



National Architectural Accrediting Board®, Inc.

**Amendments to the By-laws  
Approved February 20, 2016**

NAAB®

# By-laws **Redline**

**THE NATIONAL ARCHITECTURAL ACCREDITING BOARD, INC.**  
**BY-LAWS**  
(Amendments approved by the NAAB Directors, February 20, 2016)

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**Article I**

**OFFICES**

The principal office of the National Architectural Accrediting Board, Inc. (hereinafter called the "Corporation") shall be in the District of Columbia, or such other locations as the Board of Directors may determine from time to time that are within a twenty-five (25) mile radius of the District of Columbia.

**Article II**

**DIRECTORS**

**Section 1. Powers of the Board of Directors.** The affairs of the Corporation shall be managed by the Board of Directors which shall have ultimate responsibility for and control over the Corporation. The Board shall exercise all the powers of the Corporation.

**Section 2. Composition of the Board of Directors.** The Board of Directors shall be comprised of fourteen persons. The NAAB recognizes that accreditation has standing because of the special relationship between NAAB and registration law. To that effect the NAAB shall at all times have directors that are or have been members of U.S. registration boards. The seats of the Directors shall be allocated as follows:

- (a) ~~(a) — Three (3) Directors from~~ Four (4) persons nominated by representing academic perspectives with the Association following qualifications at the time of Collegiate Schools of Architecture ("ACSA"); nomination:
  - ~~(b) — Three (3) Directors from persons nominated by the American Institute of Architects ("AIA");~~
  - ~~(c) — Three (3) Directors from persons nominated by the National Council of Architectural Registration Boards ("NCARB");~~
  - ~~(d) — Two (2) Directors from persons nominated by the American Institute of Architecture Students ("AIAS");~~
  - ~~(e) — Two (2) Directors who will represent the public interest (hereinafter "Public Directors");~~
    - ~~(1) (1) — Be persons whose careers are or have been primarily focused on accredited architectural education including but not limited to administration, teaching, research, or advising~~
    - ~~(2) Have served on at least two NAAB visiting teams~~
- ~~(b) Four (4) persons representing professional and regulatory perspectives with the following qualifications at the time of nomination:~~
  - ~~(1) Be persons whose careers are or have been primarily focused on the professional practice of architecture, including but not limited to traditional or nontraditional practice~~
  - ~~(2) Be registered in at least one U.S. jurisdiction~~
  - ~~(3) Have served on at least two NAAB visiting teams~~
- ~~(c) Two (2) persons representing student or emerging professional perspectives with the following qualifications at the time of nomination:~~
  - ~~(1) Be currently enrolled in a NAAB-accredited program or a recent graduate of a NAAB-accredited program. A recent graduate is defined as no more than two years after his/her degree is conferred.~~

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~~(2) Have served on at least one NAAB visiting team~~

~~(d) Two (2) persons representing public perspectives, with the following qualifications at the time of nomination:~~

~~(1) One (1) from a person who has extensive experience in higher education and who is not engaged in the practice or professional study of architecture; and~~

~~(2) (2) — One (1) from a person whose business or professional activity is other than in the field of higher education and who is not engaged in the practice or professional study of architecture.~~

~~(e) The immediate past president of the Corporation.~~

~~(f) The Executive Director chief executive officer (CEO), who shall sit ex officio as a full participant on the Board of Directors, except that the Executive Director CEO shall not be entitled to vote.~~

**Section 3. Nomination, Qualifications, Election, and Terms.**

~~(a) (1) Each of the four (4) organizations identified in subsections (a) through (d) The American Institute of Architects (AIA), the American Institute of Architecture Students (AIAS), the Association of Collegiate Schools of Architecture (ACSA), and the National Council of Architectural Registration Boards (NCARB) (hereinafter called the "Collateral Affiliates") shall be invited to nominate at least one (1) but not more than three (3) person(s) for each vacant seat on the Board to which it is entitled to a nomination.~~

~~(2) The Collateral Affiliates, collectively or individually, shall nominate at least one (1) person for each vacant seat on the Board reserved and allocated to Public Directors.~~

~~(b)(b) Additional, preferred characteristics for individuals to be nominated may be determined from time to time by the Board to meet certain competencies as needed by the Board.~~

