

AIA Triangle Policy and Procedures Manual

Table of Contents

- AIA Triangle Governance 3
- Apparent Authority 4
- Board Member Commitment Agreement 5
- Code of Conduct 6
- Compensation Determination 7
- Consent Agenda 8
- Credit Card Processing Security Policy 8
- Credit Card Usage 9
- Defamation 9
- Diversity – Inclusivity 9
- Finance – Allocation of Funds 10
- Finance – Audit/Review 10
- Finance – Investments 10
- Insurance Coverage 10
- Logo Usage 11
- Mailing List 12
- Meeting Minutes 12
- Membership Dues Payment Assistance 13
- Membership Portability 13
- Member Privacy 13

Public Records.....13

Record/Document Retention14

Registration Refund Policy.....15

Reimbursements (Board and Staff).....16

Scholarship Program17

Social Media.....18

Transition (of Executive Vice President) Plan.....18

Volunteer Board Appointment Process.....19

Whistle Blower19

*** Appendix of Forms (To Be Completed Annually)22

Antitrust Compliance Form

Board of Directors Commitment Form

Code of Conduct Form

AIA Triangle Governance Structure

ARTICLES OF INCORPORATION

The articles are the contract between the association and the state of North Carolina. When these are filed with the state, the association comes into existence with all of the powers of a corporation. The articles are the seminal corporate document and take precedence over all other association documents, including the bylaws.

BYLAWS

The bylaws are the fundamental association legal documents, the most often referred to, and the documents with which members of the association constituency should be most familiar. The bylaws are the contract between the association and the individual members and embrace a variety of key issues.

POLICIES

Policies are developed based on an association's experience and are used to guide its operation. They are useful to explain and interpret bylaw provisions which are written in more general terms and to provide guidance for administrative implementation.

RESOLUTIONS

The board takes legal action at a duly constituted meeting by adopting resolutions by vote. The resolutions, when properly adopted, constitute the official action of the board and are legally binding on the association and its members.

Apparent Authority

Officers and directors of the board have authority to perform necessary duties in the management of corporate affairs subject to control by the board of directors. Specific powers are ordinarily granted to the officers through the bylaws or by resolution, describing the way the corporation is to be operated and managed. Ordinarily, the bylaws will set out the duties of the president and other officers. *Nevertheless, under certain circumstances, acts performed by officers may bind an organization even in the absence of express authority (This could include actions by committees/task forces of the organization).*

It shall be the policy of AIA Triangle that any communications on behalf of the association shall be official, at the direction of the president, board or staff. No statements shall be made, either verbal or written that conflict with the position or policy of the association. Leadership should understand that by virtue of their position, that any statements may be perceived as official and made on behalf of the organization. To control official communications, stationary and business cards shall be for the use of the elected president and staff *only*. Members of the board, committees/task forces or chapters may not use stationary or business cards. Staff will prepare letters sent on behalf of the organization with a copy remaining in the office. Exceptions may be made to the policy so long as the purpose of the letter is made known and approved by the Executive Director or President in advance; if the exception is approved, a copy of the outgoing letter shall be provided to staff within 24 hours of dissemination, for permanent file retention.

Actual Authority

Actual authority is the authority a reasonable person in the officer's position would ordinarily believe and expect to have been conferred upon him/her by the association. Actual authority may be expressly granted to officers in the bylaws, by resolutions of the board or by agreement by the board to similar actions in the past. Associated with actual authority is implied authority; the authority to do acts that are necessary and incidental to the exercise of authority expressly granted.

Apparent Authority

Apparent authority is the authority that third parties reasonably believe an officer can exercise even though it may not have been actually granted. It arises when the association knowingly permits the officer to exercise an authority or represents, knowingly or negligently, that the officer has such authority. Acts committed with apparent authority are ordinarily binding on the association. Apparent authority (also known as 'ostensible authority') may arise by virtue of the nature of the office held by the officer.

Authority of the Executive Vice President

The organization's executive vice president handles the day-to-day operations of the business. The executive vice president has the power to bind the corporation in transactions that arise in the 'usual and ordinary course of business' - normal operations.

Authority of Executive Officers

In general, the vice president acts in the absence of the president but may be assigned special duties and responsibilities. The treasurer is ordinarily responsible for the financial records of the association and handles association funds. The secretary is in charge of association books and records (minutes, resolutions, etc.).

