

RIBA 

USA

BYLAWS AND CONSTITUTION

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RIBA-USA, INC.,-BYLAWS AND CONSTITUTION

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ACKNOWLEDGEMENTS

This 2018 edition brings together the previously separate Bylaws pertaining to RIBA-USA Inc. as an IRS 501c3 tax-exempt organization (published in 2009) and the Constitution governing its structure and purpose (first published in 2005 and revised in 2012) to ensure that RIBA-USA remains fit for purpose as the RIBA's flagship overseas region. It has been thoroughly reviewed by the organization's Attorney, the late Cynthia G. Fischer, who enabled us to harmonise our Bylaws and Constitution, following her advice to ensure that the latter follows the former.

After consultation with RIBA London and with Schnader, Harrison, Segal & Lewis LLP legal advisors to the RIBA-USA Board, this edition was launched on February 14th 2018. It is dedicated to the memory of our Attorney, Cynthia G Fischer, who sadly passed away on January 17th 2018.

Guidance on drafting the original RIBA-USA Constitution (2005) was initially provided by RIBA International's Director, Ian Pritchard, now Secretary General of the Architects Council of Europe, with more recent guidance from his successor, Marcus Deeley and RIBA International Ambassador, Peter Oborn. The 2005 edition was launched by the original Board of Chapter Chairs led by Founding President Tim Clark (1996-2005) (Los Angeles 1995-2007), Debbie Bentley and Stephen Stenson (Boston), Jonathan Wimpenny (New York) and Zoka Zola (Chicago). Its development was overseen by successive Presidents, namely Derek Bradford (2005-8); Jonathan Wimpenny (2008-14); James Karl Fischer (2014-16); and Phil Allsopp (2016-); with the support of Catherine Davis (RIBA Councillor for the Americas); Catherine Clark (New York Chair and RIBA-USA Vice President); Niall Saunders (Los Angeles 2007-); the late Philip Fraser Andrews (Treasurer 2007-12); Joe Burns (Chicago 2007-14); Chad Overway (Treasurer 2012-) and Andrew Golland (San Francisco); Dominic Kozerski (New York 2014-17); Tim Sudweeks (Webmaster); Dr Raj Barr (DC 2007-16); James Bush (Philadelphia 2014-); and Lira Luis (Chicago 2014-17).

This 2017 edition of our combined Bylaws and Constitution is consistent with RIBA-USA's MOU with RIBA (2012), RIBA's Strategic Plan (2017), and RIBA-USA President and Phoenix Chapter Chair, Phil Allsopp's business plan for the Americas (2017) following the positive review of the latter's financial and management arrangements by RIBA Chief Executive Officer, Alan Vallance, RIBA Director of Finance and Operations, Clem Brohier and their specialist legal and financial teams. In addition, this edition has been helpfully influenced by Elizabeth Robertson, Executive Director of Corporate Social Responsibility; Chloe Sadler (Policy); Sally Welbourn (Council); Virginia Newman (RIBA ED&I Ambassador); Oliver Escritt (RIBA Director of Membership) and William Hawkins (RIBA Nations and Regions). It has also benefitted from the advice of RIBA's Executive Director (membership) Adrian Dobson, RIBA legal advisor Eve Pienaar, Past Presidents, Angela Brady, Stephen Hodder, Jane Duncan, and current President, Ben Derbyshire, who all continue to take a keen professional interest in RIBA-USA's development and wellbeing.

Issued under the direction Philip D. Allsopp, President
of the RIBA-USA Inc. Board of Trustees on whose behalf
this was drafted by Tim Clark, President Emeritus of RIBA-USA.

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RIBA-USA, INC., BYLAWS AND CONSTITUTION

PART I: BYLAWS

ARTICLE I

Name and Purpose

- A. Name. The name of the Corporation shall be "RIBA-USA, Inc."
- B. Purpose. The purpose for which the Corporation is organized is provided in the Certificate of Incorporation of the Corporation, and includes all activities necessary to advance architecture, particularly British architecture, and to promote the acquisition and maintenance of the knowledge of the Arts and Sciences associated therewith. Part II, Section B, Item 1 of this document on page 15 describes this purpose as set forth in Form 1023 as approved by the IRS in granting 501 C) 3) tax exempt status to the Corporation.

ARTICLE II

Offices

- A. Offices. The principal office of the Corporation shall be care of American Institute of Architects, 17 and Sansom Streets, Philadelphia, Pennsylvania, 19102.

ARTICLE III

Self-Perpetuating Board and Seal

- A. Self-Perpetuating Board. The Corporation shall have no members, and the Board of Trustees ("Board") shall be self-perpetuating. The Board shall have between 7 and 15 members with each Board Trustee appointed by the Board for a three year staggered term as provided herein. The initial terms of the Trustees shall be staggered so that as close to the same number of Trustees shall serve for one (1) year, two (2) year and three (3) year terms. No Trustee shall be in office for more than six (6) consecutive years. No Trustee shall be re-appointed to the Board after any period of service until two (2) years have passed between periods of service. The Board shall appoint the Trustees, which shall include the President and President-elect in the total number of Trustees, by following the procedures established in Article IV item D. below.
- B. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation and the words "Corporate Seal, Pennsylvania." The Board may change the form of the seal or the inscription at its pleasure.

