

# ***RULES OF THE BOARD***

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## **AIA LA CHAPTER MISSION STATEMENT**

The AIALA's mission is to take the power of design and architecture to people in every corner of Los Angeles.

## **INTRODUCTION**

Thank you for your commitment, or consideration of commitment, to serve as an AIA Los Angeles Board Member. The success of the chapter, and the broader Los Angeles architectural community, is dependent on the time, dedication, involvement, and leadership of the Board Members. The chapter members and staff look to the Executive Task Force and the Board for direction, guidance, and leadership.

This document outlines the rules and expectations of Board Members. Should you not be able to fulfill the requirements of your position, please notify the President and Executive Director immediately.

## **BOARD MEMBER POSITIONS AND INDIVIDUAL RESPONSIBILITIES**

Elections are held annually for the open positions. Not all positions are open each year. The Nomination Task Force selects at least one candidate per open position. Individual members can also self-nominate with the support of 3 AIA/LA members in good standing. The ballot is sent to all Chapter Members with voting occurring in October through early November. Board terms are nominally based on calendar years although technically the term commences and concludes at the Board Installation event held in early December. Some transition time may be requested of outgoing Board Members to effectively transition their responsibilities to the new Board Member(s).

The only prerequisite to becoming a Board Member is to be a current AIA LA member in good standing. Once elected, Board Members must maintain their AIA LA Chapter Membership for the duration of their term.

Board Members must complete their term before switching to another Board position.

Board Members are expected to actively participate on a minimum of one Board Task Force.

AIA|LA asks all Board Members to contribute \$5,000 per year of tenure while on the Board of Directors to support operations and ensure that Chapter meets budget.

The Board of Directors is a team of leaders and advocates for the community.

The Chapter looks forward to the example provided by each and every member of this body of governance to set the bar for all other members and firm's support.

The Board positions and additional responsibilities are as follows:

### **A. President**

The President is the leader of the Board, the staff, and the Executive Committee. The position of President is a one-year term, although the individual's commitment to the Board is three years. The elected individual serves as Vice-President/ President Elect for Year 1, President for Year 2, and Past President for Year 3. The President is a voting member of the Board.

The President's responsibilities include:

- Facilitating Board meetings
- Chair of the Executive Committee (ExCom)
- Oversees Chapter finances
- Supervises Chapter Staff, including Executive Director
- Oversees all components of the Chapter
- Can be asked to introduce AIA LA conferences and awards presentations
- Attends P/VP/ED meetings in preparation of Board Meetings
- Attends the California Council Board of Directors meetings
  - 3 meetings per year – schedule to be developed by AIA CA
  - Monthly Conference Call – scheduled developed by AIA CA
- Attends, if possible, AIA National Annual Grassroots Conference
- Attends, if possible, AIA National Annual Conference
- Attend, if possible, the Annual Big Sibs Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees
- Provides guidance and leadership to the Chapter, the board of directors and the membership

#### B. Vice-President / President Elect

The Vice President/ President Elect assists the President and is a member of the Executive Committee. The primary purpose of this term, in addition to the normal board member duties, is to “train” to be President the following year by learning the essential functions of the President as well as to facilitate the efficient transfer of responsibilities from one President to the next.

The position of Vice-President/ President Elect is a one-year term, although the individual's commitment to the Board is three years. The elected individual serves as Vice-President/ President Elect for one Year 1, President for Year 2, and Past President for Year 3. The Vice-President/ President Elect is a voting member of the Board.

The Vice President's responsibilities include:

- Chair of the nominating committee
- Can be asked to introduce AIA LA conferences and awards presentations
- Attends P/VP/ED meetings in preparation of Board Meetings
- Attends the California Council Board of Directors meetings
  - 3 meetings per year – schedule to be developed by AIA CA
  - Monthly Conference Call – scheduled developed by AIA CA
- Attends, if possible, AIA National Annual Grassroots Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

Eligibility to serve on the Board of Directors is limited to licensed AIA Los Angeles Chapter Members in good standing (for all positions except Associate Directors and Public Directors.) Architect Members may submit their candidacy for the available positions as Chapter Officers, Board Directors, and AIA|LA representatives to the AIA California Board of Directors.