~~(c) At a meeting of the Board of Directors before each Annual Meeting, the Directors shall elect, from the list of persons nominated pursuant to subsections (a)-(e) of Section 2 above, Directors for those seats whose vacancies are required individuals to be filled, fill each vacancy on the Board. Each Director (other than the Executive Director CEO, who does not have a vote) shall be entitled to one (1) vote. Directors who are elected from the persons nominated shall take office at the adjournment of the Annual Meeting.~~

~~(b)(d) The terms of all Directors designated by ACSA, AIA, and NCARB pursuant to subsections (a), (b), and (c) of Section 2 of this Article II, shall be three (3) four (4) years, with each such organization's nominees' terms. Terms shall be staggered at one (1) year intervals.~~

~~(2) The terms of Directors designated by AIAS pursuant to subsection (d) of Section 2 of this Article II, shall be two (2) years, with each nominee's term staggered at one (1) year intervals.~~

~~(3) The terms of the Public Directors shall be three (3) years, with each Public Director to commence their respective terms in different years.~~

~~(e) (4) No Director nominated by the Collateral Affiliates shall serve more than one (1) term. The Public Directors representing the same perspective.~~

~~(e)(f) For the specific purpose of implementing amendments to Article II, Sections 2 and 3 in 2017, a current NAAB director may serve two be elected to a second, consecutive terms.~~

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~~term. This provision of the NAAB bylaws shall sunset December 31, 2017.~~

**Section 4. Resignation and Removal of Directors.** A Director may resign at any time by giving written notice to the Secretary of the Corporation or to the Board of Directors. Such resignation shall take effect at the date of receipt of such notice or at any time later specified therein. Acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at any time with or without cause by affirmative vote of no less than eight (8) Directors.

**Section 5. Filling of Vacancies.** Should a vacancy occur on the Board of Directors, then ~~each of the Collateral Affiliate entitled to make the nomination of such vacant Directorship Affiliates shall be notified and requested to submit the name(s) of one (1) or more individuals invited to nominate an individual possessing the required qualifications~~ to fill the vacancy. ~~If a vacancy occurs with respect to a Public Director, the current vacant seat. The Directors shall nominate one (1) or more individuals to fill the vacancy. The directors shall elect a qualified person from among the nominations submitted to fill an unexpired term.~~

**Section 6. Voting Rights.** Except as otherwise provided in these By-Laws, at every meeting of the Board of Directors a Director must be physically present in order to vote. Each Director present (other than the ~~Executive Director~~CEO of the Corporation sitting *ex officio*) shall be entitled to one (1) vote.

**Section 7. Compensation.** None of the Directors or officers of this Corporation other than the ~~Executive Director~~CEO shall receive any compensation whatsoever for his or her services to the Corporation, but any Director or officer may be reimbursed upon submission of appropriate documentation for expenses incurred in connection with the activities of the Corporation.

**Article III**

**MEETINGS**

**Section 1. Regular Meetings.** The Board of Directors shall have at least three (3) regular meetings each year, one of which shall be an Annual Meeting within thirty (30) days of October 15 of each year. Meetings shall be held at the principal office of the Corporation or at such other time or place as the Board shall designate. Other regular meetings ~~may~~shall be called by the Secretary upon request of the President or upon written request of no less than eight (8) Directors.

**Section 2. Notice of Regular Meetings.** Written notice stating place, day and hour of any regular meeting of the Board shall be delivered personally or sent as a Record (as that term is defined in Title 29 of the District of Columbia Code) by the ~~Executive Director~~CEO to each Director at the address shown on the records of the Corporation not less than ten (10) nor more than thirty (30) days prior to the date of such meeting.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be requested upon written request, delivered to the President, of at least three (3) Directors ~~who were nominated by at least two (2) of the Collateral Affiliates.~~ Such written request shall state the purpose or purposes of the meeting, the proposed date of such meeting, and shall be delivered not less than twenty-one nor more than forty-five (45) prior to the proposed date of such special meeting. Within [five (5) business days] of the President's receipt of such a request, the President, in consultation with the ~~Executive Director~~CEO, shall approve or disapprove the requested special meeting by written notice to the entire Board of Directors. If such request is approved, the ~~Executive Director~~CEO shall send notice of the special meeting, personally or sent as a Record, to each Director, stating the purpose or purposes, and the time, date and location, of such meeting. ~~If such request is not approved a special meeting shall be called by the Secretary upon request of the President or upon written request of no less than eight (8) Directors.~~ Special meetings of the Board of Directors may be conducted in person or pursuant to Section 45(c) of this Article III.

