Organization Policy Manual
2026

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Texas
Society of
Architects

Statement of Purpose

The Texas Society of Architects (also known as TxA or the Society) policy manual provides a framework for operations at the volunteer and staff level. Identified roles of the Board of Directors, other membership segments, and management aid the accomplishment of the mission to meet the needs of members. The manual also expresses, in a broad sense, the fiduciary responsibilities of volunteer leadership. Policies, while significantly more flexible than articles of incorporation or bylaws, provide a framework for decision making and may reflect the culture and beliefs of the organization. The manual provides a sense of constancy of purpose and focus in achieving identified goals. The policies of the Society are not intended to limit the effectiveness of leadership, but rather enhance the effectiveness of the organization through continuity of thoughts and action.

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Section 1: Mission

The Texas Society of Architects is the Voice for Texas architecture, supporting the creation of safe, beautiful, sustainable environments.

SECTION 1.1 — ABOUT US

The Texas Society of Architects is a state component of the American Institute of Architects (AIA). Founded in 1939, we are one of the nation's largest organizations for the architectural profession, with regional components and more than 7,000 members. TxA is headquartered in Austin.

The roots of the Society date back to the 1880's when the organization was known as the Texas State Association of Architects. In 1939, 47 architects paid charter dues and elected the Society's first officers, officially forming the organization as it exists today. In 1951, the Society received its charter as a component of the American Institute of Architects.

Section 2: Organizational Structure

(Outlined in Chapter 1 of Texas Society of Architects Organization Bylaws)

SECTION 2.1 — MEDIA POLICY AND PUBLIC STATEMENTS

TxA has an obligation to promote and advocate for the profession, educate the public, and represent the membership in a positive and effective manner through the media. The Society's public relations goals include positioning architects, through the media, as creative problem-solvers. TxA also strives to achieve media coverage about member achievements, Society events and programs, and offering responses to newsworthy professional issues. Successful media relations can enhance public perception.

Society Availability
It is important for Society staff and leadership to respond to media questions and requests in a professional and timely fashion. If the Society does not respond promptly or appropriately, the media is likely to pursue other sources that many not be as knowledgeable or favorable.

Handling Media Requests
TxA may periodically receive calls from newspapers, magazines, radio stations, and television stations. All media calls to Society leaders and staff should go through the Communications Department. Volunteer staff or leaders receiving media calls directly should notify the EVP/CEO or a member of the Communications team, before returning the call. A Communications staff member will then make the initial contact to ask the reporter for details about the inquiry.

Organizational Spokesperson
The President of the Board of Directors, the President-elect, and/or the EVP/CEO will serve as the Society's primary spokespersons regarding issues affecting the Society and the profession in general. Media questions on specialized subjects may be directed to other TxA leaders or members with expertise in that subject matter.

Type of Inquiry
General media questions regarding professional issues or TxA policy will most often be handled by the President of the Board of Directors and/or the EVP/CEO. In the rare situation that an "official" statement is desired, the Communications Department, in consultation with the President of the Board of Directors and the EVP/CEO will prepare a written statement. Technical questions will be directed to the most appropriate members serving in a Society leadership position.

Answering Questions
If time is needed to prepare a response or gather thoughts, TxA Communications staff will attempt to set a specific time for an interview within a reasonable amount of time from when the request was made. Questions should be answered with facts. Avoid giving opinions, speculating on future

developments, or considering hypothetical situations. Always keep the statewide, professional nature of the Society in mind, and refrain from discussion of individual members, firms, or companies. Remember that "off the record" is rarely off the record. If reporters are perceived to be "out-of-line" with their questioning, the interviewee may cut the interview short.

Speaking as a Unified Voice
Coordination by the Communications Department will help keep all interview requests for TxA leaders organized and responded to similarly. Society leaders speaking to the media on behalf of the Society should reiterate Board and leadership policies and positions, and refrain from expressing personal opinions that may be interpreted as TxA position. The profession's best interests and the Society's mission should be the foundation for all responses. At the same time, be wary of releasing sensitive information that must be kept confidential.

Responding to Technical or Local Matters
TxA leadership and membership are welcome to speak to their local media about technical issues or local matters, but should not refer to your comments as being an official position of the Texas Society of Architects. You are encouraged to identify yourself as a TxA volunteer leader or member, but make sure you are speaking for yourself or as a representative of your firm or company, and not as a representative of TxA unless specifically instructed to do so.

Social Media Posts
Social media has many applications as posts are widely accessed, real-time, and easily copied and distributed. TxA utilizes social media through LinkedIn, Facebook, Twitter, Instagram, and YouTube. When using social media, the most important things to keep in mind are 1) use common sense and 2) exercise good judgment. TxA leaders and members are encouraged to utilize social media through their own, or their firm's or company's, social networks to discuss profession-related issues and trends.

Public Statement
A public statement is any form of communication by TxA leadership to members, staff, the press, the public or other stakeholders from an organization-owned channel (email, website, social media feed, letterhead, etc.) regarding a local, state, national or international issue. Statements of opinion representing the views of an individual member are not TxA public statements under these policies.

These guidelines do not address statements made by individual members or staff on their own behalf.

FUNDAMENTAL QUESTIONS TO CONSIDER
Leaders shall consider the following questions when determining whether to issue a public statement:

- Will issuing a statement uphold our undermine TxA's mission?
- Will the organization have a greater impact by signing on to a broader statement with members or other related organizations?
- Are there potential partners willing to lead, or follow on this issue?
- Does the content of the statement affirm TxA's strategic goals?
- Will TxA be better served by pointing to or providing support services or special programming related to the issue or event?
- Will the majority of TxA stakeholders agree with speaking out?

BEST PRACTICES
Public statements issued by the organization, regardless of the sender, should adhere to the following best practices:

- Statements should be timely and explain why the issue or event has direct implications for the mission or operations of the organization.
- Statements should be factual, based on current data or information, and free of speculation, claims or accusations.
- When appropriate, the statement should provide substantive actions TxA is taking or will take, in response to the issue or event that precipitated the message.

- » Statements should be honest and open about the organization's strengths, weaknesses, commitment to change, and ability or limited ability to affect change.
- » When issuing a statement of support or solidarity, it should be sent from TxA's Board of Directors.

Statements will only be issued with the consent of the President, President-elect and Board of Directors. Statements requiring immediate action are rare, but if needed the EVP/CEO will work with the communications department to apply the criteria outlined in these guidelines and consult with the Executive Committee and other subject matter experts as appropriate during the process.

SECTION 2.2 — WEBSITE PRIVACY POLICY

Website privacy policies will be maintained and displayed on all relevant websites related to the Texas Society of Architects.

SECTION 2.3 — REPRESENTATIVE LEADERSHIP

(Outlined in Chapter 1 of Texas Society of Architects Organization Bylaws)

SECTION 2.4 — AI POLICY

Generative AI is a transformational technology that is and will be an increasingly useful tool. The responsible use of AI must always be subject to human judgment and oversight to avoid bias, misuse, and inadvertent risks of harm. TxA is committed to harnessing the power of Artificial Intelligence (AI) to advance our mission while prioritizing responsibility.

Fairness and Equity
The user has the responsibility of reviewing for bias, hallucinations (the ability for artificial intelligence to "make up" "facts"), and discrimination, and they will actively monitor and rectify any unintended biases in the AI-generated outputs.

TxA will not use generative AI to create or spread deepfakes, nor misinformation or disinformation.

TxA will beware of biases incorporated in AI-generated output, both in writing and in developing imagery. TxA will not use generative AI as a replacement for diverse experiences, insight, or engagement.

Privacy and Data Security
TxA will prioritize data privacy and security, ensuring that AI models are trained on anonymized and consented data and access to sensitive information is strictly controlled. Only paid generative AI tools (which don't capture data you input for their large language models) may be used where any sensitive information, demographic information, budgets, financial data, minutes, legal documents, contracts or personnel-related information.

