

Association of Collegiate Schools of Architecture, Inc.

BYLAWS

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As of May 2017
Incorporated on 13 July 1971

Summary of Revisions:

- Revised by Board and Ratified by Membership, May 2017
- Revised by Board and Ratified by Membership, November 2015
- Revised by Board and Ratified by Membership, February 2012
- Revised by Board and Ratified by Membership, February 2011
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- Revised by Board and Ratified by Membership, February 2008
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- Revised by Board and Ratified by Membership, February 2005
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- Revised by Board and Ratified by Membership, May 2004
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- Revised by Board, March 2000
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- Revised by Board and Ratified by Membership, June 1993
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- Revised by Board and Ratified by Membership, April 1997
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- Revised by Board and Ratified by Membership, May 1991
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- Gender Neutralization by the Board, July 1989
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- Revised by Board and Ratified by Membership, December 1985
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- Revised by Board and Ratified by Membership, May 1983
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- Revised by Board and Ratified by Membership, September 1975
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- Revised by Board and Ratified by Membership, June 1974
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- Revised by Board and Ratified by Membership, December 1972



Article I. Name and Location

The Association of Collegiate Schools of Architecture, Incorporated shall be the name of the Corporation. Its principal and registered office shall be in Washington, DC.

Article II. Purpose

The Association works with member schools and other affiliates to promote excellence in architectural education, advancement of related knowledge through scholarly inquiry and creative practice, and engagement with the architectural profession and society that is attentive to ethical and social responsibilities of those in architecture and related fields.

Article III. Membership

1. **School Membership Classes.** The Association shall have four classes of membership for schools as herein described.
 - a. **Full Member Schools**
 - i. **Definition.** “Full member schools” shall include United States schools and their faculty offering programs in architecture accredited by the National Architectural Accrediting Board (NAAB) and Canadian schools and their faculty offering programs in architecture accredited by the Canadian Architectural Certification Board (CACB).
 - ii. **Full Member School Status.**
 - (A) **Process of Attaining Full Membership School Status.** The process for attaining full membership status shall be established pursuant to the Rules of the Board of Directors.
 - (B) **Retention of Full Membership School Status.** Full member schools retain their status provided that they continue to offer programs in architecture accredited by NAAB or CACB and pay dues as provided in Article IV.
 - (C) **Loss of Recognition or Accreditation.** In the event that a full member school receives notice that it has lost its accreditation or recognition, it shall immediately advise the Association. The school shall retain its full membership status for a grace period of up to three years and may petition the Board of Directors to continue membership beyond that period.
 - iii. **Voting Privileges.** Only full member schools may vote except as otherwise provided elsewhere in these Bylaws.
 - iv. **Faculty Councilor as Member School’s Liaison With the Association**
 - (A) **Election of Faculty Councilor.** Each full member school is responsible for electing or appointing a full-time member of its faculty to serve as Faculty Councilor and the member school’s liaison with the Association. Faculty Councilors shall serve for a three-year term and may be reelected and may be reelected or reappointed . If a Councilor is unable to fulfill a duty specified in



section (B), he or she may designate an alternate to perform associated duties.

- (B) Responsibilities. The Faculty Councilor shall perform the following duties:
 - (I) **Communication:** Serving as a communication link between the Association, the Board of Directors, and faculty and students of the member school;
 - (II) **Annual Meeting.** Attending the Association’s annual business meeting and casting votes based on the views of the faculty of the member school as appropriate, or if not able to attend, then arranging for an alternate to attend the meeting to represent the member school’s viewpoints.
 - (II) **Nomination and Election Process.** Assisting in the Association’s nomination and elections process by soliciting recommendations for candidates from faculty members of the member school, facilitating election processes, and assisting in other respects as provided by the Rules of the Board of Directors.
 - (V) **Other Duties.** Performing other duties as specified by the Rules of the Board of Directors .