Board Member Commitment

Members of the Board of Directors of AIA Triangle are expected to honor their commitment and dedication to the mission, to the membership, and to their colleagues on the Board and the staff of AIA Triangle in carrying out this mission. Board members shall sign the Board Member Commitment Form annually and it will be kept on file for the entirety of their term on the Board. In signing the Board Member Commitment form, Board members agree to the following:

- Understand and carry out the organization's mission, values, and purpose.
- Expect to work a minimum of four to eight hours per month for the Chapter.
- Agree that it is imperative to focus on policy issues rather than management details and refrain from intruding on administrative issues that are the domain of the management.
- Hold in the strictest confidence any and all subjects of discussion, business and related communications designated as confidential by the AIA Triangle Board of Directors.
- Receive no financial gain for service on the AIA Triangle Board of Directors and agree to disclose any actual or possible conflict of interest.
- Understand my accountability to the AIA Triangle membership and exercise leadership in making sound judgments in the best interest of AIA Triangle.
- Participate actively in Board orientation, training, and retreats.
- Actively participate in and seek to involve colleagues in AIA Triangle events and Task Forces, including Grassroots and the Annual Conference.

- Actively promote membership, both by recruitment and emphasis on retention in AIA Triangle, and encourage fellow colleagues to become active.
- Continually make themselves familiar with programs and current activities of AIA Triangle and encourage and support the staff.
- Attend and participate in at least 75% of AIA Triangle Board meetings and respond to Board communications and communicate effectively, respecting the diverse opinions of others.
- Arrive to meetings on time, stay until the meeting has adjourned, arrive prepared, ready to participate in a meaningful fashion, and respect the need for concise, accurate reporting.
- Share in the fiscal oversight responsibility for AIA Triangle with all other Board members, as defined in the AIA Triangle bylaws. Maintain a familiarity with the AIA Triangle budget and take an active part in reviewing, approving, monitoring, and supporting the budget.
- Accept that the Board shall speak with a unified voice on behalf of the organization and seek to understand and share the membership's common concerns.
- Agree that if for any reason I can no longer fulfill my responsibilities as a Board Member, I shall immediately notify the Board Chairperson and make arrangements to transfer any outstanding responsibilities to colleagues on the Board.
- Understand that should the Board of Directors, by majority vote, determine that I am not fulfilling my duties I may be asked to resign from the Board and a replacement will be determined as set forth in the Bylaws.
- Keep AIA Membership current.

If a Board member does not adhere to this commitment, he/she may be removed from the Board per the directions specified in the AIA Triangle Bylaws.

Code of Conduct

Members of the Board of Directors and Staff carry certain duties and responsibilities for the well being of the organization. The Code of Conduct outlines some of those duties and responsibilities in accordance with governing documents. Board members will be faced with several issues while serving on the board some of which might include confidentiality and others that might cause a conflict of interest. Board members shall sign the conflict of interest form annually and it will be kept on file for the entirety of their term on the Board. In signing the form, Board members agree to the following:

- Confidentiality – Board members and staff will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interests of the organization, or even create legal liability. Information provided to the board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the Board President or Executive Vice President
- Conflicts of Interest – Board members and staff members owe a high fiduciary duty to the organization. Thus, no board or staff member shall maintain any business enterprise or other activity that directly conflicts with the interests of the organization. Staff members shall not solicit members for any reason that is not directly related to official business.
- Personal Interest – Board Members and staff should not use their affiliation with the AIA Triangle Board for their own personal advantage or for the advantage of their friends or supporters. Board members should focus their efforts on the mission of AIA Triangle and not on their personal goals. Board members should represent the interests of all people served by AIA Triangle, and not favor special interests inside or outside of AIA Triangle.
- Action and Authority – Board members should approach all board issues with an open mind, and should be prepared to make the best decisions for everyone involved. They should never exercise authority as a board member except when acting in a meeting with the full board or as delegated by the board. Board members shall do nothing to violate the trust of those who elected or appointed them to the board or of those they serve.
- Violations – Violations of the Code of Conduct may result in disciplinary action. Discipline may include removal of a board member from office or termination of a staff member.

