



San Joaquin

Board of Directors Board Book

- ☐ **President**
- ☐ **Vice President/President Elect**
- ☐ **Treasurer**
- ☐ **Secretary**
- ☐ **Immediate Past President**
- ☐ **Director of Education**
- ☐ **Director of Events**
- ☐ **Director of Information and Public Relations**
- ☐ **Director of Membership**
- ☐ **AIA California Delegate**
- ☐ **Executive Director**



Board of Directors

Board Book

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3. Conflict of Interest – Sig. Req.
4. Electronic Voting – Sig. Req.
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Core Member Services requirements

Version 3.0

Overview

AIA Core Member Services (CMS) lay the groundwork for component excellence by ensuring that all members receive a consistent level of service and that each component thrives as a nonprofit corporate entity. This is the third iteration of the CMS (also known as CMS 3.0) since it launched in 2015. Revisions keep pace with the evolution of our components, AIA, and accepted nonprofit practices. Those consulted include the Core Member Services Work Group and a cross-section of component staff, AIA members, and AIA staff. The CMS 3.0 highlights themes of collaboration, financial and data security, further integration of international components in the network, and a streamlined reporting process.

Most CMS 3.0 requirements are already widely adopted in the component network, although some requirements are new, revised, or clarified. Components will have almost a full year to satisfy the requirements. AIA staff are committed to providing all components with resources, training, and coaching to successfully deliver these services. Components will be examined on service delivery via the component accreditation process, which concludes in January 2023. Components completing the process will receive accredited status for 2023–2025.

At its March 2021 meeting, the AIA Board of Directors approved adjusting the accreditation program to establish an annual accreditation “checkup” on a select short list of requirements critical to nonprofit business operations and to ensure access to continuing education. The board also approved flexibility to encourage collaboration among components on continuing education. Those changes are incorporated into this document and were also integrated into the 2021 component accreditation checkup process.

At its October 2021 meeting, the board approved other material changes. Those include:

General

- Incorporation of international component requirements into the main document.
- Simplification of documentation requirements to reduce the reporting burden.
- Clarification of requirements on activities and specific documentation requested.
- Listing of all insurance coverage, besides those policies already required.
- Providing a copy of the business continuity plan.
- Providing a copy of the financial reserve policy.

Advocacy

- Removal of the requirement to engage with state procurement agencies.
- International component coordination with the primary architecture association in their host country prior to undertaking advocacy efforts.
- Appointment of an independent review committee to examine financial records annually.
- Attendance at data security training provided by AIA.

Communications & outreach (formerly two sections, now combined into one)

- Encouragement of collaborative efforts on public outreach among components in one’s state.

Finance & operations

- Affirmation that state, provincial, and local tax returns required by one’s jurisdiction are filed.

Governance

- Removal of the requirement to supply a copy of board minutes, as compliance is nearly universal.
- Adoption of AIA’s Equity, Diversity & Inclusion Statement.
- Delivery of board orientation annually.

General information

Information

- The application seeks information on the component's activities in 2022.
- When deciding what to submit with this application, keep in mind that the reviewers are looking for something that shows that the component is successfully delivering a service. Some questions are very specific as to what will suffice, while others leave the documentation to the applicant's discretion.
- When a document is requested, please provide it in PDF form.
- Some questions provide space to submit a text response instead of a document.
- Still other questions do not require components to submit documentation because AIA can check its data to find the answer.
- If the question does not specify how many items to submit, one will be sufficient.
- If the question does not specify when the activity needed to occur (for example, within the past year or quarter), simply provide the most recent example of that activity.

Accreditation timeline & process

2022	Jan–Aug	Coaching, training, webinars
	Sept 15	Accreditation portal opens
2023	Jan 15	Accreditation portal closes
	Feb–Mar	Grace period (to correct issues with applications)
	Mar	Applications reviewed
	Apr	Appeal period
	May	Accreditations renewed (for 2023–2025)

FAQs

What are “Core Member Services?”

Core Member Services are basic deliverables—categorized into six topics—that all members have a right to expect from the AIA component network. AIA national, state, and local components all have a role to play in delivering specific services designed to advocate for the profession, communicate with members and the public, provide educational opportunities, maintain membership, and manage component operations, finances, and governance.

Who exactly delivers the Core Member Services?

Components determine who, within the boundaries of their states, will deliver each Core Member Service. They record these determinations in a statewide agreement. Many components already deliver all these services and more, whereas others need to partner with other components in their state to do so.

Why does each chapter have to offer 18 CES credits a year?

AIA Architect members must obtain 18 CES credits per year, with 12 of those credits being health/safety/welfare (HSW) content, to maintain membership eligibility. AIA members consistently rank the AIA CES programs they receive as the most important member benefit. For both reasons, each chapter should make that many credits available to their members.

Chapters should curate (which means directly creating, facilitating, or customizing) at least 4 of their 18 annual hours of CES content for members. Why do chapters have to do that, and how is that accomplished?

One of the best ways for components to engage members and stay relevant is to provide quality continuing education targeted to their members' needs. Courses that the component creates and delivers using its own CES provider account will qualify. (A good way to do this is to encourage members at the component to create and/or present courses when feasible.)

What kind of activity counts as “curated” hours?

If the component created the course, shaped the content, or adapted existing content to the component members' needs, that counts.

If a chapter does not offer 4 curated hours on its own CES provider account, what should they do?

A component may co-curate courses with other AIA components (all of whom are CES providers). All components that work together on creating course content may receive curation credit for the course. Such partnerships should be documented on the CES Provider Form, found on Component Connect under Education. Meaningful collaboration on content is required. That means that simply advertising or hosting another component's program will not count toward the 4 hours of curation credit. Each component must contribute in a meaningful way.

Beyond the 4 curated hours, if a chapter doesn't offer the other 14 hours now, what should it do?

A chapter may partner with another chapter, AIAU, or another CES provider to make that provider's course available to its members. Such a course would be documented on the CES Provider Form, found on Component Connect under Education.

How do you know that Core Member Services are being delivered?

An accreditation process verifies that Core Member Services are being delivered. Each of the six service areas has at least one way to demonstrate success in that area, and the documentation that should be submitted is specified in the application.

How does the accreditation application work? Is there a template available?

The online accreditation application portal opens September 15, 2022, and closes January 15, 2023. AIA uses the OpenWater platform for the application. This is the same platform that was used in the 2018–2019 application process. When the 2022–2023 portal is ready, training will be provided on how to use it. Until then, components should make sure they are delivering all the core services and start gathering their documentation.

Who reviews accreditation applications?

Accreditation review teams, comprised of a diverse group of experienced volunteer leaders, component staff, and AIA staff, jointly review each application.

Who should file the application?

Each component should identify a person who will be responsible for the chapter's accreditation application and will follow the process through. A collaborator may help with the application, but the primary applicant who started the application must be the one to submit the final application.

What if a component cannot demonstrate that it provides the Core Member Services to its members?

That component will not be awarded accreditation.

May components appeal if denied accreditation?

A component that is denied accreditation will have 30 days to appeal to the AIA secretary. The secretary will review the file and invite input from the component. The secretary will specify any areas of the Core Member Services that have not yet been met. The secretary's decision is final.

What happens to components if they are denied accreditation on appeal?

Those components will need to explore an alternative governance structure that enables the component's members to successfully receive all Core Member Services. There are a variety of ways to do this, from becoming a voluntary section of a chapter to engaging the services of another chapter to deliver services. The AIA secretary will direct the component to begin transitioning into an alternate structure and engage with a partner component within their state to ensure Core Member Services are delivered to their members. Members will be reassigned by the secretary accordingly.

How does accreditation affect components that use association management companies (AMCs) to staff their operations?

In fairness to all members, components using AMCs must provide the same services as other components. If any Core Member Service is not part of the current AMC scope of work, the applicable agreement or contract should be revised to cover all Core Member Services. Or a component using an AMC may partner with another component in their state to deliver

one or more Core Member Services and record this plan in the statewide member service agreement.

How long does accreditation last?

Components that meet Core Member Services are accredited for three years, for 2023–2025.

What happens in the years between accreditations?

Components complete an accreditation checkup, which includes five Core Member Services that are examined every year: 1) federal tax filing, 2) insurance, 3) state corporate record, 4) officer rosters, and 5) continuing education.

Who should we contact with other questions?

Ann Dorough, CAE
Director, Component Accreditation &
Development
anndorough@aia.org
(202) 626 7412

Requirements for accreditation

Advocacy

REQUIREMENT**1. State components only: Plan and conduct advocacy efforts at the state level.**

- Develop a state legislative agenda that is aligned with the AIA Public Policies and Position Statements. Share that agenda and critical legislation with AIA and with local components around the state.
- Engage with the state's legislature and other officials on issues of importance to the architectural community.

Documentation:

- Provide a copy of the state component's legislative agenda, which should address any key legislative issues that affect the architecture profession in the state. Also provide a summary of efforts made in the most recent legislative session to advance the state legislative agenda and results produced by those activities. Use the advocacy action template provided.
- Provide a summary of engagement with the state licensing board.

REQUIREMENT**2. Local components only: Engage with local government agencies, decision makers, and building officials on issues of importance to the local architectural community.****Documentation:**

- Provide a summary of the local component's engagement with local government officials and staff. (Examples may include engagement with the permitting office or zoning board, discussions about regulatory or legislative concerns, invitations to chapter events, and partnerships with other industry organizations and local business networks.)

REQUIREMENT**3. International components only: If appropriate within the political framework of the component's host country, the component should engage with local government agencies, decision makers, and building officials on issues of importance to the architectural community. The component should coordinate any such efforts with the primary architecture association in the host country.****Documentation:**

- Provide a summary of these engagement activities, including interactions with local government officials and staff; for example, discussions about regulatory or legislative concerns, invitations to chapter events, and partnerships with local business networks.

REQUIREMENT**4. State components only: Appoint and maintain contact with the volunteer AIA state disaster coordinator to interface with emergency management officials and help components around the state prepare for potential natural or other disasters.****Documentation:**

- Provide the name and contact information for the AIA state disaster coordinator.

Communications & outreach

REQUIREMENT

- 1. Maintain a component website and post at least one upcoming event on the component's website at all times. To ensure members and the public can engage easily and directly with the component, provide a dedicated point of contact.**

Documentation:

- Reviewers will examine the website for upcoming events and the point of contact.
 - » Provide a link to the web page where upcoming component events are posted.
 - » Provide a link to the web page showing how to reach the component's point of contact.

REQUIREMENT

- 2. Follow AIA brand guidelines consistently across all the component's electronic and print media to ensure that members experience AIA as a unified organization.**

Documentation:

- Reviewers will examine the website to observe brand usage.
 - » Provide the component website's URL.
 - » Provide a weblink to a recent digital newsletter, if produced.
- If the component produces a print publication (magazine or newsletter), provide a PDF of the page showing usage of the component branding.

REQUIREMENT

- 3. Provide regular, readily visible promotion of specific AIA products—AIA Contract Documents, AIA Career Center, AIA Conference on Architecture, and AIAU—in the component's electronic and print communications.**

Documentation:

- Reviewers will examine the URL provided above to review how AIA Contract Documents, the AIA Career Center, and AIAU are promoted on the component website. (AIA-hosted component websites include this promotion automatically.)
- Reviewers will examine the URL provided above to review how the AIA Conference on Architecture is promoted. If there is not a year-round link to the conference on the component's website, provide a PDF showing how the prior conference was promoted on the site.
- If the component produces a print publication, provide a PDF showing how the products have been promoted in print.

REQUIREMENT **4. Recognize and publicize outstanding architecture projects by members. Options for highlighting outstanding projects may include a design awards program, tours, public displays, featured placement in communications, or a combination of options. (If offered, design awards need not be held annually. Design awards may be held jointly with other components.)**

Documentation:

- If the component offers a design awards program, provide a copy of the most recent call for entries. If not, please show or describe how the component highlights outstanding member work.

REQUIREMENT **5. Raise awareness about the value of design and the role of architects using messaging and programs aimed at a public audience.**

Documentation:

- Describe at least one key public awareness activity and the target audience. Provide at least one example of a public outreach communication or press release. Components should use or adapt AIA's public outreach resources or develop their own. Components may submit collaborative efforts among components in one's state.

Education

REQUIREMENT**1. Deliver continuing education to members:**

- Deliver at least 18 LU course hours per year, of which at least 12 are health/safety/welfare (HSW) hours. Up to 14 of these 18 hours may be part of a collaborative education plan with any other CES provider.
- Of the 18 course hours mentioned above, deliver at least 4 credit hours of LU or HSW content by curating (which means directly creating, facilitating or customizing) that content to foster high-quality, relevant courses. These 4 credit hours are to be created and managed in the component's own CES provider account.
- If a component does not curate 4 LUs on its own but actively works with another AIA component to co-create educational content for members, it may satisfy the above 4 credit hour requirement by demonstrating how it meaningfully contributed to creating that co-created content. If more than two components worked together to co-curate a course, they may each add the course to their partner form in this manner.

(NOTE: These educational items are among the requirements that components will report in their annual accreditation "checkup.")

Documentation:

- AIA will verify component CES provider course records.
- AIA will verify that at least 4 credit hours were filed using the component's own CES provider account.
- Components with fewer than 18 AIA LU course hours total, 12 of which are HSW, on their provider account will provide a CES partnership form. This form shows how the component partnered with another CES provider to create educational courses.
- Components that worked with other components to co-curate their 4 hours of content will also describe on the CES partnership form specifically how they played a meaningful role in curating that content, even though it resides on another component's account.

REQUIREMENT**2. Comply with requirements outlined in the CES Provider Toolkit to assure a basic level of quality and member service.****Documentation:**

- AIA will verify that key requirements in the CES Provider Toolkit are being observed, specifically, submitting courses and updating member transcripts in a timely manner.

AIA	Core Member Services Requirements	Requirements for accreditation	14
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REQUIREMENT

- 3. Provide career information and mentoring opportunities for emerging professionals to engage members early in their careers. Provide ARE preparation support to those on the path to licensure.**

Documentation:

- Provide documentation (such as a member communication or event notice) for at least one of the component's AXP-related activities, ARE preparation activities, career support, or mentoring activities. Such ARE preparation support may be provided in collaboration with other components in the state. (Such documentation might include a member communication, event notice, or designated webpage URL.)

REQUIREMENT

- 4. State components only: Appoint a state architect licensing advisor, who serves as a resource to AXP participants. Inform all components in the state and AXP participants about how to reach the licensing advisor in their state.**

Documentation:

- Provide a link to the component webpage showing how AXP participants may reach the state architect licensing advisor.

Finance & operations

REQUIREMENT

- 1. State and local components only: File an IRS 990, 990EZ, or 990N (postcard) tax return annually. Doing so protects the component's 501(c) tax-exempt status and avoids enforcement actions and penalties.**

(NOTE: This is one of the requirements that components will report in their annual accreditation "checkup.")

Documentation:

- Provide a copy of the component's most recent IRS 990, 990EZ, or 990N return.

REQUIREMENT

- 2. State and local components only: Annually submit all tax returns and reporting required by the component's state and local jurisdictions. Doing so protects against enforcement actions and penalties.**

(NOTE: This is one of the requirements that components will report in their annual accreditation "checkup.")

Documentation:

- Affirm that all tax returns that are applicable to the component have been filed, including W-2, 1099, 941, property tax, and sales tax.

REQUIREMENT

- 3. International components only: File all tax returns required by the host country and local jurisdiction (if applicable).**

(NOTE: This is one of the requirements that components will report in their annual accreditation "checkup.")

Documentation:

- Provide a copy of the component's most recent tax return filed with the host country and filed with the local jurisdiction (if applicable).

REQUIREMENT

- 4. Maintain both directors and officers and general liability insurance policies for the component to protect volunteer leaders and the component from risk.**

(NOTE: This is one of the requirements that components will report in their annual accreditation "checkup.")

Documentation:

- Provide either 1) a declarations page from the insurance policy or 2) a certificate of insurance, detailing the type of insurance coverage and the dates and limits of coverage.

AIA	Core Member Services Requirements	Requirements for accreditation	16
REQUIREMENT	5. Describe all other forms of insurance that the component carries (such as workers' compensation for staff or meeting cancellation insurance for conferences). Documentation: List the other forms of insurance carried, with the date the current policy expires.		
REQUIREMENT	6. Adopt a business continuity plan to prepare the component in case of a disaster or crisis. Documentation: Provide a PDF of the component's current business continuity plan. Such a plan should address contingencies such as natural disasters, accidents, criminal or civil attacks on the component, loss of key leaders or staff, financial or cybersecurity breaches, and public health emergencies.		
REQUIREMENT	7. Provide financial reports to the board at least quarterly. Doing so enables board members and executives to uphold and execute their fiduciary responsibilities. Documentation: Provide a copy of a meeting agenda that shows financial reports are being delivered to the board of directors.		
REQUIREMENT	8. Adopt and adhere to a financial management policy that assigns authority to certain staff or leader positions for these financial actions and decisions: approving expenditure of funds, signing checks, approving payroll (if applicable), entering into contracts, and maintaining accurate financial records. Documentation: Provide a copy of the component's financial management policy.		
REQUIREMENT	9. Adopt and adhere to a financial reserve policy. Documentation: Provide a copy of the component's financial reserve policy.		
REQUIREMENT	10. Adopt and adhere to a policy that governs independent financial audits or reviews by an accounting firm, unless not feasible due to resource constraints. Regardless of whether an independent financial audit or review is conducted, component boards must appoint an independent financial review committee to examine the year's financial records. Documentation: Provide a copy of the component's financial policy concerning audits or reviews (as applicable to the component) and the financial review committee.		

AIA	Core Member Services Requirements	Requirements for accreditation	17
REQUIREMENT	11. Ensure that financial data and transactions are secure for the protection of both customers and the component. Ensure that component staff, treasurers, and others who access financial or other sensitive data have received data security training. If the component takes credit cards, ensure that the card processor complies with the Payment Card Industry Data Security Standard (PCI DSS).		
	Documentation: • Provide a copy of the component's current policy or procedures concerning the handling of funds and member financial data and efforts taken to reduce bank fraud. • Affirm that the component's credit card processor complies with PCI DSS.		
REQUIREMENT	12. Report dues rates to AIA Member & Component Support as required by AIA's schedule (currently September 15) to ensure that dues revenues reach the component without delay.		
	Documentation: • None needed. AIA will confirm. (Components that miss the September 15 deadline will have their members invoiced at the current year's dues rates without change.)		
REQUIREMENT	13. To ensure components have access to crucial leadership resources, send at least one elected leader to Grassroots at least once every three years. Send executive directors who work at least 30 hours per week to Grassroots at least once every three years.		
	Documentation: • None needed. AIA will verify attendance.		
REQUIREMENT	14. To ensure component executives have access to crucial management resources, send executive directors who work at least 30 hours per week to the CACE Annual Meeting at least once every three years.		
	Documentation: • None needed. AIA will verify attendance.		
REQUIREMENT	15. To ensure component executives are trained to access AIA resources, send new executive directors who work at least 30 hours per week to attend Institute Resource Training within two years of hiring.		
	Documentation: • None needed. AIA will verify attendance.		

Governance

REQUIREMENT

- 1. Adopt and comply with written policies, including 1) whistleblower protection, 2) conflicts of interest, and 3) records retention and destruction. If applicable, adopt and comply with a written policy on reviewing the chief staff executive's compensation and benefits. (While not required by law, the IRS examines whether nonprofit corporations have such policies in place.)**

Documentation:

- Provide a copy of the component's policies on whistleblower protection, conflicts of interest, and records retention and destruction.
- If the component employs a chief staff executive as a direct hire, provide a copy of the component's policy on compensation and benefits reviews for the chief staff executive.
- Describe how all board members are provided access to these policies.

