AIA Minnesota
2015 ANNUAL MEETING

Tim Dufault, AIA – President
Tuesday, November 10, 2015
11:45 a.m. – 2:15 p.m.

11:45-12:15 Lunch
12:15-12:45 Keynote Address – Russ Davidson, FAIA, 2016 AIA President Elect
12:45-2:15 Annual Business Meeting

BUSINESS MEETING AGENDA

12:45 Call to Order
Tim Dufault

12:45 Report of the AIA Minnesota Diversity Task Force
Nathan Johnson & Mike Meehan

12:50 State of the Association
Nathan Johnson
• Secretary’s Report
Mike Meehan
• Treasurer’s Report
Tim Dufault
• President’s Report
Mary-Margaret Zindren
• Executive Vice President’s Report

1:15 Special Recognitions
Mark Swenson & Ed Kodet
• Presentation of Endowed Scholarship Recognizing Tom Fisher
Tim Dufault
• Presidential Citations
Tim Dufault
• Committee & Task Force Leadership for 2016
Tim Dufault
• Recognition of Newly Licensed Architects
Tim Dufault

1:35 Special Action Items
Tim Dufault
• Memorandum of Understanding
Tim Dufault
• Bylaws Revisions

1:50 Reports
Steve Fiskum
• AIA North Central States Regional Representative’s Report
Linda Ostberg
• Minnesota Architectural Foundation Report
Bill Beyer
• Minnesota Architects Political Action Committee

2:00 Nominations & Election
Tim Dufault
• Nominating Committee Report
Tim Dufault
• Election
Michelle Mongeon Allen
• Remarks from AIA Minnesota President Elect

2:15 Concluding Remarks & Adjournment
Tim Dufault
President Tom Hysell welcomed attendees and called the meeting to order at 1:25 pm.

President Tom Hysell reflected on the continued efforts of building upon the legacy of previous leaders. Current efforts date back to 2010 with the Recovery Task Force, which lead to the PR Task Force, which lead to the Architects in Commerce Initiatives and the Innovative Practice Forums – and now in 2014 the legacy continues with the Strategic Practice Task Force. Hysell reviewed the significant work of 2014, including an in-depth review of committees, appointment of Paul Mellblom, AIA to the Capital Area Architectural Planning Board, selection of Julie Snow, FAIA as recipient of the AIA Minnesota Gold Medal. Hysell concluded by highlighting AIA Minnesota’s positive recognition by AIA components around the country, and staff that are second to none.

Hauschild-Baron thanked and welcomed all members to the 80th Annual AIA Minnesota Convention and Product Exposition. She highlighted many of the digital efforts of AIA Minnesota, from the new websites for AIA Minnesota, Architecture MN, and the Minnesota Architectural Foundation, the integration of videos in our promotion and recognition, increased social media presence, and the new “Dream Screen” in the AIA Minnesota Boardroom. The new website was an endeavor for the staff, nearly 9 months in the making, that includes more accessible information, user-friendly features, effective means of sharing what our members are doing, and increased visual presence for members and the public. Hauschild-Baron concluded with enthusiasm for a great year ahead in 2015.

Treasurer Michael Meehan began with a look at the 2013 audited financial statements. 2013 experienced a greater surplus than 2012 by more than $40,000, this is due to a busier business climate. 2014 year to date financials show a higher than expected surplus, this will decrease as the year wraps up. Successful highlights of 2014 include a paid off 5 year loan for the Office Refresh, continued maintenance of a 6-month operating reserve, 7th annual Homes by Architects Tour, received second, two-year grant from the McKnight Foundation for the Affordable Housing Design Awards, new website, and updated office technology.
A motion to approve the Treasurer’s Report was made, seconded and accepted by the membership.

SECRETARY’S REPORT: Secretary Phillip Koski provided an entertaining and amusing review of the 2013 Annual Meeting Minutes highlighting the motions with wit and spirit.

A motion to approve the 2013 Annual Meeting Minutes, which were included in the 2014 Annual Report was made, seconded and approved by the membership.

NOMINATIONS AND ELECTION: President Hysell presented the report of the Nominating Committee with the following slate of candidates for 2015: Michelle Mongeon Allen, AIA, President-Elect Nathan Johnson, AIA, Secretary Michael Meehan, AIA, Treasurer Courtney Bragg, Assoc. AIA, Associate Director

A motion was made, seconded and approved to elect the officers and Associate Director for 2015.

STRATEGIC PRACTICE INITIATIVES: President Hysell talked about who we are, what we are doing, and where we are headed. He highlighted several greater Twin Cities facts to brag about, and shared who we are in terms of design and architecture, and our organization by the numbers. He then highlighted some of the work of our many committees. The Government Affairs committee works incredibly hard to stay ahead of legislation that will affect architects and the architecture community. The Homes by Architects tour promotes how architecture touches everyone’s life – everyday – throughout your life. The widely successful Leadership Forum is an amazing program for developing future firm principals that will ensure the future of our profession. Finally, he shared where we are headed and the initiatives for the coming year. We are developing appropriate public relations strategy communicating the value an architect provides. We are providing the right tools to keep us relevant in this ever-changing world, by embracing new technology. We continue to be leaders beyond building design and continue to strive to be more upstream. AIA Minnesota will continue to work hard for all of it’s members as we adapt and evolve in order to make the world a better place in which to live.

SPECIAL RECOGNITIONS: Presidential Citations

Hysell presented Presidential Citations to the following people:

Rosemary McMonigal, AIA, for exemplary service to the Capitol Area Architectural and Planning Board representing AIA Minnesota for 15 years
Ligeia Cholensky, for excellence in service in designing the annual Honor Awards presentation and long-term commitment to volunteering

Paul Mandell, for excellence in service as chair of the Minnesota Design Team and for his long-term commitment to community work

Brian Tempas, AIA, for skillfully guiding the Convention Committee Team to renewed energy and focus in planning two successful events – 2013-2014

Eric Anderson, Assoc. AIA, for leading the ATS&R initiative to begin a new third grade Architecture in the Schools program at the FAIR School Crystal campus

Rebecca Lewis, AIA, for thoughtfully reviewing and selecting designers for the State Designer Selection Board and serving as the AIA Minnesota representative

Judd Peterson, AIA, for initiating the start of the AIA Minnesota Building Enclosure Council and serving as it’s chair for eight years

Recognition of Newly Licensed Architects

Hysell congratulated the AIA Minnesota members who have recently become licensed architects.

NORTH CENTRAL Regional Director Steve Fiskum, FAIA shared AIA’s focus through three themes 1) Elevate public awareness, 2) Advocate for the profession, and 3) Create and expand the sharing of knowledge. AIA is undergoing a digital reformation that will include a robust, personalized website experience. Fiskum thanked AIA Minnesota for it’s commitment to the organization and it’s passionate approach to architecture.

MINNESOTA Architectural Foundation President, William Beyer, explained the differences that set MAF apart from AIA Minnesota. Beyer highlighted the four funds - Clarence Wigington Minority Architectural Scholarship, Ralph Rapson Traveling Study Fellowship, Thomas F. Ellerbe Scholarship and the Beverly Hauschild-Baron Leadership Fund. He concluded by encouraging everyone to support the Foundation through the raffle, silent auction, or online donations.

MINNESOTA Political Action Committee (MAPAC). MAPAC is the collective voice of the architecture profession when it comes to legislation. As a separate entity by law, the group works with the Government Affairs Committee to support lobbying
efforts. AIA Members are encouraged to support MAPAC with a donation.

PRESIDENT-ELECT’S REPORT: President-elect Tim Dufault, AIA began with a heartfelt thank you to the Convention Committee, staff, Hauschild-Baron and Hysell. Three key topic areas will shape the coming year – Diversity and transition in the profession, the increased role of technology and how it effects the work, and the critical nature of a focus on sustainable design as architects work to limit the impact buildings have on climate change. Dufault introduced the Mastering the Future Business of Architecture (MFBA), a series of 6 workshops focused on “soft skills” development. Dufault is excited by the opportunity to serve as AIA Minnesota president.

There being no further business the meeting adjourned at 2:25 p.m.