**Section 4. Quorum at Meetings.** A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting except as otherwise provided by law.

**Section 5. Decisions.**

- (a) The act of a majority of the Directors present at a meeting of the Board shall be the act of the Board of Directors, except that any of the following decisions shall be made by an affirmative

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vote of at least eight (8) Directors eligible to vote and assembled in a regular meeting of the Board.

- (1) All accreditation actions
  - (2) All substantial equivalency actions
  - (3) To fix fees
  - (4) To adopt any accrediting condition or procedure
  - (5) To elect new directors
  - ~~(5)~~(6) To elect officers
  - ~~(6)~~(7) To approve the budget
  - (8) To approve amendments to these By-Laws
  - ~~(7)~~(9) To approve revisions to the *Rules of the Board and Policy Manual*
  - (10) To hire or terminate the CEO
- (b) Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee designated by the Board of Directors, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the District of Columbia.
- (c) Except for those decisions required to be made by vote of Directors assembled in a regular meeting, the Board (or its Executive Committee, if the Board authorizes) may make decisions in telephonic or other electronic meetings, provided each member of the Board (or Executive Committee) is notified as provided above or waives the right of notification. Participation in such a meeting shall be deemed equivalent to waiver of notification of the meeting. To the extent permitted by applicable law, the Board may also make decisions by mail ballot provided each member of the Board is allowed at least twenty days after the date of sending the ballot to deposit the marked ballot in return mail.

**Article IV**

**OFFICERS**

**Section 1. Number.** The officers of the Corporation shall be a President, President-Elect, Treasurer and Secretary. No person may be elected an officer unless he or she has first been elected to a ~~three (3)-year term as a Director following nomination as a Director by the AIA, NCARB or ACSA. Each of the aforementioned three (3) Collateral Affiliates shall have at least one (1) of its elected nominees serve as an officer at all times.~~ four-year term as a Director. At its discretion, the Board may elect the same person to serve simultaneously as Secretary and as Treasurer, ~~provided the specified organizational distribution is achieved.~~

**Section 2. President.** The President shall preside at all meetings of the Board and of the Executive Committee (if any). The President shall officially represent the Corporation in conducting business with external agencies, as directed by the Board. The President shall appoint Committees as necessary, and shall appoint other Directors to perform special duties and shall perform such other duties required by these By-Laws or by law. The President shall report to the Board at each Board meeting on the activities of the Corporation, and shall recommend actions necessary for the proper functioning of the Corporation.

**Section 3. President-Elect.** The President-Elect shall, in the absence or incapacity of the President, exercise the duties and shall possess all the powers of the President. The President-Elect shall succeed

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the incumbent President upon the completion, termination, or vacancy of the President's term of office.

**Section 4. Secretary.** The Secretary shall take or arrange to take minutes of each meeting of the Board of Directors, which the Secretary shall submit to the Board for approval at the next succeeding regular meeting of the Board. The Secretary shall also perform the duties usual and incidental to this office and as directed by the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall exercise general supervision over the financial affairs of the Board and each year shall recommend to the Board a qualified person or firm to conduct an external audit or review of the financial records. The Treasurer shall also perform the duties usual and incidental to this office and as directed by the Board.

**Section 6. Election of Officers.** No less than 30 days before the meeting prior to the Annual Meeting, the Directors shall be notified as to those persons qualified to fill vacancies of the officers due to occur at the end of the Annual Meeting. At such meeting before the Annual Meeting, new officers shall be elected. Each Director present shall be entitled to one (1) vote. Persons elected as officers shall take office at the adjournment of the Annual Meeting.

**Section 7. Executive Committee of the Board.** The Executive Committee of the Board shall consist of the officers of the Corporation, the immediate past president, and the Executive Director/CEO. The Executive Committee shall discharge such duties and exercise such responsibilities as the Board may direct from time to time. The Executive Committee shall report on its activities at every meeting of the Board.