REQUIREMENT

- 2. International components only: Comply with applicable laws, regulations, and written policies on privacy in the component's host country and geographical region (e.g, the European Union).**

Documentation:

- Provide a privacy statement congruent with the privacy laws and regulations of the component's host country and region.
- Describe how the component educates its leadership and staff about the privacy statement and the applicable laws and regulations. If the component utilizes vendors, explain if vendors comply with privacy regulations.

REQUIREMENT

- 3. Comply with AIA's policies on antitrust and sexual harassment.**

Documentation:

- Describe how the component complies with and educates its leadership and members about policies on 1) antitrust compliance and 2) avoidance of sexual harassment.

REQUIREMENT

- 4. Adopt AIA's Equity, Diversity, and Inclusion Statement.**

Documentation:

- Describe how the component upholds AIA's Equity, Diversity, and Inclusion Statement.

REQUIREMENT

- 5. Review and update bylaws at least once every 10 years using the AIA Model Component Bylaws as a guide (although updating every five years is recommended). Submit bylaws to AIA's general counsel for review as they are created or amended.**

Documentation:

- Provide a copy of current bylaws, which must include the date they were last amended.

AIA	Core Member Services Requirements	Requirements for accreditation	19
REQUIREMENT	6. Report names of the upcoming year’s officers to AIA Component Collaboration & Resources annually by December 31 to ensure that new officers receive leadership communications.		
	(NOTE: This is one of the requirements that components will report in their annual accreditation “checkup.”) Documentation: • None needed. AIA will verify that officer rosters have been submitted.		
REQUIREMENT	7. Provide orientation for the board of directors annually to engage and initiate board members and improve the board’s effectiveness.		
	Documentation: • Provide a PDF of the agenda (or provide a summary) from the last board orientation that outlines the component’s board orientation process and content.		
REQUIREMENT	8. Conduct strategic planning at least every five years and align it with AIA’s strategic plan to provide focus and direction for the component’s activities.		
	Documentation: • Provide a PDF of the component’s most recent strategic plan, which includes the date of adoption.		
REQUIREMENT	9. State and local components only: Comply with all filing requirements for nonprofit organizations in the component’s state.		
	(NOTE: This is one of the requirements that components will report in their annual accreditation “checkup.”) Documentation: • Provide a PDF of the record showing the component is currently registered with its state as a nonprofit corporation.		
REQUIREMENT	10. International components only: Comply with all filing requirements for nonprofit organizations in the component’s host country. (NOTE: This is one of the requirements that components will report in their annual accreditation “checkup.”)		
	Documentation: • Provide a copy of the record showing the component has filed as a nonprofit corporation within its host country.		

Membership

REQUIREMENT**1. Conduct retention and recruitment efforts annually to communicate the value of membership and to ensure a healthy membership base.****Documentation:**

- Describe the component's member recruitment and retention activities. Provide samples of materials used to reach out to members for this purpose (for example: outreach to prospect lists, outreach to lapsed or terminated members, visits to firms, and similar activities).

REQUIREMENT**2. Welcome all new members and engage with component members of all types to foster active participation in component activities.****Documentation:**

- Describe the component's activities to engage members at each stage represented among the component's membership: (1) Associates, (2) Architects, (3) International Associates, and (4) Fellows. Also describe activities to recognize and engage all new members and those who are newly licensed. Provide a description and examples of component communications or activities to specifically engage each of these categories of members.

REQUIREMENT**3. State and local components only: Seek member feedback through meetings, focus groups, surveys, or another assessment method at least once every three years. Components are encouraged to partner on this activity with other components in their state.****Documentation:**

- Provide a summary of member feedback received from these assessment activities, and state when the research was conducted.

REQUIREMENT**4. International components only: Seek member feedback through meetings, focus groups, surveys, or another assessment method at least once every three years.****Documentation:**

- Provide a summary of member feedback received from these assessment activities, and state when the research was conducted.



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2021



San Joaquin

Board Responsibilities



**American Institute of Architects San Joaquin Chapter
Responsibilities and Board Member Agreement**

As a Board Member of the San Joaquin Chapter of the American Institute of Architects, I understand that my duties and responsibilities include the following:

- Understand and carry out the mission and goals of the Chapter.
- Expect to participate a minimum of four to eight hours per month for the Chapter.
- Prepare for and attend monthly meetings as well as be available for telephone and email consultation.
- Participate actively in board orientation, training, and retreats.
- Respect the need for concise, accurate reporting at all Board meetings.
- Familiarize myself with Chapter programs.
- Represent the Chapter and make decisions in the best interest of AIA.
- Actively participate in Chapter programs.
- Be fiscally responsible for the organization by knowing the budget and being active in budget planning.
- Actively participate in fundraising to meet budget goals.
- Communicate effectively and respect the diverse opinions of others.
- Maintain confidentiality of all Board business.
- Agree that it is imperative to focus on policy issues rather than management details.
- Understand and respect the duties and responsibilities of the Executive Director versus those of the Board.
- Keep the Board informed about any concerns the community or membership has about the Chapter.
- Agree that, to the best of my knowledge, my service on the Board is in no way a conflict of interests.
- That I will receive no financial gain for my service on the Board.
- Agree that if for any reason I can no longer fulfill my responsibilities as a Board Member, I will immediately notify the Executive Director and make arrangements to transfer any outstanding responsibilities to the colleagues on the Board.
- Understand that should the Board of Directors, by majority vote, determine that I am not fulfilling my duties, I may be asked to resign from the Board and a replacement will be determined as set forth in the By-Laws.
- Keep AIA Membership current.
- Maintain a minimum of 18 LU's, 12 being HSW's per year.

By signing I also verify that I have received a copy, and have read, all approved Chapter policies currently active.

Signature

Printed Name

Date



Roles and Responsibilities

The information that follows are intended to serve as agreed upon role and responsibility information for each position of the Board of Directors, based on past events and years of planning and successes. Please use them to help inform the planning for the year as well as information for each new Board member and furthermore as recruiting efforts to fill upcoming Board positions.

President

Vice President/President Elect

Treasurer

Secretary

Immediate Past President

Director of Education

Director of Events

Director of Information and Public Relations

Director of Membership

AIA California Delegate



PRESIDENT

Assume the responsibilities of the chief elected officer for the Chapter. Work with the Executive Director and Board to set the goals for the elected term.

Plan Overview

Major Responsibilities

1. Assume the duties of the President.
2. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
3. Serve as a committee member for the Chapter's Biennial Professional Design Awards Program, which recognizes projects of design excellence to our local chapter members.
4. Responsible as co-signer for Chapter financial accounts (one of three co-signers, the other two being the Treasurer and the Secretary).
5. Serve as the Chapter representative to the AIA Conference on Architecture and the AIA CA State events if elected or decided upon.
6. Organize an implement planning procedures for the current year of office per the direction and goals of the elected Board and the AIA Core Member Services.
7. Monitor the activities of the Chapter's committees as directed by the elected Board.
8. Meet regularly with the Executive Director to ensure communication regarding the goals of the elected Board.
9. Serve as committee member for the Student Design Awards.
10. Provide the Editor with a minimum of one article for the Chapter's Newsletter publication.
11. Promote sponsorship opportunities to Product Experts and Consultants.
12. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to the Executive Director.

President:

Student Design Awards:	Serve as a committee member
Biennial Professional Design Awards:	Serve as a committee member
On-going:	Recruit new members, assist in implementing seminars Work with all Board Directors on Chapter goals and events

Budgets for Events

Refer to AIASJ Annual Budget



VICE PRESIDENT/PRESIDENT ELECT

Assist the President in carrying out the functions of the Board. Assume the responsibilities of the chief elected in his/her absence.

Plan Overview

Major Responsibilities

1. Assume the duties of the President in his/her absence.
2. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
3. Serve as a committee member for the Chapter's Biennial Professional Design Awards Program, which recognizes projects of design excellence to our local chapter members.
4. Assist the President in organizing the implementing planning procedures for the current year of office per the direction/goals of the elected Board and the AIA Core Member Services.
5. Provide the Editor with a minimum of one article for the Chapter's Newsletter publication.
6. Promote sponsorship opportunities to Product Experts and Consultants.
7. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to Executive Director.

Vice President/President Elect:

Student Design Awards:	Serve as a committee member
Biennial Professional Design Awards:	Serve as a committee member
On-going:	Recruit new members, assist in implementing seminars

Budgets for Events

Refer to AIASJ Annual Budget



TREASURER

Ensure the integrity of the fiscal affairs of the Chapter. Monitor the Chapter's Dues revenue, Event and Program revenues, accounts receivables and payables, and federal, state, and local tax liabilities. Establish both and upcoming budget for the new year (with President) and a long-range budget (with the Vice President/President-Elect) for the following year.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Establish and upcoming budget for the New Year.
3. Responsible co-signer of the Chapter's financial accounts.
4. Work with individual Board Directors regarding budget setting for their various Events and Programs.
5. Ensures filing and payment of State Sales Tax and County Property Tax Returns.
 - a. Refer to Core Membership Services
 - i. File IRS 990 or 990N (postcard) tax return annually and file all tax returns required by applicable state and local jurisdictions.
 - ii. Maintain a bank account into which membership dues may be deposited electronically and notify AIA National immediately if bank information changes.
 - iii. Maintain Directors and Officers Insurance and General Liability Insurance for component.
 - iv. Comply with state filing requirements for non-profit organizations.
6. Promote sponsorship opportunities to Product Experts and Consultants.
7. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to the Executive Director.

Treasurer:

Golf Tournament:	Chair and AIASJ Rep at the Annual CSI/AIA Golf Tournament
On-going:	Provides monthly reports and Annual Budget Reports

ANNUAL GOLF TOURNAMENT PROCEDURES

Pre-Event Follow-Up

Send out flyers one month prior to the event.

Post-Event Follow-Up

Submit and expense report to Chapter, President and cc Secretary



SECRETARY

Ensure that the records are maintained of all Board Meetings. Communicate to the membership through a Chapter Newsletter publication, programs, and other matters of professional interest. Communicate to the community the activities, accomplishments, local issues, and value of the Architectural Profession in general and the AIA in particular.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Take and transcribe minutes of each Board meeting within two days after the board meeting and submit minutes to the Executive Director.
 - a. If the Secretary is unable to attend a Board meeting, he/she needs to contact a Board Director in advance to take and transcribe the meeting minutes for that meeting.
3. Serves as Chair of the Chapter's Newsletter and monitors the publications.
4. Obtain articles from Board Members for Newsletter Publications.
5. Works with the Director of Information and Public Relations to select an Editor for the Chapter's Newsletter.
6. Promote sponsorship opportunities to Product Experts and Consultants.
7. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to the Executive Director.

Secretary:

Newsletter:	Serve as Chair for Chapter's Newsletter Quarterly publications of Chapter's Newsletter
On-going:	Provides meeting minutes of each board meeting.

NEWSLETTER PROCEDURES

Pre-Event Follow-Up

Set up a committee and hold committee meetings two months before publication of Chapter's Newsletter.

Post deadlines for when articles are due.



IMMEDIATE PAST PRESIDENT

Assist the President and Vice President as needed with duties of the Chapter.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Serve as a committee member for the Chapter's Biennial Professional Design Awards Program, which recognizes projects of design excellence to our local chapter members.
3. Assist the President with leadership transition and hand off of information related to Chapter.
4. Assist the President, Vice President, and Executive Director on maintaining Chapter Accreditation status.
5. Work with Director of Events and Executive Director to ensure minimum number of required Continuing Education hours are offered members each year.
6. Serve as a committee member for the Student Design Awards.
7. Provide the Editor with a minimum of two articles for the Chapter's Newsletter publication.
8. Promote sponsorship opportunities to Product Experts and Consultants.
9. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to Executive Director.

Immediate Past President:

Student Design Awards:	Serve as a committee member
Biennial Professional Design Awards:	Serve as a committee member
On-going:	Recruit new members, assist in implementing seminars Work with all Board Directors on Chapter goals and events

Budgets for Events

Refer to AIASJ Annual Budget



DIRECTOR OF EDUCATION

Interfaces with local schools to provide and promote Architectural Education Programs. Ensures that communications with local educators are kept current. Dedicated to serving Associate Members of the AIA in the advancement of their career.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Serve as committee Chair for the Student Design Awards.
3. Serve as committee Chair for Resume Workshop to be held in conjunction with the Annual Student Design Awards.
4. Coordinate Licensing Seminars for the Emerging Professionals
 - a. Resume Workshop
 - b. Provide a minimum of two Job Site Visits
 - c. Interact with AIACC, AEP
5. Provide the Editor with a minimum of two articles for the Chapter's Newsletter publication.
6. Promote sponsorship opportunities to Product Experts and Consultants.
7. Contact Product Experts and confirm at least two lunch-and-learn programs.
 - a. Provide contact information to Executive Director.

Director of Education:

Promote:	Contact Firms regarding Resume Workshop Visit FCC, COS, and Fresno State to promote Student Design Awards
Student Design Awards:	Serve as committee Chair
Jobsite Visit:	Set-up a minimum of two jobsite visits
On-going:	Promote mentorship to the AIASJ Associate/Emerging Professionals and recruit new student members

STUDENT DESIGN AWARDS PROCEDURE

Pre-Event Follow-Up

February: Start bi-weekly meetings with Student Design Awards Committee (Executive Committee, FCC, COS, and Fresno State Educators) and visit FCC, COS, and Fresno State classes to promote the Student Design Awards and AIASJ.
Send out flyers one month prior to event.

Post-Event Follow-Up

Submit and expense report to Treasurer and cc President and Secretary.

Budgets for Events

Refer to AIASJ Annual Budget

Award scholarship budget: **\$1,750.00** (based on 2019 budget)

Venue/Food budget: **\$500.00** (based on 2019 budget)



DIRECTOR OF EVENTS

Directs and oversees all the planning of presentations/programs and special events. Coordinates all amenities, accommodations, including site selection, food, audio and visual equipment.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Directs and oversees the planning of all programs and special events.
3. Provide the Editor with a minimum of one article for the Chapter's Newsletter publication.
4. Chairperson of most events in AIASJ yearly programs and special events including, but not limited to:
 - a. Membership Social Event coordinated with the Director of Membership.
 - b. Monthly Lunch-and-Learns with the help of the Executive Director.
 - c. Biennial Professional Design Awards.
 - d. Architectural Week (second week in April).
 - e. Annual Student Design Awards coordinated with the Director of Education.
 - f. "ARCHtober" (Month long events in October).
 - g. Sandcastle competition.
 - h. Industry Holiday Party.
 - i. ADA Seminars (even years conduct a 5-hour and odd years set up a minimum of two 1-hour seminars during National Architectural Week or ARCHtober).
 - j. Tours.

Director of Events:

Promote/Coordinate:	Work with Executive Director to promote all activities and events.
Student Design Awards:	Serve as a committee member
Biennial Professional Design Awards:	Serve as a committee member
Newsletter:	Coordinate information with Editor to promote events
On-going:	Work closely with Director of Information and PR and Executive Director to communicate upcoming and planned events.

Budgets for Events

Refer to AIASJ Annual Budget



DIRECTOR OF INFORMATION AND PUBLIC RELATIONS

Promotes public awareness of the profession. Communicates to the community the activities, accomplishments, local issues, and value of the Architectural profession in general and the AIA in particular. Dedicated to serving Members of the AIA in issues related to advocacy, and local governmental agencies, as well as state and federal regulations affecting members and the profession.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Prepare and distribute Monthly FYI to our distribution list via the Executive Director.
3. Communicate to the community through social media: the activities, accomplishments, local issues and value of the Architectural profession in general and the AIA in particular.
4. Chairperson or Committee member for the Newsletter.
5. Notify the public about the biennial professional design awards and the student design awards.
6. Maintain contact with the local governmental agencies and express the Chapter's desire to work together with the agency prior to any policy decisions.
7. Work with local agencies and express concerns with the implementation and changes of various programs.
8. Review State and Federal Regulation changes provided to you by the Executive Director.
9. Provide the Editor with a minimum of two articles for the Chapter's Newsletter publication.
10. Promote sponsorship opportunities to Product Experts and Consultants.
11. Contact Product Experts and confirm at least one lunch-and-learn program.
 - a. Provide contact information to Executive Director.

Director of Information and Public Relations:

Promote/Coordinate	Collect information for monthly FYI digital distribution. Stay abreast of changes in the local government policies and regulations (Madera thru Tulare Counties). Work with local agencies prior to implementation of new policies and/or regulations
On-going:	Work with Secretary on the Newsletter. Alert members about changes to local agency policies and regulations through monthly FYI and/or quarterly Newsletter

OUTREACH AND AWARENESS

Create a "Community Contact List" of partnering individuals/organizations.
Create a contact list of local government agencies to include: names, job titles, agency, emails, and phone numbers. Keep list current and provide a copy to the Executive Director.

Budgets for Events

Refer to AIASJ Annual Budget



DIRECTOR OF MEMBERSHIP

Promotes membership throughout the community, especially among related professional groups.
Recruits all member types.

Plan Overview

Major Responsibilities

1. Serve as a voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Develop recruitment plans for the year and present to the Board at the Biennial Strategic Planning Session.
3. Chairperson of annual New Member Party Event.
4. Review processed membership applications provided by the Executive Director.
5. Introduce new members to Chapter programs and activities and encourage their participation.
6. Coordinate the New Member letter and welcome packet.
7. Provide the Editor with a minimum of one article for the Chapter's Newsletter publication.
8. Promote sponsorship opportunities to Product Experts and Consultants.
9. Contact Product Experts and confirm at least two lunch-and-learn programs.
 - a. Provide contact information to Executive Director.

Director of Membership:

Membership Social:	Talk to local organizations and plan combined membership drive.
Lapsed Members:	Contact individuals on lapsed member reports
Membership Surveys:	Create and distribute membership surveys each year to assist with member retention, recruitment efforts, and improve value of membership.
On-going:	Recruit, retain, and engage members

MEMBERSHIP SOCIAL PROCEDURE

Pre-Event Follow-Up

Send out flyers one month prior to the event.
Partner with other organizations for combined membership drive social.

Post-Event Follow-Up

Submit and expense report to Treasurer and cc President and Secretary.

Budgets for Events

Refer to AIASJ Annual Budget

Recommended budget: **\$250 - \$500**



AIA CA DELEGATE

Monitor the legislative process at the local, State, and National levels and keep the Chapter current and informed.

Plan Overview

Major Responsibilities

1. Serve as a non-voting member of the Board of Directors
 - a. Attend all Board meetings and Event/Program meetings as directed/possible.
2. Participate in the legislative process at the local level and maintain a consistent and strong liaison with the AIA CA and National Legislative efforts.
3. Keep the Chapter informed of current legislative issues that affect the Profession.
4. Provide the Editor with articles for the Chapter's Newsletter publication after attending AIA CA Board of Directors Meeting.
5. Promote sponsorship opportunities to Product Experts and Consultants.
6. Contact Product Experts and confirm at least two lunch-and-learn programs.
 - a. Provide contact information to Executive Director.

AIA CA Delegate:

Newsletter:	Provide articles after attending the AIA CA Board of Directors meeting.
On-going:	Attend AIA CA Board of Directors Meeting

Budgets for Events

Refer to AIASJ Annual Budget



San Joaquin

Conflict of Interest



PLEASE COMPLETE AND RETURN THIS FORM

**American Institute of Architects San Joaquin Chapter
Conflict of Interest Acknowledgment and Disclosure**

I have received, read and understand the Conflict of Interest Policy of the American Institute of Architects, San Joaquin (AIASJ) and agree to comply fully with its terms and conditions at all times during my service as an officer, director or other representative of the AIASJ. I understand that AIASJ is a non-profit corporation and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the AIASJ Executive Director and President (or Secretary/Treasurer) of the AIASJ in writing.

