

**NATIONAL BYLAWS
and
STANDING RULES**

of

SOCIETY OF DESIGN ADMINISTRATION



May 2002

**BYLAWS OF
THE
SOCIETY OF DESIGN ADMINISTRATION**

An Affiliate of the American Institute of Architects

Amended May 12, 2002

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ARTICLE I

Name

The name of this organization shall be The Society of Design Administration, hereinafter referred to in these Bylaws as National or SDA.

ARTICLE II

Objectives and Organization

- Section 1. Organize and unite the membership in order to advance and promote the educational and professional standards of administrative personnel in design firms and related disciplines.
- Section 2. Provide programs to advance the knowledge and capabilities in the membership and contribute to the improvements of administrative methods and materials used in design firms and offices of related disciplines.
- Section 3. Provide a channel of communication between Chapters of the SDA.
- Section 4. Assist in the organization of new Chapters.
- Section 5. Maintain liaison with The American Institute of Architects (AIA) and other professional organizations.
- Section 6. Financial

The general purposes and powers are:

- A. Conduct its affairs, carry on its operations, have offices and exercise the powers of a non-profit corporation granted under law.
- B. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.
- C. Make contracts and incur liabilities; borrow money at such rates of interest as the corporation may determine; issue notes, and bonds; mortgage and pledge any or all its property, franchises, or income.
- D. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, hold, own, improve, use, or otherwise deal in and with real or personal property, or any interest therein wherever situated.
- E. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- F. Make donations for the public welfare or for religious, charitable, scientific, educational, or similar purposes.

Organization

- Section 1. SDA is self-governing, non-profit, non-partisan, non-sectarian and non-discriminatory. The Society of Design Administration is incorporated in the State of Washington as a non-profit corporation. The date of incorporation is April 15, 1975.

Section 2. The Federal Identification Number is 23-7070549. Federal Tax Exempt Status was granted December 28, 1976, Seattle, Washington 98112.

Section 3. The fiscal year of SDA shall be January 1 through December 31.

Section 4. SDA shall function throughout the United States of America and/or its possessions and territories, and other countries as deemed appropriate, through its component Chapter organizations or through International Affiliates. Subsidiary regional and/or state organizations may be formed by SDA as intermediate functioning agencies.

ARTICLE III

Members

Section 1. The membership of SDA shall be accorded only to such Chapters and Members-at-Large as fulfill the requirements and qualifications set forth in these Bylaws and the adopted standards of the organization.

Section 2. New Chapters

A. Application for Admission: A proposed new Chapter shall be sponsored by a Chapter of SDA and/or its local AIA Chapter. Application shall be made in writing to the Executive Committee, addressed to the President, and sent with the original and six (6) copies to the Vice President. It shall include the following:

- 1) A letter of intent addressed to the President by the organizing chair.
- 2) A letter from the sponsoring SDA Chapter and/or AIA Chapter. The letter from the sponsoring SDA Chapter shall include their pledge that their immediate Past President or other designated experienced officer shall act as continuing sponsor to the new Chapter for one (1) year from date of its acceptance to furnish guidance and assistance in its development.
- 3) A list of proposed members with information requested on Treasurer's Transmittal Form.
- 4) A check for National dues and fees for each proposed member.
- 5) A statement that the proposed new Chapter has adopted the Typical Chapter Bylaws provided by National until its own Bylaws are written and approved by National, and acknowledging that this must be accomplished within six (6) months from the date the Chapter is approved.
- 6) A list of the proposed new Chapter's Officers and Directors.

B. A proposed new Chapter shall not use the National name or otherwise imply membership in National until it has been chartered.

C. Acceptance: Acceptance or rejection of a proposed new Chapter shall be by a majority vote of the Executive Committee and it shall advise the applicant of its findings within thirty (30) days of the date application is made.

Section 3. Existing Chapters

- A. Once established, in accordance with Section 2A, a Chapter shall remain in good standing so long as it abides by the rules established in these Bylaws and maintains a current Chapter Bylaws document that is in conformance with the National Bylaws and Standing Rules.
- B. National dues-paying members may use SDA after their names. National membership classifications are as follows:
- 1) Corporate: Those persons employed as administrative personnel for an architect, engineer or design professional related to the construction industry, whether in private practice, on the staff of a licensing or registration board, a school, or any other public or private institution or company and consultants who perform design services administration for the entities described above. They shall pay Chapter and National dues, and shall have the right to vote and hold Chapter and National office.
 - 2) Associate: Those persons whose products or services support the design profession. They shall pay Chapter and National dues. They shall have the right to attend all meetings of SDA, to speak and take part in the discussions thereat, but they shall not have the right to be Chapter President or hold National Office.
 - 3) Emeritus: Those members in good standing at time of retirement from professional life in the design profession for a minimum of twelve (12) years and SDA for a minimum of ten (10) years. Retirees shall be assessed National dues. Local dues may be assessed as designated by individual chapter. They shall have all the rights and privileges of membership afforded them prior to retirement, except the right to hold National office or that of President Elect or President of their chapter. If an Emeritus member is certified (SDA/C) at the time of retirement, she/he shall maintain that status without the need to renew.
 - 4) Member-at-Large: Member-at-Large is an individual member of SDA when there is no existing chapter in the same area. A Member-at-Large shall pay National dues, but shall not have a vote on the Board of Directors.
 - 5) Student: Those persons who are currently enrolled as full-time students in an accredited program leading to a certificate or degree in architecture, engineering, interior design, or related design profession, or with a professed interest in applying their studies to the professional administration of such businesses. They shall pay Chapter and National dues. They shall have the right to attend all meetings of SDA, to speak and take part in the discussions thereat, and to serve as committee members. They shall not have the right to vote, to serve as a committee chair, or to hold Chapter or National office.
- C. Honorary: Those persons of esteemed character who are not otherwise eligible for membership but who have rendered distinguished service to SDA or the design profession. Nominations for honorary membership may be proposed by any Chapter or by three (3) or more individual members, in writing, addressed to the

President, accompanied by a detailed statement of nominee's qualifications for the honor. They shall be elected by a two-thirds (2/3rds) vote of the Board.

