

MEMORANDUM

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

FROM: John Patrick Rademacher, NCARB, AIA, NOMA, NCARB Secretary

DATE: February 2, 2023

SUBJECT: 2023 Draft Resolutions for Consideration

At the NCARB Board of Directors January 2023 Meeting, the Board voted to move four draft resolutions to the membership for discussion and feedback. A fifth draft resolution, submitted for consideration by the Mississippi Board of Architecture, will also move forward to the membership for review and feedback accompanied by a statement from the NCARB Board and opinion from NCARB legal counsel. Per *NCARB Bylaws*, a resolution submitted by a Member Board automatically moves to review and discussion by the membership. These five resolutions will remain as drafts until the Board of Director's final review in April when they will decide the final content of the resolutions they wish to move forward to the membership for consideration at the June 2023 Annual Business Meeting.

All five draft resolutions are enclosed in this packet.

Resolution 2022-A is a proposal from the Mississippi State Board of Architecture to bring NCARB Model Law into closer alignment with Mississippi law, which would update the NCARB definition of responsible control to address concerns of the Mississippi Board regarding the clarity and specificity of responsible control language as amended by the NCARB membership at the June 2022 Annual Business Meeting. The position of the NCARB Board and legal counsel accompanies this proposal.

Resolution 2022-B is part of a multi-year effort to propose review and sunset of resolutions passed by the membership that no longer align with how NCARB operates today. This batch of resolutions focuses specifically on education policies that were passed between 1960-1999. Appendix C includes the list of resolutions.

Resolution 2022-C would sunset resolutions passed by the membership between 1960-1979 related to financial, records/process, experience, certification, and continuing education policies that no longer align with how NCARB operates today. Appendix D includes the list of resolutions.

Resolution 2022-D would update the *NCARB Model Rules of Conduct* to reflect modern practice and expectations regarding ethical conduct. The resolution proposes language be added to the *Model Rules of Conduct* to address acceptance of payments or gifts that may impact judgement, fraudulent or illegal conduct, and obligations regarding reasonable disclosure if environmental impacts of a project.

Resolution 2022-E would update NCARB's *Bylaws* to adopt a new governance structure for the Council to be reflective of modern governance best practices and incorporate diversity, equity, and inclusion in the Council's access to leadership roles and leadership structure.

Next Steps

We hope that you will take the time to review and discuss these draft resolutions with your fellow board members. We look forward to receiving your feedback and answering questions during the upcoming Regional Summit. Again, these drafts will undergo further discussion by the Board in April. At that time the Board will review Member Board feedback in determining the final composition of resolutions they determine should be forwarded for a membership vote at the June Annual Business Meeting.

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 further.



NCARB

DRAFT
Resolutions
to be Acted Upon at the
2023 Annual Business Meeting

FEBRUARY 2023

National Council of Architectural Registration Boards
1401 H Street NW, Suite 500
Washington, DC 20005
202/783-6500
www.ncarb.org

Draft Resolutions to be Acted Upon at the 2023 NCARB Annual Business Meeting

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FY23 DRAFT RESOLUTION OVERVIEW

At the January Board of Directors Meeting, the Board reviews proposed resolutions and determines which resolutions they would like to move forward to the membership for consideration. These resolutions are still considered drafts and are shared with Member Boards and Regions so they can provide feedback at the Regional Summit each spring. The Board will make final decisions on which resolutions to put forward at the Annual Business Meeting at the April Board Meeting.

This packet includes five draft resolutions (plus related supporting documentation as appropriate).

Resolution 2023-A: NCARB Model Law and Regulations Amendment – Responsible Control

The Mississippi State Board of Architecture is recommending that the definition of responsible control be updated to address concerns of the Mississippi Board regarding clarity and specificity of responsible control language as amended in June 2022.

Strategic Plan Objective:  Future-Focused Research and Development

Resolution 2023-B: Omnibus Sunset of Education Policy Resolutions

This resolution is part of a multi-year effort to review and sunset resolutions passed by the membership that no longer align with how NCARB operates today. This batch of resolutions focuses specifically on education policies that were passed between 1960-1999. Appendix C includes the list of resolutions.

Strategic Plan Objectives:  Stakeholder Systems, Tools, and Resources

Resolution 2023-C: Omnibus Sunset of Resolutions in Conflict With Current Council Policies

This resolution is part of a multi-year effort to review and sunset resolutions passed by the membership that no longer align with how NCARB operates today. This batch of resolutions focuses specifically on finance, the NCARB Certificate, processes, experience, continuing education, and records policies that were passed between 1960-1979. Appendix D includes the list of resolutions.

Strategic Plan Objective:  Stakeholder Systems, Tools, and Resources

Resolution 2023-D: NCARB Model Rules of Conduct Amendment – Ethics Updates

The FY22 Ethics Work Group is recommending that the *NCARB Model Rules of Conduct* be updated to reflect modern practice and expectations regarding ethical conduct. The resolution proposes language be added to the *Model Rules of Conduct* to address acceptance of payments or gifts that may impact judgement, fraudulent or illegal conduct, and obligations regarding reasonable disclosure if environmental impacts of a project.

Strategic Plan Objective:



Stakeholder Systems, Tools, and Resources

Resolution 2023-E: Amendment and Restatement of the NCARB Bylaws

The FY23 Governance Work Group is recommending that NCARB's *Bylaws* be updated to adopt a new governance structure for the Council to be reflective of modern governance best practices and incorporate diversity, equity, and inclusion in the Council's access to leadership roles and leadership structure.

Strategic Plan Objective:



Future-Focused Research and Development

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Strategic Plan Objective:  Future-Focused Research and Development

RESOLUTION 2023-A

TITLE: NCARB *Model Law and Regulations* Amendment – Responsible Control

SUBMITTED BY: Mississippi State Board of Architecture

WHEREAS, the definition of “Responsible Control” in Section 103 Definitions of the NCARB *Model Law and Regulations* was amended in June 2022 upon recommendation of the Responsible Charge Task Force; and

WHEREAS, the Mississippi State Board of Architecture, upon research and review, has concerns that the current definition lacks clarity and specificity, which could hinder enforcement efforts and create confusion for licensees; and

WHEREAS, the NCARB *Model Law and Regulations* 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.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that Model Law Section 401. Seal of the NCARB *Model Law and Regulations* be amended as follows:

- 2) All Technical Submissions prepared under the Responsible Control of the Architect required by public authorities having jurisdiction for Building permits or regulatory approvals shall be sealed and signed by the Architect. By sealing a Technical Submission, the Architect represents that the Architect was in Responsible Control over the content of such Technical Submissions during its preparation and has applied the required professional standard of care.
 - a) An Architect may seal and sign Technical Submissions only if the Technical Submissions were:
 - i. Prepared by the Architect;
 - ii. Prepared by individuals under the Architect’s control, requiring as follows:
 - a) Direct contact between the client and the Architect or the Architect’s employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and
 - b) Involvement in the preparation of Technical Submissions prior to their completion; and
 - c) Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect’s employ does not constitute control.

- iii. Prepared by another Architect licensed in this or any Jurisdiction if the sealing and signing Architect has reviewed the other Architect's work and has integrated the work into their own Technical Submissions.
- b. An Architect may include in Technical Submissions and may seal and sign Prototypical Building documents prepared by an Architect licensed in any Jurisdiction. The Architect shall modify the Prototypical Building documents to comply with the requirements of (Jurisdiction).
- c. An Architect may also seal and sign drawings, specifications, or other work that is not required to be sealed by this Act.
- d. An Architect who has sealed and signed Technical Submissions integrating the work of another Architect into the Architect's own work shall maintain and make available to the Board adequate and complete records demonstrating the nature and extent of the Architect's review of and integration of the other Architect's work into their own Technical Submissions. Following such sealing and signing, these records shall comply with the provisions of Section 403 of Law.

FURTHER RESOLVED, that Regulation R401.1 Architect Seal of the NCARB *Model Law and Regulations*, which has been incorporated into Model Law Section 401. Seal, be deleted.

FURTHER RESOLVED, that following the approval of the resolution by an absolute majority of the Council Member Boards, such resolution will become effective July 1, 2023.

FINANCIAL IMPACT:

- No financial impact.

BACKGROUND:

The Mississippi State Board of Architecture (hereinafter "Board") has carefully considered the revised definition of "Responsible Control" proposed by the Responsible Charge Task Force and adopted by the Council Member Boards in FY22. Although the Board greatly appreciates the work of the Responsible Charge Task Force and has no intention of proposing a change to the definition of "Responsible Control" in the NCARB *Model Law*, the Board feels that it is appropriate to propose additional criteria to further define what constitutes "Responsible Control" in *Model Law* Section 401. Seal.

The Board has concerns that the current definition lacks clarity and specificity, which could hinder enforcement efforts and render licensees uncertain as to whether they are practicing in compliance with the laws and regulations. Terms such as "oversee," "delegate," and "integrate" are ambiguous and subject to a variety of interpretations. For this reason, the Board proposes the addition of clarifying language to *Model Law* Section 401. Seal to confirm that the following criteria must be met for an Architect to seal and sign Technical Submissions prepared by individuals under the Architect's control:

- Direct contact between the client and the Architect or the Architect’s employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and
- Involvement in the preparation of Technical Submissions prior to their completion; and
- Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect’s employ does not constitute control.

Several NCARB jurisdictions include some or all of these criteria in their regulations, and they are found in the *Model Rules* of the National Council of Examiners for Engineering and Surveying (Rule 240.20 Seal on Documents).

The Board believes that inclusion of these criteria will result in a more robust definition of what constitutes Responsible Control that will lead to better protection of the health, safety, and welfare of the public.

RESOURCES:

- Appendix A: Mississippi Board’s Proposed January 2023 Resolution: Memorandum from the NCARB Board of Directors
- Appendix B: Legal Analysis: Memorandum from Venable Law Firm
- [NCARB Model Law and Regulations](#)

Strategic Plan Objective:



Stakeholder Systems, Tools, and Resources

RESOLUTION 2023-B

TITLE: Omnibus Sunset of Education Policy Resolutions

SUBMITTED BY: Council Board of Directors

WHEREAS, the Board of Directors requested a review of resolutions passed by the membership to determine if there are any that no longer align to current NCARB policies and are appropriate to sunset; and

WHEREAS, the Policy Advisory Committee has reviewed a batch of resolutions from 1960 to 1999 related to education and recommended several to rescind that either conflict with current policies or are unnecessary based on existing official documents; and

WHEREAS, resolutions of substantive matters that NCARB's membership have passed by resolution 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.

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that all policies and resolutions related to the Council's education requirements that are not detailed in current official NCARB documents such as the *Education Guidelines* and *Certification Guidelines* hereby are rescinded and otherwise deemed inactive. Without limiting the generality of this resolution, this resolution expressly rescinds the following resolutions, the full texts of which are attached hereto as Appendix B:

- Resolution 1999-15: No Sunset for Broadly Experienced Architect Alternative
- Resolution 1996-07: Sunsetting Alternate Education Route
- Resolution 1994-02: Sunsetting EESA For All But Foreign-Educated and Broadly Experienced Applicants
- Resolution 1983-01: Certification For Applicants Without Degree Who Meet Existing Standards
- Resolution 1983-05: To Accept Alternate Education in Lieu of an Accredited Degree
- Resolution 1980-13: Preparation of State Versions of Appendices "A" and "B"
- Resolution 1980-14: Requirement of Bachelor's Degree for Certification
- Resolution 1979-03: All Conferences to Establish Meetings with their Educational Communities
- Resolution 1978-25: Task Force to Define the Areas of Study Fundamental to the Practice of Architecture

- Resolution 1969-7: Proposal to Grant the Title "Intern-Architect" or Other Title as May be Determined by the NCARB Board of Directors to Graduates of Accredited Architectural Schools and to Establish a Defined Internship Program and Record
- Resolution 1965: Foreign Education

FURTHERED RESOLVED, that upon the approval of the foregoing resolution by an absolute majority of the Council Member Boards, such resolution will become effective immediately.

FINANCIAL IMPACT:

- No financial impact.

BACKGROUND:

The Policy Advisory Committee is continuing a multi-year research project to identify historical policy or position-related resolutions that may no longer align with current Council practice or philosophy.

Today, the *NCARB Bylaws* specifically give the NCARB Board of Directors authority to issue rules and policies respecting education requirements, including requirements for certification and alternative paths.

NCARB currently has many active education-related policy resolutions, several of which are in conflict with each other. Additionally, NCARB's active education requirements as established by NCARB membership are detailed in the *Education Guidelines* and *Certification Guidelines*, and some of the above policy resolutions either conflict with NCARB's current active requirements or are redundant—putting NCARB at risk of being in conflict in the future if these policy resolutions remain active. To provide clear direction going forward, the Policy Advisory Committee recommends this resolution be passed so that it is clear that all active policies governing education are located in *Education Guidelines*, *Certification Guidelines*, and/or other Board policies.

POLICY ADVISORY COMMITTEE:

- Chair: Jennifer R. Arbuckle, NCARB, AIA, LEED AP
- Linda Alfson Schemmel, AIA, NCARB
- Emily Cronbaugh, Wyoming Member Board Executive
- James Devine, North Dakota Member Board Member
- Leslie Hanska, Oklahoma Member Board Executive
- Miguel A. Rodriguez, FAIA, NCARB, Florida Member Board Member
- Tara Rothwell, AIA, NCARB, LEED AP, New Mexico Member Board Member
- Edward W. Tucker, FAIA, NCARB, West Virginia Member Board Member

RESOURCES:

- Appendix C: NCARB Education Policy Resolutions to Sunset: 1960-1999

Strategic Plan Objective:  Stakeholder Systems, Tools, and Resources

RESOLUTION 2023-C

TITLE: Omnibus Sunset of Resolutions in Conflict with Current Council Policies

SUBMITTED BY: Council Board of Directors

WHEREAS, the Board of Directors requested a review of resolutions passed by the membership to determine if there are any that no longer align to current NCARB policies and are appropriate to sunset; and

WHEREAS, the Policy Advisory Committee has reviewed a batch of resolutions from 1960-1979 related to financial, records/process, experience, certification, and continuing education policies; and

WHEREAS, resolutions of substantive matters that NCARB's membership have passed by resolution 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.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the National Council of Architectural Registration Boards sunsets the following resolutions, the full texts of which are attached hereto as Appendix C:

- Resolution 1979-01: Architect Development Verification Program (ADVP)
- Resolution 1979-04: Meeting Facilities Accessible to and Usable by the Handicapped
- Resolution 1978-07: IDP Resolution
- Resolution 1977-07: Continuing Professional Development
- Resolution 1977-08: Intern-Architect Development Program (IDP)
- Resolution 1976-09: Continuation of Inter-Architect Development Pilot Program
- Resolution 1975-06: Approval Procedures for NCARB Budget
- Resolution 1973-14: Continuing Education Program
- Resolution 1972-01: Blue Cover Certificate
- Resolution 1971-02: Board Resolution to Eliminate Issuance of Wallet Cards
- Resolution 1971-12: Resolution on Contents of Certificate Record
- Resolution 1971-16: Additional Registration and/or Certification Requirements
- Resolution 1970-01: Updating and Transmittal of Council Documents to Member Boards
- Resolution 1969-01: Continuing Improvements of NCARB Services
- Resolution 1969-04: Issuing Emeritus Certificates to Retired Past Presidents of NCARB
- Resolution 1967-02: Fee for Annual Review of Certificate Record
- Resolution 1964: Report and Recommendations of the Committee on U.S. Citizenship
- Resolution 1964: Review and Approval of Applications

- Resolution 1964: Report and Resolution to the Board of Directors of the NCARB
- Motion 1961: Violations in Council Records

FURTHERED RESOLVED, that upon the approval of the foregoing resolution by a majority of the Council Member Boards, such change will become effective July 1, 2023.

FINANCIAL IMPACTS:

- While there is no financial impact to sunset these resolutions, there may be a *negative* financial impact should certain resolutions (such as Resolution 1973-14) not be sunset.

BACKGROUND:

The Policy Advisory Committee is continuing a multi-year research project to identify historical policy or position-related resolutions that may no longer align with current Council practice or philosophy.

This year, the committee has reviewed resolutions dating back to 1960 that have been categorized as financial, records/process, experience, certification, or continuing education policies. Additional resolutions to clean up NCARB policies are expected over the next several years as the Council works to develop a more user-friendly resolution archive.

POLICY ADVISORY COMMITTEE:

- Chair: Jennifer R. Arbuckle, NCARB, AIA, LEED AP
- Linda Alfson Schemmel, AIA, NCARB
- Emily Cronbaugh, Wyoming Member Board Executive
- James Devine, North Dakota Member Board Member
- Leslie Hanska, Oklahoma Member Board Executive
- Miguel A. Rodriguez, FAIA, NCARB, Florida Member Board Member
- Tara Rothwell, AIA, NCARB, LEED AP, New Mexico Member Board Member
- Edward W. Tucker, FAIA, NCARB, West Virginia Member Board Member

RESOURCES:

- Appendix D: NCARB Policy Resolutions to Sunset: 1960-1979, Part 1

Strategic Plan Objective:  Stakeholder Systems, Tools, and Resources

RESOLUTION 2023-D

TITLE: NCARB *Model Rules of Conduct* Amendment – Ethics Updates

SUBMITTED BY: Council Board of Directors

WHEREAS, the Board of Directors charged the FY22 Ethics Work Group to compare NCARB’s ethics-related policies to best practices demonstrated by other organizations and professions; and

WHEREAS, the FY22 Ethics Work Group, upon such evaluation, has recommended that certain clarifications and updates be made to the *Model Rules of Conduct* are appropriate based on the importance of ethical behavior, as expressed by NCARB Member Boards and the Board of Directors; and

WHEREAS, the *NCARB Model 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; and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that Section 2 of the *Model Rules of Conduct* be revised to insert the following language immediately following Section 2.5:

“2.6 An architect serving in a public capacity, whether paid or voluntary, shall not accept payments or gifts that are intended to influence their judgment.”