b. **Candidate Member Schools**

- i. **Definition.** “Candidate member schools” include
 - (A) United States schools and their faculty offering professional degree programs in architecture, where such programs are candidates for accreditation by the National Architectural Accrediting Board (NAAB), and
 - (B) Canadian schools and their faculty offering professional degree programs in architecture, where such programs are candidates for accreditation by the Canadian Architectural Certification Board (CACB).
- ii. **Process for Attaining Candidate Membership School Status.** The process for attaining candidate membership status shall be established pursuant to the Rules of the Board of Directors.

c. **Affiliate Member Schools**

- i. **Definition.** “Affiliate member schools” include schools and institutions, within or outside the United States and Canada, which offer programs or courses in architecture or related disciplines, and which do not qualify for full or candidate membership.
- ii. **Process for Attaining Affiliate Membership School Status.** The process for attaining affiliate membership status shall be established pursuant to the Rules of the Board of Directors.

d. **International Associate Member Schools**

- i. **Definition.** “International associate member schools” include schools and their faculty offering professional degree programs in



architecture outside the United States and Canada, provided that they have been officially recognized as offering professional degree programs in architecture by the appropriate authorities of their country and have been admitted to international associate membership status by the Association's Board of Directors. The Board may provide for one or more classes of international associate school membership as provided in the Rules of the Board of Directors.

- ii. **Process for Attaining International Associate Membership School Status.** The process for attaining international associate membership status shall be established pursuant to the Rules of the Board of Directors.
- iii. **Implications.** Approval for international associate membership status carries no implication that the professional program offered by the school is equivalent to the programs accredited by NAAB in the United States or by CACB in Canada. Schools accorded international associate membership status shall assure that no information provided to the public and to prospective students carries this implication.

2. **Individual and Organizational Supporting Membership Status.**

Supporting members shall include individuals and organizations interested in supporting education in architecture. One or more classes of supporting membership may be attained as provided in the Rules of the Board of Directors.

Article IV. Dues

1. **Rates Tied to Membership Categories**

- a. **Full member schools.** Annual dues for full member schools shall be established by a majority vote of full member schools, with the exception that the Board of Directors may implement an annual cost of living adjustment to dues for full member schools based on reasonable changes in the cost of operations for the organization. Votes to alter the amount of full member school dues per year beyond cost of living adjustments shall be taken prior to July 1 in order to become effective in the following academic year beginning September 1.
- b. **Other Classes of Membership.** The Board of Directors shall establish annual dues for candidate school, affiliate school, international associate school, and supporting member categories in accordance with the Rules of the Board of Directors.

2. **Billing and Consequences of Nonpayment**

- a. **Billing.** Membership dues become payable when billed.
- b. **Nonpayment**
 - i. **Full Member Schools.** Failure to pay dues by January 1 shall be cause for removal of the school from membership. Reinstatement of the member school shall be automatic with the payment of such dues as are



unpaid at the time of the school's removal plus such penalties as may be assessed by the Board of Directors. The total of both back dues and assessed penalties shall not exceed one year's annual dues at the rate in effect on the date of reinstatement.

- ii. **Other Membership Classes.** Dues remaining unpaid on January 1 shall subject the member to such action as the Board of Directors sets forth in the Rules of the Board of Directors.