For the role of Chapter President, a nominee is required to be an Architect Member with a strong understanding of the Chapter, the Board, and issues pertaining to membership and the profession. To ensure that these requirements are met, candidacy for the position of Vice President, which transitions to President the following year, is available to recent AIA/LA Board Officers, Directors, or Chapter representatives to AIA CA, and only after completing their current term of office.

In the event that none of the above-mentioned Board members submits their nomination for Vice President/President Elect, said position becomes open for nominations to all Architect Members in good standing of the AIA Los Angeles Chapter.

### C. Treasurer

The Treasurer is a member of the Executive Committee and is responsible for managing the Chapter's money, including working with the Executive Director to establish an annual budget, approving and signing checks, reporting the finances to the Executive Committee and to the Board at Board meetings.

The position of Treasurer is a two-year term. The Treasurer is a voting member of the Board.

Treasurer's responsibilities include:

- Management of Chapter's finances in collaboration with Executive Director
- Review + approval of Chapter's bills and invoices
- Review of financial reports prior Board of Directors meetings
- Prepare and deliver financial reports to the Board of Directors
- Prepare budget in collaboration with Executive Director
- Attends the California Council Board of Directors meetings
  - 3 meetings per year – schedule to be developed by AIA CA
  - Monthly Conference Call – scheduled developed by AIA CA
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

### D. Secretary

The Secretary is a member of the Executive Committee and is responsible for documenting major decisions that take place within the Chapter, including taking notes at the board meetings and ExCom meetings.

The position of Secretary is a two-year term. The Secretary is a voting member of the Board.

Secretary Responsibilities include:

- Maintain (write, edit) all chapters' documents (policies, bylaws, rules of the board etc.)
- Take, or appoints a staff member to take, minutes during board of directors meeting

- Minutes are given to the President for final notes – Secretary finalizes and approves minutes
- Secretary chairs the Governance board’s task force
- Can be asked to introduce AIA LA conferences and awards presentations
- Attends the California Council Board of Directors meetings
  - 3 meetings per year – schedule to be developed by AIA CA
  - Monthly Conference Call – scheduled developed by AIA CA
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

#### E. Ex-Officio

The Ex-Officio is the Board position held by the Chapter’s Executive Director. The Executive Director is also a member of the Executive Committee. The Ex-Officio is **not** a voting member of the Board.

#### F. Past President

The Past President is the President from the prior year and a member of the Executive Committee. They remain an active Board Member to ensure efficient and effective hand-off of responsibilities to the new President.

The position of Past President is a one-year term, although the individual’s commitment to the Board is three years. The elected individual serves as Vice-President/ President Elect for one Year 1, President for Year 2, and Past President for Year 3. The Past President is a voting member of the Board and also a member of the Executive Committee.

The Past President’s responsibilities include:

- Provide leadership and guidance to the board of directors
- Advise ExCom in all matters related to the Chapter
- Can be asked to introduce AIA LA conferences and awards presentations
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

#### G. Director

There are seven Directors on the Board. A Director’s term is three years long, however the seven Directors’ terms are staggered. Each year two or three Director’s terms will end, leaving open the respective number of positions for new Directors the following term year. A Director is a voting member of the Board.

The Directors’ responsibilities include:

- Working with other board members in a board’s task force of choice
- Can be asked to introduce AIA LA conferences and awards presentations
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

#### H. Associate Director / Ex-Officio Associate Director

There is one Associate Director and one Ex-Officio Associate Director on the Board. The Ex-Officio is the Vice Associate Director. Both the Associate Director and Ex-Officio Associate Director are Associate AIA Members and represent the needs and concerns of the broader Associate Members.

The term is for two years: Year 1 is served as Ex-Officio Associate Director and Year 2 as Associate Director. The Associate Director is a voting member of the Board. The Ex-Officio is **not** a voting member of the Board.