Author Responsibility
TxA recognizes that while AI can significantly enhance productivity and decision-making, it is ultimately a tool that requires human oversight and responsibility.

TxA will not rely on generative AI tools to translate documents into other languages. The quality of the translation might not be accurate.

TxA staff or members on TxA committees, the Board of Directors, etc. may use Notetaker, Otter.ai, Teams AI tool, or the Zoom AI tool to take notes for meetings as long as no confidential material is being discussed. Staff and committee leadership reserve the right to remove AI notetakers at their discretion. It is the responsibility of those using an AI notetaker to verify the content for accuracy.

This policy applies to:

- » All TxA employees, contractors, and vendors who utilizing AI tools. This also applies to any members (Board, committee chairs, or general membership) when using any member or financial data supplied by TxA.
- » Any AI-driven services, products or solutions deployed by TxA.

SECTION 2.5 — PROCEDURES FOR AIA NATIONAL ELECTIONS, BYLAWS CHANGES, AND RESOLUTIONS

Following AIA's release of the Delegate Information Booklet, the TxA Executive Committee will meet to review and discuss the candidates for open positions at AIA that year, any bylaws changes, and resolutions. No later than two weeks before the AIA conference each year, TxA will host a virtual Town Hall, inviting all candidates to present. The leadership from each Texas chapter will be invited to participate, and there will be time for consultation among chapters after the presentations have concluded and the candidates have left the Town Hall. Discussion will be held on candidates, any bylaws changes, and any resolutions. Periodic reminders will be sent by TxA staff to all potential delegates in Texas to become credentialed before the vote at the AIA Annual Business Meeting. The TxA President, on behalf of the Executive Committee, will provide a rationale for their voting decisions to chapter leaders if asked.

Section 3: Board of Directors

(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

SECTION 3.1 — EXECUTIVE COMMITTEE

(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

The Board of Directors and Executive Committee should:

- Be an advocate of the mission of TxA, its members, its policies, its services, and its environment.
- Actively foster a clear understanding of the organization, its direction, and its leadership decisions among the membership; promote and facilitate open lines of communication.
- Abide by the mission, bylaws, and policies of TxA.
- Maintain the confidentiality of information so designated by TxA and release its content only with the express authorization of TxA or as required by law.
- Be well-informed regarding current and emerging issues within the profession and the organization.
- Be cognizant of, and seek to understand the special interest, governmental, and other factors that may affect TxA policy and position.
- Participate in development of policy and issue positions in the context of fulfilling the mission.
- Prepare for, attend, and engage in thoughtful, objective participation in all Board and other meetings.
- Be loyal to the organization, its staff, and other volunteer leaders. Be tolerant of differences of opinion but recognize that we must speak with one voice. Support Board actions publicly.
- Serve as a resource to the leadership groups, assigned committees, and staff.

SECTION 3.2 — BOARD MEETINGS

All regular and special meetings of the Board of Directors are open to the members of the Society unless or until the Board meets in executive session.

SECTION 3.3 — BOARD MEETINGS: ELECTRONIC COMMUNICATIONS

The Board of Directors may conduct business via electronic communications with inclusion of the EVP/CEO. When conducting official Society business that requires a Board vote, opportunities for discussion must be made available to Board members prior to any final vote. Discussion may be conducted via e-mail, web based private discussion forums, or by other appropriate means so long as all Board members are notified of and have access to the discussion.

When electronic communications are delivered to members of the Board, "TxA Board of Directors – Action Required" should appear in the subject line to alert Directors that their response is

required. All Directors receiving electronic communications requiring comment and/or their vote on an issue or item of business must respond with their approval, disapproval, or abstention within the timeframe indicated in the request.

SECTION 3.4 — NOMINATIONS

In considering nominees for election as the Board's representative to the Nominating Committee, the committee is encouraged to provide for the greatest possible diversity of committee membership in terms of gender, ethnicity, geography, chapter size, and type and/or size of practice. To ensure diversity amongst the nominees, the Nominating Committee shall ask the Equity, Diversity, and Inclusion (EDI) Committee to share recommendations of candidates and the chair(s) of the TxA EDI Committee shall be invited to attend at least one meeting of the Nominating Committee. Our goal is that the demographics of the Board should mirror the demographics of the state.

Members shall not serve simultaneously on TxA's Executive Committee and the Executive Committee of a local AIA chapter in Texas.

The Nominating Committee shall also cultivate a list of prospective names throughout the year and make efforts to get to know potential candidates who have not been previously involved in TxA.

For positions that serve AIA National, as well as the state (AIA Strategic Council, State Associate Representative [STAR], Young Architect Representative [YAR], Small Firm Exchange [SFx]), a call for applications shall be sent to all members, committee chairs, and chapter leadership. And those currently serving in the roles will review applications and offer recommendations based on their own experiences. The Nominating Committee will have final say on the slating of these roles.

A general call for leadership nominations shall be sent to all members, committee chairs, and chapter leadership.

To ensure impartiality in the nomination process, members serving on the Nominating Committee are ineligible for nomination to any elected board position during their tenure on the committee. Nominating Committee members shall refrain from composing letters of recommendation for elected TxA Board candidates during their term on the committee.

(Outlined in Chapter 7 of Texas Society of Architects Organization Bylaws)

SECTION 3.5 — EXECUTIVE COMMITTEE NOMINATIONS

Officers of the Society
(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

Terms of Office
(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

Nomination Protocol
(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

Election Procedures
(Outlined in Chapter 6 of Texas Society of Architects Organization Bylaws)

Section 4: Governance Matters

SECTION 4.1 — CONFLICT OF INTEREST

These policies are located in Appendix B of this document.

SECTION 4.2 — WHISTLE-BLOWER

The Texas Society of Architects requires officers, directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Purpose
The Texas Society of Architects is open and accountable to its members and employees. The TxA Board of Directors expects all volunteers and employees to obey the law and act ethically. It also expects employees to report honestly to their supervisors. It requires that volunteers and employees contact senior management, legal counsel, or TxA officers, as appropriate, about any activity that they think might violate law, policy, or ethical standards.

This policy is intended to cover serious concerns that could affect the Society. These include actions that:

- could lead to inaccurate financial reporting;
- are unlawful, such as fraud, theft, embezzlement, or other illegal activities;
- are inconsistent with policies or procedures;
- otherwise amount to serious misconduct, such as unethical business conduct, other inappropriate conduct, or concerns about employee health risks that are caused by or are otherwise under the control of TxA management. (Such health concerns might arise, for example, if TxA management were to permit asbestos-containing insulation to be removed without properly protecting employees);
- result in the destruction of documents in a manner inconsistent with TxA's records retention policy; or
- result in the inappropriate or illegal use of TxA property (e.g., using TxA property for personal gain).

The policy is intended to encourage and enable you and others to raise serious concerns within TxA before seeking action from outside sources.

Protecting Confidentiality
Every effort will be made to protect all confidentiality, and TxA will not tolerate harassment or retaliation of any sort against anybody submitting a report under this policy. While anonymous reports will be accepted, those issuing reports are encouraged to identify themself in order to strengthen the credibility of their report and to help the follow-up investigation. Malicious or knowingly false reports, however, may result in disciplinary action, up to and, including termination of employment or volunteer service of the individual making the false report.

Reporting a Violation
When reporting a violation under this policy, one should:

- Where possible, if an employee, one should report the violation initially to their direct supervisor. In most cases, that supervisor should be in the best position to address an area of concern.
- If a volunteer, or if one is an employee who is not comfortable speaking with his/her/their supervisor about a violation, the individual issuing the report is encouraged to speak with the EVP/CEO. If the EVP/CEO is suspected of a violation it should be reported to the President.
- This policy requires every supervisor or other manager to report suspected violations to the EVP/CEO. The supervisor should not have anything else to do with the matter unless directed by the EVP/CEO.
- Except under extraordinary circumstances, the President and the EVP will be informed when a report is received. Other persons may also be notified on a need-to-know basis.