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ARTICLE IV

Chapters and the Selection of Board Members

- A. Chapters. Chapters formed prior to the date of incorporation of RIBA USA, Inc. to support the Royal Institute of British Architects shall be Chapters of RIBA-USA, Inc. New chapters formed to support the Royal Institute of British Architects in areas designated by the Royal Institute of British Architects may be accepted as Chapters of RIBA-USA, Inc. at the discretion of the Board. Detailed guidelines for the formation and organization of Chapters of RIBA-USA, Inc. are provided separately in Part II Section A of this document.
- B. Chapter Members and Annual General Meeting. All Chapter members shall be Chartered Members of the Royal Institute of British Architects. An Annual General Meeting of the Members of RIBA-USA shall be held at the annual convention of the American Institute of Architects unless the Board of Trustees, in its discretion, designates another time and place.
- D. Selection of Board Trustees, President and President-elect. The Board shall appoint to the Board one member from each Chapter, each of whom shall be nominated by majority vote of the Chapter to which the member belongs at such time intervals as shall ensure the staggered terms set forth in Article III item A. above. Until the entire territory of the United States of America ("Region") is covered by Chapters, the Board shall appoint up to four Chartered Members from the geographic areas in the Region without a Chapter to be a Board Trustee. The initial President shall be nominated by at least six Chartered Members and elected by a simple majority of all Chartered Members voting in the election. The President-elect shall be nominated and elected at the end of the second year of the incumbent President's then current term, and the incumbent President may be elected President-elect if he or she has not completed three (3) years in office. Notwithstanding the six (6) year term limit and unless specifically waived by a majority Board vote the President-elect may serve up to seven (7) years in office, one (1) as President-elect and up to six (6) as President.

ARTICLE V

Board of Trustees: powers attendance and voting

- A. Powers. The entire business, property and affairs of the Corporation shall be controlled and managed by the Board, which shall make and amend such rules and regulations concerning the Corporation's business, property and affairs as it deems proper. The Board is vested with all powers possessed by the Corporation insofar as this delegation of authority is not inconsistent with the laws of the Commonwealth of Pennsylvania, the Corporation's Certificate of Incorporation, these Bylaws or any amendments thereto.
- B. Trustees. The Board shall be composed of the Trustees appointed by the Board then in office as set forth above in Articles III item A. and IV item D. The Board shall appoint the Trustees at its annual meeting except when there is a vacancy in which case Article III item E. applies.

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- C. Removal of Trustees. Any trustee may be removed as a Trustee with or without cause by an affirmative vote of two-thirds (2/3) of the Trustees.
- D. Resignation. Any Trustee of the Board may resign at any time by giving written notice to the Board.
- E. Vacancies. The Board may fill any vacancy on the Board for the unexpired portion of the term.
- F. Attendance at Meetings. If a Trustee does not attend two (2) consecutive Board meetings, the Trustee shall be deemed to have resigned, However, the Board, by a majority vote, may retain the Trustee in that position if it judges acceptable the reasons for the absences.
- G. Voting. Each Trustee shall have one vote, except that in the event of a deadlock, the President shall have one additional vote to break the deadlock,
- H. Quorum. The quorum shall consist of a majority of the Board for all purposes except as otherwise provided by law or these Bylaws.

ARTICLE VI

Meetings of the Board of Trustees

- A. Regular and Annual Meetings. Regularly scheduled meetings of the Board shall be held at least biannually at a place and time designated by the Board between the hours of seven in the morning (7:00 a.m.) and nine in the evening (9:00 p.m.). The Annual Meeting of the Board shall be scheduled to fall in the second quarter of each year. The annual schedule for Board meetings shall be presented at the Annual Meeting, subject to modification by the Board during the year.
- B. Special Meetings. Special meetings of the Board may be called at a place and time designated between the hours of seven in the morning (7:00 a.m.) and nine in the evening (9:00 p.m.) by the President, or by a majority vote of the Board, including telephonic vote.
- C. Notice. No notice to the Trustees shall be required for any regularly scheduled meeting of the Board. Notice of the time and place of all special meetings shall be given to the Trustees at least three (3) days prior thereto, and shall be served in person, by email, mail, telefax or nationally known courier service, to arrive no less than 3 days prior to any meeting, upon each Trustee. The notice shall state the purpose of the meeting and no business shall be transacted other than that specified in the notice.
- D. Waiver of Notice. Trustees entitled to notice of a special meeting may waive the notice requirement in writing. The attendance by a Trustee at any meeting, without protesting the lack of notice of that meeting prior to the conclusion of the meeting, shall constitute waiver of notice by that Trustee.