Honorary members shall be privileged to attend all meetings of SDA, to speak and take part in discussions, but they shall not have the right to vote nor to hold office. Honorary members of a Chapter do not automatically become Honorary members of National. They may be nominated as outlined above.

- D. Chapters, at their discretion, may offer other membership options at reduced or regular Chapter dues, such as:

For those Corporate and Associate members who reside or work too great a distance from a chapter to be able to attend meetings and participate in other chapter activities on a regular basis, a lower amount of Chapter dues may be assessed; however, they will pay the full amount of National dues under the National classification system.

Section 4. Procedure for Dissolution or Discontinuance (Suspension) of an Existing Chapter

- A. Written notice from the President of an existing Chapter shall be mailed to the members of the National Executive Committee of the Chapter's intent to dissolve or discontinue. Satisfactory explanation of reasons for such action shall be contained in the notice. The Executive Committee shall, within thirty (30) days of receipt of such notice, consider the request and notify the Chapter either of its pending agreement with the request or state reasons for denial of the request along with suggestions for remedial action in order to preserve the Chapter, either as an entity or by absorption of its members into another Chapter.
- B. Upon receipt of notice from the National Executive Committee, the existing Chapter shall consider this notice, both on Board level and membership level. If, after sixty (60) days of receipt of notice from the National Executive Committee, the Chapter has held an election to dissolve or discontinue, such election resulting in a two-thirds (2/3rds) vote of members in good standing voting to dissolve or discontinue temporarily (suspend), the Chapter shall again notify all members of the National Executive Committee.
- 1) If the proposed action is to dissolve the Chapter, the Chapter shall include in its notice to all members of the National Executive Committee the results of the voting, along with their program for dissolution, a financial report of assets and liabilities and their proposed program for distribution of said remaining funds and assets in accordance with their approved Bylaws to a non-profit organization.

The Chapter shall furnish satisfactory proof of their having satisfied obligations to the Internal Revenue Service (having filed final return, discontinued Federal Identification Number) and to the State taxing authority, if any. If incorporated in the State, proper notice shall be given to State authorities of dissolution, as well as to National.

Chapter Minute Books and official records shall be surrendered to the National Vice President for safekeeping. The Chapter shall return to the National Vice President all National guides, programs and data of whatever nature distributed by National to the Chapter. Upon the Chapter having satisfactorily discharged all dissolution processes, the

National Executive Committee shall grant said Chapter a discharge notice. The Vice President shall notify all Chapters, National Officers and National Committees of said action.

- 2) If the proposed action is to discontinue (suspend) the Chapter temporarily (a period not exceeding three (3) years), the Chapter shall render a financial report of assets and liabilities and satisfactory proof of their having satisfied obligations to the Internal Revenue Service and local State taxing authorities. The remaining funds shall either be distributed per the Chapter's Bylaws to a non-profit organization or shall be surrendered to National for deposit in a custodial account (preferably a savings account with National Officers authorized to sign thereon) pending reactivation of the Chapter. The National Executive Committee shall be notified of the Chapter's Interim Custodian and address so that periodic contact may be maintained. The Chapter's Minute Books and official documents shall be delivered to SDA National Headquarters for safekeeping until reactivation occurs.

Upon the Chapter having satisfactorily discharged all suspension processes, the National Executive Committee shall grant said Chapter a suspension notice and the Secretary shall notify all Chapters, National Officers and National Committees of said action, including name and address of temporary Chapter Custodian.

Reactivation shall be handled the same as a new Chapter applying for membership in the organization (Bylaws, Article III, Section 2.A) and in addition, said Chapter shall be on a probationary period of at least one (1) year or more as determined by the National Executive Committee and under the active review by the Sponsoring Chapter. Upon having approved reactivation, funds in the custodianship of National shall be remitted to the reactivated Chapter.

- 3) Absorption of Members into Another Chapter: Any members of a dissolved or discontinued Chapter may request assignment to another chapter at direction of the National Executive Committee, and said adopting Chapter shall enroll these members who shall pay to said Chapter required additional dues and fees applicable to the Chapter's current fiscal year. Proper notice of transfer of said members shall be made to National Officers and National Committees for their records.
- 4) Merger: Due to complexity of tax regulations, no Chapter mergers shall be allowed.

C. A Chapter in Process of Dissolution or Discontinuance (Suspension):

- 1) Relinquishes the vote of its President as a Director of SDA although it may have a member in attendance at the National Convention as an observer but not as a voting delegate participant.
- 2) Any member of said Chapter who is a National Officer or National Committee Chair shall be declared as having resigned said National post which shall thereupon be declared open for appointment in accordance with these Bylaws, unless that person becomes a member of another Chapter.

- 3) Said Chapter or members may not represent themselves in any way as a member in good standing of SDA.
- D. The National Executive Committee may request suspension or dissolution of a Chapter for good cause as determined by the Executive Committee who shall thereupon report its recommendation to the Board of Directors, who shall vote to confirm the Executive Committee's decision, a two-thirds (2/3rds) affirmative vote being required to confirm said action.
- E. The National Executive Committee may have the option to suspend or dissolve a Chapter for good cause without making a recommendation to the Board of Directors, if the proposed Chapter has not held a yearly Chapter election before the end of the fiscal year, no new members are joining the said Chapter and the existing members are not renewing. The Executive Committee shall vote to confirm the Committee's decision; a two-thirds (2/3rds) affirmative vote being required to confirm said action.
- F. National Headquarters shall advise the Board of Directors and Committee Chairs concerning status of said Chapter to effect revisions of all records and mailings of all kinds.

