

**Florida Foundation for Architecture**  
Affiliated with the Florida Association of the American Institute of Architects

**BYLAWS**  
**(Amended October 5, 2007)**

**ARTICLE I: NAME AND PURPOSE**

Section 1: Name

The name of this Corporation is the Florida Foundation for Architecture, Incorporated.

In these Bylaws the corporation is referred to as the Foundation.

Section 2: Purpose

The Florida Foundation for Architecture is a non-profit organization that exists to advocate the value of architecture to audiences beyond the profession.

The Foundation shall facilitate its purpose through the solicitation and expenditure of gifts, grants, and legacies. It may establish and fund scholarships and educational programs to recognize meritorious work and distribute information of advantage to the profession in a manner that will have a positive influence toward the goal of enhancing public perception of the value of architecture.

**ARTICLE II: ORGANIZATION**

Section 1: Membership

The members of the Foundation shall be the Officers and Directors of the Florida Association of the American Institute of Architects, FA AIA), during their terms of office. The Officers and Directors of FA AIA shall automatically become Members of the Foundation at the time they take office as Officers and Directors of FA AIA and shall cease to be Members of the Foundation when they cease to be Officers and Directors of FA AIA.

Section 2: The Board of Trustees

- a.) The Board of Trustees of this Foundation shall consist of not more than 24 trustees, of whom not less than six shall be registered architect members of FA AIA and who shall be elected by the members (Officers and Directors of FA AIA) of the Foundation. The secretary/treasurer of the FA AIA shall be a trustee throughout his/her term of office. Other trustees shall serve for a term of three years or until their respective successors have been elected. Terms shall be arranged so that the terms of approximately one-third of the trustees expire each year.

The trustees shall assume their terms of office at the beginning of the next calendar year

- b.) If a vacancy occurs in the membership of the Board of Trustees other than the regular expiration of a term of office, the vacancy shall be filled for the unexpired term of office by appointment of a successor by the president of the Foundation.
- c.) Any proposed action to be taken by or on behalf of the Foundation shall be taken under the authority of the Board of Trustees, which shall have all the powers conferred or allowed by law.
- d.) A Nominating Committee of three members shall be recommended by the president and ratified by the Board of Trustees at a meeting prior to the FA AIA Annual Meeting of the membership for the purpose of identifying candidates for the Board of Trustees and for approval by the members at the FA AIA Annual Meeting.

### **ARTICLE III: MEETINGS**

#### Section 1: Annual Meetings

- a.) The Board of Trustees shall convene in conjunction with the FA AIA Annual Meeting of the Membership during which the Nominating Committee shall meet for the purpose of nominating trustees for the upcoming year. Upon Board of Trustees acceptance of the slate of candidates, the Board shall present the nominees for ratification by the members of the Foundation at the next regular meeting of the membership. Trustees may not vote by proxy.

#### Section 2: Other and Special Meetings

Other meetings of the Board of Trustees shall also be held at a time, place and date each year, as determined by the president of the Foundation. Other meetings may be called at any time by the president and/or any four trustees. Meetings may be held by teleconference.

#### Section 3: Notice of Meetings

At least seven days written notice of meetings will be given by the secretary by e-mail or facsimile with the notice to each member or trustee being sent to their last known e-mail address, U.S. mail address or fax number. Special meetings shall not require the seven-day advance notice.

#### Section 4: Quorum

A majority of the members of the trustees shall constitute a quorum at any meeting at which official action is to be taken by the Board of Trustees except where otherwise provided by law; but a smaller number may adjourn any meeting.

## **ARTICLE IV: OFFICERS/Executive Committee**

### Section 1: Election of Officers

The officers of the Foundation/Executive Committee shall be a president, vice president, a secretary and a treasurer. The offices of vice president, secretary and treasurer shall be elected by the Board of Trustees at their annual meeting.

The vice president, the secretary and treasurer shall hold office for one year or until their respective successors are elected whichever shall be later. The terms of office of these officers shall commence at the beginning of the next calendar year and they shall hold office for one year.

The Executive Committee shall have and exercise the powers of the Board of Trustees between meetings of the Board and shall regularly report to the trustees its actions at each meeting of the Board of Trustees.

### Section 2: The President

The president shall be elected by the members of the Foundation (AIA Florida Officers and Directors) based on a nomination by the Board of Trustees for a two-year period.

The president shall preside at all meetings of the Board of Trustees and shall have general power to execute all contracts and other instruments in the name of the Florida Foundation for Architecture and in addition to such other duties as the Board of Trustees may, from time to time, direct.

### Section 3: The Vice President

The vice president shall perform the duties and shall have the powers of the president during the absence or inability of the President.

### Section 4: The Secretary

The secretary shall keep a record of all the acts and proceedings of the Board of Trustees and shall have charge of all books and papers, except those which are hereinafter directed to be in charge of the treasurer, and shall, in general, perform such other duties as the Board of Trustees may, from time to time, direct.

### Section 5: The Treasurer

- a.) The treasurer shall have and exercise the powers and duties usually pertaining to the office of treasurer. The treasurer shall receive all contributions to the Florida Foundation for Architecture, have the care and custody of all the money, funds, valuable papers or documents of the Foundation; and deposit

or cause to be deposited all its funds in and which such depositories as the Board of Trustees may, from time to time, direct.

- b.) The treasurer or president or the Executive Vice President (EVP) of FA AIA shall have authority to sign all checks, drafts, or other obligations for payment of money, but any such checks in excess of \$1000 must be countersigned by at least two of the above mentioned signatories. The treasurer or the EVP shall endorse for deposit or collection or otherwise all checks, drafts and other negotiable instruments payable to the Foundation, keep accurate books of accounts relating to the monies and financial affairs of the Foundation, and render an account of its funds at meetings of the Board of Trustees.
- c.) The treasurer and president shall not be personally liable for any decrease of the capital, surplus, income, balance or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of these offices.

#### Section 6: Books of Account

As directed by the Board of Trustees, the books of accounts may be in the charge of and kept by a person or agency appointed by the President after consultation with the Board of Trustees. Such person or agency shall be under the direction of the treasurer.

The Board further directs the Treasurer to establish two funds as follows:

- a.) Endowment Fund – The Endowment Fund will be composed of the current investment portfolio where a portion of member and firm donations to the Foundation are deposited. The Endowment Fund will be held for long-term growth, with only interest earned available for funding of Foundation Programs. Funds are to be invested-based on current FA AIA investment policy.
- b.) Opportunity Fund – The Opportunity Fund will be composed of funds generated through separate fundraising activities for specific projects requiring greater resources than the interest generated from the Endowment Fund and/or for projects deemed appropriate by the Board of Trustees.

### **ARTICLE V: COMMITTEES**

#### Section 1: Appointment of Committees

The Board of Trustees, acting through its president or vice president, shall have power to appoint committees from its own membership as they deem desirable and shall give such committees authority and power within the right of the Board of Trustees to grant, except that no such committee other than the Executive Committee shall be empowered to incur on behalf of the Foundation any obligation or liability not specifically provided for in the resolution empowering such committee to act.

## **ARTICLE VI: AMENDMENTS**

### **Section 1: Amendments**

These Bylaws may be amended, altered, added to or modified, or repealed at any time by the members at any meeting thereof, by the vote of two-thirds of those members, at the time in office and present at a meeting duly called for that purpose. Notice of any such amendment, alteration, addition, modification or appeal must be given to the members at least twenty days before that meeting.