Reporting Violations Concerning Fraud or Financial Matters
If the violation you are reporting has to do with fraud or financial misconduct, the individual issuing the report may follow the procedures shown above. In the alternative, he/she/they may contact the TxA Treasurer or CFO.

Investigation and Report
The following guidelines apply to investigations:

- Impartial outside counsel or auditors will conduct any investigation.
- To the extent possible, each report will be acknowledged within five (5) business days. The individual issuing the report will also be informed about next steps and about when he/she/they may expect to hear more about the investigation of his/her/their reported allegations.
- A prompt investigation will be conducted, while doing everything possible to keep the identity and role of the individual issuing the report confidential. (However, legal requirements or other circumstances may make it impossible to fully protect confidentiality in some cases.) The reporter will be notified within two (2) weeks if a broader investigation appears to be needed.
- Individuals issuing reports are not expected to prove the truth of their allegations. They should, however, be prepared to be interviewed (unless their report is anonymous) and to submit whatever evidence is available to support the allegations.
- The investigator will submit a written report, which will include a summary of the allegations and his/her/their recommendations, to members of the TxA executive management who have a reasonable need to review the report, and to the Executive Committee and/or to the Board of Directors, as appropriate. The individual who issued the report will be informed about the results of the report.
- Where appropriate, corrective action will be taken. The action taken will depend on how serious the pertinent violation is and may include such things as a warning, a letter of reprimand, suspension with or without pay, or termination of employment. In the case of a volunteer, corrective action may include such things as limitations on the volunteer's opportunity to serve on TxA committees.

Contacts of TxA officers
If the process described above is not followed after one has submitted a report, the individual issuing the report may contact the President of TxA. If they are not comfortable contacting the President, they may contact the President-Elect or a Vice President.

SECTION 4.3 — ANTITRUST

TxA complies with both the spirit and letter of anti-trust laws, and adheres to The American Institute of Architects Antitrust Statement approved March 2022.

These policies are located in Appendix F of this document.

Section 5: Committees and Commissions

The activities of TxA are largely the result of member volunteers working in partnership with staff.

Commissions
The various committees and task forces of the Society are organized into five (5) commissions, each of which is led by a member of the Executive Committee.

The Commissions are:

- Advocacy Commission
- Communications Commission
- Operations Commission
- Practice and Recognition Commission
- Professional Development Commission

SECTION 5.1 — VOLUNTEER SERVICE/TIME

Membership on a committee or task force is an individual right and privilege and is not a right of the firm that the member represents.

Charge
Each committee should have a clear and easily understandable charge.

Terms of Committee Volunteer Service
Committee chair terms shall be one (1) year, unless otherwise stated. The chair will assume their position after completing a full year serving as the committees chair-elect, serving a three-year term on the committee.

Committee chair-elect terms shall be one (1) year, unless otherwise stated. The committee chair-elect can be appointed at the beginning of their first or second year serving as a committee member, on that committee. They shall assume the position of chair after their first complete year as chair-elect, serving a three-year term on the committee.

Committee members serve three-year terms that are staggered, allowing new members to get involved each year. All volunteers must be current TxA members.

The term of service of an individual who volunteers on a committee and moves into the role of chair-elect/chair will be adjusted/extended as appropriate. Where circumstances prevent the chair-elect from becoming chair, the TxA President will review and appoint someone to the role as appropriate.

Typically, committee chairs and members who become members of the TxA Board of Directors shall not remain on the committee unless the committee they serve on falls under the purview of their Board position. These members may volunteer to serve again in the future on that committee.

Staff Liaisons
Each committee/task force will work directly with a TxA staff member, known as a staff liaison. The commissioner, staff liaison, and chair will work together to realize the committee's charge and help TxA achieve all strategic goals.

Liaisons are responsible for:
- Arranging logistics for each committee meeting (whether conducted in person or virtually).
- Drafting the agenda for each meeting.
- Keeping minutes during the meeting and distributing them after the meeting.
- Keeping committees organized through email communications or an online platform (such as Basecamp).
- Liaisons will serve as a communication pipeline between the committee and TxA Leadership.

Orientation
An orientation or training for volunteer leaders shall be provided annually.

All committee members will be given an orientation packet to help them achieve success in their position. All volunteers should be provided with a copy of this TxA Policy Manual, the TxA Bylaws, and the TxA Strategic Plan.

The expectations outlined for volunteers will include details such as:
- Time commitment for the specific volunteer role
- Confidentiality requirements
- Conflict of interest information

Expectations of Committee Chair
- Committee chairs are expected to attend all committee meetings unless extenuating circumstances prevail.
- Each committee chair must be a current TxA member in good standing for the duration of their position.
- Collaborate with staff liaison on meeting agendas
- Set goals for the committee and ensure goals are being met through committee work throughout the year.
- Run meetings and encourage committee member involvement. Assign tasks and track progress.

» Chairs, in collaboration with staff liaisons, will orient all committee members during the first committee meeting of the year.

Expectations of Committee Chair-Elect

» Committee chair-elects are expected to attend all committee meetings unless extenuating circumstances prevail.
» Committee chair-elects must be a current TxA member in good standing for the duration of their position.
» The chair-elect shall have all powers and duties of the chair during the chair's absence, disability, or disqualification, or during any vacancy in the position of chair, and such other powers or duties assigned by the chair.

Expectations of Committee Members

» All committee members are expected to attend all committee meetings and, at minimum, must attend half of the scheduled meetings.
» Fulfill meeting responsibilities between meetings.
» All committee members must be current TxA members in good standing.

Quorum

A majority of the committee must be in attendance to have a quorum.

Committee Member Recruitment

Recruitment is the process of attracting new volunteers to TxA. However, it can also include finding new roles for existing volunteers.

The methods of recruitment currently used by TxA include:

» A Call for Committee Volunteers will be distributed to the general membership annually.
» TxA staff shall collect all interested volunteers into an initial, draft committee roster.
» TxA staff will present the draft version of committee rosters to the President and then the Executive Committee for their approval and shall make necessary changes based upon their recommendations.
» Efforts will be made to appoint volunteers to the opportunities they express interest in, but positions are not guaranteed in the year they are requested.
» The makeup of the committee rosters will reflect TxA's stated EDI goals.
» TxA staff shall advise all volunteers of their committee terms and service expectations.

Members may also be recruited (upon discretion of committee chairs and staff) to ensure equitable demographic, gender, and racial representation.

Prospective volunteers will indicate the role(s) they are interested in when they fill out the Call for Volunteer Interest form. Applicants will be assessed based on experience, skills, and training relevant to the role, while adhering to the organization's EDI goals.

The TxA President, in consultation with TxA staff and the current committee chairs, will appoint chair and chair-elect positions.

Requirements

Some committee positions come with additional requirements (i.e. must be an AIA Fellow or committee members must attend the event they are planning, etc.). These requirements will be indicated on the Call for Volunteer Interest form.

Current Committees

(Outlined in Chapter 7 of Texas Society of Architects Organization Bylaws)

SECTION 5.2 — RIGHTS AND RESPONSIBILITIES

As a volunteer, you have rights and responsibilities. TxA strongly believes volunteers are a vital human resource and commits to the appropriate infrastructure to support volunteer engagement.