FURTHER RESOLVED, that Section 4.3 of the *Model Rules of Conduct* be revised to insert the following language as a new Section 4.3:

“4.3 An architect shall not counsel or assist a client in conduct that the architect knows, or reasonably should know, is fraudulent or illegal.”

FURTHER RESOLVED, that the subsections following the insertion in Section 4.3 be renumbered; and

FURTHER RESOLVED, that the following language be inserted into the *Model Rules of Conduct* immediately following Section 5:

“**RULE 6 FURTHER OBLIGATIONS TO THE PROFESSION AND THE PUBLIC**”

- 6.1 An architect serving as an AXP Supervisor for a candidate for licensure shall reasonably assist in proper and timely documentation in accordance with that program. Failure to do so shall be subject to disciplinary action.
- 6.2 When performing professional services, an architect shall make reasonable efforts to inform their client of the potential environmental impacts or consequences the architect reasonably believes may occur as a result of work performed on behalf of the client.”

FURTHER RESOLVED, that upon the approval of the changes by an absolute majority vote of the Council Member Boards, such changes will become effective July 1, 2023.

FINANCIAL IMPACT: None.

BACKGROUND:

In FY22, President Alfred Vidaurri continued a multi-year emphasis on ethics in the profession of architecture and the Council’s operations by assembling the Ethics Work Group. While the work group reviewed ethics in education, continuing education, and the practice of other professions, the changes recommended here are limited to the Council’s *Model Rules of Conduct*.

Proposed 2.6: “An architect serving in a public capacity, whether paid or voluntary, shall not accept payments or gifts that are intended to influence their judgment.”

While the existing sections of Rule 2 address a variety of situations that are conflicts of interest, they are primarily limited to relationships with the client or contractor. The existing rule does not explicitly address bribery, nor further interests of the public. The proposed addition of 2.6 clearly states that the architect will not accept payment to influence the architect’s professional judgment. This provides an additional layer of protection to the public, for example when an architect is testifying in public hearings, serving on public boards, or in any role of advocacy regardless of client involvement.

Proposed 4.3 “An architect shall not counsel or assist a client in conduct that the architect knows, or reasonably should know, is fraudulent or illegal.”

The proposed addition 4.3 makes explicit the architect’s moral obligation to the public and the rule of law. This aligns with the *AIA Code of Ethics and Professional Conduct* section 2.106. The work group found that this provision in the *AIA Code* was applicable to licensees broadly, and absent from the *Model Rules*.

The structure of the current rules is topical, and the proposed rules 6.1 and 6.2 did not fit within the existing headings, thus a new Rule 6 is proposed to include “Further Obligations to the Profession and the Public.”

Proposed 6.1: “An architect serving as an AXP Supervisor for a candidate for licensure shall reasonably assist in proper and timely documentation in accordance with that program. Failure to do so shall be subject to disciplinary action.”

While the guiding principles at the beginning of the *Model Rules* explicitly mention the inclusion of *several* rules for AXP supervisors to support AXP candidates, there is actually only one corresponding rule, which addresses only inappropriate relationships and the supervisor’s objectivity (Rule 2.5). There are no rules related to the supervisor’s active support of a licensure candidate in completing AXP or achieving licensure.

From the guiding principles, page 5:

“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.**” (emphasis added)

The text of proposed 6.1 adds a corresponding Rule implied by this principle and mirrors the language of the *AIA Code* Rule 5.201.

Finally, the Ethics Work Group found that the architect’s ethical obligation to the public must necessarily address the role that architects’ work plays—and can play—in addressing energy and climate challenges. The work group found that this is not an aspirational goal, but an ethical obligation.

Proposed 6.2: “When performing professional services, an architect shall make reasonable efforts to inform their client of the potential environmental impacts or consequences the architect reasonably believes may occur as a result of work performed on behalf of the client.”

These additions ensure the *Model Rules of Conduct* remain up-to-date and reflect many of the current ethical conflicts architects may face in their day-to-day work.

FY22 ETHICS WORK GROUP:

- Chair: Jorge Calderón López, AIA, Esq., Puerto Rico Member Board Member
- Larry W. Bishop, NCARB, Mississippi Member Board Member
- Ann M. Borys, Ph.D., AIA
- Robert (Bob) A. Boynton, FAIA
- Philip H. Cerrone III, AIA, NCARB, Connecticut Member Board Member
- Paul D. Edmeades, RA, AIA, NCARB, Maryland Member Board Member
- M. Bradley Gaskins, AIA, CASp, NCARB, Oklahoma Member Board Member
- Elizabeth A. Glasgow, AIA, NCARB, Oklahoma Member Board Member
- Mary McClenaghan, AIA, NCARB, Pennsylvania Member Board Member
- Susan B. McClymonds, FAIA, CSI, CSS, SCIP, NCARB
- David C. Schulz, AIA, PP, AUA, New Jersey Member Board Member
- R. K. Stewart, FAIA, NCARB, Hon. FRAIC, Hon. JIA

RESOURCES:

- [NCARB Model Rules of Conduct](#)

DRAFT

RESOLUTION 2023-E: Amendment and Restatement of the NCARB *Bylaws*

Invitation to Comment

The Board of Directors is seeking member feedback on all elements of a proposed governance model as outlined in this document and specified in draft amendments to the NCARB *Bylaws*, attached as Appendix E to Resolution 2023-E. Members are invited to provide feedback in several ways including: participation in three listening session calls scheduled in February 2023¹, discussions during the Regional Summit in March 2023, and by submitting written comments to the Board of Directors through the Governance Work Group at GovernanceWorkGroup@ncarb.org. **All feedback is due by March 30, 2023.**

The Board of Directors will take member comments into account before designing a final resolution in April for member consideration at the June 2023 Annual Business Meeting (ABM).

Introduction

In summer 2022, newly-elected President Bayliss Ward, NCARB, AIA, appointed a Governance Work Group to undertake an assessment of existing best governance practices within the nonprofit community with an eye to exploring a revised governance model for NCARB that would encourage diversity, equity, and inclusion (DEI) on the Board by eliminating unnecessary impediments or unconscious bias along the leadership path.

The assessment was informed by efforts begun in 2019 by the then-Diversity Collaborative (now DEI Committee), which identified member concerns about the Council's current governance model including the structured regional governance path to Board service, lengthy timelines that reduced opportunities to serve, and lack of representation by diverse perspectives in comparison to communities served.

The Diversity Collaborative submitted two resolutions for Board consideration in 2021. One resolution was passed by the membership reducing the timeline on the leadership path by one year by limiting regional director positions from three consecutive terms to two. The Board of Directors tabled the second proposed resolution, requesting time to engage an expert governance consultant and further consult the membership.

NCARB consultants facilitated ten member listening sessions in summer 2021 with Member Board Members from underrepresented groups to seek additional insights regarding the path to NCARB leadership. Then-President Alfred Vidaurri Jr., NCARB, NOMA, FAIA, issued a mid-year

¹ Invitations to the listening session calls have been issued to all current members as well as to regional leaders who may no longer be on their member boards. The calls are scheduled on February 14 (10:30 a.m. to 12:00 p.m.), February 15 (11:30 a.m. to 1:00 p.m.) and February 20 (10:30 a.m. to 12:00 p.m.). All times are Eastern time. Please contact the email above for access to the calls.

status report titled *Discernment Regarding NCARB Culture, DEI, and Governance* in spring 2022; and additional exploration with members occurred during the June 2022 NCARB Annual Business Meeting.

Throughout these engagement sessions, the following themes recurred:

- Many of the participants believe that the Board is not representative of society's—or the profession's—gender and racial diversity.
- Many of the participants assert that the leadership pathway is unnecessarily long.

At the June 2022 Annual Business Meeting, two ABM attendee polls on governance issues resulted in the following data:

- 65% of members voting responded that at least moderate to significant change is needed in NCARB's governance structure.
- 52% of members voting responded that NCARB governance is not representative of the communities served by Member Boards.

A study of best corporate governance practices in the non-profit community revealed the following:

- Boards designed by geographical representation is an antiquated model.
- The current 14-member Board size is at the outer edge of optimal size for peak Board performance.
- Designing a Board with a combination of the right skills and diverse perspectives allows boards to perform at the highest levels.²

Outcomes from these research efforts yielded the following goals for the Governance Work Group:

- Increase opportunities for participation by individuals from underrepresented groups by eliminating barriers.
- Reduce timelines historically served before joining the Board of Directors.
- Design a knowledge and experience model to support more expansive and inclusive recruitment and selection efforts for future Board members.
- Retain the current 14-position Board structure as the maximum size.

The elements of the governance proposal are listed below with details provided in the following pages.

- Proposed NCARB Governance Structure

² WILLIAM BROWN AND MARK ENGLE, DM, FASAE, CAE, 'BUILDING BETTER ASSOCIATION BOARDS: ADVANCING PERFORMANCE THROUGH NOMINATION, RECRUITMENT, AND SELECTION PROCESSES', *ASAE Research Foundation*, 2019, <https://foundation.asaecenter.org/>

- At-Large Director Positions
- Executive Committee Modifications
- Knowledge and Experience Model
- Nominating Committee
- Role of the Regions
- Board Elections
- Governance Transition Model

Proposed NCARB Governance Structure

Resolution 2023-E proposes to amend and restate the NCARB *Bylaws* to implement a new governance model that retains a 14-member Board of Directors with the following positions: four officers (president, vice president, secretary/treasurer, and immediate past president); eight at-large directors; an MBE director; and a public director. This structure recognizes best governance practices within the nonprofit community and responds to member concerns about long timelines to serve on the Board of Directors, unconscious impediments/bias regarding a single pathway to leadership, and under-representation compared to communities served. This structure leaves existing regional makeup intact while positioning regions in a collaborative framework for all at-large candidate nominations and retains the importance of understanding Member Boards as a critical knowledge and experience path for most positions on the Board of Directors. A summary of the proposed Board structure and terms of service for each position can be found in Appendix F.

At-Large Director Positions

Those interested in serving in an at-large director position will be able to self-nominate through an application process. Each region also may submit up to two candidates to be considered for open positions. Those eligible to apply are:

- Current and former Member Board Members, even if term limits ended their Member Board service.
 - The current *Bylaws* requirement – for candidate service on a Member Board to have been within one year of nomination to the Board of Directors – is proposed to be deleted in the draft *Bylaws*. This proposed change is responsive to member feedback about the impediment to members who have tight time constraints in their jurisdictions.
- Current and former NCARB volunteers.

All applicants are required to have a minimum of two years of service on a Member Board or as an NCARB volunteer.

Opening access to Board service to all current and former Member Board Members and volunteers eliminates barriers and reduces the timeline to serve on the Board of Directors, allowing the Council to welcome many definitions of diversity more fully, including experience, Member Board structures, practice or academic settings, age, gender, race, ethnicity, etc.

Incumbents for an at-large director position will be limited to a single, two-year term. They may apply for another two-year term after a two-year hiatus. Terms for at-large directors will be staggered so that only half of the at-large positions turn over each year.

Executive Committee Modifications

Proposed changes to the Executive Committee are:

- Eliminate second vice president position
- Merge secretary and treasurer positions
- Automatic ascension for elected secretary/treasurer through each subsequent position to immediate past president to provide leadership continuity in support of the Council's multi-year initiatives.
- Candidates for secretary/treasurer must have two years of service on the Board of Directors within the past four years to ensure knowledge of relevant Board issues.
- Officer titles simplified.

Knowledge and Experience Model

This proposal creates a Knowledge and Experience Model following leading practices in board selection identifying a combination of necessary skills and diversity factors that will contribute to an effective board and focus recruitment and selection efforts around finding individuals who will contribute the needed attributes. (*Recruiting the Right Board*, 2019).

At a minimum, all candidates must:

- Understand issues of concern to jurisdictions.
- Have knowledge and experience with architectural licensing.
- Understand the matters and historical nature of issues important to NCARB.
- Be familiar with Council programs and services.
- Demonstrate strong ethics, integrity and professionalism.

Some members will bring additional perspectives and experiences that add value to the Council. Examples may include a recently licensed architect, an educator, etc.

Nominating Committee

Candidate applications will be received by the Credentials Committee, which will validate that applicant credentials align with *Bylaws* requirements. The Credentials Committee will then submit all applicable information to a new Nominating Committee, which will apply the Knowledge and Experience model in developing nominations for member consideration and voting at the ABM. The Nominating Committee will also support leadership development efforts to cultivate an inclusive pool of future leaders.

The Nominating Committee is proposed to consist of the following members:

- Chair – Immediate Past President. One member from each region. 2-year term limit, staggered terms.
- Two members appointed by the incoming president (one each year). 2-year term limit, staggered terms.
- Chair of the DEI Committee.
- Chair of the Credentials Committee (non-voting).

The Credentials Committee will continue to manage the elections process during the ABM.

Role of Regions

Regions continue to add value through leadership development, networking, and conducting regional events. Regions also remain a valuable source for applicants for at-large positions. Regions may submit up to two names for consideration by the Nominating Committee to fill existing vacancies of at-large directors.

The proposed makeup of the Nominating Committee creates the opportunity for regions to collaborate, with other appointees, in nominating all at-large directors rather than the current practice of submitting a single director from each region.

Additionally, each region will continue to hold a seat on the Regional Leadership Committee and the Policy Advisory Committee.

Board Elections

Elections for the Board of Directors will continue to take place during the Annual Business Meeting. The Board is considering several possible approaches for the election of at-large directors including, but not limited to, the following options:

- Nominating Committee proposes one nominee for each vacant position and Member Boards vote for each nominee individually.

- Nominating Committee proposes a pool of nominees in excess of the number of vacant positions (i.e., a pool of six nominees to fill four positions). Member Boards vote for each nominee individually, and the nominees with the most votes would be elected to fill the vacant positions.
- Nominating Committee proposes a slate of nominees and Member Boards vote on the slate as a whole.

Governance Transition Model

A new, temporary Article XV is proposed in the attached draft *Bylaws* to identify the process for transitioning to the new governance model. The transition will begin with elections during the 2024 ABM and be completed at the close of the 2027 ABM. The proposed transition model is included as Appendix G.

Additional Edits Proposed in the Draft *Bylaws*

Some additional edits proposed in the attached draft *Bylaws* relate to the foregoing, i.e., updating vacancy/succession provisions. Additional minor edits proposed include an update to Roberts Rules of Order references to ensure use of the current version of Roberts Rules, an edit to the Credentials Committee description, adding a previously omitted definition for the Member Board Executive Director position, incorporating the immediate past president position as an officer, correcting two erroneous cross references that exist in the current *Bylaws*, and correcting some capitalization errors.

Strategic Plan Objective:  Future-Focused Research and Development

RESOLUTION 2023-E

Supported by the Council Board of Directors (_ - _)

TITLE: Amendment and Restatement of the NCARB *Bylaws*

SUBMITTED BY: Council Board of Directors

WHEREAS, the Council Board of Directors has charged the Governance Work Group with assessing the current NCARB governance structure and identifying opportunities to evolve in alignment with best governance practices and with an eye to diversity, equity, and inclusion; and

WHEREAS, the Governance Work Group has recommended after careful consideration that it is advisable to amend and restate the *NCARB Bylaws* to adopt a new governance structure for the Council; and

WHEREAS, the *NCARB Bylaws* may only be changed by a two-thirds majority (37) vote of the Council Member Boards,

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the *NCARB Bylaws* are hereby amended and restated in the form attached hereto in Appendix E; and

FURTHER RESOLVED, that such amended and restated *Bylaws* will become effective as of the adjournment of the 2023 Annual Business Meeting.

FINANCIAL IMPACT:

- No financial impact.

FY23 GOVERNANCE WORK GROUP

- Jennifer R. Arbuckle, NCARB, AIA, LEED AP, Region 1 Chair, Former Chair – DEI Collaborative
- Jon Alan Baker, FAIA, NCARB, LEED AP, NCARB First Vice President/President-elect
- Cathy Morrison, AIA, LEED AP BD+C, NCARB, Region 3 Secretary/Treasurer
- Coffee Polk, AIA, NCARB, FY23 Exam Committee Member, Former Re-Think Tank Member
- Alfred Vidaurri Jr., NCARB, NOMA, FAIA, NCARB Immediate Past President

RESOURCES

- Appendix E: Proposed *NCARB Bylaws* Updates
- Appendix F: Proposed Board Structure
- Appendix G: Proposed Transition Model

FY23 Draft Resolution Appendices

- **Appendix A:** Mississippi Board's Proposed January 2023 Resolution: Memorandum from the NCARB Board of Directors
- **Appendix B:** Legal Analysis: Memorandum from Venable Law Firm
- **Appendix C:** NCARB Education Policy Resolutions to Sunset: 1960-1999
- **Appendix D:** NCARB Policy Resolutions to Sunset: 1960-1979, Part 1
- **Appendix E:** Proposed *NCARB Bylaws* Updates
- **Appendix F:** Governance Workgroup Memorandum
- **Appendix G:** Governance Workgroup Leadership Transition Model

Appendix A:

Mississippi Board's Proposed January 2023 Resolution: Memorandum from the
NCARB Board of Directors

MEMORANDUM

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

From: NCARB Board of Directors

Date: January 30, 2023

Re: Mississippi Board's Proposed January 2023 Resolution

The Mississippi Board has proposed a resolution for the 2023 Annual Business Meeting that would amend the Model Law to include additional limitations on when an architect may seal a technical submission that has been prepared by someone other than the sealing architect. A comprehensive memorandum from NCARB legal counsel, Venable LLP, is included for your review, but as explained below, these requirements are contrary to the approach the Model Law Task Force suggested, and the membership adopted, just last year.

Summary of the Resolution

The resolution would impose significant restrictions on using work by non-architects and would also limit the use of work of other licensed architects. It would do this by moving material from the Model Regulations into the Model Law. More importantly, the proposal would also make substantive additions and changes to the material imported from the Model Regulations.