Disclosure of actual or potential conflicts of interests:

☐ I have no potential or actual conflicts of interest to report.

Family and Business Relationship Disclosure

The IRS Form 990 Information Return requests the disclosure of family and business relationships among the Officers, Directors, Trustees, and key employees of the organization during the year. (See following page for IRS definition of business relationship and examples.)

For each family and business relationship for the current year, identify the person and describe the relationship. It is sufficient to state "family relationship" or "business relationship" without greater detail.

Disclosure of family relationships or business relationships with other AIASJ officers, directors, executive director, or other employed staff:

☐ I have no family relationships or business relationships with other AIASJ officers, directors, executive director, or other employed staff.

SIGNATURE:

Printed Name:

Title:

Date:

Please complete this form and return a copy to Alejandra Montalvo, Executive Director:

Email: alejandra@aiasj.net

Mail to: AIA San Joaquin
1244 N. Mariposa St
Fresno, CA 93703



DEFINITIONS

Business relationship. Business relationships between two persons include any of the following:

1. One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a **trustee, director, officer**, or greater-than-35% owner, even if that organization is a tax-exempt. However, do not report a person's employment by the filing organization as a business relationship.
2. One person is transacting business with the other (other than the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organization's tax year. *Indirect transactions* are transactions with an organization with which the one person is associated as a trustee, director, officer, key employee, or greater-than-35% owner. Such transactions do not include charitable contributions to tax-exempt organizations.
3. The two persons are each a director, trustee, officer, or greater-than-10% owner in the same business or investment entity (but not in the same tax-exempt organization).

Ownership is measured by stock ownership (either voting power or value, whichever is greater) of a corporation, profits or capital interest in a partnership or limited liability company (whichever is greater), membership interest in nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (e.g. ownership in an entity that has ownership in the entity in question); there may be ownership through multiple tiers of entities.

EXAMPLES

Example 1. B is an officer of the organization, and C is a member of the organization's governing body. B is C's sister's spouse. The organization must report that B and C have a family relationship.

Example 2. D and E are officers of the organization. D is also a partner in an accounting firm with 300 partners (with a 1/300th interest in the firm's profits and capital), but is not an officer, director, or trustee of the accounting firm. D's accounting firm provides services to E in the ordinary course of the accounting firm's business, on terms generally offered to the public, and receives \$100,000 in fees during the year. The relationship between D and E is not a reportable business relationship, either because (1) it is in the ordinary course of business on terms generally offered to the public, or (2) D does not hold greater-than-35% interest in the accounting firm's profits or capital.

Example 3. F and G are trustees of the organization. F is the owner and CEO of an automobile dealership. G purchased a \$45,000 car from the dealership during the organization's tax year in the ordinary course of the dealership's business, on terms generally offered to the public. The relationship between F and G is not a reportable business relationship, because the transaction was in the ordinary course of business on terms generally offered to the public.

Example 4. H and J are members of the organization's board of directors. Both are CEOs of publicly traded corporations and serve on each other's boards. The relationship between H and J is a reportable business relationship, because each is a director or officer in the same business entity.

Example 5. K is a key employee of the organization, and L is on its board of directors. L is greater-than-35% partner of a law firm that charged \$60,000 during the organization's tax year for legal services provided to K that were worth \$600,000 at the law firm's ordinary rates. Thus, the ordinary course of business exception does not apply. However, the relationship between K and L is not a reportable business relationship because of the privileged relationship of attorney and client.



San Joaquin

Electronic Voting



PLEASE COMPLETE AND RETURN THIS FORM

**AIA San Joaquin
Consent to Electronic Voting & Use of Electronic Transmissions**

In accordance with California Corporations Code Sections: 20, 21, 5079 the undersigned hereby agrees as follows:

1. The Corporation may send meeting notices, annual reports, and all other materials to me by electronic transmission at the email address or facsimile number listed below.
2. The Corporation may rely on communications sent by me to the Corporation by electronic transmission from the email address or facsimile number listed below for any purposes, including action by written consent. I hereby certify that the Corporation may reasonably conclude that I am the author of the communications so sent.
3. The Corporation may rely on electronic votes submitted by me during virtual meetings conducted by the Corporation, including votes to approve or reject actions. I hereby certify that the Corporation may reasonably conclude that I am the author of the communications sent.

The American Institute of Architects

AIA San Joaquin
1244 N. Mariposa St
Fresno, CA 93703

T: (559) 558-6055

www.aiasj.org

**Please complete this form and return
a copy to Alejandra Montalvo,
Executive Director:**

Email: alejandra@aiasj.net

Mail: AIA San Joaquin
1244 N. Mariposa St
Fresno, CA 93703

This consent shall remain in full force and effect until I revoke in writing and so notify the Corporation.

SIGNATURE: _____

Printed Name: _____

Date: _____

Please supply the email address to which you hereby authorize
AIASJ to send electronic communications described above:

Email: _____



San Joaquin

Anti-Trust Handbook



THE AMERICAN INSTITUTE OF ARCHITECTS ANTITRUST STATEMENT

March 2022

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POLICY STATEMENT

It is the practice of The American Institute of Architects (AIA) and its members to comply strictly with all laws, including federal and state antitrust laws that apply to AIA operations and activities.

COMPLIANCE

Compliance with the letter and spirit of the antitrust laws is an important goal of AIA and is essential to maintaining AIA's reputation for the highest standards of ethical conduct.

Responsibility for Antitrust Compliance. While the Office of Legal and Business Affairs provides guidance on antitrust matters, each of us bears responsibility to ensure our actions comply with the antitrust laws. The program cannot work unless each of us does our part.

Communicating Antitrust Statement and Procedures. Each AIA officer and employee receives this statement. AIA components and members whose responsibilities with AIA might require knowledge of the antitrust laws may also receive this statement. You should promptly sign and return the acknowledgment in the attached form (Attachment A).

Compliance Monitoring and Enforcement. The Office of Legal and Business Affairs monitors AIA operations as appropriate to help ensure compliance with these procedures and the antitrust laws. We will conduct prompt investigations into any activities that may violate the antitrust laws. Any such violations may result in immediate disciplinary action for AIA members and employees.

AIA recognizes that its employees are an important source of information about possible antitrust violations in connection with AIA's activities. It, therefore, requires that employees promptly report any suspected violations of the antitrust laws. If you have an issue you would like to report, please contact the Office of Legal and Business Affairs.

PROCEDURES

The procedures discussed below update AIA's continuing antitrust compliance program and are to be observed by each of you—AIA officers and employees, AIA members, and other persons—who may be involved in any way in AIA's operations and activities.

ACTIVITIES THAT UNLAWFULLY RESTRAIN COMPETITION

AIA operations and activities must not be used to reach or further agreements among members (or other persons) in any of the following areas:

- Prices for products or services
- The manner in which AIA members price their services
- Members' costs of employment, including wages, and benefits
- Not hiring or soliciting one another's employees
- Allocations of markets, customers, territories, or products
- Collective refusals to deal with anyone
- Limitations on production or output
- Tying arrangements

ACTIVITIES THAT ALSO MAY BE UNLAWFUL

AIA operations and activities must not be used to reach or further agreements among members or other persons in any of the following areas:

- Exclusive dealing arrangements
- Reciprocal sales and purchase arrangements
- Product standardization, including ESG-related product changes
- Prices at which products or services should be resold

To avoid even the appearance of impropriety, the subjects indicated above must not be discussed or addressed in the course of any AIA-related operations, events, or other activities without the prior approval of counsel.

Do not discuss any subjects that might raise antitrust concerns (including prices, wages or conditions of employment, market allocations, refusals to deal, and the like) unless you have received specific clearance from counsel in advance. If somebody begins discussing a sensitive subject, do not allow the discussion to continue. If the discussion does continue, do not allow the meeting to continue.

THE ANTITRUST LAWS: A BASIC FRAMEWORK

Antitrust laws are designed to promote vigorous and fair competition and provide American consumers with the best combination of price and quality. These procedures focus mainly on the federal antitrust and trade regulation laws created by the Sherman Act, Clayton Act, Robinson-Patman Act and Federal Trade Commission Act. Most states and the District of Columbia have their own antitrust laws, which frequently (although not always) parallel the federal laws.

The U.S. Department of Justice is authorized to prosecute criminally Sherman Act violators, who may be severely fined and, in the case of individuals, imprisoned. In addition, the Justice Department, the Federal Trade Commission, state attorneys general and private parties may bring civil suits and recover three times (treble) their actual damages, court costs and (in private suits) their attorneys' fees from corporations and individuals who have violated the federal antitrust laws. The Federal Trade Commission also has its own statutory authority to enforce antitrust laws through administrative proceedings. Further, antitrust investigations and litigation are nearly always distracting, tedious, time-consuming, and expensive, even if no violation is ultimately found.

POSSIBLE ANTITRUST VIOLATIONS TO AVOID

Agreements That Restrain Competition—Section 1 of the Sherman Act

The most common antitrust violations of which you should be aware fall within Section 1 of the Sherman Act. They result from agreements—typically with competitors, customers, or suppliers—that unreasonably restrain competition. Thus, the antitrust laws prohibit AIA and its members from agreeing to do certain things that they could legally do if they acted independently. Agreements to restrain trade can be for any market in which an entity participates, including for selling architectural services, for hiring and promoting employees, or for purchasing inputs like software, materials, or office furniture.

Any type of agreement, understanding or arrangement between competitors, whether written or oral, formal or informal, express or implied, that limits competition is subject to antitrust scrutiny. Any attempt to reach such an agreement may be unlawful, even if it is unsuccessful.

Some Troublesome Agreements

The courts have found that certain types of agreements always (or almost always) violate the antitrust laws. They include agreements of the kinds discussed here.

Price-fixing and Bid-rigging Agreements. Any agreement between competitors on prices charged to others for products or services violates the antitrust laws. Every direct price-fixing agreement is unlawful, whether it is meant to raise, lower, or just stabilize prices. Agreements may be unlawful as well even if they only indirectly affect prices because they involve such things as discounts, promotional allowances, standardization of customer or delivery services, or uniform credit terms and billing practices. Collusive bidding practices (or “bid-rigging”) are a form of unlawful price fixing. It is also unlawful for competitors to agree on the prices they will pay for products or services sold by other persons.

Wage-fixing and ‘No-Poach’ Agreements. The prohibition on price-fixing and bid-rigging agreements also apply to the labor markets. As a result, any direct agreement to lower, fix, or even just stabilize labor costs, such as wages or benefits, is unlawful. It is also unlawful for employers to agree with one another not to recruit or solicit another’s employees.

Agreements to Allocate Markets, Customers, Territories, or Products. It is unlawful for competitors to agree to divide or allocate customers or territories. An agreement among competitors is also unlawful if it provides that they will refrain from selling a certain product generally, in any geographic territory, or to any category of customer.

Group Boycotts and Collective Refusals to Deal. Agreements among independent entities that they will boycott or refuse to buy from particular suppliers, or sell to particular customers, or to disadvantage another competitor are generally prohibited by the antitrust laws. This does not necessarily preclude sharing certain information about a supplier or customer (*e.g.*, concerning its credit history) so long as there is no discussion—and no agreement—on whether or not to deal with it. Firms and individual architects must make independent decisions about with whom they will do business.

Agreements to Control Production. Agreements among competitors to increase or restrict services or production levels are always problematic under the antitrust laws. The same is true of agreements among competitors to limit the quality of production, restrict the products or services sold to a particular customer, refrain from introducing new products and services or eliminating old ones, or accelerate the introduction or withdrawal of a product or service.

Tying Arrangements. A “tie-in” or “tying” arrangement permits a buyer to purchase one (tying) product or service only if it agrees to buy a second, distinct (tied) product or service from the seller. Sometimes these types of arrangements can be justified, but they should generally be avoided.

Other Types of Agreements That Also May Raise Concerns

Here are some examples—though not a complete list—of agreements whose legality depends on the circumstances involved.

Exclusive Dealing. Exclusive dealing arrangements come in various forms. Some might require a customer to sell exclusively the products of a particular company or coerce a supplier into refusing to sell to its customer’s competitors. Others might compel a customer to purchase all of its requirements for a particular product or service from a single supplier.

Reciprocity. In a reciprocal dealing arrangement, a customer makes purchases from a supplier only on the condition that the supplier will buy products or services from the customer. Such reciprocal arrangements are particularly troublesome when they are openly or implicitly coerced.

Product Standardization. Competitors may create lawful agreements to establish industry product standards. Those agreements may cause problems under the antitrust laws, however, if they have an anticompetitive effect (*e.g.*, where standardization makes it easier for competitors to set common prices, where the standardization lowers output by limiting the kinds of products offered, or where standardization has the effect of increasing prices).

Resale Price Agreements. An agreement between a seller and a customer on the price at which the customer will resell a product can be problematic. The federal antitrust laws no longer automatically prohibit resale price agreements. But some states, including California, Illinois, and New York, look upon them unfavorably. The seller may, however, suggest a resale price so long as it is completely clear that the customer is free to accept or reject the suggestion and will not be penalized if it decides to disregard the suggestion.

Conduct That May Violate the Antitrust Laws Even Without an Agreement of Any Type

You should also be aware of antitrust law violations that may take place even where there is no agreement among competitors or anyone else. The most common violations of that type are briefly discussed here.

Monopolization and Abuse of Dominance. The law of monopolization (including attempts to monopolize and agreements to monopolize) is extremely complicated. Basically, when any enterprise enjoys a strong market position for a particular product, it should be concerned about questions of monopolization. New York may also soon amend its state antitrust law to prohibit a dominant firm from “abusing” that dominance. The law of monopolization often comes into play in mergers or acquisitions for companies that actually compete or could compete with each other. No enterprise should take actions that might be viewed as evidence of intent to acquire or maintain monopoly power in a particular market, to drive a particular competitor out of business, or to prevent somebody from entering the market.

Price Discrimination. The Robinson-Patman Act and some state antitrust laws restrict a seller from charging different prices for its goods to competing customers at the same point in time. (This law, however, does not apply to the sale of services.) Those laws also forbid sellers in certain circumstances to discriminate when they offer promotional materials, services, or other inducements to individual customers in an effort to have the customers engage in in-house promotions or advertising. Buyers are in turn prohibited from knowingly inducing or receiving a discriminatory price, promotional allowance, or service. These general prohibitions have a number of exceptions, which are too complex to be discussed here.

Unfair Competition. The Federal Trade Commission Act (also called the “FTC Act”) prohibits all “unfair methods of competition” and “unfair or deceptive acts or practices.” The FTC Act covers antitrust violations like those discussed above, but also forbids conduct that falls short of those violations. The FTC Act prohibits all forms of deceptive or misleading advertising and trade practices, such as disparaging a competitor’s product, harassing a customer or competitor, and stealing trade secrets and customer lists. California, and other states, also prohibit “unfair competition,” an amorphous concept that largely overlaps with conduct prohibited by the FTC Act.

ANTITRUST MATTERS OF INTEREST TO PROFESSIONAL SOCIETIES

A number of antitrust cases against professional societies and trade associations have focused on situations that go to the heart of what those organizations are about.

Membership

Because a professional society or a trade association by its very nature provides certain commercial and other benefits to its members, the denial of membership to qualified competitors of the members could violate antitrust laws. Membership should be open to all who satisfy basic membership requirements, and any decision to deny membership or expel a member should be reviewed with counsel. All persons in any class of membership should have an equal opportunity to participate in AIA activities and benefits. Certain programs and activities may also need to be opened to non-members if their exclusion would put them at an unreasonable Competitive Disadvantage To Members.

Collection and Dissemination of Data

Statistical data may obviously be compiled for legitimate purposes. Statistical information also may cause problems from an antitrust standpoint, however, if their use somehow harms competition. This might happen, for instance, if statements in AIA publications were to suggest what production, price or specific market demand should or would be in the future. Broadly speaking, the farther removed the data are from prices and costs, the less company-specific they are, the more historical they are, and the wider their public dissemination is, the less likely it is that they will raise antitrust problems. As a general rule, particular market-sensitive data supplied by individual members should never be discussed or disseminated beyond AIA without advice of counsel.

Codes, Standards, and Certification Programs

Reasonable industry codes, standards and certification programs may promote quite valid interests, including the protection of safety, health and the environment, and the maintenance of high standards of ethics and conduct. You should nonetheless be alert for anticompetitive effects that a particular standard may have. For example, a product standard that is unreasonably biased in favor of one manufacturer's product at the expense of another may raise significant antitrust problems. Further, a product standard that effectively limits competition for particular types of products should be avoided. In addition, to the extent such codes, standards, and certifications are *permitted* or *authorized*, but not *mandated*, by local, state, and federal governments, they may fall outside the governmental immunity to the antitrust laws. Care should therefore be used both in creating and applying codes, standards, and certification criteria, and in influencing other organizations as they do so.

Participation on State Regulatory Boards

State licensing boards play an important role in regulating the profession through accreditation and in protecting the public welfare through basic quality standards. States in their sovereign capacity often delegate responsibility for overseeing these important functions to a board comprised of industry professionals. However, state regulatory boards quickly draw antitrust ire when it appears that self-interested incumbents are using licensing requirements as a tool to exclude new entrants. AIA members should be wary of self-interested decisions when participating on state regulatory boards and should not coordinate within AIA related to the activities of independent state licensing boards.

Marketing and Communications

Like the other activities discussed above, marketing and communications serve valid interests, but can raise antitrust problems under some circumstances. Be careful that all advertising, announcements, and other communications that might affect competition are accurate and are in no way deceptive or misleading.

Government Relations

There is a constitutional right to petition legislatures and government agencies for action, and, if properly undertaken, such activity is not subject to antitrust laws. The right to petition, however, does not provide unlimited antitrust protection. If the activity in question is not really designed to achieve government action but rather amounts to a sham used to injure competition, for example, it may raise serious antitrust problems. Moreover, activity is not immunized from the antitrust laws simply because a government representative encourages and happens to participate in it.

Some Practical Guidelines on Preventing Problems at Meetings, in Records, and in Contacts with Others

Meetings, communications, and contacts that touch on antitrust matters present special challenges. A simple example will illustrate this. Suppose that members were to discuss their prices at a meeting or in a document, and their prices increased shortly afterward. An enforcement agency or jury might view this as evidence that their discussions led to an agreement on pricing and, thus, violated the antitrust laws. In a case like that, the mere *appearance* of illegality—even when the parties may *in fact* have done nothing wrong—can cause serious problems. The guidelines that follow are designed to help you not only comply with the antitrust laws, but also avoid even the appearance of impropriety.

Meetings. AIA meetings regularly bring together members and others who are potential or actual competitors.

For some meetings where subjects may stray into sensitive areas, certain ground rules should be followed to eliminate any suspicion that a particular meeting might be used for anticompetitive purposes:

- Prepare an agenda and have AIA counsel review it before the meeting
- Provide a copy of “The American Institute of Architects Antitrust Statement” to meeting attendees
- Have an AIA staff member attend the meeting
- Invite legal counsel to attend if the meeting might involve matters having to do with competition
- Follow the agenda at your meeting, with departures from the agenda only if counsel approves
- Keep accurate minutes, and have counsel review them before they are put into final form and circulated

When members get together and talk before or after formal meetings, there should be no discussions that raise antitrust concerns even in such informal settings. This includes in-person oral discussions, as well as informal written communications such as text messages, email, instant chat, message boards and social media posts.