Article V. Officers

1. General Provisions

- a. **Designation of Officers.** The Officers of the Association shall be a President, a First Vice President (who shall also serve as President-Elect), Second Vice President, a Past President, a Secretary/Treasurer, and an Executive Director.
- b. **Eligibility for Office.** Candidates for positions as officers of the Association shall be full-time tenured, tenure-track, or fixed-term members of the faculty of a full member school at the time of nomination and throughout the term of office.
- c. **Duties.** The Officers of the Association shall perform the duties usually performed by such Officers together with such duties as shall be prescribed by the Bylaws of the Association or by the Board of Directors.
- d. **Nomination and Election of Officers.** Nomination and election of officers is governed by the provisions of Article IX of these Bylaws and by relevant provisions of the Rules of the Board of Directors.
- e. **Vacancies in Positions of Elected Officers.**
 - i. **President, First Vice President (President-Elect), and Second Vice President.** In the event of a vacancy in the position of President, the office shall be assumed by the First Vice President (President-Elect) and the office of First Vice President shall be assumed by the Second Vice President. The Board shall then determine whether there is need for a special election to fill the position of Second Vice President or whether the First Vice President shall complete the term vacated by the President as well as the one-year term for which the First Vice President was previously elected. In the event of a vacancy in the position of First Vice President, the office shall be assumed by the Second Vice President. The Board shall then determine whether there is need for a special election to fill the position of Second Vice President or whether the Second Vice President shall complete the term vacated by the First Vice President as well as the ensuing one-year terms for which the Second Vice President was previously elected.
 - ii. **Secretary/Treasurer.** In the event of a vacancy in the position of Secretary/Treasurer, the Board of Directors shall be empowered to make a temporary appointment to the vacant position pending an election pursuant to these Bylaws.



- iii. **Past President.** If a vacancy occurs in the position of Past President, the Board shall be empowered to designate another member of the Board to perform related duties.
 - f. **Commencement of Term of Office.** The term of office for each Officer shall commence July 1, except for the Executive Director who shall serve concurrently with tenure of employment by the Association.
2. **Duties and Terms of Office for Elected Officers**
- a. **President.** The President serves for a one-year term and shall succeed to the term of Past President at the beginning of the next appointment year. The President presides at meetings of the Association, calls meetings of the Board of Directors, prepares an agenda for such meetings, and presides at such meetings. The President coordinates activities of the Board, Association committees, and liaison representatives, provides liaison with the officers of the American Institute of Architects, the National Council of Architectural Registration Boards, the National Architectural Accrediting Board, and the American Institute of Architecture Students, and serves as representative to the Five Presidents Council. The President also prepares a brief report of activities of the Association and the Board of Directors during the term of office for dissemination to the membership. The President is also responsible for identifying and advancing major initiatives for the Association during his or her term, in collaboration with the Board.
 - b. **First Vice President (President-Elect).** The First Vice President serves for a one-year term and shall succeed to the term of President at the beginning of the next appointment year. The First Vice President is responsible for serving in place of the President when the President is unable to perform the necessary duties. The First Vice President also performs such duties as requested by the President or the Board and other duties as set forth in the Rules of the Board of Directors.
 - c. **Second Vice President.** The Second Vice President serves for a one-year term and shall succeed to the term of First Vice President at the beginning of the next appointment year. The Second Vice President is responsible for serving in place of the First Vice President when the First Vice President is unable to perform the necessary duties. The Second Vice President also performs such duties as requested by the President or the Board and other duties set forth in the Rules of the Board of Directors.
 - d. **Past President.** The Past President serves for a one-year term and is responsible for implementation of programs initiated during the term as President, and performs such other duties as may be assigned by the Board. The Past President serves as chair of the Nominating Committee.
 - e. **Secretary/Treasurer.** The Secretary/Treasurer serves for a three-year term and is responsible for overseeing the corporate and financial records of the Association. In fulfilling these responsibilities, the Secretary/Treasurer oversees preparation of minutes of meetings and maintenance of the Bylaws of the Association, the Rules of the Board of



Directors, and other policy documents. The Secretary/Treasurer oversees the financial affairs of the organization by serving as Chair of the Finance Committee and working with the staff and independent accounting personal on organizational budgets, reports, and annual audits.

3. **Executive Director.** The Executive Director is the chief executive officer of the Association and is appointed by the Board of Directors. Except as otherwise directed by the Board, the Executive Director is responsible for all other Association personnel and consultants. As directed by the Executive Committee, the Executive Director provides for the maintenance of the Association headquarters; provides for the proper care of materials, equipment, and funds of the Association; provides for the payment of legitimate expenses; provides for management support for the association's journals and publications, and performs all functions customary to the Office.

Article VI. Board of Directors

1. Establishment and General Duties

- a. **Establishment.** There shall be a Board of Directors of the Association.
- b. **General Duties.** The Board of Directors shall be the administrative and governing body of the Association. The Board is empowered to transact all business not specifically reserved for action by the membership. It is also empowered to adopt Rules to address policy issues in its discretion.

