



MEETING AGENDA | Board of Directors
FRI 7 FEB 2025 | 2'45 to 3'30 PM; Warrenton, VA

AIA Virginia Mission: AIA Virginia is the voice of the architecture profession in the Commonwealth, dedicated to serving its members, advancing their value, and improving the quality of the built environment.

AIA Virginia Vision: Through a culture of innovation, AIA Virginia empowers its members and inspires the creation of a better built-environment.

TIME TOPIC (SPEAKER/LEAD)

- 2'45 Convene meeting [Jancy]
- welcome; conflict of interest, etc
- Consent Agenda [Jancy][1]
Minutes [Conkey][2]
Appointments to Councils and Committees [Jancy][3]
Various Updates [Jancy]
- AIAs in Virginia Leadership Summit
- Various Updates
- Bookbindery Lease [Battaglia]
 - Communications [Battaglia]
 - Advocacy/Joint Legislative Committee [Battaglia]
 - Partnerships/Fundraising [Battaglia][4]
- Proposed Governance Resolution [5]
New Business [Jancy]
- 3'30 Adjournment [Jancy]

Anti-Trust Compliance Statement: It is the practice of The American Institute of Architects and its members to comply strictly with all laws, including federal and state antitrust laws that apply to AIA operations and activities. Accordingly, this meeting will be conducted in full compliance with those laws.

Diversity Statement: The American Institute of Architects, as part of the global community, champions a culture of equity, diversity, and inclusion within the profession of architecture to create a better environment for all. Achieving this vision has a direct impact on the relevance of our profession and the world's prosperity, health, and future.

EXPECTED ATTENDEES

AIA Virginia 2025 Board of Directors:

Meagan Jancy, AIA | President
Bill Hopkins, AIA | President-Elect
Karen Conkey, AIA | Secretary
Amber Hall, AIA | Treasurer
Kelly Callahan, AIA | Past President
Phoebe Crisman, AIA | Director
Jonathan Hiser, AIA | Director
Sonia Jarboe, AIA | Director
Derek McCalla, AIA | Director
TJ Meehan, AIA | Director
Shawn Mulligan, AIA | Director
Kendall A. Nicholson, Ed.D., Assoc AIA | At-large Director
Daya Irene Taylor, Ph.D., RA | Director
Nicholas A. Wade, AIA | Director
Ashleigh Walker, Assoc AIA | Director
Paul R. Battaglia, AIA | Executive Vice President

AIAVA Staff Members:

Cathy Guske, Hon. AIAVA | Member Services Director



Consent Agenda

AIA Virginia | 7 FEB 2025 Board of Directors MTG

AIA Virginia membership as of February 3, 2025:

1,718 Architects
617 Associates
283 Emeritus
2,618 total members

+3.15% over this time last year
+34 members over last month
20 allied members

912 members remain to renew for 2025
Our 2024 renewal rate was 93%. AIA was 91%

AIA Virginia Financials

Financials for JAN 2025 are not yet available, rather the most recent Financials of DEC 2024, which were approved by the Executive Committee in JAN 2025, have been included.

*****END OF CONSENT AGENDA*****



MEETING MINUTES | Board of Directors

FRI 20 DEC 2024 | Richmond, VA

Jancy convened meeting at 11'11 AM

Jancy offered words of welcome

Jancy invited conflicts of interest; none were declared

Consent Agenda was approved

Jancy provided various updates

- Board Roster

- Governance Calendar

- AIAVA Board Retreat

- AIA in VA Leadership Summit

Jancy announced Appointments to various Councils and Committees

Board was encouraged to suggest/nominate appointees, including selves

Battaglia provided various updates

- potential Tax Reform and Associations

- upcoming advocacy issues/efforts

 - readiness of Joint Legislative Committee (JLC)

 - ADMIN bill regarding international licensure

 - AIAVA bill to (re)establish alternate path to architectural licensure (apprenticeship)

- AIAVA Foundation

Price and Daugherty provided an update on the AIAVA Investment portfolio

Jancy led a discussion on the proposed revisions to the Component Allocation MOU

BOD unanimously passed a MOTION regarding the to the Component Allocation MOU

- that the MOU as revised be presented to the Parties

Jancy called for New Business

- none was proposed

Meeting adjourned at 12'03 PM

MEETING MINUTES

AIA Virginia | Board of Directors

ATTENDEES

Meagan Jancy, AIA | President
Bill Hopkins, AIA | President-Elect
Karen Conkey, AIA | Secretary
Amber Hall, AIA | Treasurer
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Shawn Mulligan, AIA | Director
Kendall A. Nicholson, Ed.D., Assoc. AIA | Director
Nicholas A. Wade, AIA | Director
Daya Irene Taylor, Ph.D., AIA | Director
Ashleigh Walker, Assoc AIA | Director
Paul R. Battaglia, AIA | Executive Vice President