Respectfully submitted,

Phillip Koski, AIA
Secretary
### AIA Minnesota Audited Financials 2013, 2014

<table>
<thead>
<tr>
<th>Income</th>
<th>2014 Audit</th>
<th>2013 Audit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dues: Individual</td>
<td>$418,437</td>
<td>$393,381</td>
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<tr>
<td>Firm Assessment</td>
<td>$200,465</td>
<td>$195,323</td>
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<td>AM Magazine/Publications</td>
<td>$392,462</td>
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<td>Convention</td>
<td>$533,012</td>
<td>$488,954</td>
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<td>Professional Development</td>
<td>$125,950</td>
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<td>Documents</td>
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<td>Miscellaneous</td>
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<td>Interest Income</td>
<td>$10,101</td>
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<tr>
<td>Homes By Arch.Tour</td>
<td>$113,072</td>
<td>$132,807</td>
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**Total Income** $2,038,653 $1,896,955

<table>
<thead>
<tr>
<th>Expenses</th>
<th>2014 Audit</th>
<th>2013 Audit</th>
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<tbody>
<tr>
<td>Membership Services</td>
<td>$535,970</td>
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<tr>
<td>Legislative/Government</td>
<td>$105,329</td>
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<td>AM Magazine/Publications</td>
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<td>Convention</td>
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<td>Professional Development</td>
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<td>Documents</td>
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<td>Public Relations</td>
<td>$58,150</td>
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<td>Realized Gain (Loss) on Investme</td>
<td>$(18,874)</td>
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<tr>
<td>Unrealized (Loss) on Investment</td>
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<td>Reserve Fund Expenses</td>
<td>$50,506</td>
<td>$95,756</td>
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<tr>
<td>Homes By Architects Tour</td>
<td>$102,661</td>
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<tr>
<td>Affordable Housing</td>
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<td>$48,480</td>
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**Total Expenses** $1,949,198 $1,822,209

**Net Surplus** $89,455 $74,746

### AIA Minnesota Revenue/Expense YTD 2015

**YTD September 30, 2015**

<table>
<thead>
<tr>
<th>Income</th>
<th>YTD Budget</th>
<th>YTD Actual</th>
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<tbody>
<tr>
<td>Dues: Individual</td>
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<td>Documents</td>
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<td>Residential Programs</td>
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<td>Homes By Architects Tour</td>
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<td>$134,941</td>
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<td>Affordable Housing</td>
<td>$40,000</td>
<td>$38,600</td>
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<tr>
<td>Miscellaneous</td>
<td>$38,500</td>
<td>$36,881</td>
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**Total Income - YTD-September** $1,519,000 $1,541,772

<table>
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<tr>
<th>Expenses-Direct</th>
<th>YTD Budget</th>
<th>YTD Actual</th>
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<td>Membership Services</td>
<td>$167,612</td>
<td>163,320</td>
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<tr>
<td>Legislative/Government</td>
<td>$52,497</td>
<td>49,833</td>
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<td>AM Magazine/Publications</td>
<td>$225,000</td>
<td>208,949</td>
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<tr>
<td>Convention</td>
<td>$47,000</td>
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<tr>
<td>Professional Development</td>
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<td>Documents</td>
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<td>Residential Programs</td>
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<td>Homes By Architects Tour</td>
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<td>Affordable Housing</td>
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<td>Public Relations</td>
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<tr>
<td>Salaries, Taxes, &amp; Benefits</td>
<td>$624,105</td>
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<td>Miscellaneous</td>
<td>$26,103</td>
<td>31,474</td>
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<td>Other Expenses:</td>
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<tr>
<td>Equipment Replacement</td>
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<td>Opportunity Fund</td>
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<td>63,565</td>
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<td>Reserve Fund/AIAMN</td>
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<td>33,744</td>
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**Total Expenses - YTD** $1,348,347 $1,447,288

**Net Surplus - YTD** $170,653 $94,484
### 5 Year AIA Minnesota Performance

<table>
<thead>
<tr>
<th></th>
<th>2010 Audit</th>
<th>2011 Audit</th>
<th>2012 Audit</th>
<th>2013 Audit</th>
<th>2014 Audit</th>
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<tbody>
<tr>
<td>Total Revenue</td>
<td>$1,671,030</td>
<td>$1,679,890</td>
<td>$1,817,921</td>
<td>$1,996,208</td>
<td>$2,085,274</td>
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<td>Direct Expense</td>
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<td>$1,529,966</td>
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<td>Indirect Expense</td>
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<td>$242,366</td>
<td>$254,504</td>
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<td>Surplus/Deficit</td>
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<td>$33,451</td>
<td>$74,746</td>
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<td>Membership Equity</td>
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<td>$817,748</td>
<td>$851,119</td>
<td>$925,945</td>
<td>$1,015,400</td>
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### Select Financial Highlights - 2015 (Current year)

* AIA Minnesota initiated, implemented, and executed a successful Executive Vice President transition.
* AIA Minnesota has maintained a 6-month operating reserve.
* AIA Minnesota successfully delivered the 8th annual Homes By Architects Tour.
* AIA Minnesota invested in the six-session Master the Future Business of Architecture (MFBA) program focused on developing the "soft skills" of architects and the business side of architecture.
* AIA Minnesota membership continues to increase, resulting in dues revenue slightly higher than what had been budgeted.
* AIA Minnesota Contract Document revenues are exceeding expectations.
Welcome to the 81st Annual AIA Minnesota Convention and Exposition! Our annual gathering this year promises to be an interesting exploration of how change, even disruptive change, helps us move to new horizons. I hope you all enjoy our exploration and discussion of the value of Creative Disruption.

2015 certainly has been a year of change for AIA Minnesota. We welcomed our new Executive Vice President, Mary-Margaret Zindren, in July and she has displayed all the characteristics of a new leader we were looking for – enthusiasm, an engaging personality, and a passion for making AIA Minnesota even better than it has always been! I have been amazed at how fast she stepped in, became familiar with our organization and took on the very daunting task of completing our member services effort. I hope you all get to meet and spend time getting to know her. Of course, I would be remiss in not acknowledging that this also meant that Beverly Hauschild-Baron retired after 38 years of service. We gave Beverly a tremendous send off in June and wish her well in all her travels and new adventures.

It has been a busy year for AIA Minnesota. This year we launched our new ongoing development program for mid-career architects – Mastering the Future Business of Architecture (MFBA). This six-session program focused on helping architects hone the “soft” skills of being a leader – communications, negotiations, risk assessment, cost management, and branding. This program will be an ongoing offering of AIA Minnesota as we continue to build the capacity of architects in all stages of their career. Another big step occurred in July when we adopted a diversity policy with an emphasis on building opportunities for women and underrepresented populations to become leaders in AIA. As a profession, we are at a crossroads where our members and leadership must better reflect the diversity of the communities we serve.

Our biggest effort this year is the documentation and implementation of our Member Services Plan. This effort, driven by AIA national, is focused on exploring how we deliver our services to our members in the most effective, and sustainable, way. The discussions between our chapters has been robust and it has led to a much clearer vision of how we serve you, the members of AIA Minnesota. It has helped us better understand where our value lies and how we can communicate that value. Most importantly, it has led to real changes to our bylaws and operational agreements. At our annual meeting you will learn much more about this and vote on approving these changes.

AIA Minnesota continues to be committed to serving you in the most effective way we can. As such, 2015 has been a disruptive year for our organization, but that Creative Disruption has helped shape a path forward that will continue the long tradition of AIA Minnesota leadership in AIA! Enjoy the convention, fellowship, educational sessions, and opportunities to grow that come from our embrace of Creative Disruption.

Sincerely,

Tim Dufault, AIA
2015 President
Memorandum of Understanding for AIA Member Services, Revenue Distribution & Component Partnership in Minnesota

AIA Minnesota
AIA Minneapolis
AIA Northern Minnesota
AIA Saint Paul

DRAFT: September 9, 2015

This Memorandum of Understanding (MOU) is entered into between the following Parties:

• AIA Minnesota, known here as AIA Minnesota;
• AIA Minneapolis, known here as AIA Minneapolis;
• AIA Northern Minnesota, known here as AIA Northern; and
• AIA Saint Paul, known here as AIA St. Paul.

Purpose

The purpose of this MOU is two-fold:

• to confirm and reflect the current working relationship between AIA Minnesota and the three local chapters – AIA Minneapolis, AIA Northern, and AIA St. Paul – within the state of Minnesota; and
• to ensure that Core Member Services are delivered to all AIA members within the state of Minnesota.

The Parties enter this understanding not to create a legally-binding agreement but rather to designate specific areas of collaboration to benefit their members and to deliver Core Member Services effectively and efficiently.

Definitions

• “Parties” or “Party” refers to one or more of the organizations who have entered into agreement under this MOU – AIA Minnesota, AIA Minneapolis, AIA Northern, and AIA St. Paul.
• “AIA National” and “AIA” refer to the American Institute of Architects.
• “Core Member Services” refers to those roles, responsibilities and activities specified in the AIA Member Service Plan documentation, as approved by the board of directors of each of the Parties and provided to AIA National.
• “Component” is a state, local chapter, or section of AIA National.

Background

In 1987, AIA Minnesota and the three local chapters met to clarify roles and responsibilities of each of these four AIA components and their relationship to each other. The results of those meetings have guided decisions and relationships since that time.

One key result of those meetings was the definition of geographic areas to be served by each local chapter. Because of the demographics of Minnesota, with the majority of members located within the metropolitan area of Minneapolis and St. Paul, there had been some duplication of services and wide variations in member numbers from chapter to chapter. At that time, boundaries were redrawn so that the territory of St. Paul was increased slightly and took into consideration cultural affinities for one city or the other. For example, the boundary was drawn to the south along Interstate 35 (I-35), with counties to the east belonging to AIA St. Paul and counties to the west belonging to AIA Minneapolis. To the north, the boundaries between AIA Northern and AIA Minneapolis and between AIA Northern and AIA St. Paul were redrawn to address small pockets of members and their natural connections. The specific counties assigned to each local chapter are listed within their respective bylaws and are reflected in the attached map (see attachment).

Regarding the roles and responsibilities of each Minnesota component, the following was agreed to by AIA Minnesota, AIA Minneapolis, AIA Northern, and AIA St. Paul:

• AIA Minnesota would provide the physical office and staffing for the state organization, and provide a variety of services to each local chapter.
• AIA Minnesota would be responsible for providing the services that affect all AIA members in Minnesota, including: continuing education, lobbying at the state level, public relations (including publication of Architecture MN magazine), communications (including a newsletter, website, and mailings), and committees and task forces of broad interest to AIA Minnesota members.
• AIA Minnesota also would provide invoicing and dues collection (which has evolved to include management of the Minnesota data in AIA National’s membership database) and distribution of dues collected by AIA National to each of the three
local chapters in a timely manner.

- Regarding dues:
  - In 1987, the issue of fiscal disparities among the local chapters was addressed and dues amounts were adjusted based on several factors, resulting in a lower AIA Minnesota dues rate for members of AIA Northern and a lower dues rate for those members of AIA Minneapolis and AIA St. Paul who are located a considerable distance (by recent and current practice, more than 100 miles) from the AIA Minnesota office.
  - Also, it was determined that there should be no difference in dues between the two metropolitan chapters of AIA Minneapolis and AIA St. Paul; that the choice between these two local chapters should not be influenced by a differential in dues.
- AIA Minnesota agreed to be responsible for leadership development, which has taken the form of covering the essential costs to send the President and President-elect of each local chapter to AIA National’s key events (Grassroots and the annual AIA Convention); since about the time of the Great Recession (2007-2010), some of these costs have been covered by the local chapters.
- AIA Minnesota also assumed responsibility for providing Directors & Officers Liability Insurance for the boards of directors of the three local chapters (under the AIA Minnesota policy).
- AIA Minneapolis, AIA Northern, and AIA St. Paul agreed to be responsible for membership recruitment and retention, with AIA Minnesota responsible for database management related to membership.
- Networking and member engagement was also agreed to be a responsibility of the chapters.
- Local government relations became a responsibility of each chapter, as did public relations/awareness efforts that were specific to a particular local chapter’s geographic region.

To date, services have been provided by AIA Minnesota and each of the local chapters in keeping with the results of the meetings held in 1987. Between 1987 and 2015, increasing amounts of AIA Minnesota staff services have been requested by the chapters.

**Roles and Responsibilities**

The volunteer leaders of all four Parties to this MOU and the Executive Vice President of AIA Minnesota agree that the relationship among the Parties should remain fundamentally
unchanged from current practice, which is based on the understanding reached among the Parties in 1987. While a small number of responsibilities will shift from local chapters to AIA Minnesota under this MOU, the great majority of roles and responsibilities will remain constant.

**Services to be provided by AIA Minnesota to the broad AIA membership within the state of Minnesota:**

Reflecting current practice, and as agreed to in 1987, AIA Minnesota will be responsible for providing services that are of broad interest to AIA members in Minnesota, including:

1. Continuing education;
2. An annual convention, convening members of AIA Minnesota and all three local chapters for continuing education, networking, and information sharing;
3. Lobbying at the state level;
4. Public relations (including publication of Architecture MN magazine);
5. Member communications (including a newsletter, website, and mailings); and
6. Committees and task forces.

**Services to be provided by AIA Minneapolis, AIA Northern, and AIA St. Paul:**

1. Primary activities related to local chapter membership recruitment and retention;
2. Networking and engagement of local chapter members; and
3. Local government relations and public awareness efforts, as specific to a particular local chapter’s geographic region and chapter activities.

**Services to be provided by AIA Minnesota to all three local Minnesota chapters:**

1. As specified in the bylaws of AIA Minnesota and each local chapter, the Executive Vice President of AIA Minnesota will be the executive director of each chapter with the attending roles and responsibilities. (If, as is permitted under the bylaws of each local chapter, a particular chapter chooses to hire its own executive director, this MOU would need to be revisited, revised, and agreed to by all Parties.) For each local chapter, the AIA Minnesota Executive Vice President will:
   a. Attend chapter board meetings (in person or remotely) and at those meetings provide general oversight, information, and strategic thinking, as well as status reports of various AIA Minnesota staff activities on behalf of the local chapter;
b. Support the local chapter’s Nominating Committee process and participate in Nominating Committee meetings; and

c. Provide support to ensure all business conducted at Annual Meetings of the local chapter membership is in keeping with the chapter bylaws.

2. The AIA Minnesota Executive Vice President and AIA Minnesota staff (under the direction of the Executive Vice President) will provide the following for each local chapter:

   **Communications**
   a. Space within the AIA Minnesota newsletter for local chapter news, as well as staff support for the coordination of local chapter content and reminders to local chapter representatives;
   b. Staff support for regular updating of the local chapter pages and content on the AIA Minnesota website;
   c. Email blasts to all chapter members (provided by AIA Minnesota staff, to ensure compliance with email-related regulations) as needed and in the context of other local chapter and AIA Minnesota communications;

   **Coordination with & Support of AIA National**
   d. Assurance that the policies required by the AIA Core Member Services are adopted, regularly reviewed, agreed to, and documented, as appropriate;
   e. Communication annually to AIA National of the local chapter dues rates, as set by each chapter;
   f. Communication of the contact information for each local chapter’s incoming officers to AIA National;
   g. Coordination of attendance at the AIA National Grassroots event and related advocacy meetings, including setting up appointments with appropriate members of the Minnesota Congressional Delegation;
   h. Coordination of the delegates meeting for the annual AIA National Convention;
   i. Payment for the essential costs not covered by AIA National for the President and President-elect of each local chapter to attend the AIA National Grassroots event and annual AIA National Convention;

   **Financial Services**
   j. Transfer of local chapter dues revenue received by AIA Minnesota from AIA National to the Treasurer of each local chapter by check at least once per month, in accordance with the Financial Terms section of this MOU;

   **Governance & Compliance**
k. Assurance that Directors & Officers Liability Insurance is maintained for all local chapters, through the policy held by AIA Minnesota;
l. Coordination of reporting and documentation to the Office of the Secretary of State and other State and Federal agencies as required by law, in cooperation with the Secretary of each local chapter;
m. Selection and general oversight of the tax preparer for each chapter, ensuring that the work is being performed appropriately and within filing deadlines, in cooperation with the Treasurer of each local chapter;

Meetings

n. Office space for meetings of board of directors and committees of each local chapter, which must be scheduled through the AIA Minnesota front desk and in the context of AIA Minnesota's Master Calendar;
o. Staff support for each local chapter’s Annual Meeting of its membership;

Membership

p. Management of local chapter membership data, utilizing the AIA National membership database;
q. Support and coordination related to member recruitment and retention; and
r. Fulfillment of requests for information, lists and reports in a timely manner, for purposes determined by the local chapter board of directors or President, or the AIA Minnesota Executive Vice President.

Additional services to be provided by AIA Minnesota to AIA Minneapolis:

AIA Minnesota agrees to provide the following additional services for AIA Minneapolis:
1. Coordination of monthly luncheon meetings, including reserving the luncheon space, working with the caterer, facilitating registration, coordinating audio-visual needs, and providing onsite staff assistance;
2. Registration, sponsorship, billing, and general event planning and support for the annual AIA Minneapolis Golf Outing;
3. Staff support for committees of AIA Minneapolis;
4. Staff support for the Merit Awards Program;
5. Staff support for the Heritage Preservation Commission Awards Program;
6. Staff support for other AIA Minneapolis events (e.g., the bowling event); and
7. Coordination of attendance at the annual “Big Sibs” convening of large local components of AIA National.

Additional services to be provided by AIA Minnesota to AIA Northern Minnesota:

AIA Minnesota agrees to provide the following additional services for AIA Northern:

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Memorandum of Understanding for AIA Member Services, Revenue Distribution & Component Partnership in Minnesota
1. Coordination of meetings as requested, potentially including reserving space, accepting reservations, working with onsite personnel, catering, etc.;
2. Facilitation of the delivery of various types of continuing education programs within and for the AIA Northern geographic area, including program development, speaker selection and coordination, writing of learning objectives, promotion, registration, collection of information needed for AIA National continuing education credit, etc.; and
3. Staff support, in conjunction with a designated representative of AIA Northern, for the annual Joint Board Meeting held within the boundaries of AIA Northern, the primary purpose of which is for the AIA Minnesota Board of Directors and the members and Board of Directors of AIA Northern to have an annual opportunity to connect and share information.

Additional services to be provided by AIA Minnesota to AIA Saint Paul:

AIA Minnesota agrees to provide the following additional services for AIA St. Paul:
1. Day-to-day financial services, including receiving and paying bills, invoicing, receiving bank and investment statements, and preparation of monthly financial reports according to generally accepted accounting guidelines;
2. Staff support, in conjunction with a designated representative of AIA St. Paul, for the Food for Thought luncheons, including reserving the luncheon space, working with the caterer, facilitating registration, coordinating AV, and providing onsite staff assistance;
3. Staff support for committees of AIA St. Paul;
4. Staff support for the Heritage Preservation Commission Awards Program;
5. Staff support for the St. Paul Prize Competition; and
6. Staff support for the annual Holiday Party.