2. Composition, Terms, and Specific Duties. The Board of Directors shall consist of the following members:

- a. **Officers.** The Officers of the Association shall serve as members of the Board, with terms of office and duties as provided in Article VI. The following Officers shall be voting members of the Board: the President, First Vice President (President-Elect), Second Vice President, Past President, Secretary/Treasurer, and the Chair of the Directors Committee. The Executive Director shall be an ex officio, nonvoting member of the Board, during his or her tenure in that position.
- b. **At-Large Directors**
 - i. **Representation, Eligibility, and Term of Office.** There shall be five At-Large directors. At least four At-Large Directors shall be full-time tenured, tenure-track, or fixed-term faculty members of a full, candidate, or affiliate member school that has been a member of ACSA for at least two full years. At least one At-Large Director shall be from a Canadian full-member school. At least three At-Large directors shall come from full or candidate member schools. Each At-Large Director shall serve for a term of three years. As provided in Article IX of these Bylaws, each At-Large Director shall be elected by vote of full member schools. Elections shall be held on a staggered basis, as provided in the Rules of the Board of Directors.



- ii. **Role and Responsibilities.** At-Large Directors serve as voting members of the Board. In addition, they have the following roles and responsibilities:
 - (A) **Liaison With Member Schools**, including participating in organized business meetings; maintaining contact with Faculty Councilors and others associated with member schools; assisting member schools upon request; advising candidate or affiliated schools; and advising the Board of issues and concerns raised by members;
 - (B) **Contributing to the Work of the Board** through actively serving on Board committees and contributing to collective deliberations; and
 - (C) **Performing Other Duties**, as provided by the Rules of the Board of Directors or requested by the Board.

- c. **Student Director**
 - i. **Representation, Eligibility, and Term of Office.** There shall be one student member of the Board of Directors, who serves for a one-year.
 - ii. **Appointment.** The Student Director shall be appointed by the American Institute of Architecture Students and approved by the ACSA Board of Directors.
 - iii. **Roles and responsibilities.** The Student Director shall serve as a voting member of the Board to represent the interests of students in architectural education. In addition he or she shall have the following roles and responsibilities:
 - (A) Serving as liaison between students in all member schools and between the Association and the AIAS
 - (B) Contributing to the work of the Board through actively serving Board committees and contributing to collective deliberations; and
 - (C) Performing other duties, as requested by the AIAS, provided by the Rules of the Board of Directors, or requested by the Board.

- d. **Public Director**
 - i. **Representation, Eligibility, and Term of Office.** There shall be one public member of the Board of Directors, who serves as a voting member of the Board. The Public Director shall not be employed as an architect or person working in the design and construction professions nor an educator in architecture or the design and construction professions. The Public Director serves for a three-year term, appointed by the Board of Directors as provided by the Rules of the Board of Directors, and shall not be eligible for reappointment to a subsequent term.
 - ii. **Roles and Responsibilities.** The Public Director shall serve as a voting member of the Board to represent the interests of constituents



outside of architectural education that are affected by the activities of the ACSA membership. The Public Director is responsible for encouraging transparency within the Association and offering advice and counsel from perspectives outside architectural education. In addition, he or she shall have the following roles and responsibilities:

- (A) Contributing to the work of the Board through actively serving on Board committees and contributing to collective deliberations; and
- (B) Performing other duties, as provided by the Rules of the Board of Directors, or requested by the Board.

e. **Additional Ex Officio Members.** The Board may also designate others as ex officio, nonvoting members for specified terms and with specified duties, by vote of the Board.

3. **Duration and Limitations on Service**

a. **Limit on Sequential Terms.** No member of the Board may serve two consecutive full terms in the same office. A member appointed to a position on the Board to fill the remainder of another person's term may be elected or appointed to serve in that position for one full term beyond the one to which he or she was appointed.

b. **Leaves of Absence, Resignations, and Removal from Service.** In the event that an Officer or member of the Board of Directors is unavailable, unable, or no longer qualified to complete his or her term of office, he or she shall immediately notify the Board of that fact and either request a leave of absence or submit his or her resignation from service. In determining whether a leave of absence should be permitted, the Board shall consider factors and follow procedures set out in the Rules of the Board of Directors. If an Officer or member of the Board of Directors fails to perform the duties specified in these Bylaws, including regular attendance at all Board meetings (except if excused as a result of illness, family death, or other extraordinary circumstance), the Board may by two-thirds vote of the Directors then in office request that the Officer or Director submit his or her resignation and declare the position vacant as provided by the Rules of the Board of Directors.

c. **Vacancies in Positions as Directors.** If a vacancy occurs in a Director position for any reason, the Board of Directors shall be empowered to make a temporary appointment to the vacant position pending an election, pursuant to these Bylaws.

d. **Vacancies in Officer Positions.** If a vacancy occurs in an Officer position, the Board shall act to fill the vacancy as provided in Article VI.

4. **Compensation.** None of the Directors or Officers of this Association, except the Executive Director, shall receive any compensation whatever for their services as such, but any Director or Officer may be reimbursed for expenses incurred in connection with the activities of the Association. The Association may employ such agents, representatives, consultants, or employees as may be necessary to carry out properly the objectives and purposes for which the



Association was formed. Nothing herein shall preclude a Director or Officer from serving the Association in any other capacity and receiving compensation for such services rendered. The Executive Director shall receive a salary to be determined by the Board of Directors.

5. **Voting.** At every meeting of the Board, each Officer and Director shall be entitled to one vote, except for ex officio members who are not entitled to vote, or except when required by the Rules of the Board of Directors that an individual not participate in discussion or action pursuant to the Policy on Conflicts of Interest. Official business may also be conducted by mail, facsimile, electronic mail, conference call, video conference or other appropriate means between regular meetings of the Board, provided that such business is a continuation of issues previously discussed during a regular Board meeting or issues that need to be addressed before the next regularly scheduled board meeting. Except if the meeting is conducted by conference call or videoconference or other means by which all of the directors can communicate with each other, any formal action can only be taken by unanimous written consent or confirmation provided by all directors.
6. **Participation by Nonvoting Ex Officio Members.** Nonvoting ex officio members of the Board of Directors shall be permitted to attend Board meetings and to discuss freely all questions before the board, subject to provisions of the Rules of the Board of Directors.

Article VII. Committee and Liaison Representatives

1. **Appointments.** All appointments for membership to standing committees, to special committees, and as liaison representatives shall be made in the form of nominations presented by the president to the full Board of Directors for its approval.
2. **Executive Committee.** The Executive Committee shall be responsible for the disposition of the routine business matters and such planning as required between meetings of the full Board of Directors, but shall not act on official business of the Association unless specifically empowered to do so by the Board. The Executive Committee shall consist of the Officers of the Association and is chaired by the President. The Board of Directors may appoint an At-Large director to serve as a non-voting member of the Executive Committee.
3. **Finance Committee.** The Finance Committee shall be a standing committee, which shall advise the Board in the conduct, development, and management of the financial affairs of the Association. The Finance Committee shall also function as the Audit Committee. The committee shall consist of the Secretary/Treasurer, who shall serve as chair, the First Vice President, one At-Large Director,, and the Public Director.
4. **Nominations Committee.** The Nominations Committee is a standing committee, which shall conduct the process of nominations as provided in Article IX. Membership on the committee is specified in Article IX.



5. **Other Standing Committees.** Other standing committees of the Association, their duties and membership shall be specified under the Rules of the Board of Directors.
6. **Special Committees.** Special committees may be constituted and charged to address specific issues, pursuant to action of the Board.
7. **Liaison Representatives.** The Board may appoint representatives to act as liaisons with related organizations and groups pursuant to the Rules of the Board of Directors or recommendation of the officers and vote of the Board of Directors.