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- E. Conference Phone. Any or all Trustees may participate and vote in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person for all purposes.
- F. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if prior to or after such action, a written consent thereto is signed by all Trustees, and such written consent is filed with the minutes of the proceedings of the Board.
- G. Action Taken by the Board. No action can be taken by the Board if a quorum is not present at the meeting. If a quorum cannot be obtained after a second adjournment for lack of a quorum, and the same Trustees have not attended the adjourned meetings, those Trustees shall be deemed to have resigned and their successors shall be appointed by the Board in accordance with Article V item E.

ARTICLE VII

Conflicts of Interest and Written Policy

- A. Financial or Personal Interest. No Trustee shall be compensated for his or her services to the Corporation as a Trustee. No Trustee shall have any Financial or Personal Interest in any business or transaction of the Corporation. The foregoing shall not be construed to preclude a Trustee from receiving reasonable compensation for services rendered to the Corporation in compliance with this Article VII and the Corporation's Conflict of Interest Policy.
- B. Disclosure and Disqualification. Whenever any matter involving the Financial or Personal Interest of a Trustee shall arise in deliberations or voting, such Trustee shall disclose the nature and extent of such Interest and shall be disqualified from participation in such deliberations or voting.
- C. Gifts and Favors. No Trustee shall accept remuneration in any kind or form that would not be offered or given if such person were not a Trustee except for token or incidental items or entertainment with a minimal value.
- D. Definitions. As used in this Article:
 - 1) "Financial Interest" means any interest, which shall yield, directly or indirectly, a monetary or other material benefit (other than duly authorized salary, compensation or reimbursement for services to the Corporation) to the Trustee or any immediate family member or to any person employing or retaining the services of the Trustee or any immediate family member. Immediate family members include a spouse or significant other, all children whatever their legal status, parents, grandparents, siblings and sibling's spouses and children; and

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- 2) "Personal Interest" means any interest arising from family or marriage relationships or from close business association whether or not any Financial Interest is involved.
- E. Written Policy. The Corporation shall adopt and maintain a written Conflict of Interest Policy. A copy of the Conflict of Interest Policy shall be given to each Trustee and each Trustee shall sign a statement that he or she has read and understands the policy, and will comply with all of its requirements. The current Conflict of Interest Policy document, including forms to be signed by those it affects is available separately from RIBA-USA.

ARTICLE VIII

Officers of the Board of Trustees

- A. Number. The officers of the Board shall be a President, President-elect, Treasurer and Secretary. All officers shall be Trustees and, except for the President who shall have a three-year term, shall be appointed for one-year terms or until their earlier death, resignation or removal as provided herein. The Secretary and Treasurer shall be members of RIBA and may, but are not required to, be Trustees.
- B. President. The President shall be the Chief Executive Officer of the Corporation with the right to exercise all the powers usually exercised by a chief executive officer, and shall preside at all meetings of the Board, including enforcing order and observance of the Bylaws.
- C. President Elect. The President-elect serves for a one (1) year term before taking office as President to learn the duties of the President.
- D. Officers' Duties. The officers' duties are set forth further in Article IX below.
- E. Vacancies. In the event that the office of an officer of the Board shall become vacant due to death, resignation, or removal, the remaining Trustees shall declare such vacancy to exist and shall fill such vacancy for the unexpired term by a majority vote.

ARTICLE IX

Officers of the Corporation

- A. Number. The officers of the Corporation shall be the officers of the Board.
- B. President. The President, in addition to the responsibilities set out in Article VIII item B. shall, with the consent of the Board, engage appropriate advisors to manage the business affairs of the Corporation, maintain the Corporation's books and records, and settle any outstanding liabilities of the Corporation to the best possible advantage. The advisors shall submit regularly to the Board periodic reports concerning their activities, including such special reports as may be required by the Board.

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- C President-elect. The president-elect has the duties set out in Article VIII item C.
- D Secretary. The Secretary shall be responsible for keeping accurate and complete records of all meetings of the Board in the minute book, and shall also carry on the necessary correspondence of the Board and perform such other duties as may be assigned. The Secretary shall hold custody of the seal of the Corporation, and shall have all powers and shall perform all duties commonly incident to and vested in the office of the Secretary of the Corporation. If the President is unable to perform his or her duties, the Secretary shall do so.
- E Treasurer. The Treasurer shall cause to be maintained an accurate record of all receipts and disbursements, and shall have all powers and perform all duties commonly incident to and vested in the office of the Treasurer of the Corporation. The Treasurer shall submit an annual report that shall be audited by an independent accounting firm selected by the Board. If the President and Secretary cannot perform the duties of the President, the Treasurer shall do so.

ARTICLE X

Committees and Chapters

- A Committees: The Board shall act as a committee of the whole. If necessary for the proper functioning of the Corporation, the Board may appoint standing or ad hoc committees, as it deems necessary.
- B Formation and Constitution of RIBA-USA Chapters. Consistent with Article IV item A of these Bylaws, RIBA Chapters that are formed in the USA and accepted by the Board as such shall abide by the Constitution and guidelines for the formation and running of RIBA Chapters and the common arrangements for Chapter and Regions that are set out in Part II of this document.

