



## AIA Colorado Repositioning and Restructuring Frequently Asked Questions

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### **The Vote**

#### **What are we really voting about?**

This vote will establish a way in which AIA Colorado and the local chapters can operate more efficiently in order to focus more resources directly on member service. It will create one incorporated AIA organization in Colorado – one governance model, including one set of bylaws and one set of articles of incorporation – rather than five. It remains important that the local chapters will maintain their local identities as local sections. The main difference is that they will no longer have the fiduciary responsibilities the currently incorporated local chapters have. We are asking for your vote on three things: to approve the merger of AIA Colorado and the four local chapters; to approve the new [AIA Colorado bylaws](#), and to approve [AIA Colorado's Amended and Restated Articles of Incorporation](#).\*

\*AIA Colorado North members will also be asked to approve the [restated AIA Colorado North Articles of Incorporation](#). This is a technicality, as their current Articles of Incorporation do not accurately reflect the nonprofit status of the organization.

#### **Why do I need to vote? Can't the board just do this?**

Bylaws are an agreement between AIA and its members. Currently, there are five sets of bylaws governing AIA in Colorado. Quorums of AIA and Assoc. AIA members must vote to modify these agreements. Therefore, we need your support of this first step to become a more nimble organization.

#### **Who is eligible to vote?**

Only AIA and Assoc. AIA members in good standing (current dues are paid) are eligible. Professional Affiliate (PA), AIAS and Student Affiliate (SA) members are not eligible.

#### **When and how do we vote?**

All AIA and Assoc. AIA members in Colorado will vote twice – once as AIA Colorado members and once as members of their respective local chapter.

- **AIA Colorado members** will vote on **April 11 at 4 p.m. at the AIA Colorado office** (303 E. 17<sup>th</sup> Ave., Ste. 110, Denver, CO 80203) **or via telephone**.
- **AIA Colorado North members** will vote on **April 11 at 3 p.m. at Boulder Associates Architects** (1426 Pearl St., Ste. 300, Boulder, CO 80302), **Property of Justin Larson, AIA** (401 S. Mason St., Fort Collins, CO 80524) **or via telephone**.
- **AIA Colorado South members** will vote on **April 11 at 3 p.m. at HB&A** (102 E. Moreno Ave., Colorado Springs, CO 80903) **or via telephone**.

- **AIA Denver members** will vote on **April 11 at 4:30 p.m.** at the AIA Colorado office (303 E. 17<sup>th</sup> Ave., Ste. 110, Denver, CO 80203) **or via telephone.**
- **AIA Colorado West members** will vote on **April 17 at 9 a.m. at Charles Cuniffe Architects** (610 E. Hyman Ave., Aspen, CO 81611), **k.h. webb architects** (PC 710 W. Lionshead Circle, Ste. A, Vail, CO 81657) **or via telephone.**

### **Wasn't this voted on before?**

This vote is the first of its kind for AIA in Colorado. The five organizations have been working together through a Memorandum of Understanding since 2008, which reaffirmed the five organizations' 1997 commitment to collaboration. This next step frees up more resources to better serve all members throughout the state.

## **The Words/The Terms**

### **What is the difference between restructuring and repositioning?**

Restructuring is the one-time organizational shift to be voted on in April 2014. Repositioning is an ongoing effort to bring expression to the AIA National Statement of Purpose: "AIA is a visionary member organization providing advocacy, leadership and resources for architects to design a better world."

### **What is the difference between local sections and local chapters?**

The difference in name is a technicality. Local sections will cover the same geographic areas as the current local chapters. Local sections will still have boards of directors who are focused on local issues. However, in accordance with AIA National bylaws, chapters must be incorporated entities, which require a great deal of administration to maintain, while sections do not. The names AIA Denver, AIA Colorado North, AIA Colorado South and AIA Colorado West will remain.

### **What is "Voluntary Section Membership," noted in paragraph 4.23 of the Bylaws?**

Today, as a member of AIA Colorado and AIA National, you are assigned to the local chapter in which you live or work (members may decide which chapter they belong to if they live and work in different chapters - i.e. live in AIA Denver but work in AIA Colorado North). "Voluntary Section Membership" is a technicality to be in compliance with the Institute's Bylaws. If we were to require membership in a local section, the section would have to abide by the same rules as a chartered AIA chapter, and thus require the levels of costly administration we are trying to reduce. So, we are giving members the choice to opt out of a local section. You will be deemed a member of the section you currently have chapter membership in (AIA Denver, AIA Colorado North, AIA Colorado South or AIA Colorado West), unless you expressly opt out by contacting the AIA Colorado member relations manager. If you were to opt out of your local section, you would still pay the same dues, have the same access to programming and resources, and receive the same AIA member communications. The difference is you would be ineligible to join a Local Section board or committee.

## **The Documents**

### **Why so many edits to the existing Bylaws?**

Many of the edits are directly associated with establishing a statewide chapter and four local sections, and how those entities relate to one another. Other changes are related to decreasing the required number of directors on the boards. This was also an opportunity to view the bylaws in the context of what is considered best-practice for a nonprofit organization, as far as what sections belong in bylaws versus policies and procedures. Finally, some areas needed updating to be in compliance with the Colorado Nonprofit Act. [View a redlined version of the bylaws.](#)

### **Who wrote the proposed Bylaws, Plan of Merger and Merged Asset Allocation Policy?**

The Repositioning Task Force – comprised of leaders from AIA Colorado, AIA Denver, AIA Colorado North, AIA Colorado South, and AIA Colorado West, along with the AIA Colorado CEO – worked for six months establishing the concepts provided in these documents. The boards of directors of AIA Colorado and the four local chapters have weighed in on drafts throughout the process, as well as legal counsel at AIA National and a Colorado nonprofit attorney. It is the recommendation of the task force as well as all the boards of directors that the members support these new governing documents.