Conditions

AIA Minnesota will provide the space, materials, and equipment necessary for staff to perform work for the local chapters, as outlined in this MOU. The majority of the work for the local chapters will be performed at the AIA Minnesota office. As necessary, AIA Minnesota staff will attend various meetings located within the specific chapter boundaries to help facilitate execution of roles and responsibilities. Most work will be conducted on an annual calendar basis. Completion and acceptance of the services provided by AIA Minnesota to the local chapters is ongoing.
Also, the geographic areas to be served by each local chapter will remain as defined in 1987 (see the attached map), definitions that are reflected in the bylaws of each local chapter.

Financial Terms

AIA Minnesota provides the services outlined in this MOU and in the Core Member Services documentation (see attachment). In recognition of the services provided by AIA Minnesota to each local chapter the following financial arrangement is agreed upon by each of the Parties:

- **AIA Minneapolis** will pay AIA Minnesota a specified amount to be determined on an annual basis (as of 2015, that amount is $12,000, paid in quarterly installments of $3,000) and 100% of their revenue share from AIA National (as of 2015, that revenue share number is $13,491.57).

- **AIA Northern** will receive 100% of their revenue share from AIA National (as of 2015, that revenue share number is $1,011.15). In recognition of the distance AIA Northern members are from the AIA Minnesota office and therefore their more limited access to services and state events, the dues rate for AIA Northern members is adjusted as follows: the AIA Minnesota dues are lower than those paid by AIA Minneapolis and AIA St. Paul members, and the AIA Northern dues are higher than those local dues paid by AIA Minneapolis and AIA St. Paul. Additionally, in recognition of the more limited revenue capacity of AIA Northern, AIA Minnesota will not assess any administrative fees to AIA Northern for services provided to the chapter by AIA Minnesota staff.

- **AIA St. Paul** will pay AIA Minnesota a specified amount to be determined on an annual basis (as of 2015, that amount is $4,000) and 100% of their revenue share from AIA National (as of 2015, that revenue share number is $3,707.53).

In summary:

<table>
<thead>
<tr>
<th>Local Chapter</th>
<th>Percentage of AIA National Revenue Share Received by Local Chapter</th>
<th>Percentage of AIA National Revenue Share Provided by Local Chapter to AIA Minnesota</th>
<th>Additional Payment Made from Local Chapter to AIA Minnesota (as of 2015; reviewed and adjusted annually)</th>
</tr>
</thead>
<tbody>
<tr>
<td>AIA Minneapolis</td>
<td>0%</td>
<td>100%</td>
<td>$12,000 per year</td>
</tr>
<tr>
<td>AIA Northern</td>
<td>100%</td>
<td>0%</td>
<td>Not Applicable</td>
</tr>
<tr>
<td>AIA St. Paul</td>
<td>0%</td>
<td>100%</td>
<td>$4,000 per year</td>
</tr>
</tbody>
</table>
Also, the issue of fiscal disparities and variations in distance from member services provided by AIA Minnesota will be further addressed by those members of AIA Minneapolis and AIA St. Paul who are located more than 100 miles from the AIA Minnesota office paying a lower AIA Minnesota dues rate. Additionally, there will be no difference in the dues charged by the two metropolitan chapters of AIA Minneapolis and AIA St. Paul (in order to ensure that a member's choice of local metropolitan chapter is not influenced by a difference in dues).

Each of the local chapters may choose to make additional financial contributions to AIA Minnesota in recognition of various efforts that benefit their local chapter members. For example, in 2014 AIA Minneapolis contributed $1,000 to AIA Minnesota in recognition of extra staff efforts for the AIA Minneapolis Golf Outing (efforts which resulted in greater net revenue for the event). In 2013 and 2014, AIA Minneapolis and AIA St. Paul made contributions to AIA Minnesota to help fund the redesign of the AIA Minnesota website, which includes visibility and information for each local chapter. (AIA Minneapolis contributed a total of $10,000 and AIA St. Paul contributed a total of $3,000.)

**Term of MOU**

This MOU will commence on January 1, 2016 and will dissolve on December 31, 2018, or at the end of the components’ accreditation period, whichever is later. This MOU may be extended upon written mutual agreement of all Parties.

**General Provisions**

The Parties acknowledge that they must be able to fulfill their responsibilities under this MOU (including those outlined in the attached Core Member Services documentation) in accordance with the provisions of the law and regulations that govern their activities. The Parties assume full responsibility for their performance under the terms of this MOU.

This MOU is the complete agreement between AIA Minnesota and AIA Minneapolis, AIA Northern Minnesota, and AIA Saint Paul.

**Amendment or Cancellation**

This MOU may be amended or modified at any time in writing by mutual, signed consent of each Party who is affected. Such amendments or modifications shall be recorded in writing with a copy sent immediately to the Secretary of AIA National. Amendments affecting the
distribution of AIA National revenues will become effective in the first quarter of the following calendar year.

The Parties will confer in good faith to promptly resolve any dispute between them. In the event that the Parties are unable to resolve the dispute, the matter may be mediated with the assistance of AIA National. Any disputes that are not resolved through this process will be submitted for decision to the Secretary of AIA National, who will have authority to take whatever action he or she may find appropriate.

**Authorization**

Each component will become a Party to this MOU upon its execution by the following duly authorized representatives of the components.

Component Name: **AIA Minnesota**  
Component Address: 275 Market Street, Suite 54, Minneapolis, MN 55405

**President, AIA Minnesota**
Signature: ________________________________
Name: Tim Dufault, AIA
Date: ________

**President-elect, AIA Minnesota**
Signature: ________________________________
Name: Michelle Mongeon Allen, AIA
Date: ________

**Executive Vice President, AIA Minnesota**
Signature: ________________________________
Name: Mary-Margaret Zindren, CAE
Date: ________

Component Name: **AIA Minneapolis**  
Component Address: 275 Market Street, Suite 54, Minneapolis, MN 55405

**President, AIA Minneapolis**
Signature: ________________________________
Name: Matt Johnson, AIA
Date: ________

President-elect, AIA Minneapolis
Signature: ________________________________
Name: Michael Schellin, AIA
Date: ________

Component Name: AIA Northern Minnesota
Component Address: 275 Market Street, Suite 54, Minneapolis, MN 55405

President, AIA Northern Minnesota
Signature: ________________________________
Name: Kevin Holm, AIA
Date: ________

President-elect, AIA Northern Minnesota
Signature: ________________________________
Name: Tari Rayala, AIA
Date: ________

Component Name: AIA Saint Paul
Component Address: 275 Market Street, Suite 54, Minneapolis, MN 55405

President, AIA Saint Paul
Signature: ________________________________
Name: Sara Guyette, AIA
Date: ________

President-elect, AIA Saint Paul
Signature: ________________________________
Name: Steven Wolf, AIA
Date: ________

Memorandum of Understanding for AIA Member Services, Revenue Distribution & Component Partnership in Minnesota
BYLAWS
AIA MINNESOTA
A STATE ORGANIZATION OF THE AMERICAN INSTITUTE OF ARCHITECTS
Proposed revisions approved by AIA Minnesota Board of Directors July 10, 2015 (with additional clean-up revisions approved August 12, 2015 via electronic vote)

Except for the titles of the clauses, **underlined indicates new text**

ARTICLE 1
ORGANIZATION

1.0 GENERAL PROVISIONS

1.01 Name. The name of this organization is American Institute of Architects Minnesota, hereafter referred to as **AIA Minnesota**. Except for reports to government and other instances requiring official identification, the commonly used name for this organization shall be AIA Minnesota.

1.011 Related Institute Organizations. In these bylaws the governing board of **AIA Minnesota** is referred to as the Board of Directors, The American Institute of Architects is referred to as the Institute, **North Central States Region is referred to as the Region**, and the Board of Directors of the Institute as the AIA Board.

1.02 Purposes. AIA Minnesota is the voice of the architecture profession within the state dedicated to serving its members, advancing their value and improving the quality of the built environment. The purposes of AIA Minnesota shall be to promote and forward the purposes of The American Institute of Architects within the assigned territory of **AIA Minnesota**. The Institute purposes 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. *(AIA Bylaws Section 1.02 and 4.03)*

1.03 Domain. AIA Minnesota shall be the statewide representative of and unifying body for the various Chapters of the Institute chartered within **AIA Minnesota’s** domain of the State of Minnesota on matters of statewide interest affecting the interests of such Chapters.

1.04 Organization. AIA Minnesota is a non-profit membership corporation incorporated in the State of Minnesota on June 7, 1935, and is a successor to the Minnesota Chapter, the American Institute of Architects, and unincorporated association duly chartered by the Institute on February 20, 1892.

1.05 Authority. AIA Minnesota shall represent and act for the Institute membership on state matters under a charter issued by the AIA Board. *(AIA Bylaws Section 4.05)* The Institute and **AIA Minnesota** 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 **AIA Minnesota** execute a written agreement to that effect.