Outside Contacts. Whenever you have contact with outside parties on antitrust matters, always keep in mind that even completely innocent behavior may be misinterpreted. If a government representative, a private attorney, investigator, or any other outside person contacts you for information that might relate in some way to antitrust subjects, tell that person that you are not authorized to provide the information but will have an authorized person respond. You should then immediately contact legal counsel.

Records. Records refer to any of the various communications people record in tangible form every day—in documents, e-mail, video, audio recordings (such as voice mail), text messages, and the like. These records are sometimes inaccurate, imprecise, and subject to misinterpretation. You should prepare every record with the thought that it might have to be produced to government officials or plaintiffs’ lawyers, who will interpret your language in the worst possible way. The following guidelines may help you avoid problems in matters involving competition:

ANTITRUST COMPLIANCE STATEMENT AND PROCEDURES

- Avoid creating unnecessary records
- Use language that is clear, simple, and accurate
- Avoid language that might be misinterpreted to suggest that AIA condones or is involved in any anticompetitive behavior
- As much as possible, limit yourself to facts and avoid offering opinions
- Do not use joking or aggressive language about competitors (*e.g.*, “let’s kill our competitors”)
- Do not use language that might arouse suspicion (*e.g.*, “For limited distribution” or “Destroy after reading”)
- Do not speculate about the legality of specific conduct
- Do not violate AIA’s record management policy when deciding how to handle, maintain or dispose of any record
- Do not hesitate to contact counsel with any questions about documents, data, or other records

QUESTIONS

If you have a question about whether any of AIA’s operations or activities may violate the antitrust laws, contact us. We look forward to working with you.

The American Institute of Architects
Office of Legal and Business Affairs
1735 New York Avenue, NW
Washington, DC 20006
(202) 626-7311
March 2022



ATTACHMENT A

**THE AMERICAN INSTITUTE OF
ARCHITECTS ANTITRUST STATEMENT
ACKNOWLEDGEMENT**

I have received and read and agree to comply with The American Institute of Architects Antitrust Statement.

Signed: _____

Printed Name: _____

Date: _____

Please sign and complete this form Return it to the AIASJ Executive Director

Email: alejandra@aiasj.net

Mail: AIA San Joaquin
1244 N. Mariposa St
Fresno, CA 93703



San Joaquin

Policies



PLEASE COMPLETE AND RETURN THIS FORM

**American Institute of Architects San Joaquin Chapter
Policies and Governing Documents Agreement**

I have received, read and understand the below listed Policies of the American Institute of Architects, San Joaquin (AIASJ) and agree to comply fully with its terms and conditions at all times during my service as an officer, director, or other representative of the AIASJ. I understand that the AIASJ is a non-profit corporation and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the AIASJ Executive Director and President (or Secretary/Treasurer) of the AIASJ in writing.

- **Policy - Procedure for Adopting a Position Statement**
- **Anti-Harassment Policy**
- **Audit or Review Policy**
- **Compensation and Benefits Policy**
- **Conflict of Interest Policy**
- **Financial Management Policy**
- **Financial Reserve Policy**
- **Financial, Data, and Privacy Policies**
- **Record Retention Policy**
- **Statement of Equity, Diversity and Inclusion**
- **Whistleblower Policy**

- **Core Member Services**
- **Board Responsibilities**
- **Anti-Trust Handbook**
- **Business Continuity Plan**
- **Bylaws**

SIGNATURE: _____

Printed Name: _____

Title: _____

Date: _____

Please complete this form and return a copy to Alejandra Montalvo, Executive Director:

Email: alejandra@aiasj.net

Mail to: AIA San Joaquin
1244 N. Mariposa St
Fresno, CA 93703



Policy – Procedure for Adopting A Position Statement

AIA San Joaquin (AIASJ) may take a position (position statement) on issues that support its mission and goals as an organization. Position statements are approved by the Board of Directors via the following process.

Summary of Procedure

Presentation – Issue is presented to the Board of Directors by a Board member, a current AIA, Associate, or Allied member, or non-member in the form of a draft position statement. The statement shall be brief and specific, ideally fitting on one page via the following format:

- a. **ISSUE** – one paragraph defining the issue.
- b. **POSITION** - one paragraph summarizing the position.
- c. **DISCUSSION** – several paragraphs giving background information on the issue and the reason for the position.

Action – The Board of Directors will review and discuss the issue, including pros and cons, past decisions taken by the AIASJ on this or similar issues, and how the issue ties to the strategic goals and objectives of the Chapter. If time is of the essence, the Executive Committee may manage this review on behalf of the Board of Directors.

If the issue is one the Board of Directors wishes to pursue a position statement, the following steps may be taken:

- a. **NOTICE** – a notice will be published to the members in the AIASJ Update or a separate eblast, notifying the membership the issue is being reviewed by the Board of Directors and this posting is the opportunity for member feedback.
- b. **DISCUSSION** – guest speakers may be invited to an upcoming Board of Directors meeting or special meeting to provide further background on the issue. AIASJ members will be notified in the Update or separate eblast and are welcome to participate.
- c. **POSITION** – the board approves the position, and it is documented in the meeting minutes.

Implementation – Once a position is taken, the Executive Director/staff, or a member of the Board of Directors, (at the request of the Board) may communicate the position through a variety of activities, which may include (but is not limited to): publicized in the AIASJ Update, eblast, and/or social media; develop a position paper; provide testimony; issue a public statement; write letters and op-ed pieces; and/or form coalitions to lead advocacy efforts.

At any time the Board of Directors may revisit the position statement for further action.



Anti-Harassment Policy

Adopted: 2024

Purpose

AIA San Joaquin (a component of the American Institute of Architects (AIA)) (AIASJ) and its members are committed to maintaining the highest ethical standards in the way we conduct our operations and activities. This policy ("Policy") is intended to prevent sexual and other types of harassment within the Chapter and to provide for corrective action as appropriate.

This policy prohibits unwelcome conduct directed toward a person because of sex, pregnancy, childbirth or related medical conditions, race, color, religion, national origin, citizenship status, age, marital status, personal appearance, sexual orientation, gender identity or gender expression, family responsibilities, physical or mental disability, diverse ability (such as cognition, sensing, feeling, thinking, and social), political affiliation, or on the basis of any other protected characteristic under applicable federal, state, or local law. Such behavior may be reflected in a single incident or in multiple incidents, or in a pattern of conduct.

This policy applies to all Chapter members, employees, and others (such as speakers and vendors) in connection with Chapter operations, while attending or engaged in Chapter -hosted events or activities, or while at a Chapter venue (such as at Chapter's offices.)

Scope of the Policy

1. *Sexual and other harassment is offensive and violates this Policy even if it does not violate the law.* Violations of this Policy may result in disqualification from Chapter honors and awards, and/or exclusion from committees and other activities and events.
2. *Retaliation will not be tolerated.* You may be disciplined if you retaliate against anyone (for example, for reporting harassment, providing information, or otherwise assisting in an investigation under this Policy or in response to discipline imposed under this Policy.)
3. *We encourage our members and others to report any conduct that violates this Policy so that the issue can be corrected promptly.*
4. *AIASJ reserves the right to bar or remove any person from any Component-hosted event or activity at any time in its sole discretion.* This includes anyone behaving in a disorderly or offensive manner (whether in person, or by digital or other means), or otherwise failing to comply with this Policy.

Reporting a Violation

We encourage you to report all incidents of harassment, bullying or retaliation, no matter who the offender is. Violations of this policy may be reported to the Chapter Executive Director, to the Board of Directors, or to any elected Chapter officer.

Board Action

Promptly after the inquiry or investigation has been completed, the resulting findings will be reported to the Board. The Board shall then conduct such proceedings and take such action as may be appropriate and authorized under applicable law.

AIA Code of Ethics

Certain acts may violate the AIA Code of Ethics and Professional Conduct, and therefore might be the subject of a complaint to the Institute's National Ethics Council. For more information, go to the link provided above.

All members of the AIA San Joaquin Board of Directors, its officers and members of its committees are required to receive this policy annually and acknowledge receipt.

AIASJ Anti-Harassment Policy

ATTACHMENT A

I have received a copy and read "The Anti-Harassment Policy" for AIASJ and agree to comply with the guidance shown there.

Name: _____

Signature: _____

Date: _____



Financial Audit or Review Policy

Adopted: 2024

Financial Audit

Every 2 years the Board will appoint an audit task force that is responsible for contracting with an independent Certified Public Accountant to conduct an audit or financial statement review in accordance with General Accepted Auditing Standards. Members of the task force should include members of the finance committee and past presidents. The executive director and the treasurer will recommend an auditor to the board of directors for approval.

The executive director and audit task force will make records available to the auditor for the purpose of carrying out the audit. The audit task force will transmit the final audit report and management letter to the board of directors for review and approval by a motion of the board. The audit report is not to be treated as a public record and may not be viewed without authorization.

At minimum, task force will consider the services and cost of the auditor by distributing a request-for-proposal (RFP) at least every five years.

A full copy of the audit shall be provided to the office file, treasurer and the board of directors. If the board approves, the auditor's cover letter only, stating the opinion, may be shared with stakeholders and donors upon request.

At least every five years, the task force will distribute a request-for-proposal (RFP) for auditing services.

Volunteer Review

When the board elects not to conduct a CPA's audit or financial statement review, the board will appoint a volunteer financial review task force to examine the prior year's financial records.

The task force will have at least two and no more than three volunteers who have an understanding of financial management and/or reporting. The executive director should not be a member of the task force but should be available for questions. An outside volunteer with expertise in nonprofit financial management is desirable.

The task force will examine the component's financial records for the year as soon as possible after the books have closed. Their goal is to determine whether:

- Financial reports are in reasonably good order,
- Transactions have been conducted properly, and
- Reasonable financial controls are in place.

The task force will report to the board on any practices, patterns or transactions that raise concerns and may wish to offer recommendations for improvement.

The task force's work will be completed by the end of the first fiscal quarter of the new year, with a full copy of the task force report provided to the office file, the treasurer, and the board.

At no time will this report be construed nor referred to as an "audit," a term which refers only to a contracted examination by an outside CPA.



Policy for Compensation and Benefits for Executive Director

Adopted: 2024

Purpose: To provide a fair yet reasonable and not excessive compensation for the executive director (and any other highly compensated employees and consultants).

Background: A compensation and benefits policy for the executive director is a requirement of the AIA Core Member Services, version 3.0 (2021), which all AIA components are expected to deliver.

Responsibilities: The executive committee and board of directors are responsible for upholding this policy.

Policy Statement:

The Executive Director is the principal representative of AIA San Joaquin, and the person responsible for the efficient and effective operation of the component.

The component shall designate a committee or task force to annually evaluate the executive director on their performance and ask for their input on matters of performance and compensation.

The executive committee will obtain research and information to make a recommendation to the board for the compensation (salary and benefits) of the executive director based on a review of comparability data. For example, the executive committee will secure data that documents compensation levels and benefits for similarly qualified individuals in comparable positions at other organizations, such as:

- Salary and benefit compensation studies by independent sources;
- Written job offers for positions at similar organizations;
- Documented telephone calls about similar positions at other organizations; and
- Information obtained from the IRS Form 990 filings of similar organizations.

Documentation: To approve the compensation for the executive director (and other highly compensated employees and consultants) the board must document how it reached its decisions, including data on which it relied, in minutes of the meeting during which the compensation was approved.

Documentation will include the following:

- A description of the compensation and benefits and the date they were approved;
- The members of the board who were present during the discussion about compensation and benefits, and the results of the vote;
- A description of the comparability data relied upon and how the data was obtained; and
- Any actions taken (such as abstaining from discussion and vote) with respect to consideration of the compensation by anyone who is otherwise a member of the board but who had a conflict of interest with respect to the decision on the compensation and benefits.

Independence: The President of the board of directors, who is a volunteer and not compensated by the component, will operate independently without undue influence from the executive director.

No member of the executive committee will be a staff member, the relative of a staff member, or have any relationship with staff that could present a conflict of interest.



Conflict of Interest Policy

Adopted: 2024

Purpose

The American Institute of Architects, San Joaquin (AIASJ) is a not-for-profit corporation organized and existing under the laws of the State of California for the purposes of conducting operations and activities as an organization eligible for tax-exempt status under Section 501(c)(6) of the Internal Revenue Code. The purpose of this conflict of interest policy is to protect the interest of the Council when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member, chief employed executive, chief employed finance executive, or other employed staff of the Council. This policy is intended to supplement but not replace any applicable federal or State of California laws governing conflict of interest applicable to nonprofit mutual benefit corporations.

Definitions

1. Conflict of Interest

A conflict of interest arises when a person in a position of authority over an organization may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

2. Interested Person

Any director, officer, committee member, chief employed executive, chief employed finance executive, or other employed staff who has a direct or indirect financial interest, as defined below, is an interested person and is covered by this policy.

3. Financial and Other Interests

A person has a financial interest if the person has, directly or indirectly, through business, investment, family, or other close personal relationship:

- a. An ownership or investment interest in any entity with which AIASJ has a transaction or arrangement;
- b. A compensation arrangement with AIASJ or with any entity or individual with which AIASJ has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AIASJ is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board, AIASJ's Executive Committee, or another appropriate committee or other body of AIASJ decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and/or members of committees considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The presiding officer or chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine whether AIASJ can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in AIASJ's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Board and the meeting report for all committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed; and
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from AIASJ for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AIASJ for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AIASJ, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, officer, member of a committee, chief employed executive and chief employed finance executive shall annually sign a Conflict of Interest Acknowledgement and Disclosure Form which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and

- d. Understands AIASJ is a non-profit corporation and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure AIASJ operates in a manner consistent with exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to AIASJ's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further legitimate purposes, and do not result in inurement or impermissible private benefit.

Use of Outside Experts

When conducting the periodic reviews as provided for in this policy, AIASJ may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Other Conflicts of Interest

Each principal officer, director and member of a committee has fiduciary duties and other responsibilities to AIASJ. Each such individual is subject to such duties and responsibilities, whether they arise from federal or state law, from AIASJ's Bylaws or Rules of the Board, from Board-approved policies or other actions of the Board, or from other sources. This policy shall apply to any situations in which any director, officer, or member of a committee has an actual or apparent conflict between his/her private interests and his/her fiduciary duties or other responsibilities to AIASJ. All such actual or apparent conflicts of interest shall be disclosed to the AIASJ President (or Secretary/Treasurer), who shall refer such matters to the appropriate officers of AIASJ and ensure they are considered and resolved in a fair and expeditious manner.



Financial Management Policies

Adopted: 2024

Purpose and Scope: These financial management policies are designed to help AIA San Joaquin fulfill its mission effectively and efficiently and to remain accountable to stakeholders by providing accurate and complete financial data for internal and external use by the executive director and the board of directors. These goals will be achieved through:

- Assignment of authority for necessary and regular financial actions and decisions
- Clear responsibility for maintaining accurate financial records
- Protections against conflicts of interest or insider transactions

Responsibilities: The board of directors is ultimately responsible for financial management of all activities. The treasurer is authorized to act on the board's behalf on financial matters when action is required in advance of a meeting of the board. The treasurer is responsible for day-to-day financial management, including managing expenses, paying obligations, receiving funds, maintaining bank accounts. The treasurer is authorized to hire and supervise staff and independent consultants for these purposes if needed.

Asset Protection: To ensure that the component's assets are adequately protected and maintained, the treasurer and/or president shall:

- Negotiate and recommend general liability insurance, to be approved by the board. Such coverage should be sufficient to protect the Association's assets from general exposures, including theft and casualty losses.
- Negotiate and recommend directors and officers insurance, to be approved by the board. Such coverage should protect the board and the executive director from liability and legal defense costs associated with the decisions of the board.
- Negotiate and recommend other insurance, to be approved by the board, if staff and leadership find it necessary to protect the component from risk.
- Plan and carry out suitable protection and maintenance of property, building, and equipment.
- Avoid actions that would expose the organization, its board, or its staff to claims of liability.
- Protect intellectual property, information, and files from unauthorized access, tampering, loss, or significant damage.
- Receive, process, and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts, and payments.

Budgets and outlays: To minimize financial risks and maintain alignment with the strategic plan, the strategic plan, the treasurer, in cooperation with the president:

- Shall submit operating and capital budgets to the board of directors in time for discussion and approval prior to each fiscal year.

- Shall use responsible assumptions and projections as background, with the general goal of an unrestricted surplus.
- May work with the board of directors to amend the budget during the fiscal year if needed.
- Shall obtain multiple proposals for items or services costing in excess of \$5,000. Selection will be based on cost, service, and other elements of the contract. The component is not required to accept the lowest cost proposal.
- Shall limit vendor credit accounts to prudent and necessary levels.
- Shall seek board approval of any unbudgeted expense of more than \$1,000.

Financial Reporting: To ensure that the board has sufficient information to perform its fiduciary duties:

- Upon taking office, board members will receive an orientation about the component's budget and financial statements.
- The treasurer shall provide monthly (or at least quarterly) reports to the president and board of directors at each monthly board meeting, accounting for financial activity for the previous month.
- These reports shall be provided: 1) Statement of Financial Position, 2) Statement of Activities, and 3) Statement of Cash Flows.
- The treasurer shall review the statements, take appropriate corrective action, if necessary, and report to the board at each board meeting. Every board member is responsible for reviewing, noting questions upon, and accepting financial reports at each board meeting.
- The full board shall review and accept the annual IRS 990 form before the return is filed.

Fiscal year: The fiscal year is January 1 through December 31.

Gift Acceptance:

- The component may accept stock or other negotiable instruments as a vehicle for donors to transfer assets to the organization. Transfer and recording the value of the asset shall be done in a consistent manner and in compliance with accounting standards. The treasurer shall sell any stock given to the organization immediately upon receipt by the organization.
- The component may accept contributions of goods or services other than cash that are related to its programs and operations. Any other contributions of non-cash items must be reviewed and approved by the board of directors before acceptance.

Internal Controls: To reduce the risk of fraud or theft of the component's assets:

- Individuals with check writing privileges include the president, vice president, secretary, and treasurer. The treasurer is authorized to sign checks up to \$2,500. Checks for amounts greater than \$2,500 shall require the signature of the treasurer and president. The second signature may be presented in the form of a check approval memo which includes the check information amount and reason for the payment.
- Signature cards will be reviewed and updated annually by the treasurer.
- The treasurer is authorized to enter into contracts for activities that have been approved by the board of directors as a part of budgets or plans. The board must authorize any contracts outside of these parameters and all contracts with a financial value greater than \$2,500.

- The treasurer shall make no contractual commitment for bank loans, corporate credit cards, or for real estate leases or purchases without specific approval of the board.
- Individuals responsible for reviewing and approving transactions will not have the ability to post transactions or edit information in the accounting system.
- The payroll register will be reviewed and approved by an individual other than the individual responsible for entering and processing the payroll.
- Individuals responsible for posting and editing transactions in the accounting system will not be those who are tasked with completing reconciliations. If this is not possible, then the reconciliations will be reviewed and signed by an individual who does not have access to post and edit such transactions.
- Bank and credit card statements will be attached and reviewed along with the bank and credit card reconciliations.
- Journal entries will be reviewed and approved by an individual other than the one who prepares and records the entries in the accounting system.
- A member of the board will review and approve the treasurer's expense report prior to reimbursement.
- Blank checks will be stored in a secure location and access is restricted to those with signature authority only.
- These controls will be reviewed annually to ensure they are working effectively and are being properly followed.

Investments: The objective of the investment program is to obtain the maximum possible return on Association funds while assuring adequate protection of invested assets. Investments should not be designed for speculation. However, it is recognized that all investments and holdings carry some measure of risk.

