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INTENT OF RESOLUTION

To retire the Strategic Council and Board of Directors and return to our former Regional Representative Board, selected by the regions, with a seven-member executive committee, all elected by the members at our annual meeting, properly representing our membership with the appropriate level of expertise and experience.

TEXT OF RESOLUTION

WHEREAS. The American Institute of Architects is a membership organization that was founded on principles of member representation.

WHEREAS. The AIA is a bottom-up organization, not a top-down organization; its strength emanates from the Components that exist through the AIA bylaws as an integral part of the structure for membership service.

WHEREAS. The composition of the present Board of Directors is not representative of the membership at large, has not fostered transparency, and restricts Components' representation and influence on matters of governance.

WHEREAS The present Board does not have a sufficient number of members with experience and expertise to properly address the issues of the profession.

WHEREAS. We only elect three of the ten Architect members of the present fifteen member Board each year.

WHEREAS. The composition of the Strategic Council is primarily based on state components. Its mission as a body was developed to be a forward-looking group to, "inform the Board and other Institute bodies of important professional issues and opportunities, focusing its attention on the strategic vision regarding issues that will shape the future of the profession".

It does not function as intended. It has almost no effect on governance.

WHEREAS. The governance restructuring of 2014 promised to "make the Board more nimble and better able to respond to the Institute's challenges and opportunities."

WHEREAS The Members Voice Taskforce of 2023 recommended that the Board of Directors and Strategic Council clarify and refine the AIA governance model with three broad areas of discussion; cultivate a culture of trust, enhance collaboration and coordination within the AIA and among its groups, strengthen relationship between the Board and the Strategic Council.

WHEREAS. The above initiatives are perceived to have failed to come to fruition.

WHEREAS The 2024 convention passed a resolution to form a task force to study the Governance system, the 2024 Board failed to failed to act. It is now in the hands of the 2025 Board.

WHEREAS. In the eleven years of its existence the Board has approved a deficit budget for five of those years and deficit spending of $13.5 million for 2023 & 2024 for a total of $27 million. Well over $30 million including, lost revenue from those investments

Commented [CL1]:

WHEREAS. The board sold our documents business for an undisclosed amount, but from our total investments, not a sufficient amount to replace past income.

WHEREAS. The Board has initiated a $67 million dollar renovation of our headquarters building to reduce its operational carbon foot print

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with little or no regard for the carbon foot print created by the removal and replacement of existing materials and systems.

WHEREAS. As noted above the Board has continually failed its fiduciary responsibilities, to maintain open communications, and properly represent the membership, but rather has jeopardized the economic future of the Institute.

NOW, THEREFORE BE IT RESOLVED. That the present Board and Strategic Council be dissolved and replaced by our former Regional Representative Board, as previously constructed, with a seven-member executive committee, all elected at our annual meeting. The present officers shall be retained on the executive committee.

NOW, THEREFORE BE IT FURTHER RESOLVED. That the seven-member executive committee shall include: the President, President Elect, three vice presidents elected for one-year terms, and the Secretary and Treasurer each elected for alternating two-year terms. The first three Vice Presidents shall be selected by the President, President Elect, Treasurer and Secretary from the present Board to serve until December 2026 when they will be replaced by the vice presidents elected at the 2026 Annual meeting.

NOW, THEREFORE BE IT FURTHER RESOLVED. That the Regions select their representatives to serve three-year terms alternating as previously arranged, so that one third of the board is replaced each year. Preference shall be giving to Strategic Council Members.

NOW THEREFORE BE IT FURTHER RESOLVED. That these changes take place as soon as possible, prior to December 2025 when they shall be installed.