Non-Architect Work: If the technical submissions are prepared by non-architects, then the amendments would require the work to be "prepared by individuals under the architect's control." This would require all three of the following:

1. Direct contact between the client and the Architect or the Architect's employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and
2. Involvement in the preparation of Technical Submissions prior to their completion; and
3. Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect's employ does not constitute control.

The Model Law and Regulations as adopted last year specified that an architect could sign and seal documents if the work was done under the responsible control of the signing architect. The proposal includes significant limitations on the flexible concept of responsible control adopted last year with the inclusions of these the three new criteria.

Work by Other Architects: Under the proposal, an architect would be allowed to seal technical submissions prepared by another architect if that architect is “licensed in this or any Jurisdiction if the sealing and signing Architect has reviewed the other Architect’s work and has integrated the work into their own Technical Submissions.” This is also much narrower in scope than what the Model Law Task force proposed.

Currently, an architect may seal work prepared by an architect licensed in the same state if the signing architect “has reviewed the other Architect’s work and either has coordinated the preparation of the work or has integrated the work into their own Technical Submissions.” An architect may use the work of another architect licensed in a different jurisdiction if the other architect has a valid NCARB certificate and “if the sealing and signing Architect has reviewed the other Architect’s work and has integrated the work into their own Technical Submissions.” Thus, the Mississippi proposal would conflate the requirements for those licensed in the same or different jurisdictions and thus limits using the work of another to situations where the work is integrated and not just coordinated.

Reasons to Recommend Against the Resolution

Based on the substantive changes, There are six reasons why the changes proposed by Mississippi should be rejected:

- The Model Law Task Force spent several years updating the NCARB *Model Law and Regulations* to “modernize the document and provide a more relevant, useful tool for its members.” As part of its review, the scope of the definition of “responsible control” (previously “responsible charge”) was updated to provide greater flexibility to accommodate the continuously evolving practice of architecture. These changes would be a step backwards.
- The proposed changes appear to be out of step with what the majority of jurisdictions do. Each jurisdiction makes its own rules, but the Model Law is designed to provide legislators and regulators with what NCARB’s membership believes to be best practices for regulation. The changes proposed would fundamentally alter what was approved just last year and do not appear to be what the memberships wants.
- The proposal would hamper architects’ abilities to coordinate with others in the preparation of technical submissions, and it would remove the requirement of certain collaborating architects to have an NCARB Certificate, which NCARB believes is an important credential for multi-jurisdictional work.
- Moving regulations into the statute makes the statute cumbersome to administer and if adopted in a state, would require new legislation to make further changes.

- The proposal makes changes to the signing and sealing provisions without changing the definition of responsible control. This means a person could be within the responsible control of an architect but not under the control of the architect for signing and sealing purposes.
- Responsible control comes up in the statute both in the section on sealing and in the section on unauthorized practice. Specifically, if someone is under the responsible control of an architect they are not engaged in the practice of architecture (which would be unauthorized if done by a non-architect). By imposing these additional requirements in the signing section but not changing the definition of responsible control, there would be an imbalance in the statute that would allow non-architects to engage in certain activity if under the responsible control of an architect but still produce work that could not be signed and sealed by an architect.

Appendix B:

Legal Analysis: Memorandum from Venable Law Firm

CONFIDENTIAL: SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

memorandum

TO	<i>National Council of Architectural Registration Boards</i>	DATE	January 17, 2023
FROM	Ronald M. Jacobs Cristina I. Vessels	EMAIL	RMJacobs@Venable.com
		PHONE	202.344.8215
RE	Legal Analysis of the January 2023 Mississippi Member Board Resolution		

I. Introduction and Executive Summary

You have asked us to review a resolution that the Mississippi Board plans to introduce at the 2023 Annual Business Meeting to amend the part of the NCARB *Model Law and Regulations* dealing with sealing of documents. The resolution would move most of the regulations that address when an architect may sign and seal a document into the text of the model law. In doing so, however, it would impose additional limits on when an architect may sign and seal technical submissions. These changes would be contrary to the changes made in the Model Law last year that broadened the scope of “Responsible Control” to add more flexibility to how modern architects practice when working with others (both architects and non-architects).

A comparison of the before and after changes can be found in a chart on pages three and four of this memorandum. Superficially, the resolution looks like it moves the regulations into the statute, but there are several important changes that would be introduced that substantively change how architects can practice by:

- Imposing new requirements for overseeing the work of those under an Architect’s control to require:
 - 1.) Direct contact between the client and the Architect or the Architect’s employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and
 - 2.) Involvement in the preparation of Technical Submissions prior to their completion; and
 - 3.) Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect’s employ would not constitute control;
- Removing the ability of sealing and signing architects to “coordinate” with in-state Architects on the preparation of Technical Submissions and require their work to be integrated into the Technical Submission;



-
- Eliminating the NCARB Certificate requirement for using the work of architects in other jurisdictions when sealing Technical Submissions;
 - Confusing existing practice of architecture exemptions by allowing non-licensed individuals to engage in certain activities that would otherwise be regulated as the practice of architecture, yet restrict an Architect from using their work in documents to be sealed and signed; and
 - Weakening the carefully thought-out definition of Responsible Control by placing material limitations on the scope of the term in the section on sealing documents.

II. Background on the Definition of Responsible Control

At NCARB's 2022 Annual Business Meeting, member boards voted 53 to 1 to replace the definition of "Responsible Charge" with a definition of Responsible Control in section 103 of the *Model Law and Regulations*.¹

Responsible Charge meant: "The control over and detailed professional knowledge of the development and execution of the project, including Technical Submissions, as is ordinarily exercised by an Architect applying the required professional standard of care."

Responsible Control now means: "Responsibility for exercising the ultimate authority over, and possessing the knowledge and ability to oversee, delegate, and integrate the design and technical decisions related to the preparation of the project's instruments of design and the project's implementation in conformance with the standard of care."²

The Model Law uses the term Responsible Control (and used Responsible Charge before) in two distinct, yet related areas. Article V, Section 401(2) requires Technical Submissions to be stamped by an architect who has Responsible Control for the project. The implementing regulations specify that an architect may seal documents if "[p]repared by individuals under the Architect's Responsible Control." Model Rule 401.1(1)(b). In addition, Article I, Section 104(5) of the Model Law excludes from the practice of architecture work done by an unlicensed individual that would otherwise constitute the practice of architecture as long as it is done under the supervision of a licensed architect such that the licensed architect exercises Responsible Control for the project. Thus, an architect can seal documents prepared by others under the architect's Responsible Control and such individuals are not

¹ NCARB, *Press Release: Summary Report of Vote on Resolutions at NCARB's 2022 Annual Business Meeting* (June 4, 2022), <https://www.ncarb.org/press/summary-report-of-vote-resolutions-ncarb-s-2022-annual-business-meeting>.

² NCARB *Model Law and Regulations* § 103(16) (June 2022), <https://www.ncarb.org/sites/default/files/LegislativeGuidelines.pdf>.



engaged in the unauthorized practice of architecture if they are under the architect's Responsible Control.

III. Summary of the Mississippi Member Board's Proposed Resolution

The Mississippi Board's proposed resolution would do three things. First, it would transfer most of Model Rule 401.1 into Section 401 of the Model Law and then repeal Model Rule 401.1. Second, it would add three additional and very specific requirements to the statute governing sealing documents when the documents are prepared by individuals acting under the architect's control. Third, it would make several substantive changes to the content of the expanded Section 401 compared to the existing Model Regulations.

Changes two and three would have substantive effects on the scope of the *Model Law and Model Regulations*, but consideration of all the changes puts the effects of the proposal in perspective. To this end, the following chart lays out the current law and regulations next to the proposed revision. Revisions shown in green with double underlining are those provisions that have been moved verbatim from the Model Regulation to the Model Law. Provisions in red with single underlining are new additions not currently found in either the Model Law or Model Regulations. Provisions in ~~black strikethrough~~ are deletions from the current Model Regulations.

Current Law and Regulation	Proposed Revision
<p>Article IV, Section 104(2): All Technical Submissions prepared under the Responsible Control of the Architect required by public authorities having jurisdiction for Building permits or regulatory approvals shall be sealed and signed by the Architect. By sealing a Technical Submission, the Architect represents that the Architect was in Responsible Control over the content of such Technical Submissions during its preparation and has applied the required professional standard of care.</p> <p>R401.1: 1) An Architect may seal and sign Technical Submissions only if the Technical Submissions were:</p> <ul style="list-style-type: none"> a. Prepared by the Architect; b. Prepared by individuals under the Architect's Responsible Control; c. Prepared by another Architect if the sealing and signing Architect has reviewed the other Architect's work and either has coordinated the preparation of the work or has 	<p>Article IV, Section 104(2): All Technical Submissions prepared under the Responsible Control of the Architect required by public authorities having jurisdiction for Building permits or regulatory approvals shall be sealed and signed by the Architect. By sealing a Technical Submission, the Architect represents that the Architect was in Responsible Control over the content of such Technical Submissions during its preparation and has applied the required professional standard of care.</p> <ul style="list-style-type: none"> a. <u>An Architect may seal and sign Technical Submissions only if the Technical Submissions were:</u> <ul style="list-style-type: none"> i. <u>Prepared by the Architect;</u> ii. <u>Prepared by individuals under the Architect's Responsible Control control, requiring as follows:</u> <ul style="list-style-type: none"> 1. <u>Direct contact between the client and the Architect or the Architect's employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and</u>



<p>integrated the work into their own Technical Submissions; or</p> <p>d. Prepared by another Architect licensed in any Jurisdiction and holding a current and valid NCARB Certificate if the sealing and signing Architect has reviewed the other Architect's work and has integrated the work into their own Technical Submissions.</p> <p>2) An Architect may include in Technical Submissions and may seal and sign Prototypical Building documents prepared by an Architect licensed in any Jurisdiction. The Architect shall modify the Prototypical Building documents to comply with the requirements of (Jurisdiction).</p> <p>3) An Architect may also seal and sign drawings, specifications, or other work that is not required to be sealed by this Act.</p> <p>4) An Architect who has sealed and signed Technical Submissions integrating the work of another Architect into the Architect's own work shall maintain and make available to the Board adequate and complete records demonstrating the nature and extent of the Architect's review of and integration of the other Architect's work into their own Technical Submissions. Following such sealing and signing, these records shall comply with the provisions of Section 403 of Law.</p>	<p>2. <u>Involvement in the preparation of Technical Submissions prior to their completion; and</u></p> <p>3. <u>Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect's employ does not constitute control.</u></p> <p>Prepared by another Architect if the sealing and signing Architect has reviewed the other Architect's work and either has coordinated the preparation of the work or has integrated the work into their own Technical Submissions.</p> <p>iii. <u>Prepared by another Architect licensed in this or any Jurisdiction and holding a current and valid NCARB Certificate if the sealing and signing Architect has reviewed the other Architect's work and has integrated the work into their own Technical Submissions.</u></p> <p>b. <u>An Architect may include in Technical Submissions and may seal and sign Prototypical Building documents prepared by an Architect licensed in any Jurisdiction. The Architect shall modify the Prototypical Building documents to comply with the requirements of (Jurisdiction).</u></p> <p>c. <u>An Architect may also seal and sign drawings, specifications, or other work that is not required to be sealed by this Act.</u></p> <p>d. <u>An Architect who has sealed and signed Technical Submissions integrating the work of another Architect into the Architect's own work shall maintain and make available to the Board adequate and complete records demonstrating the nature and extent of the Architect's review of and integration of the other Architect's work into their own Technical Submissions. Following such sealing and signing, these records shall comply with the provisions of Section 403 of Law.</u></p>
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In sum, the resolution would:

- (1) transfer most of R401.1 to new subsections of Model Law Section 401 (Section 401(2)(a)–(d)) and delete the former R401.1 from the Model Regulations;
- (2) add detailed criteria for when an Architect may sign a document prepared by “individuals under the Architect’s control” to the new Model Law Section 401(2)(a)(ii)(a)–(c) which would require:
 - i. Direct contact between the client and the Architect or the Architect’s employee so long as the Architect has the right to control and direct the employee in the material details of how the work is to be performed; and
 - ii. Involvement in the preparation of Technical Submissions prior to their completion; and
 - iii. Review, or review and correction, of final Technical Submissions. Mere review of work prepared by others outside of the Architect’s employ does not constitute the exercise of Responsible Control.
- (3) modify the existing language of R401.1(1)(c) and (d), as follows:

The revised language of the resolution would blend R401.1(1)(c) and (d), and make two material changes to the new text. First, the resolution would strike the ability of a signing Architect to “coordinate[] the preparation of the work” prepared by another Architect as allowed in the existing text of Section 401.1(1)(c). Second, the resolution would strike from subsection 401.1(1)(d) the requirement of the preparing Architect to hold a current and valid NCARB Certificate. The blended version of these sections, as proposed in the resolution, would read as follows:

*~~(c) Prepared by another Architect if the sealing and signing Architect has reviewed the other Architect’s work and either has coordinated the preparation of the work or has integrated the work into their own Technical Submissions; or (d) Prepared by another Architect licensed in **this or** any Jurisdiction and holding a current and valid NCARB Certificate if the sealing and signing Architect has reviewed the other Architect’s work and has integrated the work into their own Technical Submissions.~~*

IV. Legal Analysis and Effects of Adopting the Resolution

The proposed resolution, if adopted, would substantively amend the practice of architecture according to NCARB’s *Model Law and Regulations* in several ways.



- **Imposing specific requirements for overseeing the work of those under the “Architect’s Control.”** The three criteria that would be included were not found in the older definition of Responsible Charge and are not in the definition of Responsible Control. These changes may or may not be in line with current practice in various jurisdictions. Whether these requirements should be set forth as the aspirational goal of the Model Law is a policy judgment for the Members.
- **Removing the ability of sealing and signing Architects to “coordinate” with fellow in-state Architects on the preparation of Technical Submissions.** Removing the ability of Architects to simply “coordinate in the preparation of the work” behind Technical Submissions, as currently allowed by R401.1(1)(c), would reduce flexibility and, conversely, increase the burdens on practitioners in two ways. First, because of the definition of “Architect,” the scope will be limited to those licensed by the same jurisdiction. Architects, according to Model Law Section 103(5), are individuals licensed by the Board of a jurisdiction—they are, specifically, in-state licensed practitioners. Thus, even though purporting to apply to those licensed in other jurisdictions, the use of the defined term is limiting. Second, the existing Model Regulation allows an Architect to either coordinate the preparation of the work or integrate the work of another in-state licensee into Technical Submissions. The proposed language of the resolution would eliminate this ability and would require an Architect to integrate another practitioner’s work, regardless of whether they are licensed domestically or in another jurisdiction.
- **Removing the NCARB Certificate requirement of R401.1(1)(d) may undermine NCARB’s objectives.** NCARB’s mission is to protect the public’s health, safety, and welfare by promoting standardized rules for credentialing architects. To this end, in collaboration with its member boards, the organization issues NCARB Certificates to those who meet set education, experience, examination, and registration requirements. Removing the distinction for licensed Architects between subsections (1)(c) and (1)(d) of R401.1 diminishes the utility of holding an NCARB Certificate—they are subject to the same rules as non-Certificate holders. This may erode licensed architects’ willingness to pursue NCARB Certificates in the future.

In addition, there are several statutory drafting issues for Members to consider.

- **The new requirements in the sealing section do not change the exemptions from the unauthorized practice of architecture.** The Responsible Control definition is used primarily to define when an Architect may seal a document. But, as noted above, it also is used to exempt non-licensed individuals acting under the Responsible Control of an Architect from engaging in the unauthorized practice of architecture. The proposed new requirements for



sealing are more restrictive than the definition of Responsible Control. As such, the exemption is now broader than the sealing requirements, meaning someone could engage in activities that would otherwise be regulated as the practice of architecture, and an Architect could still not be allowed to use their work in a document to be sealed.

- **Statutes generally provide frameworks, and regulations are meant to build from those frameworks by providing clear instructions and requirements—veering from this standard may result in less cohesion across member jurisdictions.** Moving the rules around sealing and signing documents to the Model Law and including the detailed requirements for when sealing is permissible, as opposed to including or keeping these in the Model Regulations, may make standardized adoption of the *Model Law and Regulations* more challenging. Statutes are inherently more difficult to alter and are intended to provide the general frameworks for licensing regimes. Regulations, on the other hand, are meant to provide the detailed instructions for how to comply with the statutory framework. Including the details of when Architects may seal and sign Technical Submissions in the Model Law is contrary to typical drafting recommendations, whereas including the concept in the Model Regulations would better accommodate slight jurisdictional nuances and evolving architecture practices.

* * * * *

If you have any questions or would like further information on any of the issues raised here, please do not hesitate to let us know.

Appendix C:

NCARB Education Policy Resolutions to Sunset: 1960-1999

Appendix C

NCARB Education Policy Resolutions to Sunset: 1960-1999

Project Background

In FY19, Board discussions unveiled a resolution from 2000 that dictated an NCARB position on an issue/policy that, in 2020, no longer aligned with current practice or philosophy. Evaluation of the resolution was assigned to a task force for review and discussion, but led the Board to question the status of other resolutions that dictated official NCARB policy or position. Policies or positions implemented by membership vote remain active unless the membership takes a follow-up action to sunset it, provides a deadline, or includes information granting authority of future adjustments to another party in the resolution.

NCARB staff began a research project to evaluate the status of all historical NCARB resolutions, and the Policy Advisory Committee (PAC) has been asked to make recommendations to the NCARB Board of Directors on whether the resolutions should remain NCARB policy or sunset.

The resolutions are being reviewed by category, and the first set of policies were sunset in FY21. This year, the PAC conducted a holistic review of active education-related policy resolutions, including those from 1960-1999.

Additional resolutions from more categories and decades will be reviewed over the next several years as NCARB cleans up its resolution database.