Kelsey Daugherty | Ashwood Financial Partners
Keesha Ezell | K.G. Tax & Accounting Solutions LLC
Cathy Guske, Hon. AIAVA | Member Services Director
Delaney Ogden | Director of Education
Ashby Price | Ashwood Financial Partners

NOT IN ATTENDANCE

Robert J. Dunay, FAIA | Director
Irem Sezer, Assoc AIA | Resiliency Fellow

MOTION | AIA Virginia Board of Directors
FRI 7 FEB 2025

Item

Minutes of 20 December 2024 Meeting of the Board of Directors

Background

At each meeting of the AIA Virginia Board of Directors, the Secretary records the proceedings in the Minutes.

Motion

That the Minutes be approved as presented.

APPOINTMENTS | AIA Virginia Board of Directors

FRI 7 FEB 2025

effective 22 JAN 2025

Item

Appointment of 2025 Audit Committee

Background

Rules of the Organization 4.9.1 – Audit Committee

The Committee is responsible for managing the overall audit and financial review process for the Board. The Committee consists of five members: two (2) Officers, two (2) Directors, and one (1) Non-Board Member-At-Large. One of the Officer positions should be reserved for the Treasurer.

Report:

President Jancy appointed the following members to the Audit Committee:

Meagan Jancy, AIA

Bill Hopkins, AIA

TJ Meehan, AIA

Alexander Helms, AIA

Note:

Amber Hall, AIA will chair the Audit Committee as Treasurer

APPOINTMENTS | AIA Virginia Board of Directors

FRI 7 FEB 2025

effective 22 JAN 2025

Item

Appointment of 2025 Finance Committee

Background

Rules of the Organization 4.13 – Finance Committee

The committee provides counsel regarding financial matters such as budgeting, financial planning, and addressing unforeseen circumstances that may arise of which may have a financial impact. The Committee is composed of five members for a one-year term and is Chaired by the Treasurer. The term for all members of the committee is one year.

Report:

President Jancy appointed the following members to the Finance Committee:

Meagan Jancy, AIA

Bill Hopkins, AIA

TJ Meehan, AIA

Alexander Helms, AIA

Note:

Amber Hall, AIA will chair the Audit Committee as Treasurer

APPOINTMENTS | AIA Virginia Board of Directors

FRI 7 FEB 2025

effective 30 JAN 2025

Item

Appointment of 2025 Honors Committee

Background

Rules of the Organization 4.7.2 – Membership, Honors Committee

The Honors Committee shall be composed of the following members: the chair, who shall also be a Fellow or a Past President of AIA Virginia; two Fellows of the Institute; two Past Presidents of AIA Virginia; and eight at-large members of AIA Virginia. At least two at-large members should be a former honoree in any category who is neither a Fellow nor a Past President of AIA Virginia. Each member shall serve for two years and terms shall be staggered. The terms shall be staggered so that six members rotate off the Committee each year. Members shall not be eligible for reappointment for one year following the expiration of a term. The chair shall be appointed by AIA Virginia President for a one-year term.

Report:

President Jancy appointed the following members to the Honors Committee for a two-year term expiring Dec 2026:

*Mel Price, FAIA
Andrew McKinley, AIA
Rebecca Brady, AIA
Katie Honbarrier, AIA
Susan Pryor, AIA
Jessie Gemmer, AIA*

They join those currently serving with terms expiring Dec 2025;

*Lori Garrett, FAIA (appointed as CHAIR)
Bruce Wardell, FAIA
Shannon Dowling, AIA
Eric Keplinger, AIA
Erin Webb, AIA
David Prevette, AIA
Nina Comiskey, AIA*

Paul R Battaglia, AIA serves as liaison

APPOINTMENTS | AIA Virginia Board of Directors

FRI 7 FEB 2025

effective 9 JAN 2025

Item

Appointments to 2025 J.E.D.I. Committee

Background

Rules of the Organization 4.12.1 – J.E.D.I. Committee

The committee promotes diversity within the profession and the association by developing implementable strategies to help serve and support more diverse and inclusive audiences. The Committee consists of seven members and a chair who are appointed by the President and serve two-year terms. The appointments shall be made so that terms are staggered. The Chair shall serve a one-year term.

