



AIA New England Regional Council

Memorandum of Understanding for the Joint Council of AIA New England Components

This memorandum describes the agreed-upon responsibilities and expectations among the New England components of AIA (AIANE) including AIA Maine (AIA ME), AIA New Hampshire (AIA NH), AIA Vermont (AIA VT), AIA Massachusetts (AIA MA), the Boston Society of Architects/AIA (BSA), AIA Central Massachusetts (AIACM), Western Massachusetts AIA (WMAIA), AIA Rhode Island (AIA RI) and AIA Connecticut (AIA CT) for calendar year 2017 through 2019 (three years). As Massachusetts has three local Components and a state Component, all four will be represented at meetings, while assessments and awards will not be assigned to AIA Massachusetts.

As participation on the Council is voluntary, each Component may decide to participate as they deem appropriate. The Council does not have any property, specific authority or powers. This MOU provides a guideline for collaboration.

Mission of the AIA New England Regional Council:

AIA New England, a regional council of the American Institute of Architects, provides effective engagement with the National organization, enables regional leadership development, and supports shared interests and benefits among the state and local components.

AIA New England's Value:

Provides Effective Engagement with the National Organization

- AIA New England provides a caucus/forum for collectively influencing AIA National decisions, policies and programs.
- AIA New England connects our components to AIA National, advocating for components at the national level and helping components understand how National decisions, policies, and programs will affect their members.

Enables Regional Leadership Development

- New England components have the opportunity for local and state representation on National Committees (Strategic Council, College of Fellows, Young Architects Forum, National Associates Committee, and Knowledge Communities).
- AIA New England provides the region with a mechanism to be effective at the National Level by fostering connections between our local leaders.

Supports Shared Interests and Benefits

- AIA New England connects our individual components with others in our region. *This enables component leadership to share best practices – governance, programs, public engagement, marketing, advocacy, etc. — and to identify collaborative opportunities around programming, public engagement, marketing and advocacy.*
- AIA New England supports the AIA New England Design Awards and Annual Meeting. *The Annual AIA New England Design Awards is facilitated alternately among the eight components. The AIA New England Design Awards provides an opportunity to increase firm exposure for our members. (The rotation of component management is outlined below.)*

Under this MOU, each Component agrees to:

- Send a board and/or senior management level person to the four Council meetings a year.
- Identify candidates for leadership and representation to AIA National Strategic Council.
- Support the financial commitment to the Council
- Promote AIA NE annual awards and program to their members.



AIA New England Regional Council

Council:

As AIANE is a council of the regional components and has no property, each component shall have equal representation, responsibility, and authority. Each component may send as many representatives to the meeting as it deems necessary that generally may include representation by its elected President, Executive Director or designee.

Meetings

The Council generally meets quarterly including an annual meeting to select leadership and approve the budget.

- The annual meeting will rotate among components and is generally hosted by the AIA NE Design Awards Component (see below).
- Dates and locations of quarterly meetings will be identified by the Council for the coming year at the annual meeting.
- Notices of meetings shall be sent to every component by the Secretary or Executive Director at least seven (7) calendar days before the meeting.

Decisions at Meetings

Matters of voting shall generally include financial decisions, approval of minutes, selection of AIANE leadership, approval of actions or correspondence by the Board, election of representatives and other recommendations to AIA National.

- A. At the discretion of the Chair, decisions will be made by acclamation; that being a voice vote in which those in attendance vote in favor, opposed or to abstain, the results being interpreted by the Chair.
- B. If the Chair is in doubt on a vote outcome or in the case of a request for a recorded vote by any member in attendance; in the case of an issue that elicits differing opinions and an unclear consensus, or for reasons of recording for the record, a roll call vote can be called. In this case, each Component shall have three votes. Board officers, RAD, YARD, and other assigned roles on the Board shall be included within the three votes delegated to their Component.
 - 1) Those present and authorized to vote for a Component will be confirmed by that Component's members in attendance prior to the vote.
 - 2) Decisions shall be by a majority vote.
 - 3) A quorum of the Council shall be a simple majority of the Components at the table.
 - 4) Roll call votes shall be recorded in the minutes, including the name, component and vote.
 - 5) Unless otherwise voted, subsequent votes shall revert to acclamation.
- C. There shall be no voting by proxy at the meeting. If a Component is not present (in person or electronically/phone), they shall have no vote at the meeting.

Council Oversight

The council will be managed by the AIANE council President, President-Elect, Secretary / Treasurer, and Past President, and operations may be managed by the Executive Director. Such members may have a vote if they are representing their component.

- The terms of the Council leadership shall be one-year.



AIA New England Regional Council

- President – charge of the general supervision of the Executive Director and the management of the meetings. The President is also responsible for any ensuring fulfillment of any agreements determined by the Council. S/he is the primary spokesperson for AIA NE unless otherwise determined by the Council.
- President Elect – shall perform all duties of the President in the event of her/his absence. The Vice-President shall automatically assume the role of President at the beginning of the ensuing calendar year.
- Secretary / Treasurer – shall be the recording and corresponding secretary of all meetings and communications. S/he shall keep or ensure that all records are maintained in good order, issue all notices or ensure that all notices are issued in a timely manner, and sign all required attestation or approval records for AIA NE. S/he shall exercise general supervision of the financial affairs, prepare/present the budget, collect (or ensure collection of) all revenues and make or ensure the disbursement of all funds and perform all duties usual or incidental to the office of Treasurer. The Secretary Treasurer automatically assumes the role of President-Elect at the beginning of the ensuing calendar year.
 - The Secretary / Treasurer may delegate to the Executive Director the performance of any or all duties, but shall maintain responsibility for the oversight of the duties.
- Past President – shall provide advice and leadership to the Board and supports the president and the President-Elect on an as-needed basis.
- In the absence of misconduct, fraud or bad faith the officers, directors, employees and members of AIA NE Regional Council shall not be personally liable for its debts, obligations or liabilities.
- The Council may reimburse any designated member or employee for expenses incurred and approved in carrying out their assigned duties.