Resolutions Recommended for Sunset as part of Resolution 2023-B:

Resolution 1999-15: No Sunset for Broadly Experienced Architect Alternative

“RESOLVED, that, notwithstanding Resolution 96-7 which, among other things, ended, effective July 1, 2000, the broadly experienced architect alternative to the degree requirement, a broadly experienced architect, without an accredited degree, whose qualifications are described in *NCARB Education Standard*, shall continue to be eligible for Council certification.”

Rationale: This resolution continues the alternative paths for architects without a NAAB-accredited degree. It also was intended to maintain the two-year window around NAAB accreditation when evaluating degrees (established in 1996-07, below). Sunsetting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. However, sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1996-07: Sunsetting Alternate Education Route

“RESOLVED, that, effective July 1, 2000, all applicants for Council certification, except applicants with a degree in the field of architecture granted by an academic institution outside the United States and Canada, must hold a professional degree in architecture where the degree program has been accredited by the National Architectural Accrediting Board (NAAB) not later than two years after graduation.”

Rationale: This resolution was intended to sunset the education alternative routes, while also establishing a two-year window for NAAB accreditation. However, this resolution seems to be in conflict with Resolution 1999-15, although both are still active. NCARB does offer alternative programs for individuals with backgrounds not included in this resolution. Sunsetting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. Sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1994-02: Sunsetting EESA For All But Foreign-Educated and Broadly Experienced Applicants

“RESOLVED, that effective July 1, 2000, all applicants for Council certification, except broadly experienced architects and foreign-educated applicants, must hold a professional degree in architecture where the degree program has been accredited by the National Architectural Accrediting Board not later than two years after the degree was received. The foregoing requirement shall not apply to persons seeking reinstatement of a certificate or to foreign-educated applicants who may continue to satisfy the education requirements through the Education Evaluation Services for Architects (EESA) process. Foreign-educated applicants shall mean persons holding a professional degree in architecture from an institution in a country (other than in the United States or Canada) whose regulating authority recognizes the degree. Broadly experienced architects are those applicants whose qualifications are described in Section II, Sub-section 5 of the NCARB Circular of Information No. 3.”

Rationale: NCARB does offer the alternative paths mentioned in this resolution. However, NCARB does still allow the EESA option. Sunsetting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. Sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1983-01: Certification For Applicants Without Degree Who Meet Existing Standards

“**RESOLVED**, that, notwithstanding Resolution 14 of the 1980 Annual Meeting and Resolution 3 of the 1981 Annual Meeting, applicants for Council certification who, on or before July 1, 1984, have at least 5 years of education credits in accordance with Appendix “A” to Circular of Information No. 1, released July 1983, shall be deemed to have met the educational requirements for certification.”

Rationale: This resolution updated the Circular of Information, and would have been modified by following resolutions in 1984. However, this resolution is still listed in the active resolutions index document from 2002; sunseting it would clarify that it is no longer active.

Resolution 1983-05: To Accept Alternate Education in Lieu of an Accredited Degree

“**RESOLVED**, that, notwithstanding Resolution 14 of the 1980 Annual Meeting and Resolution 3 of the 1981 Annual Meeting, applicants for Council certification, after July 1, 1984, without an accredited degree but meeting all other Council criteria, whose education is deemed by the Education Evaluation Committee to meet the Education Criteria adopted by the Council, shall be granted certification.”

Rationale: NCARB’s current Education Alternative pathways fulfill this requirement. Sunseting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. Sunseting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1980-13: Preparation of State Versions of Appendices “A” and “B”

“**RESOLVED**, That the Council Board of Directors be directed to prepare a modified version of Appendix “A” and Appendix “B” appropriate for adoption by Member Boards as their regulations describing requirements for registration, and that all Member Boards be encouraged to adopt such regulations as soon as feasible.”

Rationale: This resolution has two parts: 1) Updates to Appendix A and B, which were completed at the time, and those appendices were later incorporated into programmatic guidelines and/or retired. These appendices included suggested education, experience, and examination requirements. 2) Encouraging adoption of NCARB’s national standards. Sunseting this resolution has no impact on current NCARB requirements, but does ensure that Member Boards may maintain their current individual requirements for regulation of the profession within their jurisdiction.

Resolution 1980-14: Requirement of Bachelor's Degree for Certification

“RESOLVED, That every applicant for Council Certification who has not been registered for the practice of architecture by a Member Board by July 1, 1984, must hold a professional degree in architecture from an NAAB accredited program and that Appendices “A” and “B” be adjusted accordingly.”

Rationale: Adjustments were made by later resolutions to allow for additional options, but this policy did go into effect as the preferred education requirement for certification in 1984. Sunsetting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. Sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1979-03: All Conferences to Establish Meetings with their Educational Communities

“WHEREAS, The acceptance of a degree from an accredited school of architecture is a major consideration by Member Boards in the registration process, and thereby affects the health, safety and welfare of the public, and

WHEREAS, Through a lack of communication and understanding, a loss of confidence in the grading process had developed among the Member Boards, the Southern Conference initiated a continuing dialogue with Board members, ACSA and NAAB, and

WHEREAS, These meetings have restored confidence in the accrediting process, understanding of mutual problems and established closer ties among the Member Boards and the schools of architecture in the Southern Conference; now, therefore, be it

RESOLVED, That all Regions of NCARB make every effort to initiate similar meetings to improve communications with their educational community, to better understand the accrediting process, and to produce thereby the best possible architectural graduates to better serve the public.”

Rationale: Currently, about half of NCARB’s regions are not in compliance with this resolution (Regions 3, 4, 5, and 6 regularly hold a similar conference). Forcing regions to hold a similar conference could have a significant financial and administrative impact on regions that are not currently choosing to do so. Sunsetting this resolution ensures that regions can continue to engage with educators in their region in the way that suits their needs best.

Resolution 1978-25: Task Force to Define the Areas of Study Fundamental to the Practice of Architecture

“WHEREAS, The functional necessities of state registration boards require continual assurance that the national accreditation process includes among its principle concerns that satisfactory exposure and proficiency are required in areas of study fundamental to the practice of architecture, and

WHEREAS, Current NAAB accreditation processes do not provide such continual assurances, and

WHEREAS, There is sufficient reason to believe that such areas of study can be defined and that reasonable measures of satisfactory exposure and proficiency in such areas can be determined; now, therefore, be it

RESOLVED, That a task force of Member Board Members, educators, and representatives of NAAB be created by NCARB and charged with the responsibility of seeking a method of providing the assurance indicated above.”

Rationale: This resolution created a task force that no longer exists; the task force completed its work at the time and a recommendation was made that the 1979 Annual Meeting, resulting in future work. Now, NCARB is included in the accreditation process in a variety of ways, including with members on NAAB visiting teams. Sunsetting this resolution provides clarity that the work of the task force was completed at the time.

RESOLUTION 1969-7: Proposal to Grant the Title "Intern-Architect" or Other Title as May be Determined by the NCARB Board of Directors to Graduates of Accredited Architectural Schools and to Establish a Defined Internship Program and Record

This proposal includes:

- A. The granting (award) of a first-level professional recognition to the graduate of an accredited architectural school at the time of his receipt of his first professional degree. This recognition shall be called "Intern-Architect" and shall be awarded by the state registration board of his residency through the use of NCARB guidelines, the details of which are to be developed this coming year and presented at next year's Annual Convention for approval and implementation. It is not anticipated that this recognition will cause a statutory change in registration laws but can be accomplished by a change in each Member Board's rules and regulations. The procedures for award of this recognition should be according to a uniform NCARB procedure stated in its Circular of Information. This recognition in no way grants any degree of state registration but rather is a professional recognition of achievement in the ladder leading to professional registration.

- B. The establishment of an Internship Program of three years' duration that permits the flexibility of different kinds of experience for two years and requires one year of experience in a registered architect's office who is in private practice. This Internship Program would include the issuing, by the state registration board of his residency at the beginning of his internship and through the offices of NCARB, of an "Internship Architect Record" for the recording and verification of his experience by each of his employers. The details and structure of this procedure for implementation are to be studied this coming year by NCARB, the Member Boards and in cooperation with ALA. and reported to the next Annual Convention.

Rationale: This resolution has two parts: 1) Establishing the title "intern-architect" for graduates of NAAB-accredited programs (which NCARB is not in compliance with), and 2) Creating the experience program (which NCARB is in compliance with). Current jurisdictional requirements would not allow many of NCARB's members to enact part 1; NCARB's current policy is to encourage jurisdictions to determine their own titling per their laws and rules. Sunsetting this resolution has no impact on current requirements since those are embedded in official NCARB documents, which also require a resolution to update. Sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Resolution 1965: Foreign Education

"Proposal 1. That the Admissions Office of Accredited Schools of Architecture be requested to evaluate each applicant with a foreign school education in relation to its own standards.

- a. U. S. schools do this now for such candidates that want to continue or complete their education. A system of measurement is now in operation.
- b. The work to provide this evaluation would entail a cost to the school that should be borne by the applicant.
- c. A report direct from the Admissions Department to NCARB indicating full equality or partial credit in years of accomplishment will establish the individual applicants that will fit into the educational measurements in Circular of Information, No. 3-62.
- d. It is further recommended that one school in each of the same U. S. regions be enlisted to perform this service.

Proposal 2. That foreign practical training be recorded in the same manner required for applicants as indicated in Circular of Information, No. 3-62, including interpretations of 1964. That costs of translation of all records, references, etc., be borne by the applicant."

Rationale: Much of the purpose of this resolution is still in place through the EESA program. Sunsetting this resolution has no impact on current requirements since those are embedded in the NCARB Certification Requirements, which also require a resolution to update. Sunsetting this resolution ensures that NCARB will not be in conflict with past policy resolutions should membership ever desire to update the education requirements.

Appendix D:

NCARB Policy Resolutions to Sunset: 1960-1979, Part 1

Appendix D

NCARB Policy Resolutions to Sunset: 1960-1979, Part 1

Project Background

In FY19, Board discussions unveiled a resolution from 2000 that dictated an NCARB position on an issue/policy that, in 2020, no longer aligned with current practice or philosophy. Evaluation of the resolution was assigned to a task force for review and discussion, but led the Board to question the status of other resolutions that dictated official NCARB policy or position. Policies or positions implemented by membership vote remain active unless the membership takes a follow-up action to sunset it, provides a deadline, or includes information granting authority of future adjustments to another party in the resolution.

NCARB staff began a research project to evaluate the status of all historical NCARB resolutions, and the Policy Advisory Committee (PAC) has been asked to make recommendations to the NCARB Board of Directors on whether the resolutions should remain NCARB policy or sunset.

The resolutions are being reviewed by category, and the first set of policies were sunset in FY21. This year, the PAC reviewed additional resolutions from 1960-1979 in the following areas:

- Financial
- Records/Processes
- Experience
- Certification
- Continuing Education

Additional resolutions from more categories and decades will be reviewed over the next several years as NCARB cleans up its resolution database.

Resolutions Recommended for Sunset as part of Resolution 2023-C:

Resolution 1979-01: Architect Development Verification Program (ADVP)

“RESOLVED, That the ADVP Committee be charged to continue the study and development of an appropriate on-line system to be made available to Member Boards on their request. It is to be clearly understood that the ADVP is being developed in order to be prepared for those jurisdictions who adopt continuing education legislation and not as a mandatory license maintenance or NCARB maintenance program.”

Rationale: The ADVP Committee continued by this resolution has since evolved into the Continuing Education Subcommittee, which fulfills the role established by this resolution. The online system for continuing education was developed and still exists to this day. The Policy Advisory Committee

recommends revoking this policy resolution not to change NCARB's stance, but to give the organization freedom to update its services should the need arise in the future.

Resolution 1979-04: Meeting Facilities Accessible to and Usable by the Handicapped

“WHEREAS, The practice and profession of architecture is rapidly changing in today's society, and WHEREAS, The dynamics of social relationships directly impact on the personal, social and vocational independence of all citizens, and

WHEREAS, The policies of such professional organizations as NCARB can have an impact on these relationships; now, therefore, be it

RESOLVED, That it be the policy of NCARB to hold future meetings and conferences wherever practicable only at those meeting facilities that are accessible and usable by all persons.”

Rationale: This resolution was passed prior to the Americans with Disabilities Act. While NCARB still supports accessibility in our choice of meeting locations, modern legislation and buildings codes mean this resolution can be retired. Additionally, NCARB's meeting planning staff's internal policy ensures that NCARB confirms hotel accessibility when establishing new contracts.

Resolution 1978-07: IDP Resolution

“WHEREAS, The 1977 Annual Meeting approved the development of the Intern-Architect Development Program (IDP) and instructed the Council Board to make IDP available to Member Boards requesting the same, and

WHEREAS, By Resolution Number 6, this meeting has adopted Appendix 'B' covering the specific training requirements of IDP, and NCARB has prepared model Member Board regulations based on Appendix 'B'; now, therefore, be it

RESOLVED, That all Member Boards are encouraged to adopt the IDP criteria for training by enacting the model IDP regulations recommended by NCARB, in forms appropriate to the Member Board's rules and regulations, and are further encouraged to begin the implementation of IDP as quickly as possible.”

Rationale: This resolution is a companion to Resolution 1978-06 (a resolution that updated NCARB's official documents), which laid out the requirements for the IDP. While Resolution 1978-06 was replaced by later resolutions that updated the requirements of the experience program, Resolution 1978-07 remained an active policy resolution. This resolution encourages all Member Boards to adopt NCARB's experience program. Today, most boards require, and all accept, NCARB's experience program to satisfy at least some part of their experience requirement. While the language “in forms appropriate to the Member Board's rules and regulations” leaves room for boards to maintain their own requirements, the general mandate regarding Member Board requirements is not in line with NCARB's current approach.

The Policy Advisory Committee recommends sunsetting this resolution to ensure that Member Boards remain in full control of the regulation of the profession within their jurisdiction.

Resolution 1977-07: Continuing Professional Development

“RESOLVED, That the concept of the Architect Development Verification Program be approved and that the NCARB Board of Directors be authorized to continue development of this program.”

Rationale: This resolution enabled NCARB to continue considering the development of a continuing education program, and was later modified by resolutions 1978-26 and 1979-01. While this resolution aligns with NCARB’s current stance regarding continuing education services, recommendations regarding continuing education are made by the Education Committee and Continuing Education Subcommittee, and sunsetting this resolution ensures that more modern policies and recommendations from those committees take precedence.

Resolution 1977-08: Intern-Architect Development Program (IDP)

“WHEREAS, The Intern-Architect Development Program will provide the Intern-Architect with a level of advice, guidance and resources that, heretofore, have been unavailable at any level; now, therefore, be it

RESOLVED, That the report of the IDP Committee including the Circular of Information No. XI, be approved; and be it further

RESOLVED, That this Annual Meeting recommend the adoption of the “Training Experience Requirements” by all NCARB Member Boards and that the NCARB Board of Directors be instructed to make available the Intern-Architect Development Program in the States of California, Iowa, New Jersey, Texas and Virginia as of January 1, 1978, and in other States when so requested.”

Rationale: Similar to Resolution 1978-07, this resolution encourages the adoption of a national experience program. It also requires NCARB to launch the Intern-Architect Development Program in four states and to make the program available to all Member Boards upon request. While NCARB has completed the action items listed in this resolution, which would typically indicate the resolution is completed, Resolution 1977-08 was included on the 2002 list of active resolutions. The Policy Advisory Committee recommends sunsetting the resolution for clarity.

Resolution 1976-09: Continuation of Inter-Architect Development Pilot Program

“RESOLVED, That the IDP Pilot Program be continued through May, 1977 for the purposes of studying all aspects of an internship program, to report the findings, and to evaluate the implications of implementing the IDP Program in all jurisdictions.”

Rationale: Similar to Resolution 1977-08, the items in this resolution have been carried out in the time frame specified, so the resolution could be considered completed. The IDP Pilot Program was continued through May 1977, and was formalized by Resolution 1977-08 at the 1977 Annual Business Meeting. However, this resolution was included on the 2002 list of active resolutions, so the most straightforward action is to sunset it for clarity.

Resolution 1975-06: Approval Procedures for NCARB Budget

“WHEREAS, Legislative bodies in a number of jurisdictions in the areas served by NCARB are requesting budget information from the Examining Boards; now, therefore, be it

RESOLVED, That the NCARB Board of Directors shall annually publish all examination costs.”

Rationale: NCARB’s current Treasurer’s report provides information on all examination costs, and the organization’s financial statements are included in the Pre-Annual Business Briefing and Annual Report every year. Additionally, the Treasurer is required by the *NCARB Bylaws* to provide a financial report to membership at the Annual Business Meeting. Together, these current requirements and operating procedures make this resolution unnecessary and redundant.

Resolution 1973-14: Continuing Education Program

“WHEREAS, an increasing number of States are requiring professional licensing boards to require proof of continuing professional development and,

WHEREAS, the most reasonable solution to this requirement appears to be through the vehicle of continuing education and,

WHEREAS, the problems of evaluating and coordinating all the various continuing education programs are nationwide,

THEREFORE, BE IT RESOLVED, that NCARB setup the necessary organization to study and evaluate continuing educational programs and make this information available to Member Boards.”

Rationale: The purpose of this resolution was for NCARB to work with AIA to create an organization to verify the quality of continuing education courses, an action NCARB never followed through on. Creating such an organization would require significant funds and bandwidth, and might impact NCARB’s other ongoing work. The Policy Advisory Committee recommends sunsetting this resolution to ensure that NCARB does not need to establish such an organization.

Resolution 1972-01: Blue Cover Certificate

“WHEREAS, The Blue Cover Certificate should be a basis for reciprocity between States,

BE IT RESOLVED, that the name of any Member Board which does not accept the Blue Cover Certificate for reciprocity shall be circulated to the Chairman of each NCARB Region.”

Rationale: All Member Boards accept the NCARB Certificate for reciprocity, although some do have additional requirements. NCARB shares reciprocal licensure requirements for all states through the Licensing Requirements Tool on the NCARB website. While NCARB is in compliance, this resolution is unnecessary and uses out-of-date language.

Note: NCARB still uses the “Blue Cover” terminology internally, but does not use this language externally. Some boards may have “Blue Cover” language embedded in their laws and/or rules.

