his/her responsibility.

In the event that the Co-Chair or a committee member involved in the previous year's same committee has been groomed to take over the Chairship for the following year in order to make a smoother transition, it is the responsibility of the outgoing Commissioner in charge to inform the incoming Commissioner of the situation and urge that the continuing person be selected as the Chair.

The decision is to be made by the Commissioner, who has the program and fiscal responsibility of the Committee

The only person who can over ride the decision of the Commissioner is the President who has responsibility over all the Commissioners and Committees.

If no Chairperson is identified, it will be the responsibility of the Commissioner to ensure that the committee effort is accomplished during the year.

4. The Chairperson for each Committee will select Committee members, with the assistance of the President, Commissioner and the Executive Director.

This Rule of the Board was sunset on October 22, 2008, effective immediately.

RULES OF THE BOARD 2

Revised August 11, 1987

Subject: **EMPLOYMENT PRACTICES**

1. The San Diego Chapter of The American Institute of Architects will not discriminate in the hiring of anyone in regard to race, color, sex or any other basis.

RULES OF THE BOARD 3

Revised January 13, 1991

Subject: **CCAIA BOARD OF DIRECTORS AND MEETINGS**

1. The Nominating Committee shall develop a slate of Directors to serve on the CCAIA Board to be elected during the Chapter's regular annual election process.
2. The intention of the Board is that the nominating committee shall nominate the allowed number of Council Directors. For the purpose of continuity, they shall be the President, Vice President/ President Elect and the Immediate Past President. If an individual is unable to serve, another member of the Chapter will be identified by the Board.
3. The nominating committee shall also nominate as many Alternate Directors as there are required by the CCAIA Bylaws, to be elected during the election process.
4. The San Diego Chapter shall pay the travel expenses for the Directors to the CCAIA Board meetings held at times prescribed by the Council.

RULES OF THE BOARD 4

Revised August 11, 1987

Subject: **MEMBER-AT-LARGE**

1. The Board of Directors may appoint, at their discretion, the position(s) of Member-At-Large.
2. The Member(s)-at-Large will attend all Board of Directors meetings.
3. The Member(s)-at-Large will be a non-voting member of the Board.
4. The purpose of the Member(s)-at-Large position is to establish lines of communication with Chapter member elements not otherwise represented on the Board.

RULES OF THE BOARD 5

Revised August 11, 1987

Subject: **BILLING FOR PROGRAMS/MEETINGS**

1. Individuals with confirmed reservations for Chapter programs will be responsible for the charge unless the reservation are cancelled 24 hours prior to the event.

Rules of the Board #6 (replaces former Rules of the Board #6, ____, sunset ____)

Subject: Board Member Code of Conduct

Adopted on April 23, 2008

Effective April 23, 2008.

A code of conduct shapes the actions, behavior, and decision making of an organization in explicit ways. AIA San Diego provides such a code to provide ethical guidance to its board members in their conduct in service to the membership of AIA San Diego. The following Code of Conduct has been adopted by AIA San Diego and is required to be acknowledged by each board member at the start of his or her board service.

Code of Conduct for Board Members

The success of AIA San Diego depends on both our membership, and those outside of our organization, knowing that they can count on the board of AIA San Diego to be honest, fair, and good stewards of all assets of the organization. Our members expect and demand relationships based on integrity and trust. We must not misuse the authority or influence of our positions as board members in these relationships. Whenever there is doubt as to whether an action is appropriate, or whether it will cause embarrassment to the organization or its reputation, it should be reconsidered or avoided.

Board members have access to information that, if revealed to outsiders, could be damaging or sensitive to other board members, the chapter's membership, or staff, and which may be harmful to the best interests of the organization and/or create legal liability. Information provided as part of a board member's duties may concern personnel, financial, contractual, membership, or legal matters. It will often be confidential and is intended only for use in decision-making and governance.

Members of the board of directors of AIA San Diego must agree to be committed to observing and promoting ethical conduct in the performance of board responsibilities. It is AIA San Diego policy that each Board member pledges to accept this Code of Conduct as a minimum guideline for ethical conduct. As such, each board member shall agree to:

- Be responsible for his/her actions by:
- Faithfully abiding by the articles of incorporation, by-laws, and Rules of the Board and policies of AIA San Diego.
- Exercising reasonable care, good faith, and due diligence in conducting organizational affairs.
- Fully disclosing, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
- Fully disclosing, at the earliest opportunity, information of fact that would have significance in board decision-making.
- Being accountable for prudent fiscal management to the membership, the board, and where applicable, to governmental bodies.
- Being accountable for board operations, including the education, training and development of other board members, annual evaluation of its own performance, and, where appropriate, the selection of new board members.