Action

The following members are hereby appointed to the J.E.D.I. Committee:

Corrie Cohen, Associate AIA (Coastal Virginia)

Jonathan Hiser, AIA (Coastal Virginia)

Dr. Daya Irene Taylor, AIA (Coastal Virginia)

2025 AIA VA Board Lead Tracking for Fund Raising

Current Total Raised: \$ 2,500.00

[illegible]

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

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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.

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 resolution and simply reply Agree or Disagree.

C. James Lawler, emeritus FAIA



January 14, 2025

TREASURERS REPORT

2nd Quarter 2025 to the period ending December 31, 2024

CONTENTS

Balance Sheet – For the period ending December 31, 2024
2025 Actual vs. Budget – – For the period ending December 31, 2024
Revenue Graph -- For the period ending December 31, 2024
Expense Graph – For the period ending December 31, 2024
2025 Projection Graph - For the period ending December 31, 2024

Respectfully submitted,
Amber Hall, AIA
AIA Virginia Treasurer

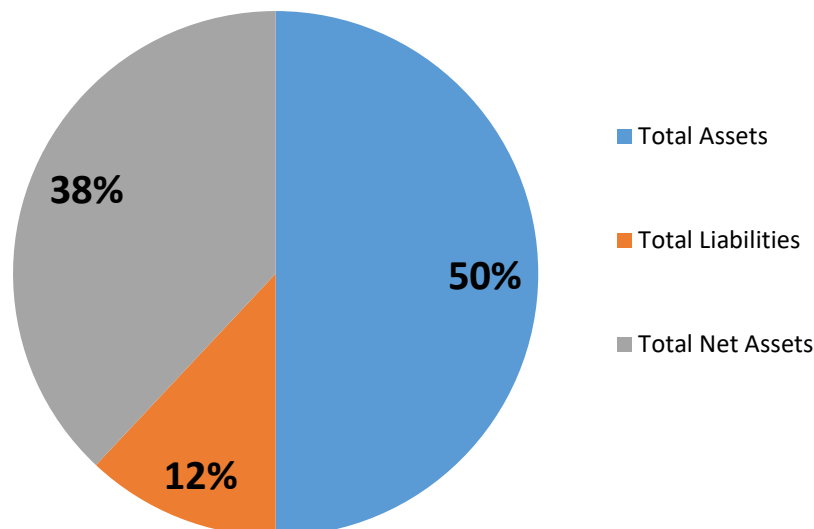
A handwritten signature in black ink, appearing to read 'A Hall'.

AIA VIRGINIA

BALANCE SHEET as of December 31, 2024 2nd Qtr,

(UNREVIEWED)	2024	2025
ASSETS		
Cash and cash equiv	\$ 97,258	\$ 115,201
Financial Contingency Fund (Long-term Putnam	\$ 224,438	\$ 267,995
Saving (Short-term Putnam)	\$ 74,685	\$ 14,685
EIDL Loan (Putnam)	\$ 149,900	\$ 149,900
Accounts receivable	\$ 341	\$ 341
Inventory	\$ 20,850	\$ 4,345
Prepaid Expenses	\$ 18,035	\$ 21,266
Total Current Assets	\$ 585,507	\$ 573,733
Fixed Assets (net)	\$ 16,033	\$ 9,055
Security Deposit	\$ (612)	\$ (612)
Total Assets	\$ 600,929	\$ 582,176
LIABILITIES		
EIDL Loan	\$ 138,462	\$ 130,770
Note payable, line of credit	\$ -	\$ -
Accounts payable	\$ 3,095	\$ 4,855
Other accrued expenses	\$ 3,802	\$ 4,061
Deferred revenue	\$ -	\$ -
Total Liabilities	\$ 145,360	\$ 139,686
NET ASSETS		
Fund balances	\$ 550,385	\$ 557,600
Financial contingency fund	\$ -	\$ -
Current year earnings	\$ (94,816)	\$ (115,110)
Total Net Assets	\$ 455,569	\$ 442,490
Total Liabilities and Net Assets	\$ 600,929	\$ 582,176

