



Resolutions to be Acted Upon

2018 NCARB Annual Business Meeting

May 2018

National Council of Architectural Registration Boards

1801 K Street NW, Suite 700K, Washington, DC 20006

Tel: 202/783-6500 | Fax: 202/783-0290

www.ncarb.org

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Resolution 2018-01

Supported by the Council Board of Directors (14-0)

TITLE: NCARB *Legislative Guidelines and Model Law/Model Regulations* Amendment – HSW Category Realignment

SUBMITTED BY: Education Committee

WHEREAS, the Board of Directors have proposed an alignment of HSW categories with the current experience areas of the Architectural Experience Program® (AXP™) and the practice areas of the Architect Registration Examination® (ARE®); and

WHEREAS, the Education Committee of the Council has determined upon careful consideration that it is advisable and in the best interest of the Council to realign the current HSW categories for continuing education defined in 100.006 (page 25) of the *Legislative Guidelines and Model Law/Model Regulations*; and

WHEREAS, requirements for NCARB certification may only be changed by an absolute majority vote of the Council Member Boards (28 votes), with such change becoming effective at the time specified in this Resolution; and

WHEREAS, prior to implementing the changes to 100.006 (page 25) of the *Legislative Guidelines and Model Law/Model Regulations*, the Council Board of Directors must adopt a resolution recommending such changes and submit the proposed changes to the Council Member Boards for approval.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that Section 100.006 (Health, Safety, and Welfare Subjects, page 25) of the *Model Regulations* be amended as follows:

“Health, Safety, and Welfare Subjects

Technical and professional subjects related to the practice of architecture that the Board deems appropriate to safeguard the public and that are within the following enumerated continuing education subject areas necessary for the proper evaluation, design, construction, and utilization of buildings and the built environment.

~~BUILDING SYSTEMS: Structural, Mechanical, Electrical, Plumbing, Communications, Security, Fire Protection~~

~~CONSTRUCTION CONTRACT ADMINISTRATION: Contracts, Bidding, Contract Negotiations~~

~~CONSTRUCTION DOCUMENTS: Drawings, Specifications, Delivery Methods~~

~~DESIGN: Urban Planning, Master Planning, Building Design, Site Design, Interiors, Safety and Security Measures~~

~~ENVIRONMENTAL: Energy Efficiency, Sustainability, Natural Resources, Natural Hazards, Hazardous Materials, Weatherproofing, Insulation~~

~~LEGAL: Laws, Codes, Zoning, Regulations, Standards, Life Safety, Accessibility, Ethics, Insurance to protect Owners and Public~~

~~MATERIALS and METHODS: Construction Systems, Products, Finishes, Furnishings, Equipment~~

~~OCCUPANT COMFORT: Air Quality, Lighting, Acoustics, Ergonomics~~

~~PRE-DESIGN: Land Use Analysis, Programming, Site Selection, Site and Soils Analysis, Surveying~~

~~PRESERVATION: Historic, Reuse, Adaptation~~

PRACTICE MANAGEMENT: This category focuses on areas related to the management of architectural practice and the details of running a business.

PROJECT MANAGEMENT: This category focuses on areas related to the management of architectural projects through execution.

PROGRAMMING & ANALYSIS: This category focuses on areas related to the evaluation of project requirements, constraints, and opportunities.

PROJECT PLANNING & DESIGN: This category focuses on areas related to the preliminary design of sites and buildings.

PROJECT DEVELOPMENT & DOCUMENTATION: This category focuses on areas related to the integration and documentation of building systems, material selection, and material assemblies into a project.

CONSTRUCTION & EVALUATION: This category focuses on areas related to construction contract administration and post-occupancy evaluation of projects.”

FURTHER RESOLVED, except as explicitly modified by these Resolutions, all of the provisions of the *Legislative Guidelines and Model Law/Model Regulations* remain unchanged and in full force and effect; and

FURTHER RESOLVED, that these changes shall be submitted to the Council Member Boards for review and approval; and

FURTHER RESOLVED, that upon the approval of the changes by an absolute majority of the Council Member Boards, such changes will become effective July 1, 2018.

ADVOCATES:

- **Education Committee**

- Miguel A. Rodriguez, *Florida Member Board Member*
- Alastair Stokes, *Massachusetts recently licensed architect*
- Lori SchraderBachar, *Iowa Member Board Executive*
- Ann Marie Borys, *Educator, University of Washington Department of Architecture*
- Bobbi Jo Hepper-Olson, *North Dakota Member Board Member*
- Carole E. Pacheco, *Georgia Member Board Member*
- Caryn J. Brause, *Educator, University of Massachusetts Amherst Department of Architecture*
- Charles Robert Deese, *Montana recently licensed architect*
- Jennifer R. Arbuckle, *Vermont Member Board Member*
- Kerry Anderson, *Iowa recently licensed architect*
- Mitra Kanaani, *Educator, NewSchool of Architecture and Design*
- Patrick Ryan Barry, *Michigan Member Board Member*
- Gary Ey, *Maryland Public Board Member*
- Bayliss Ward, *Montana Member Board Member; Director, Region 5*

- **Experience Committee**

- John Patrick Rademacher, *Ohio Member Board Member*
- Erin Fox, *Oregon licensure candidate*
- Julie Hildebrand, *Texas Member Board Executive*
- Gianna Lisa Pigford, *Texas architect*
- James "JC" Clifford Rearden, *Missouri Member Board Member*
- Roch F. Manley, *Washington Member Board Member*
- Terance B. White, *Utah Member Board Member*
- James Oswald, *New Mexico Member Board Member; Director, Region 6*

- **Resiliency Workgroup**

- Allen J. Bacqué, *AIA, NCARB, Louisiana Member Board Member*
- Chris E. Brasier, *FAIA*
- Suni Dillard, *AIA, LEED AP BD+C, Massachusetts Member Board Member*
- Maria Brown, *Oregon Member Board Executive*
- Harley H. Hightower, *FAIA, NCARB, Former Alaska Member Board Member*
- John R. Klai II, *FAIA, NCARB, NCIDQ, Nevada Member Board Member*
- Joyce Noe, *FAIA, Hawaii Member Board Member*
- Jim Oswald, *NCARB, AIA, LEED AP BD+C, New Mexico Member Board Member*
- R. K. Stewart, *FAIA, NCARB, Hon. FRIAC, Hon. JIA, Hon. AIA, Former AIA President*

SPONSORS' STATEMENT OF SUPPORT:

This proposal represents an effort to align HSW categories in *Legislative Guidelines and Model Law/Model Regulations* to the core programs of the Council, experience (AXP) and examination (ARE). The current HSW categories are outdated and limiting for the breadth of topics that could be considered for HSW continuing education. While the AXP and ARE have very specific topics listed for every experience and practice area, it is proposed that these same areas be used to organize the list of acceptable HSW continuing education topics.

A new comprehensive list of acceptable HSW topics for continuing education will be added to the *Education Guidelines* to enable modifications to the list of topics as needed to keep up with current trends and evolving technologies. This new section will also expand the language in *Model Regulations* by adding specific topics associated with each HSW subject area.

Health, Safety, and Welfare Subjects and Acceptable Topics

Technical and professional subjects related to the practice of architecture that safeguard the public and that are within the following continuing education subject areas necessary for the proper evaluation, design, construction, and utilization of buildings and the built environment. Acceptable HSW topics listed under each CE subject area are not all-inclusive and may span across multiple subjects.

PRACTICE MANAGEMENT: This category focuses on areas related to the management of architectural practice and the details of running a business.

Acceptable Topics

Applicable Laws and Regulations

Ethics

Insurance to Protect Owner and Public

Business Management

Risk Management

Information Management

Design for Community Needs

Supervisor Training

PROJECT MANAGEMENT: This category focuses on areas related to the management of architectural projects through execution.

Acceptable Topics

Project Delivery Methods

Contract Negotiation

Pre-Design Services

Site and Soils Analysis

Consultant Management

Project Scheduling

Quality Control (QA/QC)
Economic Assessment
Value Engineering

PROGRAMMING & ANALYSIS: This category focuses on areas related to the evaluation of project requirements, constraints, and opportunities.

Acceptable Topics

Land-Use Analysis
Programming
Site Selection
Historic Preservation
Adaptive Reuse
Codes, Regulations, and Standards
Natural Resources
Environmental Impact and Ecosystem Risk Assessment
Hazardous Materials
Resilience to Natural and Human Impacts
Life Safety
Feasibility Studies

PROJECT PLANNING & DESIGN: This category focuses on areas related to the preliminary design of sites and buildings.

Acceptable Topics

Building Systems
Urban Planning
Master Planning
Building Design
Site Design
Safety and Security Measures
Impacts, Adaptation and Mitigation of a Changing Climate
Energy Efficiency and Positive Energy Design
Sustainability
Indoor Air Quality
Ergonomics
Lighting
Acoustics
Accessibility

Construction Systems
Budget Development

PROJECT DEVELOPMENT & DOCUMENTATION: This category focuses on areas related to the integration and documentation of building systems, material selection, and material assemblies into a project.

Acceptable Topics

Construction Documents
Materials and Assemblies
Fixtures, Furnishings, & Equipment

CONSTRUCTION & EVALUATION: This category focuses on areas related to construction contract administration and post-occupancy evaluation of projects.

Acceptable Topics

Construction Contract Administration
Bidding and Negotiation
Post Occupancy Evaluation (POE)
Building Commissioning

This proposed revision:

- Aligns HSW continuing education subject areas to the experience/practice areas of AXP and ARE
- Provides a general definition for each new HSW continuing education subject area
- Eliminates a lengthy list of continuing education topics within *Model Regulations*
- Supports efforts to evolve NCARB programs and documents with the evolution of the architectural profession

REFERENCES:

- [*Legislative Guidelines and Model Law/Model Regulations*](#)
- [*AXP experience area definitions*](#)
- [*ARE practice area definitions*](#)

Resolution 2018-02

Supported by the Council Board of Directors (14-0)

TITLE: *Certification Guidelines* Amendment – Revision to the EESA Requirement for the Education Alternative to Certification

SUBMITTED BY: Education Committee

WHEREAS, the Board of Directors have determined that the current EESA requirement for applicants pursuing certification through the Education Alternative be optional for those who do not have an architecture-related degree and have more than 64 semester credit hours of postsecondary education; and

WHEREAS, the Education Committee of the Council has determined upon careful consideration that it is advisable and in the best interest of the Council to revise the current EESA requirement for the Education Alternative to Certification set forth in Section 2 of the *Certification Guidelines*; and

WHEREAS, requirements for NCARB certification may only be changed by an absolute majority vote of the Council Member Boards (28 votes), with such change becoming effective at the time specified in this Resolution, with such changes applicable to applicants for certification in process and new applicants; and

WHEREAS, prior to implementing the changes to Section 2 of the *Certification Guidelines*, the Council Board of Directors must adopt a resolution recommending such changes and submit the proposed changes to the Council Member Boards for approval.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the alternatives for certification of an architect registered in a U.S. jurisdiction as included in Section 2.2 of the *Certification Guidelines* (page 11) be amended as follows:

“2.2 Alternatives to the Education Requirement

If you do not hold a professional degree in architecture as identified in Section 1.2, NCARB will accept either of the following:

- A. Three (3) years of continuous licensure in any U.S. jurisdiction with no disciplinary action from any jurisdiction; and Documentation of experience gained pre-licensure and/or post-licensure. The experience must be verified either by a supervisor as allowed by the NCARB Architectural Experience Program or by an architect familiar with the work of the applicant:
 1. Architects who hold a four-year bachelor degree in an architecture-related program awarded by a U.S. regionally accredited institution or the Canadian equivalent must document two times (2x) the experience requirement of the NCARB Architectural Experience Program.

*Bachelor Degree in an Architecture-related Program: The term refers to any baccalaureate degree in an architecture-related program from an institution with U.S. regional accreditation that is awarded after earning less than 150 semester credits or the quarter-hour equivalent. For instance, these

degrees have titles such as Bachelor of Science in Architecture, Bachelor of Science in Architectural Studies, Bachelor of Arts in Architecture, Bachelor of Environmental Design, Bachelor of Architectural Studies, etc. This list is neither all-inclusive nor exhaustive. The amount of architecturally-defined content in these programs may vary from institution to institution.

2. All other architects (whose highest level of education may be high school, associate degree, unrelated bachelor or master degree, etc.) or non-U.S. or Canadian degree, must:
 - Obtain an Education Evaluation Services for Architects (EESA)* evaluation, for those who have 64 or more semester credit hours of post-secondary education to determine education deficiencies.
 - Submit a Certificate Portfolio. Document experience as a licensed architect to satisfy all subject areas of the NCARB Education Standard identified as deficient by the EESA report through a portfolio for peer review.
 - i. Architects with 64 or more semester credit hours of postsecondary education have the option to obtain an Education Evaluation Services for Architects (EESA) to identify specific subject area deficiencies to address through the Certificate Portfolio.
 - ii. The General Education subject area of the Certificate Portfolio is waived for those with a U.S. or Canadian bachelor degree or higher.

~~*Architects with less than 64 semester credit hours of postsecondary education do not require an EESA and must satisfy all education deficiencies through an education portfolio.~~

- B. Architects may obtain an Education Evaluation Services for Architects (EESA) NCARB evaluation report stating that he/she has met the *NCARB Education Standard*.

The NCARB Architectural Experience Program is described in the *AXP Guidelines*. The *NCARB Education Standard* is described in the *Education Guidelines*. These documents may be revised from time to time by NCARB.”

FURTHER RESOLVED, that these changes shall be submitted to the Council Member Boards for review and approval; and

FURTHER RESOLVED, that upon the approval of the changes by an absolute majority of the Council Member Boards, such changes will become effective July 1, 2018, and will apply to new applicants for certification through the Education Alternative.

ADVOCATES:

- **Education Committee**

- Miguel A. Rodriguez, *Florida Member Board Member*
- Alastair Stokes, *Massachusetts recently licensed architect*
- Lori SchraderBachar, *Iowa Member Board Executive*
- Ann Marie Borys, *Educator, University of Washington Department of Architecture*
- Bobbi Jo Hepper-Olson, *North Dakota Member Board Member*
- Carole E. Pacheco, *Georgia Member Board Member*
- Caryn J. Brause, *Educator, University of Massachusetts Amherst Department of Architecture*
- Charles Robert Deese, *Montana recently licensed architect*
- Jennifer R. Arbuckle, *Vermont Member Board Member*
- Kerry Anderson, *Iowa recently licensed architect*
- Mitra Kanaani, *Educator, NewSchool of Architecture and Design*
- Patrick Ryan Barry, *Michigan Member Board Member*
- Gary Ey, *Maryland Public Board Member*
- Bayliss Ward, *Montana Member Board Member; Director, Region 5*

- **National Architectural Accrediting Board**

SPONSORS' STATEMENT OF SUPPORT:

This proposal represents an effort to ensure current requirements for the Education Alternative to Certification are rational and provide the necessary rigor. The current requirement is for all Certificate Portfolio applicants who have 64 or more semester credit hours of postsecondary education to obtain an Education Evaluation Services for Architects (EESA). The proposed resolution gives applicants the option to obtain an EESA. Those who choose to obtain an EESA may eliminate the need to satisfy some subject areas of the *Education Standard* through the Certificate Portfolio. Those who choose not to obtain an EESA must satisfy all subject areas through the Certificate Portfolio.

The EESA, administered by the National Architectural Accrediting Board (NAAB), was established to assist applicants who do not have a professional degree in architecture from a NAAB- or CACB/CCCA-accredited program who wish to apply for NCARB certification. As it relates to the Education Alternative, the EESA evaluates an applicant's academic transcript in comparison with the *NCARB Education Standard*, an approximation of the requirements of the professional degree from a NAAB-accredited degree program.

The EESA report states which areas of the *NCARB Education Standard* have been satisfied and which areas (if any) are deficient. Areas of deficiency are then remedied through submission of a Certificate Portfolio. Both the EESA and Certificate Portfolio use the *NCARB Education Standard* as criteria by which to review satisfaction of the education requirement for certification.

About 20 percent of architects falling into the category of requiring an EESA have received an associate, bachelor, or master degree in completely unrelated fields. Their EESA evaluation typically leads only to a waiver of the “General Education” subject area. The EESA requirement is a time-consuming and costly effort for little to no value in these cases.

Many of the remaining 80 percent of architects requiring an EESA have completed some coursework in architecture or architecture-related programs and have also expressed interest in satisfying their education by completing all subject areas of the *Education Standard* through the Certificate Portfolio, bypassing the cost and time required to obtain an EESA.

Also included in this proposal is a waiver of General Education for all Certificate Portfolio applicants who hold a bachelor or higher degree from the U.S. or Canada. This is in direct correlation to the waiver historically given to EESA applicants by the NAAB. The rationale for which is that institutions able to grant a bachelor degree are required to have a curriculum that meets the general education standards.

This proposed resolution:

- Recognizes that the criteria used for an EESA evaluation is the same criteria used to evaluate a Certificate Portfolio: the *NCARB Education Standard*
- Allows all applicants the option of either:
 - a. Obtaining an EESA and submitting a Certificate Portfolio addressing only identified subject area deficiencies from the EESA report, or
 - b. Bypassing the EESA and submitting a Certificate Portfolio addressing ALL subject areas
- Provides an unbiased evaluation of an architect’s education
- Gives credit for General Education to those who have obtained a bachelor degree or higher
- Maintains program rigor
- Streamlines the process for those choosing to bypass the EESA
- Supports efforts to minimize program fees

REFERENCES:

- [*NCARB Education Guidelines*](#)
- [*Certificate Portfolio Applicant Guide*](#)

Resolution 2018-03

Supported by the Council Board of Directors (14-0)

TITLE: Amendment and Restatement of the *NCARB Model Rules of Conduct*

SUBMITTED BY: Council Board of Directors

WHEREAS, the Ethics Task Force of the Council has determined upon careful consideration that it is advisable to amend and restate the *NCARB Model Rules of Conduct* to ensure they remain relevant to contemporary architectural practice and to ensure the expected professional and ethical conduct of architects found in law remains focused on the protection of the health, safety, and welfare of the public.