Section 5. Ethics

- A. Any Chapter in violation of the Objectives and Standards of this organization shall be investigated by the National Executive Committee in accordance with Roberts Rules of Order Newly Revised and the decisions of the National Executive Committee in accordance therewith shall prevail.
- B. Violation of ethics by a member in a Chapter shall be handled by its Board of Directors according to the same standards as above, and only if said Board of Directors agrees it cannot reach a decision are they to request assistance and an opinion from the National Executive Committee.

ARTICLE IV

Officers and Directors

Section 1. The Officers of National shall consist of a President, a President Elect, a Vice President, a Secretary, a Treasurer, and Immediate Past President/Director. Each shall be from a different Chapter with the exception of the Immediate Past President/Director.

The offices of Recording Secretary and Corresponding Secretary may be combined into Recording/Corresponding Secretary as an option at any annual election at National Convention.

Section 2. In succeeding years, the President Elect shall become the President and the remaining officers shall be elected.

Section 3. The Board of Directors shall be comprised of all National Officers, all active Past National Presidents who remain a Member in good standing with Chapter and National, and all Chapter Presidents.

Section 4. The national president or equivalent of each International Affiliate of SDA shall have one non-voting seat on SDA's Board of Directors. They shall have the privilege of the right to make comments and recommendations on the business of the Society.

Section 5. The Executive Committee shall be comprised of the President, President Elect, Vice President, Secretary, Treasurer, and Immediate Past President/ Director. The Executive Director shall be a member ex-officio of the Executive Committee without the right to vote, but with the privileges of comment and recommendations on business of this Committee.

Section 6. Term of Office

A. Officers shall take office at the conclusion of each National Convention and serve through the following National Convention or until their successors have been elected and installed. Once elected, such Officer may remain in office for that period regardless of whether the Officer's employment status changes.

B. The President, President Elect and Immediate Past President/Director shall not serve more than one consecutive term of one (1) year in the same office, except in years when both a President and President Elect are elected at the Annual Convention, the President may be elected to a second consecutive year. The other officers shall be eligible to serve two (2) consecutive terms if nominated and elected. No officer shall serve more than seven (7) consecutive years on the Executive Committee.

C. Past President may not run for National Office within three (3) years of serving a term as National President.

Section 7. Eligibility

A. All candidates for National Office must have been a Corporate member of a Chapter in good standing for at least three (3) years, have served on a local board for at least one year, and have attended at least one national convention or one leadership conference prior to the convention at which they are nominated. All candidates shall be in attendance at the National Convention at which they are proposed for election to office.

B. Candidate for President Elect shall have served as a Chapter President for a minimum of ten (10) months, or to have shown exemplary leadership experience to be validated by the Nominating Committee; and must have served on the National Executive Committee for one term or be currently serving on the National Executive Committee.

C. There shall be no more than one (1) officer from any one (1) Chapter serving at the same time, with the exceptions of the Immediate Past President/Director and current active Past Presidents.

Section 8. Voting: Each member of the Board of Directors shall have one (1) vote. A quorum consists of a majority of the Board.

Section 9. Vacancies

A. If a vacancy occurs in the Office of President, the President Elect shall fill the unexpired term.

- B. If a vacancy occurs in the Office of the President Elect, it shall not be filled until the next Annual Convention at which time a President and President Elect shall be elected. In the event vacancies exist in both Offices of President and President Elect, the Board of Directors shall vote for a President from among the remaining Officers to fill the remaining term.
- C. If a vacancy exists in any of the other elective positions, it shall be filled by appointment by the President and ratified by a majority vote of the Executive Committee.
- D. Assuming any Office and completing the unexpired term for a period of less than six (6) months shall not affect eligibility to run for that Office in the succeeding year.

ARTICLE V

Annual Meetings

Section 1. The Annual Meeting of the Board of Directors, herein referred to as the "Annual Convention", shall be held at a time and place fixed by the Board, preferably at the same time and place as the Annual Convention of the American Institute of Architects.

Section 2. Agenda for the meetings at the Annual Convention shall be submitted to each Chapter thirty (30) days prior to the Annual Convention.

ARTICLE VI

Board of Directors and Executive Committee

Section 1. The Board of Directors is empowered to transact all business not specifically reserved for action by the membership.

Section 2. Each member of the Board shall have one (1) vote. Business of the Board may be conducted by mail provided satisfactory evidence of the question and vote outcome is filed with the Secretary and duly announced.

Section 3. The Board of Directors shall vote upon any matters of the SDA Design Firm Management Education Foundation, Inc. as appropriate or required, including the election of the directors of the Foundation as outlined in the Bylaws and Articles of Incorporation of the Foundation.

Section 4. Executive Committee

- A. The Board may delegate to the Executive Committee any business not specifically reserved for action by the membership, with full authority to order SDA actions and affairs within the Bylaws, rules and Board resolutions between meetings of the Board.
- B. Each member of the Executive Committee shall have one (1) vote. The business of the Executive Committee may be carried on by mail or e-mail provided satisfactory evidence of the question and vote outcome is filed with the Secretary and duly announced. A majority of the voting strength shall constitute a quorum.

In any year when Offices of Recording Secretary and Corresponding Secretary are combined in one office, said combined Office shall have one (1) vote.