Article VIII. Nominations, Elections, and Recall

1. **Objectives**

- a. **Involving Diverse Talent.** The Association seeks to employ a nomination process that identifies and involve talented, diverse individuals with a range of skills and insights, in leadership positions related to its operation, architectural education, and the architectural profession.
- b. **Developing Future Leaders.** The Association further commits itself to employ a nomination process that identifies and encourages future leaders at local, regional, and national levels in order to foster effective leadership for architectural education and the architectural profession in future years.
- c. **Assuring Fairness, Transparency, and Efficiency.** The Association finally commits itself to an election process that is fair to candidates, transparent to faculty and member schools, and efficient in its operation in order to facilitate these goals.

2. **Nominations Committee**

a. **Composition**

- i. **Nominations Committee.** The standing Nominations Committee shall consist of up to six members with diverse backgrounds, chaired by the Past President and including three members who do not currently serve as Officers or members of the Board of Directors of the Association. The Association shall publicize to member schools the names and contact information for members of the Nominations Committee as soon as possible in the academic year.
- b. **Duties of the Nominations Committee.** The following are the duties of the standing Nominations Committee. The schedule and procedures for the solicitation, review, and selection of nominees and candidates shall be maintained in the Rules of the Board of Directors.
 - i. The Committee shall be responsible for soliciting and reviewing nominations for the positions of Second Vice President, Secretary/Treasurer, At-Large Directors, and Public Director, via an annual call for nominations submitted to the membership. The committee shall identify at least two eligible and interested candidates for each position and the final candidate for appointment to the Public Director



position. The Board shall then review and vote to select a preliminary slate of candidates for publication to the membership. Additional candidates may be added to the slate by petition according to the Rules of the Board of Directors.

- ii. **Evaluation and Submission of Candidates.** The Committee shall seek to identify slates of candidates that reflect demonstrated leadership ability, diverse backgrounds, relevant experience in architectural education, geographic diversity, and other factors as stated in the Rules of the Board of Directors. The Committee shall submit its proposed or selected candidates to the Board (along with curriculum vitae, statements of interest, and a summary of comments by references) in a timely way as provided by the Rules of the Board of Directors and shall accompany these recommendations with an assessment of the candidates' backgrounds and capabilities.
 - iv. **Nominations Records.** The staff of the Association shall work with the Nominations Committee to maintain an internal database that includes nominations and potential candidates identified in the past in order to facilitate the committees' effective operation.
3. **Election Process.** Elections shall be held in accordance with the Rules of the Board of Directors. Faculty Councilors of member schools shall be responsible for encouraging colleagues to express their views regarding candidates for Association elections, and shall submit the vote of the member school they represent on behalf of all members of the faculty. The Association shall announce the results of elections and appointments as soon as feasible, consistent with the Rules of the Board of Directors.
4. **Recall Petitions.** Full member schools may request the recall of an Association Officer or Director on grounds of misfeasance or failure to perform the duties of the relevant office or position, by petition of at least 20 percent of the relevant school membership. The Board shall review any qualifying recall petition at a specially called meeting, and shall request the affected Officer or Director to provide relevant information regarding the charges in the petition. The Board shall then vote on the matter, outside the presence of the affected individual. A two-thirds majority of the Directors then in office shall be required to remove an Officer or Director from office. If an Officer or Director is removed from office by vote of the Board, the resulting vacancy shall be filled in accordance with Article VII.

Article IX. Meetings

1. **Meetings of the Board of Directors**
- a. **Number and Types of Meetings.** The Board of Directors shall hold a minimum of three regular meetings each year, at least two of which shall be held in person, and at least one of which may be a joint meeting of the old and new Board members. The Board of Directors may also meet by conference



call, or other electronic, digital, or similar means as deemed necessary for the efficient conduct of the Association's business.