The Associate Director responsibilities include:

- Works with other board members in a board's task force of choice
- Represents the Emerging Professional task force and contributes to the creation and implementation of its programs
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

#### I. Academia Liaison Ex Officio

The Academic Liaison Ex-Officio interfaces with the local schools of architecture, discusses issues of academia and the profession with the AIA|LA Board of Directors and the Deans, proposes steps towards solutions, and ensures an open channel of communication between the profession (represented by the AIA|LA Board) and academia.

This position is a non-voting member of the AIA|LA's Board of Directors, with a tenure of one (1) year.

Main responsibilities:

- Attends all AIA|LA Board meetings
- Reports to the Board about issues pertaining to students and academia
- Discusses potential solutions with the AIA|LA Board of Directors
- Organizes the agenda for the annual Academic Summit (September) between the AIA|LA Board of Directors and the Deans and manages the meeting

#### J. Public Member

There are two Public Members on the Board. These members are not architects, but affiliated professionals who advocate and represent the broader design community. The term is two years. Public Members are voting members of the Board.

The Public Member responsibilities include:

- Working with other board members in a board's task force of choice
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees

## K. AIACA Representative

There are two AIA California (“AIACA”) Representatives on the Board. The term is two years. The purpose of this position is to be a liaison between the Los Angeles Chapter and AIACA. In addition to the Los Angeles Board commitments, the AIACA Representative is required to attend the AIACA meetings and fulfill commitments made to AIACA. The AIACA Representative is a voting member of the Board.

The AIACA Members responsibilities include:

- Working with other board members in a board’s task force of choice
- Attends, if possible, AIA National Annual Conference
- Attends, if possible, at least one meeting per each of the AIA LA committees
- Attends the California Council Board of Directors meetings
  - 3 meetings per year – schedule to be developed by AIACA
  - Monthly Conference Call – scheduled developed by AIACA
- Reports to the board initiatives and results from AIACA meetings

## **COMPOSITION AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE**

The Executive Committee supports the President and Executive Director in leading the Board and managing the Chapter Staff. The Executive Committee Chair is the President. The members include the Vice President/ President Elect, Executive Director, Secretary, and Treasurer. The Executive Committee may make decisions and act on behalf of the Board in absence of the Board. Decisions made by the Executive Committee are to be accepted and implemented by the Board.

The Executive Committee is to review, edit (if required), and approve the Employee Handbook annually, along with the Governance Task Force.

## **BOARD MEMBER RESPONSIBILITIES WITH REGARD TO THE CHAPTER AND CHAPTER COMMITTEES**

In addition to the individual Board Member's responsibilities noted above, the Board as a whole is responsible for active involvement in Chapter activities and committees. Board Members are expected to participate and support the Chapter as much as possible.

Each Board Member is also a liaison to at least one Chapter Committee. As liaison, the Board Member is to participate in the committee meetings and activities, support them where needed, and report committee updates to the Board.

For specific information regarding the Chapter Committees, refer to the AIA LA Committee Policy document.

In addition, the Board of Directors is responsible for the financial stability of the Chapter – each board member is required to donate or procure (give or get) a minimum of \$5,000 annually in support of the Chapter.

The board is also responsible for making other decisions on behalf of the Chapter, such as Membership Transfer allowances.



## EXPECTED CONDUCT OF BOARD MEMBERS

- Board Members are expected to conduct themselves in a professional fashion at all times. Their actions not only represent the Board, but the AIA and architectural community at large.
- Board Members are to be reasonable and prudent in all Chapter decision-making.
- Board Members are to be fully informed and prepared for decisions that require a vote.
- Board Members are to have a Duty of Loyalty. They are to place the interests of the Chapter before their own personal interests, and they are to keep confidential information within the Board.
- Board Members are to support the core values of the Chapter.
- Conflict of Interest: Should a Board Member feel they are placed in a situation which is a conflict of interest, they should alert the Executive Committee immediately of the potential conflict of interest. Should Board Members feel that another Board Member has a conflict of interest that has not been reported, they must bring it to the attention of the Executive Committee immediately. Then abide by the following procedures:
  - The Board Member with the conflict is to preclude themselves from voting on the topic.
  - The Executive Committee is to discuss and determine a means for moving forward.
  - The Board should be made aware of the situation and what actions have been determined for moving forward.