ARTICLE XI

Indemnification

- A Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless any Trustee or officer, or any former Trustee or officer, and may by resolution of the Board of Trustees indemnify and hold harmless any employee, against any and all expenses, liabilities, judgments, fines, settlements or other amounts actually and reasonably incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of (i) being a Trustee, officer or employee of the Corporation or (ii) the acts or obligations of the Corporation. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a Trustee, officer or employee may be entitled.

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- B Expenses Covered. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Trustee, officer or employee. The Corporation, where appropriate and to the maximum extent permitted by law, may advance expenses or may itself undertake the defense of any Trustee, officer, or employee. However, such Trustee, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.
- C Insurance. The Board of Trustees may also authorize the purchase of insurance on behalf of any Trustee, officer, employee or other agent against any liability incurred by him or her which arises out of such person's status as a Trustee, officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XII

Amendments

- A Amendment of Bylaws. These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the entire Board of Trustees at any regular or special meeting of the Trustees. The notice of the meeting shall set forth a summary of the proposed amendments.

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PART II: CONSTITUTION

Focusing on the structure and purpose of RIBA-USA, this Constitution is a statement of intent as to how the US membership proposes to organize and run the RIBA-USA Chapters with respect to local laws in the USA. In this respect and due to RIBA-USA's status as a corporation and tax exempt 501 C) 3) organization, it is bound and committed to comply with its Bylaws (Part I of this document) as a condition of that status.

This Constitution defines the formation and organization of the Region and Chapters in the USA, under the Bylaws that govern the operation of RIBA-USA Inc. as set out in Part I of this document.

The applicable Bylaws governing the operation of RIBA-USA Inc. make specific reference to the structure and purpose of RIBA-USA and its Chapters. Article IV item A on page 3 and Article X item B on page 7 refer to the following sections for guidance to the Region and its Chapters.

PART II SECTION A: STRUCTURE

1.0 Concept of RIBA-USA's Structure

RIBA-USA is an integral part of the RIBA, a regional organization of the RIBA and its activities emanate the RIBA's. Based on the RIBA Council Regulations and guidelines, this Constitution therefore provides a common basis for the operation of the US Region and Chapters but with a flexibility that allows scope for supplementary local procedures.

2.0 Extent and Subdivision

2.1 RIBA-USA Region and Chapters

The RIBA-USA Region shall encompass the USA geographical and political subdivisions with the following (active) chapters – Appendix 1 indicates i) their locations and ii) related US subdivisions.

Los Angeles (Southern California)
San Francisco
New York
Boston (New England)
Chicago (Mid-West)
Philadelphia,
Phoenix (South West),
Washington DC

2.2 Additional Chapters

Changes in the number or boundaries of Chapters shall be made by the RIBA-USA Board only after consultation with the appropriate Chapter Committees and may be divided, depending on geography, member distribution and member interest.

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3.0 RIBA-USA Region Electoral Registers and Voting procedures

3.1 Who is a member?

The electoral register for the RIBA-USA Region shall be maintained by the Chief Executive Officer of RIBA indicating which Chartered Members shall be a member of and on the electoral register for the Region in which either their main residence or their workplace is located.

3.2 Voting Arrangements

Voting arrangements for RIBA-USA Inc. are detailed in Article IV item D and V item G of the Bylaws, as set out in Part I of this document. Voting arrangements for Chapter Chair and committees shall follow the guidelines provided in clauses 9.2, 9.3 and 9.4 of this Constitution.

3.3 Changes of address

Unless a Chartered Member notifies the Chief Executive Officer, before the date for the close of nominations for elections, of a change of address or a change in the Region or Chapter, of which he is entitled to be a member, the address used for the RIBA's Journal and official Institute communications shall be the address included in the appropriate electoral register.

4.0 Composition of RIBA-USA Regional Board

The composition of the RIBA-USA Regional Board shall be according to Article VIII and IX of the Bylaws governing the operation of RIBA-USA Inc., as set out in Part I of this document.

5.0 Officers of the Regional Board, Regional Committees, and Working Groups

Officers of the Board shall be appointed according to Article IV item D of the Bylaws governing the operation of RIBA-USA Inc., as set out in Part I of this document. The creation of RIBA-USA Regional Committees and Working Groups shall be according to Article X of the Bylaws governing the operation of RIBA-USA Inc., as set out in Part I of this document.

6.0 Regional Responsibilities to RIBA

6.1 Representation on RIBA Council

RIBA-USA's Board shall be responsible to the RIBA Council and shall have specific representation on RIBA Council to reflect this relationship.

6.2 Accountability

Consistent with the requirements set out in Article IX of the Bylaws in Part I of this document, RIBA-USA's Board shall be responsible for administering funds allocated by RIBA Council. The funds shall be administered in accordance with the financial policy of RIBA Council. The President of the Board shall ensure that the RIBA-USA Board does not enter into financial commitments in excess of the resources of the Region.

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6.3 Fundraising

RIBA-USA's Board shall have power to act on behalf of the US membership of RIBA under the terms of its "tax-exempt" status as set out in the Bylaws and Articles to which this Constitution relates, to invite donations and to seek sponsorship for general initiatives or particular activities.