Demonstrate professional excellence by:

- Maintaining a professional level of courtesy, respect, and objectivity in all AIA San Diego board activities.
- Striving to uphold professional standards and assist other AIA San Diego board members in upholding the board's standards of conduct.
- Exercising the powers invested for the good of all members of the organization, rather than for personal gain.

Avoid conflicts of interest or the perception of a conflict of interest by:

- Preventing the personal interests of AIA San Diego board members from interfering with the performance of their duties to AIA San Diego and ensuring that there is no

personal or professional gain at the expense of AIA San Diego. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of AIA San Diego.

- Disclosing any conflicts of interest in a decision relating thereto. A conflict of interest occurs when an individual's private interest interferes in any way—or even appears to interfere—with the best interests of the organization.
- Notifying the president of the board of any conflict relevant to a matter that comes under consideration or requires action by the board, or a board commission, and by recusal during board or commission discussion or decisions on the matter.

Recognizing that AIA San Diego has a proprietary interest in any confidential information and/or documents and that the organization would be irreparably damaged as a result of any disclosure or dissemination thereof, and acknowledging that any such divulging of confidential or privileged information, whether during or after a term of board service, is subject to appropriate discipline, including dismissal and/or legal sanctions.

- Maintain confidentiality of board information by:
- Not divulging information known to the board or those documents which are confidential and/or privileged and proprietary in nature, and which shall not be divulged to any outside party, including staff and membership, without authorization of the president of the board.
- Exercising due care to prevent the release or sharing of confidential information such as personnel files, payroll information, disciplinary matters, and similar information beyond those staff persons who may need such information to fulfill their job responsibilities.

Affirm this Code of Conduct policy by:

- Annually reviewing this policy, along with all other board members, relative to the continuing responsibility to scrutinize each board member's transactions and outside

business interests and relationships for potential conflicts of interest and to make such disclosures as described in this policy.

- Completing a certification of agreement with the policy and disclosure of any known conflicts of interest upon election or re-election to the board and annually thereafter.

Certification for AIA San Diego Board Members:

I have read and agree to abide by this Code of Conduct policy. To the best of my knowledge, I have no conflicts of interest as described herein.

Signature

Date

Name (please print)

RULES OF THE BOARD 7

Revised January 1, 1991

Subject: **NOMINATING COMMITTEE PROCEDURES**

1. 2nd Board Meeting in April: Board shall appoint five members to serve on the Nominating Committee, Chaired by the Vice President/President Elect.
2. May Bulletin: Shall convey an announcement of the committee, indicating names and meetings schedule. The article should list the available offices, with their descriptions of each position, and a brief description of the nominating/election process.
3. May and June: The committee shall meet at scheduled times and present their recommended slate to the Board at the first Board meeting in July.
4. 1st Board Meeting in July: The Board to endorse the Nominating Committee's Slate of Officers/Directors.
5. July Bulletin: Shall announce the Nominating committee's recommendation and the process that would allow other members of the Chapter to be included on the Election Slate.
6. 1st Board Meeting in August: Board to decided if the Chapter will conduct the election through a mail ballot or at an Election Meeting.
7. August Bulletin: Reminder of the deadline for being considered for the Election Slate.
8. September Bulletin: Shall include a profile and views of each candidate qualifying for the Election Slate.
9. September: Election Process

RULES OF THE BOARD 8

Revised August 11, 1987

Subject: **FELLOW NOMINATION PROCEDURES**

The First Board Meeting in January: The President will appoint the Immediate Past President, a Previous Past President, a Chapter Member and a Fellow to serve on the "Fellowship" Nominating Committee chaired by one among the four members.

The February Bulletin: will announce the Committee and solicit nominees from the membership.

The End of February: The Committee shall meet and review the names of members who are qualified to apply for Fellowship.

The First Board Meeting in March: Committee recommendations will be presented for the Board's consideration. After the approval of the Board, the Committee shall contact the Fellow Candidate(s) and get their approval for their nomination and see if the candidate has a person who they would like to have serve as their Sponsor. The Committee will identify, contact and confirm the sponsor who will, in consultation with the nominee, write a digest of nominee's achievements.

The First Board Meeting in May: The Sponsor and the Candidate will be fully established in order to accomplish the nomination process by the October 1st deadline.

