

WESTERN COUNCIL OF ARCHITECTURAL REGISTRATION BOARDS BYLAWS

ARTICLE I: NAME

The name of this organization is the WESTERN COUNCIL OF ARCHITECTURAL REGISTRATION BOARDS - REGION 6 of the NATIONAL COUNCIL OF ARCHITECTURAL REGISTRATION BOARDS.

ARTICLE II: DEFINITIONS

- a) "Western Region" or "WCARB" shall mean the Western Council of Architectural Registration Boards which is one of six established geographic regions of The National Council of Architectural Registration Boards.
- b) "Council" or "NCARB" shall mean The National Council of Architectural Registration Boards.
- c) "Chair" shall mean the WCARB Chairperson.
- d) "Executive Committee" shall mean the WCARB Executive Committee.
- e) "Member" shall mean a WCARB Member Board, representing one of the various jurisdictions within WCARB as established by NCARB.
- f) "MBE" shall mean the Member Board Executive of a WCARB Member Board.
- g) "Annual Meeting" shall mean The Annual Education Workshops and Business Meeting of WCARB.
- h) "Delegate" shall mean a Member Board Member attending an official meeting of WCARB.
- i) "Official Delegate" shall mean the Designated Voting Delegate or the Member Board Chairperson of a WCARB Member Board.
- j) "Regional Director" shall mean the official WCARB representative to the NCARB Board of Directors.

ARTICLE III: MISSION

- (a) The mission of the Western Region shall be to collaborate as a conference of Member Boards to protect the public's health, safety, and welfare by participating in the development of effective regulations and exemplary standards for the practice of architecture.
- (b) The Western Region and its Members shall:
 - 1) Provide opportunities for leadership development and training.

- 2) Serve as a trusted resource for intern development, licensing, registration data and regulatory information,
 - 3) Advocate the elimination of impediments to reciprocity,
 - 4) Promote recognition of the architect as the primary building professional qualified to protect the public's health, safety, and welfare through enhancing the quality and sustainability of the built environment.
 - 5) Value diversity of opinion and representation, and
 - 6) Identify and review issues of current and future regulatory concern that may affect the practice of architecture.
- (c) Through the Western Region the Members shall maintain collaboration and communication with other Members within the Region. Members shall join together to participate in the work of NCARB and to provide leadership for NCARB. Individuals who are members of Member Boards are encouraged to similarly support NCARB.
- (d) The Western Region shall pursue its objectives in the most efficient, diligent, and fiscally responsible manner possible. Our pursuit shall be governed by core values of cooperation, integrity, and accountability.

ARTICLE IV: DOMAIN

The domain of the Western Region shall cover the jurisdictions of the Members assigned to the Western Region by the NCARB Bylaws.

ARTICLE V: MEMBERSHIP

- a) The membership of the Western Region shall be composed of the Members assigned to the Western Region by the NCARB Bylaws. No Delegate may participate in the work of the Western Region if their respective Member, although current with NCARB dues, is not current with all dues owed to the WCARB.
- b) Any WCARB Member may resign upon submittal of written notification from the Member Chair to the WCARB Chair. Said resignation shall be communicated to the business office of each other member Board and to the NCARB within ten days of receipt by the WCARB Chair. Resignation shall be effective thirty (30) days following the date of receipt of the notice from the Member by the WCARB chair.

ARTICLE VI: MEETINGS OF THE WESTERN REGION

- a) The Annual Meeting shall occur annually at a date established by the Executive Committee in collaboration with the Regional Leadership Committee; this meeting shall be open to all Delegates of all Members as well as the MBE of each Member. The purpose of the meeting shall be election of the Executive Committee, participation in Education Workshops, nomination of a Regional Director, and transaction of other business that may properly come before the meeting.
- b) A meeting, consisting of one or more sessions, shall be held in conjunction with the NCARB Annual Meeting.

- c) Each Member shall send at least an Official Delegate to the meeting of the Western Region. Regardless of the number of Delegates representing each Member, each Member shall have one vote. Each Member shall identify the Official Delegate at the roll call of the meeting.
- d) A quorum shall be a majority of the Members of the Western Region.
- e) Voting by absentee ballot shall not be allowed.
- f) If the Official Delegate is absent from any portion of the meeting, the Official Delegate shall declare to the Chair of the meeting another Delegate of the same Member Board as Alternate. An MBE shall be allowed to act as either Official Delegate or Alternate when so designated by their Board Chair in writing, and approved by the WCARB Chair.
- g) All meetings shall be conducted in accordance with Robert's Rules of Order, Latest Edition.
- h) Special meetings may be called by the Chair with the concurrence of a majority of the Executive Committee members.