b. **Procedures.**

- i. **Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of the Board shall be delivered personally or sent by mail or e-mail to each Officer and Director as shown by the records of the Association not less than ten days prior to the date of such meeting. In case of a special meeting or when required by statute or otherwise, the purpose for which the meeting is called shall be stated in the notice.
- ii. **Organization of Meetings.** At each meeting of the Board of Directors, the President or, in the President's absence, the First Vice President (President-Elect) shall act as chair and preside at the meeting. The Secretary/Treasurer of the Association, or in the Secretary/Treasurer's absence a person appointed by the chair of the meeting, shall act as Secretary. All meetings shall be conducted pursuant to Robert's Rules of Order (Revised).
- iii. **Quorum and Proxies.** An absolute majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of such Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specified in these Bylaws or statute. In the absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained. A Director may not vote by proxy.

2. **Meetings of the Member Schools of the Association**

- a. **Annual and Special Meetings.** A regular annual meeting shall be held at a time and place determined by the Board of Directors. Special meetings may be called by the Board of Directors or by a majority vote of the member schools. Each member school is entitled to one vote.
- b. **Procedures**
 - i. **Notice of Meetings.** Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed to each member school by the Executive Director of the Association not less than ten nor more than fifty days before the date of the meeting.
 - ii. **Quorum and Action at Meetings.** One-third of the member schools, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the votes entitled to be cast by the member schools at a meeting where there is a quorum shall be sufficient to adopt any matter unless a greater portion is required by these Bylaws or statute.
 - iii. **Proxies.** At any meeting, a member school's vote may be cast by its Faculty Councilor or other designee, or by written proxy filed with the Secretary/Treasurer prior to the meeting according to the Rules of the Board of Directors.



- iv. **Organization of Meetings.** At each meeting of the member schools of the Association, the President or, in the President's absence the First Vice President, shall act as chair. The Secretary/Treasurer of the Association or in the Secretary/Treasurer's absence a person appointed by the chair of the meeting shall act as Secretary and Parliamentarian. All meetings shall be conducted pursuant to Robert's Rules of Order (Revised).

Article X. Transaction of Corporate Business by the Membership of the Association

- 1. **Matters Requiring Official Action by Vote of the Membership of the Association.** The following matters shall require official action by vote of the full member schools of the Association:
 - a. **Bylaws.** Revisions of the Bylaws upon recommendation of the Board of Directors;
 - b. **Dues.** Setting of annual dues upon recommendation of the Board of Directors;
 - c. **Election or Recall.** Election or recall of Officers; and
 - d. **Other.** Other policy matters affecting the administration of member schools.
- 2. **Initiation of Matters Requiring Official Action by the Membership of the Association.** Matters requiring official action by the membership of the Association, as specified in Section 1 of this Article, may be initiated by any of the following procedures:
 - a. **Board of Directors.** By recommendation by the Board of Directors,
 - b. **Annual Meeting.** By motion passed at the annual or special meeting of the full member schools,
 - d. **Petition.** By petition of ten or more full member schools.
- 3. **Procedures for Official Action**
 - a. **Submission to Member Schools.** The Board of Directors shall submit all properly initiated matters to the full member schools within sixty days of their receipt, and shall request the full member schools to vote by mail or electronic ballot by a specified date in accordance with the Rules of the Board of Directors.
 - b. **Responsibilities of Faculty Councilor.** The Faculty Councilor for a member school shall invite comments and determine the member school's vote based on consultation with or vote of the school's full-time faculty members.
 - c. **Majority Vote Required.** A majority vote of member schools responding, provided that this number is more than fifty percent of all member schools, shall be a valid determination of the matter, except as may be specified elsewhere in these Bylaws.
 - d. **Report of Results.** The Board of Directors shall inform all member schools of the results of the ballot within a total of one hundred twenty days from the time the proposals were submitted to the board.
 - e. **Implementation of Corporate Action of the Membership by Board of Directors.** The Board of Directors shall implement specific actions as



soon as possible, and in no instance later than the end of the academic year in which the action is taken.

4. **Other Corporate Action by the Membership.** Corporate action on matters other than those specified in Section 1 of this Article may be taken by majority vote of the full member schools during an annual or special meeting of the Association, as provided in Article IX.2 of these Bylaws.