**Article V**

**POLICIES AND PROCEDURES**

**Section 1. Accreditation Policies.** The Board shall establish, maintain and publish policies under which it accredits educational programs in architecture.

**Section 2. Accreditation Conditions and Procedures.** The Board shall, for purpose of accrediting educational programs, establish, maintain, and publish:

- (a) Conditions to be used in the process of evaluating programs for accreditation. These conditions shall emphasize the demonstrated achievements of students in the programs;
- (b) Procedures for evaluating programs and making the accreditation decisions.

**Section 3. Appeals Procedure.** The Board shall establish and publish a procedure by which an educational program can appeal from an accrediting decision of the Board.

**Section 4. Operational Policies and Procedures.** The Board shall adopt such policies and procedures it finds needed for the orderly and effective conduct of the operations of the Corporation.

**Article VI**

**EMPLOYEES AND AGENTS**

**Section 1. Chief Executive Director/Officer.** The Board may appoint an Executive Director/a chief executive officer (CEO) as an employee of the Corporation who shall be an *ex officio* member of the Board of Directors with voice but without vote. The Executive Director/CEO shall have such duties and responsibilities set forth in these By-Laws or as may be assigned by the Board of Directors. The activities of the Executive Director/CEO shall be reviewed annually by the Board.

**Section 2. Other Employees and Agents.** The Corporation may employ such other agents, representatives or employees as may be necessary to carry out properly the objects and purposes for which the Corporation was formed.

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**Article VII**

**CONTRACTS AND BUDGET**

**Section 1. Contracts and Obligations.** The Board of Directors may authorize one or more officers, employees, or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and to solicit, accept, or make grants, gifts, funds, or donations from or to any persons, corporations, organizations and institutions. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors no officer, agent or employee ~~other than the President and the CEO acting jointly~~ shall have any power or authority to bind the Corporation by any promise, contract or engagement or to pledge its credit or render it financially liable ~~pecuniarily~~ for any purpose or to any amount above \$100,000.

**Section 2. Financial Support.** The Corporation shall be supported by contributions from the Collateral Affiliates, and/or by such other funds as shall be obtained as fees or otherwise. Policies concerning the levying and amounts of fees and other charges paid shall be determined as follows:

- (a) Policies for levying fees against programs at institutions eligible for accreditation by the Corporation shall be established by the Board of Directors ~~in consultation with the Collateral Affiliates and~~ after a public comment period of not less than 90 days.
- (b) Policies for levying fees for services other than accreditation of professional degree programs eligible for such accreditation shall be established by the Board of Directors.

**Section 3. Budget.**

- (a) The fiscal year of the Corporation shall be established by the Board of Directors. The Board of Directors shall adopt by a vote of at least eight (8) Directors a budget which shall be a fair and reasonable estimate of the revenue and expenses expected for the period of the budget. The Board shall authorize expenditures in accord therewith, provided that the expenditures authorized for any budget period shall not exceed the anticipated income for that period plus the amount of the Corporation's general reserves at the beginning of that period.
- (b) The ~~Board~~CEO with the approval of Directors~~the President and Treasurer~~ may, within the aggregate total fixed for expenditures in the general budget, adjust any or all items of the budgeted expenses and change the authorizations accordingly. If at any time it is anticipated that the actual revenue and/or expense will be greater or less than that estimated in the budget the Board by a vote of at least eight (8) Directors may amend the budget to reflect the change.
- (c) Unspent and unencumbered funds remaining at the end of each fiscal year shall be transferred to the Corporation's general reserves. Nothing contained herein shall prohibit the carrying forward of previously authorized expenditures required for payment of obligations of the Corporation.

**Section 4. Deposit of Funds.** The Board shall by resolution designate banks or other appropriate depositories to hold the funds of the Corporation, and shall designate officers, employees or other agents who shall have authority to withdraw the funds of the Corporation.

**Section 5. Investments.** The Board may authorize investment of its funds in publicly-traded equities, bonds, mutual funds, and other investment vehicles and may use the income earned on such investment, and to the extent income is not sufficient, the principal, as the Board determines.

**Section 6. Voting Securities of Other Corporations; Proxies.** Unless otherwise provided by the Board of Directors, either the President or the Treasurer shall have the power to cast the vote which the Corporation 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 holders of the stock or other securities in such other corporation, or to consent in writing to any action by such other corporation, and shall have the further power to appoint, from time to time, an attorney or agent of the Corporation, and may instruct



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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 Corporation and under its seal such written proxies or other instruments as he may deem necessary or proper in the premises.

**Article VIII**

**INDEMNIFICATION**

To the greatest extent permitted by law, the Corporation shall indemnify any present or former officer, director, or other person serving at the request of the Corporation in any capacity, including a representative capacity in another organization, for Liabilities actually and necessarily incurred as a party or witness, in connection with any Proceeding involving the Corporation or the individual acting on behalf of the Corporation.

As used herein: (a) "Proceeding" shall include, but not be limited to, any action, suit or other proceeding, whether civil, criminal administrative or investigative, and whether threatened, pending, or completed. "Liabilities" shall include, but not be limited to, the obligation to pay judgments, fines (including any excise taxes assessed with respect to an employee benefit plan), amounts paid in settlement, penalties, and other costs, including attorneys' fees, reasonably incurred with respect to a Proceeding.

Such indemnification shall be conditioned upon the individual having: (i) acted in good faith; and (ii) in a manner reasonably believed, (A) in the case of conduct in an official capacity, to be in the best interests of the Corporation, and (B) in all other cases, to not be opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, having had no reasonable cause to believe the conduct to be unlawful. Without limiting what constitutes "acting in good faith," any individual shall be deemed to have acted in good faith if he or she (1) has acted or relied on the written advice of legal counsel or a Certified Public Accountant retained by the Corporation within their area of professional expertise, (2) has relied upon the written report of an officer or committee specifically charged with responsibility for the matter in question and has no reasonable cause to dispute such report, or (3) has acted with due care and diligence. No indemnification shall be provided for any person with respect to any matter, as to which such person shall have been adjudicated in any proceeding to have failed to act in good faith. The right to indemnification conferred in this Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a current, former or proposed director or officer in his or her capacity as a director or officer or proposed director or officer (and not in any other capacity in which service was or is or has been agreed to be rendered by such person while a director or officer, including without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnified person to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Articles or otherwise.

The Corporation shall have the power to purchase insurance against the liability of present and former officers, directors and other persons acting on behalf of the Corporation, whether or not such persons would be entitled to indemnity under these By-Laws or applicable law.

**Article IX**

**CORPORATE SEAL**

The Board of Directors shall provide a suitable seal for the Corporation which shall be in the form of a circle and shall have inscribed thereon: "National Architectural Accrediting Board, Inc., Corporate Seal, 1967, District of Columbia." An impression thereof shall be affixed to these By-Laws.

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**Article X**

**NOTICE, WAIVER OF NOTICE**

Whenever notice of a meeting is required to be given by law or these By-Laws, due legal and personal notice shall be deemed to have been given when the ~~Executive Director~~CEO has sent a Record (as that term is defined in Title 29 of the District of Columbia Code) addressed to each Director entitled thereto at the address shown on the Corporation's records. A Director 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 Corporation.

**Article XI**

**AMENDMENTS**

Any of these By-Laws may be amended or repealed and new By-Laws may be adopted at any meeting of the Board of Directors by affirmative vote of at least eight (8) Directors. Such amendment or repeal shall become effective 180 days after being approved by the Directors unless such action shall be affirmatively rejected by the AIA, or the ACSA, or the NCARB through the governance structure deemed appropriate for such a decision by each organization within that same 180 days. Also, the Board of the American Institute of Architecture Students shall be notified of such amendment or repeal within the same 180 days.

However, notwithstanding the power contained in this Article to amend these By-Laws, the Corporation and its officers and Directors acting in its behalf shall engage only in activities in furtherance of the purposes for which the Corporation was formed as described in its Articles of Incorporation, and further, the Corporation and its officers and Directors acting in its behalf shall engage only in activities permitted and proper for organizations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law and the regulations promulgated thereunder as they shall from time to time be amended.

**Article XII**

**TERMINATION AND DISSOLUTION**

The Corporation 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 resolutions, duly adopted by the respective governing boards of the AIA, the ACSA, and the NCARB.