- C. In the event that a tie vote occurs on the Executive Committee, the item will be presented to the entire Board of Directors for voting.
- D. Among the duties of the Executive Committee are:
- 1) Render written Annual Report and its recommendations to the Annual Meeting of the Board of Directors.
 - 2) All personnel action related to an Executive Director and any administrative offices or staff for SDA.
 - 3) Ratify by a majority vote appointments by the President to fill vacancies in the elective positions of Vice President, Secretary or Treasurer.
 - 4) Ratify by a majority vote appointments by the President of Committee Chairs.
 - 5) Recommend to the President the establishment of other Committees, Standing or Special, as may be deemed necessary to carry on the work of SDA.
 - 6) Chapter Development:
 - a. Authorize the establishment of one or more Chapters of SDA in each state, territory or possession of the United States of America.
 - b. Process applications for admission of new Chapters. Acceptance or rejection of a proposed new Chapter shall be by majority vote and applicant shall be advised of its acceptance or rejection within thirty (30) days of the date application is made.
 - c. Approve the name of each Chapter.
 - 7) Financial:
 - a. Authorize in advance expenditures proposed in the amount of \$75.00 or more.
 - b. Approve the annual budget submitted by the Finance Committee.
 - c. Approve payment, and/or prorate payment of expenses of National Officers and Immediate Past President/Director and Chairs of the Convention Committee, Bylaws Committee, Education Committee, Public Relations Committee, and *behind the design* Editor to attend Convention.
 - d. Direct and act with respect to other financial matters of SDA.

- 8) Annual Convention:
 - a. Authorize a sum to be advanced to the Annual Convention Committee on a full accounting basis, for expenses in connection with the Convention, with any unexpended funds to be reimbursed to the Treasury.
 - b. Approve registration fee for Annual Convention.
 - c. Employ a Registered Parliamentarian for Annual Convention, at its discretion.
 - d. Direct the program for the Annual Convention and approve final plan thereof.
- 9) Review recommendations of the Bylaws Committee and make recommendations to the Board.
- 10) Approve documents, forms, materials, brochures, etc., as proposed by the Publications Committee.
- 11) Render decisions as brought forth under Article III, Section 5, Ethics.

Section 5. The Board of Directors as a whole shall vote upon any matters of the CANSTRUCTION, Inc. Foundation as appropriate or required, including the election of the directors of the Foundation as outlined in the Bylaws and Articles of Incorporation of the Foundation.

ARTICLE VII

Committees

Section 1. The President, with the approval of the Executive Committee, shall appoint the Chair of each committee with the exception of the Nominating, Membership, Finance and Certification Committees and the Past Presidents' Council. Each Chair shall appoint members to their committee and within thirty (30) days' report their names to the President.

Section 2. Standing or Special Committees

The committee shall be as follows:

A. Bylaws: This committee shall:

- 1) Submit, in accordance with Article XIII, amendments to the Bylaws of the Society of Design Administration. This committee shall consider, edit and/or correlate such amendments as it may originate and as are referred to it. The proposers of the amendment shall be identified in the previous notice. Maintain a copy of the current Bylaws and Standing Rules, and distribute copies to the Executive Committee and Chapter Presidents for their files.
- 2) Receive and examine Bylaws, which are presented by Chapters for conformance with National Bylaws. Advise the Chapter in writing of non-

conformance and suggest wording that will conform with National Bylaws.

- 3) Maintain a signed file copy of the Bylaws of each Chapter, and provide a signed copy for the files of National Headquarters.

B. Finance: This committee shall consist of the Treasurer as Chair, the Immediate Past President/Director and one other member. This committee shall:

- 1) Prepare the budget for the coming year.
- 2) Obtain approval of the annual budget by the Executive Committee.
- 3) Provide each Officer and committee chair with an estimated budget for that Office or Committee.
- 4) Make pertinent recommendations as to the financial operation of SDA.

C. Awards Committee: This committee shall oversee and coordinate submittals and selection of winners for any national awards presented and shall coordinate the Awards Ceremony with the Convention Committee.

D. Convention: This committee shall:

- 1) Plan and supervise the Annual Convention in cooperation with the President and the local Convention Arrangements Committee.
- 2) Determine, with the approval of the Executive Committee and the local Convention Arrangements Committee, the registration fee.
- 3) Serve during the meeting of the Convention as liaison between the President and the local Convention Arrangements Committee in order to coordinate the details of the Convention Program.
- 4) Submit a complete post convention report in triplicate, one (1) copy each to be sent to the President, the Executive Director, and the succeeding Convention Chair.
- 5) Convention Subcommittees:

a. Credentials: This subcommittee shall:

- (1) Distribute to each Chapter by a predetermined time period, eligibility requirements and credentials forms with instructions for Delegates or Alternates to return completed forms by a specified time.
- (2) Examine all forms returned to verify the eligibility of each member listed; notify Chapter if an elected Delegate or Alternate is found ineligible.
- (3) Compile a list of members entitled to vote, listed in alphabetical order by Chapter name.

- (4) Coordinate with registrar prior to convention, recording delegates and alternates as officially registered to vote and verifying that membership fees are paid.
 - (5) Issue at Convention a badge ribbon to member indicating status of Delegate or Alternate.
 - (6) Bring to convention all Delegate/Alternate/Proxy credential forms as evidence of rights to vote.
 - (7) Prepare committee's first report to the Convention Committee, which includes registrations only to such an hour as will enable the Chair of the Credentials Committee to present this initial report as the first item of official business of the Convention.
 - (8) Continue to operate as a committee until the Convention ends, i.e., recording changes in the registration rolls, or the departure of Delegates and the registration of Alternates to replace them.
 - (9) Submit a supplementary Credentials Report, at the beginning of the business meeting and at other times when required, resulting from changes in the registration rolls.
 - (10) Maintain the master roll of currently voting members of the convention so that their exact number can be promptly determined.
- b. Resolutions: This committee shall consist of the Past President/Director as Chair and one (1) or two (2) other members as deemed necessary.
- (1) This committee shall receive, consider and evaluate all resolutions and other forms of recognition referred to it, report its recommendations to the Executive Committee for approval and report approved resolutions to the Annual Convention.
 - (2) This committee may originate resolutions.
- c. Local Convention Arrangements Committee.
- d. Convention Seminar Committee: This committee shall propose seminars to be presented at SDA's annual convention. Following approval by the Executive and Certification Committees, this committee shall handle the arrangements for presentation of the seminars.
- e. Other committees as deemed necessary by the Convention Chair.