Article XI. Funds, Contracts, and Other Financial Matters

1. **Execution of Contracts.** The Board of Directors may authorize any Officer or Officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and accept any gift, funds, or other property, or make any grants, gifts, or donations, from or to any persons, corporations, organizations and institutions, and such authority may be general or confined to specific instances.
2. **Budget.** The Board of Directors shall adopt each year a budget for at least the next succeeding year and make appropriations in accordance therewith; provided that the appropriations in any year shall not exceed the income anticipated for the year and that the total expenditures in any year shall not exceed the actual income for the year. The Board of Directors at any regularly called meeting may adjust any or all items of the budget. Every liability of the Association and every expenditure of its money, except petty cash items, shall be evidenced by a written contract, voucher, or other instrument signed by the person or persons properly authorized to incur the liability or expenditure.
3. **Obligations.** No member, Director, Officer, committee, employee, agent, or representative of the Association shall have any right, authority or power to expend any money of the Association, or to incur any liability for or in its behalf, or to make any commitment which will or may be deemed to bind or involve the Association in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized by the Board of Directors and it has made an appropriation to pay the same and has authorized the member, Director, Officer, committee, employee, agent, or representative to make the expenditure or commitment or to incur the obligation. Nor shall any said person, agent, representative, or committee have any right, authority, or power to incur any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation. The Secretary/Treasurer shall not have any right or authority to pay any expense or obligation for or on behalf of the Association unless an appropriation to pay such expense or obligation has been duly made by the Board of Directors, nor shall the Secretary/Treasurer pay any expense or obligation on account of any specific appropriation in excess of the unexpended and unencumbered balance of such specific appropriation unless the payment



has been approved in writing to him/her by an officer designated for such purpose by the board.

4. **Borrow Money.** The Association shall not execute any promissory note or otherwise borrow money, except in the event of a purchase of real estate for use as the Association's headquarters approved by the Board of Directors.
5. **Annual Financial Report.** The Secretary/Treasurer shall report annually to the Board of Directors on all matters concerning the funds, securities, properties, budget, and appropriations of the Board.
6. **Proxies.** Unless otherwise provided by the Board of Directors, either the President or the Secretary/Treasurer may, from time to time, appoint an attorney or attorneys or agent or agents of the Association in the name and on the behalf of the Association to cast the vote which the Association may be entitled to cast, as a stockholder or otherwise in any other corporation any of whose stock or other securities are held by the corporation at meetings of the holders of the stock or other securities of such other corporations, or to consent in writing to any action by such other corporation. Furthermore, the Board of Directors may instruct the person or persons so appointed as to the manner of casting such vote or giving such consent, and may execute or cause to be executed in the name and on behalf of the Association and under its seal such written proxies or other instruments as may be deemed necessary or proper in the premises.

Article XII. Notices and Waiver of Notice

Whenever notice of a meeting is required to be given by law or these Bylaws, due legal and personal notice shall be deemed to have been given when the secretary or his/her designate shall have sent a written communication by mail addressed to the person entitled thereto at the address shown on the Association's records. A person may waive such notice, either before or after the meeting for which notice is required to be given; and such waiver in writing made by the person entitled to notice shall itself be deemed equivalent to notice. All waivers shall be filed with the records of the Association.

Article XIII. Corporate Seal

The Board of Directors shall provide a suitable seal for the Association which shall be in the form of a circle and shall have inscribed thereon: "Association of Collegiate Schools of Architecture, Inc., Seal, 1971, District of Columbia." An impression thereof shall be affixed to these Bylaws.

Article XIV. Termination and Dissolution

The Association shall neither cease to pursue the activities it was organized to perform as described in its Articles of Incorporation, nor undertake to dissolve itself, nor undertake to transfer its functions or activities to any other organization or organizations unless and until such contemplated action shall have been approved by a three-fourths vote of all the Board of Directors and ratified by the vote of three-fourths of the full member schools in a mail or electronic ballot.