RULES OF THE BOARD 9

Ratified July 2, 1997

Subject: **BUDGET CARRY-OVERS**

Program budgets that produce a profit at the end of any one year may be applied to the following year's budget upon approval of the Board of Directors.

A request from the program chairperson shall be presented to the Board in writing no later than the 1st of October.

The Board will consider the request, in light of the overall budget and will direct the Budget Committee Chairperson to include the moneys in the next years budget.

Every request presented to the Board, will be considered on a case by case basis and evaluated on the ability of the Chapter to commit to the amount, the proposed use of the funds, and the responsibility to produce the proposed results.

RULES OF THE BOARD 10

Ratified July 2, 1997

This Rule of the Board was sunset on October 22, 2008, effective immediately.

Subject: **ORCHIDS & ONIONS CO-SPONSORING ORGANIZATIONS**

At the beginning of every year the Orchids and Onions Chairperson will furnish a "Commitment Letter" to each non-profit organization interested in participation in the Orchids and Onions Program (deficit or non-profit).

The letter will state the organization's responsibilities and obligations for the annual event – to include the percent of liability for any financial condition at the end of that program effort. (deficit or profit).

Only those organizations that return their signed copy of the "Commitment Letter" to the Chairperson prior to March 30th will be able to participate in that year's activities.

RULES OF THE BOARD 11

Revised August 11, 1987

Subject: **USE OF THE AIA STATIONARY**

Chapter staff will use the stationary in their daily operations of the organization.

The President of the Chapter may se the stationary at any time in connection with association business, without the approval of the Board of Directors.

Board Members, Committee Chairs and Chapter members may se the letterhead, after approval of the copy by the Board of Directors or the President of the Chapter.

RULES OF THE BOARD 12

POSITION DESCRIPTION FOR THE CHIEF EXECUTIVE OFFICER

Approved _____

Effective _____

Replaces Rule of the Board 12, ratified May 28, 1991

Job Title: Chief Executive Officer

Reports to: Executive Committee

Function of the Position

Serve as the chief executive officer, responsible to the Board of Directors for the effective conduct of the affairs of the Chapter. This is a functional management position in which the individual provides overall operational, financial and programmatic management of a local component of the American Institute of Architects (AIA). Responsibilities also include recommending and inspiring members to assume leadership roles, working closely with volunteer leaders to facilitate long range planning for the component and accomplishing organizational objectives, developing non-dues revenue opportunities for the component through various program activities or collaborative initiatives, providing liaison to state and local governments and identified community groups, coordinating component governance activities, and coordinating AIA member services at the state or local level.

Job Duties

Within the limits of the Charter and Bylaws of the Chapter and policies established by the Board of Directors, the Executive Director, with appropriate delegations may perform any or all of the following based on an alignment of resources and organizational initiatives:

Member services

- Publish a regular communication of important developments affecting the practice of architecture, activities of the general membership, component Board of Directors, Board committees, AIA national component, component annual report(s), calendar of events, and other appropriate information that would be of interest or concern to the member.
- Read literature and keep abreast of current issues and information affecting the profession to share with the membership.
- Serve as a key membership development and retention liaison to increase and retain overall membership in the American Institute of Architects; accept and process applications for membership on a timely basis; work to minimize the number of lapsing members each year.
- Facilitate communication between members and the Regional Director.
- Assist local members with membership record and dues data, where applicable.
- Work closely with AIA national component membership services and information technology to assure the TIMSS membership module of the association management system is properly maintained with accurate information about all members.
- Work closely with AIA national component membership services during the annual dues invoicing cycle to assure that state and local dues invoices are accurate.
- Provide access to basic member services described in the guidelines for Component Excellence; including member services as follows: 1) sale of AIA contract documents, 3) local electronic job boards, 4) local websites, 5) an active awards program, 6) relationships with local university(ies) and student body, 7) membership directory, and /or 8) special associate programs.

Financial management

- Work with the Board of Directors and/or finance committee to develop/propose a fiscally acceptable budget for the component; adhere to approved budget; assure the financial health of the component.
- Diversify the revenue stream of the component by developing non-dues revenue opportunities and/or other appropriate income streams, when possible.
- Assure that all accounting transactions are handled in a timely manner, that checks and other accounts payable items have the appropriate authorization, and that all accounting processes are in compliance with generally accepted accounting principles.
- Assure the timely and accurate production of regular financial reports (income statements, balance sheets and cash flow projections); prepare and provide an annual report of income and expenses to the membership.
- Provide financial information and any documentation required in the annual audit or review of the component by an independent CPA.
- Establish and maintain the tax-exempt status of the component, adhering to all state, local and federal laws relative to same; and maintaining/filing relevant documents, e.g. articles of incorporation, by-laws, annual 990's etc.
- Assure the component risk management issues are handled appropriately, e.g. association liability insurance, directors and officers' coverage's, etc.

