

February 1, 2021

Dear Member Board Members, Member Board Executives, and Regional Officers,

The NCARB Board of Directors has called a Special Meeting on **May 12-14, 2021**, for the sole purpose of considering and voting on Resolution 2021-01, which, if passed, would update the *NCARB Bylaws* to allow the Council to conduct official business in remote and hybrid meetings. Please be advised that all official actions for this special meeting will occur in writing during these dates.

Recent events have highlighted more than ever the need for NCARB services and processes to be adaptable for unforeseen circumstances—including the governing structure outlined in the *NCARB Bylaws*. Iowa law, under which the Council is incorporated, permits member meetings to be conducted by telephone and/or video-based meeting tools only if specifically authorized by the articles of incorporation (articles) or bylaws of an organization. Currently, neither NCARB's Articles nor its *Bylaws* include such an authorizing provision. Resolution 2021-01 creates that option.

Adding this section to the *Bylaws* does not change the Board of Directors preference for in-person meetings as the standard approach to conduct membership business. In-person Annual Business Meetings and other special meetings of the Council offer invaluable opportunities to share information, connect, and hear from the membership beyond just what the *Bylaws* require. However, the need to be able to conduct the Council's most basic business each fiscal year, which includes voting on resolutions and electing the Board of Directors is essential to keeping the Council running no matter the circumstances.

The Board is asking the membership to take action on this resolution ahead of the 2021 Annual Business Meeting (ABM) so that the ABM can fully include all delegates and participants. At this time, the ABM is expected to be conducted as a hybrid meeting, blending in-person and virtual attendees, to accommodate those who will not yet be allowed to or are ready to travel. To accomplish this, the vote is being scheduled so the requested change can be in place prior to consideration of other resolutions and elections at the Annual Business Meeting.

Having this provision in place will allow the Council to take advantage of electronic tools to make voting, potential amendments, or other actions a more seamless and efficient experience for the membership.

We hope that you will take the time to review and discuss this resolution with your fellow board members. More information on how this special meeting will be conducted will be available closer to the dates.

If you have any questions, please feel free to contact the Council Relations team at [**council-relations@ncarb.org**](mailto:council-relations@ncarb.org).

Sincerely,

A handwritten signature in black ink, appearing to read "R. M. Calvani". The signature is fluid and cursive, with a period at the end.

Robert M. Calvani, FAIA, NCARB
NCARB President/Chair of the Board

MEMORANDUM

TO: Member Board Members, Member Board Executives, and Regional Officers

FROM: Kenneth R. Van Tine, AIA, NCARB, LEED AP, NCARB Secretary

DATE: February 1, 2021

SUBJECT: Resolution 2021-01

At the January NCARB Board of Directors meeting, the Board decided to call a special meeting of the Council so that it can consider and vote on Resolution 2021-01 ahead of the Annual Business Meeting in June. The special meeting will be May 12-14, 2021.

Resolution 2021-01

This resolution would update the *NCARB Bylaws* to allow for remote meetings. Iowa law, under which the Council is incorporated, permits member meetings to be conducted by telephone and/or video-based meeting tools only if specifically authorized by the articles of incorporation (articles) or bylaws of an organization. Currently, neither NCARB's Articles nor its *Bylaws* include such an authorizing provision.

Passing this resolution ahead of the Annual Business Meeting would allow the organization to more efficiently conduct its business in June, where up to eight additional resolutions may be considered. The other draft resolutions have been released under a separate cover and will be discussed further at the April Board of Directors meeting. If the Board approves them in April, they will be put on the Annual Business Meeting agenda for Member Board discussion and vote.

We hope that you will take the time to review and discuss Resolution 2021-01 with your fellow board members. We look forward to receiving your feedback and answering questions during the upcoming Regional Summit.

In the interim, please feel free to contact Vice President of Council Relations Josh Batkin at jbatkin@ncarb.org if you have any questions or would like to discuss the resolution further.

2021 Special Meeting and Resolution 2021-01

- Order of Business
- Resolution 2021-01



Kenneth R. Van Tine, AIA, NCARB, LEED AP
NCARB Secretary

National Council of Architectural Registration Boards

1401 H Street NW, Suite 500, Washington, DC 20005

Tel: 202/879-0520 | Fax: 202/783-0290

**2021 Special Meeting Agenda
For Resolution 2021-01
May 12-14, 2021**

Monday, May 10, 2021

5 p.m. ET: Voting Delegate Meeting led by the Credentials Committee

Wednesday, May 12, 2021

9 a.m. ET: Call to Order by President Robert M. Calvani (issued via email)

9:15 a.m. ET: Resolution 2021-01 moved by First Vice President/President-elect Alfred Vidaurri, Jr. (issued via email)

- Will include a call for a second from the membership. Second will need to be received by reply email.

3 p.m.-End ET: Resolution 2021-01 Town Meeting

- For discussions, questions and debate on the original resolution and any proposed amendment(s).

Voting Opens.

- Voting on any amendments and the final resolution will take place via emailed ballot. Amendment and voting procedures for this meeting will be released at a future date.

Friday, May 14, 2021

4 p.m. ET: Voting Window Closes.