Volunteers have the right to:

» A supportive environment in which to work and contribute

- Effective and meaningful volunteer involvement practices
- Provide feedback and receive feedback when requested and at regular intervals
- Ask for and receive support from committee chairs and staff liaisons when desired
- Be accommodated for any ability needs in order to complete all tasks of the role

Volunteers have a responsibility to:

- Act with respect for the cause, community, organization, and its work
- Act responsibly and with integrity
- Fulfill the duties of the role as defined in the position description, efficiently and effectively
- Respect all policies in place
- Notify their committee chairs or commissioners if they are unable to fulfill their duties
- Recommend suggestions and changes

Removal from Committee

Committee members whose performance has been determined unsatisfactory are subject to removal from the committee by the President.

Unsatisfactory performance many include any of the following:

- Failure to attend (or contribute during) meetings without an explanation acceptable to the committee chair.
- Non-responsiveness to electronic communications, online community posts, etc.
- Wrongdoing or misconduct

Procedure:

- The chair will counsel the member regarding unsatisfactory performance and negotiate a specific time frame for improvement.
- Documentation of this counseling will be forwarded to the member, staff liaison, commissioner, and TxA leadership.
- If the performance continues to be unsatisfactory, a written correspondence will be sent from the commissioner notifying the member of impending removal from the committee.
- The Executive Committee will be notified of changes in committee member status at the next scheduled board meeting.
- Appointment of a replacement will be at the discretion of the President in collaboration with the commissioner, the staff liaison, and the committee chair.

SECTION 5.3 — BUDGET AND FINANCIAL SUPPORT

Committee chairs will work with TxA leadership during the budget process to request appropriate financial support for the following years committee work. Committee chairs, with the help of staff liaisons, will work to stay within the parameters set forth by the budget.

SECTION 5.4 — ITEMS FOR PUBLICATION

To maintain a unified professional voice, committee chairs are required to secure Board approval in order to express any opinion in any technical or public matter on behalf of the organization or a TxA committee. In absence of specific direction by the Board of Directors, the President, President-Elect, or EVP/CEO must approve statements to the media on all matters other than routine press releases.

SECTION 5.5 — VOLUNTEER SERVICE POLICY

Acceptance and ultimate participation in a TxA volunteer group entails a responsibility to assist in achieving the objectives of the volunteer group through preparation for, and attendance at, its meetings and participating in its deliberations. All volunteer group members will be evaluated by the chair of the group during the year regarding their attendance and participation at meetings.

The TxA Bylaws provide the framework within which TxA operates. Committee members are expected to read and comply with all regulatory information within the bylaws.

Committee members are expected to read and comply with all policies and procedures established by the Society.

Confidentiality
During the course of service as a member of a volunteer group, the member may have access to, or receive, information which is proprietary or confidential. Such information includes, but is not limited to: trade secrets, customers, employee or TxA member data, information related to the operations or plans of TxA or of firms, companies, or individuals, or which is otherwise personal, private, or of a sensitive nature. volunteer group members must consider all information received or discussed during their service as confidential, and members may not use or disclose any such information during, or after, the term of their service without express permission from the President & EVP/CEO.

Actions Which May Discredit TxA
Volunteer members should not engage in, promote, or participate in any activities which would reasonably be anticipated to discredit or result in damage to TxA's reputation or otherwise discredit the core standards and principles it or the architectural profession it represents.

Meetings
The purpose of a volunteer group meeting is to obtain the input of members and decisions on volunteer matters and, where appropriate, produce material for use by the volunteer group and others. For effective volunteer group deliberations, and in fairness to other volunteer members, each member should spend whatever time is necessary to prepare for the meetings and then actively participate.

Ownership/Assignment of Copyright
From time to time, volunteer group members of TxA may be tasked with preparing various documents, guides, plans, standards, and other material for use by the volunteer group and/or others outside of the group. (All such material is herein referred to as the "Work").

The Work and all updates and/or revisions thereof shall be considered as works made for hire for all purposes of the copyright law. Accordingly, all of the rights comprised in the Work and the updates thereof shall vest in the Texas Society of Architects, its successor and assigns, as the sole and absolute owner thereof. Further, the volunteer group member, in exchange for the opportunity to serve as a TxA volunteer, assigns, agrees to assign, and transfers to TxA all of volunteer group member's rights, title, and interest in the Work, including all rights of copyright to TxA. TxA shall have the sole right and power to apply for any and all copyrights in its name, in order that all copyrights so obtained shall vest in TxA including the copyrights for any renewed or extended terms now or hereafter authorized by law. Whenever requested by TxA, the volunteer group member shall perform such acts and sign all documents and certificates which TxA may reasonably request in order to fully carry out the intent and purposes of this paragraph.

Section 6: Government Affairs and Advocacy

Architects in Texas are licensed and regulated under requirements established by the Texas Legislature. Given that almost all aspects of the profession's business are defined by state laws, the Society, on behalf of its members, maintains an active government affairs and advocacy program at both legislative and executive levels of state government, as well as state regulatory boards. TxA is the only organization that represents the interests of architects at the state-level in Texas.

While TxA's Government Affairs & Advocacy staff maintains a regular presence at the Capitol and at Texas Board of Architectural Examiners (TBAE) meetings, the Society's members also have an important role to play in our advocacy work. Individual architect members' actions and meetings with local legislators are the strongest influences for the profession. Elected officials vote on issues that align with constituents in their local districts

Advocacy Updates
TxA, through the Government Affairs Steering Committee and the Director of Government Affairs & Advocacy, shall make frequent updates on important advocacy matters of interest to its members.

Architects Day
In order to provide an opportunity to connect member architects with public officials and legislators, each odd-numbered year, TxA will organize an Architects Day either at the Texas Capitol or virtually.

Texas Society of Architects Committee
Through the Texas Society of Architects Committee (TAC), an unincorporated political action organization allowed under Section 527 of the IRS Code, TAC raises funds for contributions to candidates running for public office. TAC operates under the framework of their bylaws established by the TAC Board of Executive Trustees.

Section 7: Texas Society Of Architects Position Statements

Position Statements
Position statements will be developed as needed and appropriate, and will be determined and subject to approval by the TxA Board of Directors and included in these policies. Position statements can be found in Appendix D of this Policy Manual.

- Black Lives Matter, approved 6/9/2020
- EDI Statement, approved 11/8/2017

Section 8: Continuing Professional Education

TxA will offer continuing education (CE) to its members through programming such as an annual conference, events, and other professional development opportunities. CE opportunities may be found on our website's event calendar.

Attendance at CE opportunities shall be open to any person, and a standard fee will include a discount for all members of TxA as determined by the appropriate staff members as part of the budget process or as approved by the EVP/CEO.

SECTION 8.1 — REGISTRATION FEES, DISCOUNTS AND COMPS

All complimentary registrations will be approved by the EVP/CEO. Complimentary registrations and related expenses will be provided in the budget for the conference.

SECTION 8.2 — REFUNDS AND CANCELLATIONS

Refunds for canceled continuing education registrations will be governed as follows:

Cancellations
Must be received via email or by telephone, or, when possible, can be made directly through the registration portal.

Substitutions
Another individual may be substituted for the original registrant providing the registration fee paid applies to both registrants (i.e., both registrants qualify for member rates). The Society office must be notified no less than seven (7) days prior to the event start date to ensure continuing education hours are properly credited. Substitutions cannot be made after the event has taken place.

Refunds
All cancellations and substitutions (or transfers) are subject to an administrative service charge, which is determined annually through the budget process with approval of the Finance Committee. An administrative fee is automatically applied to all refunds after the final cutoff date, as determined by the EVP/CEO, CFO, and Director of Conferences and Meetings.

Onsite
Walk-in registrations on the day of the course/conference will be accepted if space is available.

SECTION 8. 3 — SPEAKER HONORARIUMS

Speakers/instructors for conferences and events are to be paid rates requested (within budget), plus reasonable travel expenses (i.e. coach or business airfare) and lodging, unless other arrangements have been approved in advance.