WHEREAS, the *Rules of Conduct* may only be changed by an absolute majority vote of the Council Member Boards (28 votes), with such change becoming effective at the time specified in this Resolution, with such changes applicable to applicants for certification in process and new applicants; and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the *NCARB Rules of Conduct* are hereby amended and restated in the form attached hereto as Exhibit A.

FURTHER RESOLVED, that upon the approval of the changes by an absolute majority of the Council Member Boards, such changes will become effective July 1, 2018.

ADVOCATES:

- **Ethics Task Force**
 - Dale H. McKinney, *Past President*
 - Jenny Owen (Wilkinson), *Mississippi Member Board Executive*
 - David Whatley Hinson, *Educator, Auburn University College of Architecture, Design and Construction*
 - George Miller, *New York Member Board Member*
 - Jan Burgess
 - John Cameron Jr., *Former Public Director*
 - John Ehrig, *Florida Member Board Member*
 - Michael Norman Archer, *New York recently licensed architect*
 - Darryl R. Hamm, *Pennsylvania Member Board Member; Public Director*

SPONSORS' STATEMENT OF SUPPORT:

The Ethics Task Force was formed in 2015 by then President-elect Dennis Ward to explore opportunities to increase awareness of ethics and professional conduct within the profession and to specifically review the *NCARB Rules of Conduct* for relevance and currency. Over the

course of the past two and a half years, the task force conducted an extensive, word-by-word review of the *Rules*; the first comprehensive review conducted since its adoption by Member Boards in 1977. The task force reviewed the codes of conduct for architects from various countries/organizations around the world, as well as those of our design-related professions (interior design, landscape architecture, and engineering) and other professions regulated in the United States (accounting, psychology, and medicine).

The review resulted in several areas of proposed change, including long-overdue “housekeeping” changes; a significant reduction of the supporting commentary; rules with more than one idea were separated in two and restated in order to bring clarity; two former rules were deleted; one new rule was created to cover a new subject; and the last section of rules was reorganized and significantly overhauled to focus on signing and sealing documents. The document was also retitled as *Model Rules of Conduct* to re-emphasize that the collection of rules serves as a model for adoption and use by NCARB’s Member Boards.

Former Rule 5.1 (resident architect) was deleted as more of a condition of practice rather than an issue of professional conduct. Thoughts on this former rule will be shared with the Model Law Task Force for review and possible incorporation in their work.

Former Rule 5.3 (private gifts) was also deleted. While bribes or gifts to influence public officials or gain favor for future public work remain strictly prohibited by Rule 4.4, the task force felt that there was nothing inherently unethical with seeking favor on private projects through reduced fees or pro bono services.

New Rule 2.5 was added by the task force to highlight the significant responsibility AXP supervisors have in their relationship with and mentoring of licensure candidates. It is the task force’s opinion that the supervisor/supervisee relationship is crucial and must be free of conflicts of interest, whether perceived or fact.

And finally, Section 5 was retitled and refocused on rules related to the signing and sealing of documents. Former Rule 5.2 was inappropriately used to define responsible control and technical submissions rather than focus on the architect’s conduct in this context. While those concepts are critically important to the profession, the task force determined that the *Rules of Conduct* should focus on the conditions of signing and sealing technical submissions, not simply their definitions. The actual definitions will be shared with the Model Law Task Force for inclusion in the definitions section in support of their effort to update and revise NCARB’s *Legislative Guidelines and Model Law/Model Regulations*. With this refocusing effort, the remaining rules in Section 5 were relocated to another more appropriate section.

Throughout the effort, the Ethics Task Force maintained a laser-like focus on those rules that comprise the legal and ethical requirements of the profession in support of the protection of the public health, safety, and welfare. The Board of Directors unanimously accepted the task force’s recommended revisions and supports the passage of **Resolution 2018-C**.

REFERENCES:

- [NCARB Model Rules of Conduct](#) (a clean version of Exhibit A)
- [NCARB Rules of Conduct: 2014-2015](#) (the current *Rules of Conduct* available on ncarb.org).

MODEL RULES OF CONDUCT

FOREWORD

INTRODUCTION

GUIDING PRINCIPLES

RULE 1 COMPETENCE

RULE 2 CONFLICT OF INTEREST

RULE 3 FULL DISCLOSURE

RULE 4 COMPLIANCE WITH LAWS

RULE 5 ~~RULES OF PROFESSIONAL CONDUCT~~ SIGNING AND SEALING DOCUMENTS



FOREWORD

These Model Rules of Conduct are published by the National Council of Architectural Registration Boards (NCARB) as a recommended set of rules for Member Boards—the jurisdictional licensing boards—having the authority to promulgate and enforce rules of conduct applicable to those licensed in their jurisdiction.

INTRODUCTION

These rules of conduct are published by NCARB as a recommended set of rules for Member Boards having the authority to promulgate and enforce rules of conduct applicable to their registrants.

Immediately following the 1975 Annual Meeting, the Board of Directors charged the NCARB Committee on Professional Conduct with drafting a set of rules of conduct for use by Member Boards. The Committee worked on these rules over an 18-month period. Initially, the Committee searched the existing rules of several of its Member Boards. From this search, a preliminary set of rules of conduct covering a multitude of matters was prepared. The preliminary rules were finally revised to a draft set of rules in February 1976. That draft was submitted to representatives of various governmental agencies and professional organizations in March 1976. On the basis of informal comment received at that time, the rules were again revised. In November 1976, another series of hearings with governmental officials was held and further revisions were made.

Thereafter, these rules were distributed broadly with requests for comment, and in February 1977 the Committee on Professional Conduct, taking into account the comments received, revised, and redrafted the rules into their present form. The rules were approved by the Member Boards at the 1977 Annual Meeting. At the 1982 NCARB Annual Meeting one amendment to these rules of conduct was approved, adding a new Section 5.1 and renumbering subsequent items accordingly.

Certain Committee assumptions are clarified as follows:

- It is the Committee's belief that a set of rules of conduct, which will be the basis for policing and disciplining members of the profession, should be "hard-edged" rules and should not include those precatory injunctions which are often found in a list of professional obligations. For example, the Committee believes that it is an obligation of all registered architects to assist interns in their

The Foreword, Introduction, and Guiding Principles are prefatory materials that are not part of the *Model Rules of Conduct*. The changes shown here are subject to further revision by NCARB staff before the document is published. These revisions are not part of Resolution 2018-A and not subject to member voting.

development. But the Committee could not conceive of making the failure to perform that obligation the basis for revocation of registration, suspension of registration, or reprimand. Thus, the rules set forth below have all been subjected to the critical test of whether or not an architect violating any one of the rules should be subject to discipline. It is the Committee's judgment that the rules proposed are all rules for which it is appropriate to command compliance and threaten sanctions.

- The Committee views these rules as having as their objective the protection of the public and not the advancement of the interests of the profession of architecture. The Committee believes, however, the profession is advanced by requiring registration holders to act in the public interest. There are, however, various rules of conduct found in many existing state board rules which seem more directed at protecting the profession than advancing the public interest. Such a rule is the prohibition against allowing one architect to supplant another until he/she has adequate proof that the first architect has been properly discharged. Without doubt, such a rule makes the practice more civilized, more orderly, and, under some circumstances, exposes a client to less risk. On the other hand, it was frequently pointed out to the Committee that clients may often wish to verify the competence of a retained architect by engaging a second architect, and it hardly seems appropriate for governmental regulation to prevent that from occurring. Similarly, prohibitions against brokers selling architects' services, fee competition, advertising, free sketches, and the like, seem more appropriately included in professional ethical standards than in rules to be enforced by state agencies.

In protecting the public, there are two general areas of concern. First, non-architects (beginning with the client and including all other members of the construction industry) dealing with an architect should be protected against misrepresentation, fraud, and deceit. It has long been recognized as a proper function of government to protect the consumer of services from such wrongful behavior. Second, the users of a project on which the architect has worked must be protected from a building which is unsafe. This kind of protection by a governmental agency has an even longer history.

- The Committee sought to avoid burdening the architect

with standards of conduct which were unreasonable to expect. At the same time, the Committee took into account the fact that the public views the architect or, in the case of an engineering project, the engineer as the only registered professional involved in a leadership position in the construction process, and relies on the registered professional to help safeguard the public interest. Rule 3.3, derived from a similar rule found in the Alaska State Board's rules of conduct, recognizes the special responsibility of the registered architect. In this regard, the architect is not unlike the lawyer who, while enjoined to defend vigorously the position of his/her client, must under certain circumstances abandon his/her partisan effort on behalf of his/her client by virtue of his/her duty as an officer of the court to advance the cause of justice. Similarly, accountants have in recent years been compelled to insist on positions that are not in their client's interest but that are necessary in order to provide the public with full disclosure. So the architect has a fiduciary duty to his/her client, while at the same time has a supervening duty to the public.

- As has been stated above, these rules are intended to point out those areas of behavior for which an architect risks being disciplined by his/her state board. The enforcement of these rules is the subject of a paper titled "Procedural Requirements for Discipline of Architects by State Architectural Registration Boards," prepared and distributed by the Professional Conduct Committee. Enforcement, of course, raises quite special problems. State registration boards are notoriously understaffed and underfunded. Nonetheless, the Committee believes the experience of some of our Member Boards in using available resources to assist in enforcement will provide guidance to other state boards that have despaired of being able to enforce rules of conduct in the past. The paper on enforcement suggests strategies by which the state boards can police the profession and can effectively enforce these rules. The Committee, however, does not believe that an infraction of each of these rules will yield the same punishment. Obviously, any disciplinary body takes into account a multitude of mitigating circumstances. In addition, a first infraction of some of the rules would, in all likelihood, not result in disciplinary action. For example, very few responsible and honorable architects avoid negligence completely in their careers. On the other hand, the board must have the right to discipline and, if necessary, revoke the registration of an

architect with a demonstrated record of incompetence.

- The Committee struggled with the question of the necessary proximity between the act proscribed and the public interest involved. As an example, we can pick out three points on a line all leading to unsafe structures which the public clearly has an interest in preventing. The first point, for purposes of this illustration, is architects bidding against each other on the basis of fee. There is evidence that buildings constructed from the work of architects who have won the job on the basis of a low fee have more problems than buildings generally. As a second point on the line, buildings designed by architects who suffer from substantial physical or mental disabilities contain a much higher risk of defects than buildings generally. As a final point on the line, there is the architect who has been chronically negligent in his/her past projects and is likely to perform with similar negligence in the future. The Committee was compelled to ask itself whether the odds were sufficiently high in connection with the competitive bidding issue to warrant a registration board attempting to protect the public at that point on the line. A similar question was raised concerning the architect whose competence is physically or mentally impaired. In a sense, disciplining the architect after the defective building had been discovered was the least effective way of protecting the public. This kind of inquiry resulted in the Committee's deleting any reference to competitive bidding in its rules but retaining a rule concerning physical or mental disabilities on the grounds that the protection of the public required that the board have power to step in when it has evidence that such a condition exists and is likely to impair the competence of the architect. Similar inquiries were made in connection with many of the other rules set forth in this document.

In July 1975, following a directive from delegates at its Annual Business Meeting, NCARB began to develop rules on professional conduct that it could recommend to its Member Boards. The committee conducted extensive research, produced several drafts, and conducted reviews with various governmental agencies and professional organizations in March 1976 and again in November 1976. In February 1977, the committee finalized the first version of NCARB's *Model Rules of Conduct* and subsequently gained their acceptance and approval by its Member Boards at the Annual Business Meeting in June 1977.

Over a two-year period, NCARB undertook a study of the conduct rules of various jurisdictions and other learned professions, held in-depth interviews with a number of government consumer affairs officials, and carried out other research inquiries. These efforts led to the formulation of NCARB's Model Rules of Conduct. Their substance was drawn from the following series of considerations:

- The Rules, which will serve as the basis for the regulating and disciplining of architects, should be mandatory rules and should not include aspirational rules that often comprise the codes of professional associations;
- The Rules should have as their objective the protection of the public and not the advancement of the interests of the profession of architecture;
- The architect should not be burdened unfairly with rules and expectations that are unreasonable. The public, however, expects to find an architect in a leadership position on a construction project to protect its interests. Consequently, while the architect is primarily enjoined to serve a client's best interests, the architect also has a supervening duty to the public; and
- The Rules are intended to set out those areas of behavior for which an architect risks being disciplined, including suspension or revocation of the privilege to practice, by a jurisdictional licensing board.

As a result of these considerations, NCARB's Model Rules of Conduct, as approved and recommended to its Member Boards who have the authority to promulgate such rules, center on five areas: competence, conflict of interest, full disclosure, compliance with laws, and signing and sealing documents. Over time, NCARB's Model Rules of Conduct have been revised to ensure they remain relevant to contemporary practice and to ensure the expected professional and ethical conduct of architects found in law remains focused on the protection of the health, safety, and welfare of the public.

GUIDING PRINCIPLES FOR THE DEVELOPMENT OF NCARB'S
MODEL RULES OF CONDUCT

- A. A set of rules of conduct, which will be the basis for regulating and disciplining members of the profession, should be mandatory rules and should not include those aspirational rules that are often found in a list of obligations promoted by a professional association.
- B. The objective of these *Model Rules of Conduct* is the protection of the public health, safety, and welfare. There are two general areas of concern. First, non-architects (beginning with the client and including all other members of the construction industry) dealing with an architect should be protected against misrepresentation, fraud, and deceit. Second, the users of a project on which the architect has worked must be protected from a building which is unsafe.
- C. These *Model Rules of Conduct*, when referenced to "law," are concerned only with violations of U.S. law and not with violations of the laws of other nations. It would be extremely difficult for a jurisdictional licensing board to obtain suitable evidence of the interpretation of foreign laws and it is not unusual for such laws to be at odds with the laws of the United States.
- D. These *Model Rules of Conduct* address the conduct of the architect irrespective of the architect's having been convicted under a criminal law. An architect is subject to discipline by the jurisdictional licensing board whether or not the architect has been convicted by a court of law.
- E. The public views the architect as the primary registered design professional involved in the planning and design of a building project and relies on the architect to help safeguard the public interest. While architects are obligated to defend vigorously the position of their clients, architects may be compelled to insist on positions that are not in their clients' interest in order to protect the health, safety, and welfare of the public.
- F. The public expects that professions will be guided by a commonly accepted standard of conduct and that architects will assume a primary role in ensuring ethical conduct by their colleagues. For example, this principle is the foundation of the requirements to report violations found in Rule 3.9. An architect's accountability

in this regard extends to the actions of parties external to their practice and to their practice colleagues. Accordingly, for the purposes of these *Model Rules of Conduct*, any architect who, alone or with others, is in charge of a firm's architectural practice will be deemed to have violated these rules if the firm has violated these rules.

- G. Architects who act as Architectural Experience Program (AXP) Supervisors of candidates for licensure play a critical role in the protection of the public and a central role in the training of future license holders. NCARB and the jurisdictional licensing boards rely on AXP Supervisors to both confirm that the expected experience has been gained and to serve as the primary "quality assurance" guarantor regarding the efficacy of the candidate's experience. Accordingly, these *Model Rules of Conduct* include several provisions intended to protect the integrity of the experience verification process and other elements of the qualifications reporting system that jurisdictional licensing boards rely on when making licensure decisions.

LITTLE HAS CHANGED IN SECTION 1. MINOR EDITS ARE PROPOSED AND SUPERFLUOUS COMMENTARY HAS BEEN ELIMINATED

RULE 1 COMPETENCE

- 1.1 In practicing architecture, an architect's primary duty is to protect the public's health, safety, and welfare. In discharging this duty, an architect shall act with reasonable care and competence, and shall apply the knowledge and skill which is ordinarily applied by architects of **in** good standing, practicing in the same locality.¹

COMMENTARY

Although many of the existing state board rules of conduct fail to mention standards of competence, it is clear that the public expects that incompetence will be disciplined and, where appropriate, will result in revocation of the license. Rule 1.1 sets forth the common law standard which existed in this country for 100 years or more in judging the performance of architects. While some courts have stated that an architect, like the manufacturer of goods, warrants that his/her design is fit for its intended use, this rule specifically rejects the minority standard in favor of the standard applied in the vast majority of jurisdictions that the architect need be careful but need not always be right. In an age of national television, national universities, a national registration exam, and the like, the reference to the skill and knowledge applied in the same locality may be less significant than it was in the past when there was a wide disparity across the face of the United States in the degree of skill and knowledge which an architect was expected to bring to his/her work. Nonetheless, the courts have still recognized this portion of the standard, and it is true that what may be expected of an architect in a complex urban setting may vary from what is expected in a more simple, rural environment.

- 1.2 In designing a project, an architect shall take into account **at** the applicable **federal**, state, and municipal **local** building laws and regulations. While an architect may rely on the advice of other professionals (e.g., attorneys, engineers, and other qualified persons) as to the intent and meaning of such laws and regulations, once having obtained such advice, an architect shall not knowingly design a project in violation of such laws and regulations.

¹ *This rule is based on the common law "standard of care" that has been accepted by courts in this country for over 100 years in judging the performance of architects.*

COMMENTARY

It should be noted that the rule is limited to applicable state and municipal building laws and regulations. Every major project being built in the United States is subject to a multitude of laws in addition to the applicable building laws and regulations. As to these other laws, it may be negligent of the architect to have failed to take them into account, but the rule does not make the architect specifically responsible for such other laws. Even the building laws and regulations are of sufficient complexity that the architect may be required to seek the interpretation of other professionals. The rule permits the architect to rely on the advice of such other professionals.

- 1.3 An architect shall undertake to perform professional services only when he/she **the architect**, together with those whom the architect may engage as consultants, is qualified by education, training, and experience, **has the necessary knowledge and skill** in the specific technical areas involved.

