



Memorandum

Date: January 9, 2009

To: AIA Board of Directors
AIA Executive Committee
American Institute of Architecture Students
Component Presidents
Component Executives
Knowledge Community Advisory Group Chairs

From: Stephen K. Loos, AIA
2008-2010 Institute Secretary

Subject: 2009 Resolutions Schedule and Procedures

Copies: Jay Stephens, Esq., AIA General Counsel and Vice President
Pam Day, Hon. AIA, Senior Director, Governance Administration

Outlined below is the process for the submission of resolutions to be considered by the delegates at the AIA 2009 National Convention and Design Exposition in San Francisco. Please contact Jay Stephens, Esq., AIA General Counsel (at 202-626-7379 or jstephens@aia.org), or Pam Day, Hon. AIA, Senior Director, Governance Administration (at 202-626-7305 or pday@aia.org), if you should have any questions.

DEADLINE:

Resolutions for the AIA 2009 National Convention and Design Exposition in San Francisco will be accepted by the Resolutions Committee **until 5:00 p.m. (EST), Friday, February 27, 2009.**

Resolutions **must** be sent electronically, with hard copy to follow, to the attention of the Secretary at AIA headquarters (1735 New York Avenue, N.W., Washington, D.C. 20006, telephone: 202/626-7305, fax: 202/626-7426, email: pday@aia.org or jstephens@aia.org) by that date and time.

FORMAT:

Title. Resolutions should begin with a short title suitable for use in the resolutions booklet table of contents that succinctly states the subject/issue addressed by the resolution.

Sponsor. Next, list the sponsor the Resolutions Committee may contact to authorize changes. Please include a telephone number where this individual may be reached during regular business hours on Tuesday, March 3 and/or Wednesday, March 4, 2009 when the Resolutions Committee will be meeting via telephone conference call), or the name and number of an alternate (who must be authorized to approve changes). In accordance with the AIA Rules of the Board, an acceptable sponsor is **one** of the following:

- a Regional Director;
- the Associate Director;
- a state or regional organization;
- a local component (**provided the resolution is cosponsored by the appropriate Regional Director, or the state or regional organization of which the component is a member**);
- the AIA Board of Directors;
- any AIA officer;
- the American Institute of Architecture Students; or
- a minimum of 50 members of the Institute.

Note that the AIA Rules of the Board in most circumstances do not provide for more than one sponsor, or a co-sponsor, or an endorser. Therefore, as a general rule, only one sponsor will be accepted. (The only exception to this general rule occurs when, as stated above, a resolution sponsored by a local component is cosponsored by the appropriate Regional Director, or the state or regional organization of which the component is a member.)

Text. Resolutions are formal requests to the AIA Board of Directors to take a particular action. Resolutions that are consistent with the manner in which the Board governs are more likely to be ratified by the Board. The Board governs the Institute through its Rules of the Board that state not only processes, but also what results the AIA should achieve, without specifying the particular programs or activities necessary to accomplish those results. The programs and activities necessary to achieve the Board's stated results are developed and continuously refined by Institute staff working with members and outside experts within the context of an overall strategic plan, operating plan and budget approved by the Board. The Board also adopts Public Policies, which state the values of the AIA.

Once you have determined which area of Board activity you wish to address, follow these steps:

- State background information in *WHEREAS* clauses. Include enough background to support and explain the action desired.
- End with a *RESOLVED* clause that clearly states the proposed action or policy you want taken or adopted. A resolution may, but is not required to, include language specifying or suggesting one or more implementation methods.
- If the resolution calls for more than one action or policy, add FURTHER *RESOLVED* paragraphs for each. **Only the *RESOLVED* paragraphs represent the consensus of the delegates, if adopted, so craft them carefully.**

Hint: An easy way to write a resolution is to make a “We want a commitment that “... because ...” statement.

For example: “*We want a commitment* that the Institute will promote alternative careers in architecture *because* the Institute must meet the needs of its ever changing membership, and *because* the AIA must maintain a leadership position within the profession.”

