

Memorandum

Date: 14 January 2014; Revised: 8 September 2015
To: AIA Gainesville Board of Directors
From: Bradley Walters, AIA Gainesville 2015 President
Subject: AIA Gainesville Bylaws

The American Institute of Architects

AIA Gainesville
101 North Main Street
PO Box 12571
Gainesville FL 32604
USA

T (352) 294 1462
F (352) 392 4606

<http://aiagainesville.com>

2015 Board of Directors

President

Bradley Walters, AIA

Vice President / President-Elect

Phil Rickman, AIA

Treasurer

Joshua Shatkin, Assoc. AIA

Secretary

Beth Trautwein, AIA

Past President

John Donahue, AIA

Associate Director

Phyllis Brumfield, Assoc. AIA

State Directors

Ronald Haase, FAIA

Joseph Garcia, AIA

Alternate State Director

Robert Hanselman, AIA

Chapter Directors

Michele Borst, AIA

Ricardo Cavallino, AIA

Cedric Christian, AIA

Tim Dodge, AIA

Eva Maria Kirkman, Assoc. AIA

Maria-Luisa Riviere, AIA

Bill Warinner, AIA

Executive Director

Ann Stacy, Hon. AIA

I have reviewed the unsigned "Bylaws of the Florida North Chapter American Institute of Architects," dated 1989. The following items particular items need to be addressed:

- A. Article 1, Section 1. Name of the organization is listed as "Florida North Chapter, The American Institute of Architects, Inc." We should add "dba AIA Gainesville" and/or begin the process of a formal name change.
- B. Article 1, Section 5. "The affairs of this Chapter shall be conducted by a governing board called the Executive Committee." There is no reference to a Board of Directors. We should either adopt the title "Executive Committee" or revise it to refer to the "Board of Directors."
- C. Article 1, Section 7. "The immediate Past President shall be designated as one of the Florida Association Directors from this Chapter." This will need to be revised based on new AIA Florida Bylaws pertaining to State Directors.
- D. Article 3, Section 1. "This Chapter shall hold an annual meeting during the month of September or the month just prior to the annual meeting of the State Association, whichever comes earlier." Since the AIA Florida meetings are typically in July/August, this would suggest our Chapter's annual meeting should be in June/July rather than September. We should revise this section to eliminate "or the month just prior to the annual meeting of the State Association."
- E. Article 3, Section 2. "This Chapter shall hold a minimum of five meetings per annum. The dates and times of meetings shall be determined by the Executive Committee." We should consider revising our practices such that every lunch and learn might be defined as a chapter meeting.
- F. Article 5, Section 1. "There shall be an Executive Committee consisting of 1) The officers of this Chapter, 2) The State Directors, 3) The Chapter Directors (three), 4) The president of a section shall be an ex officio member." We should either reduce the size of our Executive Committee/BOD or revise the Bylaws to add more Chapter Directors, etc.

- G. Article 5, Section 2. “Chapter Directors shall serve three year terms, staggered such that one new Director is elected every year.” We currently have seven chapter directors, each serving 2-year terms.
- H. Article 5, Section 2. The Executive Committee “shall hold at least four regular meetings each year. One of the regular meetings shall be an organization meeting prior to the annual meeting of the Association.” We typically have monthly meetings, which satisfies the Bylaw requirement. If we considered reducing the Executive Committee meetings, it may allow us to shift some of the other monthly meetings to become meetings for the general membership and/or dedicated committee meetings.
- I. Article 5, Section 5. “The Treasurer shall serve a two-year term, which shall be staggered with the Secretary’s two-year term.”
- J. Article 7, Section 8. Regarding the Annual Budget: “The proposed budget shall be approved by an affirmative vote of two-thirds of the new Executive Committee and submitted to the membership for adoption by affirmative vote of two-thirds of the voting members present and voting at the first meeting.”
- K. Article 7, Section 8. “The Executive Committee shall not make any appropriation nor authorize any expenditures which, in the aggregate, will exceed the net anticipated income for the fiscal year, unless authorized at a Chapter meeting by a vote of two-thirds of the voting members present and voting.”
- L. Article 9, Section 3. “The Standing Committees shall be: 1) Membership Committee, 2) Program Committee, 3) Nominating Committee, 4) Government Affairs Committee.”

The form of the Bylaws should be revised to follow the Model Bylaw Guidelines, provided by AIA National. In addition, AIA Florida has provided the following model language for incorporation in our Chapter Bylaws:

State Directors: At the (annual, special, regular as determined by the chapter) meeting of this Chapter, the assigned members of this Chapter (or Executive Committee or Board as determined by the chapter) in good standing shall elect one State Director as described in the FA/AIA Bylaws. State directors shall be elected from assigned members only with previous experience as an officer of the chapter preferred.

Nominations and Elections: Nominations and elections of State Directors shall be completed prior to Sept. 30th.

Term of Service: State Directors shall be elected for a two year term of service. State Directors may serve two consecutive terms. Nothing in these bylaws precludes re-election of a State Director upon completion of a one full term break in service.

The (Executive Committee or Officers of the Chapter) shall name a successor State Director for the unexpired term created by the resignation or incapacity of any State Director prior to the next FA/AIA board meeting.

There may be other items as well, but these are some of the key issues to be addressed.