## BOARD POLICIES

- Definitions of Policies: The Board may issue general statements that concern architects and architecture and a relationship with entities outside the AIA. They are to be effective until rescinded or changed.
- Positions: The Board or its authorized representatives may make statements concerned with specific matters. These may be pertinent for only a short time. Positions shall not contravene Board Policies.
- Unfit Board Members: Any Board Member may be recalled by the membership upon petition of fifty percent (50%) plus one (1) of the assigned members casting ballots at the election of that Board member. Upon receipt by the Board of the recall petition, a recall election shall be held within 45 days and shall be conducted according to the Rules of the Board.
- Reimbursed Expenses: Board Members and the Executive Director eligible for expense reimbursement shall provide receipts for all expenses. In general, eligibility pertains to travel required of AIACA Representatives and ExCom members to attend meetings in which they are officially representing the Chapter. Approval of such travel shall be approved in writing by the Executive Director before incurring any expenses for travel and it is expected that all travel can be completed within the guidelines outlined below. If actual costs exceed the guidelines noted below, the individual is responsible for the additional expense. Individuals are to make their own travel arrangements although it is expected that all travel shall be coordinated amongst all travelers to reduce costs where practical. Reimbursement shall be in accordance with the following:
  - Transportation:
    - a. Reimbursement of airfare at lowest refundable coach airfare rates and based on receipts demonstrating actual expenditure. Airfare purchased using airline points shall not be eligible for reimbursement. Change fees shall not be the

- responsibility of the Chapter except in situations where the change was caused by circumstances beyond the traveler's control.
  - b. Private Car: mileage from point to point is reimbursable at the current IRS Rate. Alternatively, Taxis or Uber/ Lyft may be utilized if favorable for the Chapter's expenditure.
  - c. Airport Parking: Current daily rate.
  - d. Car Rental: Economy model – rental to be pre-authorized for reimbursement only when other transportation is not available or when coordinated with and including other Chapter members attending the event.
- o Hotel and Lodging:  
Reimbursement shall be at special convention/ meeting rate or corporate rate if no special rates have been negotiated. Hotel incidentals and personal expenses are not reimbursable.
  - o Meals:  
Reimbursement for meals is reimbursable when travel requires overnight stays and shall not exceed \$15 for breakfast per day, \$20 for lunch per day and \$50 for dinner per day. Meals shall not be reimbursed when the meeting event attended provides such meals.
  - o Event or Program Registration Fee:  
Reimbursement shall be for the basic fee. Late charges will be paid by the individual.

## RULES OF BOARD MEETINGS

Board Meetings are public events and are open to all Chapter Members. The Board Meetings are to be conducted as follows:

- o Call to Order/ Determination of a Quorum. A quorum is defined as 51% of the total voting members of the Board.
- o Approval of previous meeting minutes
- o Various reports, as noted in the pre-determined agenda
- o New motions
- o Meeting Adjournment

Additional rules of the Board Meetings to be followed include:

- Board Members are expected to attend all board meetings. If you are not able to attend, please notify the President and Executive Director immediately. If more than three meetings are missed in one year without an excuse deemed valid by the Board, then that member shall be removed by vote of the Board. The President, with Board approval, shall appoint a successor to complete the unexpired term of office, with priority given to the candidate for that office who had received the next highest number of votes.
- Should a Board Member wish to make a motion, they are to do so at the time the President (or Board meeting facilitator) opens the floor to new motions.
- Board Members shall actively participate in board discussions and vote in meetings. Once decisions are made and voted on at Board meetings, all Board members are to support the group's decision – even if it is in conflict with their own position.
- The Executive Director or President is to send out (via email) the meeting agenda and any relevant documents for discussion/ vote prior to the meeting so all Board Members have time to review and comment before the start of the meeting.