Organizational management and governance

- Assure that the local component elects officers and board members according to component by-laws.
- Assure that local component by-laws are consistent with national by-laws and affiliation requirements; and that the national component has an updated copy of by-laws and related governance documents.

- Assure regular communication to the leadership and membership about the important of anti-trust compliance.
- Recommend and participate in Board formulation of Chapter mission, goals, and objectives and related policies.
- Work with the component Board of Directors to establish and implement short and long range operational strategies and plans.
- If incorporated, assure that required reports are filed with the appropriate entities; maintain archives of articles of incorporation, by-laws, board minutes, annual reports, officer lists and other official documents.
- Provide competent management of all office operations, including facility management, office management, staff supervision, revenue collection, and member services; assure that a permanent mailing address, telephone number and printed letterhead are current.
- Establish administrative policies and procedures for the Chapter office functions.
- Enforce the overall directives and policies of the Board of Directors.
- Assess staffing needs and make recommendations regarding staffing options to accomplish component goals and objectives to the Board of Directors.
- Directly manage the hiring, training, development, performance feedback and other human resources matters pertaining to any component office staff; oversee the work and performance of any independent contractors doing work for the component; assure organizational compliance with any applicable employment laws.
- Serve as a member of the Council of Architectural Component Executives (CACE); share experiences and information (activities, programs, non-dues revenue development ideas) with other state and local component leaders based on personal knowledge and unique relationships; capitalize on networking with colleagues to accomplish initiatives that would be difficult in acting alone.

- For professional development and networking purposes, with Board approval, attend and participate in the annual Grassroots meeting at the AIA national component, the annual CACE meeting held in different venues, the AIA California Council Board of Directors meetings, and the AIA National Convention.
- Participate on various CACE committees and in CACE leadership roles, according to time availability, if appointed or elected.

Liaison to Board of Directors and Committees

- Serve as the key (primary) liaison between the local component staff and the component volunteer leadership.
- Serve as a key liaison between the component and designated Regional Director on the AIA national Board of Directors, and other members of the AIA national Board, as appropriate.
- Work with the Board President to prepare and review agendas for each Board of Directors meeting; compile and prepare pertinent background information on each agenda item; handle meeting logistics and timely notice to all attendees; attend and take minutes of Board of Directors meetings, according to component by-laws or practice.
- Work with the Board President and other officers to prepare and review agendas for Executive Committee meetings; compile and prepare pertinent information; handle meeting logistics and timely notice to attendees; attend and take minutes of Executive Committee meetings, according to component by-laws or practice.
- Assure that the local component has established the minimally required committees of membership, programs, government affairs and nominations.
- Assist Board committees in preparing agendas and logistics for committee meetings; attend committee meetings, as requested; provide guidance and assistance to committee chair to assist in meeting committee goals and objectives.
- Maintain records of all component leadership and committee activities.

Government Affairs

- Serve as the official lobbyist, or oversee the work of a contract lobbyist, to any or all of the following: state legislature, governor's office, mayor's office, city council, county commission, planning board(s), other state or local official's offices, etc; involve component officers and members in liaison or lobbying activity; develop and nurture these relationships to accomplish the public policy initiatives of the component.
- Prepare and present reports to the component Board of Directors on legislative sessions.
- Be familiar with impending actions of state or local public agencies or legislatures that might affect the architectural profession; analyze activity and work to influence legislative outcomes to favor the profession.
- Participate in professional and/or trade coalitions, interface with allied professional organizations, and participate in community service activities to advance the component's legislative agenda.
- Work closely with the AIA national component's state and legislative staff and communities by design team to capitalize on their resources to assist at the state/local component level.
- Identify key governmental commissions, agencies, and offices, etc. and work to have architects appointed to important policy formulation positions.
- Document all component level lobbying activities and submit reports as required by law.