6.4 Auditing

RIBA-USA's Board shall submit the Region's accounts to the RIBA in accordance with the accounting policies and program laid down by the RIBA's Director of Finance, for inclusion in the RIBA's consolidated accounts for eventual submission to the RIBA's auditors.

6.5 Line of responsibility to RIBA

RIBA-USA's Officers are responsible to RIBA Council through the RIBA's Board. RIBA-USA's Board is responsible for the day-to-day direction of its Officers on matters that fall within their authority and for acting responsibly on the advice of those officers.

7.0 Regional Annual General Meeting

The Regional Annual General Meeting shall be arranged according to Article IV item B of the RIBA-USA Inc. Bylaws to which this Constitution relates.

8.0 Chapter Names

Chapters may retain traditional titles including the option of incorporating within the heading that they are a chapter of the RIBA.

9.0 Chapter Committees

9.1 Each Chapter shall be governed by a committee.

9.2 Formation and Composition

The Chair, having been elected according to Clause 10.2, shall select at least two other Chartered members to act as Secretary and Treasurer plus at least one other Chartered member to form a quorum to determine Chapter activity. This quorum may then elect additional Chartered Members, Affiliate Members, Student Representatives, and a representative to serve on the Regional Board, who shall normally be the Chapter Chair.

9.3 Minimum and Maximum numbers

Chapter Committees shall have a minimum of four (Chair, Hon Secretary, Treasurer plus one other Chartered member) and a maximum of sixteen members, including co-opted members. Subject to this, the Chapter Committee shall determine the number of elected Chartered Members on the Chapter Committee. Committee decisions by majority shall be valid only if at least four of its Chartered Members (a quorum) participate.

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9.4 Eligibility

All Chartered Members who are on the electoral roll of the Chapter are eligible for election to the Chapter Committee. Candidates for election to the Committee shall be nominated by and seconded by a Chartered Member who is on the electoral roll of the Chapter. Elections shall be held annually. Committee members may not normally serve longer than three consecutive years, at least two year's interval being required before they serve again. At the discretion of the Chapter Committee, these rules may be varied.

9.5 Student Representation

Up to two Student Members resident in the Chapter may serve as members of the Chapter Committee. They shall serve for one year and shall be eligible for re-election for further one-year terms subject to a maximum of three years.

9.6 Death or Resignation

Vacancies caused by the death or resignation of an elected Member of the Committee may be filled for the remainder of the session at the discretion of the Committee.

10.0 Chapter Committee Officers

10.1 Scope

The following officers shall form the Chapter Committee: Chair, Secretary, Treasurer and such other officers as the Committee may direct.

10.2 Chapter Chair

The Chapter Chair shall be a Chartered Member elected by majority vote of Chartered members within the Chapter boundaries for an initial three-year term of office, and may be re-elected by the Chapter committee for a further three-year term. Where a Chapter Chair is already in place, the rules pertaining to the election of Chair-elect shall apply. Unless waived by a majority vote of the Chapter Committee, no Chapter Chair may serve longer than six consecutive years, plus one additional year as immediate past chair, then there shall be an interval of two years before they may be re-elected as Chapter Chair.

10.3 Chapter Chair-elect

The Chapter Chair-elect, shall be a Chartered Member elected by majority vote of Chartered members within the Chapter boundaries before the end of the second year of the initial term of office of the Chapter Chair. Thereafter the appointment comes under the rules of clause 9.2 above. The Chair-elect shall assume the role of Vice-Chair and would normally deputize for the Chair unless the Chapter Committee decides to appoint another Chartered Member as Vice-Chair

10.4 Other Officers

Other Officers, including Student and Affiliate representatives of which no more than two of each shall be permitted, shall be elected as required by the Chapter Committee for

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up to three years after which there shall be an interval of two years before an individual can be re-elected to a Chapter Committee.

11.0 Chapter Committees and Working Groups

The Chapter may appoint Committees and sub-groups as it deems fit. The composition of such groups may include members of their Chapter Committee, Chartered Members on the electoral roll for the US Region and Student Members resident in the US Region.

12.0 Chapter Responsibilities

12.1 Responsibility through RIBA-USA Regional Board

Chapter Committees shall be responsible to RIBA Council through the Regional Board.

12.2 Accountability

Chapter Committees shall be responsible for administering funds allocated to their Chapter by the RIBA-USA Inc. Regional Board in accordance with such financial policy as shall be laid down by the Board. The Chapter Chair shall ensure that the Chapter Committee does not enter into financial commitments in excess of its resources.

12.3 Auditing

Chapter Committees shall submit the Chapter's accounts to the RIBA-USA Inc. Board in accordance with the policies and program set out by the RIBA Director of Finance for inclusion in the RIBA's consolidated accounts and submission to the RIBA's auditors.

12.4 Fundraising

Chapter Committees may invite donations and seek sponsorship for particular activities.