## RESPONSIBILITIES OF BOARD TASK FORCES

Board task forces are different from chapter committees. The intention of board task forces is to efficiently manage and execute the responsibilities of the Board. They are led by a Board Member Task Force Chair and are comprised only of Board Members.

Each Board Member is required to actively participate in at least one board task force, as part of their board responsibilities.

The Board Task Forces are:

- Operating, Planning, and Finance Task Force
- Membership Task Force
- Governance Task Force
- Nominating Task Force
- Long Range Planning (5 years) Task Force

### **Operating, Planning, and Finance Task Force**

The Operating, Planning, and Finance Task Force is responsible for the day-to-day operations and financial obligations of the Board and Chapter. The task force chair is the President and the task force members are comprised of the Vice President/ President Elect, Secretary, Treasurer, Executive Director, and any other interested Board Members.

The planning efforts are short-term and more day-to-day in nature; long-term planning is the responsibility of the Long-Range Planning Task Force.

The annual budget is prepared by the Executive Director, Treasurer, and Operating, Planning and Finance Task Force. Once the proposed budget has been established, it is reviewed and voted upon by the Board. Once approved, the Operating, Planning, and Finance Task Force, in support of the Treasurer, is responsible for managing the actuals throughout the year.

The Chapter's Financial Records shall be maintained by the Finance Task Force in accordance with the following:

- Chapter books shall be kept so that the General Fund account, Special Fund account(s) and the Investment Fund account are separately kept accounts.
- All deposits with withdrawals shall be entered in the Chapter books and at least quarterly the Treasurer or Bookkeeper shall balance all accounts and reconcile them with the statement from the bank(s).
- Membership Ledger: Chapter books shall include a membership ledger listing all individuals in the several classes of membership and showing the status of their accounts of Chapter dues and the amount and allocation of payments made by them. Such ledger findings shall be recorded monthly to show the number of each class of membership in good standing, in default, under recommended suspension or termination by the Chapter or the Council, under suspension by the Chapter or Council or Institute, if terminated, the date thereof.
- Audit: As early as possible each year after completion of the annual audit or review for the prior year, the membership shall be informed of its basic items and total sums together with the corresponding information in the current budget.

### **Membership Task Force**

The Membership Task Force is responsible for supporting the Chapter Staff Membership Director. The main objective of the task force is to recruit new members and help the Chapter grow.

### **Governance Task Force**

The goal of the Governance Task Force is to review, manage, and update the Chapter and Board documents. Documents are to be reviewed annually and updated as required.

Documents include:

- Bylaws
- Rules of the Board
- Chapter Employee Handbook
- Chapter Committee Policy
- Presidential Awards Policy

### **Nominating Task Force**

The Nominating Task Force's main obligation is to nominate at least one individual per open Board position – to be placed on the ballot for Chapter Members to vote. This occurs annually mid-year, for voting to occur in October through early November. The Nominating Task Force, as a courtesy, will notify the current Board of upcoming open positions to offer the Board the first opportunity of interest, prior to considering non-Board members for the open positions. The Nominating Task Force Chair is the Vice President/ President Elect and the task force members are comprised of the President, Executive Director, and two Chapter Members at large who are not on the Board.

The Nominating Task Force also support the Design Awards jury selection process. Working in conjunction with the Design Awards Committee and members of the task force, the Nominating Task Force creates a shortlist of potential jurors in all Design Awards categories (Design Awards, NEXT LA and COTE) – final approval of shortlists is provided by President.

### **Long Range Planning (5 Years) Task Force**

The Long-Range Planning Task Force is responsible for establishing, reviewing, refreshing and implementing the Chapter's 5-Year Strategic Plan. Although the plan is to be refreshed every 5 years, it may be refreshed more frequently if deemed necessary. The task force's main objective is to ensure that the Board Meeting discussions, Chapter activities, and all Board/ Chapter decisions are affirming the ultimate goals established within the Strategic Plan.

ALL TASK FORCES ALSO SUPPORT THE IMPLEMENTATION OF THE STRATEGIC PLAN.