ARTICLE VII: EXECUTIVE COMMITTEE

- a) The Executive Committee of the Western Region shall be composed of five voting members - a Chairperson, a Vice Chairperson, a Secretary/Treasurer and two members. The five voting Executive Committee members shall be elected by majority vote of Members present at an Annual Meeting of WCARB. The Regional Director and the WCARB Executive Director shall serve as ex officio non-voting members of the Executive Committee.
- b) Executive Committee members shall be elected for a term of two years, three members to be elected in even numbered years and two members in odd-numbered years, to assure management continuity. A nominee for the Executive Committee must be a current active member of the nominee's respective Board. New Executive Committee Members shall assume office immediately following the adjournment of the next Annual Meeting of NCARB. A member of the Executive Committee who is no longer a member of their State Board may complete their elected term of service on the Executive Committee.
 - 1. The Chair, Vice Chair, and Secretary/Treasurer shall be elected, by majority vote of Members present at the Annual Meeting of WCARB, from among the membership of the Executive Committee who will be in office immediately following the adjournment of the next Annual Meeting of NCARB. Their term of office will commence immediately following the next Annual Meeting of NCARB.
 - 1.1 Any candidate running for the Executive Committee shall have the opportunity to address the membership. In the event of a tie in an election for a position on the Executive Committee, the candidate shall have the opportunity to readdress the membership, followed by another caucus of the membership. This process shall repeat until a winner is declared.

2. The Chair of the Executive Committee shall exercise general supervision over the affairs of WCARB and shall perform all the duties required by these bylaws or delegated by the Executive Committee. The Chair shall preside at every meeting of the Western Region and of the Executive Committee and shall appoint all committees.
 3. The Secretary/Treasurer shall review the minutes and financial statements prepared by the Executive Director and shall present such at the annual meeting.
 4. In the absence of the Chair, or in the event the Chair position is vacated, the Vice Chair shall preside and perform all the duties of the Chair.
 5. In the absence of both the Chair and the Vice Chair, the Secretary/Treasurer shall preside and perform all the duties of the Chair.
 6. In the event of a vacancy in the Vice-Chair position, the Executive Committee shall elect, from the Executive Committee, a Vice-Chair to serve the remainder of the vacated term of office.
 7. In the event of a vacancy in the Secretary/Treasurer position, the Executive Committee shall elect, from the Executive Committee, a Secretary/Treasurer to serve the remainder of the vacated term of office.
 8. The Chair shall serve as the official representative of WCARB to the NCARB Annual Meeting.
 9. The Chair shall serve as the official representative to the NCARB Regional Leadership Committee.
 10. In the event of a vacancy on the Executive Committee, the Executive Committee shall elect a member to serve the remainder of the vacated term of office.
- c) The Executive Committee of the Western Region shall administer the affairs of the Western Region; shall put into effect all general policies, directions and instructions adopted at any meeting of the Western Region where a quorum is present, and shall act for the membership of the Western Region in all matters within the limits of authority granted to the officers and Executive Committee by these Bylaws. Executive Committee members shall be reimbursed for their expenses relative to WCARB activities, in accordance with the Region's Rules.
- d) Removal of an Executive Committee Member:
1. A member may be removed from the Executive Committee after two unexcused absences from any regularly scheduled WCARB meetings.
 2. A majority vote by the Executive Committee members present at the next meeting is required to remove a member from that committee.

e) Term limits for Executive Committee Members:

1. An Executive Committee member shall serve no more than two (2) consecutive two-year terms. Appointment to fill a vacancy on the Executive Committee shall not be counted against the limit of two consecutive terms.
2. An otherwise qualified candidate who has previously served on the Executive Committee and completed the maximum number of consecutive terms may stand for election following a two-year absence from the Executive Committee.

f) Meetings of the Executive Committee:

1. Meetings of the Executive Committee shall be held on-call by the Chair or a majority of the Executive Committee members, with a minimum of one meeting per year in addition to the Executive Committee Meetings held in conjunction with the Western Region and National Council Annual Meetings. This additional meeting shall be set as determined by the Executive Committee for planning of the next Annual Meeting. When practical, this meeting shall be held at the site of the upcoming Annual Meeting.
2. Attendance by three voting members of the Executive Committee shall constitute a quorum.

ARTICLE VIII: EXECUTIVE DIRECTOR

- a) The Executive Committee of the Western Region shall appoint an Executive Director who shall serve as an ex officio, non-voting member of the Executive Committee. The Executive Director need not be a member of a member board of the Western Region.
- b) The Executive Director shall be responsible for all the clerical work, including financial matters, pertaining to the business of the Western Region, in cooperation with the Executive Committee, and prepare and forward all invoices, receive all moneys and deposit same in the name of the Western Region in a bank approved by the Executive Committee, and assist in the planning and program details of all meetings and conferences. The Executive Director shall record and distribute minutes of all WCARB and Executive Committee meetings. The Executive Director shall be delegated the authority to write checks on the WCARB account(s) by the Executive Committee. In the absence of the Executive Director or if the check writing authority of the Executive Director has been limited in any way by the Executive Committee, the Chair shall have check writing authority.
- c) The Executive director shall serve at the will of the Executive committee. The Executive Committee shall conduct an annual review of the performance, duties, and compensation of the Executive Director.