- E. Nominating: The Nominating Committee shall consist of five (5) members and two (2) alternates nominated from the floor and elected by ballot at the Annual Convention. They shall represent seven (7) Chapters and no member shall serve more than one (1) consecutive term. If a member of the Nominating Committee stands for election, she/he shall be replaced by an alternate. This Committee shall:
- 1) Name at least one (1) candidate for each elective office.
 - 2) Obtain permission of the candidates to place their names on the slate.
 - 3) Determine that each candidate is eligible for office.
 - 4) Submit a slate in writing to the Board of Directors thirty (30) days prior to the Annual Convention.
 - 5) Include a short biography of each candidate.
- F. Education: This Committee shall:
- 1) Develop and administer programs of continuing education for the membership.
 - 2) Coordinate the publication of the *Society of Design Administration Handbook*.
- G. Membership: Committee shall consist of the Vice President as Chair and other members. This committee shall:
- 1) Promote the membership growth within existing chapters and Member-at-Large.
 - 2) Promote networking between chapters to assist in developing membership growth, and cooperation in giving and attending educational seminars.
 - 3) Coordinate membership packets with National Headquarters.
 - 4) Promote chapters' interest in applying for membership growth award given by National at Convention.
 - 5) Assist the Vice President, as requested, in the development of new chapters and responses to membership inquiries.
- H. Publications: Committee shall consist of the following subcommittees:
- 1) Resource Center: This subcommittee shall:
 - a. Maintain master copy of all publications and adequate stock of each.
 - b. Submit a Publications List to the Executive Committee annually for approval.

- c. Distribute approved Publication List annually to Chapter Presidents, National Officers and National Committee Chairs. Fill orders for publications.
 - d. Supply copies of any updated publication to the Historical Committee Chairperson for inclusion in the archives.
 - e. Receive, purchase, and distribute orders from Chapters for SDA lapel pins or other membership identification.
- 2) *behind the design*: The Chair of this subcommittee shall be the Editor of SDA's national publication *behind the design*.
- a. Coordinate the publication and distribution of the *behind the design*.
 - b. The Editor may be appointed for more than one term.
- I. Public Relations: This committee shall:
- 1) Prepare publicity statements for release at the time of the Annual Convention.
 - 2) Obtain publicity for SDA through all available news media, publications of the AIA, and other publications and trade journals.
 - 3) Work with Chapter Publicity Committees toward obtaining local publicity.
- J. Historical: This committee shall:
- 1) Maintain the history of SDA (*The SDA Story*) with annual updates.
 - 2) Catalogue and store permanent records of the organization.
- K. Certification Committee: This committee shall consist of five (5) members, serving staggered terms in accordance with the committee manual. Each member of the Committee shall be a Certified Design Administrator. The Chair of the Committee shall succeed to the position in accordance with the terms outlined in the committee manual. No national officer or staff member may serve on the Committee. The Committee shall have and maintain a manual, providing one copy and any updates to the National President. The basic duties of the Certification Committee shall be as follows:
- 1) Review candidates' applications for eligibility and advise candidates of status.
 - 2) Arrange and hold oral interviews for successful candidates at Annual Convention or other appropriate place.
 - 3) Prepare and award certificates of certification at Annual Convention.
 - 4) Review and approve/disapprove seminars and programs for eligibility for credit toward certification for both local chapter presentation and national convention presentation.

5) Update program materials.

L. Such other Committees, Standing or Special, shall be appointed by the President as the Executive Board shall from time to time deem necessary to carry on the work of SDA.

Section 3. The written Annual Report of the respective Committees and recommendations shall be rendered to the Annual Meeting of the Board of Directors and thereafter to the Annual Convention.

ARTICLE VIII

Dues and Fees

Section 1. The amount of annual dues and fees shall be established at the Annual Convention by a two-thirds (2/3rds) vote.

Section 2. Renewing Members shall submit dues directly to National Headquarters no later than January 31 of each year. National Headquarters shall coordinate with local Chapters to facilitate distribution of renewal invoices. In preparation for mailing of individual invoicing on November 30, Chapter Treasurer will submit to Headquarters local dues structure as requested.

Section 3. Dues are non-refundable.

Section 4. National Headquarters shall provide itemized breakdown of members in good standing, their classification of membership, and current mailing to the Chapter Treasurer and Credentials Committee Chair. Chapter dues will be remitted to Chapters directly from Headquarters within 15 days of receipt.

ARTICLE IX

Duties of Officers and Directors

Section 1. President

A. Preside at all meetings of SDA and the Board.

B. Interpret all policies.

C. Coordinate the activities of all Officers, Directors and Committees.

D. Appoint all Committee chairs with the exception of the Nominating, Membership, Finance and Certification Committees and the Past Presidents' Council.

E. Serve as ex officio member of all Committees except the Nominating and Certification Committees and the Past Presidents' Council.

F. Coordinate, with appointed representatives of the AIA, the implementation of the "Agreement of Affiliation Between The American Institute of Architects and The Society of Design Administration." Represent, or appoint a designee to

represent, SDA as guest at meetings of the AIA Board of Directors and the AIA Commission to which SDA is assigned.

- G. Serve as the administrative head of SDA and exercise general supervision of all its business affairs.

Section 2. President Elect

- A. Perform all duties of the President in the event of the absence of the President or of the President's disability.
- B. Perform all duties properly assigned by the Board.
- C. Assist the President in implementing current National programs, and with the advice and consent of the President and/or Board, assume responsibility for planning future programs of National.
- D. Serve as ex officio member of all Standing Committees, except the Nominating and Certification Committees and Past Presidents' Council.
- E. Succeed to the Office of President upon the expiration of the term of Office of the President.
- F. Assist or arrange assistance for struggling chapters.
- G. Organize the Leadership Conference.