Balance Sheet - 2025



AIA VIRGINIA
2025 Budget vs. Actual
YTD through December 31, 2024

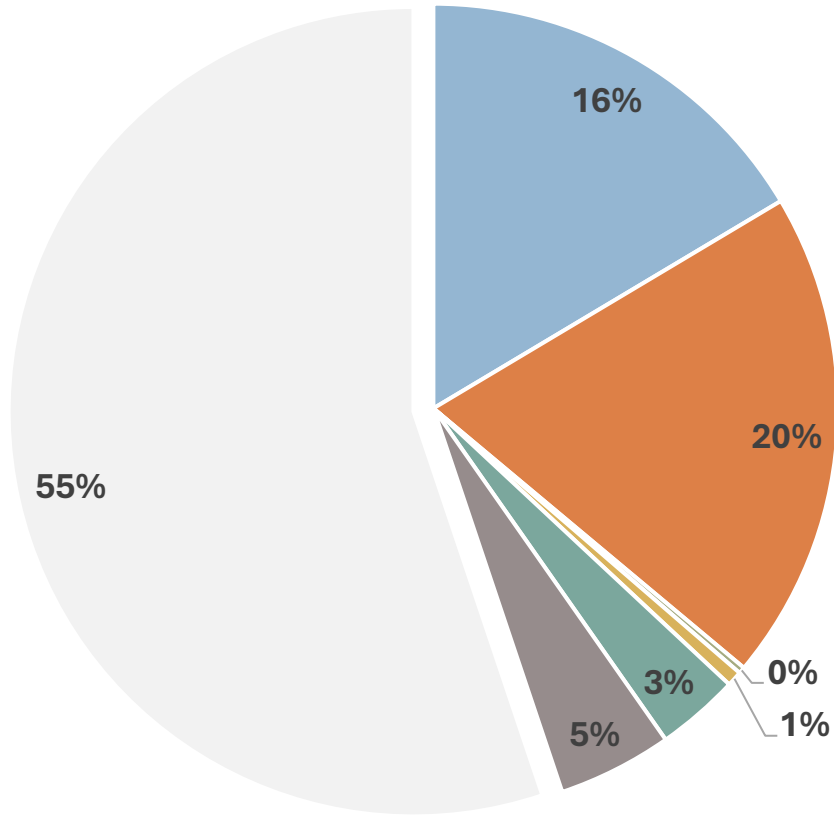
REVENUES					EXPENSES			NET REVENUE
	Sponsor	Other	TOTAL	Direct	Staff	TOTAL		
PROFESSIONAL EXCELLENCE								
CONTINUING EDUCATION					Expenses			
Architecture Exchange East	Budget	90,191	76,164	166,355	121,500	0	121,500	44,855
	Actual	110,650	103,004	213,654	136,081	0	136,081	77,574
Professional Development Series	Budget	0	7,300	7,300	4,700	0	4,700	2,600
	Actual	0	1,975	1,975	1,142	0	1,142	833
MEMBER COMMUNITIES								
Design Forum	Budget		0	0	0	0	0	0
	Actual	0	0	0	0	0	0	0
Art of Practice	Budget	2,500	5,000	7,500	4,500	0	4,500	3,000
	Actual	0	0	0	0	0	0	0
Historic Resources	Budget	0	0	0	0	0	0	0
	Actual	0	45	45	554	0	554	(509)
AIA Fellows	Budget		0	0	500	0	500	(500)
	Actual	0	0	0	0	0	0	0
EMERGING PROFESSIONALS								
ELA 2.0	Budget	5,000	81,000	86,000	38,000	0	38,000	48,000
	Actual	0	0	0	0	0	0	0
Emerging Leaders in Architecture	Budget	3,500	15,844	19,344	10,650	0	10,650	8,694
	Actual	1,050	0	1,050	3,290	0	3,290	(2,240)
VA Society / AIA (Univ) Prize	Budget	1,000	0	1,000	6,500	0	6,500	(5,500)
	Actual	0	0	0	0	0	0	0
OTHER								
Design Awards	Budget	0	27,000	27,000	825	0	825	26,175
	Actual	0	(210)	(210)	2,990	0	2,990	(3,200)
GOVERNMENT ADVOCACY								
	Budget			0	61,350	0	61,350	(61,350)
	Actual		0	0	30,479	0	30,479	(30,479)
PUBLIC OUTREACH								
Inform Magazine	Budget		0	0	0	0	0	0
	Actual		0	0	0	0	0	0
External Commun / Public Relations	Budget		5,000	5,000	22,700	0	22,700	(17,700)
	Actual		895	895	3,705	0	3,705	(2,810)
Architecture Advocacy	Budget		0	0	10,500	0	10,500	(10,500)
	Actual		0	0	562	0	562	(562)

