RATIONAL FOR 2025 GOVERNANCE RESOLUTION

The 2024 Board has failed to address the resolution passed by the members at the 2024 Convention. Now being addressed by the 2025 Board.

The Board is not representative of the membership as the members only elect three a year and only 10 are architects.

The 15-member Board lacks depth of expertise and experience.

The previous Governance system worked well for over five decades with only two years of deficit budgeting due to a failed business.

The new Governance system, in just over one decade, has produced a deficit budget for five years, the 2023 and 2024 budgets each took $13.5 million dollars out of investments, for a total of 27 million dollars. Evidently, they did not understand that they had a fiduciary responsibility to demand a balance budget.

The new Governance system sold the documents business for an undisclosed amount, based on total investments, an insufficient amount to produce investment income compared to former annual income. Based on the new owner raising the price for documents it was also possible to have future increased income.

The new Governance system has asked the Ethics Committee to investigate those who have raised questions or criticized the Board's and administration's actions. This is not within the responsibility of the Ethics Committee's role.

Questioning and criticizing the actions of the Board and Administration is the responsibility of the members.

The Board at the 2024 convention put forth membership changes that were soundly defeated, indicating that they were not cognizant of the feelings of the general membership.

The Strategic Council, of 70, does not affect the Governance system.

Retiring the Strategic council (70) and the Board (15) retires 85 members, the New governance system would contain 50.

Many of the regionally appointed representatives, in all likelihood, will be former Strategic Council members with some level of knowledge of the state of the profession

Therefore, this resolution requires elimination of the Strategic Council and returning to our former governance system of a Board of 50+/- with regional, CACE, Student and Associate representatives. The board will include an executive committee of President, President elect, 3 at large vice presidents, each elected for one-year terms, secretary and treasurer each elected for alternating two-year terms. Therefore, the membership would elect five members to the Board each year.

The present small Board spent well over $30 million dollars out of investments, losing income from those investments and sold our documents which provided a steady flow of income.

Please review this and the attached ressolution and simply reply Agree or Disagree.

C. James Lawler, emeritus FAIA