ARTICLE IX: WESTERN REGION REGIONAL DIRECTOR

- a) A nominee for the Director of the Western Region shall be selected annually by majority vote of Members present at the Annual Meeting of WCARB, and shall assume office following confirmation at the Annual Meeting of NCARB. The Western Region Director shall serve no more than two (2) consecutive one-year terms. Appointment to fill a vacancy of the Director shall not be counted against the limit of two consecutive terms.

- b) If a nominee for Director has made a declaration as a candidate for NCARB office prior to the WCARB Annual Meeting, an Alternate Nominee shall be selected by a majority vote at an election to be held immediately following the vote for Director. If the nominee for Director is subsequently elected to NCARB office at the NCARB Annual Meeting, the Alternate Nominee shall assume the position of Director.
- c) In the event the Western Region Directorship is vacated for any other reason than for that described under b), the Chair shall serve the remainder of the term, and shall vacate the position of Chair of the Western Region.
- d) The Western Region Director shall serve as an ex-officio, non voting member of the Executive Committee.

ARTICLE X: COMMITTEES

- a) The following standing committees shall be chaired by a member of the Executive Committee:
 - 1. The Elections Committee shall serve to approve credentials of Official Delegates, and to oversee the elections.
 - 2. The Resolutions and Laudatories Committee shall propose resolutions, review and compile resolutions proposed by Members for consideration, compose laudatory resolutions if needed, and present resolutions at any meeting.
 - 3. The Education Program Committee shall create and facilitate the Education Workshops for delegates and MBE's when they are held at the Annual Meeting. The Vice Chair shall chair the Education Program Committee, along with three volunteers from the general membership.
- b) The Chair may appoint special committees or task forces as approved by the Executive Committee. Special committees or task forces report and recommend to the Executive Committee.

ARTICLE XI: FINANCES

- a) Shall be subject to the Rules.
- b) All records of the Western Region, including records of finances, shall be open to Members upon request. A Member requesting copies of records shall compensate the Western Region for reasonable and customary charges for reproduction and distribution.

ARTICLE XII: RULES OF THE REGION

The Western Region shall adopt reasonable rules necessary for the administration of these Bylaws. These rules shall be adopted by majority vote of the members for Articles 1 through 8 at a meeting of the Western Region and by a majority vote of the Executive Committee for Article 9 Schedule and amended in the same manner.

ARTICLE XIII: INDEMNIFICATION

Except as provided below, the Western Region shall indemnify in full, current or former WCARB Directors, Chairs, Executive Committee Members, Executive Directors, or members of a WCARB committee against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the WCARB Executive Committee, necessarily paid or incurred by such person in connection with or arising out of any claim made, or any civil or criminal action suit or proceeding of whatever nature brought against such person, or in which such person is made a party, or in which such person is otherwise involved, by reason of being or having been such Director, Chair, Executive Committee Member, Executive Director, or member of a WCARB committee. No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding to have acted recklessly, to have been grossly negligent, or to have engaged in intentional misconduct. If such person has not been so adjudicated, such person shall be entitled to indemnification unless the Western Region Executive Committee decides that such person did not act in good faith in the reasonable belief that his or her action was in the best interests of the Western Region. Expenses incurred of the character described above may, with the approval of the Executive Committee, be advanced by the Western Region prior to the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances if such person is adjudged to have acted recklessly, to have engaged in intentional misconduct, or if the Executive Committee decides that such person is not entitled to indemnification.

The Western Region shall have the power to purchase insurance on behalf of any person who is or was a Director, Chair, Executive Committee Member, Executive director, or member of a WCARB committee, against any liability incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the Western Region would have the power to indemnify that person against such liability under this Article or otherwise.

Any rights of indemnification hereunder shall not be exclusive, and shall accrue to the estate of the person to be indemnified.

Any other present or former employee or agent of or for the Western Region and any person who at the Western Region's request is or has been serving as a director of another corporation may be indemnified in like manner by vote of the Executive Committee.

ARTICLE XIV: BYLAW AMENDMENTS

a) These Bylaws may be amended at any meeting of the Members of the Western Region, provided that a notice stating the purpose of each proposed amendment and the reason for it is sent to every Member not less than 60 days prior to the date of the meeting at which this proposed amendment is to be voted.

b) A two-thirds vote of the Members present shall be necessary to amend these Bylaws.

HISTORY:

Adopted 2/29/64	Revised 6/20/01
Revised 2/24/66	Revised 6/25/03
Revised 3/07/73	Revised 3/19/05
Revised 3/08/75	Revised 3/24/07
Revised 3/09/84	Revised 6/20/07
Revised 6/27/84	Revised 6/19/09
Revised 3/08/85	Revised 6/21/13
Revised 3/15/86	Revised 3/07/14
Revised 3/14/87	Revised 6/20/14
Revised 3/31/90	Revised 3/05/21
Revised 3/06/93	Revised 6/04/22
Revised 3/20/99	

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