Resolution 1971-02: Board Resolution to Eliminate Issuance of Wallet Cards

“WHEREAS, the current trend among professional societies, fraternal groups and other similar organizations, is to eliminate the issuance of a wallet card, and,

WHEREAS, the continued issuance of a wallet card will become more time-consuming and costly to furnish, and,

WHEREAS, the issuance of a renewal or wallet card was established at the 1961 Annual Meeting, and reference to same has been deleted in all subsequent editions of the Council By-laws, and,

WHEREAS, The Council office will have the facility to issue a wallet card to any individual member upon his specific request,

Now **THEREFORE, BE IT RESOLVED**, that the general annual issuance of a renewal, or wallet card be discontinued.”

Rationale: Per the resolution, NCARB stopped offering Certificate holders “wallet cards” with each annual renewal. While highly unlikely, if NCARB ever wanted to resume doing wallet cards, the organization would need to pass a resolution to allow it due to this policy. Sunsetting this resolution enables NCARB to make that decision without a resolution vote.

Resolution 1971-12: Resolution on Contents of Certificate Record

“WHEREAS, NCARB transmittal of Council Certifications is a major activity requiring considerable administrative effort and financial expense, and

WHEREAS, these transmittals consists of many pages of letters and other material, requiring reproduction, assembly, mailing expenses, review by the receiving boards and filing space,

THEREFORE, BE IT RESOLVED, that the Mid-Central States Conference recommends to the Board of the National Council of Architectural Registration Boards that it immediately review the contents of Council Certificate transmittals for the purpose of eliminating all unnecessary letters or reference material, said information being available to Member Boards on request, thereby effecting the saving of sizeable financial costs and administrative effort.”

Rationale: The main purpose of this resolution was to save on printing and paper costs when sharing transmittals with licensing boards, a process that is now completed electronically. NCARB does work to streamline the information that is included in transmittals for the ease of our Member Boards, while still providing additional information upon request as necessary. Recommendations for improving the transmittal process are made by the Member Board Executives Committee, and any documentation not included in a Record transmittal can be requested by the Member Board; sunsetting this resolution ensures that their recommended policies are not in conflict with any past policies.

Resolution 1971-16: Additional Registration and/or Certification Requirements.

“**WHEREAS**, Certification by NCARB is the desirable vehicle for professional mobility throughout the United States, now

THEREFORE BE IT RESOLVED, that if any jurisdiction desires additional requirements for registration and/or Certification, and for continued registration and/or Certification beyond those currently required by the NCARB, those additional requirements be submitted to the NCARB Board for consideration and appropriate action and where legally possible the action of the NCARB be adopted by the various jurisdictions.”

Rationale: This resolution is not on the list of active resolutions published in 2002; however, no resolution explicitly replaced or retired it. The content is similar to Resolution 1974-01 regarding Member Board Requirements, which was retired by Resolution 1984-15. NCARB does, to the best of its ability, record jurisdictional licensure requirements, including those beyond NCARB’s recommended standard. However, those requirements are not submitted to the Board, and NCARB does not consider changes to its national requirements based on changes at the jurisdictional level. The policy outlined in this resolution is out of date and should be sunset.

Resolution 1970-01: Updating and Transmittal of Council Documents to Member Boards

“**WHEREAS**, the several State Boards take seriously their charge from the people to protect the public health, safety, and welfare; and

WHEREAS, these Boards vary slightly and properly attach a great deal of importance to Blue Cover transmittals; and

WHEREAS, the actual value of the Blue Cover as a useful tool for the Boards would be greatly increased if the record were truly current;

THEREFORE BE IT RESOLVED, that an annual report form be completed by each certificate holder and filed with the Council office every year; and further, that the Council office be instructed not to forward Blue Covers until the certificate holders have brought them up to date and the information contained in the current report form has been verified, and too, that the NCARB be instructed to develop the necessary implementation procedures within the coming year.”

Rationale: NCARB’s current renewal procedure meets the requirements of this resolution—architect Record holders complete an annual renewal form with the required information. However, if NCARB ever wanted to adjust our renewal process, the organization would require a resolution to do so because of this policy. Sunsetting this policy enables NCARB to update renewal processes as necessary in the future.

Resolution 1969-01: Continuing Improvements of NCARB Services

“**WHEREAS**, we recognize the continuing and ever-expanding need for interstate mobility by and for architects and realize that the founders of NCARB were advanced thinkers, who planned well and have created a well-functioning system to attain this mobility, and

WHEREAS, the success of this system is founded on voluntary cooperation between the states,

THEREFORE, BE IT RESOLVED that this convention does commend to its leadership and its Board of Directors that the energies of NCARB be directed toward the continuing improvement of our services to the end that they will become so desirable as to be universally accepted voluntarily by the several states.”

Rationale: This resolution does not establish any standards to measure success, making it difficult to tell if the organization is in compliance or not. However, NCARB continuously works to improve its programs and services, and works with its Member Boards to encourage universal adoption of national standards. The policy outlined in this resolution is unnecessary, and should be sunset.

Resolution 1969-04: Issuing Emeritus Certificates to Retired Past Presidents of NCARB

“**WHEREAS**, this convention recognizes the services rendered by the 30 past presidents of the National Council of Architectural Registration Boards; and

WHEREAS, several of these past presidents have reached the age of 70 years and have retired from active practice of architecture;

NOW, THEREFORE, BE IT RESOLVED that all living National past presidents identified as retired and having reached the age of 70 years shall be titled and recognized this date as National Council of Architectural Registration Boards Certificate Holders Emeritus. New Emeritus Certificates shall be presented to each of the living past presidents meeting the recited qualifications by the respective regional conference in which area the individual resides. Such presentation shall be made with appropriate ceremony. Names and Emeritus Certificate numbers of these past presidents shall be published in all future annual convention reports as long as each shall live.”

Rationale: NCARB doesn't issue emeritus Certificates anymore. NCARB also does not publish the names and Certificate numbers of all its past presidents in the Annual Report. However, most of our living past presidents do hold the NCARB Certificate, and past presidents are not charged a renewal fee. It is unclear if this resolution only applies to past presidents existing at the time of the resolution and going back, or if it also applies to future past presidents. Regardless, the Policy Advisory Committee recommends sunsetting this resolution in compliance with current Council policies.

Resolution 1967-02: Fee for Annual Review of Certificate Record

"**WHEREAS**, the NCARB now conducts an annual review of each certificate holder's professional practice for which an annual fee of \$10 is charged, and

WHEREAS, this fee represents an expense to the certificate holder which is not commensurate with the service received and in fact constitutes a subsidy, and

WHEREAS, the expanding service of the NCARB does not presently justify this subsidy,

THEREFORE, BE IT RESOLVED that the Western Conference of Architectural Registration Boards recommends to the National Council that studies be instituted to break the charges more into line with the services rendered."

Rationale: This study was conducted, and the results were voted on as part of Resolution 1969-05B. This resolution seems complete; however, it was included on a 2002 list of active resolutions. The Policy Advisory Committee recommends sunsetting it for clarity.

Resolution 1964: Report and Recommendations of the Committee on U.S. Citizenship

“This committee recommends to the Council that the citizenship pre-requisite clause be stricken from the NCARB regulations and urges its resolution at this meeting and if approved, that the decision become effective immediately.

In addition, this committee also recommends that NCARB institute the mechanics for evaluating records of both citizen- and noncitizen-applicants with training and education abroad in order to add another dimension to the ways NCARB can be of service to the profession.”

Rationale: Citizenship is not a requirement for NCARB certification at present, and NCARB offers alternative paths to certification for foreign architects. The requirements for NCARB certification are outlined in the *NCARB Certification Guidelines*. Active policies outside of the *Guidelines* could cause future confusion and difficulty, which is why the Policy Advisory Committee recommend sunsetting this resolution.

Resolution 1964: Review and Approval of Applications

“WHEREAS, it is of utmost importance that the processing of applications for NCARB certificates be brought to a current status as rapidly as possible, and

WHEREAS, the number of applications to be procured is increasing and will continue to grow,

NOW THEREFORE, it is the consensus of this Convention that the processing of all applications must be accelerated in every reasonable manner. To achieve this end, the National Council and its administrative staff is requested to further simplify and streamline the mechanics of review and approval of all such applications wherever possible.”

Rationale: This resolution is vague in terms of how to document compliance. NCARB staff make every effort to review Record and Certificate applications as quickly as possible, while streamlining and expediting transmittals as much as is appropriate. While the Policy Advisory Committee supports the end goal of this resolution, its existence is unnecessary.

Motion 1961: Violations in Council Records

“I would like to propose a motion on this subject, that the Council offices be directed to furnish the fullest information on such cases* to the State Board where the application is being submitted. Then it would be up to that Board as to whether they want to receive this man who has either misrepresented himself or has violated the law in other states.”

* Per prior discussion, “such cases” refers to NCARB Records where the applicant has a noted violation/disciplinary action

Rationale: NCARB’s current procedures for documenting disciplinary actions and reciprocal licensure applications meet the requirements of this resolution. While it is unlikely that NCARB would ever stop

providing this information, a resolution would be required in order to update these processes. Sunsetting this resolution ensures that modern processes and policies take precedence.

Resolution 1964: REPORT AND RESOLUTION TO THE BOARD OF DIRECTORS OF THE NCARB

“WHEREAS, The National Council of Architectural Registration Boards was established to facilitate the interstate registration of qualified professionals and;

WHEREAS, The varied and exacting laws and procedures of the several States, established by their Legislatures and their Boards for the regulation and registration of architects, have led the National Council to adopt policies which have proven themselves in recent years to be too cumbersome to accomplish expeditiously the intended objective and;

WHEREAS, The National Council Board of Directors has recognized a conflict of interest between maintaining high standards and expediting procedures, and its President has appointed a special committee to study this problem,

WHEREAS, This committee on Policies and Procedures has studied, corresponded and met in Washington, D. C. on 7 February, 1964, to consider solutions for these problems and;

WHEREAS, This committee concentrated on the policies which have created most delays, and on the question, "To whom NCARB Certificates are to be issued and continued in force";

NOW THEREFORE, The following recommendations are herewith respectfully submitted for the Council Board's consideration.

1. That all Member Boards be urged to avoid, and to eliminate, if now in effect, the practice of requiring a National Council Certificate, for registration from all out-of-State candidates, as the only basis of reciprocal registration.

NOTE: Such a requirement is probably illegal in most jurisdictions, and violates the voluntary character of NCARB. A Council Record may well be required as a presentation of fact, but a Certificate includes a Recommendation based on standards which may be higher than the State's and hence discriminatory.

2. That an Accelerated Procedure for Certification may be used by the Council Office if the applicant can establish the following qualifications:
 - a. Thirty-five (35) years of age or more
 - b. Citizenship in the United States.
 - c. Current registration in good standing

- d. Ten or more consecutive years of registration and bona fide active practice, as a principal, prior to application; or four or more consecutive years of bona fide active practice as a principal, and registration based on the NCARB written examination. A principal is defined as an architect who, in fact, is legally, morally, and financially responsible, i.e. a general partner, an officer (of a corporation), or a sole proprietor of an organization concerned primarily with the practice of architecture.
 - e. Favorable recommendations for certification and verification of these facts from three or more architects, two of whom are (and we are leaving out "NCARB certified architects") currently serving as members of Member Boards, provided that no such sponsor is associated with the applicant in the practice of architecture.
3. That reciprocal application transmittal forms for this accelerated procedure be signaled by an appropriate label or other suitable device, conspicuously displayed on the front cover.
4. That qualified applicants for this Accelerated Procedure be guaranteed priority in processing and immediate attention by the Council Office and by Member Boards and;
5. That qualified applicants now in process be automatically processed under the Accelerated Procedure for Certification without additional fee.
6.
 - a. That required notarization of forms be deleted from Council procedures and;
 - b. That States requiring notarization be encouraged to conform to this policy.
7. That the Council Office in its Periodic Review of Council Certificates, henceforth, accept:
 - a. Statements from the Architect, covering the entire period subject to review, without further verification.
 - b. Confirmation of current registration, in good standing, from the Member Board, in the applicant's state of original registration and, where different, from the state in which applicant's main office is located. Nothing herein contained is intended to require an applicant to maintain registration, in his state of original certification provided the applicant can establish:
 - i. Positive residence in state where applicant's main office is located.
 - ii. An UNQUESTIONED record in the state of original registration.
8. That no reciprocal application be delayed by the Council Office because of an incomplete Periodic Review of a Council Certificate.

NOTE: The committee felt recommendations 7 & 8 were so important that it directed the Council Staff to implement this action immediately.

9. That a policy statement be adopted and added to future issues of the Circular of Information to read as follows: Pursuant to Article II of the Constitution, the object of the Council shall be:
 1. To promote high standards of architectural practice;
 2. To foster the enactment of Uniform laws pertaining to the practice of architecture;

3. To equalize and improve the standards for examination of applicants for state registration;
 4. To compile, maintain and transmit professional records to Member Boards for registered architects desiring this service and;
 5. To certify records and recommend registration, for architects who meet the standards of this Council for interstate registration.
10. That the Council Office not duplicate the compilation of Information as to the education, training, and experience of an applicant, when this required Documentation for a Council Record is available, by facsimile copy, from the files of a Member Board.
 11. That the Council Board, through appropriate and the most expeditious means, encourage all Member Boards to use forms with the same format and requesting the same basic information as the Council Record.
 12. That the Council Board urge Member Boards to avoid inquires for confirmation of information already available to them in a Council Record.
 13. That, henceforth, the signature of only one Council Secretary be required for Form No. 107-61 whether or not the previously involved Secretaries are still living and available for actual signatures.

NOTE: The Committee felt that this recommendation could have immediate effect to expedite transmittals of reciprocal applications that are presently, or would in the future be, delayed by requiring the actual signature of all living secretaries who had opined the various stages of certification of Periodic Reviews. The Committee, therefore, authorized the Council Offices to put this recommended change into effect immediately.

14.
 - a. That certificate holders who retire from active practice and request that their certificate be placed in an inactive status, be subsequently allowed to reinstate said certificates by paying a reinstatement fee, but without paying the annual renewal fees in arrears at the time of re-instatement and that such certificates be termed "Inactive."
 - b. That the certificates of those architects who do not complete the required renewals and who have not requested an inactive status shall be termed "Lapsed" and shall pay fees in arrears plus a reinstatement fee.

WHEREAS, These recommendations have been influenced and shaped by the recommendations of all members of this committee and by other members of the Board who made helpful and constructive suggestions and;

WHEREAS, It is this committee's desire to express its gratitude for these valued services and to implement these recommendations;

NOW THEREFORE BE IT RESOLVED; (a) That this report and resolution be accepted and adopted as a basis for policy; (b) That the Committee on Documents be instructed as to its purpose and timing for formal adoption and publication; and (c) That the Committee on Documents re-study and revise all Council Documents affected by this resolution.”

Rationale: There are a lot of different policies set out in this resolution; NCARB is not in compliance with the majority of them. Many of these policies would have been updated by later resolutions or be changes to NCARB’s official documents, such as the *Certification Guidelines*. While this resolution is not included on the list of active NCARB Resolutions from 2002, sunseting it would be the clearest course of action.

DRAFT

Appendix E:

Proposed *NCARB Bylaws* Updates

Appendix E: Proposed Amendments to the NCARB Bylaws

(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; May 14, 2021, Special Vote; June 26, 2021, Los Angeles, CA; June 4, 2022, Austin, TX; June 17, 2023, Tampa, FL (Proposed).)

NCARB BYLAWS

Consideration of amendments based on discussions to date.