Compensation Determination

This Policy on the process for determining compensation applies to the compensation of all persons employed or under agreement as independent contractors by AIA Triangle. The process includes all of the following elements: (i) review and approval by the Board of Directors of the Organization (ii) use of data as to comparable compensation; and (iii) contemporaneous documentation and recordkeeping.

i. Review and approval. The compensation of the person is reviewed and approved by the Board of Directors of the Organization provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

- ii. Use of data as to comparable compensation. The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
- iii. Contemporaneous documentation and recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

Consent Agenda

The president, in consultation with the Board of Directors, may place items on the consent agenda, for example: committee, chapter and staff reports. This requires that all reports be submitted in writing 10-days prior to the official board meeting.

By using a consent agenda, the board agrees to the consideration of these items as a group under one motion. Consent items are those which usually do not require discussion or explanation prior to board action, are non-controversial and/or similar in content, or are those items which have already been discussed and/or explained and do not require further discussion or explanation. Such agenda items might include ministerial tasks such as, but not limited to, the approval of the agenda, approval of previous minutes, approval of reports, etc.

An individual director for consideration may remove items from the consent agenda by a timely request of the chairman. A request is timely if made prior to the vote on the consent agenda. The request does not require a second or a vote by the board. An item removed from the consent agenda will then be discussed and acted on separately immediately following the consideration of the consent agenda.

Credit Card Processing Security Policy

Credit card information collected by AIA Triangle will be securely accepted, transported, processed and stored. Credit card information will not be stored digitally, and all card information will be securely stored away from public access and will be treated with confidentiality. Any users of technology in the AIA Triangle office will need to receive explicit approval to obtain connection information. Personnel and electronic devices with access to the credit card charging software will be heavily monitored. In-office desktops will be the primary point of access to the software. Personnel responsible for charging credit cards will be the only ones with access to the card numbers and the software. All personnel in the office are responsible for security of credit card information. Examples include securing credit card information, monitoring access to the office, and reporting suspicious activity. This policy will be reviewed annually and adjusted as needed based on changes in the business environment

Credit Card Usage

Any credit card obtained by AIA Triangle for business use by an employee is for association business use only. Cardholders may not, under any circumstance, use the credit card for personal purchases nor for guaranteeing any type of personal reservations (hotel, rental cars, etc.) nor for any other non-association related business. Any personal use of an association business credit card will be grounds for disciplinary action, up to and including termination.

A receipt for any business purchases for \$25 or more using the AIA Triangle credit card must be submitted to the accounts payable manager for payment. An attempt should be made to obtain and submit a receipt even if it falls below the \$25 threshold.

Defamation

Defamation may occur in a newsletter, on a listserv, at a board meeting, discussing member acceptance or in chapter correspondence, for example. A communication is defamatory if it tends to harm the reputation of a person or to deter other people from associating with the individual. **Libel** and **slander** are classified as *defamation*. Defamation of character occurs when a person's reputation is unjustifiably tarnished or defamed in writing (*libel*) or orally (*slander*). Defamation does not occur if a person has given consent or if what was written or said is true.

AIA Triangle in no way sanctions any form of defamation. AIA Triangle Staff and Board are encouraged to report any act of defamation against a member, firm, or the association.

Diversity - Inclusivity

In principle and in practice, AIA Triangle values and seeks diverse and inclusive participation within the field of architecture. AIA Triangle promotes involvement and access to leadership opportunity to all members regardless of race, ethnicity, gender, religion, age, sexual orientation, nationality, or disability. AIA Triangle will continue to provide leadership and commit time and resources to advance this objective. AIA Triangle will develop strategies and initiatives to promote and welcome diversity within the board, staff, and membership of AIA Triangle and provide tools for its members' regarding diversity.

Election of Officers

In accordance with the bylaws, the Executive Committee shall serve as the nominating committee and will review all submissions for Officer positions on the Board. Following the election at the board meeting, the results of contested races will not be divulged immediately. This information will be shared with the president at the completion of the meeting and will be relayed via phone or email to the candidates and electors the following week.

Finances – Allocation of Funds

In order for funds to be eligible for distribution by motion at a board meeting, the request for funds must be on the agenda when it is presented to the board (prior to the meeting) in accordance with the “Notice of Meeting” section of the bylaws.