AIA VIRGINIA
2025 Budget vs. Actual
YTD through December 31, 2024

REVENUES					EXPENSES			NET
		Sponsor	Other	TOTAL	Direct	Staff	TOTAL	REVENUE
Honors	Budget	7,685	7,500	15,185	4,400	0	4,400	10,785
	Actual	4,000	1,744	5,744	435	0	435	5,309
DOCUMENTS SALES								
	Budget		36,200	36,200	5,600	0	5,600	30,600
	Actual		36,059	36,059	5,922	0	5,922	30,137
Capital Partners								
	Budget		0	0	0	0	0	0
	Actual		0	0	0	0	0	0
MEMBER SERVICES / GOVERNANCE								
Services	Budget	0	667,606	667,606	11,600	0	11,600	656,006
	Actual	0	179,263	179,263	8,095	0	8,095	171,169
Organizational Liaison	Budget	0	0	0	33,500	0	33,500	(33,500)
	Actual	0	1,002	1,002	22,942	0	22,942	(21,941)
Board / Exec Comm	Budget	0		0	18,500	0	18,500	(18,500)
	Actual			0	3,168	0	3,168	(3,168)
SOCIETY OPERATIONS								
Administrative Services	Budget		0	0	5,000	0	5,000	(5,000)
	Actual		0	0	0	0	0	0
Financial Operations	Budget		15,000	15,000	20,000	0	20,000	(5,000)
	Actual		13,897	13,897	5,530	0	5,530	8,367
Office Rental	Budget		34,200	34,200	43,393		43,393	(9,193)
	Actual		34,362	34,362	35,403		35,403	(1,041)
Office Operations	Budget			0	283,144	380,828	663,972	(663,972)
	Actual		0	0	129,350	213,199	342,549	(342,549)
BUDGET TOTALS					706,862	380,828	1,087,690	0
ACTUAL TOTALS					389,646	213,199	602,845	(115,110)

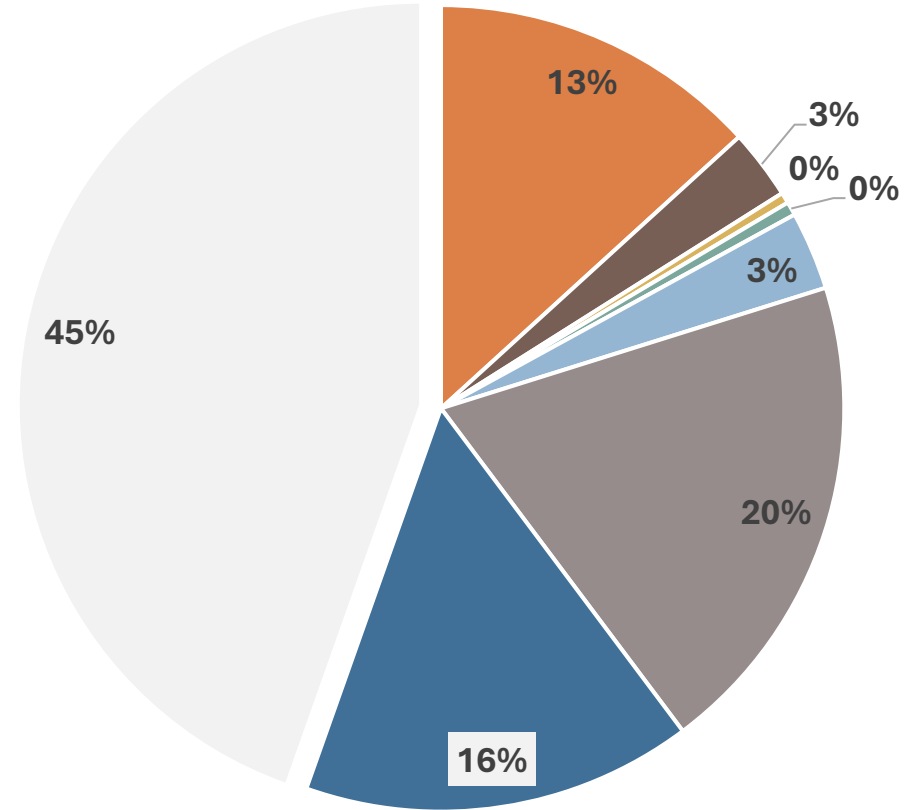
December 2024 – Q2

Revenue
\$487,736



Dues
ArchEx East
Revenue Budget
Pub Outreach
Doc Sales
Prof Exc
Other

Expenses
\$602,845



Prof Excel
Govt Advoc
Pub Outreach
Doc Sales
Member Serv
Staff Costs
Expense Budget
Operations

AIA Virginia 2025 Projection