SECTION 8.4 — CONTINUING EDUCATION REPORTING

Continuing Education (CE) is required by the Texas Board of Architectural Examiners (TBAE), which oversees architecture licensing in the State of Texas, and the American Institute of Architects (AIA) to ensure that all architects stay current with regulation and industry changes, and to guarantee safe, sustainable design. Other accreditation programs, such as LEED, have their own CE requirements.

TxA shall file for credit to AIA on behalf of AIA member attendees for any TxA hosted event, unless otherwise indicated. After an event concludes, attendees will receive an email with the next steps, and attendees will have the opportunity to verify the hours collected. Attendees of the Annual Conference & Design Expo may be required to complete a short survey before accessing their CE certificate. Attendees are responsible for verifying the information within their CE certificate is accurate. Attendees should report any discrepancies to TxA in the allotted time. All members and non-members are responsible for reporting CE to TBAE as appropriate.

Other professional development opportunities which offer CE shall be handled on an individual basis. In most cases, TxA will file on behalf of the attendees. However, in some cases attendees may be asked to self-file. Instructions for CE reporting for these events will be shared with attendees.

Section 9: Annual Conference and Design Expo

SECTION 9.1 — ATTENDEE REGISTRATION PROCESS

The registration and associated fees will be determined by the EVP/CEO, CFO, and Director of Conferences and Meetings as part of the budget process.

SECTION 9.2 — KEYNOTE SPEAKERS

The Conference Futures Committee may recommend keynote speakers for the annual conference. The Conference Futures Committee, in conjunction with the Director of Conferences and Meetings and/or EVP/CEO, will determine which speakers to select, and will contact them with the following information:

- Invitation to speak
- Topic of speech
- Location, date, time, and length of presentation
- The Society's policy regarding honorarium, expense reimbursement, and complimentary registration (if applicable)
- Request for biography, headshot, and presentation outline and description
- Deadline for response

The Director of Conferences and Meetings will follow up with the keynote speakers as needed. They will assign the following duties amongst TxA staff and the Conference Committee.

» Welcome each speaker when he/she/they arrive at the meeting location
» Introduce each speaker at the time of his/her/their presentation
» Accommodate speaker requests during the program or, if unable to do so, obtain assistance

SECTION 9.3 — CE SESSION SPEAKERS

A Call for Presentations will be promoted to the TxA membership annually. The Conference Committee may recommend local, non-member speakers as well. The Conference CE Committee, in conjunction with the TxA Director of Conferences and Meetings and/or EVP/CEO, will decide which sessions to select. They will ensure the selected sessions represent a variety of topics and speakers are diverse and representative of all members. The Conference CE Committee will reach out to selected presenters with the following information:

» Invitation to speak
» Topic of speech
» Location, date, time, and length of presentation
» Society policy regarding honorarium, expense reimbursement, and complimentary registration (if applicable)
» Request for biography and presentation outline
» Deadline for response

The Director of Conferences and Meetings will follow up with the CE session speakers as needed. They will assign the following duties amongst TxA staff and the Conference Committee.

» Accommodate speaker requests during the program or, if unable to do so, obtain assistance

SECTION 9.4 — ANNUAL BUSINESS MEETING

(Outlined in Chapter 5 of Texas Society of Architects Organization Bylaws)

SECTION 9.5 — NEWLY LICENSED ARCHITECTS

Newly licensed architects shall be recognized annually by TxA.

Newly licensed architects will receive free registration to the Annual Conference and Design Expo during their first year of licensure. For the purposes of discounted registration and the New Architects Convocation participation, a Newly Licensed Architect is defined as someone who obtained their architectural license between August 1 of the previous year and July 31 of the current year. This group will be invited to participate in the New Architect Convocation and will be given details on how to access free conference registration.

Those licensed before or after the listed dates may be included in the New Architect Convocation and may have access the free registration, and must obtain permission by TxA staff to do so. This discounted registration fee and event participation is a one-time offer, and once utilized, individuals will not be eligible receive the discount in a future year.

SECTION 9.6 — DISCOUNTS AND COMPLIMENTARY REGISTRATIONS

All complimentary conference registrations will be approved by TxA staff and the complimentary registrations and related expenses will be provided for in the budget for the conference.

Complimentary registration will be given to the following:

» President
» President-Elect
» Newly Licensed Architects (licensed within the last 12 months)
» New graduates (graduated within the last 12 months)
» Other relevant individuals at the discretion of the EVP/CEO
» Students

» TxA Honor Award recipients (same year as they are recognized)

Discounted registration will be offered to all speakers (speakers includes all tour guides, expo tour guides, and session speakers and panelists). The discount will be a choice of flat rate registration or the option to register for free with no ability to earn CE credits. Tour helpers will be given free access with CE for any tours they assist on.

SECTION 9.7 — EVENT SPONSORSHIP

The Texas Society of Architects shall solicit sponsorships, exhibitors, and supplier partners to enhance and expand the conference experience for attendees, while also providing additional revenue for TxA. A majority of the sponsorships and exhibits will benefit the Annual Conference and Design Expo.

Other Sponsorship Opportunities
Sponsorships may be solicited throughout the year for other events and partnerships, including, but are not limited to, webinars, board meetings, stand-alone professional developement events, publications, TxA building decor, etc.

All sponsorships agreements are to be paid, in full, no later than 45 days prior to the Annual Conference and Design Expo or event. If an agreement is signed for a non-event or year-round sponsorship, sponsor must pay within 30 days of signing the agreement.

SECTION 9.8 — DESIGN EXPO

The Soiciety is committed to working with valued exhibitors, partners, and sponsors to ensure we can deliver a safe, informative, inspiring, and fun event.

TxA Design Expo follows the current exhibit rules and regulations developed and maintained by the International Association of Exhibits and Events (IAEE).

Exhibit Booth Sales
Exhibit booth sales for the following year begins prior to or at current the Annual Conference and Design Expo, as the floor plan is ready, or when the current Design Expo is sold out.

A deposit of 50% of the total booth price is due 30 days after signing exhibitor contracts or reserving specific booth space on the show floor. Failure to pay the deposit, or to respond to communication, beyond the 30-day period will result in the booth space being released to other prospective exhibitors.

All exhibiting companies must pay, in full, for their booth space no less than 45 days prior to the Annual Conference and Design Expo.

Solicitation
TxA strictly prohibits solicitation or suitcasing at any TxA event, conference, or gathering of its members. Violators will be asked to leave the premises immediately. Any activity designed to solicit or sell products or services to attendees of the TxA Design Expo, or other TxA event without proper authorization or purchase of a booth/sponsorship is considered suitcasing.

Liability
Exhibitors will indemnify and agree to hold harmless TxA, its members, officers, directors, and employees against any and all liability arising from any and all damage to property or personal injury caused by an exhibitor or his/her agents, employees, or other representatives.

Exhibit Hall Access and Booth Assembly
Exhibiting companies may allow representatives to assemble their allotted exhibit space prior to the Design Expo opening to attendees. Representatives must check-in with TxA representatives before assembling their booth. During the designated Design Expo days, booth representatives must have a conference badge to access the exhibit hall. Each 10' X 10' space will receive four (4) complimentary exhibitor badges. Additional booth personnel that exceed the complimentary allotment require additional registration fees.

Booths must remain intact until closing time on the final day of the Design Expo. Exhibitor representatives are not allowed to deconstruct their booth until after the close of the Design Expo and all conference attendees have exited the exhibit hall.

Exhibit Cancellation
After the deposit or final payment for the exhibit space is received, TxA's exhibit cancellation schedule applies to any canceled exhibit space:

If the date of cancellation is between June 1 and June 30, the exhibitor will forfeit 30% of the payment; between July 1 and July 31, the exhibitor will forfeit 60%; on or after August 1, the exhibitor forfeits 100% of the payment. All cancellation requests must be submitted to the Texas Society of Architects office in writing and must contain a brief explanation for the cancellation. All dates listed apply to the year of the tradeshow, for which the booth was purchased.