6 p.m.: Secretary Ken Van Tine releases results to membership (by email)

[More information on how to register for and participate in the meeting, voting procedures, and identifying voting delegates to follow at a future date.]

RESOLUTION 2021-01

Supported by the NCARB Board of Directors 14-0.

TITLE: *NCARB Bylaws* Amendment - Remote Meetings

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 interest of the Council to amend the *NCARB Bylaws* to allow Council business to be conducted via telephone and/or video-based meeting tools; and

WHEREAS, Iowa law, under which the Council is incorporated, permits member meetings to be conducted by telephone and/or video-based meeting tools only if specifically authorized by an organization’s articles or bylaws; and

WHEREAS, pursuant to Article XIV of the *NCARB Bylaws*, the *Bylaws* may 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 (37 votes); and

WHEREAS, pursuant to Iowa law, the *Bylaws* may instead be amended by written or electronic ballot approved by the affirmative vote of not less than two-thirds of the Member Boards (37 votes); and

WHEREAS, prior to implementing the changes to the *NCARB Bylaws*, 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 Article V–NCARB Meetings of the *NCARB Bylaws* be amended to insert a new Section 3 to read as follows:

“Section 3. Remote Meetings. The Annual Business Meeting and any Special Meetings may be held as a Remote Meeting. The Bylaws provisions which govern calling and providing notice for, and the procedures and conduct of business of, the Annual Business Meeting or special meetings, as applicable, shall apply to Remote Meetings. Holding a Remote Meeting does not preclude allowing participants to gather in a designated location during such meeting.”

FURTHER RESOLVED, that the sections following the insertion in Article V be renumbered;

FURTHER RESOLVED, that the following definition for “Remote Meeting” be inserted in Article II of the *NCARB Bylaws* after the definition of “Registration” and before the definition of “Voting Delegate”:

“Remote Meeting” shall mean any Annual Business Meeting or any Special Meeting held by telephone or video conference technology or other electronic communications technology that allows all participants to hear and participate in the proceedings and to vote, pose questions, and make comments.”

FURTHER RESOLVED, that upon the approval of the changes by a two-thirds majority of the Council Member Boards, such changes will become effective immediately.

FINANCIAL IMPACT:

- No financial impact.

SPONSORS’ STATEMENT OF SUPPORT:

Recent events have highlighted more than ever the need for NCARB services and processes to be adaptable for unforeseen circumstances—including the governing structure outlined in the *NCARB Bylaws*.

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Adding this section to the *Bylaws* does not change the Board of Directors preference for in-person meetings as the standard approach to conduct membership business. In-person Annual Business Meetings and other special meetings of the Council offer invaluable opportunities to share, connect with, and hear from the membership beyond just what the *Bylaws* require. However, the need to be able to conduct the Council’s most basic business each fiscal year, which includes voting on resolutions, electing the Board of Directors, and sharing year-end reports from the president and treasurer, is essential to keeping the Council running no matter the circumstances. The intent of this resolution is to maximize participation in NCARB meetings, whether in-person or virtual, regardless of circumstances such as attendance limitations that may impact the health, safety, and welfare of our membership.

ADVOCATES:

- 2020-2021 NCARB Board of Directors
 - Robert M Calvani, FAIA, NCARB, President/Chair of the Board
 - Alfred Vidaurri Jr., FAIA, NCARB AICP, First Vice President/President-elect
 - Bayliss Ward, NCARB AIA, Second Vice President
 - Jon Alan Baker, FAIA, NCARB, LEED AP, Treasurer
 - Kenneth R. Van Tine, AIA, NCARB, LEED AP, Secretary
 - Terry L. Allers, FAIA, NCARB, Hon. FCARM, Past President
 - Janet L. Hansen, AIA, NCARB, LEED AP, Director, Region 1
 - Philip M. Leinbach, NCARB, AIA, REFP, CSI, Director, Region 2
 - Robert W. McKinney, Ed.D, AIA, NCARB, Director, Region 3
 - John P. Rademacher, AIA, NCARB, Director, Region 4

- David W. Hornbeek, AIA, NCARB, Director, Region 5
- Edward Marley, NCARB, AIA, LEED AP, Director, Region 6
- Gary Ey, CDT, Public Director
- Katherine E. Hilligas, Member Board Executive Director
- Policy Advisory Committee
 - Chair: Richard H. McNeel, AIA, NCARB, IIDA, LEED AP, Region 3 Chair, Mississippi Member Board Member
 - Jennifer R. Arbuckle, NCARB, AIA, LEED AP, Region 1 Chair
 - Melarie Gonzales, New Mexico Member Board Executive
 - Lenora A. Isom, NCARB, Region 5 Chair, Nebraska Member Board Member
 - Sylvia P. Kwan, FAIA, LEED AP, Region 6 Chair, California Member Board Member
 - George Miller, FAIA, NCARB, Region 2 Chair, New York Member Board Member
 - Margaret Sturgis-Graff Parsons, AIA, NCARB, ALEP, LEED AP BD+C, Region 4 Chair, Minnesota Member Board Member
 - Kenneth R. Van Tine, AIA, NCARB, LEED AP, Board Liaison