Once the statement reads clearly in this format, substitute *WHEREAS* for each “because,” substitute *RESOLVED* for “we want a commitment,” and then move the *RESOLVED* paragraphs to the end.

FORMATTING:

Resolutions should be typed (single spaced) and provided both in hard copy and by e-mail (MS Word) to pday@aia.org or jstephens@aia.org. Don't be concerned with elaborate formatting since resolutions will be typeset at the AIA before they are printed.

ADDITIONAL REQUIRED MATERIALS:

Sponsors must complete and submit the following documents for each resolution:

- **Attachment A: 2009 Resolution Submission Form.** This form won't be published, but is meant to assist the Resolutions Committee in its review of the resolutions. The AIA Treasurer, with the assistance of staff, is available to work with sponsors before convention on appropriate implementation methods and funding levels required to achieve the purpose of the resolution.
- **Attachment B: Cost Worksheet.** This worksheet is attached to assist you in estimating costs. The Treasurer will report the estimated cost of a resolution to the convention delegates before they vote.

PUBLICATION AND DISTRIBUTION

Section 5.125 of the AIA Rules of the Board states: “At least 40 days prior to the opening of the business meeting of the convention, the Secretary shall ensure that all resolutions approved by the Resolutions Committee for consideration at the convention are mailed to all components of the Institute. In the same mailing, the Institute shall report to the components and to the convention the action taken on, and the current status of, each resolution approved at the preceding convention.”

Each component will receive **one** copy of the official Delegate Information Booklet (known as the “Yellow Book”), in addition to its delegate cards. Components are asked to direct their assigned delegates to the convention Web site where the booklet will be posted after **Friday, March 13, 2009**, for detailed information on the Bylaws amendments and resolutions for consideration at the annual business meeting of the Institute on Saturday, May 2.

Contact Pam Day, Hon. AIA, at pday@aia.org (202-626-7305) if you have any questions.

WOULD YOU LIKE HELP? Assistance in drafting resolutions or explanations of these procedures is available at any time from the Institute Secretary, the Senior Director, Governance Administration, or the AIA General Counsel. If you should need help, please contact Jay Stephens at 202-626-7379 or jstephens@aia.org.

Attachments:

- A. 2009 Resolution Submission Form
- B. Cost Worksheet
- C. Excerpt from the Rules of the Board – Chapter 5

**Attachment A:
2009 Resolution Submission Form**

Complete one form for each resolution submitted and attach to the resolution text before submitting to the Resolutions Committee.

RESOLUTION TITLE: _____

SPONSOR (only one name may be provided): _____

INTENT OF RESOLUTION: _____

Sponsor authorized to answer questions and approve changes suggested by the Resolutions Committee:

Name: _____

Address: _____

Telephone: _____

Please indicate telephone number at which this sponsor may be reached during regular business hours on Tuesday, March 3 and/or Wednesday, March 4.

Person completing this form:

Name: _____ Signature: _____

RETURN FORMS AND RESOLUTION BY 5:00 p.m. (EST), Friday, February 27, 2009, TO:
Resolutions Committee, Secretary's Office, The American Institute of Architects,
1735 New York Avenue, N.W., Washington, D.C. 20006 (FAX: 202-626-7426)
Attention: Pam Day, Hon. AIA, Senior Director, Governance Administration
AND VIA EMAIL TO:
pday@aia.org or jstephens@aia.org

**Attachment B:
Cost Worksheet**

Complete a cost estimate for each suggested implementation option for your resolution. If you need help, please call Ann Filut, Controller, at 202-626-7590.

Resolution Title: _____
(from Attachment A)

Level of Effort (check one):

- Policy or Position Statement only - no cost
 - Committee or Task Force (compute cost below)
 - Change to existing activity (specify): _____
- _____

Meeting Costs:

of people _____ times # of meetings _____ times \$750.00 = \$_____

Staff and Overhead Costs: (1/2 of above) \$_____

Additional Costs: (specify) \$_____

Total Estimated Cost for This Resolution \$_____

Sponsor Completing This Form:

Name: _____ Telephone: _____

Attachment C:

**EXCERPT FROM RULES OF THE BOARD
CHAPTER 5**

MEMBERSHIP MEETINGS

5.0 CONVENTION

5.01 Host Chapter. The host chapter for the convention is that chapter within whose territory the convention is held.

5.02 Convention Scheduling. Conventions shall be scheduled, to the extent possible, at times convenient for the attendance of the membership, students, and allied professionals.