Third Party Vendors
We do not contract with third parties to sell its attendee or member data. TxA never sells attendee lists.

Section 10: Membership

Members of the Texas Society of Architects play a vital role in maintaining and supporting Texas architecture. AIA is a three-tiered organization supporting the architectural profession with national, state, and local leadership. At the national level, AIA represents 94,000 professionals. At the state level, TxA represents more than 7,000. TxA has local components across the state, all of whom are deeply involved with the engagement and support of members and their communities.

SECTION 10.1 — MEMBER TYPES

(Outlined in Chapter 2 of Texas Society of Architects Organization Bylaws)

SECTION 10.2 — NEW MEMBERS

The Texas Society of Architects staff shall contact all new members on a regular basis to welcome them to the Society and share a list of member benefits.

SECTION 10.3 — MEMBERSHIP LISTS

Membership lists may be provided as a member service. TxA will never sell member lists to any outside party. Member e-mail addresses shall not be provided.

TxA website shall offer a public access to 'Find an Architect.' This database will list architecture firms and contact information, not that of individual members.

On request, TxA staff can reach out to a member on behalf of another party needing to make contact for various reasons.

SECTION 10.4 — IN MEMORIAM

TxA will acknowledge an In Memoriam for members who have died. We will acknowledge the following leaders:

- Past Presidents of the Texas Society of Architects
- Recipients of the Medal for Lifetime Achievement in Honor of Llewellyn W. Pitts, FAIA
- Recipients of the O'Neil Ford Medal for Design Achievement

TxA may occasionally receive requests to publish In Memoriam pieces for other members who have died, or non-members who have advanced the profession or appreciation of the profession, and these will be considered on a case-by-case basis.

Section 11: Society Publications

Society publications should encourage development of Texas-specific articles. The staff is generally not responsible for technical articles, but members, as governed by policy, may promulgate such articles.

SECTION 11.1 — *TEXAS ARCHITECT* MAGAZINE

Texas Architect shall be published (up to) five times annually and distributed to all active members. Subscription pricing for non-members is set through the budget process.

Paid advertising may be accepted in *Texas Architect* or in any TxA publication.

Mission
Texas Architect's mission is to inspire, educate, and inform through thoughtful reporting on diverse issues affecting the built environment in Texas. We do this to foster a collaborative design culture, to support the profession, and to advance design excellence.

Guiding Principles

- Promote excellence in journalism — Our purpose is to foster a culture of intellectual curiosity and tell stories that are informative and engaging. We adhere to standards of good journalism, which includes honesty, accuracy, and fairness in reporting. We recognize that constructive criticism is a valuable part of design culture, and we approach it with a spirit of camaraderie.
- Embrace diversity — We aim to cover many types of projects and topics across a wide range of geographies, illuminate diverse professional paths and practitioners, and welcome contributions from varied and distinctive voices.
- Act responsibly — We recognize the impact of design on our communities and natural environment and call out harmful practices and policies when necessary. We prioritize reporting on projects that embody the AIA's Framework for Design Excellence.
- Be transparent — We believe that communicating openly and creating transparent processes builds trust, results in better reporting, and fosters a more inclusive design culture.

Audiences

- Primary — Architects, designers, planners
- Secondary — Architecture and design educators, architecture and design students, developers, clients
- Tertiary — Allied professionals, policy makers, builders/contractors, architecture enthusiasts, general public

TxA Strategic Priorities
Texas Architect supports the Texas Society of Architects' Strategic Priorities. These include equitable representation, prosperity of the profession, public understanding, resiliency, and professional development.

Tone
We aim to communicate complex ideas in a way that can be understood by design professionals as well as a general audience. We avoid using jargon or "archispeak" whenever possible. Each department within the magazine has a unique tone. Please see the section "Magazine Structure/ Departments" for more specific guidance on this topic.

Editorial Calendar
Texas Architect is published five times per year. An annual editorial calendar is published online each July for the following calendar year and outlines the theme for each issue.

Guidelines for Submissions/Pitches
Assignments are made on a rolling basis throughout the year. Editorial content and assignments are typically finalized four to five months prior to the date of publication. See the editorial calendar for deadlines and issue themes.

Because we receive more submissions than we can publish, we often must decline strong proposals due to space limitations or because they're not distinct enough from other articles. Pitches received earlier in the editorial cycle have a greater likelihood of being accepted. Strong pitches that we receive that we do not have an immediate placement for may be used to inform the development of the editorial calendar the following year. If we don't have an immediate placement for an article, we may in the future.

These are some of the qualities we look for when evaluating what to publish:

- Alignment — We seek content that supports each issue theme, TA's mission, and TxA's strategic priorities.
- Originality — We appreciate new perspectives on fresh and historical topics alike.
- Research — This may be original academic research, interviews, or secondary references.
- Engaging writing — We look for topics that are not only informative but pleasurable to read.
- Specificity — Avoid ideas that are too broad. Most professionals will already be knowledgeable about general design and sustainability principles.
- The TxA Writer's Guidelines will be provided to all contributors which includes additional information.

Republishing
We prioritize original work, though we will consider work that has been previously published elsewhere. As with any article, anticipate making revisions based on feedback from the editor.

Marketing/PR
We do not publish articles that appear to be self-promotional and rarely allow authors to write about their own work. Exceptions to this are personal essays and Toolkit articles, which are typically written by practitioners as a "how-to" for other professionals.

Guidelines for Authors
EDITORIAL PROCESS
Our editorial process is thorough, and you may be asked to do multiple rounds of revisions. Contributors frequently tell us that they appreciate the creative dialogue and that the process builds their skills as writers. Expect that the final published article will look considerably different from the first draft.

Submit your first draft in a Microsoft Word DOC by the due date assigned by the editor. If you are unable to meet a deadline, communicate this to the editor as soon as possible. Late submissions may result in the article being removed from the issue.

Once the first draft is received, the editor will provide feedback on the content of your draft, generally in the form of comments and questions within the original document. You will then be asked to provide a second draft that addresses these comments and questions within the body of the text. Track changes between drafts so that your edits can be clearly seen. Multiple rounds of revision may be required, though we have found that two drafts are sufficient for most articles.

Once content has been finalized, your article will be reviewed and edited by the editor, the managing editor, and a copyeditor. Our goal is not to impose our own points of view but to help you clearly communicate yours while adhering to TA style standards. Contributors are welcome to suggest titles, but the final titling of articles will be done by the editorial team. Similarly, the editor will ask for suggestions on how to illustrate your article, but the responsibility for sourcing images, as well as the final selection of images and their layout, lies with the editorial team and the art director.

As part of the editorial process, the editorial team will conduct basic fact-checking and quote verification. We will allow anyone interviewed to review and make minor revisions to their quotes. Do not share a draft of your article with anyone outside the editorial team prior to publication. An abstract and summary of direct quotes can be provided to anyone that has been interviewed. If an interviewee requests to review an article draft, inform the editor and provide a contact name and email address or phone number so that an abstract can be provided to them by the editorial team.

Approximately two weeks prior to publication, you will be sent a PDF proof of your article for review. You also will be asked to provide comments and write image captions. This is a fast-paced stage of the editorial process, and we typically request that this information be turned around in two to four days.

COPYRIGHT
Texas Architect owns the copyright for all published articles, but authors continue to own the underlying ideas in their articles. We retain the right to share your article with other publications for broader distribution.

COMPENSATION STRUCTURE
Writers are paid a flat rate of $400 per article for most articles. Features are paid at a rate of $600 per article. Members of the TxA Publications Committee and contributing editors are not eligible for compensation due to conflict of interest. Compensation for articles will be reviewed annually and is subject to change.

Op-ed-style articles that use the magazine as a platform to garner support for specific initiatives such as changes to academic or public policies will be considered for publication. However, these types of articles are not eligible for compensation.

The editor reserves the right to move an article to a different department within the magazine (which could result in a different compensation rate), move it to another issue, or to omit it altogether if it does not meet the standards of the publication.

If travel of more than 50 miles is required to visit a project, authors will be reimbursed for travel at the standard federal mileage rate. Contributing editors and TxA Publications Committee members are eligible for mileage reimbursement.

INVOICING
Once you have sent comments on your proof and captions, submit an invoice to the editor for your article. (See Compensation Structure for current rates.) Include your name, mailing address, date, invoice number, article title, and issue in which the article is published, along with miles traveled (if applicable).

Payments are typically made by check and mailed through USPS. Payments may also be made electronically through ACH. Inform the editor if you prefer payment through this method. Any author who is paid $600 or more within a calendar year will also need to complete a W-9 form.

For authors who prefer not to receive monetary compensation, a donation equaling the article fee may be made in the author's name to the Texas Architectural Foundation in lieu of payment. The Texas Architectural Foundation provides scholarships for students enrolled at Texas schools of architecture. Please inform the editor if you would like to donate your fee.

ISSUE REQUESTS/ORDERS
Upon request, authors are eligible to receive up to two complimentary copies of the issue in which their article appears. Authors who have written their articles pro bono are eligible to receive up to five complimentary copies. Additional copies may be purchased at the standard rate of $9.99 each. Please submit requests to communications@texasarchitects.org.

SECTION 11.2 — OTHER PUBLICATIONS

The Society will publish rosters and information regarding TxA leadership on an annual basis via the website, a newsletter, and/or printed media.

Other types of resource materials may be published on a recurring basis in some manner (electronic and/or printed) and distributed to the membership by various means. These items may include, but are not limited to, CE course information and historical information.

Section 12: Logo Usage

Only TxA members may use the TxA logo in printed and electronic materials (to include business cards, letterhead, envelopes, newsletters, brochures, etc.) if the following conditions are met:

- The logo is accompanied by the words "Member of" or "Members of" in close proximity to the placement of the logo so as to easily recognize that they are related to one another.
- The logo is printed in either its standard black and white format. No other reproductions are allowed.
- The logo contains a hyperlink to the TxA website, texasarchitects.org, when used in electronic materials.

Members must request permission to use the TxA logo, TAF (Texas Architectural Foundation)logo, TAC (Texas Society of Architects Committee) logo, and the *Texas Architect* logo. To request permission to use a logo, contact either the EVP/CEO, Director of Communications, or the director of the specific organization with the requested use. To request TxA, TAF, TAC or *Texas Architect* logos and guidelines, members must contact TxA's Director of Communications.

Members may not share the TxA, TAF, TAC, or *Texas Architect* logos with third parties without TxA's express permission.

Section 13: Recognition and Awards

Committee
The Design and Studio Awards Committee works to secure diverse group of jurors for the Design Awards and Studio Awards programs. And the Honor Awards Committee will review nominees for the Honor Awards program. Both committees are selected per the TxA Committee Recruitment guidelines.

The following are official award programs of the Texas Society of Architects:

Design Awards
The Texas Society of Architects Design Awards program recognizes outstanding built architectural and urban design projects by architects practicing in Texas to promote public interest in design excellence. The competition focuses statewide attention on the quality of our built environment while highlighting the important role architects play in every community.

Studio Awards
The Texas Society of Architects Studio Awards program recognizes real or theoretical projects that demonstrate excellence in design and that go beyond the boundaries of architecture to address current critical issues are encouraged. Submissions from students and practitioners are judged on equal footing, and projects of all types are considered together.

Honor Awards
Recognizing exceptional members, firms, individuals, and organizations for outstanding achievements in support of TxA's mission, the Honor Awards are offered in the following categories:

- Medal for Lifetime Achievement
- Architecture Firm Award
- Award for Community Service
- Award for Outstanding Educational Contributions
- Award for Equitable Practice in Architecture
- Award for Young Professional Achievement
- Associate Member of the Year
- Mentorship Award
- Award for Excellence in the Promotion of Architecture through the Media
- Citation of Honor
- Artisan Award
- Honorary Membership
- 25-Year Award
- Architectural Landmark Award

The Cornerstone Award and O'Neil Ford Medal for Design Achievement are under the purview of the Honor Awards Committee, but do not form part of the usual Nomination Packet and procedures. See respective sections below.

The TxA Board of Directors shall approve any changes to award criteria and the development and implementation of any new award categories and/or programs.

SECTION 13.1 — AWARD CRITERIA AND PROCEDURES

Entries and nominations will be solicited annually. The entry and nomination forms or solicitation contains the key criteria for award candidates. Information on submitting for all awards will be posted on the TxA website and shall be sent out to all TxA members annually.

Current award criteria is as follows:

Design Awards
The TxA Design Awards seek to recognize a broad range of project types, addressing a full spectrum of architectural innovations and urban solutions. The scope of projects encompass:

- New construction
- Adaptive reuse
- Restoration
- Renovation of historically significant buildings
- Built urban design projects
- Interior Architecture

JURY SELECTION AND DELIBERATIONS
The committee is responsible in evaluating, selecting, and contacting potential jurors. In consideration of selection and to align with TxA's EDI goals, the committee must choose a diverse group with a minimum of three (3) practicing architects or architectural-academic persons, who practice and live outside of Texas.

Annual deliberations will occur with the selected jurors at the TxA office in Austin, TX. The jurors are given direction to select approximately 7-10% of the total entries for the final award-winning projects. However, the final selection quantity is at the discretion of the jurors.

Jurors are to be provided reasonable travel expenses (i.e. coach or business airfare) and lodging, unless other arrangements have been approved in advance.

ENTRY GUIDELINES
Entries must be submitted by the design architect, who must have been registered with the Texas Board of Architectural Examiners (TBAE) at the time the project was executed. Individuals or firms whose primary offices are in Texas may enter any number of projects located anywhere in the world. Texas-registered architects based in another state may enter any number of projects located in Texas. For projects executed in collaboration with other firms, all contributing firms must in agreement to submit the project, which should be indicated via the entry form. This is done to verify proper attribution.

The submitted project's construction must have been completed within the past five (5) years.

Entries should demonstrate the following design features:

- The positive impact on individuals and communities that use the project;
- Effectiveness in accomplishing the goals of clients and users;
- Sustainability and energy efficiency according to AIA National's Framework for Design Excellence; and
- Appropriateness of visual character.

All entries must include a presentation, images for announcement purposes, and the Common App form.

To align with AIA National's Framework for Design Excellence, each entry is required to complete the Common App questionnaire to describe how the design addresses sustainability, resilience, and inclusiveness. While projects do not need to address all aspects of the Framework for Design Excellence, they should showcase performance data and relevant information in this context.

RECOGNITION
Award recipients will be annually recognized at the Annual Conference and Design Expo. The award-winning projects will be featured TxA's website and in an issue of *Texas Architect* magazine the year the projects are awarded.

Studio Awards
The TxA Studio Awards seek to recognize unbuilt or theoretical projects demonstrating innovative and excellence in design.

JURY SELECTION AND DELIBERATIONS
The committee is responsible in evaluating, selecting, and contacting potential jurors for the awards deliberations. In consideration of selection and to align with TxA's EDI goals, the committee must choose a diverse group with a minimum of three (3) architectural-professional or academic persons, who practice and live outside of Texas.

Annual deliberations will most often occur virtually to allow the committee the opportunity to secure at least one (1) international juror. The jurors are given direction to select approximately 7-10% of the total entries for the final award-winning projects. However, the final selection quantity is at the discretion of the jurors.