Section 3. Vice President

- A. Perform the duties of the President or President Elect in their absence.
- B. Perform such other duties as the President or Board may designate.
- C. Perform duties necessary for development of new chapters.
- D. Shall not become President Elect by means of succession.
- E. Shall chair the Membership Committee.

Section 4. Secretary

- A. Conduct the correspondence of SDA as directed by the President.
- B. Update Officers' Guide as required.
- C. Perform such other duties as the President or Board may designate.
- D. Issue notices of all meetings of SDA and the Board.
- E. Coordinate with the Executive Director the recording and transcription of the minutes at all meetings of SDA, the Board and the Executive Committee; maintain the minutes in proper order; and transmit the documents to members of the respective bodies.
- F. Provide a synopsis of the Executive Committee meetings to the members via SDA's web site.

- G. Record results of voting by mail and announce the results in writing.

Section 5. Treasurer

- A. Coordinate with SDA Headquarters for the collection of dues, fees, and other income. Review and approve all disbursements and deposit information. Coordinate with SDA Headquarters for the preparation and submission of quarterly reports for review by Executive Committee, and semi-annual and annual reports to the Board of Directors. Monitor the preparation and submission of a written financial year-end statement (January 1 through December 31) plus a current report (January 1 through end-of-month prior to date report is due) for inclusion in the Annual Convention Report.
- B. Coordinate filing of Federal Information Tax Return with Internal Revenue Service and any other forms required by IRS prior to their due dates.
- C. Chair the Finance Committee.
- D. Perform such other duties as the President or Board may designate.

Section 6. Immediate Past President/Director

- A. The Immediate Past President/Director shall act in an advisory capacity to the President.
- B. Serve on the Finance Committee.
- C. Perform necessary duties for processing chapter dissolution or suspension.
- D. Chair the Resolution Committee.
- E. Perform such other duties as the President or Board may designate.

Section 7. Registered Agent in the State of Washington

Inasmuch as the State of Washington requires that an incorporated organization name a Registered Agent for the State of Washington, the "Registered Agent" shall be a member ex officio of the Executive Committee without the right to vote.

Section 8. Executive Director

- A. SDA Headquarters shall coordinate with National Treasurer the collection of dues, fees, and other income. Review and approve all disbursements and deposit information. Coordinate with SDA Headquarters for the preparation and submission of quarterly reports for review by Executive Committee, and semi-annual and annual reports to the Board of Directors. Monitor the preparation and submission of a written financial year-end statement (January 1 through December 31) plus a current report (January 1 through end-of-month prior to date report is due) for inclusion in the Annual Convention Report.
- B. Compile, update, and distribute a list of Chapter Presidents, Chapter Officers, Directors and members as required by the Board.
- C. Update the National SDA mailing list.
- D. Supervise the ordering and distribution of stationery and business cards as requested.
- E. Provide mailing labels as needed.

- F. Coordinate with the Secretary the recording and transcription of the minutes at all meetings of SDA, the Board and the Executive Committee; maintain them in proper order, and transmit to members of the respective bodies.
- G. Maintain all legal documents of SDA and copies of Chapters' Bylaws.
- H. Perform such other duties as the President or Executive Committee may designate.
- I. Duties of Executive Director may be delegated to National Headquarters staff.

ARTICLE X

Board of Directors' Annual Meeting

Section 1. Delegates

- A. Delegates to the Board of Directors' Annual Meeting shall be the members of the Board as described in Article IV, Section 3.
- B. Chapter's shall submit their voting credentials to the Convention Credentials Chair on the appropriate form as provided to them prior to the Board of Directors' Annual Meeting. This form shall include the name of the Chapter's Delegate, Alternate, and/or Proxy. The form shall be submitted in accordance to directions provided by the Credentials Chair.
- C. Each Delegate shall have one (1) vote on all business transacted at the Annual Convention.
- D. If a Chapter cannot be represented by a delegate at the Annual Convention, it may be represented by Proxy. The person to act as Proxy shall be submitted to the Convention Credentials Chair on the appropriate credentials form as provided to them prior to the Board of Directors' Annual Meeting. The person to act as Proxy shall be either an Officer of National, a Past President member of the Board, or a Delegate to the meeting. No person shall hold more than one proxy.
- E. In the event, after assembly of the Convention, any Delegate is not present during Roll Call, another member of the Delegate's Chapter or another Chapter to whom the Delegate has delegated the authority in writing, shall be entitled to cast the vote allocated to the absent Delegate. Permission shall be obtained from the Presiding Officer to be absent and to arrange for a substitute.
- F. Non-delegates may attend any meeting of the assembly but may speak only on recognition of the Presiding Officer.

Section 2. Election

- A. The voting strength of each Annual Meeting shall be the Delegates present or by proxy. Each shall be entitled to one (1) vote.
- B. Voting shall be by ballot, but in the event of only one candidate for an office, the Secretary will be instructed to cast a unanimous vote for that candidate.
- C. Officers shall be elected by a majority vote at Convention.

Section 3. Convention Minutes

A copy of the National Convention Minutes and the current National Budget shall be mailed to all National Officers and National Directors within sixty (60) days from the last day of the Convention.

ARTICLE XI

Quorum

A majority of the voting strength shall constitute a quorum for the Executive Committee, Board of Directors and Annual Convention.

ARTICLE XII

Parliamentary Authority

Section 1. Robert's Rules of Order Newly Revised shall govern the proceedings of SDA in all cases not provided for in these Bylaws or Standing Rules.

Section 2. A Registered Parliamentarian may be employed for the Annual Convention at the discretion of the Executive Committee.