5.03 Convention Location. The Executive Committee shall decide dates and locations for conventions on an annual basis.

5.04 Rights of Members at Convention. No facilities shall be selected for any national convention that unduly restrict any members in the full exercise of their membership rights.

5.05 Convention Registration Fee.

5.051 Waiver of Convention Registration Fee. The convention registration fees for the chairpersons of the Nominating and Convention Committees, and the members of the Credentials and Resolutions Committees, shall be waived in appreciation of their services to the Institute. In addition, registration fees will be waived for former presidents of the AIA and their spouses, certified candidates for office; award winners (limit 2 per firm), theme/seminar speakers, Emeritus Members, individuals attending to receive Honorary Membership or Honorary Fellowship, and the chief elected officer and the chief executive of allied organizations.

5.1 CONVENTION-RELATED COMMITTEES

5.11 Credentials Committee.

5.111 Nomination of Credentials Committee Members. The Secretary annually recommends the members of the Credentials Committee for approval by the Executive Committee and the Board. No member may be appointed to the committee from the same region as a candidate for national office.

5.112 Accreditation and Balloting. The Credentials Committee shall oversee accreditation of delegates as provided in section 5.42, shall supervise balloting for the election of officers, and shall certify to the President-elect the candidates elected to office.

5.12 Resolutions Committee.

5.121 Selection. The Secretary annually recommends for approval by the Executive Committee one new member to serve on the Resolutions Committee. Committee members are appointed by the President for three-year terms, reaffirmed annually. In addition, the Secretary and the AIAS President serve ex officio as members of the Committee.

5.122 Resolutions Schedule and Instructions. In January of each year, the Secretary shall ensure that an appropriate timetable, instructions, and forms for resolutions are distributed to components in order to assure the proper and orderly submission of resolutions.

5.123 Resolution Sponsorship. The Resolutions Committee is authorized to receive and present to the delegates for their vote only those resolutions, received within the time limits established by the Committee, sponsored by one of the following:

- a Regional Director,
- the Associate Director,
- a state or regional organization,
- a local component, provided it is cosponsored by the Regional Director or state or regional organization of which the component is a member;
- the Board of Directors, or
- any AIA officer,
- the American Institute of Architecture Students, or
- a minimum of 50 members of the Institute.

The Committee may also present resolutions drafted by the Committee itself.

5.124 Editing and Consolidation. The Resolutions Committee shall work with the cosponsors of resolutions received in accordance with the published schedule to try to combine similar resolutions developing substitute resolutions acceptable to each such cosponsor; the Committee may also edit resolutions for grammar and clarity and conformity to form.

5.125 Publication of Resolutions. At least 40 days prior to the opening of the business meeting of the convention, the Secretary shall ensure that all resolutions approved by the Resolutions Committee for consideration at the convention are mailed to all components of the Institute. In the same mailing, the Institute shall report to the components and to the convention the action taken on, and the current status of, each resolution approved at the preceding convention.

5.126 Board Action on Adopted Resolutions. Resolutions adopted at the convention will be referred to the first meeting of the Board of Directors following the convention for consideration of ratification and implementation.

5.127 Notice of Resolution Ratification. Immediately after the meeting of the Board of Directors following the convention, the Secretary shall report to each sponsor of a resolution the action taken on that resolution and, as appropriate, the assignment of responsibility for implementation of that resolution.

5.13 Convention Committee.

5.131 Appointment of Convention Committee. The President shall appoint the Convention Committee, whose chairperson shall be responsible for the content of the program.

5.132 Convention Planning. The theme and general arrangements for the convention shall be approved by the Convention Committee.

5.14 Host Chapter Committee. The host chapter shall appoint a host chapter committee, which shall invite the components within or adjacent to the convention city to participate in arrangements for the convention.