Member professional development and continuing education

- Provide management assistance and coordination in program and agenda planning, logistics and execution of regular component meetings for all members.
- Work closely with appropriate committee chair to plan, organize and implement professional development programs for the component, including, but not limited to, seminars, workshops, virtual programs, conferences, and tours.
- Assure that programs satisfy the professional development needs and requirements of all members, from emerging professionals to fellows, and there is a focus on diversity in program content and appeal.
- Assist members in meeting AIA continuing education system requirements.
- If applicable, organize and lead efforts to hold an annual convention; work with Board of Directors to establish dates and venue, coordinate the event with convention facilities, help Board committees organize programs, registration, hotel and transportation needs, exhibits, convention finances; prepare post-convention reports.

Public relations

- Work with component Board of Directors to develop and execute and public communications program to assure that the voice of the architectural profession registers and influences the state and local agendas.
- Communicate with the Board President and other members of the executive committee when controversial public relations and/or public policy issues arise.
- Develop and nurture liaison relationships with the news media.
- Work with the AIA national component media relations office to capitalize on media training opportunities and exploit public forum opportunities.
- Develop contingency plans to handle and manage crisis situations, if they develop, including but not limited to operational, fiscal, or societal crisis circumstances.

- Assure that the local component office reflects an appropriate image from the profession; with Board approval, issue statements and press releases, as appropriate.
- Conduct programming to enhance the public's perception of architecture and architects.

Frequent Contacts

Component President

Component Executive Committee

Component Board of Directors

Members

Other component executives

Presidents/volunteer leaders of unstaffed components

Members of the AIA National Board of Directors

AIA national component staff

General Public

Contract Document Customers

State and local legislators, officials and staff

Members of the news media

Knowledge, Skills, and Abilities (KSAs) and Training and Experience

- Considerable knowledge of and passion about the profession of architecture and its relevant outreach at the state and local level in shaping the communities in which we live
- Considerable skill as focused leader; seasoned, confident, patient collaborator; speaks with well-considered authority in a process environment
- Ability to lead the transformation of strategic direction into business operations with professional accountability and results
- Skill in partnership-building
- Skill in strategic cost/benefit analysis to maximize the efficient use of resources
- Demonstrated success in continuous improvement toward a vision; expert in overall management of a small organization
- Demonstrates an appreciation and understanding of the art and science of building and developing high quality profession-oriented information
- Enthusiastic about excellence, entrepreneurial and high energy
- Proven skill in managing and implementing concurrent projects and programs
- Skill in recognizing and appreciating diversity within an industry/profession and creative about capitalizing on the opportunity
- Ability to diplomatically facilitate consensus between multiple perspectives; ability to reach conclusions and synthesize/integrate interdisciplinary voice
- Skill in serving as a confident liaison with volunteer leadership
- Demonstrated success within a membership or constituency environment and ability to effectively deal with the continuity challenges of leadership changes
- Excellent management, organizational and technological skills

Bachelor's degree in one of a variety of fields (non-profit management, business, management, education, finance or accounting, architecture, design, art history, or related subject), and a minimum of five years of responsible experience in association management, negotiation, government affairs, logistics, business development, knowledge generation, program development, architecture, design or construction business management, and/or publishing.

Supervisory Requirements

As needed according the component structure.

RULES OF THE BOARD 13

Ratified May 28, 1991

Subject: **EXECUTIVE DIRECTOR'S SALARY & BENEFITS**

1. Salary: To be established by the Board when hiring the Director and the amount thereof shall be commensurate with the ability of the Director to conduct the duties of the position, prevailing salaries of association executives, and within the realities of the annual budget.

The salary shall be reviewed annually by a committee comprised of the President, Vice President/President Elect and the Immediate Past President and adjusted accordingly, reflecting both merit increases and a cost of living increase. The review will take place prior to the establishment of the Chapter's budget, approved by the Board of Directors and become effective on January 1st of each year.

2. Benefits:

- a. Insurance: In addition to the salary the following health, medical, disability, dental and life insurance coverage provided by the CCAIA Medical Insurance Plan.
- b. Vacation: Ten days off the first year, one additional day for each year of service, to a maximum of twenty working days annually. Additional time may be considered at the discretion of the Board.
- c. Sick Leave: at the discretion of the Board of Directors.
- d. Pension Retirement Program: At the discretion of the Board of Directors.

3. Expenses:

- a. Reimbursable Expenses: To be reimbursed for all normal expenses in accord with Board of Directors policies.
- b. Automobile Expenses: The component shall pay for monthly parking expenses and shall reimburse any additional expenses when using a personal car for component

business. Automobile travel expenses shall be reimbursed at the established rate per mile.