Investments will be segregated into two categories:

- Operating Fund: To provide sufficient cash flow to meet financial obligations, preserve capital, and ensure liquidity, no more than 10-15% of annual revenues should be invested, in instruments with a maturity date of one year or less. Allowable investments include federally insured checking accounts, money market funds invested in government-backed securities, and federally insured certificates of deposit.
- Reserve Fund: To preserve capital and liquidity while optimizing investment return on funds held from one to five years, the fund should equal the amount sufficient to overcome expected cash flow deficiencies for the next three years as well as an amount to cover an unexpected association need. Instruments should have a maturity date of one to three years. Allowable investments include federally insured money market accounts, money market funds invested in government-backed securities, federally insured certificates of deposit, and U.S. Government bonds. Highly speculative investments are to be avoided.

The treasurer and president [or finance committee] will be responsible for determining where and when money will be invested based on current investment advice, degree of financial stability of the component, liquidity demands and available funds. The treasurer may make account changes upon authorization and specific direction of the president.

Non-Dues Revenue: The activities in which the Association and its committees engage to generate non-dues income shall further the Association's objectives and functions. These activities shall not be in conflict with the Association's bylaws and policies.

Reimbursements:

- Every effort should be made to have the Association pay for expenses directly.
- Requests for reimbursement must be received by the Association office within the earlier of 45 days after incurring authorized expenses or the end of the fiscal year.
- Reimbursement requests must be aligned with the annual operating budget.
- The treasurer will maintain copies of the reimbursement requests as specified in the document retention policy.

Transparency:

- The treasurer will annually publish for the full membership an understandable, high-level annual report summarizing the impacts, funding sources, and outlays for the year. The detailed year-end financial statement will also be made available to members upon request.
- If a third party requests a copy of the Association's Form 990 Federal Information Return, the President and Treasurer shall be notified immediately. All such requests should be in writing. The component will charge requestors \$15 for reproduction and handling.



Financial Reserve Policy

Adopted: 2024

Purpose: To ensure the long-term sustainability of AIA San Joaquin by maintaining reserves that:

- Keep the component viable and protected if extremely challenging times or shortfalls occur
- Provide a mechanism to invest in the long-term future of the component
- Provide funding for strategic initiatives
- Offer protection from unforeseen shortfalls

Background: A reserve policy is a requirement of the AIA Core Member Services, version 3.0 (2021), which all AIA components are expected to deliver.

Scope and Responsibilities: The board and finance committee, in coordination with the executive director, are responsible for upholding this policy.

Definitions:

- Reserves: Liquid current assets less current liabilities
- Expenditures: All cash payments including operating expenses, capital asset purchases and debt service payments
- Strategic initiative: An action or project designed to achieve annual or multi-year objectives
- Chief Staff Executive: The top-ranked component employee, supervising all other staff

Policy Statement:

AIA San Joaquin's target range is to maintain sufficient reserves to continue operations for six to nine months. This means that reserves should equal between 50% and 75% of annual operating expenditures. Reserves should not drop below 50% of annual operating expenditures. Maintaining the minimum target range is essential should an event or events take place that would have a significant negative financial impact to the component.

The Operating Reserve Fund will be funded and available in cash or cash equivalents.

The finance committee shall strive to create a budget that will allow the organization to maintain sufficient reserves to comply with this policy.

The board should be made aware and separately vote that they are approving a budget that will result in the organization not maintaining reserves that comply with this policy. The finance committee shall additionally notify the board quarterly if the annual forecast will result in the organization's reserves ending outside the target range.

The president and treasurer will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves. Determination of need requires analysis of the sufficiency of the current level of reserve funds, the availability of any other sources of funds before using reserves, and evaluation of the time period for which the funds will be required and replenished.



Financial, Data, and Privacy Policies

Adopted: 2024

Purpose: The following basic policies help to protect the security of financial transactions, guard against irregularities, and protect member and customer privacy, for the protection of the component, its members, and its customers.

Scope: This policy applies to employees, contractors, and volunteers. It applies to these items owned or leased by our organization: computer equipment, electronic devices, software, operating systems, storage media, email, internet use. Volunteers using their own equipment to conduct component business are not required but are encouraged to adopt similar precautions when feasible.

General policies:

- The component will conduct a sensitive data review to identify information that could be at risk. The review will be followed by a determination of where that information should be stored and how.
- Component data may not be accessed for purposes not related to work duties.
- The component will investigate the feasibility of obtaining cybersecurity insurance.

Financial and personal data protection policies:

- The component has access to Personally Identifiable Information (PII) of members and other parties. This PII may include a member's full name, payment history, and demographic details. All staff and volunteers with access to such information shall take care to safeguard this data to prevent it being accessed by unauthorized persons.
- Component staff who use the AIA database shall observe the Fonteva User Agreement requirements and refrain from accessing other component's rosters.
- Personal information about members, customers and other staff members shall never be shared with unauthorized parties outside of the organization.
- Component rosters shall not be sold or shared outside the component staff and leadership. If a component partner or sponsor wishes to send a message to members, the component will transmit that message on the partner's behalf.

- The component shall take steps to ensure that Payment Card Information (PCI)--which includes cardholder information and credit card numbers--is securely handled and encrypted.
 - Online transactions shall meet federal guidelines for PCI compliance.
 - Onsite transactions shall be completed using PCI compliant point of sale system, operated by a third party payment processor or merchant account.
 - Other means of accepting credit card payments will be avoided. When this is not possible, extra precautions shall be taken to ensure that member or customer credit card or checking information is immediately and securely disposed of.
- Unsolicited email messages are prohibited. An email may only be sent to individuals who have agreed by virtue of component membership or another opt-in activity to welcome such communications.
- Components with mailing lists of more than 50 should use an email marketing program to distribute messaging. If such a program is not available, emails from the component's email platform shall not be sent to groups of more than 50 persons at a time.

Component network and data security policies:

- Network precautions should include firewall protection, anti-virus software, and anti-malware software for all component-owned computers and devices. All software will be kept up-to-date, preferably automatically.
- Unauthorized software applications shall not be used.
- The component will investigate the feasibility of obtaining secure cloud storage for data, considered to be more secure than on-site servers.
- Discarded paper and digital documents and equipment that carry sensitive information shall be destroyed or decommissioned securely.
- Staff will adopt strong and unique (not reused) passwords, store passwords using a password manager, and use multi-factor authentication for all devices used for component business (even if owned by the employee).
- Staff shall not share access credentials or otherwise circumvent user authentication or security procedures.
- Staff will use a virtual private network (VPN) when connecting to public internet networks.
- Staff and volunteers with access to sensitive financial and member data will attend AIA-provided training on data security as training is made available to them.
- Staff and volunteers will exercise vigilance against suspicious email and internet content.
- Breaches of security or applicable data protection laws shall be reported immediately to the chief staff executive.
- A recovery plan to address a breach should be in place, to assist in remediating any damage to the component, its members and customers, and to their property.



Record Retention Policy

Adopted: 2024

AIASJ Records Retention Schedule – Introduction

The mission of the Records Management program at The American Institute of Architects, San Joaquin, (AIASJ) is to improve operational efficiency; to ensure compliance with recordkeeping requirements; and to preserve a record of the functions, programs, and activities. The following list represents current and possible future records with associated retention periods.

Record	Retention Period
1099's and transmittal form	4 years
Accident reports and claims (exposure to harmful substances)	30 years
Accounts payable vendor ledgers and aging schedules	7 years
Accounts receivable customer ledgers and aging schedules	7 years
Administrative policies (still in effect)	Permanently
Administrative policies (expired)	3 years
Agendas: Executive Committee; Board of Directors and special committees	7 years
Agendas: Program committees and task forces	3 years
AIASJ Website	3 years from the date of publication
Applications, resumes, and other job inquiries (candidates not hired)	1 year
Articles of Incorporation	Permanently
Audit/review RFP's	Life of contract
Audit/review reports	Permanently
Audit/review detail binders	7 years
Balance sheet account reconciliations (monthly)	2 years
Bank reconciliations and proofs of cash	7 years

Record	Retention Period
Bank statements	7 years
Board orientation handbook	1 year
Board of Directors allocation worksheets and memos	Permanently
Resource books (current)	Permanently
Resource books (expired)	1 year
Board books (Administrative Assistant copy with changes)	3 years
Budget (approved, including budget requests and detail schedules)	3 years
Budget books (except finance department copy)	1 year
Budget books (finance department copy)	3 years
Bylaws (current)	Permanently
Bylaws (expired)	Permanently
Calendars	1 year
Cash disbursements journals	Permanently
Cash and interest schedules	7 years
Cash receipts detail schedules	7 years
Cash receipts journals	Permanently
Chapter Articles of Incorporation, Bylaws, and Rosters (still in effect)	Permanently
Chapter Articles of Incorporation, Bylaws, and Rosters (expired)	None
Chapter financial information	7 years
Chapter surveys	1 year
Chapter newsletters	1 year
Charts of accounts	Permanently
Check registers	7 years
Check logs	3 years
Checks (canceled)	7 years

Record	Retention Period
Committee spreadsheet	1 year
Computer equipment files	Until replaced
Commercial solicitations	None
Contracts and leases (expired)	4 years
Contracts and leases (still in effect)	Permanently
Copyrights, patents, etc.	Permanently
Correspondence (routine) with vendors and customers	1 year
Correspondence (general)	3 years
Correspondence (legal implications and important matters only)	Permanently
Credit applications (still in effect)	Permanently
Credit applications (expired)	None
Credit card files (sales slips and credit slips)	3 years
Deposit detail	7 years
Design Awards history archives (list of winners and call for entry samples)	Permanently
Depreciation schedules	Permanently
Dues analysis	3 years
Dues collections reports	7 years
Employee benefit plan documents and memos describing plans	Permanently
Employee handbook / personnel manual superseded	5 years
Employee cost schedules	7 years
Employee background check files (terminated)	3 years
Employee phone and address list (finance copy)	None
Employee personnel files: application; resume; employment letter; personnel data sheet; new employee orientation checklist; W4's; payroll deduction authorizations; I-9; employment history; evaluations; promotions; bonuses; employment verifications (terminated)	6 years

Record	Retention Period
Employee personnel files: application; resume; employment letter; personnel data sheet; new employee orientation checklist; W4's; payroll deduction authorizations; I-9; employment history; evaluations; promotions; bonuses; employment verifications (Current)	Permanently
Employment Notice poster (expired)	None
Employee medical benefit files: enrollment forms; disability records; workers compensation (current)	Permanent
Employee medical benefit files: enrollment forms; disability records; workers compensation (terminated)	6 years
Executive Director working files	5 years
Expense Reports (Finance Copy)	7 years
Expense Reports (Except Finance Copy)	1 year
Event registration files (except finance copy)	1 year
Event/meeting files	3 years
Financial statements (year-end: budgetary)	Permanently
Financial projections (overall and individual programs/activities)	3 years
Financial statements (monthly)	3 years
Franchise Tax Board tax exemption determination letter	Permanently
General ledger and trial balance (cumulative year-end: budgetary)	Permanently
General ledger (monthly)	3 years
General Store order forms (except finance copy)	1 year
General Store order forms (finance copy)	7 years
Injury and illness prevention program documents	6 years
Insurance policies and records, including accident reports and claims	Permanently
Insurance policies (expired)	Until suspended
Inventories	7 years

Record	Retention Period
Invoices to customers (non-dues related)	7 years
Invoices to customers (except finance copy)	1 year
Invoices from vendors	7 years
Security policy and procedures	Until Superseded
IRS tax exemption determination letter	Permanently
Journals (year-end)	Permanently
Journal entry forms, including backup	7 years
Label orders, including backup requests and shipping information	7 years
Lease agreements (completed)	3 years
Long-Range Plan	Permanently
Medical benefit plans (Summary plan descriptions; summary annual reports; summary of material modifications; reports of plan termination; 5500's; plan trustee records	6 years, or 1 year after termination of plan; whichever is later
Meeting notices	7 years
Meeting/event files (including slides)	3 years
Membership applications, member correspondence, National confirmation letters, waiver/deferment forms	2 years
Membership counts (year-end)	7 years
Membership counts (monthly)	2 years
Membership rosters (year-end)	Permanently
Minutes of meetings of the Board of Directors, Executive Committee, Board Committees, and Special Committees	Permanently
Minutes of meeting of Program Committees and Task Forces	3 years
Nomination / candidate letters	1 year
Notes receivable ledgers and schedules	7 years
Operating Plan (approved finance copy)	3 years
Operating Plan (approved non-finance copy)	1 year

Record	Retention Period
Occupational injury and illness records (for job injuries causing a loss of work time)	5 years
Payroll input files	7 years
Payroll records and journals	7 years
Payroll tax guides	7 years
Payroll tax returns	7 years
Pension and welfare plan information	Permanently
Pension records	Permanently
Personnel policy manual	Permanently
Petty cash vouchers	7 years
Photo library	Permanently
Position descriptions – expired	3 years
Position descriptions – current	Permanently
Policy Book	Permanently
Postage meter record book	1 year
Professional Practice working files	3 years
Project code listing	Permanently
Projection worksheets	3 years
Property records (financial including costs and depreciation)	Permanently
Property tax returns	7 years
Public policy statements	3 years
Purchase orders (finance department copy w/ copy of check)	7 years
Revenue sharing allocations to chapters	7 years
Resumes, applications and other job inquiries (candidates not hired)	2 years
Rules of the Board (current)	Permanently
Rules of the Board (expired)	Permanently
Salary surveys	2 years

Record	Retention Period
Sales and use tax returns and workpapers	3 years
Securities transactions (including losses on securities for tax purposes)	7 years
Software and technical manuals	As long as data from that application is retained in electronic format
Service awards history archives (list of winners)	Permanently
Sponsorship files – contacts; actions etc.	4 years after they expire
Sponsorship ad advertising contracts	4 years after they expire
Statements of information – Domestic Nonprofit Corporation	Permanently
Statements to customers (non-dues related)	7 years
Strategic Plan	7 years
Staff time allocation worksheets	7 years
Subscription information	7 years
SUI/ETT/SDI rates notice	7 years
Subsidiary ledgers	7 years
Tax returns and worksheets, revenue agents' reports, and other documents relating to the determination of income tax liability	Permanently
Trademark Registration	Permanently
Time sheets	7 years
Videos	Permanently
Vouchers for payments to vendors, employees	7 years
W-9's – no longer a vendor	Vendor information is retained until the vendor is no longer in business.



Equity, Diversity, and Inclusion - Statement and Observance

Adopted: 2024

AIA San Joaquin is a member-based organization consisting of members of different race, color, religion, gender, gender identification or expression, sexual orientation, national origin, disability, age, or veteran status. Through inclusion, collaboration, and respect we strive to make our chapter a stronger organization. As AIA members our commitment remains strong to universal respect and human dignity – rights that everyone deserves. We believe in advancing civil rights protections and equality for all.

The American Institute of Architects (AIA) and The American Institute of Architects San Joaquin, champion a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future.

Leadership in design and construction requires collaboration. Architects must encourage and celebrate the contributions of those who bring diverse experiences, views, and needs into the design process. AIA position statements that support our belief that everyone shall be treated equally and with dignity include:

1. Civil Rights

The AIA Supports the promotion of human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions.

Embracing a culture of equity, all programs and initiatives of the AIA and its members shall reflect the society that we serve, regardless of race, ethnicity, gender, gender identity or expression, sexual orientation, physical abilities, or religious practices.

2. Diversity

The American Institute of Architects, as part of the global community, champions a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future.

AIA San Joaquin embraces and supports these AIA position statements and will continue to foster diversity and inclusion in the Board of Directors nominations, Committees, Educational, and Social Programs treating everyone equally and with dignity for an equitable future.



Whistleblower Policy

Adopted: 2024

Purpose

The American Institute of Architects, San Joaquin (AIASJ) is open and accountable to its members and employees. AIASJ Board of Directors expects all AIASJ volunteers and employees to obey the law and act ethically. It also expects employees to report honestly to their supervisors. It requires that volunteers and employees contact senior management, or AIASJ officers, as appropriate, about any activity that they think might violate law, policy, or ethical standards.

This policy is intended to cover serious concerns that could affect AIASJ. These include actions that:

- could lead to inaccurate financial reporting;
- are unlawful, such as fraud, theft, embezzlement, or other illegal activities;
- are inconsistent with policies or procedures;
- otherwise amount to serious misconduct, such as unethical business conduct, or other inappropriate conduct;
- result in the destruction of documents in a manner inconsistent with AIASJ's records retention policy; or
- result in the inappropriate or illegal use of AIASJ property (e.g., using AIASJ property for personal gain).

Other subjects on which AIASJ has existing complaint mechanisms should be addressed under those mechanisms. For example, an employee's allegation of discrimination or harassment should be reported as documented in AIASJ's Anti-Harassment Policy. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

The policy is intended to encourage and enable you and others to raise serious concerns within AIASJ before seeking action from outside sources.

Protecting Your Confidentiality and Protection from Retaliation

Every effort will be made to protect your confidentiality, and AIASJ will not tolerate harassment or retaliation of any sort against anybody submitting a report under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. While anonymous reports will be accepted, you are encouraged to identify yourself in order to strengthen the credibility of your report and to help the follow-up investigation. Malicious or knowingly false reports, however, may result in disciplinary action, up to and including termination of your employment or service as a volunteer.

Reporting a Violation

You should follow these guidelines when reporting a violation under this policy:

- Describe in detail the specific facts demonstrating the basis for the complaint or report. Employees or volunteers must recognize that AIASJ may be unable to fully evaluate a vague or general complaint or report that is made anonymously.
- Where possible, if you are an employee, you should report the violation initially to your direct supervisor. In most cases, your supervisor should be in the best position to address an area of concern.
- If you are a volunteer, or if you are an employee who is not comfortable speaking with your supervisor about a violation, you are encouraged to speak with the AIASJ Executive Director.
- This policy requires every supervisor or other manager to report suspected violations to the AIASJ Executive Director. The supervisor should not have anything else to do with the matter unless directed by the AIASJ Executive Director.
- If the AIASJ Executive Director is implicated in the complaint, you should report the violation to the AIASJ Secretary/Treasurer.
- If the violation you are reporting has to do with fraud or financial misconduct, you may follow the procedures shown above. In the alternative, you may contact the AIASJ Secretary/Treasurer.
- Except under extraordinary circumstances, the AIASJ President and, if allegation of fraud or financial misconduct, the AIASJ Secretary/Treasurer will be informed when a report is received. Other persons may also be notified on a need-to-know basis.

Investigation and Report

The following guidelines apply to investigations:

- The AIASJ Executive Director has specific and exclusive responsibility to investigate all reported violations. If the AIASJ Executive Director finds it appropriate to recuse him/herself, he/she will retain impartial outside counsel or auditors to conduct the investigation.
- To the extent possible, your report will be acknowledged within 5 business days. You will also be informed about next steps and about when you may expect to hear more about the investigation of your reported allegations.
- The AIASJ Executive Director will conduct a prompt investigation, while doing everything possible to keep your identity and role confidential. (You should be aware, however, that legal requirements or other circumstances may make it impossible to fully protect confidentiality in

some cases.) You will be notified within 2 weeks if a broader investigation appears to be needed.

- You are not expected to prove the truth of your allegations. You should, however, be prepared to be interviewed (unless your report is anonymous) and to submit whatever evidence is available to support the allegations.
- The AIASJ Executive Director will submit a written report, which will include a summary of the allegations and his or her recommendations, to members of the AIASJ Executive Committee, and/or to the AIASJ Board of Directors, as appropriate. You will be informed about the results of the report.
- Where appropriate, corrective action will be taken. The action taken will depend on how serious the pertinent violation is and may include such things as a warning, a letter of reprimand, suspension with or without pay, or termination of employment. In the case of a volunteer, corrective action may include such things as limitations on the volunteer's opportunity to serve on AIASJ committees.