5.2 BUSINESS MEETING

5.21 Notice of Meeting. Notice of any meeting shall be deemed to be sent and served on each member and each component organization if the notice has been published in an official publication of the Institute.

5.22 Annual Business. The items of business that come before the annual business meeting shall include: (1) presentation of the audited financial report; (2) nominations for office; (3) accreditation of delegates; (4) Bylaws and other official business, as noticed, and (5) resolutions.

5.221 Reports. The President, the First Vice President, the Secretary, and the Executive Vice President/CEO may present oral reports. The Treasurer's report shall be distributed to the delegates at the convention, to component Presidents and executives, to members who request copies, and to others as directed by the Board.

5.23 Publication of Schedule. The times and locations of the business sessions shall be published in the convention program.

5.24 Nominating Committee Report. The chairperson of the Nominating Committee shall announce the names of duly nominated candidates for office no later than one day before the day set for balloting. Following the report, the President will call for nominations from the floor, and then will close nominations. If there is only one nominee for an office, the Secretary shall enter a single, unanimous ballot for the candidate for that office on behalf of the delegates, and the President shall declare the candidate elected by acclamation.

5.25 Credentials Committee Report. The Credentials Committee shall present a report in writing to the meeting, setting forth the number of delegates accredited. A copy of this report will be signed by all Committee members present, in such form as the Committee and the Secretary of the Institute may determine.

5.251 Delivery. The Credentials Committee shall retain all credentials presented to it and, after endorsing its findings thereon, shall deliver them, with the original copy of its report signed by the members of the Committee, to the Secretary.

5.252 Unanimity. If the Credentials Committee is not unanimous in its accreditation of any delegate, it shall so report to the meeting.

5.253 Appeals. If a delegate is not accredited or not accredited to cast the correct number of votes, then the delegate may appeal the decision of the Credentials Committee to the meeting, provided that such appeal is made prior to the acceptance of the report of the Credentials Committee.

5.254 Finality of Decision. Within the limits imposed by law, the Bylaws or these Rules, the delegates at any Institute meeting shall be the final judge of the qualifications and credentials of a delegate.

5.26 Bylaws Changes. The Secretary or the Secretary's designee shall move the adoption of Bylaws changes and other official business noticed to the convention for discussion, amendment, and final action.

5.27 Resolutions Committee Report. The chairperson of the Resolutions Committee shall move the adoption of the resolutions submitted to the Resolutions Committee for discussion, amendment and final action. A two-thirds vote of all delegates present at the meeting shall be required to consider new resolutions (other than resolutions of appreciation, which shall be presented as the last order of business).

5.271 Resolutions Committee Comments. The Resolutions Committee may include factual statements and reports when submitting resolutions to the convention; however, the Committee shall make no recommendations on resolutions referred by it to the convention.

5.272 Treasurer's Report of Resolutions' Probable Cost. The Treasurer shall prepare a statement of the probable cost of the programs or services that would be the logical results of adoption of each resolution and shall present this statement to the delegates at convention.

5.273 Board Position on Resolutions. The Board of Directors shall not express support for or opposition to any resolution except to the degree it finds that the resolution is inconsistent with applicable law, the Bylaws, these Rules of the Board, or Public Policies or Position Statements of the Institute.

5.28 Delegate Comments on Reports. The delegates may comment upon or question the reports, but resolutions regarding them must be handled at the end of the session as new business.

5.29 Minutes. The Secretary shall ensure that an official record is made and maintained of the actions of the delegates during the convention business session.

5.3 OTHER CONVENTION BUSINESS

5.31 Nominating Speeches. Immediately following nomination announcements, candidates for each office will be requested to make a brief speech before the entire assembly of delegates. The speech shall be verbal only, and media assistance (such as videotape, slides, music, etc.) is prohibited.

5.311 Official Caucuses. There shall be three official, regional caucuses at the convention prior to voting, at which each candidate shall have an equal opportunity to appear. A moderator will be designated for each caucus and assigned to monitor it.