- c. AIA Travel: The component shall pay for all travel, hotel accommodations and per diem expenses to attend the AIA National Convention, CACE Annual Meeting and other appropriate state, regional and national travel expenses, also expenses for special trips and occasions as established by the Board.
 - d. Professional Organization Dues: Professional organization and membership in the American Society of Executives and the San Diego Society of Association Executives shall be paid by the component.
- 4. Professional Development: The Executive Director shall be encouraged to participate in appropriate professional development programs, professional societies, seminars, etc. The Executive Director is encouraged to devote up to five days per year to personal professional development.
 - 5. Leave of Absence: A request for leave of absence must be approved by the Board of Directors. The Executive Director should present the rationale for the request and the manner in which the organizations' business will be conducted in the absence.
 - 6. Notice of Departure – Termination: Sixty days notice of departure is given by the Executive Director to the Board of Directors. The same notice or compensation equivalent to sixty days service shall be given to the Executive Director if the Board terminates the relationship.

RULES OF THE BOARD 14

Approved July 28, 1987

Subject: **NON-MEMBERS PARTICIPATION ON CHAPTER COMMITTEES**

All non-members who express an interest in serving on a committee should be encouraged to join prior to being presented to the Board.

Non-members are eligible to participate on Chapter committees only after being approved by the Board of Directors and then for a maximum of one year on any committee.

The number of non-members serving on a Chapter committee shall never constitute a majority of the participants.

Non-members shall never be approved to serve in a leadership position on a Chapter committee, i.e., Chair or Co-chair.

Non-members shall not be given any responsibilities on a committee that would place the Chapter in a financial liability.

Exception to this Rule would be any program that the Chapter co-sponsors with other organizations, i.e., Orchids and Onions Community Awareness Program. In that situation, members of the other co-sponsoring organizations would be invited to participate on the committee as non-members of AIA/Chapter.

RULES OF THE BOARD 15

Approved February 23, 1988

Subject: **CHAPTER RESERVE POLICY**

The Chapter shall develop and maintain a cash reserve of 10% of the total annual operating budget for the purpose of an emergency reserve.

The reserve should be satisfied by January 1, 1990 by setting aside funds incrementally until accomplished and maintained until this Rule of the Board is revised.

It may only be used, with approval of the Board, to satisfy a Chapter operating deficit.

Decreases in the Reserve will be made up in the following year's budget.

If the amount is too large to be entirely repaid in the following year's budget, the Board may extend the repayment for up to two years.

RULES OF THE BOARD 16

Approved February 9, 1988

Subject: **ANNUAL DUES INCREASE**

The Bylaws of the Chapter state:

“The Board, by the concurring vote of all but one of its entire membership, may fix, before the end of any fiscal year, the annual dues to be paid by each classification of member, any increase shall not exceed 5% of the then current dues;” (Dues increases larger than 5% need to be voted upon by the entire membership).

Recognizing the effort for the Chapter to keep up the rate of inflation and increased fees, the Board will automatically increase membership dues by 5% during budget preparation each year.

The Board may, on a case by case basis, increase the dues by less than 5% or eliminate the increase entirely for that year.

RULES OF THE BOARD 17

Revised August 1987

Subject: **CHAPTER POSITIONS ON ISSUES OTHER THAN ETHICS**

1. When an issue is brought to the Board which directly concerns a member of the SDAIA, the Board will not take a position until first determining the impact of its position on the member and the overall welfare of the Chapter. The Board will vote to determine whether it is in the best interest of the SDAIA and the community to take a stand and communicate this stand through an appropriate manner.
2. The Board of Directors will not take a position without first inviting the SDAIA member and any opposition to communicate their position to the Board.
3. If the Board chooses a position in opposition to a Chapter member, the Board will not communicate this position to any person or agency without first communicating its position to the affected member(s) and invite them to review the position with the Board.
4. When an issue which affects the SDAIA Chapter arises, it shall be referred to the appropriate committee. If no committee exists, the Board shall appoint a Task Force of Chapter members. The Committee or Task Force shall study the issue to the extent possible within the given time frame, and prepare and present a report to the Board. The Board shall review the report and adopt, amend and adopt, or reject the report. If adopted, the report shall be written on Chapter letterhead, signed by the President of the Chapter and submitted to the appropriate agency. If rejected, the Board shall formulate a position to present to the appropriate authority.
5. All position papers shall be dated and signed by the President of the Chapter.

Rules of the Board #18:

Ratified January 26, 2006

Subject: AIA SAN DIEGO 2003 NATIONAL CONVENTION HOST CHAPTER LEGACY FUND

The purpose of this Rule of the Board is to provide guidelines by which the AIA San Diego 2003 National Convention Host Chapter Legacy Fund is to be managed.

1. The name of the fund is: ***The AIA San Diego 2003 National Convention Host Chapter Legacy Fund.***
2. Having established the Fund with the San Diego Foundation as an endowment fund, the monies are permanent and cannot be touched by current or future AIA San Diego members.
3. In establishing this Fund, it is the primary desire of the Board to provide for an annual expense or program that would celebrate the success and honor the accomplishments of the 2003 National Convention Host Chapter Committee. An example of such a program is an annual scholarship that would cover basic expenses (transportation, lodging, and registration) to send one or more AIA San Diego chapter members in good standing to the AIA National Convention.
4. Annually, the ***2003 National Convention Legacy Fund Committee***, comprised of the officers of the Board of Directors, will make its recommendation to the Board during the chapter's budgeting process regarding the distributable income earned from the Fund. The recommendation shall include details beyond financial allocation, i.e. in the granting of convention scholarships, the Committee will recommend to the Board the scholarship awarding process as well as make recommendations as to scholarship recipients.
5. Additionally, the Committee should recommend to the Board use(s) for any remaining monies available from the distributable income after the primary desire of the Board has been fulfilled. Remaining monies could be earmarked for something new, to enhance an existing program, chapter operations, or returned to the corpus to increase its growth.

RULES OF THE BOARD 19

Approved March 14, 1989 – **This Rule of the Board was sunset on October 22, 2008, effective immediately.**

Subject: **CHAPTER POSITIONS ON ENVIRONMENTAL TOPICS OF INTEREST AND CONCERN TO THE PUBLIC AND THE PROFESSION**

1. When an issue is brought to the attention of the Executive Director it will be forwarded to the Legislative Interaction Committee Chairperson to:
 - a. Present it to the entire LIC to study the issue and make a recommendation to the Board for a Chapter position ... or
 - b. Refer it to the Board of Directors for their direct action.
2. If the LIC does not consider the matter, for whatever reason, the President will assign it to a member of the Board to develop a draft position statement with background as needed, and schedule the statement for the Board's consideration.
3. Following a position being approved by the Board, whether presented by the LIC or directly through a Board member, it will be documented on Chapter letterhead, dated, signed by the President of the Chapter, submitted to the appropriate agency and published in the Chapter's Bulletin.

INPUT FROM THE GENERAL MEMBERSHIP

When time allows, a notice will be included in the Chapter's Bulletin stating that the Board will consider a position on a specific issue and ask the members to voice their feelings.

UNUSUAL OR EXTRAORDINARY CIRCUMSTANCES

Occasionally, unusual or extraordinary circumstances arise and the Board needs to take a position and there is no time for the Board to discuss the subject. In such situations, the following process will be allowed:

1. With approval of the President, a draft policy can be developed and a telephone poll taken by the Board.

RULES OF THE BOARD 20

Approved by the Board August 22, 1989

Reviewed by AIA Legal Counsel August 24, 1989

Amended by the Board May 28, 2008

Subject: **DESIGN AWARDS PROCEDURES**

ENTRY QUALIFICATIONS

1. Only the "Firm of Record" is able to submit projects into the awards program – on projects where an architect is required.
2. In absence of the "Firm of Record" existence, the individual "Architect of Record" may submit projects into the awards program.

VERIFICATION OF SUBMITTAL INFORMATION

1. An entry registration form will be provided to all members during the "Call for Entries".
2. The registration form will include a notice that the Chapter is not responsible to verify or research any credit provided on the "Confidential Information" form collected with each entry. Accuracy of information provided is the responsibility of the entering member.
3. A signed registration form will be required from each entering firm, acknowledging the Chapter's disclaimer.
4. All credit details for public release will be taken from the "Confidential Information" form provided by each person submitting an entry.

AWARD CERTIFICATES

1. Recognition Certificates will be provided following every design awards program.
2. The architectural firm who entered the award winning project will have control over the distribution of the certificates.

3. All other requests will be referred to the winning firm, for their approval, prior to being issued.
4. There may be a charge for providing certificates.

JURORS

1. All jurors participating in the AIA San Diego Design Awards must be an AIA member in good standing. Both Architect and Associate members are eligible to be jurors for the event.

RULES OF THE BOARD 20

Approved by the Board August 22, 1989

Reviewed by AIA Legal Counsel August 24, 1989

Subject: **DESIGN AWARDS PROCEDURES**

ENTRY QUALIFICATIONS

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4. In absence of the "Firm of Record" existence, the individual "Architect of Record" may submit projects into the awards program.