1.06 Conformity with Institute Policy. No act of **AIA Minnesota** shall directly or indirectly nullify or contravene any act or policy of the Institute. *(AIA Bylaws Section 4.052 and 4.472)* **AIA Minnesota** shall cooperate with the other State Components within the Region.
1.1 AFFILIATIONS WITH OTHER ORGANIZATIONS

1.11 Purpose of Affiliations. AIA Minnesota may affiliate, cooperate, collaborate or otherwise associate with any organization of the design and construction industry operating within the State of Minnesota that is not used or maintained for financial gain, price fixing or political purposes, if and while the purposes of AIA Minnesota 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 AIA Minnesota and the affiliated organization.

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

1.122 Limitations. No affiliated organization shall have any voice in the affairs of AIA Minnesota and shall not bind or obligate AIA Minnesota 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 AIA Minnesota, and may speak at the invitation of the presiding officer.

1.2 ENDORSEMENTS

Neither AIA Minnesota, nor the Board of Directors, any AIA Minnesota committee, nor any of its officers, directors, committee members or employees, in an official capacity as such, shall approve, sponsor or endorse, either directly or indirectly, any material of construction or any method or manner of handling, using, distributing or dealing in any material or product.

ARTICLE 2
MEMBERSHIP

2.0 GENERAL PROVISIONS

2.01 Categories of Membership. The membership of AIA Minnesota shall consist of:

2.011 The Architect and Associate members of the Institute who have been assigned to AIA Minnesota or to any Chapter within the State of Minnesota (AIA Bylaws Section 4.14), or who have been admitted to unassigned membership in AIA Minnesota, or its component Chapters and

2.012 The Allied, Student and Honorary members AIA Minnesota may admit as provided in Sections 2.34 through 2.36.
2.02 Definitions. In these bylaws, Architect and Associate members who have been assigned to AIA Minnesota by the Institute are referred to as “assigned members.” The term “unassigned member” shall refer to members assigned to other state organizations or chapters who have been admitted to membership in AIA Minnesota pursuant to Section 2.2 of these bylaws. The term “Allied” shall refer to Allied members, and the terms “Student” and “Honorary” shall refer to Student and Honorary members. The term “member,” if not otherwise qualified, shall refer to all persons in all classes of membership in AIA Minnesota.

2.03 Qualifications. AIA Minnesota shall not establish qualifications in addition to, or which vary from, the Institute’s policies for membership. (AIA Bylaws Section 4.053)

2.04 Enrollment of Members. Every member assigned to or admitted by AIA Minnesota shall be duly notified to that effect by AIA Minnesota. New memberships will be announced in AIA Minnesota’s official publication. (AIA Bylaws Section 3.14)

2.05 Annual Dues and Assessments. Every member of AIA Minnesota shall pay the fixed annual dues and assessments of AIA Minnesota as determined in Article 3. (AIA Bylaws Section 3.15)

2.06 Resignations. Any member may resign from AIA Minnesota by presenting a written resignation to the Secretary. The resignation of an assigned member, if the Secretary finds the member eligible to resign, 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. (AIA Bylaws Sections 2.081)

2.07 Good Standing Defined. A member is not in good standing in AIA Minnesota if and while in default of dues or other obligations to AIA Minnesota or the Institute. (AIA Bylaws Section 2.04)

2.08 Loss or Suspension of Interests, Rights and Privileges. A member who resigns, or is suspended or terminated by the Institute loses all rights in AIA Minnesota and the Institute, including any right to use the AIA Minnesota’s or the 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 AIA Minnesota. (AIA Bylaws Sections 2.04, 2.084-2.085)

2.1 ASSIGNED MEMBERS

2.11 General. The qualifications, rights and privileges of assigned Architect and Associate members shall be as provided in the Institute Bylaws. (AIA Bylaws Sections 2.02 and 4.055)

2.12 Action on Applications. Whenever an application for membership in the Institute and assignment to AIA Minnesota is filed with AIA Minnesota, the Executive Vice President shall promptly complete the application and forward it to the Institute. Where the applicant is ineligible under AIA Bylaws, AIA Minnesota will send a recommendation to the Institute Secretary to deny the application. (AIA Bylaws Section 2.052)

2.13 Admission Fees Prohibited. An assigned member shall not pay any admission or initiation fee for membership in AIA Minnesota. (AIA Bylaws Sections 4.15, 4.32 and 4.473)
2.14 **Termination.** Assigned membership in AIA Minnesota is terminated by the death of the member, resignation or termination of membership in the Institute, or reassignment of the member to another State Organization or non-Minnesota chapter. *(AIA Bylaws Section 2.08)*

2.15 **Emeritus Members.** A member who is granted Emeritus status in accordance with the Institute Bylaws shall automatically become an Emeritus member of AIA Minnesota. *(AIA Bylaws Section 2.31)* All rights, interest, privileges, titles, liabilities and obligations of such members, other than the payment of regular and supplemental dues, shall remain unchanged. *(AIA Bylaws Section 2.32)*

2.2 **UNASSIGNED MEMBERS**

2.21 **Admission.** AIA Minnesota, without action by the Institute, shall 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.** An unassigned member shall be subject to all regulations and shall have all rights in AIA Minnesota of an assigned member, except that an unassigned member shall not vote on matters described in Section 5.24 of these bylaws, nor represent AIA Minnesota as a delegate or otherwise at any meeting of the Institute. *(AIA Bylaws Section 2.074)*

2.23 **Termination.** Unassigned membership in AIA Minnesota 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 AIA Minnesota as provided in Section 3.32.

2.3 **ALLIED, STUDENT AND HONORARY MEMBERS**

2.31 **Admission.** Every application for admission to Allied, Student or Honorary membership in AIA Minnesota shall be promptly acted upon by the Executive Vice President.

2.32 **Termination.** Allied, Student or Honorary 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 Student member for indebtedness as provided in Section 3.32 or may, by two-thirds vote, terminate an Allied, Student or Honorary member for conduct detrimental to the interests of AIA Minnesota.

2.33 **Rights and Privileges of Allied, Student and Honorary Members.** Allied, Student and Honorary members in good standing:

- **2.331** May serve as a member of any committee of AIA Minnesota that does not perform any of the duties of the Board of Directors;

- **2.332** May attend, speak and make motions but shall not vote at any meeting of AIA Minnesota;

- **2.333** Shall not be eligible to serve as an officer of AIA Minnesota, and may serve as director of AIA Minnesota only as specifically allowed in Article 6 of these Bylaws;
2.334 Except as specifically allowed by Sections 2.35 or 2.362, (regarding the manner in which they represent their membership status) below, may not in any way use the name, initials, seal, symbol or insignia of AIA Minnesota or of the Institute.

(AIA Bylaws 4.143).

2.34 Allied Members. Individuals not otherwise eligible for membership in the Institute or AIA Minnesota 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 AIA Minnesota believes will provide a meaningful contribution by reason of their employment or occupation. (AIA Bylaws 4.141)

2.35 Student Member - Qualifications. Student members shall be undergraduate or postgraduate students of architecture schools, or secondary school students, within the territory of AIA Minnesota. (AIA Bylaws 4.142). Student members may use the title “Student Member of AIA Minnesota.”

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

2.361 Nomination and Admission. A person eligible for Honorary 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 member.

2.362 Rights and Privileges. In addition to the rights and privileges set forth in Section 2.33 above, Honorary members of AIA Minnesota may use the title “Honorary Member of AIA Minnesota,” and shall not pay any admission fee or annual dues nor be subject to any assessment.

ARTICLE 3
DUES, FEES AND ASSESSMENTS

3.0 ANNUAL DUES

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

3.02 Amount of Annual Dues. The Board of Directors may fix, before the end of any fiscal year, the annual dues to be paid by each category of member, including firm assessments, for the immediately succeeding fiscal year provided such increase is no more than 10%. Increases more than 10% must be approved by an annual or special meeting of the membership.

3.03 Dues Upon Admission. A newly admitted assigned, Student or Allied member shall pay full annual dues, prorated quarterly, except that those admitted during the last quarter
of the year shall not pay dues for the year in which they are admitted, but shall pay the following year’s dues in full and in advance upon admission.

3.04 Hardship Dues Reduction. The Board of Directors may, in exceptional circumstances, waive all or any part of the annual dues of any member owed to AIA Minnesota. 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. (AIA Bylaws Section 3.12)

3.05 Exemptions. Emeritus members and Honorary members shall pay no dues or assessments to AIA Minnesota.

3.1 ASSESSMENTS

3.11 Special Assessments.

3.111 Authority. AIA Minnesota, by the concurring vote of not less than two-thirds of the total number of assigned members present at a meeting, may levy a special assessment on its members. The amount of the special assessment on a member in any fiscal year shall not exceed 50 percent of the amount of the annual dues required to be paid by such member for that year.

3.112 Notice of Assessment. Notice of the intention to levy a special 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 AIA Minnesota at which the proposed assessment is to be voted on.

3.12 Firm Assessments. Payment of firm assessments is mandatory by all private architectural or architectural/engineering firms whose principals include AIA members. Failure to make payment on such firm assessment shall result in the membership termination of the firm’s principals and those individuals who have ownership in the firm.