Finances – Audit/Review

No less than once every other year, the board will consider selecting an independent CPA to conduct an annual review of all funds of AIA Triangle. The reviewer is required to present the results of the audit/review to the board or a designated board committee.

Finances – Investments

See AIA Triangle Investment Policy, adopted to provide for the preservation and safety of all AIA Triangle Funds by setting forth: the general policies governing investment of AIA Triangle funds; the specific investment strategies applicable to the funds; the guidelines for investment of AIA Triangle funds; and the investment management practices of AIA Triangle.

Gifts for Board/Members (Deaths/Births)

Appropriate gifts will be made at the discretion of the Executive Committee in conjunction with the Executive Director.

Insurance Coverage

General Liability Coverage

The Executive Director will negotiate and recommend Liability Insurance to the Executive Committee for approval. This insurance should be sufficient to protect the Association’s assets from general exposures.

Directors’ and Officers’ Liability Coverage

The Executive Director will negotiate and recommend Directors and Officers Insurance to the Executive Committee for approval. This coverage should protect the Board of Directors and the Executive Vice President from liability and legal defense costs associated with the decisions of the Board of Directors. The directors’ and officers’ liability is intended to cover wrongful acts that are "intentional" as opposed to "negligent." This is because directors’ and officers’ insurance is designed to cover actions and decisions of the board of directors. These actions may be in error and wrong, but they are, nonetheless, “intentional” acts.

Cyber Security Coverage

The Executive Director will negotiate and recommend Liability Insurance to the Executive Committee for approval. This insurance should be sufficient to protect the Association's assets from general

Certificate of Insurance Event Request

In cases where additional insurance coverage is necessary (i.e. CANstruction, Residential Tour) the Executive Director shall provide Certificate of Insurance to the Executive Committee for approval, if necessary. This coverage should protect the Association in case of.

Logo Usage

The AIA Triangle logo and corporate identity are the property of AIA Triangle and shall not be used without the consent of the Executive Vice President (see Apparent Authority).

The purpose of these guidelines is to insure proper use of the AIA Triangle logo by the association's members, affiliates, partners, sponsors, award winners and other authorized entities. By complying with these rules, you help AIA Triangle maintain its established image and reputation (see AIA Brand Folder for AIA logo guidelines).

Use of Logo by Members

The AIA Triangle logo may not be used in any manner that conveys or implies AIA Triangle's endorsement, sponsorship or approval of a member's specific programs, activities, products or services and should always be separate and distinct from other marks and copy.

Current AIA Triangle members may use the AIA Triangle logo in the following ways:

- in member offices;
- on stationery, in which the size of the logo shall not be larger than the member's own name and mark;
- in advertisements, promotional materials, trade show displays, web sites, email and catalogs relevant to their membership in AIA Triangle; or
- as authorized by the Executive Director of AIA Triangle.

Use of Logo by AIA Triangle Partners, Sponsors and Other Entities

The AIA Triangle logo may not be used in any manner that conveys or implies AIA Triangle's endorsement,

sponsorship or approval of the sponsor's or partner's general programs, activities, products or services and should always be separate and distinct from other marks and copy.

Current AIA Triangle partners and sponsors may use the AIA Triangle logo in the following ways:

- in advertisements, promotional materials, trade show displays, web sites, email and catalogs relevant to specific information about the event or program sponsored with or through AIA Triangle;
or
- as authorized by the Executive Director of AIA Triangle.

Mailing Lists

AIA Triangle goes to great lengths to protect the integrity of its membership and their member information. Email, phone and fax numbers are not sold and will not be provided in accordance with the AIA Triangle member privacy policy.

Meeting Minutes

The purpose of taking minutes is to protect the organization and the people who participate in the meeting. The minutes are to provide a record of the actions taken by a Board and Task Forces, and evidence that the actions were taken according to proper procedures. The minutes should contain mainly a record of what was done at the meeting, not what was said by the members. Their purpose is to reflect matters such as motions made, points of order, and appeals - not to show discussion or absence of action. They should be kept as brief as possible and should only reflect action taken at the meeting.

These guidelines will help volunteers and staff members take minutes that will protect the organization.