VERIFICATION OF SUBMITTAL INFORMATION

5. An entry registration form will be provided to all members during the "Call for Entries".

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RULES OF THE BOARD #21

Adopted by the Board of Directors: September 28, 2005

Subject: OVERVIEW AND STRUCTURE OF AIA SAN DIEGO SECTIONS AND COMMISSIONS

- Each section/commission will have at least one representative serving on the Chapter's board of Directors. This individual will be both a director of the board and carry the title, "Commissioner."
- If desired, sections/commissions may establish a "Co-Commissioner" to participate on the Board. This individual would not have full voting rights; would vote in the absence of the Commissioner; and would ideally succeed the Commissioner when that individual's term expired.
- Sections/commissions are encouraged to develop a second-tier leadership team. This team could be referred to as a "committee" or other such language. If the committee wished to provide further distinction by use of title (i.e. Chair, President, Treasurer, etc.), the titles would be subject to Board approval, in the interest of eliminating confusion and ensuring general liability and director and office coverage was not compromised.
- Each section/commission will create a mission statement, to be reviewed annually, as well as annual goals and objectives for the section/commission. These items will be readily available to all members of the Chapter (via display on the Chapter website).
- Each section/commission may draft rules or a charter to outline how it self governs. These rules/charter are subject to approval by the Board of Directors and are secondary to the chapter's bylaws and Rules of the Board.
- Each section/commission is responsible annually for the following:
 - o Developing a calendar of events and programs
 - o Creating an annual marketing plan
 - o Identifying all sponsorable opportunities and relative benefits for events and programs
 - o Submitting a proposed annual budget (expenses and non-sponsorship income)
 - o Providing names of all section/commission/committee members (with associated firms or companies) to the board for approval as per the bylaws.
- At least one representative from each section/commission will be required to participate on the Chapter's Fundraising Committee. This committee coordinates the chapter-wide sponsorship fundraising program that results from identifying and selling sponsorship opportunities associated with every suitable chapter program and activity. Sponsorships secured are designated for the Chapter's Overhead Income portion of the budget and are not earmarked specifically for any section/commission.
- Sections/commissions are actively engaged in the overall success of the Chapter. To that end, each section/commission should attempt to maximize their financial

contribution to the Chapter's success. Financial contribution is not defined as a net profit. It can also be a reduced deficit.

- Sections/commissions, though specific in nature, are established for the greater good of the membership.
- Staff, at the direction of the Board, provides the following administrative support to each section/commission:
 - o Distribution of all advertising and marketing materials
 - o Posts all income (processes checks, credit cards, cash management)
 - o Pays invoices and bills upon approval of Commissioner, chairperson, etc.
 - o Provides financial reports and bookkeeping services
 - o Manages RSVPs for events, programs, etc.
 - o Executes all contracts, vendor agreements, etc.
 - o Coordinates unique insurance needs
 - o Provides telephone and email customer service support
 - o Routes requests for official correspondence (letters from the President, position statements, etc.) to the Board of Directors
- Sections/commissions are not to distribute official correspondence or represent a position statement on behalf of the Chapter. This responsibility is reserved for the Chapter board.

RULES OF THE BOARD 22

Approved by the Board December 1990

Subject: **CHAPTER POSITIONS ON HISTORIC PRESERVATION**

The Board of Directors shall support the Historic Designation by the City and County of certain buildings, districts and structures which possess potential National Register significance, or significance in the San Diego community at large for architectural merit, or for architectural historic value.

Architecturally significant properties shall possess integrity of location, design, setting, materials, workmanship, feeling and association, and

- a. embody the distinctive characteristics of an architectural style, be valuable for the study of a type, period or method of construction, or possess high artistic values and/or
- b. be a notable work of a master builder, designer, or architect.

Attention shall be given to properties which are threatened with demolition, adverse actions or neglect, or which are defined to have exceptional merit.

Following a position being approved by the Board, it will be documented on Chapter letterhead, dated, signed by the President of the Chapter, submitted to the appropriate agency and published in the Chapter's monthly newsletter.

INPUT FROM THE GENERAL MEMBERSHIP

When time allows, a notice will be included in the Chapter's Bulletin stating that the Board will consider a position on a specific issue and ask the members to voice their feelings.

UNUSUAL OR EXTRAORDINARY CIRCUMSTANCES

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