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, including firm assessments against a firm in which the member is an owner or principal, on or before the date fixed for payment shall be in default for the unpaid amount.

3.23 Notice of Default to Member. Every member who is in default to AIA Minnesota shall be given 30 days notice in writing of impending termination because of said default.

3.3 TERMINATION OR SUSPENSION FOR DEFAULT OF DUES OR ASSESSMENTS

3.31 Assigned Members. At appropriate intervals, the Secretary of AIA Minnesota shall receive from the Institute Secretary a list of all assigned members in default to AIA Minnesota with the amount of such default and request termination of those memberships.
3.32 Unassigned Members and Allied or Student Members. If an unassigned member or Allied or Student member is in default to AIA Minnesota 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.

ARTICLE 4
AIA MINNESOTA RELATIONSHIP TO OTHER INSTITUTE ORGANIZATIONS

4.0 THE INSTITUTE

4.01 Delegates to Institute Meetings. AIA Minnesota shall select the delegates to represent the assigned membership at meetings of the Institute from among the assigned members of AIA Minnesota in the number prescribed in the Institute Bylaws as follows (AIA Bylaws Section 5.213):

4.011 The member delegates shall be appointed from among the assigned members of AIA Minnesota by the Board of Directors, except that no more than one-third of AIA Minnesota’s delegation shall be Associates.

4.02 Nomination and Election of Regional Representative(s). The Board of Directors of AIA Minnesota shall appoint the Regional Representative(s) to the Strategic Council for AIA Minnesota’s region in the manner provided by the rules and policies of the Region, (AIA Bylaws Section 4.42)

4.1 THE REGION

4.11 AIA Minnesota Representation in the Region. AIA Minnesota shall participate in the Region in the manner provided in accordance with the rules and policies of that organization or as agreed to with other members of the Region. The President, or another member appointed by the Board of Directors, shall represent the members of AIA Minnesota at meetings of the Region.

4.12 Delegates to Regional Meetings. The assigned members in good standing of AIA Minnesota shall be represented at meetings of the Region by delegates selected from among the assigned members of AIA Minnesota as follows:

4.121 AIA Minnesota delegates to meetings of the Region shall be selected from among the assigned members of Minnesota by the Board of Directors.

ARTICLE 5
AIA MINNESOTA MEETINGS

5.0 REGULAR, ANNUAL AND SPECIAL MEETINGS

5.01 Annual Meeting. AIA Minnesota shall hold an annual meeting during its annual convention for the purpose of electing the officers and the Associate director to succeed those whose terms are about to expire; for receiving the annual reports of the Board of Directors and the Treasurer; and for the transaction of such other business as may be appropriate.
5.02 Special Meetings. A special meeting of AIA Minnesota may be called by the President or the Board of Directors or shall be called by the President at the written request of not less than five percent of the total number of AIA Minnesota’s 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.

5.1 NOTICE, QUORUM, MINUTES FOR AIA MINNESOTA MEETINGS

5.11 Notice of AIA Minnesota Meetings. A notice of each meeting of AIA Minnesota, stating the date, time and place where the meeting will be held, shall be given by the Secretary, personally or by direct or electronic mail, to each member entitled to vote at the meeting. Notice shall be given not less than ten days before the date fixed for the meeting. Notice is sufficient if published in the AIA Minnesota newsletter and sent to members in time for them to receive it at least ten days prior to the meeting.

5.12 Quorum at Meetings. At any meeting of AIA Minnesota, five percent of the membership entitled to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

5.13 Minutes of Meetings. Written minutes of every meeting of AIA Minnesota, 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 AIA Minnesota and thereafter filed in AIA Minnesota’s records.

5.2 DECISIONS AT MEETINGS, ELIGIBILITY FOR VOTING

5.21 Majority Vote. Every decision at an AIA Minnesota 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 AIA Minnesota.

5.24 Limitations on Voting Eligibility. Only assigned members in good standing may vote on the following matters: (AIA Bylaws Sections 2.074 and 4.055)

5.241 Matters so designated elsewhere in these bylaws;

5.242 Instructions to delegates;

5.243 Any matters relating to membership;

5.244 Voting on dues and assessments for Architect members shall be limited to Architect members;

5.245 Other matters relating to the government, meetings, affiliations, budget and finances of the Institute.
5.25 Mail Ballot. If authorized by the Board of Directors any vote that may be taken at a meeting of AIA Minnesota may be taken by direct or electronic mail ballot of the members of AIA Minnesota, provided that the matters voted on have been introduced and discussed at a regular or special meeting of AIA Minnesota.

ARTICLE 6
THE BOARD OF DIRECTORS

6.0 AUTHORITY OF BOARD OF DIRECTORS

6.01 Powers. The business of AIA Minnesota shall be managed by the Board of Directors, which shall be composed of the officers and directors of AIA Minnesota and shall exercise all authority, rights and powers granted to it by the laws of the State of Minnesota, the articles of incorporation and by these bylaws.

6.011 Custodianship. The Board of Directors shall be and act as the custodian of the properties and interests of AIA Minnesota except those specifically placed by these bylaws in the custody of or under the administration of the Treasurer. Within the appropriations made therefore, the Board of Directors shall do all things required and permitted by these bylaws to forward the purposes of AIA Minnesota.

6.012 Implementation. The Board of Directors shall implement all general policies, directions and instructions adopted at all meetings of AIA Minnesota.

6.02 Delegation of Authority. Neither the Board of Directors nor any officer or director of AIA Minnesota 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.

6.021 Executive Committee. There shall be an Executive Committee of the Board composed of the President, President-elect, the immediate Past President, Secretary, and Treasurer of AIA Minnesota and the President of each Chapter.

6.022 Quorum. A quorum of the Executive Committee shall consist of a majority of its members.

6.023 Function. The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors. The Executive Committee shall not originate any major policy or take any action that would conflict in whole or in part with any action of the Board of Directors or of any meeting of AIA Minnesota or any rule or policy of the Institute.

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

6.1 COMPOSITION OF THE BOARD/ELECTION OF OFFICERS AND DIRECTORS

6.11 Composition. The Board of Directors of AIA Minnesota shall be composed of the following persons:
6.111 All officers of AIA Minnesota shall be members of the Board of Directors;

6.112 The President and President-elect of each Chapter shall be a member of the Board of Directors;

6.113 Each Chapter shall have up to two additional members of the Board of Directors, each of whom shall be an Architect member or Associate member.

6.114 The Dean of the College of Design at the University of Minnesota or the Head of the University of Minnesota School of Architecture shall be a member of the Board of Directors;

6.115 There shall be at least one member of the Board of Directors who is an Associate member;

6.116 There shall be one member of the Board of Directors who is a Student member, and who is the current President of the University of Minnesota chapter of the American Institute of Architecture Students organization;

6.117 There may be one member of the Board of Directors who is a Public member, as appointed by the above Board members.

6.12 Nominations. On an annual basis, the Nominating Committee shall prepare a slate of candidates for officers and the Associate directorship and shall present the slate to the Board of Directors at a Board meeting prior to the annual meeting for the Board of Directors’ review and approval. This slate shall be presented to the members prior to the annual meeting. Nominations for each office and for the Associate directorship of AIA Minnesota may also be made at the annual meeting from the floor.

6.121 Nominating Committee. The Nominating Committee shall be composed of the President, the President-elect and the Immediate Past President of AIA Minnesota, and the President of each Chapter.

6.13 Elections. The nominee for an office or the Associate directorship who receives a majority of the votes cast at the annual meeting shall be elected thereto. If there is only one nominee for any office or the directorship, the Secretary may be directed by the meeting to cast a vote for the full number of votes of the meeting for that nominee, whereupon the President shall declare the nominee to be elected by acclamation.

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

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

6.16 Allied and Honorary Members. No more than two members of the Board of Directors may be an Allied or Honorary member of AIA Minnesota.

6.2 TERMS OF OFFICE OF OFFICERS AND DIRECTORS

6.21 Term. Each officer and director shall serve a term of one year or until a successor has qualified.
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, the Board of Directors shall fill the vacancy for the unexpired term of office, except that the President-elect shall fill any vacancy in the office of President.

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 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.

6.25 **Associate Director.** An Associate Director shall complete his/her term of office should they become a licensed architect during his/her term.

6.3 **OFFICERS**

6.31 **Officers.** The officers of AIA Minnesota shall be the President, President-elect, Secretary, Treasurer and immediate Past President.

6.32 **The President.** The President shall exercise general supervision over the affairs of AIA Minnesota, 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 AIA Minnesota, of the Executive Committee and of the Board of Directors; appoint, with the concurrence of the Board of Directors, all committee chairpersons; have charge of and exercise general supervision over the Executive Vice President of AIA Minnesota, and shall perform all other duties usual and incidental to the office.

6.321 **Authority.** The President shall act as spokesperson of AIA Minnesota 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 AIA Minnesota unless the obligation or commitment has been specifically authorized by the Board of Directors.