ARTICLE XIII

Amendment to the Bylaws

The Bylaws may be amended only at the Annual Convention as follows:

Section 1. By a two-thirds (2/3rds) vote, provided the proposed amendment shall have been submitted to the Board forty-five (45) days prior to the Convention.

Section 2. By three-fourths (3/4ths) vote, provided previous notice shall have been given at an earlier meeting of the same session.

ARTICLE XIV

Dissolution

Upon dissolution of National, the assets, after all claims against those assets have been satisfied, shall be contributed to the American Institute of Architects Foundation, Inc.

ORIGINAL BYLAWS ADOPTED: May 14, 1975

Bylaws Amendments Adopted:

May 21, 1975	May 25, 1983	May 21, 1990	May 16, 1998
May 5, 1976	May 9, 1984	May 20, 1991	May 8, 1999
June 8, 1977	June 12, 1985	June 20, 1992	May 6, 2000
June 6, 1979	June 9, 1986	June 19, 1993	May 19, 2001
June 1, 1980	June 22, 1987	May 14, 1994	May 12, 2002
May 17, 1981	May 16, 1988	May 6, 1995	
June 9, 1982	May 8, 1989	May 11, 1996	

**STANDING RULES OF
THE
SOCIETY OF DESIGN ADMINISTRATION**

An Affiliate of the American Institute of Architects

Amended: May 11, 2002

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1. Organization

- A. Each Chapter's Bylaws shall conform to the provisions of the National Bylaws where applicable. Each year that National adopts new amendments, each Chapter shall review its Bylaws for conformance to the National Bylaws and submit an electronic copy to the National Bylaws Committee for approval.
- B. Each Chapter shall submit an electronic copy of its Bylaws to the National Bylaws Committee every 5 years.
- C. All Chapter's Bylaws and any proposed amendments thereto must first receive the approval of the National Bylaws Committee before they can be enacted by the Chapter.
- D. Each Chapter shall elect Officers no later than in the month of December and shall notify the National Secretary on or before December 31st of that year.
- E. Each Chapter's Fiscal Year shall be January 1 through December 31.
- F. Any Chapter who chooses to seek Federal or State tax exempt status shall do so as an individual chapter with the understanding that substantial fees may be incurred. National's IRS Code is 501(c)(6) and it shall be used by all Chapters.
- G. Each Chapter shall apply for its Federal and/or State Employer Identification number or such other number required to identify itself on tax returns or other governmental forms. Chapters are not authorized to use National's Federal Identification number, and National will not be responsible for Chapter non-compliance to this regulation.
- H. The Registered Agent for the corporation in the State of Washington is Barbara Whitney, c/o P.O. Box 9970, Seattle, WA 98109.
- I. All Chapters shall adopt the typical stationery masthead as approved by the Executive Committee.

2. Dues and Fees

A. Annual Dues

- 1) National dues shall be as follows:

Year	Corporate	Associate	Emeritus	New Member-at-Large	Renewing Member at Large	Student
2001	\$125.00	\$125.00	\$20.00	\$190.00	\$190.00	\$20.00
2002	135.00	135.00	20.00	190.00	190.00	20.00
2003	145.00	145.00	20.00	190.00	150.00	20.00
2004	155.00	155.00	20.00	190.00	160.00	20.00
2005	165.00	165.00	20.00	190.00	170.00	20.00

A late charge of \$5.00 shall be paid by renewing members if dues transmittals are not submitted to National prior to January 31st. Dues are non-refundable.

- 2) Renewing member shall remit national and chapter dues to National Headquarters prior to January 31st of each year. The termination date for non-payment of dues shall be February 28th. Dues submitted after February 28th shall include a \$10.00 administrative fee to reinstate as an active member

- 3) An Administrative Fee shall be \$10.00 per new enrolling member payable upon acceptance of membership for which an SDA Membership Card shall be furnished.
 - 4) Dues are non-refundable.
- B. New Chapters joining the organization between January 1 and June 30 shall pay full National dues and fees. Such dues and fees shall cover their membership through December 31 of the current year. Chapters joining between July 1 and September 30 shall pay one-half of the year's dues to cover their membership from the time of acceptance through December 31 of the current year. Chapters joining between October 1 and December 31 shall pay one full year's dues, which will cover the balance of the current year and all of the following year.
 - C. Individual members joining the organization between January 1 and June 30 shall pay one full year's dues to cover their membership through December 31 of the current year. Individual members joining the organization between July 1 and September 30 shall pay one-half of the year's dues to cover their membership from the time of acceptance through December 31 of the current year. Individual members joining between October 1 and December 31 shall pay one full year's dues, which will cover the balance of the current year and all of the following year.
 - D. All financial transactions are to be conducted in U. S. funds.
3. Expenses and Budgets
- A. Expenses of \$75.00 or less of any Officer or Director may be authorized by the President and one (1) other Officer. Expenses of more than \$75.00 must be authorized in advance by the Executive Committee.
 - B. A plaque shall be selected for the outgoing President each year. The President Elect will be responsible for its selection and it shall be presented at the Leadership Conference following the term of office.
 - C. A sum of money shall be set aside in the Treasury, the amount to be set by the Executive Committee, to reimburse the annual Convention Committee for its expenses in connection with the Convention. This sum may be advanced to the Committee as a deposit toward expenses upon request by the Committee, together with its justification, such request to be approved by the Executive Committee. The annual Convention Committee shall receive all Convention registration fees, make disbursements as necessary from such fees, and any excess shall inure to the National Treasury. A full accounting shall be rendered to the Board, together with an attendance record.
 - D. Expenses of Chairs of the Bylaws Committee, Education Committee, Public Relations Committee, Certification Committee, and *behind the design* Committee to attend the National Convention.
 - 1) Said expenses shall be paid to the extent of transportation by the most practical and economical means and actual hotel room expense not to exceed the double occupancy rate.
 - 2) Receipts for each item of expense shall accompany the expense reimbursement request to the National Treasurer.