Contact of AIASJ Officers

- If the process described above is not followed after you have submitted a report, you may contact the AIASJ President. If you are not comfortable contacting the AIASJ President, you may contact the AIASJ Vice President.



San Joaquin

Business
Continuity Plan



AIA San Joaquin
Disaster and Business Continuity Plan

Adopted: 2024

Updated Annually

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I. INTRODUCTION

The AIA San Joaquin Business Continuity Plan is intended to provide a framework to ensure the resumption of time-sensitive operations and services in the event of an emergency (fire, power or communications blackout, tornado, hurricane, flood, earthquake, civil disturbance, etc.) disaster, or other business interruption.

This plan represents AIA San Joaquin's commitment to response, resumption, recovery, and restoration planning. This plan must be kept current to ensure the accuracy of its contents. Each individual responsible for information or materials in the document must ensure that resources are committed to the maintenance of its contents.

Although this plan provides guidance and documentation upon which to base emergency response, resumption, and recovery planning efforts, it is not intended as a substitute for informed decision-making. The Executive Director and Board members must identify services for which disruption will result in significant financial and/or operational losses. Plans should include detailed responsibilities and specific tasks for emergency response activities and business resumption operations based upon pre-defined time frames.

Developing a Business Continuity Plan that encompasses activities required to maintain a viable continuity capability ensures that a consistent planning methodology is applied to all AIA San Joaquin's operations. Business continuity plan elements necessary to create a viable, repeatable and verifiable continuity capability include:

- Implementing accurate and continuous vital records, data backup, and off-site storage
- Implementing capabilities for rapid switching of voice and data communication circuits to alternate site(s)
- Providing alternate sites for business operations
- Constructing a business contingency organization
- Implementing business continuity strategies

This plan is divided into three sections:

- PREPAREDNESS
- RESPONSE
- RECOVERY

Each section contains information, checklists and forms that outline the basic components of these three critical areas.

II. PREPAREDNESS

A. Responsibility

AIA San Joaquin's Executive Director and President are responsible for developing and implementing the Emergency Plan.

B. Supplies and Equipment

The office will have basic emergency supplies and equipment to be as self-sufficient as possible after an emergency. The emergency kit will have the following essentials in an accessible location:

- First aid supplies with instructions
- Flashlights/batteries
- Portable AM/FM radios/batteries
- Portable emergency water
- Leadership rosters

C. Establishing an Emergency Communications System

The AIA San Joaquin has an established "telephone tree" and email list, as outlined in the Appendix. This Plan also includes procedures for making critical notifications during business hours and during afterhours emergencies with an office "Emergency Information" recording so that staff can call into the office and hear recorded announcements and instructions.

D. Reducing Exposure to Risks

In case of an emergency, AIA San Joaquin will follow the process established by the building manager. Our Executive Director will coordinate with the building management to account for personnel and other tasks, as needed or assigned.

The AIA San Joaquin Executive Director will annually remind staff of the following:

Fire Prevention

- The location of alarm stations and extinguishers and know how to use them
- Clear obstructed corridors, aisles and room exits
- Use only grounded electrical plugs
- Limit use of extension cords and multiple outlets
- Do not smoke in or around buildings

Before a Power Emergency

- Keep a flashlight and batteries available in the AIA San Joaquin Office.
- Do not overload power strips; extension cords are for emergency use only
- Keep offsite duplicates of critical data

Earthquake Preparedness

- How and where to take cover during a quake
- To anchor bookcases, cabinets, and files over 42 inches
- Do not stack furniture
- Move tall furniture away from exits
- Secure computers, equipment, and display cases
- Store heavy items at floor level
- Back-up data and sensitive information, store duplicates off-site

III. RESPONSE

A. Overview

The AIA San Joaquin Executive Director will follow these important steps when there is an emergency:

- Report the incident immediately
- Follow instructions from emergency personnel
- Issue clear and consistent emergency notifications. Use all available communications tools
- If there is no power or telephone systems are not functioning, emergency communications will be restricted
- Coordinate with the President during major emergencies or disasters

When an emergency strikes after normal business hours or on weekends or holidays, Board members and Directors will obtain instructions from the President and/or designated Board Member, (see appendix for phone tree).

B. Emergency Response Actions

The following are sample basic instructions for various emergency incidents:

Accident:

- Administer first aid if you are trained to do so
- Do not attempt to move a seriously injured person

Fire:

- Activate nearest alarm and notify building manager
 - Feel doors for heat, if cool, exit carefully
 - If hot, do not open the door. Stay where you are
 - If you see smoke, crouch near floor as you exit
- If you see fire, confine it by closing doors and windows
- Use extinguishers on small fires only if safe to do so
 - Aim at the base of the fire
 - Squeeze nozzle sweep back and forth

Power Outage:

- Assess the extent of the outage in your area
- Report the outage
- If practical, unplug computers, electrical equipment and appliances
- Open windows for additional light and ventilation

Earthquake:

- Take cover immediately, direct others around you under a desk, table, or chair
- Be alert for aftershocks, avoid potential falling hazards

Minor Quake (brief rolling motion):

- Restore calm
- Examine your area for damage; report damage
- Review safety procedures and kits
- Await instructions, evacuations are unlikely

Major Quake (violent shaking):

- Restore calm
- Report injuries
- Evacuate carefully, be alert for aftershocks
- Take emergency supplies
- Do not enter buildings until they are examined

Flood:

- Move to higher ground immediately
- Stay out of floodwaters
- Avoid driving through flooded areas
- Stay away from power lines and electrical wires

IV. RECOVERY

A. Loss of Key Leader

In the event a key leader of the Association passes away or is otherwise incapacitated and cannot continue their service, immediate attention should be taken in order to maintain consistency in the organization.

B. Loss of An Officer

The Bylaws clearly specify that if the office of President is vacated, the First Vice President/President elect shall fill the unexpired term and continue to serve as President/President-elect. Immediate notification of the membership should take place, taking care to reveal only the necessary facts.

C. Loss of the Executive Director

In the event that the Executive Director passes away or is incapacitated, notify the AIA San Joaquin President who will reach out to the Executive Committee and Board of Directors for further consultation.

V. APPENDIX

Chapter Emergency Contact List

Executive Director:
Alejandra Montalvo
1244 N. Mariposa Street, Suite 14
Fresno, CA 93703
(619) 213-3119
E-mail: alejandra@aiasj.net

Position	Name	Phone Number	Email
President	Marvin Armstrong	559.362.5592	marvin@ma-architect.com
Vice President	(vacant)	-	-
Treasurer	Robina Wright	559.307.7232	robina@robinawrightarchitect.com
Secretary	Shaunt Yemenjian	626.298.0195	shaunty@halajianarch.com
Immediate Past President	Jeff Berrios	559.269.2277	jeff.berrios@pbk.com
Dir. of Education	Sergio Martinez	805.477.8404	sergiom@rae-designstudio.com
Dir. of Events	Imelda Golik	559.930.6218	imelda@ijgarch.com
Dir. of Info & PR	Michele Randel	559.278.6073	mrandel@mail.fresnostate.edu
FCC Chair	Ken Zamora	559.442.8200	ken.zamora@fresnocitycollege.edu
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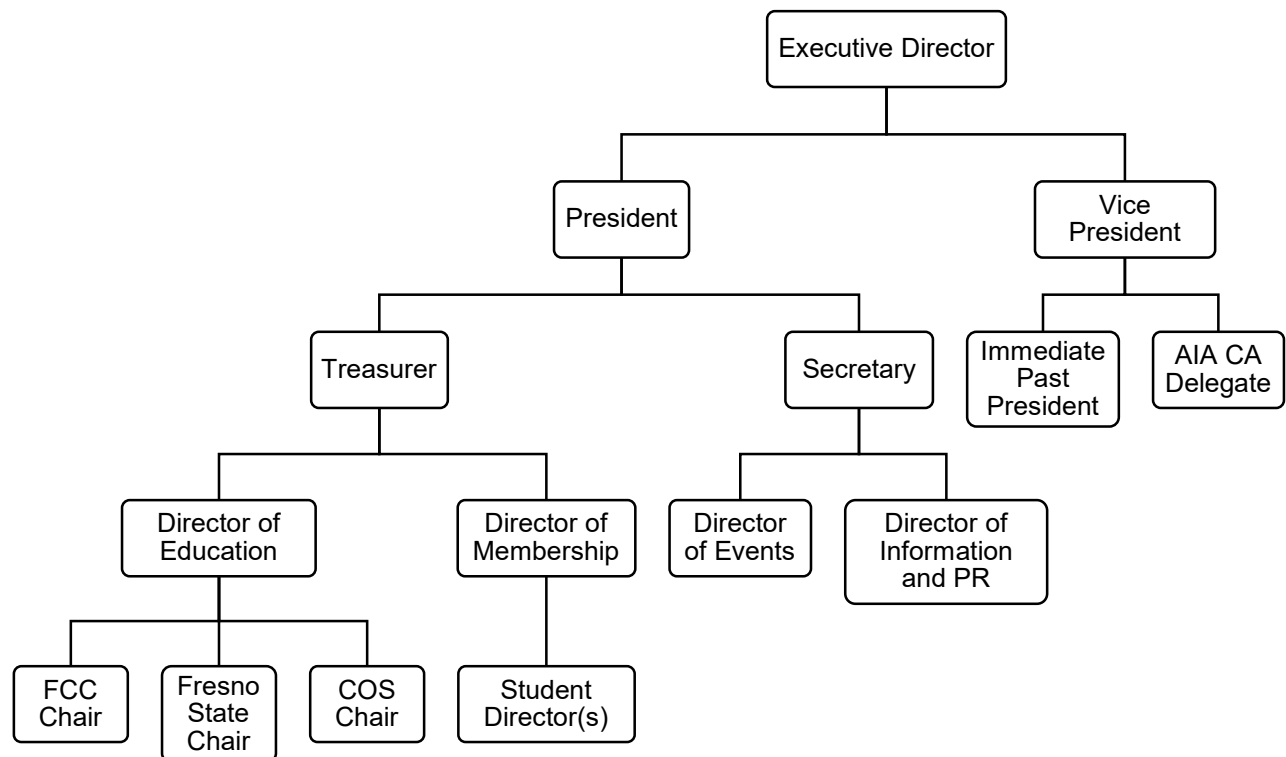
Vice President → Immediate Past President and AIA CA Delegate

Treasurer → Director of Education and Director of Membership

Secretary → Director of Events and Director of Information and PR

Director of Education → FCC Chair, Fresno State Chair, and COS Chair

Director of Membership → All Student Directors





San Joaquin

Bylaws



The American Institute of Architects The San Joaquin Chapter Bylaws

Adopted by the AIA SJ Board on 04.21.2021

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ARTICLE 1 ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is The American Institute of Architects, The San Joaquin Chapter hereafter referred to as this Chapter, and AIASJ.

1.011 Related Institute Organizations. In these bylaws the governing board of this Chapter is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, and the Board of Directors of the Institute as the AIA Board.

1.02 Objects. The objects of this Chapter shall be to promote and forward the objects of The American Institute of Architects within the assigned territory of this Chapter. The Institute objects are: to organize and unite in fellowship the members of the architectural profession; to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training and practice; to coordinate the building industry and the profession of architecture to insure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

1.03 Domain. The domain of this Chapter shall be that territory described in its charter or otherwise established by the Institute. The territory of this Chapter is described as follows: Fresno, Madera, Kings and Tulare Counties, and is indicated on the map (Exhibit A) attached to these bylaws.

1.04 Organization. This Chapter is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The Chapter was incorporated in the State of California on August 2, 1955 and chartered by the Institute on December 2, 1949.

1.05 Authority. This Chapter shall represent and act for the Institute membership within the territory assigned to it under a charter issued by the Institute. The Institute and this Chapter may act as agent, one for the other, or through a delegated third party, for the purpose of collecting and forwarding dues, acting as custodian of funds, or otherwise; provided that the Institute and this Chapter execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of this Chapter shall directly or indirectly nullify or contravene any act or policy of the Institute. This Chapter shall cooperate with its state organization to further the interests of the membership, and by agreement with these organizations may represent and act for them within the territory of this Chapter.

1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. This Chapter may affiliate with any local organization of the construction industry operating within the territory of this Chapter that is not used or maintained for financial gain, price fixing or political purposes, if and while the objects of this Chapter will be promoted by such affiliation.

1.12 Agreements of Affiliation. Every affiliation must be authorized by not less than two-thirds vote of the Board of Directors and shall be evidenced by a written agreement signed by the Chapter and the affiliated organization.

1.121 Statement of Purpose. Every agreement of affiliation shall state the purposes and objects of the affiliation, the terms and conditions under which it is entered into, the duration, the objects of the affiliate, and the nature of its organization, membership, government and operations.

1.122 Limitations. No affiliated organization shall have any voice in the affairs of this Chapter nor shall it bind or obligate this Chapter to any policy or activity unless the Board of Directors has voted to be so bound or obligated.

1.123 Termination. Any affiliation may be terminated by majority vote of the Board of Directors upon such notice to the affiliated organization as may be required in the agreement of affiliation.

1.13 Privileges of Affiliated Organizations. The representatives of an affiliated or collaborating organization may attend any of the regular meetings of this Chapter and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither this Chapter, nor the Board of Directors, any Chapter committee, nor any of the Chapter's officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any public or private enterprise operated for profit, or any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

END OF ARTICLE 1

ARTICLE 2 MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of this Chapter shall consist of:

- a) the Architect and Associate members of the Institute who have been assigned to the Chapter, or who have been admitted to unassigned membership in this Chapter, and
- b) the Allied and Affiliate members the Chapter may admit as provided in Section 2.3.

Architect members may also hold the titles Fellow and/or Emeritus. Unless otherwise provided, the term "Associate member(s)" in these bylaws shall be understood to include International Associate members. Although Associate members may also hold the title Emeritus, International Associate members may not hold that title.

2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to this Chapter by the Institute are referred to as "assigned members." The term "unassigned member" shall refer to members assigned to other chapters who have been admitted to membership in this Chapter pursuant to Section 2.2 of these bylaws. The term "Allied" shall refer to Allied members (as defined in Section 2.35), and the term "Affiliate" shall refer to Student Affiliates (as defined in Section 2.36) and Honorary Affiliates (as defined in Section 2.37). The term "member," if not otherwise qualified, shall refer to all persons in all classes of membership in this Chapter. The term "voting member" shall refer to the assigned members (and the Allied members), and only the assigned members (and the Allied members) shall be considered "members" within the meaning of California Corporations Code Section 5056. The term "non-voting member" shall refer to the unassigned members and the Affiliate and Allied members. For the avoidance of doubt, references in these bylaws to the "members," if not otherwise qualified, shall mean the voting members and the non-voting members collectively, but no such reference shall constitute any non-voting member as a "member" within the meaning of California Corporations Code Section 5056.

2.021 Membership Rights and Privileges. The voting members shall have the right to vote, as set forth in these bylaws, on the election of members of the Board of Directors, on the disposition of all or substantially all of the assets of the Chapter, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Chapter. In addition, the voting members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. The non-voting members shall have the rights and privileges set forth in these bylaws or as otherwise determined by the Board of Directors from time to time (as long as such determination is consistent with the Institute Bylaws), but shall not have the right to vote, or any other rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

2.03 Qualifications. This Chapter shall not establish qualifications in addition to, or which vary from, the Institute's policies for membership.

2.04 Non-resident Status. Non-resident status shall be accorded to members who reside and have their principal place of business outside the territory of the Chapter and not in the territory of another chapter. Members who have applied for and been granted such status shall have the same rights and privileges as resident members in the same category, except that the Chapter may lower dues and/or assessments for such members as provided in Article 3.

2.05 Enrollment of Members. Every member assigned to or admitted by this Chapter shall be duly notified to that effect by this Chapter, and shall be enrolled by the Secretary as a member of this Chapter. New memberships will be announced at the next regular meeting of this Chapter and in the next issue of the Chapter's official publication.

2.06 Annual Dues and Assessments. Every member of this Chapter shall pay the fixed annual dues and assessments of this Chapter as determined in Article 3.

2.07 Resignations. Any member may resign from this Chapter by presenting a written resignation to the Secretary. The resignation of an assigned member in good standing shall be forwarded to the Institute and will be effective upon its receipt by the Institute. Other resignations shall be effective as of the date the letter of resignation was received by the Secretary.

2.08 Good Standing Defined. A member is not in good standing in this Chapter if and while in default of dues or other obligations to either this Chapter or the Institute.

2.09 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or whose membership is suspended or terminated by the Institute, loses all rights in this Chapter and the Institute, including any right to use the Chapter's or Institute's name, initials, symbol, or seal, until the member is reinstated in good standing. Resignation, suspension or termination of membership does not relieve the individual of the obligation to pay any indebtedness owed to the Chapter.

2.1 ASSIGNED MEMBERS

2.10 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in these bylaws and the Institute Bylaws.

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to the Chapter is filed with this Chapter, the Secretary shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under the Institute Bylaws, the Chapter will send a recommendation to the Institute Secretary to deny the application.

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in this Chapter.

2.14 Termination. Assigned membership in this Chapter is terminated by the death of the member, resignation or termination of membership in the Institute, reassignment of the member to another chapter, or as otherwise provided in the Institute Bylaws or these bylaws.

2.15 Emeritus Members. A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of this Chapter. All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged unless otherwise provided in the Institute Bylaws.

2.2 UNASSIGNED MEMBERS

2.21 Admission. This Chapter, without action by the Institute, may admit to unassigned membership any Architect or Associate member assigned to another chapter who applies for such membership in writing in the manner prescribed by the Board of Directors.

2.22 Rights and Privileges. Subject to whatever conditions the Institute Bylaws may provide, an unassigned member shall be subject to all regulations and shall have all rights in this Chapter of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent this Chapter as a delegate or otherwise at any meeting of the Institute.

2.23 Termination. Unassigned membership in this Chapter is terminated by the death of the member and by resignation or termination of membership in the Institute. The Board of Directors may terminate unassigned membership for indebtedness to the Chapter as provided in Section 3.32.

2.3 ALLIED AND AFFILIATE MEMBERS

2.31 Admission. Every application for admission to Allied or Affiliate membership in this Chapter shall be promptly acted upon by the Board of Directors.

2.32 Admission Fees. Every applicant for an Allied or Affiliate membership, except Honorary Affiliate members, may pay an admission fee in an amount determined by the Board of Directors as provided in Section 3.02 of these bylaws.

2.33 Termination. Allied or Affiliate membership is terminated by the death or resignation of the member, and by the admission or eligibility to be admitted as an assigned or unassigned member. The Board of Directors may terminate the membership of an Allied or Affiliate member for indebtedness as provided in Section 3.32 or, by two-thirds vote, for conduct detrimental to the interests of the Chapter.

2.34 Rights and Privileges of Allied and Affiliate Members. Allied members shall have the rights and privileges specified in these bylaws and the Institute Bylaws, including the use of the phrase "Allied Member of The San Joaquin Chapter of the American Institute of Architects" to describe themselves. An Affiliate (or Allied) member in good standing:

- 1) May serve as a member of any committee of this Chapter that does not perform any duty of the Board of Directors, but may not vote;
- 2) May attend and speak but may not make motions or vote at any meeting of this Chapter;
- 3) Shall not be eligible to serve as an officer or director or to chair a committee of this Chapter; and
- 4) May not in any way use the name, initials, seal, symbol or insignia of this Chapter or of the Institute.

2.35 Allied Members. Individuals not otherwise eligible for membership in the Institute or the Chapter may become Allied members if they have established professional reputations and are registered to practice their professions where such requirements exist, or are employed outside of architectural practice but are involved in positions allied to the field of architecture. Allied members may include engineers, planners, landscape architects, sculptors, muralists, artists, and others in government, education, journalism, manufacturing, industry and/or other fields allied to architecture who the chapter believes will provide a meaningful contribution by reason of their employment or occupation.

