

**RULES OF THE BOARD OF DIRECTORS
THE FLORIDA ASSOCIATION OF THE AMERICAN INSTITUTE OF ARCHITECTS**

As of July 2018

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These Rules of the Board of Directors of the Florida Association of the American Institute of Architects (hereinafter referred to as “the Association”) are related to the *Bylaws* of the Association and the policy statements of the Association which together set the governing regulations, policies, and procedures of the Association.

Chapter headings conform to articles in the *Bylaws* of the Association. Rules are arranged to relate to the contents of those articles.

CHAPTER I THE ORGANIZATION

1. The Association shall engage in activities which fulfill the purposes of the Association as defined in the *Bylaws*.
2. The Association office shall help coordinate activities and interests among the AIA Components and Sections in Florida, the Association, the Institute and the Florida/Caribbean Region.

CHAPTER II MEMBERSHIP

1. **Qualifications for Membership**
 - 1.1 Qualifications, admission requirements, and privileges of members are those so stated in the Institute *Bylaws* and the Association *Bylaws*.
2. **Administration of New Members**
 - 2.1 Membership applications received by the Association shall be forwarded promptly to the Institute Membership Department.
3. **Membership Terminations and Reinstatement**
 - 3.1 All changes in membership status, including but not limited to, changes in membership category, termination, and reinstatements, shall be processed in accordance with the policies and procedures established by the Membership Department of the Institute.

- CHAPTER III MEETINGS OF THE ASSOCIATION

1. Minutes of the Annual Meeting

- 1.1 The Secretary/Treasurer shall cause minutes of every annual meeting and other meetings of the Association to be made and shall file all reports and other matters presented to the annual meeting or other meetings.

CHAPTER IV BOARD OF DIRECTORS

1. Membership of the Board

- 1.1 The Board shall consist of Officers, State Directors and one Regional Representative of the Florida/Caribbean Region.

2. Specific Duties of the President

- 2.1 The President is a spokesperson for the Association and shall act as its representative at meetings with other organizations and committees unless such representation shall be otherwise directed by the Board; provided, that the President may delegate to any officer or State Director of the Association or the EVP the performance of any of the duties imposed by this paragraph and that no pronouncement made as a spokesperson or representative shall obligate or commit the Association, or the Components, or the Institute except as provided by the Bylaws, or as authorized by the Board.
- 2.2 The President shall sign all agreements, certificates of membership, certificates of honor or awards, and other documents and instruments relating to his duties and office whereon his/her signature is required by law, the Bylaws, or these rules.
- 2.3 The President shall cause to be prepared an agenda for each meeting of the Board.

3. Specific Duties of the Secretary/Treasurer

- 3.1 The Secretary/Treasurer shall exercise general oversight of the books, records, files, and archives of the Association and perform other such duties as outlined in the Bylaws.
- 3.2 In collaboration with and under the general directions of the President, the Secretary/Treasurer shall have general charge and supervision of the business sessions of the annual meeting and other

meetings of the Association, and, except as otherwise provided in the Bylaws, or these rules, of all matters pertaining to such meetings.

4. Reports of the Secretary/Treasurer

- 4.1 The reports of the Secretary/Treasurer as required by the Bylaws are privileged and shall not be published in detail for general dissemination. Financial reports showing the details of income and expenditure shall be for the use of the Officers, the Board, and the perusal by the members at the Association office or at a Board meeting.
- 4.2 General reports in which income is reported as a lump sum and expenditures in broad categories shall be published and issued to the membership attending the annual meeting along with the Annual Report and any detailed information may be given verbally by the Secretary/Treasurer in answers to questions raised from the floor.

5. Membership: Representation by Chapters

- 5.1 Number of State Directors: One State Director per component shall be elected by the members of the chapter.
- 5.2 One State Director per component shall be elected in accordance with the component's local bylaws by September 30 of the year in which a state director is to be elected. State directors shall be architect members or architect emeritus members in good standing. State directors shall be elected from assigned members only with previous experience as an officer of the chapter preferred.

6. Component Charters

- 6.1 In the event of a new Component being chartered or a Component losing its charter after the establishment of the Component State Directors:
- 6.2 The new Component shall elect its State Director to serve on the Board for the balance of the year.
- 6.3 The Component losing its charter shall lose its State Director.
- 6.4 At the first meeting of the Board at which the Component loses its charter, the voting weight of all the Components shall be determined by the Secretary/Treasurer, based upon paragraph 9.2 and the number

of members of the Components at the time the Component loses its charter.

7. Minutes of the Board

7.1 Written minutes of each meeting of the Board shall be kept by the Secretary/Treasurer, showing all in attendance, the matters before the meeting, and the actions taken. At the discretion of the Board or of the Secretary/Treasurer, reports and other matter submitted to the meeting may be entered in the minutes of the meeting in full by the attachment thereof at the end of the minutes. The minutes of each meeting shall be signed by the Secretary/Treasurer. The final dispositions of issues considered in executive session shall be recorded in summary in the official meeting minutes.

8. Rule Regarding Board Member Voting Weight

8.1 Voting weight of the Officers, shall have a voting weight of one.

8.2 Voting Weight of Directors Representing Components: Each individual Component's collective voting weight is determined by dividing the Component membership (full Architect, Associate, and Emeritus Member) by the Association's membership (Architect, Associate, and Emeritus Member) as of July 1 of each year. This percentage is multiplied by 100 and rounded off to the nearest number.

8.3 Call for Weighted Vote: A weighted vote may be called for by five or more Board members.

8.4 Absenteeism: An absent component State Director's voting privilege and weight is non-assignable.

CHAPTER V ADMINISTRATIVE AND EXECUTIVE DEPARTMENT

1. The administration of the Association shall be under the direction of the EVP acting within policies as set by the Board.

1.1 The Association shall employ an EVP who shall act as the chief executive officer of the Association and shall be responsible for the management of its policies, under the direction of the Board of Directors, the *Rules of the Board* and the *Bylaws*.

1.2 In the fourth quarter of each year, a committee comprised of the

President, First Vice President/President-elect, Secretary/Treasurer, and others as deemed appropriate by the President, shall meet with the EVP to review the EVP's performance and to decide such issues as salary level within the context of the current contract between the EVP and the Association.

- 1.3 This committee shall negotiate the terms and conditions of the new contract with the EVP. These terms and conditions shall be subject to ratification in executive session by the Board or officers before they become effective.
- 1.4 Upon recommendation of the EVP, the Board may authorize the employment of assistants to the EVP through its approval of the appropriations within the budget. The EVP shall be responsible for the selection, direction, hiring, and firing of all personnel and consultants.
- 1.5 An office shall be maintained and shall be the headquarters of the Association.
- 1.6 The Association administrative policies shall be as set forth in the *Association Personnel Manual*.

CHAPTER VI BOARD MANAGEMENT STRUCTURE

1. Board Management Structure

- 1.1 Members of the Board shall be divided into committees/task forces to assist in the development of Association policies and priorities. Each committee/task force shall be composed of members of the Board and other Association members. Each committee/task force and its chair shall be under the supervision of a board liaison as assigned by the president. The names and basic duties of the standing committees/task forces are as recommended by the President and approved by the Board.
- 1.2 Policy Development: Upon request of a member of the Board, any committee/task force policy, directive, or action shall be subject to Board action and approval.

2. Task Forces

- 2.1 The President may establish a task force to address specific issues or concerns.

Task force membership shall be determined by the President. All task forces will be dissolved at the conclusion of the term of the originating President.

2.1.1 Task force may be reappointed.

3. Codes and Standards Technical Advisory Council (C-STAC)

- 3.1 A Council consisting of both member and non-member expert advisors shall be selected to advise the Board of Directors on technical matters related to codes and standards.
- 3.2 The Advisory Council shall consist of at least seven, but no more than nine voting members (including the chair). The Chair of the Council must be an AIA Florida member in good standing. At least three-fifths of the members must be architects registered to practice in Florida. Members shall be selected on the basis of experience and expertise in the areas of application, interpretation, development, research, and integration of building codes and standards.
- 3.3 The Advisory Council shall meet at least four times per year or as necessary at the call of the Advisory Council Chair with approval of the AIA Florida President.
- 3.4 The AIA Florida President or Vice President for Advocacy shall approve the agenda.
- 3.5 Recommendations shall be made by a majority of the current voting members and provided in writing to the Advocacy Committee. Minority reports may not be issued.
- 3.6 Members shall be selected by the AIA Florida Board of Directors and shall serve three-year terms. Members may serve up to three consecutive terms. Initial durations of terms will be staggered between one and three years in order to establish rotation of three members being selected each year. Terms shall begin on August 1 and end on July 31.
- 3.7 Three unexcused absences from meetings of the Advisory Council shall be considered a resignation and the AIA Florida President will appoint a person to fill the remainder of the unexpired term.
- 3.8 Members of the Advisory Council will serve without compensation. In recognition of time, travel and budget constraints it is anticipated that most meetings will convene via web-based meeting platforms or conference calls. One of the meetings may be held in conjunction with the AIA Florida Annual Convention.