13.0 Chapter Annual General Meeting

13.1 Timing and Participation

Consistent with Article IV item B of the Bylaws of RIBA-USA Inc., as set out in Part I of this document, there shall be a Chapter Annual General Meeting, at such a place and at such a time and on such a date (not being later than 18 months after the previous AGM) as the Chapter Committee shall determine. In the case of a physical assembly, shall include arrangements for virtual participation by members who are unable to be present:

13.1.1 Chapter Annual Report

To receive the Annual Report of the Chapter Committee including the Chapter's accounts for the preceding year and other reports from Chapter Officers;

12.1.2 Report on Chapter Elections

To report on the results of the Chapter elections, if held by postal or e-mail ballot, or to elect members to the Chapter Committee.

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PART II SECTION B: PURPOSE

1.0 General Purpose of the RIBA-USA Region and Chapters

1.1 Strategic Purpose

Consistent with RIBA's guidance to its membership communities, to support RIBA's overall strategy of championing better buildings, communities and the environment, by example, by building alliances with public and professional bodies through the influence and advocacy of RIBA members in one or more of the following:

To improve the built environment and the quality of community life.

To advance architectural culture, knowledge and innovation.

To positively transform the practice of architecture.

To stimulate demand for better architecture.

1.2 RIBA-USA's terms of approval on IRS Form 1023

RIBA-USA Inc. ("RIBA-USA") is a tax-exempt (similar to UK Charitable) organization whose approval as such by the US Internal Revenue Service ("IRS") is based on declarations made to the IRS on form 1023 at the time of its approval. The following is a copy of the narrative that appears in RIBA-USA's approved IRS form 1023:-

1.2.1 Encouraging the Exchange of Ideas

The description of RIBA-USA Inc. as approved by the IRS in Pennsylvania in 2007 as a 501c3 tax-exempt entity reads as follows: "RIBA-USA is a Pennsylvania not-for-profit corporation established to foster the exchange of ideas between British-trained and US-trained architects. While not affiliated with the Royal Institute of British Architects ("Royal Institute"), the British equivalent of a not-for-profit corporation chartered in 1837 for the "general advancement of Civil Architecture", RIBA-USA has a strong association with that organization. Only Chartered Members of the Royal Institute can be members of RIBA-USA. RIBA-USA encourages the exchange of ideas about current architectural approaches in Britain and the USA and the maintenance of British and US architectural traditions. RIBA-USA facilitates this exchange of ideas and promotes the understanding of these traditions through educational programs. RIBA-USA, in cooperation with the Royal Institute, promotes exchange programs for British and US architects, and provides scholarships to support student exchanges between Britain and the United States."

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1.2.2 Educational Seminars, Displays and Exhibitions

RIBA-USA will hold periodic seminars, architecture poster displays, and exhibits to present both the history of architecture and modern architectural design from the U.S. and Great Britain at various locations in major cities in the United States each year. All these gatherings will be open to the public, other than brief times set aside for business meetings. RIBA-USA plans to ask architectural firms, construction companies and others involved in the building industry to give grants and donations to support these activities, as well as other programs discussed below. The seminars and exhibits are to facilitate the exchange of information among U.S. and British architects, and to educate the general public, about the architectural traditions and current status of architectural design in the U.S. and Great Britain.

1.2.3 Professional Internships, Exchanges and Scholarships

RIBA-USA is developing relationships with university architectural study programs in both the U.S. and Britain to encourage and support the exchange of students between the U.S. and Britain. RIBA-USA, with the RIBA in London, is generating scholarship support for students to participate in this program in both countries. In addition, RIBA-USA is developing in the U.S. internship programs for British students coming to architectural programs at U.S. universities to obtain experience with architectural firms. RIBA-USA is developing with the RIBA similar internship programs in Britain for U.S. students studying at British Universities. Finally, RIBA-USA and the RIBA encourage architectural firms within their respective countries to support and facilitate the exchange of British and U.S. architects among themselves, thereby giving members of the profession from each country in-depth exposure to the architectural practices of the other.

1.2.4 Setting Standards for Sponsorship

Because the scholarship programs, in particular, require access to appropriate levels of funding, RIBA-USA will engage in fund-raising activities to support these programs, as well as to fund the seminars and exhibits. RIBA-USA plans to levy a modest membership fee, \$25 per annum in 2008, but most of the financial support is expected to come from outside organizations interested in supporting RIBA-USA's goals.

RIBA-USA will provide scholarships to assist students from British universities to study in the U.S. At present, it is anticipated that such scholarships will provide a partial, but not full, assistance. RIBA-USA will establish a Scholarship Committee to set standards for the award of scholarships, to review applications and award scholarships. RIBA-USA expects to invite nominations of students by Faculty at British

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Universities, and will share the minimum standards required of applicants in order that the pool of students to be considered will meet its requirements. “

1.2.5 FOOTNOTES on RIBA-USA’s terms of approval of IRS Form 1023

- i) The text submitted on RIBA-USA’s behalf on IRS Form 1023 refers to “Pennsylvania because this is the US State in which RIBA-USA Inc. was incorporated as a tax-exempt corporation on February 9, 2007. RIBA-USA was qualified as a tax-exempt organization under Section 501 C) 3) of the Internal Revenue Code on July 31, 2008. The Commonwealth of Pennsylvania retains the original of its Certificate of Incorporation and the IRS has the original of its approved Form 1023, describing its purpose and activities.
- II) Although the above indicates plans to levy a modest membership fee in 2008, no such plan has yet been implemented as of December 2017 and when it is implemented, this will be the subject of prior discussion and coordination with RIBA London and with the IRS regulations.