2.36 Student Affiliates-Qualifications. Student Affiliates shall be undergraduate or post-graduate students of architecture schools, or secondary school students, within the territory of this Chapter.

2.37 Honorary Affiliates.

2.371 Qualifications. A person of esteemed character who is otherwise ineligible for membership in the Institute or this Chapter but who has rendered distinguished service to the profession of architecture, or to the arts and sciences allied therewith within the territory of this Chapter, may be admitted as an Honorary Affiliate member of this Chapter.

2.372 Nomination and Admission. A person eligible for Honorary Affiliate membership may be nominated by any member of the Board of Directors. The nomination must be in writing over the signature of the nominator and include the name of the nominee, biography, a history of attainments, qualifications for the honor and the reasons for the nomination. The Board of Directors, at any regular meeting, may admit a nominee as an Honorary Affiliate member.

2.373 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.34 above, Honorary Affiliate members of this Chapter may use the title "Honorary Affiliate of The San Joaquin Chapter," and shall not pay any admission fee or annual dues nor be subject to any assessment.

END OF ARTICLE 2

ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

3.01 Obligation to Pay Dues. All members except Emeritus members and Honorary Affiliate members shall pay annual dues on or before January 15 of each year.

3.02 Amount of Annual Dues and Admission Fees. The Board of Directors by the concurring vote of at least two-thirds vote of the Board of Directors may fix, before the end of any fiscal year and in accordance with timing and other requirements fixed by the Institute, the annual dues to be paid by each category of member for the immediately succeeding fiscal year and the amount of admission fees required of Allied or Affiliate members.

3.03 Dues Upon Admission. A newly admitted assigned or Allied or Affiliate member shall pay full annual dues, except that those admitted during the last six months of the year shall pay one-half the annual dues in the year they are admitted.

3.04 Dues for Nonresident Members. Nonresident members shall pay reduced dues. The amount of the reduction shall be determined by the Board of Directors pursuant to Section 3.02.

3.05 General Waiver of Annual Dues and Admission Fees. This Chapter, by the concurring vote of not less than a majority of the total number of assigned members present at a meeting, may waive for any fiscal year any part or all of the annual dues required to be paid by any membership class or any part of the admission fee required to be paid by Allied or Affiliate members.

3.06 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member. After consultation with the Institute Secretary and other affected components, the Board of Directors may, in exceptional circumstances, waive all or any part of the dues or fees owed by a member to the Institute and other assigned components, provided that such waiver is in equal proportions across all levels of membership.

3.07 Exemptions. Emeritus members and Honorary Affiliate members shall pay no dues or assessments to the Chapter. Emeritus members who wish to receive mailings from the Chapter shall pay a fee in an amount determined by the Board of Directors pursuant to Section 3.02.

3.1 ASSESSMENTS

3.11 Authority. This Chapter, by the concurring vote of a majority of the total number of Architect members present at a meeting, may levy an assessment on its Architect members, and by the concurring vote of two-thirds of its assigned members may levy an assessment on its Associate members and/or Allied or Affiliate members (other than Honorary Affiliate members). The amount of the assessment on a member in any fiscal year shall not exceed fifteen percent of the amount of the annual dues required to be paid by such member for that year.

3.12 Notice of Assessment. Notice of the intention to levy an assessment stating the amount, the reasons for the assessment, and when it shall be payable, shall be mailed to every member not less than 30 days prior to the meeting of this Chapter at which the proposed assessment is to be voted on.

3.2 DEFAULT OF ANNUAL DUES AND ASSESSMENTS

3.21 Annual Dues. Every member who has not paid the entire amount of required annual dues for the then current fiscal year when due shall be in default for the unpaid amount.

3.22 Assessments. Every member who has not paid the entire amount of an assessment on or before the date fixed for payment shall be in default for the unpaid amount.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. If an assigned member is in default to the Institute or this Chapter for nonpayment of dues and assessments, such membership shall be subject to termination.

3.32 Unassigned Members and Allied or Affiliate Members. If an unassigned member or Allied or Affiliate member is in default to this Chapter for nonpayment of dues and assessments, such membership shall be suspended or terminated, provided that in all cases such member shall have been given a written notice of impending suspension or termination at least 30 days prior to the effective date of such action, during which period the member shall remain in good standing and such default may be cured.

END OF ARTICLE 3

ARTICLE 4
CHAPTER RELATIONSHIP TO
OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. This Chapter shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of this Chapter in the number prescribed in the Institute Bylaws as follows:

4.011 Delegate Selection Procedure. Member delegates shall be appointed from among the assigned members of this Chapter by the Board of Directors, except that no more than one-third of the Chapter's delegation shall be Associate members. If this Chapter neglects, fails or refuses to select all its delegates, or should any appointed delegates fail to be accredited, then the President or a designated representative may appoint delegates to represent this Chapter or execute a proxy as provided in the Institute Bylaws.

4.2 STATE ORGANIZATION

4.21 Delegates to State Convention. The assigned members in good standing of this Chapter shall be represented at meetings of its State Organization by delegates selected from among the assigned members of this Chapter in the number prescribed in the bylaws of the State Organization as follows:

4.211 Selection of Delegates. Chapter delegates to meetings of the State Organization shall be selected from among the assigned members of this Chapter by the Board of Directors at the annual meeting of the Chapter.

4.22 Representation on State Organization Board. The President or another member appointed by the Board of Directors shall be a representative of the members of this Chapter in the State Organization. At the annual meeting of this Chapter, the voting members in good standing of this Chapter shall elect one or more additional representatives, as may be required by the State Organization bylaws, to represent the members of this Chapter in the State Organization.

4.23 Nominations and Elections. Nominations and elections of Chapter representatives to the State Organization board shall be made at the same time and in the same manner as for the officers and directors of this Chapter.

4.24 Term of Representatives. Each representative shall serve for the term of two (2) years or until a successor is elected or appointed. The Board of Directors shall name the successor of a representative for the unexpired term created by the representative's resignation, incapacity, or unwillingness to serve, except that the Vice President shall serve in the case of President's resignation, incapacity, or unwillingness to serve.

4.3 SECTIONS

4.31 Establishment of Sections. This Chapter may establish Sections with the approval of the Institute Secretary.

4.311 Procedure. Members in a geographic area within the territory of the Chapter may petition the Board of Directors to form a Section.

4.32 Section Membership Voluntary. Membership in any Section shall be voluntary and not required as a condition of membership in the Chapter or the Institute.

4.33 Section Dues and Assessments. Sections may levy dues and assessments on members of the Section, but Section members may not be required to pay them except to the extent provided in the Institute's Bylaws.

END OF ARTICLE 4

ARTICLE 5

CHAPTER MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. AIASJ shall hold an annual meeting during the 4th quarter of each year at such time as the Board of Directors may provide, for the purpose of nominating and electing the officers and directors (and representatives to the State Organization) to succeed those whose terms are about to expire; for receiving the annual reports of the Executive Committee and the Treasurer; and for the transaction of such other business as may be appropriate.

5.02 Regular Meetings. AIASJ shall hold regular meetings on a monthly basis.

5.03 Special Meetings. A special meeting of AIASJ for any lawful purpose may be called by the President or the Executive Committee, or by written request of not less than ten percent (10%) of the total number of AIASJ's voting members in good standing. No other business than that specified in the notice of the special meeting shall be transacted, and all rules and procedures at the meeting shall be the same as those for an annual meeting.

5.04 Location of Meetings. Meetings of AIASJ shall be held at any place within or outside California designated by the Executive Committee or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

5.1 NOTICE, QUORUM, MINUTES FOR CHAPTER MEETINGS

5.11 Notice of Chapter Meetings. A written notice of each meeting of AIASJ, stating the date, time and place where the meeting will be held shall be given by the Secretary or Executive Committee. The Notice is considered sufficient if the meeting is held on a regularly known schedule. If the meeting is to not be held on a regularly known schedule, such Notice shall be given not less than fifteen (15) days before the date fixed for the meeting; and Notice will be considered given if published in the AIASJ newsletter, or notified via email, text message or other generally acceptable mode of transmittance and sent to members in time for them to receive it at least ten (10) days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of AIASJ, a simple majority of the Officers and Directors entitled to vote shall constitute a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of AIASJ, recording the matters considered at the meeting and the actions taken, shall be kept by the Secretary. The minutes of each meeting shall be signed by the Secretary after they are approved at a subsequent meeting of AIASJ and thereafter filed in AIASJ's records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at a Chapter meeting shall be by a majority vote of those Members in good standing who are present and voting, unless otherwise required by law or these bylaws.

5.22 Roll Call Vote. A roll call vote shall be taken at the call of the presiding officer or whenever one-third of the voting members present so request.

5.23 Proxies. Unless otherwise required by law, there shall be no voting by proxy at a meeting of this Chapter.

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters:

- 1) Matters so designated elsewhere in these bylaws;
- 2) Elections of Representatives to the Institute Strategic Council, delegates to meetings of the Institute, and representatives to the Regional and State Organization;
- 3) Instructions to delegates;
- 4) Any matters relating to membership;
- 5) Dues and assessments for Architect members. Voting on such matters shall be limited to Architect members; or
- 6) Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.

5.25 Mail, Email, and Web-based Ballot Voting. Any vote that may be taken at a meeting of AIASJ may be taken by direct mail ballot, Email ballot or Web-based ballot of the voting members of AIASJ, provided that the matters voted on have been introduced and discussed at a regular or special meeting of AIASJ and are in accordance with state law.

END OF ARTICLE 5

ARTICLE 6
THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the voting members, the business, activities, and affairs of this Chapter shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

6.02 Number of Board Members. The Board of Directors shall be composed of the officers (and directors) of this Chapter.

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of this Chapter shall delegate any of the authority, rights or power conferred by law or these bylaws, unless such delegation is specifically prescribed or permitted by these bylaws and is not contrary to law.

6.03 Freedom from Commitments. No committee, commission, officer, director, member, employee or agent of this Chapter shall initiate or carry on any activity that may commit the Chapter to an expense, policy or activity until the matter shall have been reviewed and approved by the Board of Directors.

6.1 ELECTION OF OFFICERS (AND DIRECTORS)

6.11 Nominations. Nominations for each office (and for each directorship) of this Chapter about to become vacant shall be made at the annual meeting from the floor. In addition, at a meeting of the Board of Directors held at least one month prior to the annual meeting, the Board of Directors may select a nominating committee to prepare and present to the members a slate or slates of candidates to be nominated for offices (and directorships).

6.12 Elections. The nominee for an Office or Directorship who receives a majority of the ballots cast at the annual meeting shall be elected thereto.

6.13 Inspectors of Election. Inspectors of election may be appointed in accordance with, and shall have the powers and duties set forth in, Section 7614 of the California Nonprofit Mutual Benefit Corporation Law.

6.14 Tie Votes. In the event of a tie vote, the list of nominees for each office (and each directorship) in question shall be restricted to those involved in the tie, and the nominee receiving a majority in the runoff election shall be elected to the office.

6.15 Results. The President shall announce to the meeting the results of all balloting and shall declare all elections

6.2 TERMS OF OFFICE OF OFFICERS (AND DIRECTORS)

6.21 Term. Each Officer and Director shall serve a term of two years or until a successor has qualified. Said term should commence at the end of the last meeting of the year. The outgoing officer shall assist the incoming officer through the transition period of one month. The President and Vice President shall only serve one (1) consecutive term.

6.22 Vacancies. If a vacancy occurs in the membership of the Board of Directors other than on account of the regular expiration of a term of office (including a vacancy occurring by reason of the removal of a member of the Board of Directors), the Board of Directors shall fill the vacancy for the unexpired term of office.

6.23 Resignation. Any officer (or director) may resign at any time, in writing, which shall take effect immediately upon receipt by the President or the Secretary unless a different time is stated in the resignation. No resignation shall discharge any accrued duty or obligation of an officer (or director).

6.24 Removal of Officer (or Director). Any or all of the officers (and directors) may be removed for or without cause by vote of the voting members, or for cause by vote of the Board of Directors when there is a quorum of not less than a majority at the meeting at which the vote is taken.

6.3 OFFICERS

6.31 Officers. The Officers of this Chapter shall be the President, Vice President/President-elect, Secretary, Treasurer and Immediate Past President.

6.32 The President. The President shall exercise general supervision over the affairs of this Chapter, except those matters placed by these bylaws or by the Board of Directors under the administration and supervision of the Secretary and/or the Treasurer; preside at meetings of this Chapter and of the Board of Directors; sign all contracts and agreements to which this Chapter is a party; have charge of and exercise general supervision over the offices and employees of this Chapter; and shall perform all other duties usual and incidental to the office.

6.321 Authority. The President shall act as spokesperson of this Chapter and as its representative at meetings with other organizations and committees unless otherwise delegated by the Board of Directors. The President shall not obligate or commit this Chapter unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.33 The Vice President/President-elect. The Vice President/President-elect shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Directors or the President.

6.331 Succession. The Vice President/President-elect shall succeed to the office of President upon expiration of the term of office of the President.

6.34 The Secretary. The Secretary shall act as the recording and corresponding secretary of the Chapter and the Board of Directors, and shall attend all their meetings and keep minutes of the proceedings; have custody of and shall safeguard and keep in good order all property of this Chapter, except property that is placed under the charge of the Treasurer; issue all notices of this Chapter; keep its membership roll; sign all instruments and matters that require the attestation or approval of this Chapter, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports of the Board of Directors and this Chapter; in collaboration with the President, have charge of all matters pertaining to the meetings of this Chapter; and shall perform all other duties usual and incidental to the office.

6.341 Reports. The Secretary shall furnish the Institute and the State Organization with such reports as may be required from time to time and at least annually shall furnish the Secretary of each of those organizations with the names and addresses of all officers (and directors) of this Chapter and report changes in the membership as may be required to keep the records of those organizations up-to-date and complete.

6.342 Delegation of Authority. The Secretary may delegate to an assistant secretary or other assistant employed by this Chapter the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of this Chapter, or the making of any attestation or certification required to be given by the Secretary, or the signing of any document requiring the signature of the Secretary.

6.35 The Treasurer. The Treasurer shall have charge and shall exercise general supervision of the financial affairs and keep the records and books of account of this Chapter; prepare the budgets, collect amounts due this Chapter, and give receipts for and have the custody of its funds and monies and make all disbursements of funds; have custody of its securities and of its instruments and papers involving finances and financial commitments; conduct the correspondence relating to the office; and perform all duties usual and incidental to the office.

6.351 Reports. The Treasurer shall make a written report to each annual meeting of this Chapter and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of this Chapter, and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of this Chapter.

6.352 Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of this Chapter that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to an assistant treasurer or other assistant employed by this Chapter the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of this Chapter, or the signing of any document requiring the signature of the Treasurer.

6.353 Liability. The Treasurer shall not be personally liable for any loss of money or funds of this Chapter or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith and with reasonable care in conducting the usual business of the office.

6.36 The Immediate Past President. The Immediate Past President shall serve as advisor to Chapter Officers and shall preside over Board Meetings in the absence of the President or Vice President.

6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Meetings Required. Except as otherwise provided in these bylaws, the Board of Directors must actually meet in a regular or special meeting in order to transact business.

6.411 Regular Meetings. The Board of Directors may hold regular meetings without notice at a time and place determined by it.

6.412 Special Meetings. A special meeting of the Board of Directors shall be held if requested in writing by one-third of the members of the Board of Directors, or at the call of the President. At least four days prior to the date of the special meeting, the Secretary shall issue a written call and notice of the special meeting, stating the time, place and purpose of the meeting and the business to be transacted, and only the business stated in the call and notice shall be transacted at the special meeting.

6.413 Waiver of Notice. Either the call and notice of a special meeting or any limitations as to the business to be transacted, or both, may be waived by the written consent of every member of the Board of Directors. Any irregularity in or failure of notice of a meeting of the Board of Directors shall not invalidate the meeting or any action taken.

6.414 Meeting Requirements. Any one or more members of the Board may participate in a meeting of the Board by conference telephone or similar equipment that allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at such a meeting. For the avoidance of doubt, meetings shall not be conducted by email.

6.415 Voting. Each member of the Board of Directors shall have one vote on each matter presented to the Board of Directors for action. No member of the Board of Directors may vote by proxy. Voting shall not be conducted by email except as set forth in Section 6.416.

6.416 Action by Unanimous Written Consent Without Meeting. Subject to the requirements of Section 7211(b) of the California Nonprofit Mutual Benefit Corporation Law, the Board may take action without meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. All such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of the Board. The Chapter may solicit such written consent from members of the Board by, and any such member of the Board may provide his or her written consent to the Chapter by, email or other electronic transmission, provided that (a) for electronic transmissions from the Chapter, the Chapter has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to the Chapter, the Chapter has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

6.42 Quorum and Vote. A majority of the Board of Directors shall constitute a quorum for the transaction of its business except as otherwise provided by law, or unless the vote of greater than a majority is required by the Articles of Incorporation or these bylaws, the vote of a majority of the Board's members present at the time of the vote shall be the act of the Board of Directors if a quorum is present. If a quorum is not present, those present may adjourn the meeting from day to day, or to a later date.

6.43 Minutes. The Secretary shall keep written minutes of each meeting of the Board of Directors, recording the matters considered at the meeting and the actions taken. Minutes shall be distributed to the members of the Board of Directors for approval at the next meeting and thereafter signed by the Secretary and filed with the Chapter's records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The Board of Directors shall cause an annual report to be prepared within 120 days after the end of the Chapter's fiscal year. That report shall contain the following information in appropriate detail:

- 1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Chapter that they were prepared without audit from the Chapter's books and records;
- 2) A statement of the place where the names and addresses of current voting members are located; and
- 3) Any information required by Section 6.52 of these bylaws.

This Chapter shall annually notify each voting member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written request by a voting member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the Chapter may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

This Section shall not apply if the Chapter receives less than \$10,000 in gross revenues or receipts during the fiscal year.

6.52 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all voting members, or as a separate document if no annual report is issued, the Chapter shall annually prepare and mail, deliver, or send by electronic transmission to its voting members and furnish to its Board members a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Chapter's fiscal year:

- 1) Unless approved by voting members under Corporations Code §7233(a), any transaction (a) to which the Chapter, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest): (i) Any Board members of the Chapter, its parent, or its subsidiary; (ii) Any holder of more than 10 percent of the voting power of the Chapter, its parent, or its subsidiary. The statement shall include a brief description of the transaction,

the names of interested persons involved, their relationship to the Chapter, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

- 2) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Board member of the Chapter, unless the loan, guaranty, indemnification, or advance has already been approved by the voting members, or the loan or guaranty is not subject to Corporations Code §7235(a).

6.53 Report to Institute. The Board of Directors or the Secretary shall make a written report to the Institute at such times as the Institute requests of the matters and in the form required by it.

6.6 COMMITTEES AND COMMISSIONS

6.61 Formation and Composition. Subject to and in compliance with Sections 6.611 through 6.613, the Board of Directors may form committees and commissions to carry out the work of the Chapter. The charge and duration of each committee or commission shall be determined by the Board of Directors.

6.611 Board Committees. The Board of Directors, by resolution adopted by a majority of the members of the Board then in office, provided that a quorum is present, may create any number of "Board Committees," each consisting of two or more members of the Board, and no one who is not a member of the Board, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the members of the Board of Directors then in office and pursuant to the bylaws. Any such Board Committee may be delegated and may act with the authority of the Board to the extent and with the scope provided by the Board.