- Accurate minutes should be kept for all official meetings, including task force meetings. Minutes should be a record of what was considered and accomplished at a meeting, not a record of conversations, reports and work assignments. They should not include sidebar conversations, if they occur.
- Minutes should indicate the place, date and time of the meeting and the names of all participants at the meeting, including persons arriving late or leaving early, guests and staff.
- The ultimate legal importance of meeting minutes can be substantial if antitrust, tax, advocacy or other legal issues are raised in litigation or some other context. (In several antitrust cases, recollections by those who attended meetings were disregarded in the face of the official minutes.) Include a statement in the minutes about distribution of financial reports and approval or corrections to prior minutes.

- From time to time, minutes may contain statements to protect the organization, for example, "An antitrust avoidance statement was read and distributed to the board." This is to the advantage of the organization.
- The Board may appoint a staff member to record audio at the Board meetings in order to assist the secretary in the accuracy of minute taking. The recordings are to be discarded once the minutes are approved by the Board.
- A draft of Task Force minutes is to be sent to the Board Liaison and the Executive Director a week prior to the next Board meeting so they can be included in the Board packet for approval at the next meeting. They should then be stored in the permanent files of the organization to safeguard them.

Membership Dues Payment Assistance

While each request should be considered on a case by case basis, AIA Triangle will offer payment plans, reductions and waivers in compliance with AIA standards and rules. Any membership dues waiver affects all three levels of AIA membership; therefore, it is important that all levels be consulted when making these determinations. AIA Triangle and its local components shall serve as the first point of contact for members wishing to apply for assistance.

Membership Portability

AIA Triangle recognizes that members embrace the opportunity to earn CES credits and attend AIA events outside of their designated chapter boundaries. Therefore, AIA Triangle supports membership portability across its physical membership boundaries. AIA Triangle will offer the member price (if applicable) for any CES sessions, events, and other meetings for any AIA Member in the United States.

Member Privacy

AIA Triangle collects and maintains membership information as part of servicing its membership. The organization restricts access to nonpublic personal information about members and their firms where necessary, to the Board, President, committee members and staff with a business reason to know this information in order to provide services to its members. The organization does not share personal member information such as emails or telephone.

Public Records

AIA Triangle will produce its public records upon request as deemed necessary by the IRS. The current 990 and Form 1023 shall be available at the AIA Triangle office during regular office hours. The AIA Triangle Policy and Procedures manual along with a copy of the conflict of interest form and the financial

statement as posted in the annual report shall also be available at the AIA Triangle office. The associations meeting minutes, finances, bylaws, and articles of incorporation may be distributed upon direction from the Executive Director.

Record/Document Retention

PERMANENT RECORDS

- A. Annual reports
- B. Articles of incorporation
- C. Audit reports of CPAs
- D. Board List/Rosters
- E. Cancelled checks for important payments, i.e., taxes, purchases of property, special contracts, etc. (checks should be filed with the papers pertaining to the underlying transaction)
- F. Capital stock and bond records: ledger, transfer registers, stubs showing issues, record of interest coupons, options, etc.
- G. Cash books
- H. Chart of Accounts
- I. Copyrights
- J. Correspondence (legal and important matters only)
- K. Deeds, mortgages, and bills of sales, as well as contracts and leases still in effect
- L. Depreciation schedules
- M. Financial statements—end of year (other months optional – See Seven Years)
- N. General and private ledgers
- O. Insurance records, current accident reports, claims policies
- P. Licenses, permits and patents
- Q. Minutes from Board meetings, by-laws and Council charter
- R. Newsletters
- S. Profit and loss statements
- T. Property records - including costs, depreciation reserves, and end-of-year balances sheets, depreciation schedules, and appraisals by outside appraisers
- U. Retirement and pension plans
- V. Tax returns and worksheets, Revenue Agents' Reports and other documents relating to determination of income tax liability (including sales tax)
- W. Training manuals

SEVEN YEARS

- A. Accident reports and claims (settled cases)
- B. Accounts payable ledgers and schedules
- C. Accounts receivable ledgers and schedules
- D. Bank statements & reconciliations
- E. Cancelled checks (see exception under Permanent Records)
- F. Cancelled stock and bond certificates and expired options
- G. CES information