5.32 Balloting Procedures.

5.321 Ballots. If there are two or more nominees for an office, the name of each nominee shall be placed by the Secretary, in an equitable manner, before the delegates for voting.

5.322 Polls. The polls shall remain open for not less than four hours for the annual election and four hours for the primary elections; the time of opening and closing the polls shall be announced by the President following the candidates' speeches.

5.323 Voting Instructions. Delegates shall be given instructions making clear the obligation of delegates to vote in the proper manner.

5.324 Number of Votes Required. Where one office (such as Vice President) will be filled by more than one person chosen from several nominees, delegates must vote for the stated number of candidates.

5.325 Irregular Votes. Votes not cast in accordance with the rules governing balloting shall not be counted.

5.326 Tie Votes. If there is a tie vote for an office, the delegates shall reballet for the nominees who received the tie vote. This requirement shall not apply if the tie is between or among any of the top three vote-getting Vice Presidential candidates.

5.327 Preservation of Vote Tabulations. The original vote tabulations shall be kept in a safe deposit box for one year.

5.33 Primary Election Procedures. If there are more than two nominees for the office of First Vice President, Secretary, or Treasurer, a primary election will be held for the office no later than the day preceding the annual election of officers.

5.331 Election as a Result of Primary Vote. Should a nominee receive a majority of the votes cast in a primary election, that candidate shall be declared elected to that office. If none of the nominees receives a majority of the votes cast, the names of the two nominees receiving the highest number of votes cast shall appear on the ballot at the final voting.

5.34 Announcement of Election. The President shall announce the results of the election at the convention promptly following candidate notification. The vote tally will not be disclosed.

5.4 DELEGATES

5.41 Notice of Number of Delegates and Votes Authorized. Forty days prior to the date fixed for the annual business meeting of the Institute, the Secretary shall have sent to each component organization a notice of the number of member delegates that may be elected by each chapter and the aggregate number of votes that the member delegates from each chapter may cast.

5.411 Basis of Delegate Count. The delegate counts are based on the number of Architect (including Emeritus) and Associate members in good standing 60 days prior to the date of the meeting.

5.42 Accreditation and Registration of Delegates.

5.421 Presentation of Credentials. Member delegates and state delegates to an Institute meeting must present in person their credential cards to the Credentials Committee; the Credentials Committee shall have available the records necessary to establish membership and good standing.

5.422 Endorsement by Committee. When the Credentials Committee finds that the credentials presented by member delegates or state delegates are in order and finds that they are qualified to serve as delegates, the Committee shall endorse their credentials and accredit them to the meeting as delegates; accreditation gives those delegates the right and duty to cast the number of votes they have been accredited to cast on any questions or division and to exercise all the powers and privileges of delegates.

5.423 Delegates-at-Large. The Credentials Committee shall accredit such delegates-at-large who present in person proper credentials. Delegates-at-large shall be entitled to cast one vote each on any question or division.

5.424 Term of Service for Delegates. All rights, powers and privileges of delegates and delegates-at-large shall terminate on the adjournment of the annual business or special meeting.

5.43 Procedure for Special Meetings. Delegates to a special meeting must present their credentials and be accredited to the meeting in the manner prescribed for an annual business meeting, and all rules, procedures, and voting at a special meeting shall be similar to that of an annual meeting.

5.5 VOTING

5.51 Voice Vote. For matters other than election of officers, voting at meetings of the Institute may be by voice vote.

5.52 Roll Call Vote. The Chair may call for a roll call vote at his/her discretion and shall be required to do so if at least three delegates request a roll call vote. A roll call vote may be accomplished manually, or by using any other method (including electronic voting) authorized by the Institute's Bylaws to achieve an accurate tally. The Chair shall decide whether the roll call shall be conducted manually or by some other method. For a manual roll call, using a worksheet based on the Credentials Committee accreditation report, Regional Directors shall poll the components within their region and report their region's votes, both for and against the motion, when the roll is called. In any roll call, whether conducted manually or by some other method, each delegate present shall cast an equal portion of the number of votes accredited to his/her component.

5.53 Secret Ballot. Voting by secret ballot shall take place only if required by the Bylaws or these Rules.