Bylaws Section	Bylaws Language	Supporting Statement
ARTICLE I—NAME	The name of this organization shall be the National Council of Architectural Registration Boards.	<i>(no changes to Article I)</i>
ARTICLE II—DEFINITIONS	<p>The following terms shall have the following meanings when used in these Bylaws:</p> <p>A. “Advisory Committee” shall mean any committee not having and exercising the authority of the Board of Directors;</p> <p><u>B. “At-Large Director” shall mean a Director who meets the qualifications of an At-Large Director and is not an Elected Officer, Member Board Executive Director, or Public Director;</u></p>	<p>Article II, (New B): Adding a definition for the proposed position of “At-Large Director” for the Board of Directors.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE II— DEFINITIONS <i>(continued)</i></p>	<p>BC. “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;</p> <p>CD. “Board of Directors” shall mean the Board of Directors of the National Council of Architectural Registration Boards;</p> <p>DE. “Committee” shall mean a Board Committee or an Advisory Committee;</p> <p>EF. “Council” shall mean the National Council of Architectural Registration Boards;</p> <p>FG. “Council Record” shall mean a record of the education, training, examination, practice, and character of an individual member of the architectural profession;</p> <p>GH. “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;</p> <p>HI. “Director” shall mean a member of the Board of Directors;</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE II— DEFINITIONS (continued)</p>	<p>IJ. “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<u>those Elected Officers set forth in Article VIII, Section 1 of these Bylaws;</u></p> <p>JK. “Examination” shall mean the Architect Registration Examination® prepared by the Council;</p> <p>KL. “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;</p> <p>LM. “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;</p> <p>MN. “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 Registration as an architect is qualified;</p>	<p>Article II, (New J, formerly I): The current version of the “Elected Officer” definition is duplicative to language that exists in Article VIII, Section 1. This proposed edit eliminates the duplicative reference, by substituting the definition with a cross-reference.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE II— DEFINITIONS (continued)</p>	<p><u>O.</u> “Member Board Executive Director” shall mean the individual serving as the Member Board Executive Director (as that term is described in Article VII of these Bylaws) on the Board of Directors;</p> <p>NP. “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;</p> <p>OQ. “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> <p>PR. “Regional Chair” shall mean the chairperson of a Region, as such term is described in Article VI of these Bylaws;</p> <p>Q. “Regional Director” shall mean a Director who was nominated to serve on the Board of Directors by a Region;</p> <p>RS. “Registration” shall mean licensure as an architect by the body legally authorized by a Jurisdiction to grant such licensure;</p>	<p>Article II, (New O): The current version of the Bylaws is missing a definition for the Member Board Executive Director position on the Board of Directors. This edit corrects that oversight.</p> <p>Article II, (former Q): The recommended governance structure shifts from Regional Directors to eight At-Large Directors, recognizing best governance practices, responding to member concerns by eliminating impediments and reducing timelines to service on the Board of Directors and leaving existing regional governance intact.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE II— DEFINITIONS <i>(continued)</i></p>	<p>SI. “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;</p> <p><u>U</u>. “<u>Robert’s Rules of Order” means the most recent version of Robert’s Rules of Order Newly Revised or its successor, as updated from time to time;</u></p> <p>FV. “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.</p>	<p>Article II, (New U): Definition added per edit to Article V, Section 6, to ensure the use of Robert’s Rules remains up to date.</p>
<p>ARTICLE III - PURPOSE</p>	<p>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 Registration; develop and recommend standards regulating the practice of architecture; provide a process for certifying to Member Boards the qualifications of an architect for</p>	<p><i>(no changes to Article III)</i></p>
<p>ARTICLE III – PURPOSE <i>(continued)</i></p>	<p>Registration; 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.</p>	

<p>ARTICLE IV – MEMBERSHIP</p>	<p>SECTION 1. <u>Members</u>. The membership of the Council shall be the Member Boards. Membership in the Council shall be attained through acceptance by the 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 Registration 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 shall have equal rights.</p> <p>SECTION 2. <u>Removal</u>. If, after written notification from the Board of Directors, a Member Board shall:</p> <ul style="list-style-type: none"> A. fail to pay its dues or other financial obligations to the Council or to its Region, or B. refuse Registration 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 	<p><i>(no changes to Article IV)</i></p>
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Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE IV – MEMBERSHIP <i>(continued)</i></p>	<p>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 Registration,</p> <p>then the Board of Directors may recommend to the Council that such Member Board be removed from membership in the Council. Following such recommendation, 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.</p> <p>SECTION 3. <u>Reinstatement</u>. 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 Member Board:</p> <p>A. following payment of all financial obligations of membership had the Jurisdiction not been removed (or such lesser amount approved, by a vote of two-thirds of all Member Boards),</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE IV – MEMBERSHIP <i>(continued)</i></p>	<p>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.</p>	
<p>ARTICLE V - MEETINGS</p>	<p>SECTION 1. <u>Annual Business Meeting</u>. The Council shall hold an Annual Business Meeting at a time and place as determined by the 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.</p> <p>SECTION 2. <u>Special Meetings</u>. Special business meetings of the Council may be called by the President/Chair of the Board, with the approval of the 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.</p>	<p>Article V, Section 2: Simplifying existing position titles.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE V – MEETINGS <i>(continued)</i></p>	<p>SECTION 3. <u>Remote Meetings</u>. 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.</p> <p>SECTION 4. <u>Delegates and Credentials</u>. Each Member Board shall be entitled to be represented at Annual Business Meetings and special meetings of the Council by one or more official dDelegates who shall be members of that Member Board.</p> <p>Notwithstanding a Member Board’s total number of Delegates, each Member Board shall be represented at each Annual Business Meeting and special meeting of the Council by one Voting Delegate, who 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 applicable Member Board. A Member Board may change its Voting Delegate from time to time by issuing a subsequent letter of credentials to the Council. Each Voting Delegate shall have an equal vote on all matters on which all Member Boards are entitled to vote.</p> <p>SECTION 5. <u>Quorum</u>. <i>(no changes)</i></p>	<p>Article V, Section 4: Correcting capitalization.</p>

Bylaws Section	Bylaws Language	Supporting Statement
	<p>SECTION 6. <u>Resolutions and Other Motions</u>. 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 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 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 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.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE V – MEETINGS <i>(continued)</i></p>	<p>Only Member Boards, Regions, Select Committees, and the 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 <u>the most recent version of Robert’s Rules of Order Newly Revised or its successor, as updated from time to time (“Robert’s Rules of Order”)</u>, may be made by any Delegate or Director.</p> <p>SECTION 7. <u>Voting</u>. The affirmative vote of two-thirds of all Member Boards is required to pass any amendment to these Bylaws, 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 these Bylaws, voting upon all other issues shall require the quantum of vote set forth in Robert’s Rules of Order <u>Newly Revised</u>.</p> <p>Except as expressly permitted by these Bylaws, there shall be no voting by proxy.</p> <p>SECTION 8. <u>Order of Business</u>. An agenda outlining the order of business shall be prepared for all Council meetings. The agenda shall be prepared under the direction of the Board of Directors and sent by the Secretary/<u>Treasurer</u> to all Member Boards at least 30 days before the date set for a particular meeting.</p>	<p>Article V, Section 6: Modifications recommended by legal counsel to ensure reference to most recent version of Robert’s Rules.</p> <p>Article V, Section 7: Necessary edits to conform with new defined term for Robert’s Rules of Order in Article II – Definitions.</p> <p>Article V, Section 8: Merging secretary and treasurer positions.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE V – MEETINGS (continued)</p>	<p>SECTION 9. <u>Rules of Order</u>. 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.</p> <p>SECTION 10. <u>Advisory Votes by Letter or Electronic Ballot</u>. The 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.</p> <p>SECTION 11. <u>Other Participants</u>. Council 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 pPresiding Officer shall have the privilege of the floor at Council meetings and may take part in the discussions and perform all functions of the Delegates except to vote, or, except as provided in Article V, Section 5, with respect to Directors, to or initiate action <u>(unless otherwise permitted by these Bylaws)</u>.</p> <p>SECTION 12. <u>International Agreements</u>. 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.</p>	<p>Article V, Section 9: Necessary edits to conform with new defined term for Robert’s Rules of Order in Article II – Definitions.</p> <p>Article V, Section 11: The current Bylaws reference to Article V, Section 5 is erroneous. The reference should have been to Article V, Section 6. This edit eliminates the need for the cross reference and simplifies the language.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VI— REGIONS</p>	<p>SECTION 1. <u>Purpose</u>. 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.</p> <p>SECTION 2. Membership. The membership of the Regions is established as follows:</p> <p>REGION 1—New England Conference: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.</p> <p>REGION 2—Middle-Atlantic Conference: Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virginia, West Virginia.</p> <p>REGION 3—Southern Conference: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virgin Islands.</p> <p>REGION 4—Mid-Central Conference: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin.</p> <p>REGION 5—Central States Conference: Kansas, Montana, Nebraska, North Dakota, Oklahoma, South Dakota, Wyoming.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VI— REGIONS <i>(continued)</i></p>	<p>REGION 6—Western Conference: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Nevada, New Mexico, Northern Mariana Islands, Oregon, Utah, Washington.</p>	
<p>ARTICLE VII —THE BOARD OF DIRECTORS</p>	<p>SECTION 1. <u>Membership</u>. The Board of Directors shall be comprised of the Elected Officers of the Council, one Regional Director from each Region, eight At-Large Directors, the immediate Past President, one Member Board Executive Director, and one Public Director.</p> <p>SECTION 2. <u>Qualifications and Limitations</u>. 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.</p> <p>A. A candidate for election to any Director position shall, at the time such person is nominated:</p> <ul style="list-style-type: none"> (i) be a citizen of the United States; (ii) have served at least two (2) years as a member of a Member Board <u>(and in the case of a candidate for Public Director, this service must have been as a consumer or public member)</u>; 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; <u>or, in the case of a candidate for an At-Large Director position, have served at</u> 	<p>Article VII, Section 1: The recommended governance structure is four Elected Officers, a Member Board Executive Director, a Public Director and eight At-Large Directors. This structure recognizes best governance practices, is responsive to member concerns by eliminating impediments and reducing timelines to service on the Board of Directors, and leaves existing regional governance intact.</p> <p>Article VII, Section 2(A)(ii): Relocated language from former item “D,” below, to this item A, part (ii).</p> <p>This clause provides an opportunity for service by an NCARB volunteer.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p><u>least two (2) years as a member of a Member Board or on an NCARB Committee;</u></p> <p>(iii) be a current member of a Member Board; be a past member of a Member Board whose service as a member ended no more than one year before nomination; be an officer of a Region; be an incumbent Director; or, in the case of a candidate for the Member Board Executive Director, be a current Executive Director; and,</p> <p>(iviii) in the case of candidates who are architects, hold an active NCARB Certificate.</p> <p>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 candidate is nominated.</p> <p>C.B. If a Member Board regulates professions in addition to the profession of architecture, the candidate will qualify as a member or former member of a Member Board only if the candidate is or was an architect-member or a public member of the architect section of the Member Board.</p>	<p>Article VII, Section 2(A)(former iii): Eliminating this provision removes current restrictions for service by members whose terms on a jurisdictional board or other qualifying service may have expired beyond this period. This also eliminates the need to list these other pathways to leadership.</p> <p>Article VII, Section 2(former B): Language no longer needed under the new structure of eight At-Large Directors.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS (continued)</p>	<p>D. A candidate for election as the Public Director shall be at the time of nomination a public or consumer member on a Member Board, or have served in such position no more than one (1) year prior to the time of nomination to the Board of Directors.</p> <p><u>C. A candidate for election as the Secretary/Treasurer shall have served at least two years on the Board of Directors during the four years prior to election as Secretary/Treasurer.</u></p> <p><u>D. An individual shall qualify to serve as the Vice President during the one-year period immediately following their term as Secretary/Treasurer.</u></p> <p>E. An individual shall qualify to serve as the President/Chair of the Board during the one-year period immediately following their term as First Vice President/President-Elect.</p> <p>F. An individual shall qualify to serve as the Immediate Past President during the one-year period immediately following their term as President/Chair of the Board.</p>	<p>Article VII, Section 2(former D): First part of (former D) moved language pertaining to “public or consumer member” to Section 2(A)(ii), above.</p> <p>The final part of (former D) is also being deleted to remove reference to “no more than one year before nomination” as also deleted in Section 2(A)(former iii), above.</p> <p>Article VII, Section 2, (new C): Secretary/Treasurer required to serve on the Board of Directors for two of the past four years to be relatively current on issues.</p> <p>Article VII, Section 2, (new D): Proposed automatic ascension from the Secretary/Treasurer position ensures a four-year period of leadership continuity. This supports the Council’s multi-year initiatives.</p> <p>Article VII, Section 2 (E) & (F): Simplifying existing position titles.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p>SECTION 3. <u>Terms of Office and Election.</u></p> <p><u>A.</u> The term of office of a <u>Member Board Executive Director or Public and Member Board Executive Director</u> shall be one year (from the adjournment of the Annual Business Meeting at which they are 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 Annual Business Meeting or and until their successor is duly elected and succeeds to office). No person shall serve more than two terms in succession as a Regional Director or three terms in succession as a Member Board Executive Director or Public Director; provided, however, that service as an Elected Officer and Immediate Past President shall not count against such limits.</p> <p><u>B.</u> <u>The term of office of an At-Large Director shall be two years (from the adjournment of the Annual Business Meeting at which they are elected to serve until the adjournment of the second Annual Business Meeting thereafter and until their successor is duly elected and succeeds to office). The terms of At-Large Directors shall be staggered, such that the terms of one-half of the At-Large Director positions expire each year. No person shall serve more than one term in succession as an At-Large Director. After completing a term as an At-Large Director, an</u></p>	<p>Article VII, Section 3: Former Section 3 is being split into Sections 3(A), (B) and (C). The proposed terms of office will remain one year for the Public and MBE Directors with a limit of three terms.</p> <p>Exception language pertaining to the President, Immediate Past President and Elected Officers is removed for clarity so that item A pertains only to the Public and MBE Director positions. Reference to Regional Directors is removed in accordance with changes previously explained. Reference to other Board positions is added below.</p> <p>Article VII, Section 3(new B): This new language defines the term of office for the At-Large Director positions as a single two-year term. Further, the terms are proposed to be staggered to minimize turnover.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS (continued)</p>	<p><u>individual will not be eligible to serve another term as an At-Large Director until at least one full two-year term has passed.</u></p> <p><u>C. The term of office of each Elected Officer shall be one year (from the adjournment of the Annual Business Meeting at which the Elected Officer is elected to serve or succeeds to office until the adjournment of the next Annual Business Meeting and until their successor is duly elected and/or succeeds to office).</u> 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 <u>to serve</u> for the full term of office if, during the period <u>term</u> immediately prior thereto, such Elected Officer had succeeded to or been elected to the such office to fill a vacancy.</p> <p>SECTION 4. <u>Removal.</u></p> <p>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.</p> <p>B. Director may be removed with cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.</p>	<p>Article VII, Section 3(new C): Adding language specific to Elected Officers which is necessary due to the new language for the At-Large Director position, above. The proposed term of office of each Elected Officer will remain one year/one term. The Immediate Past President position has been incorporated into the definition of Elected Officer.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p>SECTION 5. <u>Nomination and Election of Directors.</u></p> <p>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; <u>except for the Vice President, President, and Immediate Past President, who shall succeed to such roles as a result of qualifying for the applicable position in accordance with Article VII, Sections 2(D), (E), or (F).</u></p> <p>B. Each Region shall select its nominee for Regional Director at a Region meeting. The nominations will be announced by the several Regions prior to and/or at the Annual Business Meeting of the Council.</p> <p>C. Any person qualified to serve as an Elected Officer Secretary/Treasurer or, in the event of an election for Vice President resulting from a qualifying vacancy, the Vice President (other than President/Chair of the Board) may be nominated by declaring their candidacy at the Annual Business Meeting by the time determined by the Credentials Committee.</p>	<p>Article VII, Section 5(A): These edits conform with changes made to Article VII, Section 2(new D), (E) & (F).</p> <p>Article VII, Section 5(former B): Language no longer needed under the new structure of eight At-Large Directors.</p> <p>Article VII, Section 5(new B, former C): This language recognizes the proposed merged role of Secretary/Treasurer and that this is the only officer position that is to be elected on a regular basis. There may be situations where a Vice President must also be elected, and in such cases the same procedure would apply. See Section 6C below.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p>DC. 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. The nomination will be announced by the community prior to and/or at the Annual Business Meeting of the Council.</p> <p>ED. Any person qualified to serve as the Public Director may be nominated by declaring their candidacy at the Annual Business Meeting by the time determined by the Credentials Committee.</p> <p><u>E. The At-Large Director candidates will be nominated by the Nominating Committee. Each Region may submit up to two potential nominees per year to the Credentials Committee for consideration by the Nominating Committee, and any individual may apply directly to the Credentials Committee for consideration by the Nominating Committee. The Nominating Committee will nominate one candidate for each At-Large Director position to be filled at the Annual Business Meeting of the Council. The nominees will be announced by the Nominating Committee prior to and/or at the Annual Business Meeting of the Council.</u></p>	<p>Article VII, Section 5(new D, former E): Edit mirrors change in 5(new B), above.</p> <p>Article VII, Section 5(new E): Defines nominating and election processes for At-Large positions.</p> <p>Highlighted text is placeholder language. The Board of Directors is considering options and seeking feedback from the membership (See <i>Invitation to Comment</i> document, subsection titled Board Elections).</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p>SECTION 6. <u>Vacancies.</u></p> <p>A. Vacancies in the office of anythe Regional Director or Member Board Executive Director shall be filled by an appointee nominated by the Region or the Member Board Executive community respectively and appointed by the Board of Directors to hold office from the time of such appointment until the <u>completion of the term to which such person has been appointed</u>adjournment of the next Annual Business Meeting.</p> <p>B. Vacancies in the office of the Public Director, and Elected Officers other than First Vice President/ President-Elect and President/Chair of the Board<u>the Secretary/Treasurer, or an At-Large Director</u> shall be filled by an appointee designated by the Board of Directors to hold office from the time of such appointment until the <u>completion of the term to which such person has been appointed</u>adjournment of the next Annual Business Meeting.</p>	<p>Article VII, Section 6(A): This section now pertains only to the MBE Director position.</p> <p>Article VII, Section 6, (new B, formerly part of 6(A)): As previously written, this section pertained to the Public Director, Secretary, Treasurer, and the Second Vice President. (<i>“Elected Officers other than the First Vice President...and... President”</i> – now deleted.)</p> <p>New language adds the At-Large Director position and merges the Secretary/Treasurer positions for this section.</p> <p>Previously all Directors served one-year terms, but now that At-Large Directors will serve a two-year term, language has been updated to clarify that someone filling a vacancy will complete the remainder of the vacant term. This is needed to preserve the staggered terms of At-Large Directors.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p><u>C.</u> Any such appointee <u>under Sections 6(A) or 6(B) of this Article VII</u> shall meet all qualifications applicable to the vacant Director position, as determined by the Credentials Committee.</p> <p>B<u>D.</u> A vacancy in the office of President/Chair of the Board shall be filled by the First Vice President/President-Elect, who shall serve <u>as President for</u> the remainder of the term as President/Chair of the Board and the following term during which they would have succeeded to the office if not for the vacancy.</p> <p>C<u>E.</u> A vacancy in the office of First Vice President/President-Elect shall be filled by the <u>Second Vice President Secretary/Treasurer.</u> If the vacancy was the result of the Vice President’s departure from the Board, then the Secretary/Treasurer who shall hold such the 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 <u>Secretary/Treasurer</u>President/Chair of the Board, each of whom shall be subject to the qualifications applicable to candidates for <u>Secretary/Treasurer</u>First Vice President/President-Elect. <u>If the vacancy in the office of Vice President is due to the departure of the President and the Vice</u></p>	<p>Article VII, Section 6, (new C, formerly part of (A)): Referencing above sections due to splitting former Section 6 (A) into Sections 6 (A), (B) and (C).</p> <p>Article VII, Section 6, (new D, formerly (B)): Changes in this section simplify the existing position titles in addition to the following:</p> <p>If the Vice President position becomes vacant because of the Vice President’s death, resignation, or removal, then the Secretary/Treasurer becomes Vice President for the remainder of the term and then ascends to the presidency at the start of the next term. As a result, there would be openings in both the Vice President and the Secretary/Treasurer positions at the start of the next term, causing those positions to need to be filled.</p> <p>If the Vice President role becomes vacant because the Presidency has become vacant and the Vice President steps in to fill that vacancy and the Secretary/Treasurer fills the now vacated Vice President position, then the Secretary/Treasurer and Vice President will hold their new roles for the remainder of that term plus the full next term in which they would have ascended had there not been a vacancy in the Presidency.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p><u>President becoming President, then the Secretary/Treasurer shall serve as Vice President for the remainder of the term and the following term during which they would have succeeded to the office if not for the vacancy.</u></p> <p>DF. A vacancy in the office of Immediate Past President shall remain vacant.</p> <p>E. Any Regional Director who moves their principal residence to a place outside the Region from which they were nominated shall be deemed to have vacated the office of Regional Director, and any Director who ceases to be eligible as provided in this Article VII, Section 2 shall be deemed to have vacated their directorship.</p> <p>SECTION 7. <u>Duties</u>. The affairs of the Council shall be managed under the authority and direction of the 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. All Directors shall serve</p>	<p>Article VII, Section 5 (former E): Language no longer needed under the new structure of eight At-Large Directors.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VII —THE BOARD OF DIRECTORS <i>(continued)</i></p>	<p>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.</p> <p>SECTION 8. <u>Meetings of the Board</u>. The 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 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 Board of Directors. All 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 Director. A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business.</p>	<p>Article VII, Section 7: Simplifying existing position titles.</p> <p>Article VII, Section 8: Simplifying existing position titles.</p>
<p>ARTICLE VIII— OFFICERS</p>	<p>SECTION 1. <u>Elected Officers</u>. The Elected Officers of the Council shall be the President/Chair of the Board, the First Vice President/President-Elect, the Immediate Past President, the Second Vice President, the Treasurer, and the Secretary/<u>Treasurer</u>.</p>	<p>Article VIII, Section 1: Position titles are simplified, the Second Vice President position is eliminated, and the Secretary and Treasurer positions are merged. Further, the Immediate Past President position is being added to the definition of Elected Officers.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VIII— OFFICERS (continued)</p>	<p>SECTION 2. President/Chair of the Board. The President/Chair of the Board shall be the senior Elected Officer of the Council and shall:</p> <ul style="list-style-type: none"> A. preside at all meetings of the Board of Directors, the Executive Committee of the Board of Directors, and the Annual Business Meeting; 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. develop charges for all committees that will serve during their term as President/Chair of the Board and, following approval of the charges by the Board of Directors, oversee the work of all Committees; D. select all members <u>and Chairs</u> of Committees to serve during their term of office as President/Chair of the Board subject to the terms of Article XII, Section 5; E. have the power to make appointments to any unfilled or vacant Committee membership during their term as President/Chair of the Board, subject to the approval of the Board of Directors, <u>subject to the terms of Article XII</u>; F. represent the Board of Directors and its policies to all external and internal constituents including to the Chief Executive Officer; and 	<p>Article VIII, Section 2 (B through E): Simplifying existing position titles.</p> <p>“and Chairs” added for consistency with Article XII</p> <p>Adds cross-reference, which is relevant to the filling of vacancies on the new Nominating Committee.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VIII— OFFICERS (continued)</p>	<p>G. perform such other duties and powers as the Board of Directors may from time to time decide.</p> <p>SECTION 3. First Vice President/President-Elect and Second Vice President. The 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:</p> <p>A. develop the Committee charges to be completed during their term of office as President/Chair of the Board, subject to the approval of the Board of Directors;</p> <p>B. select the Chair of all Committees to serve during their term as President/Chair of the Board, subject to the approval of the Board of Directors, subject to the terms of Article XII; and</p> <p>C. select all members of Committees to serve during their term of office as President/Chair of the Board, subject to the approval of the Board of Directors, subject to the terms of Article XII.</p> <p>SECTION 4. Secretary/Treasurer. The Secretary/Treasurer shall:</p> <p>A. oversee the financial affairs of the Council and be the primary liaison of the Board of Directors with the person designated by the Chief</p>	<p>Article VIII, Section 3: Simplifying existing position titles and eliminating the Second Vice President position.</p> <p>Adds carveout for those Committee Chairs who are designated in the Bylaws, including the Chair of the new Nominating Committee.</p> <p>Adds carveout for those Committee Chairs who are designated in the Bylaws, including the members of the new Nominating Committee</p> <p>Article VIII, Section 4: Merging the Secretary and Treasurer positions necessitates a merger of Sections 4 and 5 in this Article VIII.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VIII— OFFICERS (continued)</p>	<p>Executive Officer as the chief financial officer of the Council;</p> <p>B. report to the Board of Directors and at the Annual Business Meeting on financial matters of the Council; and</p> <p>C. perform such duties and have such powers additional to the foregoing as the Board of Directors may designate.</p> <p>SECTION 5. Secretary. The Secretary shall:</p> <p>AC. 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</p> <p>BD. perform such duties <u>and have such powers</u> as the Board of Directors may designate.</p> <p>Records of the Council meetings shall be open at all reasonable times to the inspection of any Member Board.</p> <p>In the absence of the Secretary/<u>Treasurer</u> from any meeting of the Council or from any meeting of the Board of Directors, a temporary Secretary/<u>Treasurer</u> designated by the person presiding at the meeting shall perform the <u>secretarial</u> duties of the Secretary/<u>Treasurer</u>.</p>	<p>Article VIII, Section 4(former C): Eliminate duplicate language caused by the merger of Sections 4 and 5. Language now exists only in (new D), below.</p> <p>Article VIII, former Section 5: Merging the Secretary and Treasurer positions eliminates Section 5 heading.</p> <p>Article VIII, (former Section 5(B), now (new Section 4(D)): Edits to match the language from the original C in Section 4, above (now deleted.)</p> <p>Article VIII, (former Section 5), now Section 4: Insertion of the word “secretarial” clarifies that the stand-in would fill the secretarial role at a meeting but would not take over treasurer duties.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE VIII— OFFICERS <i>(continued)</i></p>	<p>SECTION 65. <u>Chief Executive Officer</u>. 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 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 Board of Directors and such other duties and powers as the Board of Directors may from time to time determine, subject always to the ultimate authority of the Board of Directors under applicable law and these Bylaws.</p> <p>SECTION 76. <u>Bonding</u>. 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.</p>	<p>Article VIII, former Section 6, now Sections 5: Renumbered due to the merger of Sections 4 and 5, above.</p> <p>Article VIII, former Section 7, now Section 6: Renumbered due to the merger of Sections 4 and 5, above.</p>
<p>ARTICLE IX —COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION</p>	<p>SECTION 1. <u>Council Record</u>. 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 Registration authority with whom the Council has an agreement for mutual reciprocity</p>	<p><i>(no changes to Article IX)</i></p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE IX —COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION <i>(continued)</i></p>	<p>SECTION 2. <u>Council Certification</u>. 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, Registration, and character. In addition to this verification, the Certification shall carry the recommendation of the Council that Registration 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.</p> <p>SECTION 3. <u>Annual Renewal</u>. 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 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 Board of Directors may establish from time to time.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE IX —COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION <i>(continued)</i></p>	<p>SECTION 4. <u>Revocation of Certification.</u> The Council shall revoke an Architect’s Council Certification if:</p> <ul style="list-style-type: none"> A. a Member Board has revoked (without limitation as to time) the Architect’s Registration for a cause other than nonpayment of renewal fees or failure to file information with the Member Board; or B. facts are subsequently revealed which show that the Architect was actually ineligible for Council Certification at the time of Council Certification. <p>In addition, the Council may revoke an Architect’s Council Certification if:</p> <ul style="list-style-type: none"> C. a Member Board or a court makes a finding, not reversed on appeal, that the Architect has, in the conduct of their 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 their Registration to lapse 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 	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE IX —COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION <i>(continued)</i></p>	<p>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 applicable law) report to the Council the occurrence of any event that qualifies an Architect for revocation of their Council Certification, as described herein.</p>	
<p>ARTICLE X —COUNCIL SERVICES TO MEMBER BOARDS</p>	<p>SECTION 1. <u>Architect Registration Examination</u>. The Council shall prepare an Examination for use by Member Boards. The Board of Directors shall issue, from time to time, rules respecting the administration and grading of Examinations, which shall include, among other things, the schedule of charges for the use of the Examinations, the date or dates on which Examinations may be administered, safeguards to prevent improper disclosure of information respecting the Examinations, and such other matters respecting the administration and grading of Examinations as the Board of Directors deems appropriate. Every Member Board using the Examination shall comply strictly with the rules issued by the Board of Directors, unless the 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 Examination or, after so</p>	<p><i>(no changes to Article X)</i></p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE X —COUNCIL SERVICES TO MEMBER BOARDS <i>(continued)</i></p>	<p>agreeing, fails to comply with such rules, the Board of Directors may withhold the Examinations from such Member Board until it is satisfied that such Member Board will comply with such rules thereafter. Any Member Board which refuses Registration to architects holding the Council Certification for the reason that the Member Board has requirements or procedures for grading the Examination which are different from the requirements or procedures established by the Council shall be denied the use of the Examinations until such policy of refusing Registration is revoked; but the Board of Directors may, with sufficient cause, waive the denial of the use of the Examinations.</p> <p>SECTION 2. <u>Architectural Experience Program</u>. 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.</p> <p>SECTION 3. <u>Additional Services</u>. Additional services may be offered as determined by the Board of Directors from time to time.</p> <p>SECTION 4. <u>Forms and Documents</u>. In order to ensure uniformity in the reporting of an applicant’s education, experience, Registration (if applicable), and other necessary supporting data for determining eligibility for the Examination, Council Certification, or reciprocal Registration, the Council shall study and prepare forms, documents, and/or systems appropriate</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE X —COUNCIL SERVICES TO MEMBER BOARDS <i>(continued)</i></p>	<p>for use by both the Council and Member Boards.</p> <p>SECTION 5. <u>Research</u>. The Council, through work of committees, shall engage in research pertinent to all matters relating to legal Registration of architects.</p> <p>SECTION 6. <u>International Relations</u>. 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.</p>	
<p>ARTICLE XI —FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL</p>	<p>SECTION 1. <u>Dues and Fees</u>.</p> <p>A. Annual membership dues may be changed for any period, by resolution adopted at an Annual Business Meeting with implementation of any increase to take place not less than three years after such resolution is adopted.</p> <p>B. 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 Board of Directors present and voting.</p> <p>SECTION 2. <u>Operating Fund</u>.</p> <p>A. 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.</p>	<p><i>(no changes to Article XI)</i></p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XI —FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL <i>(continued)</i></p>	<p>B. As soon as feasible following the Annual Business Meeting, the Board of Directors shall adopt a general budget which shall show the anticipated income and expenditures for the current year.</p> <p>C. 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 commitment has been properly incorporated into the budget, and the Board of Directors has made an appropriation to pay the same.</p> <p>D. The Fiscal Year of the Council shall be from July 1 of one year to June 30 of the next succeeding year.</p> <p>SECTION 3. <u>Securities and Investments</u>. In accordance with the Board of Directors’ policies and 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.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XI —FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL <i>(continued)</i></p>	<p>SECTION 4. <u>Liabilities of Officers, Directors, and Employees</u>. No 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 their acts performed in good faith and within the scope of their authority.</p> <p>SECTION 5. <u>Disclosure of Records</u>. 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:</p> <ul style="list-style-type: none"> A. information barred from disclosure by an applicable statute; B. trade secrets; C. information disclosed to the Council in reliance upon its continued non-disclosure; 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; E. personnel information, the disclosure of which would constitute an unwarranted invasion of personal privacy; F. attorney-client communications and attorney work-product materials; 	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XI —FINANCES, FUNDS, ACCOUNTING, INVESTMENTS AND RECORDS OF THE COUNCIL <i>(continued)</i></p>	<p>G. transcripts and personal information respecting Certificate applicants or holders without the permission of such applicant or holder;</p> <p>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</p> <p>I. information arising from investigatory cases.</p> <p>Any of the excluded records that the Council has already distributed publicly shall, notwithstanding the preceding sentence, be available to any Member Board.</p> <p>To the extent permitted by applicable law, Council records furnished to a Member Board shall not be distributed by the Member Board 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.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES</p>	<p>SECTION 1. <u>Board Committees</u>. 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:</p> <ul style="list-style-type: none"> 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. <p>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.</p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>SECTION 2. <u>Executive Committee of the Board of Directors</u>. 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 <u>Secretary</u>/Treasurer, the Secretary, and the Immediate Past President. The Executive Committee shall:</p> <ul style="list-style-type: none"> A. act for the Board of Directors between meetings only as directed by the Board of Directors; 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. <p>SECTION 3. <u>Audit Committee</u>. 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 <u>Secretary</u>/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</p>	<p>Article XII, Section 2: Simplifying existing position titles, eliminates the role of the Second Vice President and merges the roles of Secretary and Treasurer.</p> <p>Article XII, Section 3: Merges the roles of Secretary and Treasurer.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>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. The Audit Committee shall annually select and engage an independent auditor of the Council’s financial records.</p> <p>SECTION 4. <u>Advisory Committees.</u> 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 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.</p> <p>SECTION 5. <u>Committee Membership.</u> A. In accordance with Article VIII, Section 2, the President/Chair of the Board shall select the members and the Chair of all Committees subject to approval by the Board of Directors, except as otherwise set forth in these Bylaws. Except as otherwise specifically provided in these Bylaws, the President/Chair of the Board shall 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</p>	<p>Article XII, Section 4: The Immediate Past President was incorporated into the definition of Elected Officers in Article VIII, Section 1, above.</p> <p>Article XII, Section 5A: Simplifying existing position titles. Also adds carveout for committees with special Chair designations or membership structures and combines two sentences for clarity.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>of Directors or as set forth in these Bylaws. Any unfilled or vacant 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 those established by these Bylaws (which may only be discontinued by amendment of these Bylaws), and make any changes in a Committee’s membership without regard to the terms of appointment of the Committee members, other than with respect to those Committees established by these Bylaws (which may only be discontinued or have its membership structure changed by amendment of these Bylaws).</p> <p>B. <u>Nominating Committee</u>. The Nominating Committee will have eleven (11) members, who shall be: (i) one member from each NCARB region; (ii) two (2) presidential appointees; (iii) the Chair of the Diversity, Equity, and Inclusion Committee; (iv) the Chair of the Credentials Committee; and (v) the Immediate Past President. <u>All members of the Nominating Committee shall be sitting Member Board Members and/or Member Board Executives</u>. The Immediate Past President will be the Chair of the Committee. The Chair of the Credentials Committee will be a</p>	<p>Clarifying language</p> <p>Language moved below for clarity.</p> <p>Article XII, Section 5(B): Adds specific membership and operational provisions applicable to the Nominating Committee.</p>

	<p>non-voting member and will not count for purposes of quorum or voting. The regional members and the presidential appointees will serve staggered two-year terms, such that the terms of half of the regional members and half of the presidential appointees will expire each year.</p> <p>SECTION 6. <u>Reports of Committees</u>. Each Committee shall report in writing annually to the Board of Directors, at least 60 days prior to the date of the Annual Business Meeting and shall make interim reports to the Board of Directors as directed.</p> <p>SECTION 7. <u>General Procedure of Committees</u>. Every Committee shall perform in accordance with these Bylaws and with the directions of the Board of Directors. 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 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.</p>	
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Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>SECTION 8. <u>Advisory Committees</u>. The following Advisory Committees are hereby established and may from time to time make recommendations to the Board of Directors for consideration, subject to the terms of these Bylaws and applicable law:</p> <ul style="list-style-type: none"> A. Education Committee: The Education Committee shall assess and recommend updates to the Board of Directors with respect to the Council’s education and continuing education policies for use by Member Boards and the Council’s relationship with the National Architectural Accrediting Board. B. Experience Committee: The Experience Committee shall assess and recommend updates to the 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 Board of Directors with respect to the Examination for use by Member Boards. D. Policy Advisory Committee: The Policy Advisory Committee shall review proposed resolutions 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 Board of Directors. 	

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>E. Professional Conduct Committee: The Professional Conduct Committee shall oversee the development, application, assessment, and adjudication of Council policies and practices relating to the professional conduct of Council Record holders and others using Council services.</p> <p>F. Member Board Executives Committee: The Member Board Executives Committee shall consider issues of concern to the jurisdictions and Member Board Executives.</p> <p>G. Regional Leadership Committee: The Regional Leadership Committee shall discharge its responsibilities as described in Article V, Section 56, 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.</p> <p>H. Credentials Committee: The Credentials Committee shall oversee <u>be responsible for</u> the nomination-application and election process for positions on the Board of Directors, verify candidate qualifications for office, examine and verify Voting Delegate</p>	<p>Article XII, Section 8(G): Correcting erroneous reference.</p> <p>Simplifying existing position titles.</p> <p>Article XII, Section 8(H): The proposed edits modify the role of the Credentials Committee to be responsible for a new application process in addition to the election process and verification of qualifications. Nominations occur as specified in Article VII, Section 5.</p>

Bylaws Section	Bylaws Language	Supporting Statement
	<p>credentials, report to the membership regarding quorum at the Annual Business Meeting, 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.</p> <p>I. <u>Nominating Committee: The Nominating Committee shall support leadership development efforts intended to cultivate an inclusive pool of volunteers to serve the Council. Additionally, the Nominating Committee shall identify candidates for At-Large Director positions.</u></p> <p>H. Diversity, Equity, and Inclusion Committee: The Diversity, Equity, and Inclusion (DEI) Committee explores and recommends strategies to improve the diversity, equity, and inclusive culture of NCARB to ensure that the organization represents the population it serves.</p>	<p>Simplifying existing position titles.</p> <p>Article XII, Section 8(new I): Adds the proposed Nominating Committee as an Advisory Committee.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XII— COMMITTEES <i>(continued)</i></p>	<p>J<u>K</u>. 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 Board of Directors.</p> <p>SECTION 9. <u>Select Committees</u>. 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 5 of Article 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, 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 11 NCARB BYLAWS JULY 2022 such Select Committee submitted to the Board of Directors in accordance with Section 6 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 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.</p>	<p>Article XII, Section 8(new K): Simplifying existing position titles.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p>ARTICLE XIII— INDEMNIFICATION</p>	<p>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 or employee determined by Board of Directors to be an executive employee, or member of a 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 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 Board of Directors. Expenses incurred of</p>	<p><i>(no changes to Article XIII)</i></p>

Bylaws Section	Bylaws Language	Supporting Statement
	<p>the character described above may, with the approval of the 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 by such person on account of their status as such, whether or not the Council would have the power to indemnify or advance expenses to such persons.</p>	
<p>ARTICLE XIV— AMENDMENTS</p>	<p>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.</p>	<p><i>(no changes to Article XIV)</i></p>
<p><u>ARTICLE XV— TRANSITION</u></p>	<p><u>SECTION 1. Transition Plan. The following governance provisions shall apply for the respective time periods set forth below. Except as modified below, these Bylaws shall be in full effect during the transition periods identified below. For purposes of this Article XV, “ABM” shall refer to the Annual Business Meeting of the Council taking place in the corresponding year.</u></p>	<p>Article XV: This section is the transition plan for shifting to the new proposed governance structure. The plan covers the period 2023 through 2027.</p> <p>No changes will apply to the 2023 elections process.</p>

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>SECTION 2. 2023-2024 Term.</u></p> <p><u>A. Elected Officers.</u></p> <p><u>(i) The Elected Officers shall include the following positions: Secretary; Treasurer; Second Vice President; First Vice President/President-Elect (to be known as Vice President); President/Chair of the Board (to be known as President); and Immediate Past President.</u></p> <p><u>(ii) The Elected Officers shall be those persons elected or succeeding to office as set forth in those Bylaws in effect during the 2023 ABM. The Second Vice President, Treasurer, and Secretary shall, respectively, exercise such duties and have such authority and responsibility as set forth in those Bylaws in effect during the 2023 ABM.</u></p> <p><u>B. Elected Officer Vacancies. In the event of a vacancy in:</u></p> <p><u>(i) The office of President, the Vice President shall fill such vacancy for the remainder of the term and the following term.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV—</u> <u>TRANSITION</u> <u>(continued)</u></p>	<p>(ii) <u>The office of Vice President, the Second Vice President shall fill such vacancy for the remainder of the term and the following term.</u></p> <p>(iii) <u>The office of Second Vice President, the Treasurer shall fill such vacancy for the remainder of the term and the following term.</u></p> <p>(iv) <u>The office of Treasurer, the Secretary shall fill such vacancy for the remainder of the term (without vacating the office of Secretary). Such person shall be considered the Treasurer for purposes of Elected Officer succession for the following term.</u></p> <p>(v) <u>The office of Secretary, the Board shall appoint an individual to fill such vacancy for the remainder of the term.</u></p> <p>(vi) <u>The office of Immediate Past President, such office shall remain vacant for the remainder of the term.</u></p> <p>C. <u>At-Large Directors. In lieu of At-Large Directors, the Board of Directors shall include those persons elected as Regional Directors during the 2023 ABM.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>SECTION 3. 2024 ABM Election / 2024 – 2025 Term.</u></p> <p><u>A. Elected Officers.</u></p> <p>(i) <u>The Elected Officers shall include the following positions: Secretary/Treasurer; Second Vice President; Vice President; President; and Immediate Past President.</u></p> <p>(ii) <u>The Elected Officers shall be the following persons, except as may be modified by any vacancies arising during the previous term:</u></p> <ul style="list-style-type: none"> • <u>Secretary/Treasurer: That person who served as Secretary during the previous term (except in the event of a vacancy in the office of Secretary or Treasurer during the 2023-2024 term, in which case the Secretary/Treasurer shall be elected as set forth in Article VII, Section 5, of these Bylaws).</u> • <u>Second Vice President: That person who served as Treasurer during the previous term.</u> • <u>Vice President: That person who served as Second Vice President during the previous term.</u> 	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV—</u> <u>TRANSITION</u> <u>(continued)</u></p>	<ul style="list-style-type: none"> • <u>President: That person who served as Vice President during the previous term.</u> • <u>Immediate Past President: That person who served as President during the previous term.</u> <p><u>(iii) The Second Vice President shall, in the absence of the President and Vice President, exercise the duties of and possess all the powers of the President.</u></p> <p><u>B. Elected Officer Vacancies. In the event of a vacancy in:</u></p> <ul style="list-style-type: none"> <u>(i) The office of President, the Vice President shall fill such vacancy for the remainder of the term and the following term.</u> <u>(ii) The office of Vice President, the Second Vice President shall fill such vacancy for the remainder of the term and the following term.</u> <u>(iii) The office of Second Vice President, the Secretary/Treasurer shall fill such vacancy for the remainder of the term and the following term.</u> 	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV—</u> <u>TRANSITION</u> <u>(continued)</u></p>	<p>(iv) <u>The office of Secretary/Treasurer, the Board shall appoint an individual to fill such vacancy for the remainder of the term.</u></p> <p>(v) <u>The office of Immediate Past President, such office shall remain vacant for the remainder of the term.</u></p> <p>C. <u>At-Large Directors.</u></p> <p>(i) <u>There shall be seven At-Large Directors. Three such At-Large Directors shall be elected to serve a one-year term. They shall be elected as set forth in Article VII, Section 5, of these Bylaws.</u></p> <p>(ii) <u>Any individual who served a first term as Regional Director in 2023-2024 is eligible for election only to a one-year term as an At-Large Director for 2024-2025.</u></p> <p>(iii) <u>Any individual serving a second year as a Regional Director during the 2023-2024 term shall not be eligible for election as an At-Large Director and must wait a full two-year term before being eligible to serve as an At-Large Director.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>SECTION 4. 2025 ABM Election / 2025-2026 Term.</u></p> <p><u>A. Elected Officers.</u></p> <p><u>(i) The Elected Officers shall include the following positions: Secretary/Treasurer; Second Vice President; Vice President; President; and Immediate Past President.</u></p> <p><u>(ii) In the event that a Secretary/Treasurer was elected for the 2024-2025 term due to a prior vacancy in the position of Secretary or Treasurer, then such person shall remain Secretary/Treasurer during this 2025-2026 term and there shall be no Second Vice President. Such person shall then become Vice President during the 2026-2027 term, and a new Secretary/Treasurer will be elected at the 2026 ABM in accordance with these Bylaws.¹</u></p>	

¹ A new Secretary/Treasurer is supposed to be elected at the 2025 ABM and serve two terms. However, if there is a vacancy in the Secretary or Treasurer position during the 2023-2024 term and a new Secretary/Treasurer is elected in 2024 for the 2024-2025 term, then that person could remain as Secretary/Treasurer during 2025-2026 and the Second Vice President position could disappear a year earlier than planned. In such an event, the At-Large Directors could be increased to 8 people starting in 2025, rather than waiting until 2027, without exceeding the maximum Board size.

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>(iii) The Elected Officers shall be the following persons, except as may be modified by any vacancies arising during the previous term:</u></p> <ul style="list-style-type: none"> • <u>Secretary/Treasurer: That person elected as set forth in Article VII, Section 5, of these Bylaws.</u> • <u>Second Vice President: That person who served as Secretary/Treasurer during the previous term.</u> • <u>Vice President: That person who served as Second Vice President during the previous term.</u> • <u>President: That person who served as Vice President during the previous term.</u> • <u>Immediate Past President: That person who served as President during the previous term.</u> <p><u>(iv) The Second Vice President shall, in the absence of the President and Vice President, exercise the duties of and possess all the powers of the President.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV—</u> <u>TRANSITION</u> <u>(continued)</u></p>	<p><u>B. Elected Officer Vacancies. In the event of a vacancy in:</u></p> <p><u>(i) The office of President, the Vice President shall fill such vacancy for the remainder of the term and the following term.</u></p> <p><u>(ii) The office of Vice President, the Second Vice President (or if there is no Second Vice President, then the Secretary/Treasurer) shall fill such vacancy for the remainder of the term and the following term.</u></p> <p><u>(iii) The office of Second Vice President, such office shall remain vacant for the remainder of the term.</u></p> <p><u>(iv) The office of Secretary/Treasurer, the Board shall appoint an individual to fill such vacancy for the remainder of the term.</u></p> <p><u>(v) The office of Immediate Past President, such office shall remain vacant for the remainder of the term.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>C. At-Large Directors. There shall be seven At-Large Directors; except that, if there is no Second Vice President as a result of Article XV, Section 4(A)(ii), then there shall be eight At-Large Directors. They shall be elected as set forth in Article VII, Section 5, of these Bylaws.</u></p> <p><u>SECTION 5. 2026 ABM Election / 2026-2027 Term.</u></p> <p><u>A. Elected Officers.</u></p> <p><u>(i) The Elected Officers shall include those positions as set forth in Article VIII, Section 1, of these Bylaws.</u></p> <p><u>(ii) The Elected Officers shall be the following persons, except as may be modified by any vacancies arising during the previous term:</u></p> <ul style="list-style-type: none"> <u>• Secretary/Treasurer: That person who served as Secretary/Treasurer during the 2025-2026 term; except that if there were (a) no election for Secretary/Treasurer at the 2025 ABM or (b) a vacancy in the position of Secretary/Treasurer during the 2025-</u> 	

Bylaws Section	Bylaws Language	Supporting Statement
<p><u>ARTICLE XV— TRANSITION (continued)</u></p>	<p><u>2026 term, then the Secretary/Treasurer shall be elected as set forth in Article VII, Section 5, of these Bylaws.</u></p> <ul style="list-style-type: none"> • <u>Vice President: That person who served as Second Vice President during the previous term.</u> • <u>President: That person who served as Vice President during the previous term.</u> • <u>Immediate Past President: That person who served as President during the previous term.</u> <p><u>B. Elected Officer Vacancies. In the event of a vacancy, the vacancy shall be filled as set forth in Article VII, Section 6, of these Bylaws.</u></p> <p><u>C. At-Large Directors. There shall be seven At-Large Directors, unless there are eight At-Large Directors during the 2025-2026 term, in which case there shall be eight At-Large Directors during this 2026-2027 term. They shall be elected as set forth in Article VII, Section 5, of these Bylaws.</u></p>	

Bylaws Section	Bylaws Language	Supporting Statement
	<p><u>Section 6. 2027 ABM Election / 2027-2028 Term. The Elected Officer and At-Large Director positions shall be as set forth in Article VIII, Section 1, and Article VII, Section 1, respectively, of these Bylaws and shall be filled as set forth in Article VII, Section 5, of these Bylaws. All vacancies shall be filled as set forth in Article VII, Section 6, of these Bylaws.</u></p> <p><u>Section 7. The Nominating Committee members representing Regions 1, 3, and 5 will serve an abbreviated one-year term in 2023-2024. Additionally, in 2023, the President will appoint both presidential appointees on the Nominating Committee, provided that one will be appointed for an abbreviated one-year term. Thereafter, the President will only appoint one Nominating Committee member each year.</u></p> <p><u>Section 8. Transition Termination. This Article XV shall be automatically removed from these Bylaws upon the adjournment of the 2027 ABM.</u></p>	

Appendix F:

PROPOSED BOARD STRUCTURE

APPENDIX F: PROPOSED BOARD STRUCTURE

- 14 positions
 - Best governance practices indicate that this is the upper end of the maximum size of a successful Board.
- Four officers: president, vice president, secretary/treasurer, and immediate past president
 - One-year terms, one term maximum (*no change*).
 - Secretary/treasurer declares candidacy, elected by the membership.
 - Automatic ascension to vice president, president, and immediate past president.
- Eight at-large directors
 - Two-year terms.
 - Cannot serve consecutive terms.
 - May seek nomination again after a two-year hiatus.
 - Staggered, with four positions changing each year to maintain continuity.
 - Nominated by the Nominating Committee.
 - Elected by the Membership at the ABM.
 - Application process available to all current and former Member Board Members and volunteers.
- MBE Director
 - One-year term, three term maximum (*no change*).
- Public Director
 - One-year term, three term maximum (*no change*).

Appendix G:

PROPOSED TRANSITION MODEL

APPENDIX G: PROPOSED Transition Model

The governance structure proposed in Resolution 2023-E will take several years to implement, beginning with elections at the June 2024 ABM. The final transition step occurs at the June 2027 ABM.

A new Article XV has been added to the *Bylaws* to describe each step of the transition plan. A step-by-step guide begins on the next page.

NCARB Governance Work Group Governance Transition Plan

Position	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032
Officers										
Secretary	A									
Treasurer	B	A								
2nd Vice President	C	B	A							
VP/Pres-Elect	D	C	B	A						
President	E	D	C	B	A					
Past-President	F	E	D	C	B	A				
Secretary/Treasurer			G	G	H	I	J	<i>elected annually</i>		
Vice President					G	H	I	J		
President						G	H	I	J	
Past-President							G	H	I	J
Directors										
Region 1 Director	K		<i>Regional Directors first elected in 2023 are eligible for election to serve another year as an At-Large Director as reflected in "New Bylaws" section, below.</i>							
Region 2 Director	L									
Region 3 Director	M									
Region 4 Director	N									
Region 5 Director	O									
Region 6 Director	P									
Public Director	Q									
MBE Director	R									
New Bylaws										
At-Large Director A		K	X	X	FF	FF	OO	OO	YY	YY
At-Large Director B		M	Y	Y	GG	GG	PP	PP	ZZ	ZZ
At-Large Director C		S	S	AA	AA	KK	KK	TT	TT	CCC
At-Large Director D		T	T	BB	BB	LL	LL	UU	UU	DDD
At-Large Director E		U	U	CC	CC	MM	MM	VV	VV	EEE
At-Large Director F		P	Z	Z	HH	HH	QQ	QQ	AAA	AAA
At-Large Director G		V	V	DD	DD	NN	NN	WW	WW	FFF
At-Large Director H		-	-	-	II	II	RR	RR	BBB	BBB
Public Director		Q	Q	EE	EE	EE	SS	SS	SS	GGG
MBE Director		W	W	W	JJ	JJ	JJ	XX	XX	XX

Notes
No Changes will impact the 2023 Annual Business Meeting in Tampa

Transition Model: Step-by-Step Guide

June 2023 – No changes, normal elections

- 14 positions
- Six officers, six regional directors, MBE director, public director.
- Elections:
 - New regional directors will be elected to a first term in 2023 for Regions 1, 3, and 6 as Janet Hansen, Richard McNeel, and Sylvia Kwan complete their final terms as regional directors.
 - Directors for Regions 2, 4 and 5 (George Miller, Meg Parsons, and Lenora Isom) are eligible for election to a second term.
 - Gary Ey will have completed his third term as public director, so a new public director will be elected in 2023.
 - Cathe Evans is eligible for election to a third term as MBE director.

June 2024

- What's different?
 - One less officer position—the secretary/treasurer position merges in this year.
 - Seven at-large director positions begin (to keep the total Board size at 14 people). No regional director position.
 - However, regional directors who were elected to a first term in 2023 (Regions 1, 3, and 6, shown as individuals K, M, and P on the attached matrix) will be eligible for election, for a second year, to serve an abbreviated one-year term as an at-large director. This allows those regional directors to serve a second year on the Board and supports the implementation of staggered terms for the at-large directors.
- 14 positions
 - Five officers, 7 at-large positions, MBE director, public director.
- Elections
 - There will be no officer elections in 2024.
 - The secretary elected in 2023 will serve in the newly merged secretary/treasurer role.
 - All other officer positions will automatically advance to the next role in 2024.
 - 2023 treasurer to second vice president.
 - 2023 second vice president to newly titled vice president position.
 - 2023 vice president to newly title president position.
 - 2023 president to immediate past president.
 - Four at-large directors will be elected to a two-year term (shown as positions S, T, U, and V on the attached matrix).
 - Board leadership will identify knowledge and skills needed for the Board in the coming term.

- The Credentials Committee will release a call for applications for these new positions.
- A new MBE director (position W on the attached matrix) will be elected as Cathie Evans completes her third term.

June 2025

- What's different?
 - Election for the first secretary/treasurer in the merged role.
- 14 positions
 - Five officers, 7 at-large positions, MBE director, public director.
- Elections
 - An election for secretary/treasurer will be held.
 - Three at-large positions will be elected to a two-year term (Positions X, Y, and Z).
 - For simplicity, the matrix assumes the MBE director is elected for a second term.
 - For simplicity, the matrix assumes the public director is elected for a third term.

June 2026

- What's different?
 - One less member on the Board of Directors for this year.
 - To ensure staggered terms for at-large directors, where four positions turn over each year, it is necessary to hold off on filling one at-large position for one year.
 - The second vice president position is eliminated.
 - No election for secretary/treasurer in this year.
 - The secretary/treasurer elected in 2025 will hold for one year rather than advancing to the eliminated second vice president position.
- 13 positions
 - Four officers, 7 at-large positions, MBE director, public director.
- Elections
 - Four at-large directors will be elected to a two-year term (Positions AA, BB, CC and DD).
 - New public director elected (position EE), assuming previous public director was elected to third, and final, term in 2025.
 - For simplicity, the matrix shows the MBE director is elected for a third and final term.

June 2027

- What's different?
 - Full implementation of the new governance structure this year.
- 14 positions
 - Four officers, eight at-large positions, MBE director, public director.
- Elections
 - Secretary/treasurer election occurs in 2027 and will now be an annual election.

- Four at-large positions will be elected to a two-year term (Positions FF, GG, HH, II).
- For simplicity, the matrix shows the public director is elected for a second term.
- Assuming the previous MBE director served three terms, a new one is elected in 2027 (position JJ).
- Transition is complete and Article XV of the *Bylaws* is sunset.

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