- H. Check Approvals
- I. Consultant and contractor agreements (after termination of contract)
- J. Contracts and leases (expired)
- K. Expense analyses and expense distribution schedules
- L. Employee personnel records after termination (Evaluations; contact, disciplinary, and payroll info; employment contracts; etc.)
- M. Employment tax reports
- N. Employee Pension & Benefit Records (after termination of benefit or employee)
- O. Employee withholding statements
- P. Financial Statements – Monthly (Budget Reports)
- Q. Inventories of products, materials and supplies
- R. Invoices from vendors (payables) – vouchers for payments to vendors, employees, etc. (including allowances and reimbursement of employees, officers, etc., for travel and expenses)
- S. Lobbying Records (Registration & Reporting, Documents & Backup Information)
- T. Office equipment records
- U. Payroll records and summaries
- V. Purchase orders
- W. Sales records
- X. Subsidiary ledgers to the general ledger and balance sheets (Checkbook Activity Reports)
- Y. Wage garnishments

THREE YEARS

- Applications for employment
- Awards submissions
- Budgets
- Calendar of events
- Hotel and Service agreements (after contract expiration)
- Insurance policies which have expired
- Miscellaneous internal reports
- Petty cash vouchers

ONE YEAR

- Correspondence of unimportant nature with customers or vendors
- Duplicate deposit slips
- Requisitions

Registration Refund Policy

Refunds for AIA Triangle events will be offered in compliance with the written refund directions indicated on each event registration form. In general, refunds must be requested in writing and the refund amount will be paid by check or credit card depending on original payment method and may be subject to a service fee. AIA Triangle withholds the right to deny or approve any refund based on condition or circumstance.

Reimbursements

When traveling at AIA Triangle's expense, Board and Task Force members representing AIA Triangle are expected to be identified as an AIA Triangle representative, with AIA Triangle issues as their primary concern.

As a non-profit organization, AIA Triangle greatly appreciates your efforts to manage expenses. All requests for reimbursement, with receipts, must be submitted within 30 days of travel/conclusion of the event for which the individual is seeking reimbursement.

Board and Staff

Airfare: Reimbursement is provided for lowest coach airfare. Board members may make their own flight booking on any carrier they choose or ask AIA Triangle Staff to make the booking for them. When making their own booking, Board members are expected to make reservations at least 21 days in advance and to select flights with sensitivity to cost.

Mileage: AIA Triangle Board Members are expected to attend AIA Triangle events throughout the Triangle and will not be reimbursed for mileage for this. If Board members are asked to represent AIA Triangle at events or meetings outside the Triangle region, they will be reimbursed by AIA Triangle for mileage, at the current national rate, for travel to attend those events or meetings.

or mileage at the current national rate per mile.

Lodging: AIA Triangle will reimburse Board members for a single room at the conference hotel rate (prearranged by AIA) for the number of days of the conference plus one travel day. AIA Triangle will not reimburse any amount over the discounted rate that is set up by AIA Triangle prior to the event.

Any additional costs, including gym fees, internet service, additional nights of accommodation, movies and other services, must be paid by the Board member.

Registration: Board members must complete their own conference registration and submit the receipt with their reimbursement request. AIA Triangle will cover the cost of early-bird registration; additional costs due to late registration are the responsibility of the Board member.

Meals: AIA Triangle will reimburse only for meals not already provided by the conference. Efforts should be made to keep these expenses reasonable, with a \$75 daily max limit.

The following is a list of the events and those whom are covered by the AIA Triangle Reimbursement Policy:

Officer/Event	President	President Elect	Treasurer	Secretary	Executive Director
AIA National Conference	X		Determined Annually		Determined Annually
AIA SAR Design / South Atlantic Regional Conference	X	X		Determined Annually	X
AIANC Board Meetings	X				X
AIANC Planning Retreat		X			
AIANC Transitional Board Meeting	X	X			X
AIA Grassroots Leadership Conference		X	Determined Annually	Determined Annually	X
Council of Architectural Component Executives (CASE)					X

Task Forces

AIA Triangle depends on the efforts of volunteers to do work on its various Task Forces and to organize programs and recognizes that Task Force members will occasionally have to incur expenses on behalf of AIA Triangle. When possible, expenses can be charged to AIA Triangle directly as approved by the Executive Director.

Task Force reimbursements are to align with the budget request submitted for the year. Task Forces must receive prior approval if expenses are different from the request, not on the request, or will exceed \$100.

