

2020 bylaws update executive summary

10-2-20

The 2020 AIA Colorado board of directors recommends that the eligible voting members approve amendments of its bylaws to address the following:

- Implement the first substantial update to AIA Colorado operations and its governance structure after the 2016 repositioning.
- Conformance with AIA National bylaws, updated in 2019;
- Conformance with current Colorado non-profit law and best practices;
- Streamlining existing language to improve readability and consolidating information found throughout multiple bylaws provisions

The board undertook this update in recognition that the 2018 proposed bylaws changes were not approved by membership. Different approaches have been taken this year to improve bylaws provisions proposed to be changed in 2018 and to pursue new provisions consistent with our updated mission, vision and values.

The changes presented have already been reviewed by legal counsel for compliance with AIA National's current bylaws and Colorado non-profit law.

This summary is intended to help members understand how the numerous changes throughout the proposed bylaws support the goals listed above. Not every change will be explained in detail.

Article 1: General

- Language specific to local sections has been consolidated to Article 4.2.
- The purpose language of affiliations with other organizations remains, but the level of detail is unnecessary. The general authority of board of directors already permits making affiliation decisions.
- The new endorsements language puts our bylaws in conformance with AIA National's.

Article 2: Membership

- "Affiliate" and "Allied" members are now aligned with AIA National's bylaws' definitions. AIA Colorado "Professional affiliate" members will become "Allied" members per these definitions.
- Associate members may hold any position without limitation.
- There are numerous changes to ensure the same terms are used consistently throughout the bylaws regarding membership types and eligibility.

Article 3: Dues, Fees and Assessments

- Additional exemption language has been added for AIAS members.

Article 4: Chapter Relationship to Other Institute Organizations

- The four existing local sections remain unchanged.
- Local Section Membership details have been removed because they duplicate the same information included in AIA National bylaws.

- Local dues language has been removed. As a voluntary section with optional assignment per our bylaws, AIA Colorado already cannot collect local dues for sections.
- Local Section Policies and Procedures has been removed. Since the existing direction given is subject to approval by the board of directors, this paragraph does not grant any actual authority to local sections not already covered by Article 6.
- Local Section Governance has been removed and replaced with a section allowing Section Advisory Councils via policy. There are numerous reasons for this change from both a legal and operational standpoint:
 - The usage of terms such as "officers", "president", "director", and "governance" within this paragraph do not conform with Article 6 or Colorado non-profit law. These terms should not be used outside the context of an organization's formal board of directors to avoid confusion.
 - Bylaws cannot grant governing authority to member groups that are not recognized as directors and officers in accordance with Colorado non-profit law. Only the board of directors has such authority.
 - The strict titles and group composition have not proven to meet the needs of members volunteering with their local sections.
 - While the term "Section President" is being retired, Article 6 still states there will be a section director from each section as members on the state board of directors. Removing the language here does not reduce local section board representation.
- The board of directors already written the policy called for in this section with Local Advisory Council structure and position descriptions. Details on joining Section Advisory Councils will be part of the 2021 call for nominations.

Article 5: Meetings of the Membership of the Chapter

- The annual member meeting section now clarifies that other business on the agenda will be specified in advance.
- New paragraphs have been added to clarify how to conduct remote meetings and electronic voting. While these are already permissible by Colorado non-profit law, putting these details in the bylaws helps membership understand the process.

Article 6: The Board of Directors

- The entire article has been consolidated and rearranged for better clarity. Colorado non-profit law already goes into detail on how boards operate, making many of the existing details unnecessary. New language explicitly references following applicable state law.
- Board composition changes include:
 - Associate Directors have been moved to the "director" category, as they don't have officer-specific duties.
 - The bylaws explicitly state there will be four section directors for clarity.
 - An additional at-large board member position has been added.
- One at-large director position now gives preference to an individual associated with a school in Colorado that offers an accredited architecture degree program.
- The existing director/officer positions will continue to fulfill their current roles.
- More detail has been added on the role of the staff Executive Vice President/Chief Executive Officer.
- Section and Associate Director positions are now two-year terms.

- Term limits have been added. Directors may only serve in the same role for two consecutive terms (4 years). Limits do not apply to overall time spent on the board.
- Commissions have been retired as they are not used by the organization as detailed. This removal does not prohibit the board from entering agreements with affiliated organizations in a similar manner to how commissions operate now.
- The new bylaws create an open call for board nominations, to be overseen by the nominating committee. Any member who is eligible may respond to the open call. This is intended to be more transparent process than the current system.

Article 7: Finances, Article 8: General Provisions, and Article 9: Amendments

- Changes in these articles are for conformance and clarity.