1.3 Providing Region-wide Support to the RIBA Membership

The RIBA-USA Region’s purpose includes the implementation of certain key strategies and objectives set out in the current RIBA Chartered and RIBA-USA Regional plan, including efforts to:

- Connect with clients/users.
- Promote the value of architecture.
- Provide services to RIBA members.
- Help members maintain their competence through CPD.
- Satisfy and maintaining US Legal presence and tax-exempt status.
- Assist RIBA-USA Chapters to address the needs and priorities of local members.

When funds are in place on a regular and reliable basis (ie an inflation adjusted annual revenue) RIBA-USA region will also perform the following core activities either directly, through the regional office, or indirectly, by commissioning other service providers:

- Administer an awards program.
- Provide chapter support.
- Arrange travelling exhibitions.
- Share information about seminars and conferences
- Run a Regional clients' advisory service.
- Provide support and advice to RIBA council.
- Administer and run a conciliation and arbitration service.
- Coordinate communications (newsletter, mailings, etc.).
- Be responsible for local recruitment.
- Deal with relevant enquiries and issues raised by the RIBA.
- Liaise with regional government and economic planning authorities.
- Maintain contact with students and schools.

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1.4 Encouraging Local Activity

The RIBA-USA Board and Chapters are mutually supportive and shall generally encourage activity as appropriate, according to local capabilities, resources and interest:-

- Competitions; *see RIBA Guidelines.*
- CPD events; *building on RIBA/ RIBA-USA's AIA CES Provider status.*
- Exhibitions.
- Sale of publications/bookshop and other goods and services.
- Encourage the founding of independent or joint Architecture Centres.
- Collaborate with kindred professions.
- Conferences/lectures /courses of study.
- Networking and social events
- Practice visits
- Local promotion of the profession
- Fundraising and sponsorship
- Student support and placements

2.0 Common Arrangements for the Region and Chapters

2.1 Supporting the Goals of RIBA-USA

Each Chapter is an integral part of RIBA-USA and a focal point for membership involvement to support the goals of RIBA-USA, as set out in item 1 above. It enables members to work as a network, to come together, discuss professional matters, influence RIBA policy, collaborate to promote the profession, develop CPD activity and generally create the means by which to support one another and strengthen the Institute. Chapters should become involved in local issues in ways that both compliment and benefit from existing relationships between RIBA-USA's Regional Board, RIBA Head Office and the national institutions of the USA. The Chapters' other key tasks are as follows:

- Producing Chapter publications (e.g. Yearbook).
- Providing a local press service.
- Maintaining local membership and practice lists and notifying these to RIBA, which in turn shall provide regular and accurate updates from its membership database.
- Accounts/administration.
- Initiating and maintaining Legal and tax-exempt status.
- Assist other Chapters in the Region to address needs and priorities.

2.2 Sharing Experience and Knowledge of Local Issues

In addition, Chapters are encouraged to undertake the following tasks according to local capabilities and interests and to build a strong partnership with AIA in so doing:-

- Competitions, *where possible adapting RIBA Guidelines to local conditions.*
- CPD events – *RIBA /RIBA-USA is an official AIA Continuing Education Provider.*
- Exhibitions.
- Sale of publications/bookshop and other relevant goods and services.

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- Establish or collaborate with an Architecture centre.
- Collaborate with kindred professions.
- Conferences/lectures /courses of study.
- Awards.
- Networking and social events.
- Practice visits.
- Local promotion of the profession.
- Fundraising and sponsorship.
- Student support and placements.

3.0 Management of RIBA-USA Chapters

Management of the Chapter is in the hands of an elected committee in each case, the structure for which is set out in Section A on page 9 of this Constitution.

4.0 RIBA-USA Chapter Elections

The process of Chapter elections is to be timed to fit in with those of the nomination of delegates to RIBA-USA's Regional Board.

5.0 RIBA-USA Chapter/Regional Annual General Meetings

Consistent with Article IV item B of the RIBA-USA Inc. Bylaws, as set out in Part 1 of this document, the principal item for AGM is the Annual report (Chapter reports prepared by the Chapter Committee), Regional reports by the Corporate Officers of RIBA-USA Inc.. This shall be sent with the agenda to arrive with members at least three days before the meeting. The Annual Report shall be copied to office of the RIBA's Chief Executive Officer for internal distribution.

5.1 Rules of Debate

The rules of debate shall be the RIBA Standing Orders for Debate for Board Meetings.