Scholarship Program

AIA Triangle will support the Scholarship program by donating 80% of the annual net income from the AIA Triangle Golf Tournament to students studying architecture at North Carolina State University and architectural technology at Wake Technical Community College. The Board of Directors also commits to ensuring that a minimum of \$8,000 will be awarded in scholarships. Both the percentage and dollar amount stated above shall be reviewed on an **annual basis** and may be adjusted as deemed necessary by the Board of Directors. The allocation of the scholarship funds is at the sole discretion of the Board of

Directors, contingent upon the review process agreed upon by the institution with which it has an agreement.

Social Media

AIA Triangle's social media outlets (Facebook/Twitter/blog) may not be used to knowingly transmit or publish communications that are: 1) discriminatory or harassing in nature; 2) derogatory to individuals or groups; 3) obscene or X-rated; 4) defamatory or threatening in nature; 5) in violation of United States antitrust or copyright laws; or 6) for any other illegal purpose, against AIA Triangle policy or contrary to the Council's best interests. The views and opinions expressed by those participating are individual opinions, and do not necessarily represent the views and opinions of AIA Triangle.

Transition (of Executive Director) Plan

In order to ensure consistent coverage of key personnel duties and ongoing operations without interruption, the Board of Directors has adopted the following procedures and policies in selecting an Executive Director as part of a planned or unplanned succession. The security of the resources of AIA Triangle shall be a priority of the Board of Directors. The succession plan document shall be safeguarded with a copy provided to the American Institute of Architects Legal Counsel.

Emergency Transition

An emergency absence is one in which essential personnel are unable to return to work for the short or long-term. An acting director will be appointed to consult with the Board. The Board or a designated group will be responsible for seeing that operations continue without interruption until a temporary or permanent replacement is appointed or hired following the steps outlined in the planned transition section of this policy.

Planned Transition

A planned succession is a dialog and full awareness of anticipated transition between the job holder and the Board of Directors. There shall be agreement in writing of timelines, resources and processes among appropriate persons and the Board of Directors.

Appoint an Interim Executive Director – Upon notice of the Executive Director's departure, appoint one person to act as the interim Executive Director to carry out the responsibilities of the organization. This should continue until a new Executive Director is named and begins employment.

Appoint a Selection Committee – The board shall appoint an Executive Director Search Task Force to interview applicants. The current board President should act as the task force chair or appoint an individual

to serve in that capacity. The task force shall consist of the Executive Committee and other members as needed subject to the approval of the Board.

Selection Process – The Selection committee shall use all resources at their disposal while seeking Executive Director candidates and will identify, contact and consider candidates after all information and resumes are received. Interviews and reference checks will be completed before hiring. Once interviews are complete, the Board will select the new Executive Director and notify the candidates of the decision. The Board will then strategically introduce the new Executive Director to the membership and allied organizations.

Volunteer Board Appointment Process

Following a call for nominations and Board applicant interest, nominee’s information will be compiled by staff and presented to the Executive Committee to discuss recommendations for the position in question. Upon being finalized by the task force, the President will notify the successful candidate and staff will notify all nominees of the results and urge them to stay involved.

Whistleblower Policy

AIA Triangle’ Code of Conduct requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of AIA Triangle, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Objective

Establish policies and procedures for the submission of concerns regarding questionable, contractual, buying, unlawful, ethical, policy breakage, accounting and auditing matters by employees, directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code of Conduct and to report violations or suspected violations in accordance with this Whistleblower Policy.

Retaliation

No director, officer or employee who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of

employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within AIA Triangle prior to seeking resolution outside of the association.

Reporting Violations

The Code of Conduct addresses AIA Triangle' open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern.

However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the President of the Board or anyone in management whom you are comfortable in approaching. Supervisors are required to report suspected violations of the Code of Conduct to the associations Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the AIA Triangle open door policy, individuals should contact the AIA Triangle Compliance Officer directly.

Compliance Officer

The AIA Triangle Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the Executive Vice President and/or the audit committee. The Compliance Officer has direct access to the audit committee of the Board of Directors and is required to report to the audit committee at least annually on compliance activity. The AIA Triangle Compliance Officer is the chair of the audit committee.

Accounting and Auditing Matters

The audit committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code of Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Appendix of Forms –

- A. AIA Antitrust Compliance Statement
- B. AIA Conflict of Interest Policy
- C. AIA Triangle Board Member Commitment Agreement and Code of Conduct