COMMENTARY

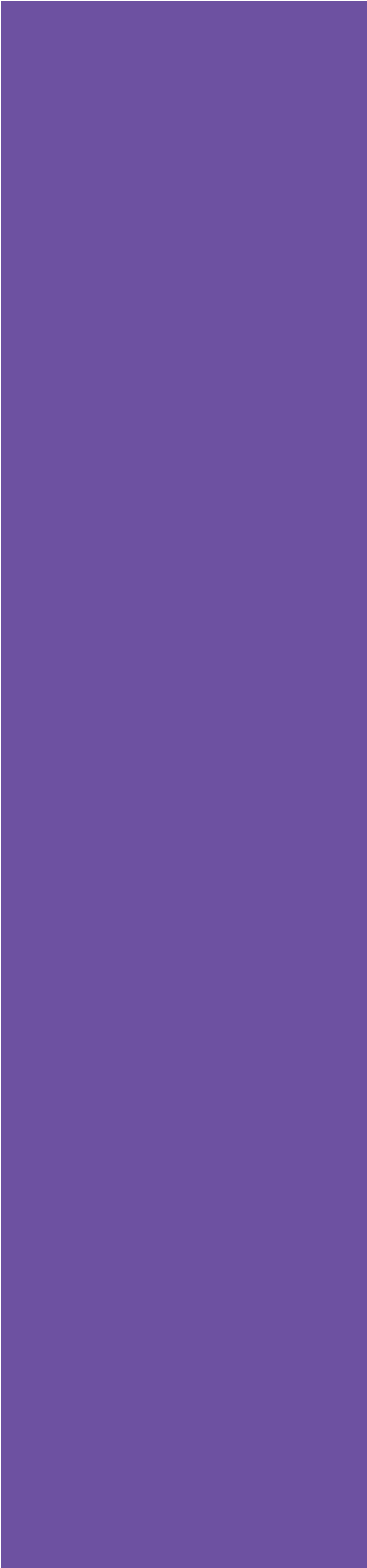
While an architect is licensed to undertake any project which falls within the definition of the practice of architecture, as a professional, the architect must understand and be limited by the limitations of his/her own capacity and knowledge. Where an architect lacks experience, the rule supposes that he/she will retain consultants who can appropriately supplement his/her own capacity. If an architect chooses to undertake a project where he/she lacks knowledge and where he/she does not seek such supplementing consultants, the architect has violated the rule.

- 1.4 No person **An architect** shall **not** be permitted to practice architecture if, in the **board's Board's** judgment, such person's **the architect's** professional competence is substantially impaired by physical or mental disabilities. **The assessment of impairment should be performed by an appropriately qualified professional.²**

²*This rule empowers the Board to act preemptively in the interest of public health, safety, and welfare when the Board becomes aware of an architect's impaired competence rather than waiting until the impaired competence causes harm.*

COMMENTARY

Here the state registration board is given the opportunity to revoke or suspend a license when the board has suitable evidence that the license holder's professional competence is impaired by physical or mental disabilities. Thus, the board need not wait until a building fails in order to revoke the license of an architect whose addiction to alcohol, for example, makes it impossible for that person to perform professional services with necessary care.



THE RULES IN SECTION 2 HAVE BEEN EDITED FOR CLARITY. RULE 2.5 HAS BEEN ADDED TO UNDERScore THE IMPORTANT ROLE OF THE AXP SUPERVISOR

RULE 2 CONFLICT OF INTEREST

- 2.1 An architect shall not accept compensation in connection with services from more than one party on a project (and never in connection with specifying or endorsing materials or equipment) unless the circumstances are fully disclosed to and agreed to (such disclosure and agreement to be **and waived** in writing) by all interested parties.

COMMENTARY

This rule recognizes that in some circumstances an architect may receive compensation from more than one party involved in a project but that such bifurcated loyalty is unacceptable unless all parties have understood it and accepted it.

- ~~2.2 If an architect has any business association or direct or indirect financial interest which is substantial enough to influence his/her judgment in connection with the performance of professional services, the architect shall fully disclose in writing to his/her client or employer the nature of the business association or financial interest, and if the client or employer objects to such association or financial interest, the architect will either terminate such association or interest or offer to give up the commission or employment.~~

COMMENTARY

Like 2.1, this rule is directed at conflicts of interest. It requires disclosure by the architect of any interest which would affect the architect's performance.

- 2.3² An architect shall not solicit or accept compensation from material or equipment suppliers in connection with **for** specifying or endorsing their products **in connection with a project**. As used herein, "compensation" shall not mean customary and reasonable business hospitality, entertainment, or product education.³

COMMENTARY

This rule appears in most of the existing state standards. It is absolute and does not provide for waiver by agreement. Customary and reasonable business hospitality, entertainment, and product education, while not furnishing a clear definition of what is and is not allowed is nevertheless well understood by state ethics laws, company policies, and tax guidelines that wish to allow what is

³*Unlike Rule 2.1, this rule does not provide for waiver by agreement. Customary and reasonable business hospitality, entertainment, and product education may be determined by jurisdictional ethics laws, company policies, and tax guidelines.*

Partially Moved to Rule 2.3

Formerly Rule 2.3

usual and appropriate in the industry in terms of dining, entertainment, and travel while ruling out lavish or excessive expenditures.

2.3 An architect shall not perform professional services in the face of a conflict of interest that is not fully disclosed and waived in writing by all parties. An architect has a conflict of interest when:

(a) the architect has or may acquire a financial or other interest in the project, someone participating in it, or any component of it; or

(b) the architect's judgment may be adversely affected by a relationship with another party.

2.4 When an architect, when acting by agreement of the parties as the independent interpreter of building contract documents and/or as the judge of contract performance, an architect shall render decisions impartially, favoring neither party to the contract.⁴

COMMENTARY

This rule applies only when the architect is acting as the interpreter of building contract documents and the judge of contract performance. The rule recognizes that these roles are not inevitable and that there may be circumstances (for example, where the architect has an interest in the owning entity) in which the architect may appropriately decline to act in those two roles. In general, however, the rule governs the customary construction industry relationship where the architect, though paid by the owner and owing the owner his/her loyalty, is nonetheless required, in fulfilling his/her role in the typical construction industry documents, to act with impartiality.

2.5 An architect serving as an AXP Supervisor for a candidate for licensure shall not have, nor enter into, any relationship with the candidate that would interfere with the objectivity of the AXP Supervisor's certification of the candidate's experience.⁵

⁴*This rule governs the construction industry relationship where the architect is to act impartially as the interpreter of building contract documents and/or the judge of contract performance, even though paid by the owner. The rule recognizes that these roles are not inevitable and that there may be circumstances (for example, where the architect has an interest in the owning entity) in which the architect may appropriately decline to act in either of these two roles.*

⁵*AXP Supervisors are required to balance their duty to protect the public with their role in licensure candidate development. Balancing these duties makes the AXP Supervisors' objectivity critical.*

Formerly Part of Rule 2.2

New Rule

THE RULES IN SECTION 3 WERE REORGANIZED, WITH SEVERAL EXISTING RULES SPLIT IN TWO AND RESTATED FOR CLARITY

RULE 3 FULL DISCLOSURE

3.1 ~~An architect shall not make misleading, deceptive, or false statements or claims that are misleading, deceptive, or false.~~

Formerly Rule 5.5

3.12 An architect making public statements on architectural questions ~~matters~~ shall disclose when he/she **if the architect** is being compensated for making such statements or when he/she has an economic interest in the issue.

Formerly Rule 3.1

COMMENTARY

Architects frequently and appropriately make statements on questions affecting the environment in the architect's community. As citizens and as members of a profession acutely concerned with environmental change, they doubtless have an obligation to be heard on such questions. Many architects may, however, be representing the interests of potential developers when making statements on such issues. It is consistent with the probity which the public expects from members of the architectural profession that they not be allowed under the circumstances described in the rule to disguise the fact that they are not speaking on the particular issue as an independent professional but as a professional engaged to act on behalf of a client.

3.23 An architect shall accurately represent to a prospective or existing client or employer his/her ~~not misrepresent the architect's~~ qualifications, capabilities, and experience ~~or that of the architect's firm~~ and the scope of his/her responsibility in connection with work for which he/she is claiming credit.

Formerly Part of Rule 3.2
[Split into Two Rules]

COMMENTARY

Many important projects require a team of architects to do the work. Regrettably, there has been some conflict in recent years when individual members of that team have claimed greater credit for the project than was appropriate to their work done. It should be noted that a young architect who develops his/her experience working under a more senior architect has every right to claim credit for the work which he/she did. On the other hand, the public must be protected from believing that the younger architect's role was greater than was the fact.

3.4 An architect shall accurately represent to a prospective or existing client or employer his/her qualifications, capabilities, experience, and **not misrepresent or overstate** the scope of his/her **the architect's** responsibility in connection with work for which he/she **the architect or the architect's firm** is claiming credit.

COMMENTARY

Many important projects require a team of architects to do the work. Regrettably, there has been some conflict in recent years when individual members of that team have claimed greater credit for the project than was appropriate to their work done. It should be noted that a young architect who develops his/her experience working under a more senior architect has every right to claim credit for the work which he/she did. On the other hand, the public must be protected from believing that the younger architect's role was greater than was the fact.

3.35 If, in the course of an architect's work on a project, an **the** architect becomes aware of a decision taken **made** by his/her **the architect's** employer or client, against the architect's advice, which violates applicable **federal**, state, or municipal **local** building laws and regulations and which will, in the architect's judgment, materially and adversely affect the **health and** safety, and **welfare of** the public, of the finished project, the architect shall:⁶

- (i) **(a)** report the decision to the local building inspector or other public official charged with the enforcement of the applicable state or municipal building laws and regulations; **refuse to consent to the decision**, and
- (ii) **(b)** refuse to consent to the decision, and **report the decision to the** local building inspector or other public **official charged with enforcement of** the applicable state or municipal **building laws and regulations**, and
- (iii) **(c)** in circumstances where the architect reasonably believes that other such decisions will be taken notwithstanding his/her **the architect's** objection, terminate his/her **the provision of** services with reference to the project unless the architect is able to cause the matter to be resolved by other means.

⁶*In the circumstances described, the architect is compelled to report the matter to the appropriate building official even though to do so may adversely affect the client's interests. The rule specifically intends to exclude matters of safety during the course of construction that are the obligation of the contractor.*

Formerly Part of Rule 3.2
[Split into Two Rules]

Formerly Rule 3.3

In the case of a termination in accordance with Clause (iii), the architect shall have no liability to his/her client or employer on account of such termination.

COMMENTARY

This rule holds the architect to the same standard of independence which has been applied to lawyers and accountants. In the circumstances described, the architect is compelled to report the matter to a public official even though to do so may substantially harm the architect's Note that the circumstances are violations of building laws which adversely affect the safety of the finished project. While a proposed technical violation of building laws (e.g., a violation which does not affect the public safety) will cause a responsible architect to take action to oppose its implementation, the Committee specifically does not make such a proposed violation trigger the provisions of this rule. The rule specifically intends to exclude safety problems during the course of construction which are traditionally the obligation of the contractor. There is no intent here to create a liability for the architect in this area. Clause (iii) gives the architect the obligation to terminate his/her services if he/she has clearly lost professional control. The standard is that the architect reasonably believes that other such decisions will be taken notwithstanding his/her objection. The rule goes on to provide that the architect shall not be liable for a termination made pursuant to Clause (iii). Such an exemption from contract liability is necessary if the architect is to be free to refuse to participate on a project in which such decisions are being made.

3.46 An architect shall not deliberately make a false statement or fail deliberately to disclose accurately and completely a material fact lawfully requested **by the Board** in connection with **the architect's** his/her application for **licensure** registration or renewal.

COMMENTARY

The registration board which grants registration or renews registration on the basis of a misrepresentation by the applicant must have the power to revoke that registration.

Formerly Rule 3.4

- ~~3.5~~ An architect shall not assist the application for registration of a person known by the architect to be unqualified in respect to education, training, experience, or character.
- 3.7 An architect possessing knowledge of an applicant's qualifications for registration shall cooperate with the applicant, the Board and/ or NCARB by responding appropriately regarding those qualifications when requested to do so. An architect shall provide timely verification of employment and/or experience earned by an applicant under his or her supervision if there is reasonable assurance that the facts to be verified are accurate. An architect shall not knowingly sign any verification document related to licensure that contains false or misleading information and shall not assist in the application for licensure of a person known by the architect to be unqualified.
- 3.8 An architect possessing knowledge of an licensure candidate's applicant's qualifications for licensure registration shall cooperate with the candidate applicant, the Board, and/ or NCARB by responding appropriately and in a timely manner regarding those qualifications, ~~when requested to do so.~~ An architect shall provide timely verification of employment and/or experience earned by an applicant under his or her supervision if there is reasonable assurance that the facts to be verified are accurate. An architect shall not knowingly sign any verification document that contains false or misleading information.
- 3.9 An architect possessing knowledge of a violation of these rules jurisdiction's laws or rules governing the practice of architecture by another architect shall report such knowledge to the Board. It is the professional duty of the architect to do so.

Moved to Rule 3.7

Partially Moved to Rule 3.8

Formerly Part of Rule 3.7
[Split into Two Rules]

Formerly Rule 3.6

RULE 4 COMPLIANCE WITH LAWS

- 4.1 An architect shall not, ~~in the conduct of his/her architectural practice, knowingly violate any state or federal criminal~~ the law of the United States or any U.S. jurisdiction that in any material way relates to the conduct of the architect's practice.

COMMENTARY

This rule is concerned with the violation of a state or federal criminal law while in the conduct of the registrant's professional practice. Thus, it does not cover criminal conduct entirely unrelated to the registrant's architectural practice. It is intended, however, that rule 5.4 will cover reprehensible conduct on the part of the architect not embraced by rule 4.1. At present, there are several ways in which Member Boards have dealt with this sort of rule. Some have disregarded the requirement that the conduct be related to professional practice and have provided for discipline whenever the architect engages in a crime involving "moral turpitude."

The Committee declined the use of that phrase, as its meaning is by no means clearly or uniformly understood. Some Member Boards discipline for felony crimes and not for misdemeanor crimes. While the distinction between the two was once the distinction between serious crimes and technical crimes that distinction has been blurred in recent years. Accordingly, the Committee specifies crimes in the course of the architect's professional practice, and, under 5.4, gives to the Member Board discretion to deal with other reprehensible conduct. Note that the rule is concerned only with violations of state or federal criminal law. The Committee specifically decided against the inclusion of violations of the laws of other nations. Not only is it extremely difficult for a Member Board to obtain suitable evidence of the interpretation of foreign laws, it is not unusual for such laws to be at odds with the laws, or, at least, the policy of the United States. For example, the failure to follow the dictates of the "anti-Israel boycott" laws found in most Arab jurisdictions is a crime under the laws of most of those jurisdictions; while the anti-Israel boycott is contrary to the policy of the government of the United States and following its dictates is illegal under the laws of the United States.

- 4.2 An architect shall not engage in conduct involving fraud or deliberate wanton disregard of the rights of others.

THE EDITS TO THE RULES
IN SECTION 4 INCLUDE
MINOR EDITS AND THE
ELIMINATION OF EXCESSIVE
COMMENTARY

Formerly Rule 5.4

- 4.3 An architect shall comply with the ~~registration~~licensing laws and regulations governing his/her~~the architect's~~ professional practice in any U.S. jurisdiction. An architect may be subject to disciplinary action if, ~~based on grounds substantially similar to those which lead to disciplinary action in this jurisdiction;~~ the architect is disciplined in any other U.S. jurisdiction.

COMMENTARY

Here, again, for the reasons set out under 4.1, the Committee chose to limit this rule to United States jurisdictions.

- 4.4 An architect shall neither offer nor make any payment or gift to a government official (whether elected or appointed) with the intent of influencing ~~an~~the official's judgment in connection with a prospective or existing project in which the architect is interested.

COMMENTARY

Rule 2 tracks a typical bribe statute. It is covered by the general language of 4.1, but it was the Committee's view that 4.2 should be explicitly set out in the rules of conduct. Note that all of the rules under this section look to the conduct of the architect and not to whether or not the architect has actually been convicted under a criminal law. An architect who bribes a public official is subject to discipline by the state registration board, whether or not the architect has been convicted under the state criminal procedure.

- 4.45 An employer engaged in the practice of architecture shall ~~not have been found by a court or an administrative tribunal to have violated any applicable federal or state law~~the law of the United States or any U.S. jurisdiction protecting the rights of persons working for the employer with respect to fair labor standards or with respect to maintaining a workplace free of ~~, such as those pertaining to harassment,~~ discrimination. [States may choose instead to make specific reference to the "Federal Fair Labor Standards Act of 1938, as amended" and the "Equal Employment Opportunity Act of 1972, as amended" and to state laws of similar scope.], and unfair compensation, shall be subject to discipline. For purposes of this rule, any registered architect employed by a firm engaged in the practice of architecture who is in charge of the firm's architectural practice, either alone or with other architects, shall be deemed to have violated this rule if the firm has violated this rule.

Formerly Rule 4.2

Formerly Rule 4.4

SECTION 5 HAS BEEN SIGNIFICANTLY MODIFIED. TWO RULES HAVE BEEN DELETED; TWO RULES HAVE BEEN MOVED TO OTHER SECTIONS; AND, THE REMAINING RULES HAVE BEEN REFOCUSSED ON SIGNING AND SEALING DOCUMENTS

RULE 5 ~~RULES OF PROFESSIONAL CONDUCT~~**SIGNING AND SEALING DOCUMENTS**

~~5.1 Each office engaged in the practice of architecture shall have an architect resident and regularly employed in that office:~~

5.1 An architect shall sign and seal only those technical submissions that were prepared under the architect's responsible control except as noted in rule 5.2 and 5.3.

~~5.2 An architect may sign and seal technical submissions only if the technical submissions were:~~

- ~~(i) prepared by the architect;~~
- ~~(ii) prepared by persons under the architect's responsible control;~~
- ~~(iii) prepared by another architect registered in the same jurisdiction if the signing and sealing architect has reviewed the other architect's work and either has coordinated the preparation of the work or has integrated the work into his/her own technical submissions; or~~
- ~~(iv) prepared by another architect registered in any United States jurisdiction and holding the certification issued by the National Council of Architectural Registration Board if
 - ~~(a) the signing and sealing architect has reviewed the other architect's work and has integrated the work into his/her own technical submissions and~~
 - ~~(b) the other architect's technical submissions are prototypical building documents.~~~~

~~— An architect may also sign and seal drawings, specifications, or other work which is not required by law to be prepared by an architect if the architect has reviewed such work and has integrated it into his/her own technical submissions.~~

~~— "Responsible control" shall be that amount of control over and detailed professional knowledge of the content of technical submissions during their preparation as is ordinarily exercised by a registered architect applying the required professional standard of care, including but not limited to an architect's integration of information~~

Former Rule 5.1 Was Deleted and Referred to Model Law Task Force

Formerly Part of Rule 5.2 [Split Into 3 Rules]

from manufacturers, suppliers, installers, the architect's consultants, owners, contractors, or other sources the architect reasonably trusts that is incidental to and intended to be incorporated into the architect's technical submissions if the architect has coordinated and reviewed such information. Other review, or review and correction, of technical submissions after they have been prepared by others does not constitute the exercise of responsible control because the reviewer has neither control over nor detailed professional knowledge of the content of such submissions throughout their preparation.

- Any registered architect signing or sealing technical submissions not prepared by that architect but prepared under the architect's responsible control by persons not regularly employed in the office where the architect is resident, shall maintain and make available to the board upon request for at least five years following such signing and sealing, adequate and complete records demonstrating the nature and extent of the architect's control over and detailed knowledge of such technical submissions throughout their preparation. Any registered architect signing or sealing technical submissions integrating the work of another architect into the registered architect's own work as permitted under clauses (iii) or (iv) above shall maintain and make available to the board upon request for at least five years following such signing and sealing, adequate and complete records demonstrating the nature and extent of the registered architect's review of and integration of the work of such other architect's work into his/her own technical submissions, and that such review and integration met the required professional standard of care.

COMMENTARY

This provision reflects current practice by which the architect's final construction documents may comprise the work of other architects as well as that of the architect who signs and seals professional submissions. The architect is permitted to apply his/her seal to work over which the architect has both control and detailed professional knowledge, and also to work prepared under the direct supervision of another architect whom he/she employs when the architect has both coordinated and reviewed the work.

5.2 An architect of record may sign and seal technical submissions not required by law to be prepared by an architect including information supplied by manufacturers, suppliers, installers, contractors, or from the architect of record's consultants, when that information is intended to be incorporated into the architect of record's technical submissions and the architect of record has reviewed such information and can reasonably trust its accuracy.

Formerly Part of Rule 5.2
[Split Into 3 Rules]

5.3 An architect of record may sign and seal prototypical building documents prepared by an architect licensed in any U.S. jurisdiction, but only if the architect of record determines that such documents are in compliance with the requirements of the project's jurisdiction and incorporates them into the architect of record's own technical submissions.

Formerly Part of Rule 5.2
[Split Into 3 Rules]

~~5.3 An architect shall neither offer nor make any gifts, other than gifts of nominal value (including, for example, reasonable entertainment and hospitality), with the intent of influencing the judgment of an existing or prospective client in connection with a project in which the architect is interested.~~

Former Rule 5.3 Was Deleted

COMMENTARY

This provision refers to "private bribes" (which are ordinarily not criminal in nature) and the unseemly conduct of using gifts to obtain work. Note that the rule realistically excludes reasonable entertainment and hospitality and other gifts of nominal value.

~~5.4 An architect shall not engage in conduct involving fraud or wanton disregard of the rights of others.~~

Moved to Rule 4.2

COMMENTARY

Violations of this rule may involve criminal conduct not covered by 4.1, or other reprehensible conduct which the board believes should warrant discipline. A state board must, in any disciplinary matter, be able to point to a specific rule which has been violated. An architect who is continuously involved in nighttime burglaries (no connection to his/her daytime professional practice) is not covered by 4.1 (crimes committed "in the conduct of his/her architectural practice"). Serious misconduct, even though not related to professional practice, may well be grounds for discipline. Lawyers commenting on the rules had little trouble with the standard set in 5.4;

it applies to conduct which would be characterized as wicked, as opposed to minor breaches of the law. While each board must “flesh out” the rule, murder, rape, arson, burglary, extortion, grand larceny, and the like would be conduct subject to the rule, while disorderly conduct, traffic violations, tax violations, and the like would not be considered subject to the rule.

5.5 ~~An architect shall not make misleading, deceptive, or false statements or claims.~~

COMMENTARY

An architect who fails to accurately and completely disclose information, even when not related to the practice of architecture, may be subject to disciplinary actions if the board concludes that the failure was serious and material.

Moved to Rule 3.1

Resolution 2018-04

Supported by the Council Board of Directors (14-0)

TITLE: Amendment and Restatement of the *NCARB Bylaws*

SUBMITTED BY: Council Board of Directors

WHEREAS, the Board of Directors of the Council has determined upon careful consideration that it is advisable and in the best interests of the Council to amend and restate the *NCARB Bylaws*; and

WHEREAS, pursuant to Article XV of the *NCARB Bylaws*, the *Bylaws* may only be amended at a special meeting or the Annual Business Meeting of the Council by resolution approved by the affirmative vote of not less than two-thirds of the Member Boards (36 votes).

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Amended and Restated *NCARB Bylaws* are adopted in the form attached hereto as Exhibit B.

FURTHER RESOLVED, that upon the approval of the changes by an affirmative vote of two-thirds of the Council Member Boards, such changes will become effective July 1, 2018.

ADVOCATES:

- **Board of Directors**
 - Gregory L. Erny, *President/Chair of the Board*
 - David L. Hoffman, *First Vice President/President-elect*
 - Terry L. Allers, *Second Vice President*
 - Robert M. Calvani, *Treasurer*
 - Alfred Vidaurri Jr., *Secretary*
 - Kristine Annexstad Harding, *Past President*
 - Stephen D. Schreiber, *Director, Region 1*
 - Paul D. Edmeades, *Director, Region 2*
 - John E. Cardone Jr., *Director, Region 3*
 - Stephen L. Sharp, *Director, Region 4*
 - Bayliss Ward, *Director, Region 5*
 - Jim Oschwald, *Director, Region 6*
 - Maria Brown, *Member Board Executive Director*
 - Darryl R. Hamm, *Public Director*

SPONSORS' STATEMENT OF SUPPORT:

The Board of Directors have undertaken a holistic review of the *NCARB Bylaws* and propose this omnibus resolution to remove outdated, inconsistent or redundant language; apply consistent treatment where possible; ensure conformance with current Iowa law; and improve overall clarity of the *Bylaws*. The edits can generally be classified in one of the following categories:

Housekeeping. These edits include reformatted lists, updated cross references, consolidated and clarified text, enhanced definitions, removal of anachronistic language, and updated “Annual Meeting” to “Annual Business Meeting.”

Board of Directors. These edits are mostly found within Articles VII, VIII, and XII and include updates and clarifications to qualifications, nomination and election procedures, and roles and responsibilities. These changes bring consistency to the nomination and elections process and to the language used across all Board positions as well as ensure conformance with Iowa laws.

Committees. Edits for this category occur in Articles VII and XII and include consolidating all committee references into Article XII, adding language defining “Board Committees” and “Advisory Committees,” and updating some committee definitions to align with current practices.

Annual Business Meeting. Edits proposed in this category add definitions and rights of “Delegates” and “Voting Delegates” in Article II and Article V.

To facilitate review of the proposed edits, the intent behind each proposed change has been provided in explanatory notes in the purple sidebars on each page.

REFERENCES:

- [*NCARB Bylaws: Proposed Update*](#) (a clean version of Exhibit B)
- [*NCARB Bylaws*](#) (the current *NCARB Bylaws* available on ncarb.org).

Adopted June 23, 1979, Cambridge, MA. Amended June 27, 1981, Maui, HI; June 26, 1982, Minneapolis, MN; June 25, 1983, Philadelphia, PA; June 30, 1984, Portland, OR; June 29, 1985, San Antonio, TX; June 28, 1986, Atlanta, GA; June 27, 1987, Seattle, WA; June 29, 1988, Chicago, IL; June 28, 1989, Boston, MA; June 30, 1990, Washington, DC; June 29, 1991, Denver, CO; June 27, 1992, San Francisco, CA; June 26, 1993, Kansas City, MO; June 25, 1994, Dearborn, MI; June 24, 1995, New Orleans, LA; June 29, 1996, Baltimore, MD; June 28, 1997, Minneapolis, MN; June 27, 1998, San Diego, CA; June 26, 1999, Charleston, SC; June 17, 2000, Chicago, IL; June 23, 2001, Seattle, WA; June 29, 2002, Boston, MA; June 28, 2003, San Antonio, TX; June 26, 2004, Portland, OR; June 25, 2005, Miami, FL; June 24, 2006, Cincinnati, OH; June 23, 2007, Denver, CO; June 28, 2008, Pittsburgh, PA; June 26, 2010, San Francisco, CA; June 25, 2011, Washington, DC; June 23, 2012, Minneapolis, MN; June 22, 2013, San Diego, CA; June 21, 2014, Philadelphia, PA; June 20, 2015, New Orleans, LA; June 18, 2016, Seattle, WA; June 30, 2018, Detroit, MI (Proposed).

ARTICLE I—NAME

The name of this organization shall be the National Council of Architectural Registration Boards.

ARTICLE II—DEFINITIONS

The following terms shall have the following meanings when used in these Bylaws:

- A. “~~Council~~“Advisory Committee” shall mean any committee not having and exercising the authority of the Board of Directors;
- B. “Board Committee” shall mean a committee which is comprised solely of two or more Directors and shall have and exercise the authority of the Board of Directors, to the extent authorized by the Board of Directors and permitted by law;
- A.C. “Board of Directors” shall mean the Board of Directors of the National Council of Architectural Registration Boards;
- D. “Committee” shall mean a Board Committee or an Advisory Committee;
- E. “Council” shall mean the National Council of Architectural Registration Boards;
- F. “Council Record” shall mean a record of the education, training, examination, practice, and character of an individual member of the architectural profession;

EXPLANATORY NOTES

ARTICLE II – DEFINITIONS

The expanded Definitions

- Add clarity to terms used throughout the Bylaws; and,
- Streamline Bylaws by removing explanatory text within the Bylaws.

- G. “Delegate” shall mean any member of a Member Board in attendance at an Annual Business Meeting or any special meeting of the Council as a representative of such Member Board;
- H. “Director” shall mean a member of the Board of Directors;
- I. “Elected Officer” shall mean any of the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, and the Secretary;
- J. “Examination” shall mean the Architect Registration Examination® prepared by the Council;
- K. “Executive Director” shall mean a person holding such title at a Member Board or having a comparable position as the primary administrator responsible for overseeing the activities of the Member Board;
- B.L. “Jurisdiction” shall mean any political subdivision of the United States, including any State, commonwealth, territory, dependency, and the District of Columbia, which has a law regulating the practice of architecture;
- €M. “Member Board” is a member of the Council in good standing and shall mean the body legally authorized by a Jurisdiction to certify that an applicant for rRegistration as an architect is qualified;
- N. “Public Director” shall mean the individual serving as the Public Director (as that term is described in Article VII of these bylaws) on the Board of Directors.
- O. “Public Member” shall mean a member of a Member Board who does not hold or have a license in a discipline regulated by such Member Board or in a related design profession.
- P. “Regional Chair” shall mean the chairperson of a Region, as such term is described in Article VI of these Bylaws;
- Q. “Regional Director” shall mean a Director who was nominated to serve on the Board of Directors by a Region;
- R. “Registration” shall mean licensure as an architect by the body legally authorized by a Jurisdiction to grant such licensure.

EXPLANATORY NOTES

ARTICLE II – DEFINITIONS
(cont.)

S. “Voting Delegate” shall mean a Delegate who is authorized to vote on behalf of a Member Board, as evidenced by a letter of credentials provided by the applicable Member Board.

ARTICLE III—PURPOSE

The purpose of the Council shall be to work together as a council of Member Boards to safeguard the health, safety, and welfare of the public and to assist Member Boards in carrying out their duties. Pursuant thereto, the Council shall develop and recommend standards to be required of an applicant for architectural rRegistration; develop and recommend standards regulating the practice of architecture; provide a process for certifying to Member Boards the qualifications of an architect for rRegistration; and represent the interests of Member Boards before public and private agencies, provided that the Council shall not purport to represent the interest of a specific Member Board without that Member Board’s approval.

ARTICLE IV—MEMBERSHIP

SECTION 1. Members. The membership of the Council shall be the ~~legally constituted Jurisdiction~~ Member Boards ~~in good standing~~. Membership in the Council shall be attained through acceptance by the ~~Council~~ Board of Directors. Application shall be made upon forms furnished by the Council. Every Member Board shall annually provide the Council with the names and addresses of its members, a copy of its law relating to the rRegistration and practice of architecture, a copy of its rules or regulations administering such law, and a roster of all persons registered by the Member Board, and shall pay the annual membership dues. All Member Boards ~~in good standing~~ shall have equal rights.

SECTION 2. Removal. If, after written notification from the ~~Council~~ Board of Directors, a Member Board shall ~~(i):~~

- A. ~~fail to pay its dues or other financial obligations to the Council or to its Region, or (ii) shall~~
- B. ~~persistently refuse rRegistration or otherwise fail to register~~ architects holding the Council Certificate for the reason that such architects are not the residents of the Member Board’s jurisdiction, or ~~(iii) shall~~
- C. ~~fail to administer the Architect Registration Examination prepared by the Council to all its applicants (other than applicants of whom it does not require a written examination) for rRegistration,~~

EXPLANATORY NOTES

ARTICLE IV – MEMBERSHIP

Section 1. Members

- Proposed edits conform to expanded Definitions in Article II, streamlining this Section.

Section 2. Removal

- Proposed edits for housekeeping and clarity.

then, the Council Board of Directors may recommend to the Council that such Member Board be removed from membership in the Council. ~~Upon~~ Following such recommendation, such Member Board may be removed from membership in the Council may determine by the affirmative vote of not less than two-thirds of all Member Boards; to remove such Member Board or, with respect to non-payment of dues or other financial obligations, waive or modify the Member Board's obligation to pay such amounts due to the Council.

SECTION 3. Reinstatement. A Jurisdiction that has been removed from membership in the Council for reasons of non-payment of dues or other financial obligations shall be automatically reinstated as a mMember Board in the Council ~~by a vote of two-thirds of all Member Boards;~~

A. following payment of all financial obligations of membership had the Jurisdiction not been removed (or such lesser amount approved unless, by such a vote of two-thirds of all Member Boards), such financial obligations shall be modified or waived, and

B. upon being in compliance with all other membership requirements of Article IV, Sections 1 and 2; A Member Board that was removed from the Council for reasons other than failure to pay dues or other financial obligations shall only be reinstated upon the affirmative vote of two-thirds of all Member Boards.

ARTICLE V—MEETINGS

SECTION 1. Annual Business Meeting. The Council shall hold an Annual Business Meeting at a time and place as determined by the Council Board of Directors. Notice of all Annual Business Meetings shall be sent to the chair or equivalent presiding officer and to the Member Board Executive of each Member Board not less than 90 days prior to each such meeting.

SECTION 2. Special Meetings. Special business meetings of the Council may be called by the President/Chair of the Board, with the approval of the Council Board of Directors, or by a majority of the Member Boards. The Bylaws provisions which govern notice for, and the procedures and conduct of business of, the Annual Business Meeting shall apply to Special Meetings.

SECTION 3. Delegates and Credentials. Each Member Board shall be entitled to be represented at Annual Business

EXPLANATORY NOTES

ARTICLE IV – MEMBERSHIP (cont.)

Section 3. Reinstatement

- Allow for the Membership to waive or reduce outstanding financial obligations of a jurisdiction rather than removal from membership;
- Provide for automatic reinstatement of membership upon satisfaction of outstanding financial obligations; and
- Compliance with non-financial requirements will be determined by the Board of Directors for communication to the membership. Requires vote of membership to reinstate.
- Other housekeeping edits.

ARTICLE V – MEETINGS

Section 1. Annual Business Meeting

- Proposed housekeeping edits.

Section 2. Special Meetings

- Proposed housekeeping edits.

Section 3. Delegates and Credentials

- Proposed housekeeping edits;
- Clarify that multiple Delegates per Member Board may attend the Annual Business Meeting and special meetings, as defined in Section 2, above;
- Implement the use of the term “Voting Delegate,” as defined in Article II; and,

Meetings and special meetings of the Council by one or more official Delegates who shall be members of that Member Board.

~~A delegate attending the~~ Notwithstanding a Member Board's total number of Delegates, each Member Board shall be represented at each Annual Business Meeting ~~or any~~ and Special Meeting of the Council by one Voting Delegate, who ~~is~~ shall be entitled to cast the vote of its Member Board and who shall be identified as the Voting Delegate by a letter of credentials from the ~~delegate's~~ applicable Member Board, ~~which voting delegate the~~. A Member Board may change by its Voting Delegate from time to time by issuing a subsequent letter of credentials. ~~A Member Board may be represented by as many delegates as attend, but only one vote may be cast for each Member Board by its delegates~~ to the Council. Each Voting Delegate shall have an equal vote on all matters on which all Member Boards are entitled to vote.

SECTION 4. Quorum. A quorum for the transaction of business at the Annual Business Meeting of the Council shall be ~~one or more~~ Voting ~~d~~Delegates representing a majority of the Member Boards.

SECTION 5. Resolutions and Other Motions. Resolutions are the substantive matters placed on the agenda for a meeting of the Council in accordance with this Section. All resolutions to be considered at any meeting of the Council, except those submitted by the Council Board of Directors, those submitted by Select Committees and those of the laudatory type, shall be submitted to the Regional Leadership Committee not later than 75 days prior to the day at the Annual Business ~~m~~Meeting at which the resolution is to be considered. The Regional Leadership Committee shall review each resolution submitted by Regions and Member Boards for conformity with the Council Bylaws and may recommend to the author of any resolution such changes as are deemed advisable for the purpose of clarity and to avoid duplication. All resolutions shall, insofar as practicable without altering or confusing the intent of the resolution, avoid invective or argument; but the proponent of a resolution may, when submitting the resolution to the Regional Leadership Committee, include a brief summary of the argument in support of the resolution, which summary shall be published with the publication of the resolution. The Council shall distribute all resolutions, except laudatory resolutions, to the Member Boards not less than

EXPLANATORY NOTES

ARTICLE V – MEETINGS

(cont.)

- Clarify the role and appointment process of the Voting Delegate.

Section 4. Quorum

- Clarify that only a Voting Delegate is required for purposes of identifying that a quorum is present.

Section 5. Resolutions and Other Motions

- Proposed housekeeping edits; and,
- Clarify that the 75-day time period is determined with respect to the day on which the resolution will be voted, rather than the first day of the Annual Business Meeting.

30 days prior to the meeting at which the resolution is to be considered. If the Board of Directors discloses its position to the Council, the vote of the Board of Directors shall be disclosed at the same time.

Only Member Boards, Regions, Select Committees, and the Council Board of Directors may offer resolutions to be presented at any meeting of the Council, or amendments to resolutions so presented. All other motions permitted under Robert's Rules of Order Newly Revised may be made by any ~~d~~Delegate or ~~Council Officer~~ or Director.

SECTION 6. Voting. The affirmative vote of two-thirds of all Member Boards is required to pass any amendment to these Bylaws ~~or~~ to remove any Member Board from membership in the Council, or as provided in Article IV, Section 3. The affirmative vote of a majority of all Member Boards is required to pass any other resolution. Except as otherwise specified in ~~Article VIII, Section 4, with regard to the election of Officers~~ these Bylaws, voting upon all other issues shall require the quantum of vote set forth in Robert's Rules of Order Newly Revised.

Except as expressly permitted by these Bylaws, ~~t~~There shall be no voting by proxy.

SECTION 7. Order of Business. An agenda outlining the order of business shall be prepared for all Council meetings. The agenda shall be prepared under the direction of the ~~Council~~ Board of Directors ~~and printed~~ and sent by the Secretary to all Member Boards at least 30 days before the date set for a particular meeting.

SECTION 8. Rules of Order. The Council shall be governed by Robert's Rules of Order Newly Revised when not in conflict with: first, applicable laws, then, the Articles of Incorporation, and lastly the Bylaws of the Council.

SECTION 9. Advisory Votes by Letter or Electronic Ballot. The ~~Council~~ Board of Directors may from time to time submit any issue or question to the Member Boards for an advisory vote by letter or electronic ballot, provided the subject matter and the ballot shall have been officially submitted in writing to the Member Boards at least 60 days prior to a date therein set for final receipt of ballots. Only ballots returned in the prescribed time will be counted.

SECTION 10. Other Participants. Council ~~Officers~~ and

EXPLANATORY NOTES

ARTICLE V – MEETINGS (cont.)

Section 6. Voting

- Proposed housekeeping edits.
- The last sentence acknowledges that Voting Delegates are proxies for the Member Boards, but no other proxy voting (such as by a Voting Delegate selecting a proxy for him or herself) shall be permitted.

Directors, Delegates, Member Board Executives or Attorneys when designated by their Member Boards, persons designated by the Board of Directors, and persons designated by the Presiding Officer shall have the privilege of the floor at Council meetings and may take part in the discussions and perform all functions of the ~~d~~Delegates except to vote, or, except as provided in Article V, Section 5, with respect to ~~Officers and Directors~~, to initiate action.

SECTION 11. International Agreements. All written international and/or foreign agreements entered into by the Council shall be subject to ratification by majority vote of the members at an Annual Business Meeting.

ARTICLE VI—REGIONS

SECTION 1. Purpose. In order to foster closer communication between Member Boards and the Council, as well as among Member Boards, and further to foster the development of future leaders and assist the Council in achieving its stated purpose, six geographical Regions comprising, in the aggregate, all the Member Boards are hereby established. Each Member Board shall be required to be a member of its Region.

SECTION 2. Membership. The membership of the Regions is established as follows:

REGION 1—New England: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.

REGION 2—Middle-Atlantic: Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virginia, West Virginia.

REGION 3—Southern: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virgin Islands.

REGION 4—Mid-Central: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin.

REGION 5—Central States: Kansas, Montana, Nebraska, North Dakota, Oklahoma, South Dakota, Wyoming.

REGION 6—Western: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Nevada, New Mexico, Oregon, Utah, Washington.

EXPLANATORY NOTES

ARTICLE VII — THE COUNCIL BOARD OF DIRECTORS

SECTION 1. Membership. The Council Board of Directors shall ~~comprise~~ be comprised of the Elected Officers of the Council as designated in Section 1 of Article VIII, one Regional Director elected from each Region, the immediate Past President, one Member Board Executive Director, and one Public Director elected as provided in this Article VII.

SECTION 2. Qualifications and Limitations. The qualifications for serving as a Director shall be as set forth in this Article VII, Section 2, and no entity responsible for nominating any Director shall impose any qualification not set forth herein.

A. A candidate for election as a Regional to any Director or Officer position shall (i), at the time such person is nominated:

(i) be a citizen of the United States, and (ii);

(ii) have served at least two (2) years as a member of a Member Board; or, in the case of a candidate for the position of Member Board Executive Director, have served at least two (2) years as an Executive Director;

(iii) be a current member of a Member Board within the Region or, be a past member of such a Member Board whose service as a member ended no more than one year before nomination, or the Chair; be an officer of the a Region, or the; be an incumbent Regional Director (iii) have served at least two years as a member of a Member Board, and (iv); or, in the case of a candidate for the Member Board Executive Director, be a current Executive Director; and,

(iv) in the case of architect candidates who are architects, hold an active NCARB Certificate; in every case at the time he or she is nominated by the Region*.In.

B. With respect to candidates for a Regional Director position, all qualifications relating to current or past membership in a Member Board or Region must be within the Region from which the case of candidate is nominated.

C. If a Member Board regulates professions in addition to the profession of architecture, the candidate will

EXPLANATORY NOTES

ARTICLES VII and VIII

Significant revisions proposed for these two Articles to:

- Article VII:
 - Clarify that the NCARB Bylaws establish qualifications for members of the NCARB Board of Directors;
 - Consolidate language for officers and other members of the Board into Article VII to streamline bylaws by eliminating redundant language;
 - Apply global qualifications, where possible;
- Article VIII:
 - Include only responsibilities pertaining to specific positions on the Board such as the President or Treasurer; and,
 - Apply other housekeeping edits.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Membership

- Proposed housekeeping edits; and,
- Remove references to other Articles of the Bylaws.

Section 2. Qualifications and Limitations

- Consolidate redundant qualifications language that applies to all Directors;
- Clarify qualifications that are unclearly written.
- Relocate Terms of Office/ Service to section 3.

qualify as a member or former member of a Member Board only if he or she is or was an architect-member or a public member of the architect section of the Member Board. All Directors shall serve without compensation:

~~A candidate for election as the Member Board Executive Director shall be (i) a citizen of the United States, (ii) either an executive director or hold a comparable position as the primary administrator responsible for overseeing the activities of a Member Board at the time of election, (iii) nominated by vote of a majority of the members of the Member Board Executives Committee, and (iv) such person so nominated shall be elected at the Annual Meeting. A Member Board Executive Director shall serve the same term and with the same limit on succeeding terms as apply to Regional Directors in this Article VII, Section 3, and any vacancy in the office of Member Board Executive Director shall be filled by vote of a majority of the members of the Member Board Executives Committee.~~

D. A candidate for election as the Public Director (i) shall be a citizen at the time of the United States, (ii) shall be serving as nomination a public or consumer member on a Member Board, and (iii) any person qualified as prescribed above may be nominated as Public Director by declaring his or her candidacy at the time election for such office begins at the Annual Meeting and shall be elected at the Annual Meeting. A Public Director shall serve the same or have served in such position no more than one (1) year prior to the time of nomination to the Board of Directors.

E. An individual shall qualify to serve as the President/Chair of the Board during the one-year period immediately following his or her term as First Vice President/President-Elect.

F. An individual shall qualify to serve as the Immediate Past President during the one-year period immediately following his or her term and with the same limit on succeeding terms as apply to Regional Directors in this Article VII, Section 3, and any vacancy in the office of Public Director shall be filled by the Council Board of Directors. as President/Chair of the Board.

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS *(cont.)*

Section 2. Qualifications and Limitations *(cont.)*

- Relocate Nomination language to Section 5; and
- Relocate Compensation language to Section 7.
- Add qualifications that define path to the roles of President/Chair of the Board and Immediate Past President.

~~SECTION 3. Terms of Office and Election. The terms of office of Officers and Directors shall be as provided in Section 5 of Article VIII. Regional Directors shall be nominated as provided in Section 5 of this Article and persons so nominated shall be elected at the Annual Meeting of the Council to serve~~ The term of office of a Director shall be one year from the adjournment of ~~said Annual Meeting~~ the Annual Business Meeting at which he or she is elected to serve or, in the case of President/Chair of the Board and Immediate Past President, succeeds to office, until the adjournment of the next following Annual Business Meeting or until ~~their successors are~~ his or her successor is duly elected: ~~and succeeds to office.~~ No person shall serve more than three terms in succession as a Director; ~~provided, however, that service as an Elected Officer and Immediate Past President shall not count against such limit. No incumbent shall serve for more than one term in any Elected Officer position or as Immediate Past President; provided, however, that an Elected Officer shall be eligible for reelection for the full term of office if, during the period immediately prior thereto, such Elected Officer had succeeded to or been elected to the office to fill a vacancy.~~

~~SECTION 4. Removal. As provided by applicable Iowa law, a Regional Director may be removed with or without cause by the Region electing such Director by a majority vote of those present and voting at a meeting duly called for such purpose; the Member Board Executive Director and the Public Director may be removed with or without cause by a majority vote of those present and voting at a meeting duly called for such purpose, respectively by the Member Board Executives Committee in the case of the Member Board Executive Director and the Council Board of Directors in the case of the Public Director; and the Past President may be removed with or without cause by appropriately amending these Bylaws at a meeting of the Member Boards duly called for such purpose. Because any Officer is a Director on account of his or her election as an Officer, any Officer removed as such Officer in accordance with these Bylaws shall cease to be a Director upon such removal.~~

SECTION 4. Removal.

- A. A Director may be removed with cause by a majority vote of the Member Boards at a meeting where a quorum is present, with the meeting notice stating that the purpose, or one of the purposes, of the meeting is the removal of the director.

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS (cont.)

Section 3. Terms of Office

- Identify that the term of office for all Directors is one year – from the Annual Business Meeting at which the individual is elected until the next Annual Business Meeting;
- Clarify that the three-term limit does not include service as an Elected Officer; and
- Identify that an Elected Officer may only serve one year in any position unless the elected officer is completing a partial term of a predecessor – then that elected officer may be elected to serve a full term.

Section 4. Removal

- See new language on next page.
- As all directors are elected by the full membership, provides only the full membership with authority to remove a Director with or without cause.
- Authorizes Board of Directors to remove a Director – only with cause – and only upon a two-thirds vote by the Board of Directors.

B. Director may be removed with cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.

SECTION 5. Nomination and Election of Regional Directors.

A. Directors shall be nominated as set forth below in this Section 5 of this Article VII. Notwithstanding the various methods of nomination set forth below, all Directors must be elected by a majority vote of the Member Boards at a meeting at which a quorum is present.

B. Each Region shall select its nominee for Regional Director at a Region meeting. The nominations will be announced by the several Regions at the Annual Business Meeting of the Council.

C. Any person qualified to serve as an Elected Officer (other than President/Chair of the Board) may be nominated by declaring his or her candidacy at the time election for such office begins at the Annual Business Meeting.

D. The candidate for Member Board Executive Director shall be nominated by majority vote of the Member Board Executive community comprised of the Executive Director of each Member Board.

E. Any person qualified to serve as the Public Director may be nominated by declaring his or her candidacy at the time election for such position begins at the Annual Business Meeting.

SECTION 6. Vacancies.

A. Vacancies in the offices of Officer and Directors shall be filled as provided in Section 6 of Article VIII. A vacancy in the office of a office of any Regional Director, Member Board Executive Director, Public Director and Elected Officers other than First Vice President/President-Elect and President/Chair of the Board shall be filled by an appointee designated by and from the Region originally represented: the Board of Directors to hold office from the time of such appointment until the adjournment of the next Annual Business Meeting. Any such appointee shall meet all qualifications applicable to the vacant Director position, as determined by the Credentials Committee. Prior to making such

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS *(cont.)*

Section 5. Nomination of Directors

- Proposed edits consolidate Nomination language for all positions into a single Section.
- 5C: revised language captures current process of nomination by MBE Community. Language in former section (2B) required nomination by MBE Committee.

Section 6. Vacancies (6A – 6C)

- Relocates language from Article VIII, Section 7;
- Identifies clear appointment/succession process for all positions on the Board of Directors.

appointments, the Board of Directors shall consider any recommendations received from the constituent group or individuals responsible for nominating such vacated Director position, as applicable.

- B. A vacancy in the office of President/Chair of the Board shall be filled by the First Vice President/President-Elect, who shall serve the remainder of the term as President/Chair of the Board and the following term during which he or she would have succeeded to the office if not for the vacancy.
- C. A vacancy in the office of First Vice President/President-Elect shall be filled by the Second Vice President, who shall hold such office of First Vice President/President-Elect until the adjournment of the next Annual Business Meeting, at which Annual Business Meeting the Member Boards shall elect both a First Vice President/President-Elect and a President/Chair of the Board, each of whom shall be subject to the qualifications applicable to candidates for First Vice President/President-Elect.
- D. A vacancy in the office of Immediate Past President shall remain vacant.
- E. Any Regional Director who moves his or her principal residence to a place outside the ~~r~~Region ~~from~~ which he or she ~~represents~~was nominated shall be deemed to have vacated the office of Regional Director, and any ~~Member Board Executive Director and/or Public Director~~ who ceases to be eligible as provided in this Article VII, Section 2, ~~clause (ii)~~ shall be deemed to have vacated the office of ~~Member Board Executive Director or Public Director, respectively~~ his or her directorship.

SECTION 7. Duties. The affairs of the Council shall be managed under the authority and direction of the ~~Council~~ Board of Directors, who shall act by majority vote of the Directors present at a meeting at which there is a quorum, except as otherwise expressly required by these Bylaws or applicable law. It shall exercise all authority, right, and power granted to it by the laws of the State of Iowa and shall perform all duties required by the said laws and by these Bylaws, and, in accordance therewith, it shall not delegate any of the authority, rights, or power or any of the duties imposed on it by these Bylaws or otherwise, unless such delegation is specifically provided for in these Bylaws.

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS (cont.)

Section 6. Vacancies (6A – 6C) (cont.)

- Clarifies that succession to fill a vacancy in the First Vice President/President-elect position does not automatically ascend to President/Chair of the Board in succeeding year. Elections will be needed to fill both positions.

(6D)

- Adds new language to address a vacancy in the Immediate Past President position.

(6E)

- Housekeeping edits for Regional Director position; and,
- Clarify that all positions of the Board must continue to meet the required qualifications established in Article VII, Section 2.

Section 7. Duties

- Clarify Board of Directors' default voting threshold;
- Relocate “serve without compensation” from Article VII, Section 2C; and,
- Relocate “allowances” provision from Article VIII, Section 2.

*Footnote Eliminated. Requirement for architect Directors to have NCARB Certificate is now in full effect.

All Directors shall serve without compensation; provided, however, that nothing herein shall prohibit the Board of Directors from providing reasonable allowances from time to time to the President/Chair of the Board and to the First Vice President/President-Elect. Any such allowances shall be included in budget reports furnished to the Member Boards.

*Clauses (iii) and (iv) are effective March 1, 2017 and apply to any Regional Director or officer then in office

~~SECTION 8. Meetings of the Board. The Council Board of Directors may meet in any manner allowed by applicable law in regular or special meetings in order to transact business. Unless finances of the Council will not permit, the Council Board of Directors shall hold a regular meeting immediately prior to the opening of the Annual Business Meeting and a regular meeting immediately following the adjournment of the Annual Business Meeting of the Council. Special meetings may be held upon call of the President/Chair of the Board or the Executive Committee and shall be held upon written request of the majority of the Council Board of Directors. All members~~Directors shall be given due notice in writing of the time and place of all meetings, although notice of any meeting may be waived in writing by any ~~members~~Director. A majority of the membership of Council Board of Directors shall constitute a quorum for the transaction of business. In the event that a Regional Director is unable to attend a meeting of the Council Board of Directors, the Chair of the Region the Director represents shall have the privilege of participating in the meeting in the Director's stead.

~~SECTION 9. Executive Committee of the Council Board of Directors. The Executive Committee of the Council Board of Directors shall comprise the President/Chair of the Board, the First Vice President/President Elect, the Second Vice President, the Treasurer, the Secretary, and the immediate Past President. The Executive Committee shall:~~

- ~~A. act for the Council Board of Directors between meetings only as directed by the Board;~~
- ~~B. develop short-range and long-range goals, consistent with the mission of the Council, as the basis for planning and implementation by the Board; and~~
- ~~C. assist the President/Chair of the Board with the~~

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS *(cont.)*

Section 8. Meetings of the Board

- Housekeeping edits; and,
- Final sentence of Section 8 is proposed for deletion recognizing that a Regional Director who has been elected by the full Membership, does not represent a single Region. It also recognizes that all Directors have a fiduciary duty to the Council, which should be fulfilled by the Director's personal participation in Board meetings rather than by sending representatives.
- Eliminates outdated statement for Regional Chair attendance in Regional Director's stead.

Section 9. Executive Committee

- This section has been relocated to Article XII – Committees.

~~development of issues to be presented at the spring Regional Meetings.~~

- ~~D. prior to the start of the new fiscal year of the Council, review the budget for the next fiscal year for presentation to the Council Board of Directors; periodically review the budget, investments, financial policies, and financial positions of the Council and make recommendations concerning the same to the Council Board of Directors for appropriate action.~~

~~SECTION 10. Audit Committee. The Audit Committee, appointed in the same manner and with the same term as all other committees, shall consist of the Treasurer, who shall serve as the chair of the Committee, one additional Executive Committee Member, and from one to three additional members of the Board of Directors who are not members of the Executive Committee. The Audit Committee shall report to the Board and shall be responsible for overseeing the Council's financial controls and auditing, including receiving the annual audit and considering the items of internal accounting control that arise from the audit, from personnel changes and from the implementation of changes in policies that affect internal financial controls. The Audit Committee shall annually select and engage an independent auditor of the Council's financial records.~~

ARTICLE VIII—OFFICERS

~~SECTION 1. Elected Officers. The Elected Officers of the Council shall be the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, and the Secretary.~~

~~SECTION 2. Qualifications and Limitations. To be eligible for elective office in the Council a person shall be*:~~

- ~~A. a citizen of the United States; and~~
- ~~B. at the time of election; serving either (i) as a member of the Council Board of Directors or (ii) as a member of a Member Board and, in the case of Member Boards regulating professions in addition to the profession of architecture and which is divided into professional sections, as a member of the architectural section of the Member Board. Elected Officers of the Council shall serve without compensation, provided, however, that nothing herein shall prohibit the Council Board of Directors from providing reasonable allowances~~

EXPLANATORY NOTES

ARTICLE VII – BOARD OF DIRECTORS *(cont.)*

Section 10. Audit Committee

- This section has been relocated to Article XII – Committees.

ARTICLE VIII – OFFICERS

Section 1. Elected Officers

- Edits in accordance with revised Definitions in Article II.
- All deletions in Sections 2 through 7 have been incorporated into Article VII, above.

from time to time to the President/Chair of the Board and to the First Vice President/President Elect. Any such allowances shall be included in budget reports furnished to the Member Boards.

SECTION 3. Nomination of Officers. Any person qualified as prescribed in Section 2 may be nominated for office by declaring his or her candidacy at the time election for such office begins at the Annual Meeting.

SECTION 4. Election of Officers. All elections of Officers shall be by ballot at the Annual Meeting, unless the Council shall agree to waive the provision. A majority vote of the Member Boards present and voting shall elect an Officer. If more than two candidates have been nominated, ballots shall be taken until a candidate receives such a majority vote. If there has not been such a majority vote on a ballot, the candidate receiving the least number of votes shall be eliminated prior to the next ballot.

SECTION 5. Terms of Office:

- A. — Second Vice President shall serve from the adjournment of the Annual Meeting at which such person is elected, until the adjournment of the next following Annual Meeting or until a successor is duly elected.
- B. — The First Vice President/President Elect shall serve as such from the adjournment of the Annual Meeting at which such person is so elected, until the adjournment of the next following Annual Meeting at which time such person shall assume the office of President/Chair of the Board and shall serve as such until the adjournment of the next following Annual Meeting.
- C. — The Treasurer and the Secretary shall serve from the adjournment of the Annual Meeting at which they are elected until the adjournment of the next following Annual Meeting or until their successors are elected.
- D. — No incumbent shall serve for more than one term in succession as President/Chair of the Board, First Vice President/President Elect, or Second Vice President; provided, however, that an Officer shall be eligible for reelection for the full term of office if during the period immediately prior thereto such Officer had succeeded to or been elected to the office to fill a vacancy.

EXPLANATORY NOTES

~~SECTION 6. Removal. As provided by applicable Iowa law, an Officer may be removed with or without cause by the Council Board of Directors by a majority vote of those present and voting at a meeting duly called for such purpose.~~

~~SECTION 7. Vacancies. A vacancy in the office of the President/ Chair of the Board shall be filled by the First Vice President/President Elect assuming the office. A vacancy in the office of the First Vice President/President Elect shall be filled by the Second Vice President assuming the office. A vacancy in the office of Second Vice President, Secretary, or Treasurer shall be filled by an appointee designated by the Council Board of Directors to hold office until the adjournment of the next Annual Meeting; but the balance of the unexpired term, if any, shall be filled at the Annual Meeting by nomination and election as provided in Sections 3 and 4.~~

~~SECTION 8.2. President/Chair of the Board. The President/ Chair of the Board shall be the senior eElected oOfficer of the Council and shall:~~

- ~~A.~~ A. preside at all meetings of the Council Board of Directors, the Executive Committee of the Council Board of Directors, and the Annual Business Meeting;
- ~~B.~~ B. present to the Council at the Annual Business Meeting a report of activities during the President/Chair of the Board's term of office;
- ~~C.~~ C. identify individuals to serve on all committees while serving as First Vice President/President Elect and when serving as either President/Chair of the Board or First Vice President/President Elect may appoint all members of committees to serve during his or her own term of office as President/Chair of the Board subject to the approval of the Council Board of Directors;
- ~~D.~~ D. develop charges for all Committees that will serve during his or her term as President/Chair of the Board: and, Ffollowing approval of the charges by the Council Board of Directors, oversee the work of all cCommittees in discharging their responsibilities;
- ~~E.~~ E. select all members of Committees to serve during his or her term of office as President/Chair of the Board subject to the terms of Article XII, Section 5;

EXPLANATORY NOTES

ARTICLE VIII – OFFICERS (cont.)

Section 2 (formerly Section 8)

- Proposed edits clarify the responsibilities of the President/Chair of the Board.
- Deleted clause 2(iii) – Language has been revised to 2(iv) and 2(v) plus language inserted as clause 3(iii) to differentiate the timing of responsibilities for the President/Chair of the board and the First Vice President/President-elect with respect to committee appointments.

E. have the power to make appointments to any unfilled or vacant Committee membership during his/her term as President/Chair of the Board, subject to the approval of the Board of Directors;

EF. represent the Council Board of Directors and its policies to all external and internal constituents including to the Chief Executive Officer; and

FG. perform such other duties and powers as the Council Board of Directors may from time to time decide.

SECTION 9.3. First Vice President:/President-Elect and Second Vice President. ~~The Vice Presidents~~First Vice President/President-Elect and the Second Vice President, in order, shall, in the absence of the President/Chair of the Board, exercise the duties of and possess all the powers of the President/Chair of the Board. In addition, the First Vice President/President-Elect shall:

A. develop the Committee charges to be completed during his or her term of office as President/Chair of the Board, subject to the approval of the Board of Directors.

B. select the Chair of all Committees to serve during his/her term as President/Chair of the Board, subject to the approval of the Board of Directors; and

C. select all members of Committees to serve during his or her term of office as President/Chair of the Board, subject to the approval of the Board of Directors.

SECTION 10.4. Treasurer. The Treasurer shall ~~generally:~~

A. oversee the financial affairs of the Council and be the primary liaison of the Council Board of Directors with the person designated by the Chief Executive Officer as the chief financial officer of the Council: The Treasurer shall report to the Council Board of Directors and Annual Meeting on financial matters of the Council. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Council Board of Directors may designate.;

EXPLANATORY NOTES

ARTICLE VIII – OFFICERS (cont.)

Section 3 (formerly Section 9)

- Clarify leadership succession in the event of absence of the President/Chair of the Board at a meeting; and,
- Identify the responsibilities of the First Vice President/President-Elect.

Section 4. Treasurer (formerly Section 10)

- Housekeeping edits.

- B. report to the Board of Directors and at the Annual Business Meeting on financial matters of the Council; and
- C. perform such duties and have such powers additional to the foregoing as the Board of Directors may designate.

SECTION ~~15~~ 5. Secretary. The Secretary shall:

- A. record or cause to be recorded all votes, consents, and the proceedings of all meetings of the Council and of the Board of Directors; and
- B. ~~The Secretary shall~~ perform such duties as the Board of Directors may designate.

Records of the Council meetings shall be open at all reasonable times to the inspection of any Member Board.

In the absence of the Secretary from any meeting of the Council or from any meeting of the Board of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

SECTION ~~16~~ 6. Chief Executive Officer. The Chief Executive Officer shall be the senior appointed officer of the Council. Such person shall be appointed by ~~and~~ shall serve at the pleasure of the Board of Directors, and shall have such compensation and benefits as shall be established from time to time by the ~~Council~~ Board of Directors. The Chief Executive Officer shall have general charge of the management and administration of the Council's affairs, the implementation of policies established from time to time by the ~~Council~~ Board of Directors, and such other duties and powers as the ~~Council~~ Board of Directors may from time to time determine, subject always to the ultimate authority of the ~~Council~~ Board of Directors under applicable law and these Bylaws.

SECTION ~~17~~ 7. Bonding. The Council's Chief Executive Officer and those in general charge of the Council's financial matters shall be bonded in an amount of not less than \$500,000. The Chief Executive Officer may decide to have others bonded in the Council. The cost of such bond shall be paid from funds of the Council.

EXPLANATORY NOTES

ARTICLE VIII – OFFICERS

(cont.)

Section 5. Secretary (formerly Section 11)

- Housekeeping edits.

Section 6. Chief Executive Officer (formerly Section 12)

- Housekeeping edits.

ARTICLE IX—COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION

SECTION 1. Council Record. The Council shall, upon request of individual members of the architectural profession, secure, authenticate, and record factual data of an applicant's education, training, examination, practice, and character: for purposes of establishing a Council Record. Upon request of the applicant, this Council Record will be forwarded to any Member Board or to any foreign rRegistration authority with whom NCARB the Council has an agreement for mutual reciprocity.

SECTION 2. Council Certification. Council Certification shall be given to an Architect holding a Council Record verifying that the Architect has complied with the Council standards of education, training, examination, rRegistration, and character. In addition to this verification, the Certification shall carry the recommendation of the Council that rRegistration be granted the Architect without further examination of credentials. For applicants registered as Architects in countries where formal agreements with the Council exist, the standards and procedures for Certification will be in accordance with such written agreements or as otherwise established by the Council. Architects certified by the Council shall have a Certificate incorporated in their Council Record.

SECTION 3. Annual Renewal. Council Certification shall be in effect for a period of one year. Renewal of the Council Certification shall be predicated upon the submission of an annual fee and an annual report containing such information as the Council deems appropriate. The Council Certification shall lapse if the annual fee and report are not received by the Council within such grace period as the Council Board of Directors may establish. A lapsed Council Certification may be reactivated by paying delinquent renewal fees, furnishing delinquent annual reports, and paying such fee for reinstatement as the Council Board of Directors may establish from time to time.

SECTION 4. Revocation of Certification. The Council shall revoke an Architect's Council Certification if:

- A. a Member Board has revoked (without limitation as to time) the Architect's rRegistration for a cause other than nonpayment of renewal fees or failure to file information with the Member Board; or

EXPLANATORY NOTES

ARTICLE IX – SERVICES TO MEMBERS OF THE PROFESSION

Sections 1 - 3.

- Housekeeping edits.

Section 4. Revocation of Certification

- Housekeeping edits; and,
- Simplified language in the last paragraph.

- B. facts are subsequently revealed which show that the Architect was actually ineligible for Council Certification at the time of Council Certification.

In addition, the Council may revoke an Architect's Council Certification if:

- C. a Member Board or a court makes a finding, not reversed on appeal, that the Architect has, in the conduct of his or her architectural practice, violated the law or has engaged in conduct involving wanton disregard for the rights of others; or
- D. the Architect has surrendered or allowed to lapse his or her rRegistration with the Member Board in connection with disciplinary action pending or threatened; or
- E. a Member Board has denied the Architect registration for a cause other than the failure to comply with the educational, experience, age, citizenship, or other technical qualifications for registration in such jurisdiction; or
- F. the Architect has willfully misstated a material fact in a formal submission to the Council.

The Council may reinstate a Certification previously revoked, if the cause of the revocation has been removed, corrected, or otherwise remedied.

In order to assist the Council in carrying out its responsibilities under this Section, each Member Board shall (unless prohibited by its State Law) ~~report to the Council each case in which the Member Board has revoked or suspended an Architect's registration for cause other than nonpayment of renewal fees or failure to file information with the Member Board, or in which the Member Board or a court makes a finding, not reversed on appeal, that the Architect has, in the conduct of architectural practice, violated the laws~~ applicable law) report to the Council the occurrence of any event that qualifies an Architect for revocation of his or her Council Certification, as described herein.

EXPLANATORY NOTES

ARTICLE X—COUNCIL SERVICES TO MEMBER BOARDS

SECTION 1. Architect Registration Examination. The Council shall prepare an ~~architect registration~~ eExamination for use by Member Boards. The Council Board of Directors shall issue, from time to time, rules respecting the administration and grading of eExaminations, which shall include, among other things, the schedule of charges for the use of the eExaminations, the date or dates on which eExaminations may be administered, safeguards to prevent improper disclosure of information respecting the eExaminations, and such other matters respecting the administration and grading of eExaminations as the Council Board of Directors deems appropriate. Every Member Board using the Architect Registration Examination shall comply strictly with the rules issued by the Council Board of Directors, unless the Council Board of Directors agrees to waive any of the rules in a particular case. If any Member Board refuses to comply with the rules applicable to its use of the eExaminations or, after so agreeing, fails to comply with such rules, the Council Board of Directors may withhold the eExaminations from such Member Board until it is satisfied that such Member Board will comply with such rules thereafter. Any Member Board which refuses rRegistration to architects holding the Council Certification for the reason that the Member Board has requirements or procedures for grading the Architect Registration Examination which are different from the requirements or procedures established by the Council shall be denied the use of the eExaminations until such policy of refusing rRegistration is revoked; but the Council Board of Directors may, with sufficient cause, waive the denial of the use of the eExaminations.

SECTION 2. Architectural Experience Program. The Council shall prepare a structured experience program for use by Member Boards. The Board of Directors shall issue, from time to time, updates to program rules and opportunities to remain relevant with experiences and competencies necessary for the current practice of architecture.

SECTION 3. Additional Services. Additional services may be offered as determined by the Board of Directors from time to time.

SECTION 24. Forms and Documents. In order to ensure uniformity in the reporting of an applicant’s education, experience, rRegistration (if applicable), and other necessary supporting data for determining eligibility for the eExamination, Council Certification, or reciprocal rRegistration, the Council shall study and prepare forms, documents, and/or systems

EXPLANATORY NOTES

ARTICLE X – SERVICES TO MEMBER BOARDS

Sections 1, 4-6

- Housekeeping edits.

Sections 2-3

- The AXP and flexibility to add additional services in the future were added based on regional feedback.

appropriate for use by both the Council and Member Boards.

SECTION 35. Research. The Council, through work of Committees, shall engage in research pertinent to all matters relating to legal ~~r~~Registration of architects.

SECTION 46. International Relations. The Council shall engage in the exploration and formulation of agreements with foreign countries to allow architects to practice in countries other than their own.

ARTICLE XI—FINANCES, FUNDS, ACCOUNTING, INVESTMENTS, AND RECORDS OF THE COUNCIL

SECTION 1. Dues and Fees.

- A. Annual membership dues may be changed for any period ~~after July 1, 2018~~, by resolution adopted at an Annual Business Meeting with implementation of any change to take place not less than three years after such resolution is adopted.
- B. ~~Fees:~~ The fees to be charged for services to members of the architectural profession shall be established, from time to time, by an affirmative vote of not less than two-thirds of the Council Board of Directors present and voting.

SECTION 2. Operating Fund.

- A. ~~Receipts:~~ All membership dues and all fees and other revenues received from any of the activities of the Council shall be placed in the operating fund of the Council. The operating fund shall be administered by the Council's chief financial officer.
- B. ~~General Budget:~~ As soon as feasible following the Annual Business Meeting, the Council Board of Directors shall adopt a general budget which shall show the anticipated income and expenditures for the current year.
- C. ~~Authority to Expand and Disburse Money: No Officer,~~ No Director, Committee, or employee of the Council shall have the right, authority, or power to expend any money of the Council, to incur any liability for and in its behalf, or to make any commitment which will or may be deemed to bind the Council in any expense or financial liability, unless such expenditure, liability, or

EXPLANATORY NOTES

ARTICLE XI – FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL

(cont.)

Sections 1 - 3.

- Housekeeping edits.

commitment has been properly incorporated into the budget, and the Council Board of Directors has made an appropriation to pay the same.

- D. ~~Fiscal Year~~—The Fiscal Year of the Council shall be from July 1 of one year to June 30 of the next succeeding year.

SECTION 3. Securities and Investments. In accordance with the Council Board of Directors' policies and the directions by the Board of Directors to the Chief Executive Officer, the Council's chief financial officer shall have charge of the investment of all funds of the Council not held in its operating fund. In accordance with such policies and such directions, such chief financial officer may sell, purchase, transfer, and convey securities and exercise all rights, by proxy or by participation, of the Council with respect to such securities, or may authorize such purchases, sales, transfers, conveyances, and the exercise of any or all of said rights.

SECTION 4. Liabilities of Officers, Directors, and Employees. No ~~Officer~~, Director, officer, or employee of the Council shall be personally liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from his or her acts performed in good faith and within the scope of his or her authority.

SECTION 5. Disclosure of Records. Upon written request made with reasonable specificity, a Member Board shall have the right to receive from the Council with reasonable promptness copies of any Council record it may reasonably request, but excluding:

- (i) A. information barred from disclosure by an applicable statute;
- (ii) B. trade secrets;
- (iii) C. information disclosed to the Council in reliance upon its continued non-disclosure;
- (iv) D. information that, if released, would give an inappropriate advantage to a competitor or bidder with respect to a request for proposals issued or about to be issued by the Council;
- (v) E. personnel information, the disclosure of which would constitute an unwarranted invasion of personal privacy;

EXPLANATORY NOTES

ARTICLE XI – FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL

(cont.)

Sections 4 and 5.

- Housekeeping edits.

- (vi) F. attorney-client communications and attorney work-product materials;
- (vii) G. transcripts and personal information respecting Certificate applicants or holders without the permission of such applicant or holder;
- (viii) H. contents and results of examinations except to the extent disclosure is provided for in the contract between the Council and the Member Board together with data, methodologies, practices, plans, proposals, records of committee deliberations and other records relating to the content, administration, scoring or security of examinations; and
- (ix) I. information arising from investigatory cases.

Any of the excluded records that the Council has already distributed publicly shall, notwithstanding the preceding sentence, be available to any Member Board.

To the extent permitted by applicable law, Council records furnished to a Member Board shall not be distributed by the Member Board ~~to outsiders.~~ other than to members of such Member Board. The Council may charge the Member Board only reasonable costs to comply with the request. Such charges shall be itemized by the Council in an invoice to the Member Board.

ARTICLE XII—COMMITTEES

~~SECTION 1. Authorization and Appointment of Committees.— Committees may be established to perform services for the Council. Except as otherwise specifically provided, all Committees shall be appointed as provided in Article VIII, Section 7 of these Bylaws and shall be under the jurisdiction of the Council Board of Directors, reporting to it when directed. Except as otherwise specifically provided, the President/Chair of the Board shall select the Chair of all Committees.—~~

SECTION 1. Board Committees. The Board of Directors may, by the affirmative vote of a majority of the Directors then in office or as otherwise set forth in these Bylaws, create one or more Board Committees. Board Committees, to the extent provided in the applicable authorizing action of the Board of Directors or these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Council. A Board Committee may not, however:

EXPLANATORY NOTES

ARTICLE XII – COMMITTEES

Section 1. Board Committees

- New section to insert and define “Board Committees” and identify actions that, in accordance with Iowa law, may not be delegated to Board Committees. These changes do not substantively alter the operation of existing Board Committees, but they are intended to clarify the distinction between Board Committees, which are permitted to act on behalf of the Board of Directors, and Advisory Committees, which are not permitted to act on behalf of the Board of Directors.

- A. authorize distributions;
- B. approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Council's assets;
- C. elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any Board Committees; or
- D. adopt, amend, or repeal the Council's Articles of Incorporation or Bylaws.

The designation of, and the delegation of authority to, a Board Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

SECTION 2. Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall be a Board Committee and shall comprise the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, the Secretary, and the Immediate Past President. The Executive Committee shall:

- A. act for the Board of Directors between meetings only as directed by the Board;
- B. prior to the start of the new fiscal year of the Council, review the budget for the next fiscal year for presentation to the Board of Directors; and
- C. periodically review the budget, investments, financial policies, and financial positions of the Council and make recommendations concerning the same to the Board of Directors for appropriate action.

SECTION 3. Audit Committee. The Audit Committee, appointed in the same manner and with the same term as all other Committees, shall be a Board Committee and shall consist of the Treasurer, who shall serve as the chair of the Committee, up to one additional Executive Committee member, and from one to three additional members of the Board of Directors who are not members of the Executive Committee. The Audit Committee shall report to the Board of Directors and shall be responsible for overseeing the Council's financial controls and auditing, including receiving the annual audit and considering the items of internal accounting control that arise from the audit, from personnel changes, and from the implementation of changes in policies that affect internal financial controls.

EXPLANATORY NOTES

ARTICLE XII – COMMITTEES

(cont.)

Section 2. Executive Committee

- Previously located in Article VII, has been relocated to this Article XII.

Edits made subsequent to relocation include:

- Identifying the Executive Committee as a Board Committee;
- Deleting the clause pertaining to Regional meetings as out-dated language, shown here as deleted clause (iii); and
- Segmenting the former Article VII, Section 9, clause D into two separate clauses, shown here as clauses (iv) and (v).

Section 3. Audit Committee

- Previously located in Article VII, has been relocated to this Article XII.

Edits made subsequent to relocation include:

- Identifying the Audit Committee as a Board Committee.
- Removing the requirement for – but still allowing the appointment of – an additional Executive Committee member.

The Audit Committee shall annually select and engage an independent auditor of the Council's financial records:

SECTION 4. Advisory Committees. Advisory Committees may be created by affirmative vote of a majority of the Directors present at a meeting at which there is a quorum or as set forth in these Bylaws. The Council Board of Directors may delegate to any of the Elected Officers or the Immediate Past President the authority to supervise the work of any of the Advisory Committees.

SECTION 5. Committee Membership.

In accordance with Article VIII, Section 2, the President/Chair of the Board shall select the members of all Committees subject to approval by the Board of Directors. Except as otherwise specifically provided in these Bylaws, the President/Chair of the Board shall have the power to make select the Chair of each Committee. The terms of all Committee appointments shall be for one year, during the President/Chair of the Board's term in such capacity, except as otherwise approved by the Board of Directors. Any unfilled or vacant Committee membership. The Council Board Committee positions shall be filled in accordance with the regular procedures for appointment. The Board of Directors may at any time, by the affirmative vote of a majority of the Directors then in office, discontinue a Board Committee or Advisory Committee other than a standing Committee those established in the by these Bylaws, or (which may only be discontinued by amendment of these Bylaws), and make any changes in a Committee's personnel membership without regard to the terms of appointment of the Committee members.

SECTION 2-6. Reports of Committees. Each Committee shall report in writing annually to the Council Board of Directors, at least 60 days prior to the date of the Annual Business Meeting and shall make interim reports to the Council Board of Directors as directed.

SECTION 37. General Procedure of Committees. Every Committee shall perform in accordance with these Bylaws and with the directions of the Council Board of Directors. With the approval of the Council The provisions of these Bylaws that govern Board of Directors' meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to meetings and action of the Committees and their members as well. With the approval of the Board of Directors, every Committee may

EXPLANATORY NOTES

ARTICLE XII – COMMITTEES

(cont.)

Section 4. Advisory Committees

- New language to identify Board authority with respect to Advisory Committees, a new term added in Article II. Despite the new language of “Advisory Committee,” the concept of “Advisory Committee” and the Board’s authority to create Advisory Committees already existed under the existing Bylaws and Iowa law.

Section 5. Committee Membership

- Revised language makes minor edits to clarify the responsibilities of the President/Chair of the Board and the Board of Directors with regard to establishing committee membership and terms of service.

Section 6. Reports of Committees (formerly Section 2)

- Housekeeping edits.

Section 7. General Procedure of Committees (formerly Section 3)

- Proposed edits outline committee requirements with respect to meeting notices, quorums and voting.
- Clarifies that Advisory Committees may take no action or exercise any authority.

call and hold meetings and meet with other organizations or their representatives; provided that an Advisory Committee may not take any action to bind the Board of Directors or otherwise exercise any powers or authority of the Board of Directors, and no Committee may take any actions prohibited under Article XII, Section 1 of these Bylaws.

~~SECTION 4. Terms of Committee Appointments. The terms of Committee appointments shall be for one fiscal year except as otherwise approved by the Council Board of Directors.~~

~~SECTION 58. Advisory Committees. The following Advisory Committees are hereby established and may from time to time make recommendations to the Council Board of Directors for consideration, subject to the terms of these Bylaws and applicable law:~~

- A. Education Committee: The Education Committee shall assess and recommend updates to the Council Board of Directors with respect the Council's education and continuing education policies for use by Member Boards and the Council's relationship with the National Architectural Accrediting Board (NAAB).
- B. Experience Committee: The Experience Committee shall assess and recommend updates to the Council Board of Directors with respect to the Architectural Experience Program for use by Member Boards.
- C. Examination Committee: The Examination Committee shall assess and recommend updates to the Council Board of Directors with respect to the ~~Architect~~ Registration Examination (ARE) for use by Member Boards.
- D. ~~Procedures and Documents~~ Policy Advisory Committee: The Policy Advisory Committee shall review proposed resolutions, ~~procedures, and documents~~ and special publications, as directed by the Board of Directors, for their impact on and consistency with Council policies and programs and make recommendations on such matters to the Council Board of Directors. ~~The Committee shall assess the usefulness of special Council publications, and modify as appropriate Board of Directors.~~
- E. Professional Conduct Committee: The Professional Conduct Committee shall oversee the development, application, assessment, and adjudication of Council

EXPLANATORY NOTES

ARTICLE XII – COMMITTEES

(cont.)

Former Section 4.

- Language relocated to Section 7, above.

Section 8. Permanent Advisory Committees *(formerly Section 5) (cont.)*

Clauses A - C

- Housekeeping edits.

Clause D

- Proposed name and description change to align with today's role of the Procedures and Documents Committee.

Clause E

- Housekeeping edits.

policies and practices relating to the professional conduct of Council Record holders and others using Council services.

- F. Member Board Executives Committee: The Member Board Executives Committee shall consider issues of concern to the jurisdictions and Member Board Executives. ~~The Committee shall nominate a Member Board Executive Director to serve on the Council Board of Directors as provided in Article VII, Section 2.~~
- G. Regional Leadership Committee: The Regional Leadership Committee shall discharge its responsibilities as described in Article V, Section 5, and consider issues of concern to the Regions. The membership of the Committee shall be the Region Chairs of each of the Regions, any person designated by the Region as the chief administrative officer of the Region, and the First Vice President/President-Elect who shall serve as Chair of the Committee.
- H. Credentials Committee: The Credentials Committee shall oversee the nomination and election process for positions on the Board of Directors, verify candidate qualifications for office, examine and verify ~~Annual Meeting~~ Voting Delegate credentials, report to the membership ~~on~~ regarding quorum at the Annual Business Meeting attendance, and tabulate and report election results to the President/Chair of the Board. Members of the Credentials Committee shall be sitting Member Board Members and/or Member Board Executives.
- I. Other: Committees, task forces, and work groups may be established from time to time by the President/Chair of the Board with the approval of the ~~Council~~ Board of Directors.

~~SECTION 6.9. Select Committees.~~ Whenever the Council establishes by resolution a Committee, a majority of whose members are, in accordance with such resolution, to be selected by a procedure other than those set out in Section ~~75~~ of Article ~~VIII~~ XII, such a Committee shall be deemed a Select Committee and shall have, in addition to the duties and powers set out in the resolution, the right, ~~notwithstanding Article V, Section 5,~~ to offer resolutions to be voted on at the Annual Business Meeting on subjects germane to the work of such Select Committee, provided such resolutions are included in the annual report of such Select Committee

EXPLANATORY NOTES

ARTICLE XII – COMMITTEES (cont.)

Section 8. Permanent Advisory Committees (formerly Section 5) (cont.)

Clause F

- Housekeeping edit; and,
- Delete role of nominating the Member Board Executive Director of the Board of Directors to align with current practice.

Clause G

- Housekeeping edits.

Clause H

- Housekeeping edits; and, enhanced committee scope.

Clause I

- Housekeeping edits.

Section 9. Select Committees (formerly Section 6)

- Housekeeping edits; and,
- New, clarifying language for Select Committees.

submitted to the Council Board of Directors in accordance with Section 26 of this Article XII. Such annual report of a Select Committee shall be distributed to the membership not later than 30 days prior to the Annual Business Meeting without revision by the Council Board of Directors. A Select Committee may be a Board Committee or an Advisory Committee, provided that the procedures and authority applicable to such Select Committee are consistent with those of a Board Committee or Advisory Committee, as applicable.

ARTICLE XIII—INDEMNIFICATION

In addition to such further indemnification as may be authorized by the Board of Directors from time to time consistent with applicable law, to the fullest extent permitted by law, including without limitation Section 504 of the Iowa Code known as the Revised Iowa Nonprofit Council Act (“RINCA”) and after the Council’s Board of Directors makes the determination that the standards of Section 504.852 of RINCA (or successor provisions) have been met for the specific proceeding at issue, any present or former Director, ~~officer,~~ or employee determined by Board of Directors to be an executive employee, or member of a Council Committee, or the estate or personal representative of any such person, made a party to any action, suit or other proceeding, civil or criminal, by reason of the fact that such person is or was serving the Council as such, or serving at the Council’s request in any other entity or with respect to the Council’s employee benefit plan, shall be indemnified by the Council against the reasonable expenses, including without limitation amounts paid by way of judgment, fine or penalty and reasonable defense costs including attorney’s fees incurred in connection with the defense of such proceeding whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein, or any settlement of any such proceeding on terms approved by the Council Board of Directors. Such indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. Any other present or former employee or agent of the Council may also be indemnified with the approval of the Council Board of Directors. Expenses incurred of the character described above may, with the approval of the Council Board of Directors, be advanced to any person entitled to indemnity upon satisfaction of the requirements of Section 504.854 (or successor provisions) of RINCA. The Council shall have the power to purchase and maintain insurance on behalf of any person described above, or any other employee, volunteer or agent of the Council, against liability asserted against or incurred

EXPLANATORY NOTES

ARTICLE XIII - INDEMNIFICATION

- Housekeeping edits.

by such person on account of his or her status as such, whether or not the Council would have the power to indemnify or advance expenses to such persons.

ARTICLE XIV—SEAL

~~The Official Seal of the Council shall be used in all legal documents and on the Certification referred to in Article IX, Section 2 of these Bylaws.~~

ARTICLE XV—AMENDMENTS

These Bylaws may be amended at any special meeting or Annual **Business** Meeting of the Council by resolution submitted to the Member Boards not less than 30 days prior to the meeting at which the resolution is to be considered. An affirmative vote by not less than two-thirds of the Member Boards shall be required to secure adoption of any amendment to these Bylaws.

EXPLANATORY NOTES

ARTICLE XIV - SEAL

- Proposed deletion of Article XIV as an out-dated requirement.

ARTICLE XIV – AMENDMENTS (formerly ARTICLE XV)

- Housekeeping edits.

2018 NCARB Resolution Feedback

Region Comments with Responses from:

- Venable LLP
- NCARB Staff
- NCARB Board of Directors

The following is a compilation of comments received from the six NCARB regions after Regional Summit with responses from NCARB's legal consultant, Venable LLP, and NCARB staff for Board discussion. Final Board of Director responses/actions from the April Board of Directors meeting have also been included in this document.

Region comments are in black.

Legal counsel comments are in blue.

NCARB staff comments are in purple.

NCARB Board of Directors response and action in red.

Resolution 2018-01

NCARB Legislative Guidelines and Model Law/Model Regulations Amendment—HSW Category Realignment

Region 1

- Agrees with the edits proposed by Regions 2, 3, and 6

Region 2

- Mention was made that some would like to see sustainability addressed in more areas.
 - **Staff Response:** Education Committee Chair Mike Rodriguez worked with Harry Falconer and Jared Zurn (Resiliency Workgroup staff liaison) to update the sponsor's statement of support. Changes include additional or edited topics under Programming & Analysis and Project Planning & Design.
 - **Board of Directors Response:** Approved the revised statement of support.

Region 3

- No comments.

Region 5

- No concerns.

Region 6

- Several members felt that the proposed Health, Safety, and Welfare subjects in the resolution did not necessarily fall into the category of HSW. Redefining HSW is important but the proposal does not do it right. Concerns expressed that the proposed new HSW categories move more toward globalization and do not allow for more flexibility for the state boards.
- A comment that NCARB used the inaccurate language in trying to define "HSW Realignment"; should amend to say "CEU Realignment", since the

listing of categories are all legitimate CEU content areas, but classification as HSW would depend on the specific program.

- Several members felt that specific information on the definition of HSW is mentioned in the *NCARB Bylaws* and is more appropriately outlined in the *Education Standard* publication. Much agreement in the region that NCARB should consider deleting HSW language entirely from the *Bylaws* and move to the *Education Standard*.
 - **Staff Response:** HSW only appears in the NCARB Bylaws under “Article III – Purpose” which reads: “*The purpose of the Council shall be to work together as a council of Member Boards to safeguard the health, safety, and welfare of the public....*”
 - HSW relates to all professional practice, not just the education component of licensure; therefore, inclusion in the **Education Standard** does not appear to be the appropriate direction.
 - The **Education Standard** is the approximation of the requirements of a professional degree from a program accredited by the National Architectural Accrediting Board (NAAB). It includes general studies, professional studies, and optional studies, which together comprise a professional liberal education in architecture. It is used to when evaluating foreign degrees or degrees from non-accredited programs for NCARB certification. The standard is updated by Board action with Member Board comment period.
 - The **Education Guidelines** provides a general overview of the education requirement for NCARB certification and alternatives to the education requirement. In the sponsors’ statement of support, it proposes adding a new section that outlines acceptable HSW topics for continuing education. Other than the *Education Standard*, which is located in the back of the *Education Guidelines*, this document is updated as needed to reflect current internal and external processes as they change and to enhance language for clarity.
 - **Board of Directors Response:** The Board decided that general language is more appropriate for the *NCARB Legislative Guidelines and Model Law/Model Regulations*. The Board directed development of a new *Continuing Education Guidelines* to provide more specificity on the example topics and to provide better support and guidance for Member Boards. This will be a charge for the Education Committee in FY19.

Overview of Board Discussion & Action:

The sponsors' statement of support has been updated to reflect comments from Region 2. The Board of Directors voted 14-0 to move Resolution 2018-01 forward for membership consideration.

Resolution 2018-02

Certification Guidelines Amendment—Revision to the EESA Requirement for the Education Alternative to Certification

Region 1

- No comments.

Region 2

- No comments

Region 3

- No comments.

Region 3

- No comments.

Region 5

- No concerns.

Region 6

- Little comment mentioned on this proposal other than clarification requested as to whether this proposed resolution was based on the recent Canadian MRA entered into between NCARB/Jurisdictions and Canada.
 - **Staff Response:** This proposed resolution is not related to the Canadian MRA. Applicants for NCARB certification utilizing the education alternative have long challenged the purpose and validity of requiring an EESA from those who have more than 64 credit hours of higher education.

From the Sponsor’s Statement of Support: About 20 percent of architects falling into the category of requiring an EESA have received an associate, bachelor, or master degree in completely unrelated fields. Their EESA evaluation typically leads only to a waiver of the “General Education” subject area. The EESA requirement is a time-consuming and costly effort for little to no value in these cases. Many of the remaining 80 percent of architects requiring an EESA have completed some coursework in architecture or architecture-related programs and have also expressed interest in satisfying their education by completing all subject areas of the Education Standard

through the Certificate Portfolio, bypassing the cost and time required to obtain an EESA.

- **Board of Directors Response:** Consensus that the staff response answers Region 6's question.

Overview of Board Discussion & Action:

The Board of Directors made no changes to the resolution as presented at 2018 Regional Summit. The Board of Directors voted 14-0 to move Resolution 2018-02 forward for membership consideration.

Resolution 2018-03

Amendment and Restatement of the *NCARB Model Rules of Conduct*

Region 1

- Agrees with the edits proposed by Regions 2, 3, and 6

Region 2

- General comments that commentary should be eliminated. Let the rules state exactly what is intended. Keep them simple and straightforward. Less is more!
 - **Legal Response:** Commentary has already been substantially removed. It is an internal NCARB decision to remove remaining commentary.
 - **NCARB Board of Directors Response:** The Board agreed to remove the commentary from the main body of the *Model Rules of Conduct*. Felt the commentary still provided value, so language will become footnotes.
- Delete Rule 1.4 altogether and allow the Standard of Care clause to cover this. Defining impairment is very dangerous and open ended.
 - **Legal Response:** The "Standard of Care" clause generally covers all of the responsibilities that are further defined in Section 1. Further, Rule 1.4 does not define impairment but states that impairment is determined by the assessment of a qualified professional.
 - **NCARB Board of Directors Response:** The Board decided not to make any changes to Rule 1.4.
- Noted a concern for Rule 1.3 as a matter of discretion that similar to 1.4 is a matter of the Standard of Care.
 - **Legal Response:** As noted above, the scope of the "Standard of Care" can cover most things implicitly that are explicitly defined in the *Rules of Conduct*.
 - **NCARB Board of Directors Response:** The Board decided not to make any changes to Rule 1.3.
- Concern was expressed that the Rules may be used as a "Standard" against which all Architects may be judged.
 - **Legal Response:** Our understanding is that the *Rules of Conduct* are specifically intended to be a standard by which all architects will be judged.
 - **NCARB Board of Directors Response:** The language is intended to be a model standard that can be adapted by jurisdictions as they see fit. The Board is not proposing to have this document govern disciplinary actions of Certificate holders; those actions will be based

on disciplinary decisions determined by a Member Board. Rather, this effort is designed to provide a guidance document for jurisdictions wishing to pursue enactment of their own Code of Conduct and to make a public statement regarding the aspirational goals of NCARB as a national organization.

Region 3

- No comments.

Region 4

- Rules of Conduct 4.2- Question is: "Who will determine this?"
 - **Staff Response:** The courts and/or the jurisdictional board.
 - **Legal Counsel Response:** Agree with staff comment. Rule 4.2 can be read to permit a finding of fraud or deliberate disregard of the rights of others by a formal court/tribunal or through findings by the jurisdiction's board.
 - **Board of Directors Response:** No additional comments.
- Rules of Conduct 4.5- The Region did not agree with the last sentence: "For purpose of this rule, any who, alone or with others, is in charge of the architectural practice, shall be deemed to have violated this rule if the employer has violated this rule. Their comments:
 - They are concerned with holding someone responsible for the actions of others when they were not involved or had no previous knowledge.
 - We do not discipline firms.
 - Can you hold an employee responsible for the actions of the firm?
 - **Legal Response:** This was based on previous Model Rule 4.4. The rule is stating that an architect "in charge of the architectural practice" at an employer found in violation of certain employer protection laws, including labor and discrimination law, is in violation of the Rules. This rule suggests that, as a manager, the architect has personal professional responsibility for violations of law by the firm. We understand, however, that there may be instances where the person "in charge" of the architecture practice is not necessarily the manager of the employer engaged in the violation. Upon NCARB's direction, we can add language to address this potential distinction. Further, note that Rule 4.5 is generally consistent with [Guiding Principle F](#) of the proposed Model Rules of Conduct.
 - **Board of Directors Response:** The Board decided to strike the last sentence of Rule 4.5. Agreed that the language was too broad.

- Rule 5- Signing and Sealing Documents- The Region had issue with 5.2 and 5.3. Their comments:
 - The architect should not be sealing anything that they did not produce.
 - **Legal Response:** Our understanding is that the inclusion of Rule 5.2 and 5.3, which are based on previous Rule 5.2, is based on common industry practice.
 - **Board of Directors Response:** No additional comments.
 - 5.2 and 5.3 are both in direct conflict with 5.1.
 - **Legal Response:** We do not read the Rules to be in direct conflict. However, based on NCARB's direction, we can add language to Rule 5.1 clarifying Rules 5.2 and 5.3 (e.g., "An architect shall sign and seal only those technical submissions..., except as noted in Rule 5.2 and 5.3.>").
 - **NCARB Board of Directors Response:** The Board decided to add "except as provided in 5.2 and 5.3" to 5.1.

Region 5

- No concerns.

Region 6

- 1.4 Concerns expressed it would be inappropriate for a Board to determine professional competency based on medical and physical disabilities. All agreed that this determination must be made by a qualified individual rather than an architect. Many thought the term "appropriately qualified professional" was overly broad and the more appropriate term would be "health care professional" to include therapists, etc., who are not always referred to as medical professionals.
 - **Legal Response:** The rule requires the board to make the judgment as to whether the architect can practice based off the assessment of an "appropriately qualified professional." Therefore, the architect is not performing the evaluation of impairment, just the evaluation of the assessment conducted by a professional and its application to the practice of architecture. We believe, in most instances, the appropriately qualified professional to determine impairment will be a "health care professional". Upon NCARB's direction, we can revise the term used in Rule 1.4 to narrow the scope, if requested.
 - **NCARB Board of Directors Response:** The Board feels "health care profession" would be too narrow. The model language is intended to be broad so boards have more leeway when adapting the rules to their own jurisdictions. The Board decided not to make any changes to Rule 1.4.
- Discussion also about whether the language should say "should" vs. "shall." No consensus reached.
- 3.5 Much consternation articulated about the whistleblower aspect of this

rule. Members who are employees of firms were concerned that they would have to potentially turn in their bosses if they heard of any wrongdoing. Turning in a client might also be challenging but certainly not inappropriate. However, language that could hold a law-abiding member accountable for the wrong-doing of others was not well received. Additionally, requiring termination of a contract due to a client's wrong-doing could be contrary to the architect's contract terms regarding termination and would therefore need to be considered before compelling the architect to terminate the contract. Members wanted clarification on how this rule is meant to work.

- **Legal Response:** Rule 3.5 is designed to be a whistleblower provision. The requirements of Rule 3.5 are consistent with general professional responsibility that members are required to report clients or employers that violate law which could result in harm to health or safety of the public, especially in a profession whose primary duty is to "protect the public's health, safety, and welfare." See also [NCEES Model Rules 240.15\(A\)\(3\)](#). It is arguable that a court would not choose to enforce a contract in an action for breach pursuant to public policy since the architect was acting out of concern for HSW.
 - **NCARB Board of Directors Response:** The language is intended to be advisory to our Member Boards, and their legal counsel will interpret as appropriate. The Board decided to change the word "municipal" to "local."
- 4.4 Members felt the language for "official" was not broad enough since many of them deal directly with building department or jurisdiction employees (serving in an official capacity). Recommend changing language to "public officials" and to add "public employees" as well. Several members felt that the existing language should remain. Several members felt that the existing language in Rule 5.3 covers these matters more appropriately than breaking up it up into numerous other rules.
 - **Legal Response:** "Official" is meant to be read in the broadest sense. Upon NCARB's direction, we can revise the term or revise the rule to provide greater detail regarding the scope of application.
 - **NCARB Board of Directors Response:** The Board felt "public" would narrow the scope. Would like to keep the language broad, and allow Member Boards more flexibility to adapt and narrow if they see fit.
- 4.5 Concern conveyed that employee architects will be put in position to monitor "any and all" possible laws in the U.S. or U.S. jurisdictions of partners or firm owners or face potential discipline. The second half of this Rule does not recognize the issues facing firms with multi-jurisdictional offices. Holding the "firm" or "other owners" accountable for taking appropriate action against a violator makes sense but the current language is excessive. This needs to be further examined and clarified.
 - **Legal Response:** As discussed above, this limits responsibility to those employee architects "in charge of the architectural practice."
 - **Board of Directors Response:** The Board decided to strike the last

sentence of Rule 4.5. Agreed that the language was too broad.

- 5.3: See 4.4 above.

Overview of Board Discussion & Action:

The Board of Directors made the following edits to the resolution:

- Removed commentary from the main body of the document to footnotes.
- Changed “municipal” to “local” in in Rule 3.5
- Struck out the last sentence of Rule 4.5
- Updated Rule 5.1 to add “except as noted in Rules 5.2 and 5.3.”

The Board of Directors voted 14-0 to move Resolution 2018-03 forward with these changes for membership consideration.

Resolution 2018-04

Amendment and Restatement of the *NCARB Bylaws*

Region 1

- Agrees with the edits proposed by Regions 2, 3, and 6

Region 2

- Question was raised regarding coordination of terminologies. i.e. the Rules of Conduct changed reference of “registration” to “licensure.” Registration remains a term in the *Bylaws*.
 - **Staff Question:** Should we have a definition that registration and license are interchangeable terms for NCARB? Registration as a term has significance for the organization as it appears in our name: National Council of Architectural Registration Boards. In other documents (program guidelines) we note that registration and license are interchangeable.
 - **Legal Response:** We would not recommend adding such a broadly applicable definition to the *Bylaws*, however, a more limited definition of “Registration” may be helpful. For example, you may wish to consider adding a definition similar to the following: “‘Registration’ shall mean ‘Licensure as an architect by the body legally authorized by a Jurisdiction to grant such licensure.’”
 - Note that by adding a definition, most (but not all) uses of the word “registration” in the *Bylaws* will need to be capitalized.
 - **Board of Directors Response:** The Board decided to add legal counsel’s definition for “Registration.” The Board noted that both terms often have different meanings for each Member Board. Since there is not a common approach at the Member Board level, NCARB must use a simpler approach.

Region 3

- Removal of directors - Should removal of a Regional Director be accomplished by his/her region?
 - **Staff Question:** Per *Bylaws*, Directors are elected by the full body—only nominated by the Region. Is this Iowa Law or just our *Bylaws*?
 - **Legal Response:** Under Iowa law, the default rule is that directors elected by the members can be removed by the members with or without cause. However, Iowa law allows the default rule to be changed in the bylaws (e.g., to allow the Board to remove a director for cause).

- **Staff Question:** Is it correct that it would not be appropriate for the Region to remove because the Regional directors were voted in by the full membership?
 - **Legal Response:** Under Iowa law, NCARB could amend its bylaws to allow the Regions to remove a Regional Director, however, we would advise against it. As previously discussed, the Directors of NCARB are elected by the full membership and have fiduciary duties to NCARB overall, not to any particular Region.
- **NCARB Board of Directors Response:** The Board agreed with legal response. Separately, the Board decided to delete “or without” from Article VII, Section 4.
- Vacancies - Should a vacancy in the office of Regional Director be filled by his/her region rather than the BOD?
 - **Legal Response:** Note that the draft *Bylaws* already state that prior to filling any vacancy, the Board will consider recommendations from the constituent group responsible for nominating the vacated director position (e.g., the applicable Region).
 - **NCARB Board of Directors Response:** No additional comments.
- Services provided to member boards - Consider revising services provided by NCARB to include administration of an experience program in addition to the examination.
 - **Staff Response:** Can add Architectural Experience Program (AXP)/national experience program as a service.
 - **Proposed Addition:** Architectural Experience Program. The Council shall prepare a structured experience program for use by Member Boards. The Board of Directors shall issue, from time to time, updates to program rules and opportunities to remain relevant with experiences and competencies necessary for the current practice of architecture.
 - **Staff Question:** Should we take a closer look at this from a holistic view at a later date to make sure we have captured all appropriate services to include in the *Bylaws*?
 - **Legal Response:** We think it is OK to add AXP as a service, but we generally recommend against adding too many other services or specifics about services into the *Bylaws* (a separate policy would be more appropriate, in order to avoid needing to revise the *Bylaws* every time a service is changed). Instead, you could consider adding language indicating that additional services may be offered as determined by the Board of Directors from time to time.
 - **NCARB Board of Directors Response:** The Board decided to add the Architectural Experience Program to the *Bylaws* and an additional section that addresses the possibility of other services that says “Additional services may be offered as determined by the Board of Directors from time to time.”

- Consider adding, as a service to Member Boards, maintenance of an architect's transcript of HSW CEUs and transmittal to Member Boards for auditing purposes.
 - **Legal Response:** As noted above, we suggest that you avoid being too specific about services in the *Bylaws*, and instead consider adopting a separate policy for member services.
 - **Staff Response:** This is not yet a service NCARB currently provides. We are working on the concept.
 - **NCARB Board of Directors Response:** No additional comments.
- Why assign ExCom the authority to develop short-range and long-range goals? – Shouldn't goal setting be the responsibility of the BOD?
 - **Staff Response:** We can delete this charge.
 - **Legal Response:** You could also consider adding language to the charge such as "develop short-range and long-range goals...to supplement those developed by the Board" or "...subject to review and approval by the Board." This would allow the Executive Committee to retain the charge, but make clear that the full Board also has the right to develop goals and/or has the right to override any of the ExCom's goals.
 - **NCARB Board of Directors Response:** The Board decided to delete the charge noted from the Executive Committee section of the *Bylaws*.

Region 5

- No concerns.

Region 6

- Article V, Section 5: Region 6 suggests that the timing of when resolutions are to be received and disseminated be aligned. As an example, proposed resolutions coming from Regions or Members Boards must have 75 days' notice, while resolutions coming from committees only requires 30 days' notice. Member boards were in agreement that the timing should be more, not less in order to give member boards adequate time to meet and review the proposals and provide feedback prior to the Annual Meeting.
 - **Staff Response:** The 30-day requirement in the *Bylaws* requires the Board of Directors to release all resolutions to the membership before the Annual Business Meeting.
 - The 75-day requirement is for Member Boards or Regions to submit resolutions to the Regional Leadership Committee, which in turn reviews and forwards to the Board Directors to be released with all other resolutions 30 days prior to the Annual Business Meeting.
 - All other committees submit resolutions to the Board of Directors by January 1.
 - **Legal Response:** We have no further comments.
 - **NCARB Board of Directors Response:** No additional comments.

- Article VII, Section 2: Many members of Region 6 advocated that it is appropriate for each individual region to set the qualifications for its Regional Director. Maybe NCARB can offer general guidelines to help inform regions on the qualifications that would be beneficial.
 - **Staff Response:** While regions (and the MBE community) nominate individuals to be considered for director seats, each director is elected by the membership as a whole at the Annual Business Meeting and, once elected, serves the interests of NCARB as a whole, rather than a particular region. For this reason, qualifications for positions on the national Board should be set by the national membership through the *Bylaws*. We note, however, that the eligibility requirements are relatively broad and leave significant room for regions to nominate a director of its liking.
 - **Legal Response:** We agree with the comment above.
 - Regions determine qualifications for Regional Chairs and other officers of the Regional Boards.
 - **NCARB Board of Directors Response:** No additional comments.

Overview of Board Discussion & Action:

The Board of Directors made the following edits to the resolution:

- Article II: Added a definition for "Registration"
- Article VII, Section 4: Deleted "or without"
- Article X: Added definition of AXP and added language about additional services.
- Article XII: Deleted Section 2.ii (and changed the section to letters to match the rest of the document)

The Board of Directors voted 14-0 to move Resolution 2018-04 forward with these changes for membership consideration.

Guide to Proposing Amendments to Resolutions at the Annual Business Meeting

If a Member Board or region would like to offer an amendment to a resolution being moved forward at the Annual Business Meeting (ABM), NCARB is available to provide support in various ways including legal counsel support and coordinating distribution to all Member Boards.

Amendments Offered Prior to the Annual Business Meeting

If a Member Board or region develops an amendment to a resolution prior to arriving at the Annual Business Meeting, and you would like to share it in advance so other Member Boards can discuss it prior to arriving at the meeting:

1. Download the Resolution and Amendment template. Use this document to develop the amendment in the required format.
2. Send the proposed amendment to Josh Batkin at council-relations@ncarb.org.
3. NCARB legal counsel will review and provide feedback relative to formatting or any unintended consequences. Any proposed changes will be returned to the authoring Member Board/region, with explanation, for consideration.
4. Once finalized, NCARB can distribute the final version of the amendment to membership. This will include posting on the Member Board Community and publishing via NCARB's various membership communications channels (Fast Facts, emails, feedback webinars, etc.)
 - To include the amendment in the *Pre-Annual Business Meeting Briefing*, NCARB must receive it by **May 18, 2018**.
 - Amendments can be submitted after this date. They will be shared via all other communications channels.
5. NCARB will prepare printed copies of the amendment for distribution at the Annual Business Meeting.
 - If the authoring Member Board or region changes the amendment following electronic distribution, please send the revised amendment to Josh Batkin at council-relations@ncarb.org by **June 8, 2018**.

At the Annual Business Meeting Prior to Saturday Resolution Session

If a Member Board or region develops an amendment onsite prior to the Saturday morning resolution session and would like to make it available to membership for early discussion:

1. Submit the amendment at the registration table as soon as possible.
2. NCARB legal counsel will review and provide feedback relative to formatting or any unintended consequences. Any proposed changes will be returned to the authoring Member Board/region, with explanation, for consideration.
3. Once finalized, NCARB can provide copies of the amendment at the registration desk. Further, NCARB can share the amendment through various communications channels including email to all Members, posting on the Member Board Community and

announced through the ABM app. These various communication channels will ensure that members not in attendance at the ABM may also be made aware and engaged.

4. Authoring Member Boards/regions may inform attendees about the amendment developed during the Friday Resolution Forum. If timing permits, the printed versions can be made available for the Resolution Forum and/or Regional Meetings.
5. The amendment will be distributed for discussion during the Saturday resolution session.

Introducing an Amendment from the Floor During Saturday Resolution Session

If a Member Board or region decides to offer an amendment from the floor during the Saturday Resolution Session:

1. A delegate must go to the microphone and identify their name and Member Board or region to offer the amendment.
 - Note: Only one amendment may be considered at a time. If a delegate wishes to suggest a different amendment while one is currently being debated, the delegate may go to the microphone to state the intention, but no formal action can begin until the current amendment has fully been discussed and voted on.
2. The amendment must be seconded from the floor.
3. At this point, the session will likely go on break while the legal counsel and parliamentarian work with the authoring Member Board/region to finalize the amendment for members' consideration. This includes developing a hard-copy version for distribution to the attendees, as well as posting on the Member Board Community so that that Members participating in the Saturday session via phone or watching the live stream may be engaged.
4. Once the hard-copy has been distributed, debate will begin/resume. If needed, delegates will be given the opportunity to caucus to discuss the amendment(s).

Voting on Amendments

1. After discussion on the amendment has concluded, the first vice president/president-elect will call for a vote on the amendment. A simple majority of voting delegates present is needed to amend a resolution.
 - If the amendment passes, discussion begins on the amended resolution.
 - If the amendment fails, discussion resumes on the original resolution.
2. Additional amendments may be introduced, following the above steps.
3. After all discussion is completed, the first vice president/president-elect will call for a vote on the resolution, *original or as amended*, based on voting results of amendments.
4. The number of votes needed to pass a resolution are dictated by the *NCARB Bylaws*.

Questions?

If you have questions about the amendment or resolution process, please contact council-relations@ncarb.org.