6.33 **The President-elect.** The 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 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 AIA Minnesota 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 AIA Minnesota, except property that is placed under the charge of the Treasurer; issue all notices of AIA Minnesota; keep its membership roll; sign all instruments and matters that require the attestation or approval of AIA Minnesota, except as otherwise provided in these bylaws; keep its seal, and affix it on such instruments as require it; prepare the reports to regular meetings of the Board of Directors and AIA Minnesota; in collaboration with the President, have charge of all matters pertaining to the
meetings of AIA Minnesota, and shall perform all other duties usual and incidental to the office.

6.341  Reports. The Secretary shall furnish the Institute, and the Region 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 AIA Minnesota 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 the assistant Secretary (Bylaws 8.011) or other assistant employed by AIA Minnesota the actual performance of any or all duties as recording or corresponding secretary, but shall not delegate responsibility for the property of AIA Minnesota, 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 AIA Minnesota; chair the Finance Committee; prepare the budgets, collect amounts due AIA Minnesota, 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 AIA Minnesota and a written report to each regular meeting of the Board of Directors. Each of said reports shall set forth the financial condition of AIA Minnesota, 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 AIA Minnesota.

6.352  Delegation of Authority. The Treasurer shall not authorize any person to sign any order, statement, agreement, check or other financial instrument of AIA Minnesota that requires the signature of the Treasurer, unless such delegation is expressly permitted in these bylaws. The Treasurer may delegate to the assistant Treasurer (Bylaws 8.011) or other assistant employed by AIA Minnesota the actual performance of any or all duties as Treasurer, but shall not delegate responsibility for the property of AIA Minnesota, 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 AIA Minnesota or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

6.36  Officer Pro Tem. If any officer is absent or unable to act, the Board of Directors may elect from its membership a chair pro tem, a secretary pro tem or a treasurer pro tem, as necessary, who shall serve until the regularly elected officer is able to act, and during such period shall perform the duties and exercise the power and authority of the office.

6.37  Limitations. Only Architect members or Associate members shall be officers of AIA Minnesota.
6.4 MEETINGS OF THE BOARD OF DIRECTORS

6.41 Meetings Required. The Board of Directors will meet in a regular or special meeting to transact business. Any one or more members of the Board of Directors may participate in a meeting of the Board by conference telephone or a similar device that allows all persons participating in the meeting to hear one another at the same time. Notwithstanding the foregoing, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent to the action in writing.

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. The Secretary shall issue a written call and notice of each special meeting, by direct or electronic mail, 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, provided all Board members consent in writing.

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, the vote of a majority of the Board of Directors 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 AIA Minnesota’s records.

6.5 REPORTS OF THE BOARD OF DIRECTORS

6.51 Report to Members. The Board of Directors shall render a full report in writing to each annual meeting of AIA Minnesota of the condition, interests, activities and accomplishments of AIA Minnesota, making such recommendations with respect thereto as it deems proper.

6.52 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 TASK FORCES

The Board of Directors may form committees and task forces to carry out the work of AIA Minnesota. The charge and duration of each committee or task force shall be determined by the Board of Directors. The chairpersons of committees and task forces shall be appointed by the President and President-elect, and the membership of committees and task forces will be established by the Board of Directors with the concurrence of the Board of Directors. 

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7.0 FINANCES

7.01 Budgets and Appropriations. Before the end of the first month of every fiscal year, the Board of Directors shall adopt an annual budget showing in detail the anticipated income and expenditures of AIA Minnesota for the fiscal year.

7.02 Expenditure Limitations.

7.021 General. No member, officer, director, committee, commission, employee or agent of AIA Minnesota shall have any right, authority or power to expend any money of AIA Minnesota, incur any liability for or in its behalf, or make any commitment that will or may be deemed to bind AIA Minnesota 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 AIA Minnesota.

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 AIA Minnesota 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 AIA Minnesota’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 Review of Financial Records. At appropriate intervals, the Board of Directors shall employ a certified public accountant firm to prepare an audit of the financial records of AIA Minnesota as the basis for a financial report to the members.

7.04 Fiscal Year. The fiscal year of AIA Minnesota shall be the calendar year.

7.1 REAL AND PERSONAL PROPERTY

7.11 Authority. In order to carry on its affairs and exercise its powers AIA Minnesota 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 AIA Minnesota; it shall not accept any gift, bequest or devise that will not promote the purposes of AIA Minnesota, or that will place an undue financial or other burden on AIA Minnesota.

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 AIA Minnesota. (AIA Bylaws Section 7.2)

7.3 INSTITUTE PROPERTY INTERESTS
7.4 DISSOLUTION

In the event that AIA Minnesota is legally dissolved, there shall be no distribution of assets to the benefit of any member. In the event of dissolution of AIA Minnesota, all remaining assets, if any, after payment of all liabilities of AIA Minnesota shall become the property of the Minnesota Architectural Foundation. In the event of the dissolution of the Minnesota Architectural Foundation has occurred prior to dissolution of AIA Minnesota, then upon dissolution of AIA Minnesota, all its assets shall be distributed to the University of Minnesota, College of Design, School of Architecture and Landscape Architecture after payment of all AIA Minnesota debts existing at the time.

ARTICLE 8
GENERAL PROVISIONS

8.0 EXECUTIVE OFFICE

8.01 Executive Vice President. The administrative and executive offices of AIA Minnesota shall be in the charge of the Executive Vice President, who shall be employed by AIA Minnesota, and be selected by and report to the Board of Directors. The Executive Vice President shall be responsible for the administration of the affairs of AIA Minnesota and such other duties as the Board of Directors may assign. Specifically, the Executive Vice President shall:

8.011 Serve as assistant Secretary and assistant Treasurer to perform such duties as the Secretary and Treasurer may delegate;

8.012 Employ such staff as the Board of Directors may authorize as may be necessary to perform the duties assigned by the Board of Directors;

8.013 Attend all meetings of the Board of Directors and its Executive Committee as a member ex officio without vote;

8.014 Make reports to the Board of Directors on the affairs and business of AIA Minnesota when requested by the Board of Directors.

8.02 Executive Vice President Performance Review and Compensation Committee. The Executive Vice President’s performance and compensation shall be as annually reviewed and revised, as appropriate, by the Executive Vice President Performance Review and Compensation Committee which shall be composed of AIA Minnesota’s President, President-elect, and immediate Past President.

8.1 RECORDS OPEN TO MEMBERS

The correspondence and the minute books, the Treasurer’s books of account and the Secretary’s records of AIA Minnesota, except confidential matters relating to membership applications and bestowal of Honorary memberships, shall be open to inspection at the executive offices of AIA Minnesota during the business hours fixed by the Board of Directors, by any member of AIA Minnesota in good standing.
8.2 PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, Newly Revised shall supplement the rules and regulations adopted by AIA Minnesota and shall govern AIA Minnesota, the Board of Directors, and AIA Minnesota’s 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 AIA Minnesota or by AIA Minnesota’s 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 AIA Minnesota shall not be personally liable for its debts, obligations or liabilities.

8.32 Indemnification. If a director or officer of AIA Minnesota is made a party to any civil or criminal action or proceeding arising from the performance by the director or officer of his or her duties on behalf of AIA Minnesota, then, to the full extent permitted by law, the Board of Directors by affirmative vote of a quorum of its members who are not parties to the action or proceeding, may indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, settlements, and reasonable expenses, including attorney’s fees actually and necessarily incurred, in connection with the action or proceeding.

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

ARTICLE 9
AMENDMENTS

9.0 AMENDMENTS AT MEETINGS OF AIA MINNESOTA

Section 9.01 Notice of Proposed Amendments to Articles and Bylaws, Vote of Membership. The Articles of Incorporation or these Bylaws may be amended at any meeting of AIA Minnesota by a two-thirds (2/3) vote of the members present, 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 thirty (30) days prior to the date of the meeting.

9.02 Bylaws Relating to Assigned Members. It shall require a vote of not less than two-thirds of the assigned members of AIA Minnesota who are present at the meeting to amend a bylaw relating to such assigned members.

9.1 AMENDMENTS BY THE BOARD OF DIRECTORS

9.11 Conformity with Institute Bylaws. The Board of Directors, without action by a meeting of AIA Minnesota, 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 at the request of the Secretary of the Institute for review for conformity with Institute Bylaws. (AIA Bylaws Section 4.06)
9.12 Delegation of Authority. The Board of Directors shall be authorized to amend the provisions of these Bylaws and the Articles of Incorporation of AIA Minnesota by a two-thirds (2/3) vote of the Board, provided that notice of the proposed amendment and the meeting at which it will be voted on is given to the Board not less than thirty (30) days prior to the date of the meeting.

CERTIFICATE

The foregoing Amendment was adopted by a majority vote of the Board of Directors at a meeting duly held on July 10, 2015 at which a quorum of the Board was present. It was adopted by a majority vote of the members at the annual meeting duly held on [insert date of annual meeting] at which a quorum of the membership was present.