## **What About Me?**

### **How does this repositioning affect me?**

Repositioning AIA in Colorado is our opportunity to eliminate administrative redundancies, as well as free up our best asset – our human capital (member volunteers, board of directors members and staff) – strengthening our ability to focus more resources on outreach, advocacy and knowledge, both locally and statewide. Through outreach, we aim to educate potential clients, industry partners and future generations of the essential roles architects play. Through advocacy, we can position architects as leaders in shaping public policy affecting the profession and the built environment. We will also be better positioned to elevate the knowledge and expertise of our members.

We are allocating more resources and taking advantage of technological advancements to provide continuing education, volunteer opportunities and increased engagement for members throughout the state. From members in Fort Collins to those in Grand Junction, and everywhere in between, we are pursuing methods to enable all members to attend events, classes and meetings, beyond just those who can participate in person in the physical location the program is being offered. This broad member-centric approach will provide higher quality resources for members throughout the state.

In short, AIA is shifting its mindset and behaviors, striving to make our members the best architecture industry professionals they can be. Repositioning is an ongoing process, not a one-time effort.

## **Why?**

### **Why make this change?**

Members and nonmembers alike agree that AIA needs to evolve to remain relevant and essential in order to best serve its members and the architecture profession. We first saw this in the 2009 Member Needs Assessment and again in the 31,000 data points AIA National collected during its repositioning study. The organization must focus its resources and energy on the key things that matter most to members. We must be open to change in order to do that. The reorganization of the AIA chapters in Colorado is the first step in an ongoing effort to better serve the members.

Luckily, AIA is addressing this change without pressures, crises or extraordinary circumstances. The practice of architecture changed during the last recession and the organization for the industry is changing to remain valuable.

## **Money**

### **Will dues increase or decrease as result of repositioning?**

No, the repositioning effort will not change the current dues structure. AIA National and AIA Colorado 2014 dues remain the same as those for 2013. Currently, local AIA chapters in Colorado do not collect dues, and local AIA sections in Colorado will not collect dues.

### **What happens to the current treasury for my local chapter/local section?**

At the time of the restructuring, each local chapter's assets and current budgets will be transferred to AIA Colorado, as it will be the incorporated AIA entity in Colorado. This will cause AIA Colorado's general operating budget to grow, as well as the funds needed to comply with its reserves policy of maintaining at least 50% of its general operating budget in reserves. Also, funds will be allocated to cover local chapter expenses committed but not yet paid at the time of restructuring. The remaining assets from each local chapter will be designated by AIA Colorado for each respective local section to spend on its strategic initiatives. Each local section's strategic initiatives already identified will carry forward into either AIA Colorado's general operating budget or into its respective local section strategic initiative budget.

Any unallocated resources will be tied to each respective local section as undesignated strategic initiative funds. These funds should be allocated by Dec. 31, 2016 toward benefitting that local section's membership. That is not to say that local initiatives will not be considered after that date. The goal behind this deadline is to

encourage use of assets to serve the members, not hold back assets beyond what is required to fund reserves. [For detailed information, view the Merged Asset Allocation Policy.](#)

## **Programs**

### **What will change in terms of programs and events?**

The underlying intention is to focus on quality rather than quantity. Separate from this restructuring issue, the five AIA organizations in Colorado established a Programs Evaluation Committee (PEC) – made up of members located throughout the state – to review all programs and services, define measures of success, and identify process for sunset review. Program and service evaluation ensures we are focusing our time and money on activities that best hit our strategic goals and provide the highest value to our members.

## **Other**

### **What will happen to the boards of directors? Will our local board still have a voice?**

All five of the boards of directors will require fewer directors, but new areas of focus for volunteering as a director – advocacy, outreach and knowledge – are emerging as opportunities to get involved. Local section boards will still have a voice with each local section retaining a position on the AIA Colorado board of directors. Local section boards will remain leaders in local issues.

### **What will happen to AIA Colorado staff and their duties?**

Responsibilities were reorganized in 2013 when there was a change in staff leadership, and the staff went from eight to seven. In anticipation of the merger and resulting decrease in administrative duties, we have not replaced the eighth staff person at this time.

AIA Colorado staff members are already “repositioning,” focusing on areas our members have emphasized as important. Duties will continue to evolve. For example, the programs department is still planning programs and events, but our programs director has been working with the Programs Evaluation Committee as they define objective measures to evaluate our programs’ success. This will help our programs department, in partnership with member task forces, deliver even higher quality programs. Our receptionist has absorbed more duties as our office administrator, while our executive assistant position was eliminated. We have restructured our membership, marketing and communications departments, focusing on more member outreach and streamlining communications efforts. In lieu of a director of local chapters heavily focused on accounting and administrative duties, our public affairs manager will be working with local boards to position architects as leaders on local and state affairs and pursuing public outreach opportunities.

### **What changes with AIA National?**

AIA National is still working through its own changes, but expects repositioning to come from the members through the state and local chapters to the national structure.

The AIA National board is restructuring by reducing the number of members with fiduciary responsibility and making a more relevant advisory base in its new bicameral model. Additional information on AIA National's efforts can be found [here](#) and [here](#).

### **If approved, how does the change take place?**

If approved, the change will happen on May 1, 2014. The Plan of Merger and Merged Asset Allocation Policy address this transition. Each local chapter/local section will be different in how it transitions its boards of directors from up to 18 members to seven members – some will decrease immediately while others will decrease when directors’ terms expire at the end of 2014.