6.612 Advisory Committees. The Board of Directors, by resolution adopted by a majority of a quorum of members of the Board present at the meeting, may establish one or more "Advisory Committees" to the Board. The members of any Advisory Committee may include both members of the Board and persons who are not members of the Board. Appointments to any Advisory Committee shall be by a majority of a quorum of members of the Board present at the meeting. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this Chapter, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

6.613 Limitations. Notwithstanding the foregoing provisions of this Section 6.61, no committee, whether a Board Committee or an Advisory Committee, may:

- 1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the voting members or approval of a majority of all voting members;
- 2) Fill vacancies on the Board of Directors or any Board Committee;
- 3) Fix compensation of members of the Board for serving on the Board or any committee;
- 4) Amend or repeal any bylaws or adopt new bylaws;

- 5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- 6) Create any other Board Committees or appoint the members of Board Committees;
- 7) Expend corporate funds to support a nominee for director or officer if more people have been nominated than can be elected; or
- 8) With respect to any assets held in charitable trust, approve any contract or transaction between this Chapter and one or more of its Board members or between this Chapter and an entity in which one or more of its Board members have a material financial interest, subject to the approval provisions of California Corporations Code Section 5233(d)(3).

END OF ARTICLE 6

ARTICLE 7

FINANCES

7.0 FINANCES

7.01 Budgets and Appropriations. Prior to the beginning of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of this Chapter for the immediately succeeding year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of the Chapter shall have any right, authority or power to expend any money of the Chapter, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind the Chapter to an expense or liability unless such expenditure, liability or commitment has been budgeted and authorized by the Board of Directors or a specific resolution at a meeting of the Chapter.

7.022 The Board of Directors. The Board of Directors shall not expend or authorize expenditures in any fiscal year that exceed the estimated income of the Chapter for the year unless specifically authorized to do so by two-thirds majority vote at a duly called meeting of the members (provided, however, that the Board of Directors may enter into leases and employment contracts for terms longer than one year and may set aside a reserve to be funded with a portion of the Chapter's income in one or more fiscal years, which may be expended in subsequent years without regard to estimated or actual income or expenditures for such years).

7.03 Fiscal Year. The fiscal year of this Chapter shall be January 1 to December 31 each year.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers this Chapter may acquire and dispose of real and personal property for its own use.

7.12 Gifts. Only the Board of Directors shall have any right or authority to solicit or accept any gift, bequest or devise for or on behalf of this Chapter; it shall not accept any gift, bequest or devise that will not promote the objects and purposes of this Chapter, or that will place an undue financial or other burden on this Chapter.

7.2 DIVIDENDS PROHIBITED

An unencumbered balance of income at the close of a fiscal year shall never be distributed as profits, dividends or otherwise to the members of this Chapter.

7.3 INSTITUTE PROPERTY INTERESTS

This Chapter shall not have any title to or interest in any property of the Institute nor be liable for any debt or other pecuniary obligation of the Institute. The Institute shall not have any title to or interest in the property of this Chapter, and the Institute shall not be liable for any debt or other obligation of this Chapter.

END OF ARTICLE 7

ARTICLE 8 GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

The Officers of the Chapter shall be in the charge of the Executive Director, who shall be retained under contract by and report to the Board of Directors. The Executive Director shall be responsible for the administration of the affairs of the Chapter and such other duties as the Board of Directors may assign. Specifically, the Executive Director shall:

1. Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;
2. Employ such staff as the Board of Directors may authorize to perform the duties assigned by the Board of Directors;
3. Attend all meetings of the Board of Directors; and
4. Make monthly reports to the Board of Directors on the affairs and business of the Chapter.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer's books of account and the Secretary's records of this Chapter, except confidential matters relating to membership applications and bestowal of honorary memberships, shall be open to inspection at the executive offices of this Chapter during the business hours fixed by the Board of Directors, by any member of this Chapter in good standing.

8.2 PARLIAMENTARY AUTHORITY

The rules contained in the most current version of Robert's Rules of Order, Newly Revised shall supplement the rules and regulations adopted by this Chapter and shall govern this Chapter, the Board of Directors, and the Chapter committees in all cases in which such rules are applicable and are not inconsistent or in conflict with law, these bylaws or the rules and regulations adopted by this Chapter or by the Board of Directors.

8.3 LIABILITY, INDEMNIFICATION AND INSURANCE

8.31 Liability. In the absence of misconduct, fraud or bad faith, the present and former officers, directors and employees of this Chapter shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a director or officer of the Chapter is made a party to any proceeding (as such term is defined in California Corporations Code Section 7237(a)) arising from the performance by the director or officer of his or her duties on behalf of the Chapter, then, to the full extent permitted by law, upon a determination by (i) the Board of Directors by a majority vote of a quorum of its members who are not parties to the proceeding, (ii) approval of the voting members, with the person(s) to be indemnified not being entitled to vote thereon, or (iii) the court in which the proceeding is or was pending, that indemnification of the director or officer is proper under the circumstances because the director or officer has met the applicable standard of conduct set forth in California Corporations Code Section 7237(b) or (c), the Chapter may indemnify such director or officer against expenses (as such term is defined in California Corporations Code Section 7237(a)), judgments, fines, settlements, and other amounts actually and reasonably incurred, in connection with the proceeding.

8.33 Insurance. The Board of Directors may authorize the purchase and maintenance by this Chapter of such insurance on behalf of the present and former officers, directors, employees and persons acting in any other capacity at the request of this Chapter as may protect them against any liability asserted against them in such capacity, whether or not this Chapter would have the power to indemnify such persons under applicable law.

8.4 ETHICS

8.41 Ethics Charges. This Chapter shall not adjudicate any claims of violations of the Code of Ethics and Professional Conduct. All such claims shall be referred to the Institute's National Ethics Council for adjudication.

8.5 ELECTRONIC TRANSMISSIONS

8.51 Consent to the Use of Electronic Transmissions. An electronic transmission by the Chapter to a voting member or Board member is valid only if the voting member or such Board member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions. The Chapter may utilize consent forms in substantially the forms attached hereto as Exhibits A-1 and A-2 to obtain such consent from voting members and Board members.

END OF ARTICLE 8

ARTICLE 9 AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF THIS CHAPTER

9.01 Notice of Proposed Amendments. These bylaws may be amended at any meeting of this Chapter by two-thirds vote of the voting members present, provided that a quorum is present and provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the membership not less than 30 days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members and Classes. It shall require a vote of not less than two-thirds of the assigned members of this Chapter who are present at the meeting to amend a bylaw relating to such assigned members. Without limiting the generality of the foregoing, it shall require approval by the members of a class of voting membership if the adoption, amendment, or repeal of a bylaw would (a) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (b) materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class; (c) increase or decrease the number of memberships authorized for such class; (d) increase the number of memberships authorized for another class of voting membership; (e) effect an exchange, reclassification, or cancellation of all or part of the memberships of such class; or (f) authorize a new class of voting membership.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of this Chapter, may amend any of these bylaws as may be necessary for conformity with Institute Bylaws. These bylaws, and any amendments to them, shall be forwarded to the Secretary of the Institute for review for conformity with Institute Bylaws.

9.12 Delegation of Authority. The Board of Directors shall be authorized to amend specific provisions of these bylaws if the power to do so has been delegated to it by a two-thirds vote of the members of this Chapter eligible to vote thereon.

9.13 Restrictions on Board's Power to Amend Bylaws. Notwithstanding any other provision of these bylaws, without the approval of the voting members, the Board of Directors shall not have the power to:

- 1) Adopt a bylaw (a) specifying or changing a fixed number of Board members; (b) specifying or changing the maximum or minimum number of Board members; or (c) changing from a fixed number of Board members to a variable number of Board members or vice versa;
- 2) Adopt, amend, or repeal any bylaw that would (a) increase or extend the terms of officers or directors; (b) allow any officer or director to hold office by designation or selection rather than by election by the voting members; (c) increase the quorum for meetings of the voting members; (d) repeal, restrict, create, expand, or otherwise change proxy rights; (e) authorize cumulative voting; or (f) provide that the Board may fill vacancies occurring in the Board by reason of the removal of a Board member; or

- 3) Adopt, amend, or repeal any bylaw if such action would (a) materially and adversely affect the rights of voting members as to voting, dissolution, redemption, or transfer; (b) increase or decrease the number of voting members authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or part of the voting memberships; or (d) authorize a new class of voting membership.

9.2 AMENDING SUPERMAJORITY REQUIREMENTS

9.21 Supermajority Requirements. Any provision of these bylaws that requires the vote of a larger proportion of the Board than is otherwise required by law, or that requires the vote of a larger proportion of the voting members than is otherwise required by law, may not be altered, amended, or repealed except by that greater vote.

END OF ARTICLE 9

EXHIBIT A-1

FORM OF CONSENT TO THE USE OF ELECTRONIC TRANSMISSIONS BY OFFICER OR DIRECTOR

In accordance with California Corporations Code §§20, 21, and 5079, and the bylaws of *[Insert name]*, a California nonprofit mutual benefit corporation (the "Chapter"), the undersigned officer/director of the Chapter hereby agrees to the following:

1. The Chapter may send meeting notices, annual reports, and all other materials ("Records") to me by electronic transmission at the email address or facsimile number listed below.

2. The Chapter may rely on communications sent by me to the Chapter by electronic transmission from the email address or facsimile number listed below for any purposes, including action by written consent. I hereby certify that the Chapter may reasonably conclude that I am the author of communications so sent.

3. I understand that I have the right to have all Records provided or made available on paper or in nonelectronic form, but only if requested by me in writing. Requested Records shall be provided within a reasonable period of time.

Electronic transmissions may be sent and received as follows:

By email: _____

By facsimile: _____

This consent shall remain in full force and effect until I revoke it in writing and so notify the Chapter.

Date: _____

[Signature]

[Typed/Printed Name]

EXHIBIT A-2

FORM OF CONSENT TO THE USE OF ELECTRONIC TRANSMISSIONS BY VOTING MEMBER

In accordance with California Corporations Code §§20, 21, and 5079, and the bylaws of *[Insert name]*, a California nonprofit mutual benefit corporation (the "Chapter"), the undersigned voting member of the Chapter hereby agrees to the following:

1. The Chapter may send meeting notices, annual reports, and all other materials ("Records") to me by electronic transmission at the email address or facsimile number listed below.
2. The Chapter may rely on communications sent by me to the Chapter by electronic transmission from the email address or facsimile number listed below for any purposes, including action by written consent. I hereby certify that the Chapter may reasonably conclude that I am the author of communications so sent.
3. I understand that I have the right to have all Records provided or made available on paper or in nonelectronic form, but only if requested by me in writing. Requested Records shall be provided within a reasonable period of time.

Electronic transmissions may be sent and received as follows:

By email: _____

By facsimile: _____

(4. The Chapter may conduct meetings of the members by electronic transmission by and to the Chapter. I understand that if I do not sign and return this consent to the Chapter, meetings of the members shall be held at a physical location in accordance with the Chapter's bylaws.)

This consent shall remain in full force and effect until I revoke it in writing and so notify the Chapter.

Date: _____

[Signature]

[Typed/Printed Name]



San Joaquin

Strategic Plan



AIA Strategic Plan 2021-2025



The American Institute of Architects

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Washington, DC 20006

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Forward

Strategic Plan 2021–2025

The American Institute of Architects, the profession, and the world we live in are at a crossroads. What we do now will define the future.

Over the course of 18 months, the Strategic Planning Committee interviewed and surveyed hundreds of people, members and non-members alike. What we heard is remarkable and consistent: Now is the time for real change and revolutionary thinking. For turning conversations and ideas into bold action in how we prepare for and shape the future of AIA and architecture.

This means an AIA and a profession that emphasize:

Climate action. To deliver real action to help mitigate climate change.

Justice and equity. To ensure equity in the profession, in our communities, and for all who inhabit the built environment we design.

The role of the architect. To help society recognize the value of their work in addressing the world's most pressing challenges.

Research and technology. To recognize that our unique knowledge defines who we are and what we do, and that innovation allows us to create a better world.

Architectural Education. To better prepare architects for the future and to include a true cross-section of society.

They also reminded us that we cannot do this alone, that we need to:

Create a bigger tent. Collaborate with those who realize the power of design to solve problems.

Focus selectively on issues that really matter. Mobilize our resources, educate, and prepare architects while refocusing activities that are not part of our core values.

Prepare a new generation. Ensure today's emerging professionals are equipped with the tools and knowledge to lead the industry forward.

This Strategic Plan includes groundbreaking ideas; however, ideas alone are not enough. True change will come only through strategic action.

Brian J. Frickie, AIA
Chair, Strategic Planning Committee 2019–2020

The future we envision

It is 2030, and we have met the seemingly insurmountable climate crisis with courageous, creative, and decisive action. People everywhere are united under a common pledge to create an equitable, resilient, regenerative, and carbon-free future.

At the heart of this movement, AIA has energized a global community of professionals to leverage their knowledge and activism to enact positive change through design.

AIA is widely recognized for its commitment to excellence in the education and leadership development of design professionals. Architects have become leaders in our communities, bringing innovative yet practical solutions to the challenges we face. We foster diversity and inclusion in the profession.

AIA has become a catalyst for change, for bold action that develops and delivers solutions to society's most pressing needs. Architects are positioned at the center of policy discussions surrounding the built environment.

AIA has convened broad coalitions to collaborate on solutions. We have generated, curated, and disseminated knowledge that magnifies the transformative impact of design. We have mobilized our members to meet challenges with decisive action.

AIA and allied organizational partners generate unity and accelerate progress in the design and construction industry.

AIA is at the center of the world's most urgent conversations and is acknowledged as the driving force inspiring and empowering architects to improve society and change the world.

AIA Strategic Plan 2021–2025

Introduction

The American Institute of Architects will deliver profound change through this strategic plan: for our members, our profession, our communities, and our planet.

Key principles and guiding assumptions that informed the development of this plan include:

Urgency. The global climate crisis requires immediate, bold action to bring about meaningful change. Underpinned by AIA’s recent Big Move Toward Environmental Stewardship, the strategic plan amplifies this call to action for our members to redouble our efforts to develop solutions that will address the existential challenge of our time.

Alignment. The principal activities of AIA should be coordinated, focused, and deliberate. We will use our capabilities, scale, and structure to bring new levels of efficiency and impact to our work.

Collaboration. The role of the architect is changing dramatically. To realize our full potential as professionals and as an Institute, it is essential that architects collaborate: within firms, in professional relationships, and in communities. AIA will provide leadership to engage a broad network of professionals and community leaders to develop solutions.

Mission

AIA inspires and empowers architects to improve society and transform the world.

Vision

Drive positive change through the power of design and focused activism.

Core values

Impactful. What we do matters and is relevant to our clients and to society.

Transformative. We work for profound, lasting, positive change in the profession and in society.

Visionary. We imagine a better future, and act courageously and confidently to achieve it.

Equitable and inclusive. We believe architecture is for everyone, and we model deep collaboration and inclusion in all we do.

Innovative. We lead with creativity and insight.

Goals

- Climate action for human and ecological health
- Advance racial, ethnic, and gender equity

Strategies

Mobilize for impact: Focus and align programs, services, structures, and resources to develop innovative solutions to the world’s most pressing challenges.

Educate and prepare: Equip members for success by transforming architecture education, expanding access to the profession, cultivating a learning culture, and developing leadership.

Advance knowledge: Knowledge is our currency. Generate, curate, and disseminate knowledge required for success.

Broaden the tent: Collaborate with design, construction, and community stakeholders. Organize and activate grassroots advocates.

Imperatives

Emphasize climate action: Build impact by focusing on climate action and positioning architects as community leaders to drive widescale adoption of practical design solutions that will rapidly address and mitigate the impacts of climate change. [Learn more >](#)

Emphasize justice: Work to eradicate racial and gender inequity within the built environment and profession, and dismantle barriers within the AIA to better reflect the society we serve. [Learn more >](#)

Catalyze equity: Foster equity and a sense of belonging within the profession, and advance the health, safety, and welfare of our communities through design and advocacy for lasting solutions in our built environments. [Learn more >](#)

Optimize the role of the architect: Optimize architects’ presence and impact by equipping and preparing them to serve as conveners, collaborators, civic leaders, and change agents in developing and delivering solutions to society’s most pressing needs. [Learn more >](#)

Revolutionize research and technology: Leverage emerging technologies and social science to accelerate architecture’s progression to a knowledge-driven discipline and evidence-based, transformative solutions. Harness an intra/entrepreneurial start-up mentality to foster rapid innovation. [Learn more >](#)

Revolutionize architectural education: Make architectural education more responsive to emerging trends, more inclusive of underserved audiences, and more oriented toward the future role of the architect. [Learn more >](#)



AIA Strategic Plan 2021-2025

MISSION

Inspire and empower architects to improve society and transform the world.

VISION

Drive positive change through the power of design and focused activism.

CORE VALUES

Impactful, transformative, visionary, equitable, inclusive, innovative

- GOALS**
- Climate action for human and ecological health
 - Advance racial, ethnic, and gender equity

Strategies

MOBILIZE FOR IMPACT

Focus and align programs, services, structures, and resources to develop innovative solutions to the world's most pressing challenges.

EDUCATE AND PREPARE

Equip members for success: Transform architecture education, expand access to the profession, cultivate a learning culture, and develop leadership.

ADVANCE KNOWLEDGE

Knowledge is our currency. Generate, curate, and disseminate knowledge required for success.

BROADEN THE TENT

Collaborate with design, construction, and community stakeholders. Organize and activate grassroots advocates.

Imperatives

EMPHASIZE

Climate action: Build impact by focusing on climate action and positioning architects as community leaders to drive widescale adoption of practical design solutions that will rapidly address and mitigate the impacts of climate change.

Justice: Work to eradicate racial and gender inequity within the built environment and profession, and dismantle barriers within the AIA, to better reflect the society we serve.

OPTIMIZE

Role of the architect: Optimize architects' presence and impact by equipping and preparing them to serve as conveners, collaborators, civic leaders, and change agents in developing and delivering solutions to society's most pressing needs.

CATALYZE

Equity: Foster equity, diversity, and a sense of belonging within the profession, and advance the health, safety and welfare of our communities through design and advocacy for lasting solutions in our built environments.

REVOLUTIONIZE

Research and technology: Leverage emerging technologies and social science to accelerate architecture's progression to a knowledge-driven discipline and evidence-based, transformative solutions. Harness an intra/entrepreneurial start-up mentality to foster rapid innovation.

Architectural education: Make architectural education more responsive to emerging trends, more inclusive of underserved audiences, and more oriented toward the future role of the architect.

Acknowledgements

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San Joaquin

Appendix

Policy and Document Review Schedule

Document/Policy	Date Adopted	Review/Re-adopt duration	Next Adoption Date
Business Continuity Plan	2024	1 year	2025
Anti-Harrassment Policy	2024	signed every year	
Audit or Review Policy	2024		
Compensation and Benefits Policy	2024		
Conflict of Interest Policy	2024		
Financial Management Policy	2024		
Financial Reserve Policy	2024		
Financial Security Policy	2024		
Record Retention Policy	2024		
Statement of EDI	2024		
Whistleblower Policy	2024		
Core Member Services	2021	Most current provided by Institute	
Board Responsibilities	2024	signed every year	
Conflict of Interest form	2024	signed every year	
Electronic Voting form	2024	signed by all new board memebbers	
Anti-Trust Handbook	2022	signed every year	
Policies and Governing Docs Agreement	2024	signed every year	
Bylaws	2021	every 10 years	2031
Strategic Plan	2021-2025	every 5 years (align with Institute)	2026-2030
Federal Taxes	2022	file every year	
Leadership Summit		send board member every 3 years	
Board Orientation		every year	