6.0 RIBA-USA Chapter/Regional Accounts

RIBA-USA Chapter and Regional accounts shall be arranged according to the Bylaws governing the operation of RIBA-USA Inc., to which this Constitution relates.

7.0 RIBA Grants to Chapters and Region

The RIBA-USA Region is responsible for the allocations and proper use of grant monies by the Chapters who will account to them annually for the direct grant money. The Region, in turn, will provide an account of the use of the grant to RIBA headquarters for the satisfaction of the Institute's auditors.

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List of Board Members and former Board Members who contributed to discussions on this edition

Phil Allsopp (President of the Board of Trustees)

Deborah Bentley

James Bush

Catherine Clark

Tim Clark

Catherine Davis

Andrew Golland

Dominic Kozerski

Lira Luis

Chad Overway

Niall Saunders

Jonathan Wimpenny

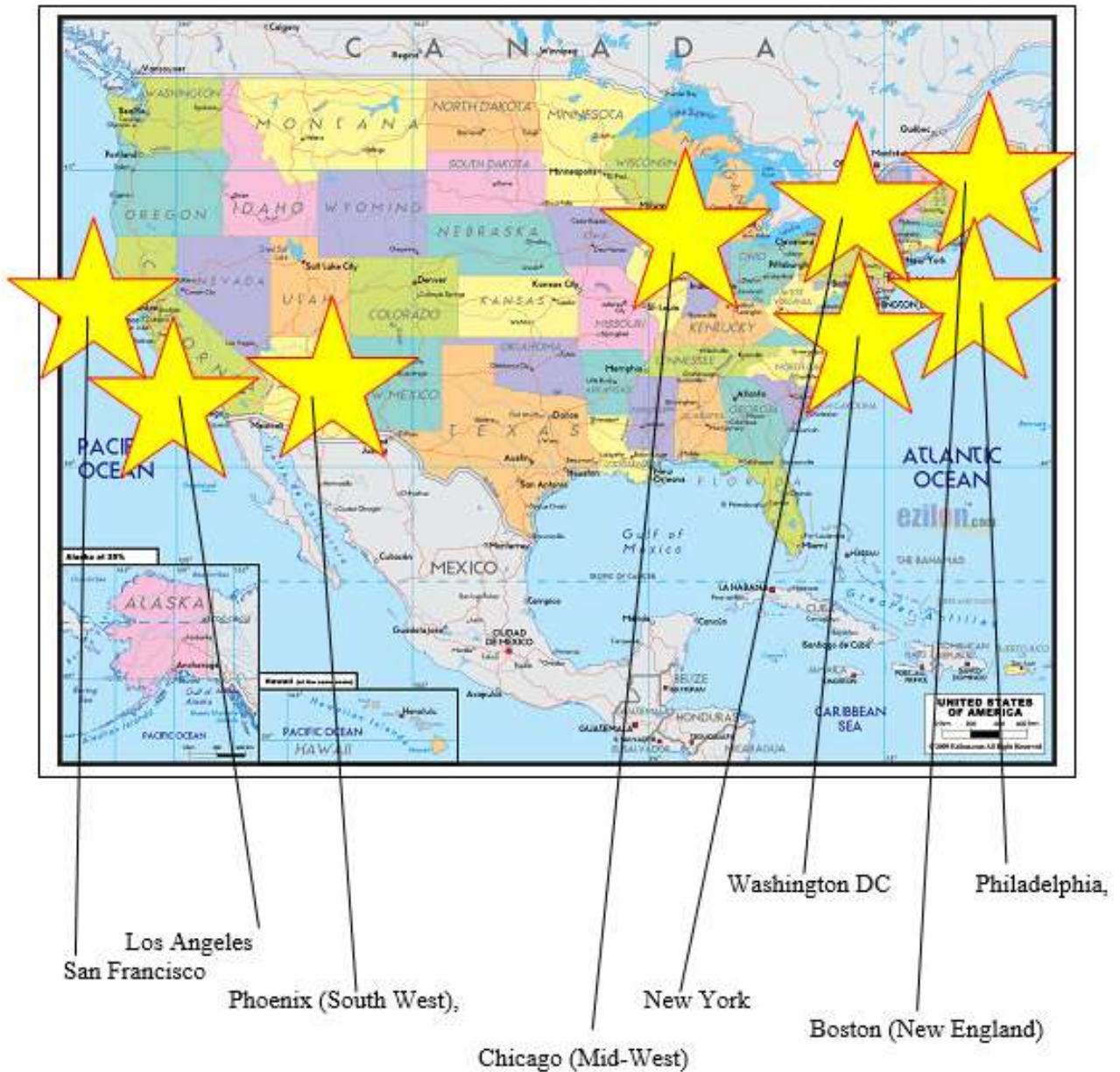
Originally published as a separate Constitution, effective April 19th 2005.

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This combined edition of December 31st 2017 was issued February 14th 2018.

Appendix 1 Maps showing US Chapters and Subdivisions

i) Chapter locations as of December 2017



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Appendix 1 (continued)

ii) Chapter Subdivisions as conceived in December 2017