Chapter VII Election of Officers

1. **Nominating Committee**

1.1 The Nominating Committee shall be composed of the Immediate Past President of the Association as chairman and four members At-Large of the Association appointed by the President. The four At-Large members should represent separate geographical areas of the state and their appointment shall be ratified by the Board of Directors.

1.2 The powers of the Committee shall terminate with the adjournment of the annual meeting.

2. **Notice of Upcoming Elections** Not less than 150 days prior to the annual meeting of the Association, the Nominating Committee shall announce the offices to be filled and request nominations for each office from the entire membership of the Association. Not less than 120 days prior to the annual meeting the Nominating Committee shall issue a second notice requesting nominations.

3. **Guidelines for Nominating Candidates for Office**

3.1 Nominations for board vacancies of the Association may be submitted by any Component provided the nomination is signed by the Component President and attested by the Component Secretary and filed with the Nominating Committee no less than 100 days prior to the annual meeting of the Association, or;

3.2 By filing a petition for nomination signed by 10 members representing at least four geographical areas of the state and filed with the Nominating Committee no less than 100 days prior to the annual meeting of the Association, or;

3.3 By recommendation of a member of the Nominating Committee subject to approval by a majority vote of the Nominating Committee.

3.4 Nominations submitted in accordance with Sections 3.1 and 3.2 of these rules must include a capsule biography (not to exceed 200 words), and a statement of philosophy (not to exceed 200 words). In the event that the nomination is accepted, these submittals will be distributed to the membership through a special mailing of the Association. Statements and biographies that exceed these limitations will be edited by the Nominating Committee in order to meet space requirements.

3.5 Not less than 90 days prior to the annual meeting, the Nominating Committee shall review the qualifications of each member nominated,

prepare a slate of candidates, and file these names with the Secretary/Treasurer of the Association.

3.6 Upon receipt of the slate of candidates, the Secretary/Treasurer shall send notice of certification to each candidate.

3.7 An individual may accept a nomination for one office only.

4. **Campaign Procedures and Rules**

4.1 Announcement of Candidacy: No less than 60 days prior to the annual meeting, the Association shall publish a letter, electronic notice, or in an official publication of the Association to inform the membership of the slate of candidates. This mailing shall include photographs, capsule biographies, and statements of philosophy from each candidate. Statements of philosophy and capsule biographies shall meet the word limitations or be subject to editing as outlined in Section 1.4 of this chapter.

4.2 Convention Materials: Copies of the candidate mailing outlined in Section 4.1 shall be distributed at the annual meeting prior. No other information about the candidate may be distributed during the convention.

4.3 Campaign Letters/Parties: Candidate's may not write campaign letters on their own behalf. Persons other than the candidate may write such letters that may contain a printed biography of the candidate. Candidates or their supporters may not hold parties on behalf of a candidate at the annual convention.

4.4 Mailing Labels: Each certified candidate is entitled to receive, upon written request, one set of mailing labels printed with the names and mailing addresses of the current members of the Association. Additional copies may be purchased.

4.5 Component Interaction: A candidate may answer questions and provide material requested by Component publications. Candidates may not, however, make campaign speeches before Components, other than their own Component, prior to the annual meeting.

4.6 Appearances: Each candidate shall have an equal opportunity to appear before the annual meeting of the Association.

5. **Balloting Procedures**

- 5.1 The time of opening and of closing of the polls shall be announced by the President at the first business session of the annual meeting. Polls shall remain open for at least two hours or until all ballots are received. Prior to the opening of the polls, the time and location for any runoff election that may become necessary per 5.5, shall be announced to the annual meeting participants. If necessary, runoff elections shall be conducted within twenty-four (24) hours of the closing of the polls for the initial round of voting.
- 5.2 Tellers (Credentials) Committee: The President shall appoint three members in good standing to serve on the Tellers (Credentials) Committee.
- 5.3 At the close of the polls, the tellers shall open the ballot box, inspect and count the ballots, tally the votes for each nominee, tabulate the results in duplicate, sign the tally sheets and tabulations, seal the ballots and original tally sheets and tabulations in an envelope, and give it to the President.
- 5.4 Each ballot that is not marked in accordance with the instructions for marking of ballots as printed on the ballot shall not be tallied by the tellers, but shall be marked by them as “not tallied.”
- 5.5 For a contested election for First Vice President/President-elect or Secretary/Treasurer of more than two candidates, the nominee who receives more than a 50% majority of the votes is elected. If no nominee receives more than 50% of the votes a runoff election shall be held between the 2 candidates that received the largest and second largest amount of the votes cast.
- 5.6 In the event that elections are being held for two Vice President positions, the ballot will instruct each delegate to vote for two candidates for the office of Vice President. The open offices will be filled by the two candidates that receive the most votes for the office of Vice President.
- 5.7 Declaration of Election: The President shall notify each candidate of the results of the balloting immediately following receipt of the tally sheets and tabulations. Following notification of all candidates, the election results shall be displayed publicly throughout the convention facility.
- 5.8 Recounting of Votes: In the event of tie vote or upon request of a majority of the delegates, there shall be a recount of the votes. The recount shall be conducted by three delegates, other than the members of the Tellers (Credentials) Committee that have been appointed by the President. The recount shall be final and conclusive.

- 5.9 Resolution of a Tie: If after such recount has been made, a tie vote exists, then the accredited delegates shall vote again in accordance with Section 5.4 of these rules. Balloting shall be limited to only those candidates for whom the tie vote was cast. If a tie still exists, the determination of election shall be made by the President.

CHAPTER VIII AWARDS

1. The Association shall maintain an active program of awards for honor and design. The Board shall maintain an *Awards Policy Manual* outlining categories of awards, awards juries, and related awards guidelines.
2. Any changes to the *Awards Policy Manual* must be submitted to the Board for approval.

CHAPTER IX FINANCIAL

1. **Dues for Members of the Association:**
 - 1.1 Architect Members
 - 1.1.1 Architect Members association dues are \$170, of which, \$5 per member will be appropriated to the Florida/Caribbean Region.
 - 1.2 Firm Dues
 - 1.2.1 Firm dues are calculated at \$100 per registered architect.
 - 1.3 Associate Members
 - 1.3.1 Associate dues are \$115, of which, \$5 per member will be appropriated to the Florida/Caribbean Region.
 - 1.3.2 New graduates shall pay no dues in their first year of membership in accordance with the Institute membership policies.
 - 1.4 Allied Members
 - 1.4.1 Allied member dues are \$275.

1.5 Emeritus Members

1.5.1 Emeritus members are not required to pay dues.

1.5.2 Emeritus members will be annually assessed a voluntary charge of \$25 to assist in covering cost of mailings, etc.

2. **Budget Procedure**

2.1 A preliminary draft budget shall be prepared by the Finance Committee and presented at the last board meeting of the year. The final recommended budget shall be presented to the Board for approval at the first meeting of the Board in the new fiscal year.

3. **Annual Reports**

3.1 The annual financial report shall be prepared by the Secretary/Treasurer in cooperation with the Finance Committee and the EVP.

3.2 The report shall be presented at the annual meeting and disseminated to the total membership as a part of the Board report.

4. **Regular Budget Planning**

4.1 A cash reserve shall be planned and maintained in each year's operating budget for the Association.

4.2 There shall be an accounting policy manual developed and maintained by the EVP and approved by the Board of Directors.

5. **Budget Procedure**

The basic budgetary policy shall include certain basic principles:

5.1 The Association budget is for services to and on behalf of the membership and its given profession.

5.2 Each dollar budgeted shall be thought of as an investment with accruing benefits to the total profession present and future.

5.3 The EVP, personnel, and any elected officer from the membership having check-signing authority, or access to funds in any manner shall be bonded.

- 5.4 The EVP shall have authority to expend the budget under the supervision of the Board of Directors of the Association.

6. **Financial Planning**

The Finance Committee shall provide for long-range financial planning for the Association.

6.1 Non-Dues Revenue

- 6.1.1 Non-dues revenue shall be utilized for budget purposes, making it possible for providing for additional member service projects.

6.2 Restricted Funds

- 6.2.1 Restricted funds are monies raised by budget appropriation, by assessment, or by voluntary contribution for special purpose and subject to expenditure only upon release by the governing body of the Association.
- 6.2.2 Wherever possible the Florida Foundation for Architecture shall be utilized for special projects and monies donated to it for payment thereof.

7. **Conventions/Conferences**

- 7.1 If there is a host Component for an Association Convention, it will be furnished copies of *Host Chapter Guidelines* as developed and maintained by the Professional Development Commission.
- 7.2 Convention sites shall be considered only on a basis of available facilities that will produce the maximum amount of income necessary to meet the operating expenses of the Association.
- 7.3 Any city that does not have an adequate meeting and display space attendant to the convention hotel or is lacking on other convention facilities shall not be selected as a convention site.

8. **Reimbursement Policy for Officers and Association Members**

- 8.1 Board Members of the Board shall be reimbursed at a rate of 100% for the following expenses when attending an official meeting of

the Board:

- 8.1.1 Lowest coach air fare to and from the meeting site at the time of meeting.
 - 8.1.2 Automobile mileage to coincide with IRS per mile to and from the meeting site. Vicinity automobile mileage of less than 200 miles round trip will not be reimbursable under this policy. Airfare will be reimbursed when less expensive than mileage reimbursement or if one-way mileage is greater than 400 miles
 - 8.1.3 Ground transportation cost to and from the airport and the meeting site (the lease of a rental car will not be acceptable unless the cost of the lease is equal to, or less than, the cost of a taxi or limousine).
 - 8.1.4 Parking and toll expenses incurred in connection with traveling to and from the meeting site.
 - 8.1.5 Lodging and meals where necessary to attend.
 - 8.1.6 No reimbursement for liquor will be permitted.
- 8.2 The President will be reimbursed in accordance with all items listed in Section 8.1.1-8.1.6. In addition, the President shall have discretionary funds for spending as outlined below:
- 8.2.1 The President will have a travel account established within the Association annual budget. These monies will be used at the discretion of the President.
 - 8.2.2 The President will receive a complimentary suite at the annual meeting. The President and one guest will also receive complimentary registration fees and social tickets.
 - 8.2.3 The President and one guest will be reimbursed for expenses and fees incurred in connection with attending the Institute convention. Pre and post-convention activities will not be reimbursable.
 - 8.2.4 Any reimbursement from the Institute for travel will be subtracted from the amount to be reimbursed by the Association.

- 8.3 The First Vice President/President-elect will be reimbursed in accordance with all items listed in Section 8.1.1-8.1.6
 - 8.3.1 The First Vice President/President-elect will receive a complimentary room at the annual meeting. The First Vice President/President-elect and one guest will also receive complimentary registration fees, and social tickets.
 - 8.3.2 The First Vice President/President-elect and guest will be reimbursed for expenses and fees incurred in connection with attending the Institute convention. Pre and post-convention activities will not be reimbursable. The First Vice President/President-elect will be reimbursed for expenses and fees incurred in connection with attending the AIA Grassroots and Leadership Conference.
 - 8.3.3 Any reimbursement from the Institute for travel will be subtracted from the amount to be reimbursed by the Association.
- 8.4 Officers and members of the Board will be reimbursed for travel to and from the annual meeting, and the expense of meals and lodging for one day. It is expected that Board members attend and participate throughout the annual meeting and convention.
 - 8.4.1 Officers and members of the Board shall pay a 30% discounted registration rate to enable participation and in recognition of their volunteer efforts.
- 8.5 A Regional Representative, as approved for attendance, will be reimbursed for travel to and from AIA Florida Board Meetings and the expense of meals and lodging in accordance with 8.1.1-6. The applicable Regional Representatives will receive complimentary convention registration and social tickets (one guest per Regional Representative included) for the annual meeting.
- 8.6 The Immediate Past President will be reimbursed for travel to and from the annual meeting, and the expense of meals and lodging for two days in accordance with 8.1.1-6 to participate in the Design and Honor Awards Banquet.
- 8.7 The Senior Associate Director at Large will be reimbursed for travel to and from Large States Roundtable meeting and the

expense of meals and lodging in accordance with 8.1.1 – 6.

- 8.8 The Junior Associate Director at Large will be reimbursed for travel to and from Speak Up, Grassroots or a similar AIA leadership development program and the expense of meals and lodging in accordance with 8.1.1 – 6 and minus any stipends.
- 8.9 Miscellaneous Reimbursement: Members who incur travel expenses while conducting Association business may be reimbursed for such expenses provided that:
- 8.9.1 The approved budget clearly provides for reimbursement of such expenses or upon express approval of the Board of Directors.
- 8.9.2 The expenses do not exceed the provisions of 8.1.1-8.1.6.
- 8.9.3 The expenses are subject to advance approval of the Secretary/Treasurer.
- 8.10 All reimbursement requests must be submitted within 30 days of the event or are not payable.

CHAPTER XII AMENDMENTS

These rules may be amended at any time by two-thirds standing vote of the Board of Directors.