Ann Voda Nathan Johnson, AIA Secretary, AIA Minnesota
5.242 Elections of Institute Directors Regional Representative(s) to the Strategic Council; delegates to meetings of the Institute and the Regional and State Organization;

6.112 The immediate Past President of this Society shall be a member of the Board of Directors for a term of one year; [NOTE: Deleting this since immediate Past President is identified as an Officer in 6.31 and therefore is included in above]

in accordance with the following schedule:

<table>
<thead>
<tr>
<th>Number of Assigned Chapter Members</th>
<th>Number of Chapter Directors In Addition to President</th>
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<tbody>
<tr>
<td>0-99</td>
<td>1</td>
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<tr>
<td>100-199</td>
<td>2</td>
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<td>200-399</td>
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<td>400 or more</td>
<td>4</td>
</tr>
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7.05 Trusteeship. This Society may act as trustee for scholarships, endowments or trusts of a philanthropic nature.
During this past year the AIA advanced several initiatives to assure that our organization remains a relevant and positive voice for our profession. Our organization continues to focus its work around three key themes of importance to our profession’s success and livelihood. They are 1) Elevate public awareness; 2) Advocate for the profession; and 3) Create and expand the sharing of knowledge.

The newly formed Strategic Council, a result of a change in our governance, is providing visionary leadership and strategic direction for the Institute. A significant accomplishment in 2015 was the development of a new strategic plan to guide the AIA over the next five years and beyond. Strategic initiatives include:

- **Knowledge:** A renewed commitment to advancing knowledge to increase the architect’s value to clients and their communities.
- **Prosperity:** An initiative to advance resources and opportunities for practitioners in firms of all sizes to promote successful practices.
- **Sustainability:** A top priority to grow sustainability resources in the areas of Energy, Materials, Design & Health, and Resilience.
- **Workforce:** A commitment to enhancing workforce development, career opportunities, work experiences, and firm culture.

As it envisions the future of architectural practice, the Strategic Council is studying several key issues and opportunities through a subcommittee structure. Small working groups are focused on the topics of Business Model Innovation, Organizational Culture, Diversity, Relevance of the Profession, and Awards and Honors.

The AIA Strategic Council, Board of Directors, Institute Management, and Knowledge Communities are working collaboratively so that our organization continues to effectively serve the present and future needs of our 85,000 members. In turn, we architects passionately serve the needs of clients and communities. Through the collective work of AIA Minnesota architects, people’s daily lives are positively impacted as a result of resilient, well-designed homes, buildings, and neighborhoods. More people are Looking Up – To Architecture!

Sincerely,

Stephen Fiskum, FAIA
2012-2013 AIA Regional Director
2015 AIA Regional Representative
2015 Minnesota Architectural Foundation Annual Report

The Minnesota Architectural Foundation supports Minnesota architects with financial assistance via four endowed funds representing our core values of DIVERSITY, DISCOVERY, EXCELLENCE and LEADERSHIP. In 2015, the Foundation gave out over $30,000 in scholarships to support the future leaders of our profession.

**DIVERSITY – THE CLARENCE WIGINGTON MINORITY ARCHITECTURAL SCHOLARSHIP**

The Foundation celebrated Wigington Scholar Josh Ong on his graduation this year from the University of Minnesota with a Master of Architecture degree. We selected two new Wigington Scholars, Jessica Holmes and Savannah Steele, to support their studies with $6,000 per year scholarships. Both are in their first year of the Master of Architecture program at the U of Minnesota. 

This Scholarship recognizes the professional and civic accomplishments of Clarence Wigington, the first African-American municipal architect in the United States and the first licensed African-American architect in Minnesota. This is one of very few scholarships for students of color in the country.

**DISCOVERY – THE RALPH RAPSON TRAVELING STUDY FELLOWSHIP**

The 21st Ralph Rapson Fellowship Competition was held this spring, and this year’s jury selected five finalists. This year’s winner of the $10,000 Fellowship award was Nat Madson, AIA. His submittal boards and those of the other finalists can be viewed at our Foundation website. In June, the Foundation held a major celebration and exhibit of work by all 20 previous winners. The two day Wanderlust exhibit and celebration was a great success! This Fellowship honors Ralph Rapson, FAIA, head of the U of M School of Architecture from 1954-1984.

**EXCELLENCE – THE THOMAS F. ELLERBE SCHOLARSHIP**

There were three student-winners of $2,500 scholarships this year: Brice Aarrestad, Alex Robinson and Varsha Padhee. The scholarships were presented at a reception hosted and supported by the University of Minnesota College of Design. Since inception in 1981, the scholarship honoring Thomas F. Ellerbe, who believed in collaboration between architects and engineers, has been awarded to 53 architecture students and 17 engineering students totaling over $145,000.

**LEADERSHIP – THE BEVERLY HAUSCHILD-BARON LEADERSHIP AWARD**

The Foundation continues to support AIA Minnesota’s Leadership Forum by providing scholarships, if needed, to Forum participants. This year we provided two $1,000 scholarships to assist members to attend the AIA Women in Architecture summit in Seattle. The Foundation once again sponsors the Keynote speaker at the Convention’s closing day luncheon. Kaywin Feldman, President of the Minneapolis Institute of Art, will engage us this year on the topic of “Creative change and disruptive leadership”. This fund was established in 2001 to recognize EVP Beverly Hauschild-Baron’s 30-plus years of service to MAF and AIA Minnesota.

Our fundraising efforts are critical to enabling us to provide support to the profession and the community. We have received numerous individual and corporate gifts, and the Ellerbe and Wigington funds each received a $1,000 matching grant from AIA National. Thank you to all who have supported the Foundation through your generous contributions. Please visit our website for more information on our funds, scholars and mission.

Sincerely,

Linda Ostberg, AIA, LEED AP
2015 President
AIA Minnesota
Nominating Committee
Tim Dufault, AIA, President
Cunningham Group Architecture, Inc.

For AIA Minnesota Office in 2016

President-Elect Meredith Hayes Gordon, AIA
HGA Architects and Engineers

Secretary Nathan Johnson, AIA
4RM+ULA, LLP

Treasurer Brian Tempas, AIA
Cunningham Group Architecture, Inc.

Associate Director Claire Lonsbury, Assoc. AIA
Kodet Architectural Group, Ltd.

The 2016 President will be Michelle Mongeon Allen, AIA, JLG Architects.
AIA Minnesota 2015 President-elect - Letter to the Membership
Michelle Mongeon Allen, AIA – 2016 President

A warm welcome to all of you! This year’s AIA Minnesota Annual Convention theme of “creative disruption” – essentially, opening audiences to new messages by breaking existing patterns – could not be more perfectly timed, and sets us up well for the year ahead.

It’s been more than a decade since we did an in-depth examination of AIA Minnesota and developed a full strategic plan. Empowered by the amazing work authored by our membership in the recent past, and with some sense that we may finally be feeling some wind at our back, the time is right to chart our course.

- The time is right in the context of architects emerging from the recession with new viewpoints and new priorities.
- The time is right in the context of leadership transition within our organization and throughout our profession.
- And the time is right in the context of the initiatives advanced by AIA MN over the past five years.

To the last point, these initiatives have laid the foundation for the work we will be doing in the year ahead, and so it’s worth recapping the outcomes and progression of these efforts to offer some context:

- In 2010, the **AIA MN Recovery Task Force** conducted a study with the UofM Carlson School of Management in order to equip our members with information and ideas for expanding services and securing work during the recovery from the Great Recession. The study forwarded two primary recommendations: 1) that architects needed to develop new skills to practice successfully in this new economic climate; and 2) that architects needed to help the public better understand their value.

- The **AIA MN Public Relations Task Force** was created in 2011 to address the second recommendation by developing key messages and tactics for communicating the value of architects to our public. Three key messages emerged and informed chapter and member communications: 1. Architects advocate, 2. Architects transform, and 3. Architects envision.

- In 2012, AIA MN crafted a survey that engaged owners, developers and contractors to assess perceptions of the architectural profession and to identify strategies for providing higher-valued and more impactful services. While the resulting **Architects in Commerce Client Survey Report** identified some challenges to overcome, it also highlighted some significant opportunities for high-value contribution in leadership, in our clients’ businesses, and in return on investment.

- And so, in 2013, the **Innovative Practice Forums** were developed to delve more deeply into these opportunities. The series included panels and presentations from thought leaders in the following areas: Leadership and the Architect; the Architect’s Value Proposition; the Architect as Advocate; and Integration, Innovation and New Practice Models.

- The **Strategic Practice Task Force** was formed in 2014 to continue our public relations efforts and to pick up on the Carlson Study’s first recommendation: developing new skills.

- And in 2014-2015, the **MFBA (Mastering the Future Business of Architecture)** program series was implemented to help members develop the “soft skills” of business that are necessary to becoming a more valuable partner and more trusted advisor to our clients. The workshops included training in client relations, communication, contracts, negotiation, value management, and branding.

As we look forward to 2016, it will be important to leverage what we’ve learned, challenge convention with some creative disruption, and position ourselves for a strong future.

We will work towards a strategic direction borne out of an open, transparent, engaging process that I believe will strengthen our already strong organization. So be ready to engage this year; we will need broad and active participation from you, the membership. The counsel, energy and perspective that you bring will help us to achieve clarity, assuring that we continue to be a sustainable, strategic and successful organization.

Sincerely,

Michelle Mongeon Allen, AIA
2015 President-elect

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www.aia-mn.org