- 3) If there are insufficient funds in the Treasury to reimburse all such expenses one hundred percent (100%), a pro rata distribution shall then be made to all Officers and Immediate Past President/Director and Chairs of the Convention Committee, Bylaws Committee, Education Committee, Public Relations Committee, Certification Committee, and *behind the design* Committee attending the Convention as approved by the Executive Committee.
- E. Expenses of the Chair of the Convention Committee will be expensed to the Convention Account.
 - F. Expenses for Executive Committee for travel to National Convention and EXCOM Meetings, for approved travel for new chapter development and to existing chapters, and any other travel to approved meetings.
 - 1) Said expenses shall be paid to the extent of Coach airfare; Transportation to and from the airport; and Per Diem for hotel and meals:
 - (a) President and President Elect: \$120.00 per diem.
 - (b) Other Executive Committee members: \$100.00 per diem.
 - 2) Receipts for each item of expense shall accompany the expense reimbursement request to the National Treasurer.
 - 3) National Treasurer must be contacted to see if funds are available for travel. If so, a majority of the Executive Committee must approve travel before arrangements may be made.
 - 4) The Executive Committee may adjust the per diem, by majority approval, to accommodate unusual situations such as excessively high hotel prices and co-ed mix of Executive Committee.
 - G. All expenses shall be submitted for reimbursement within thirty (30) days following the date which they are received or when the amount of the total reimbursement equals \$25.00 or more, and shall be reimbursed within thirty (30) days of receipt.
4. Treasurer and Bank Accounts
 - A. Checking, savings, and investment accounts may be established. All checks, drafts or orders for payment of money, notice or other evidence of indebtedness issued in the name of the Society shall be co-signed by two such officers or agents of the Society and in such manner as shall from time to time be determined by resolution by the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be co-signed by the Treasurer and countersigned by the President of the Society or her/his designee.
 - B. The organization shall cause to be bonded at its expense the Executive Committee. Executive Director shall have custody of said bond and arrange for its renewal annually.
 - C. The Executive Committee shall direct and act with respect to other financial matters of SDA.
 5. Supplies and Property

All supplies and property shall be in the custody of the Resource Center.

6. Liaison with the AIA

A representative who is on the staff of the AIA, Washington, DC, is our contact with the Institute through the SDA Executive Committee. Contact with National AIA is to be made only by the SDA National President unless SDA National President authorizes contact in writing by another individual for a stated purpose.

7. Amendments

- A. Proposed changes to Standing Rules may be submitted by any member to the Bylaws Committee in advance of the Annual Convention, or such proposed changes may be offered on the floor of the Annual Convention without prior notice, provided permission is granted by the assembly. A two-thirds (2/3rds) vote will be required for approval.
- B. Changes in Standing Rules may also be made by a two-thirds (2/3rds) vote of the Board at any time between Conventions, without prior notice.

8. Tellers Committee

- A. The Presiding Officer, prior to the meeting at which the election is to be held, shall appoint a Tellers Committee of three (3), naming one to serve as Chair.
 - 1) The ballots will be collected in containers provided for that purpose, and not picked up by hand.
 - 2) The votes shall be counted in a prearranged area.
 - 3) The Chair of the Committee shall give the Tellers Report, and the Presiding Officer shall announce the results.

9. Campaign Guidelines

- A. Nominating Petitions and Verification: The Nominating Committee shall notify all regular Chapters that nominations are being accepted for the offices of President Elect, Vice President, Secretary, and Treasurer. Nominations from Chapters shall be submitted to the Nominating Committee Chair. Petitions shall include: (1) SDA Nomination Form, (2) Current Photograph, and (3) signatures of the Nominee, Chapter President and Chapter Treasurer.

The Nominating Committee shall verify every petition nominating a member for office. When satisfied that the signers are qualified and that all requested information and relevant provisions of the Bylaws have been complied with, it shall give notice of nomination to the President and Board of Directors, which will state the name of each nominee and office for which nominated.

- B. Campaign Procedures and Rules: Each candidate shall follow the procedures stated in the Bylaws for qualifying as a candidate and the procedures set forth in these rules for campaigning:
 - 1) Qualification of candidates, by name and office, shall be submitted to the Nominating Committee at least 60 days prior to the Annual Convention.

Qualified candidates will be announced in *behind the design* preceding the convention.

- 2) Only biographical information, statement of philosophy and photos as submitted to the Nominating Committee on Nomination Forms will be used for publication in *behind the design* and will be edited to meet space requirements.
- 3) Campaign publicity of any type concerning a candidate for office shall not be mailed to any SDA Chapter prior to the Annual Convention, with the exception of Chapter Newsletters, and shall not be posted or distributed at the convention site. A candidate nominated from the floor may distribute a one page resume' outlining their qualifications. This resume' shall be delivered to the Secretary at the Convention Office at least one hour prior to the time the assembly convenes.
- 4) Candidates may not make campaign speeches prior to the convention before component organizations.
- 5) Candidates or their supporters may not hold parties on behalf of a candidate at the convention.
- 6) Each candidate shall have an opportunity to speak before the assembly prior to the voting at the convention.
- 7) The vote tally will not be published.

ORIGINAL STANDING RULES ADOPTED: May 17, 1975

Standing Rules Amendments Adopted:

May 21, 1975
May 5, 1976
June 8, 1977
May 24, 1978
May 17, 1981
June 12, 1985
June 9, 1982
May 25, 1983
May 9, 1984

June 9, 1986
June 22, 1987
May 16, 1988
Feb. 16, 1989
May 8, 1989
May 21, 1990

May 20, 1991
June 20, 1992
June 19, 1993
May 14, 1994
May 6, 1995
May 11, 1996

May 8, 1999
May 6, 2000
May 19, 2001
May 11, 2002