Regional Representation to AIA National

The Council is responsible for nominating the most qualified candidates who are members of good standing in AIA New England Components to serve as the Regional Director to the AIA Strategic Council (2 representatives), the College of Fellows (2 representatives), the Young Architects Forum (1 representative) and the Associates Council (1 representative). The Council may also nominate candidates for other national committees, knowledge communities and task forces as appropriate. Nominees are expected to meet the qualifications for their position and we aim to nominate the most qualified candidates. We also attempt to balance our representation to reflect the diverse needs of our region. Where there are two positions we look to nominate one member from BSA or AIA CT and the other from one of the other components.

Task Forces / Special Committees

The Council may create task forces for specific purposes and may determine the membership, schedule and duties

- Each year a Nominating Task Force consisting of the President and the two Strategic Council members shall identify candidates for Council leadership for the ensuing year.
- Composition of additional task forces or subcommittees shall be determined by the Council, under the direction of the President.

Executive Director

The Council may employ an Executive Director and establish her/his compensation. The Executive Director shall assume responsibility for the operational management of the Council. The Council may designate the Executive Director whose duties may include:

- Logistical management of the Council leadership and meetings



AIA New England Regional Council

- Facilitating regional representative nominations to AIA National positions
- Liaison between regional representatives and the Council and Components
- Oversight of website and other communication tools
- Calendar of AIA New England programs and Awards
- Council finances

Financial Agreement

The fiscal year for the Council is January 1 through December 31 of the calendar year.

- Prior to the start of the fiscal year the Council by two-thirds (2/3rds, currently six [6] Components) affirmative vote of the Components shall adopt an annual budget showing in detail the anticipated expenditures for the succeeding year. Any unplanned expenses require an additional vote by the Council and a 2/3rd majority.
- The Council will only hold in reserves an amount to cover expenses for 12 months. Each component will be billed bi-annually to reimburse the Council for the expenses paid during the previous financial period. The Council may decide to apportion payments based upon component membership, a flat equal fee or an alternative.
- Excess reserves will be redistributed to the Components at the discretion of the Board based proportionally on membership counts.

Communicating with Members

Each Component has a responsibility to their members to communicate news from the region and information shared at the meetings. In addition, news of the AIANE region can be shared in the “AIA New England News” section of the weekly newsletter Currents that goes to all New England AIA members.

- Currents is published on Thursdays. Content scheduled for any given Thursday must be received by Friday of the preceding week. (For instance, the November 5 issue of Currents must be received no later than 5 pm October 30.) **Send all items with subject line ‘AIANE News’ to editor@architects.org**

AIA NE Design Awards

Each year on a rotating basis, one Component will be responsible for managing, hosting and implementing the AIA New England Design Awards and accompanying programming.

- The host Component shall assume responsibility for the collection of all revenues and expenses related to the awards.
- The host Component shall also host the AIA NE annual meeting and any affiliated events, conferences and program. The host component shall assume responsibility for the collection of all revenues and expense related to the annual meeting and affiliated activities.
- The host Component shall pay AIA NE Council a host fee to be determined by the Council in its annual budget.
- Any remaining revenue shall go to the host component.
- The rotating calendar of host Components is expected to be:
 - 2016 AIA Maine
 - 2017 AIA New Hampshire
 - 2018 BSA
 - 2019 AIA Western MA
 - 2020 AIA Vermont
 - 2021 AIA Central MA
 - 2022 AIA Rhode Island
 - 2023 AIA Connecticut



AIA New England Regional Council

Timeframe of the MOU:

The terms of this MOU shall be effective from January 1, 2017 through December 31, 2019 unless modified in writing before that date. In the event this agreement is not executed by any party within the time identified, the agreement together with any related terms, conditions and deliverables may be subject to amendment, change or substitution.

Termination

This agreement may be terminated in whole or in part by any party without cause. Written notice of termination shall be made to the Executive Director by any party, or the mutual agreement of the parties, or if any party: (a) becomes insolvent, files a petition for bankruptcy, makes an assignment for the benefit of its creditors; or (b) breaches any of its material responsibilities or obligations under this agreement which is not remedied within ten (10) days from receipt of written notice of such breach. All costs and fees incurred by The Council up to the date of termination will be paid by the terminating Component to the AIA NE Council.

Renewal of Agreement:

The Components may determine to renew, renegotiate or extend the terms of this relationship at the conclusion of 2019. This will be subject to a new MOU.

Confidential information

Each party acknowledges that it may receive certain confidential or proprietary technical and business information and materials in connection with this agreement. Each party, its agents and employees shall hold and maintain in strict confidence all confidential information, shall not disclose confidential information to any third party, and shall not use any confidential information except as may be necessary to perform its obligations under the agreement except as may be required by a court or governmental authority.

Signatures, Names and date of authorized Component representatives: