

**BY-LAWS OF THE
MINNESOTA ARCHITECTURAL FOUNDATION
A Minnesota Corporation**

**ARTICLE I
PURPOSES**

The foundation is organized exclusively for charitable, scientific and educational purposes relating to the improvement of the architectural environment.

**ARTICLE II
BOARD OF DIRECTORS**

- Section 1. Powers.** The general management of the property and affairs of the corporation shall be in the hands of the board of directors and in the officers whom they may appoint or elect, and shall be conducted in such manner as provided in these by-laws. The board may establish additional forms of membership, providing they do not alter the system of governance of the foundation.
- Section 2. Fiscal Management.** Members of the board of directors are responsible for prudent fiscal management of the funds of the foundation.
- Section 3. Election, Number and Qualification.** The board of directors shall be composed of eleven persons. The nominating committee of the board shall prepare the slate of candidates to fill open positions. Six of the board members shall be appointed by the board of directors of AIA Minnesota. Five of the members shall be elected by a majority vote of the Board of the Minnesota Architectural Foundation. Not less than two-thirds of the board shall be members in good standing of AIA Minnesota. All members of the board of directors shall be voting members. Directors shall serve without compensation, provided that the board may authorize reimbursement of such expenses of individual directors as it may deem necessary.
- Section 4. Tenure.** All members of the board of directors shall serve for no more than two consecutive, three-year terms, with the exception that one may serve longer to complete a commitment as president or immediate past president. Terms shall begin and end in January. Terms shall be staggered such that approximately one third of the members are appointed each year. Members shall hold office for the full term of the appointments or until their respective successors have been appointed and qualified. The terms of the original members appointed to the foundation shall be established in one, two or three year terms as determined by lot. Any member may resign at any time by tendering said resignation to the president of the corporation. A director may be removed or relieved from office by the vote of a majority of

the board. Any vacancies occurring in the board of directors may be filled, consistent with these by-laws.

ARTICLE III **MEETINGS OF DIRECTORS**

- Section 1. Annual Meeting.** The annual meeting of the board of directors of this foundation shall be held in January of each year at a time and date designated by the board of directors.
- Section 2. Special Meetings.** Special meetings of the board of directors shall be called by the secretary, or any other officer, at any time upon order of the president or president-elect or a majority of the directors.
- Section 3. Place of Meetings.** The meetings of the directors shall be held at such place as shall be specified by the president or the board of directors.
- Section 4. Notice of Meetings.** At least three days notice of the time and place of meetings of directors shall be given to each director. Notice of special meetings shall state the business for consideration. Notice of any meeting may be waived and the presence of a director at any meeting, unless specifically declared to be the contrary, shall constitute a waiver of notice of such meeting.
- Section 5. Quorum.** At any meeting of the board of directors, a majority of the entire number of persons then constituting the board of directors shall constitute a quorum. When a quorum is present at any meeting, a majority in number of the members of the board of directors present at the meeting shall decide any question brought before such meeting, except as otherwise specifically provided in these by-laws.
- Section 6. Proxies.** There shall be no voting by proxy.
- Section 7. Action by Consent.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all members of the board of directors consent to the action in writing, including electronically, and the consents are filed by the secretary of the board with the records of the meetings of the board of directors.
- Section 8. Rules Governing Meetings.** All questions arising in any meeting of the directors which are not covered by the applicable statutes, the articles or the by-laws shall be governed by "Robert's Rules of Order Revised".

ARTICLE IV
SOURCE OF SUPPORT

- Section 1.** **Contributions.** Contributions may be accepted from any legal source with the approval of the board of directors and in accordance with federal and state regulations.
- Section 2.** **Funds.** The board of directors may establish separate funds to facilitate specific missions of the foundation.

ARTICLE V
OFFICERS

- Section 1.** **Officers.** The officers of the foundation shall be a president, president-elect, immediate past-president, secretary and treasurer and such other officers and assistants as shall hereafter be provided by the board of directors.
- Section 2.** **Election of Officers.** The officers shall be elected by the board of directors at their annual meeting to serve until the next annual meeting or until their successors are elected, and shall have qualified, but the officers shall always be subject to removal by the board of directors.
- Section 3.** **Tenure.** Each officer shall be elected to serve a one-year term and may be re-elected for one additional term.

ARTICLE VI
DUTIES OF OFFICERS

- Section 1.** **President.** The president shall perform the general executive duties usually pertaining to such office, and shall preside at all meetings of the board. The president shall appoint all committees unless otherwise ordered by the directors and shall be an ex-officio member of all committees except as otherwise specifically provided.
- Section 2.** **President-Elect.** The president-elect shall perform the duties of the president in the president's absence or disability. The performance of any such duty of the president-elect shall be sufficient evidence of the president-elect's right to do so for the protection of any person dealing with the foundation in reliance upon such action.
- Section 3.** **Secretary.** The secretary shall keep and preserve the foundation matters and records and shall perform all duties usually incident to such office.

Section 4. Treasurer. The treasurer shall keep proper books of accounts and records of securities and other evidences of property or interest of any name or nature belonging to the foundation and shall perform all duties usually incident in such office.

Section 5. Other Officers. Any other officers elected by the board of directors shall exercise such powers and perform such duties as the board of directors may provide.

ARTICLE VII COMMITTEES

Section 1. Committees. The board of directors may establish committees to assist in the duties of the foundation.

Section 2. Standing Committees. Each of the named funds shall have a standing committee. Additional standing committees shall include: executive and nominating, both comprised of the president, president-elect, immediate past president and executive director; and finance, comprised of the president, president-elect, treasurer and executive director.

ARTICLE VIII FOUNDATION FUNDS, FISCAL YEAR, INVESTMENTS AND ACCOUNTING

Section 1. Foundation Funds. The funds of the corporation shall be deposited in such banks, trust companies or other legal depositories as may be designated by the directors. Such deposits shall be made subject to withdrawal on such signature or signatures as the board of directors may specify.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on the 31st day of December of each year.

Section 3. Investments. Funds not immediately needed for purposes specified in the articles of incorporation and by-laws shall be invested in such manner as the board of directors may determine in their discretion.

Section 4. Borrowing. The board of directors may borrow money and give collateral from time to time on such terms and conditions as it shall determine.

Section 5. Annual Audit. The books and records of account shall be audited at least annually by a licensed, certified public accountant selected by the board of directors, and a report of such audit shall be submitted to a regular meeting of the board of directors.

ARTICLE IX
EXECUTION OF DOCUMENTS

- Section 1. Execution of Documents.** All conveyances, contracts and instruments of transfer and assignment shall be executed on behalf of the foundation by the president or president-elect and the secretary or treasurer. In the absence of specific directions by the directors, all documents may be signed in the same manner.
- Section 2. Power of Attorney.** The president, president-elect or treasurer may execute power of attorney on proxies and deliver the same on behalf of the foundation with respect to any stock or securities or other interests owned by the foundation.

ARTICLE X
EXECUTIVE OFFICE

- Section 1. Executive Director.** The administration and executive offices of this foundation shall either be in the charge of the chief administrative officer of AIA Minnesota, or this foundation may directly hire an executive director. The executive director, if hired by this foundation, shall be selected by and report to the board of directors. The executive director shall be responsible for the administration of the affairs of this foundation. Specifically, the executive director shall:
- Section 2. Assistant Secretary/Treasurer.** Serve as assistant secretary and assistant treasurer to perform such duties as the secretary and treasurer may delegate;
- Section 3. Staff Management.** Manage the work of AIA Minnesota staff or foundation staff as may be necessary to perform duties on behalf of this foundation;
- Section 4. Board Meetings.** Attend meetings of the board of directors and its executive committee as a member ex-officio without vote; and
- Section 5. Foundation Reports.** Make reports to the board of directors on the affairs and business of this foundation when requested by the board of directors.
- Section 6. Review.** If hired by this foundation, the executive director's tenure, salary and additional duties, if any, shall be annually reviewed and recommended by the executive committee and concurred with by the board of directors.

ARTICLE XI
DISSOLUTION

Section 1. The dissolution of the corporation shall be pursuant to law and to the provisions of the articles of incorporation.

ARTICLE XII
AMENDMENTS

Section 1. These by-laws may be altered or amended at any meeting of the board of directors, provided that 30 days prior notice of the meeting shall be given to each board member entitled to vote for the proposed alteration or amendment. In order to be valid, the alteration or amendment, either in its original form or as amended by the membership, must be approved by a majority of the board.