

Article I. Name

The name of this organization shall be the Texas Architectural Foundation, hereinafter referred to as "the Foundation," a nonprofit corporation incorporated in the State of Texas.

Article II. Purpose

The purpose of the Foundation is to build inspiration and leadership to enhance and protect Texas' unique culture and environment for the benefit of future generations.

The goals of the Foundation are: to expand and enhance architectural education; to promote responsible stewardship of the urban and rural Texas environments; to support community initiatives for good planning and design; and, to foster understanding of architecture's power to enhance our state and our lives.

Article III. Regulation

The regulation of the Foundation's business and the conduct of its affairs shall be determined by its Articles of Incorporation and Bylaws as they are adopted or from time to time amended.

Article IV. Office

The principal office of the Foundation shall be located in Austin, Texas.

Article V. Board of Directors

All rights and authority of the Foundation shall be vested in its Board of Directors, hereinafter referred to as "the Board." The Board is responsible for governance of the Foundation, establishes policy and monitors implementation of policy. A majority of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. The Board shall meet as necessary to consider matters related to the activities of the Foundation and act on the business of the Foundation as required by the Bylaws. The Board may authorize others to perform duties of the body, provided that such duties are performed under its general direction or guidelines.

Composition of the Board. The Board shall consist of no more than twelve (12) elected members and three (3) ex-officio members, all of who are voting members.

- A. Elected Members.** There shall be up to twelve (12) Elected Directors on the Board consisting of:
1. Up to eight (8) Architect Members, or Members Emeritus of the Texas Society of Architects, at least two (2) of whom previously served as President of the Texas Society of Architects.
 2. Up to two (2) public members whom the Board recommends and deems qualified and interested in advancing the purpose and goals of the Foundation.
 3. Up to Two (2) members who are educators or administrators at a National Architectural Accreditation Board (NAAB) accredited architecture program in Texas, provided that both may not be simultaneously working for the same accredited program and that at least one was serving as the program's principal administrator when elected to the Board.

Term. Elected Members shall serve staggered, three-year terms. Terms coincide with the calendar year.

Nominations. The Board shall recommend qualified candidates for Director positions for election to the Foundation Board by the Texas Society of Architects' Board of Directors.

- B. Ex-Officio Members.** The President, President-elect and Executive Vice President of the Texas Society of Architects shall serve as ex-officio, voting members of the Board for the duration of their respective terms of office or service.

Article VI. Executive Committee

The Officers of the Foundation shall comprise the Executive Committee of the Board. The Executive Committee shall have full right, power and authority to act on behalf of the Board between meetings on all matters, except that no action of the Executive Committee shall contravene or nullify an action or decision of the Board. A majority of the Executive Committee shall constitute a quorum for the transaction of business at its meeting. The Executive Committee may authorize others to perform duties of the body, provided that such duties are performed under its general direction or guidelines.

Article VII. Officers

The Board shall elect Officers of the Foundation from its membership. At least one Officer shall be a past president of the Texas Society of Architects. The Officers shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall serve a two-year (2) term of office, or until his or her successor shall have been duly elected. Terms shall coincide with the calendar year. Each Officer shall perform the duties generally ascribed to such office. The Foundation Board shall fill vacancies in any office.

Article VIII. Services

No Director or Officer of the Foundation shall receive compensation or derive any direct benefit from the Foundation. This prohibition shall not preclude any Director or Officer from being reimbursed for actual and authorized expenses incurred in the performance of duties required by the Foundation.

Article IX. Meetings

The Board shall hold at least one regular meeting each year. The President shall designate the time and place of such meeting at least 21 days in advance and notice thereof shall be sent to each member of the Board not fewer than 14 days prior to such meeting. The Board may hold such other special meetings as the President, Executive Committee or Board deem necessary or desirable. Notice of special meetings shall be sent to each member of the Board not fewer than seven (7) days before said meeting date.

The Executive Committee shall meet at least twice a year to transact the routine business of the Foundation, but may hold such other meetings as the President deems necessary or desirable. The President shall designate the time and place of such regular meetings at least 10 days in advance of such meeting dates. Notice of a special meeting of the Executive Committee shall be provided at least three (3) days in advance of such meeting.

Any meeting may be held electronically if each Director and Officer can hear the others. Notice of any regular and special meetings of the Board and the Executive Committee shall be provided to the directors and officers prior to the meeting date in writing by postal or other delivery or by electronic means.

Article X. Voting

Each member of the Board or of the Executive Committee shall have one vote on all matters. Absentee or proxy voting shall not be permitted. Voting may occur by postal or other delivery or by electronic means where all Board or Executive Committee members vote unanimously in favor of a matter.

Article XI. Rules and Order

Except as may be otherwise indicated by the Bylaws, the procedures prescribed in *Robert's Rules of Order Newly Revised* shall be followed.

Article XII. Authority

The Board and the Executive Committee shall have complete power and authority to manage the affairs, property, and business of the Foundation for the accomplishment of the purpose for which the Foundation is constituted and chartered as are not inconsistent with the applicable law or the Articles of Incorporation and Bylaws of the Foundation

Article XIII. Operations

In order to carry out its purpose and objectives, the Foundation shall continuously seek and obtain gifts and donations of funds or property from numerous and various sources, manage such assets as astutely and prudently as possible, and disburse them in a responsible and considerate manner.

- A. The Executive Committee shall invest reserve or endowment funds of the Foundation in a prudent manner. Operating or endowment-proceeds funds of the Foundation shall be maintained in financial institutions approved from time to time by the Executive Committee.
- B. The operating year for the Foundation shall be from January 1 through December 31.
- C. The books and accounts of the Foundation shall be audited by an independent certified public accountant at least once every three (3) years, a copy of which audit shall be maintained at the office of the Foundation and shall be available for inspection by any donor or any Board member.
- D. The President shall have the authority to appoint such committees as are deemed necessary or desirable to carry out the purpose of the Foundation.

Article XIV. Resignation and Removal of Officers or Directors

Any elected Director or Officer may resign at any time by providing written notice to the President or the Secretary of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. The Texas Society of Architects Board of Directors shall fill Director vacancies created by resignation. The Board of the Foundation shall fill Officer vacancies. Such new members shall hold office until the original term expires.

Any elected Director may be removed at any time by a majority vote where at least two-thirds of the membership of the Texas Society of Architects Board of Directors is present. An Officer may be removed at any time by a majority vote where at least two-thirds of the Foundation Board membership is present. The same Board that elected the Director or Officer shall fill vacancies created by such removal.

Article XV. Amendment

The Bylaws may be amended or repealed at any meeting of the Board of the Foundation, by concurring vote of not less than two-thirds of the total membership of the Board, provided that a notice stating the purpose of such proposed action and a copy of the proposed action shall be sent to each Board Member not fewer than 30 days prior to the meeting at which the proposed action is to be voted.

Article XVI. Dissolution

Should this Foundation for any reason be dissolved, its property and funds and all of the assets then owned by the Foundation, after the payment of all Foundation debts existing at the time, shall be transferred equally to the accredited schools of architecture in Texas; or if there be none, to a charitable, non-profit organization having a similar purpose to that of this Foundation.