ENTRY GUIDELINES
Entries may be submitted by the design architect, who must have been registered with the Texas Board of Architectural Examiners (TBAE), or Texas Society of Architects Associate/Intern members at the time the design was executed. Individuals or firms whose primary offices are in Texas may enter any number of proposed projects located anywhere in the world. Texas-registered architects based in another state may enter any number of proposed projects located in Texas. Faculty teaching at any higher education design program in Texas may enter current design-focused research projects. Students and faculty may enter studio projects from any higher education design program in Texas.

The submitted project's design must have been completed within the past five years.

Entries must be theoretical projects, real projects currently on the boards or in the drawers but not under construction, or faculty or student projects must not have been built at the time they are entered into the awards program.

Entries should demonstrate the following design features:
- The positive impact on individuals and communities that use the project;
- Innovation and excellence in design;
- Real or theoretical projects that go beyond the boundaries of architecture to address current critical issues are encouraged.

All entries must include a presentation and images for announcement purposes.

RECOGNITION
Award recipients will be annually recognized at the Annual Conference and Design Expo. The award-winning designs will be featured TxA's website and in an issue of *Texas Architect* magazine the year the projects are awarded.

Honor Awards
The Texas Society of Architects conducts an annual Honor Awards program recognizing exceptional members, firms, individuals, and organizations for their outstanding achievements in support of the profession of architecture, the built environment, and quality of life in Texas.

ENTRY GUIDELINES
Entry guidelines and criteria can be found in Appendix E of this Policy Manual.

NOMINATION PROCEDURES

- All Texas region AIA local components and current members are invited to submit nominations for our Honor Awards. The full Program Information, Nomination Form, Award Criteria, and list of Past Recipients are made available on the TxA website.
- There is no limit to how many years a nominee may be submitted for an award (unless otherwise stipulated in the award criteria); however, a recipient may receive a specific award/honor only once.
- Awards are not given posthumously. Individuals and firms may not self-nominate for any of the Honor Awards.
- Current members of the Honor Awards Committee may not be nominated. They are also not eligible to submit nominations or letters of recommendation during their tenure.
- Honor Award letters of support should be addressed to the Honor Awards Committee chair.
- There is no entry fee for nominations.

NOMINATOR RESPONSIBILITIES

The nominating component or member is responsible for the following:

- Preparation of the Nomination Form, ensuring that materials are provided in the requested format, and that they are delivered to TxA by the deadline.
- Communication with the nominee and notification about the selected award recipient(s).
- Coordination of the award recipient's attendance at TxA Annual Conference and Design Expo for award presentation, and purchase of tickets where appropriate.
- Taking the lead on local promotion of award recipients, including creation and dissemination of local press releases, with support from TxA as needed.

CORNERSTONE AWARD

The Texas Society of Architects Cornerstone Award Subcommittee shall make nominations of appropriate recipients for the Cornerstone Award. The nomination shall be transmitted to the Honor Awards Committee chair in advance of the annually scheduled Honor Awards jury meeting. With the affirmative vote of the Honor Awards Committee, the nominee shall be forwarded to the Board for final approval.

O'NEIL FORD MEDAL FOR DESIGN ACHIEVEMENT

The Texas Society of Architects O'Neil Ford Subcommittee shall make nominations of appropriate recipients for the O'Neil Ford medal. The nomination shall be transmitted to the Honor Awards Committee chair in advance of the annually scheduled Honor Awards selection meeting. With the affirmative vote of the Honor Awards Committee, the nominee shall be forwarded to the Board for final approval. In any year, the Subcommittee may choose to make no nomination, make the nomination of a single individual, or forward two or more nominations to the Honor Awards Committee, which, in that case, will evaluate the case for each and select the nominee the committee determines most deserving and then forward that name to the Board for final approval.

AWARD NOTIFICATIONS

After the Board of Directors have approved the list of honorees, the recipients are notified by the TxA President and Honor Awards chair. The Honor Awards staff liaison follows up with information about when and where their award will be presented/featured.

RECOGNITION

Award recipients will be annually recognized at the Annual Conference and Design Expo. The award-winning projects will be featured TxA's website and in an issue of *Texas Architect* magazine the year the projects are awarded.

SECTION 13.2 — AIA FELLOWS

Fellowship is awarded to individuals who have made significant contributions to architecture and society on a national level, and only about three percent of AIA's members hold this distinction.

Annually, TxA shall:

1. Recognize all new Fellows from Texas each year at the AIA National Conference, typically during the Trailbreak Reception.
2. Maintain a list of all Fellows from Texas on the TxA website, which shall be updated annually.
3. Announce all new Fellows from Texas on the TxA website and social media channels after the AIA announcement.

Section 14: Executive Vice President/Chief Executive Officer

The Executive Vice President/Chief Executive Officer (EVP/CEO) should have qualities for successful execution of duties. These would include a well-rounded education, leadership skills, communication skills, experience in working with people, and an ability to establish understanding and confidence with others. Desirable characteristics would include directness, tact, patience, sincerity, enthusiasm, imagination, diplomacy, and integrity.

The EVP/CEO should be familiar with groups such as, trade, service, and professional organizations.

The EVP/CEO shall ask the Board to consider new and update or revise old procedures. The EVP/CEO should be prepared to discuss the matter in detail and recommend any action(s) or solution(s).

The EVP/CEO should organize activities and programs, which result from the decision of the Board of Directors.

The EVP/CEO must realize that the Board of Directors establishes policy for the Society and must be able to distinguish between matters that are policy and those that are administrative. The EVP/CEO should acquire an intimate knowledge of the problems and the needs of the Society, contribute advice concerning policies, and execute the objectives of the Society. This process will require constantly visualizing, instituting, and adopting activities for the good of the Society.

SECTION 14.1 — LEGAL COUNSEL

The EVP/CEO is authorized to approve the use of legal counsel and shall notify the President as necessary.

SECTION 14.2 — REIMBURSEMENT

The EVP/CEO shall receive reimbursement for expenses necessary to properly conduct his/her/their duties and functions. These include TxA meetings, ASAE meetings, local area meetings, etc. Care should be exercised to keep all travel expenses within budget limits.

The EVP/CEO should be a member of the American Society of Association Executives and the Texas Society of Association Executives. The memberships and expenses to attend will be paid by the Society.

SECTION 14.3 — PERFORMANCE REVIEW

It is important that the EVP/CEO receive regular and consistently delivered feedback from the governing body, known as the Administrative Policies Committee (APC). The APC is designated to address “tenure, salary, and duties” on behalf of the Society.

APC actions are to be approved by the Executive Committee.

(Outlined in Chapter 7 of Texas Society of Architects Organization Bylaws)

SECTION 14.4 — ROLE OF EVP/CEO

The EVP/CEO is the top paid administrative and executive officer of the organization. He/she/they are responsible for overall strategic operation, management, and administration of all staff,

headquarters, and activities. The EVP/CEO works closely with the board to develop the organization's vision and strategic focus. Responsibilities include:

1. Leadership:
   a. Advises the Board on appropriate matters
   b. Advocates/promotes the organization
2. Visionary/Information Bearer:
   a. Ensures staff and Board have relevant and up-to-date information
   b. Looks to the future for change opportunities/threats
   c. Interfaces between Board and membership
   d. Interfaces between organization, community, government, and other organizations
3. Decision Maker:
   a. Formulates policies and planning recommendations to the Board
   b. Decides or guides courses of action in operations by staff
4. Manager:
   a. Oversees operations of organization
   b. Implements plans
   c. Manages human, financial, and physical resources
5. Board Developer:
   a. Assists in the governance process to ensure Board effectiveness
   b. Supports Board during orientation and Board self-evaluation

SECTION 14.5 — SUCCESSION OF EVP/CEO

A succession process document shall be maintained in the files of the EVP/CEO and CFO for reference and access by volunteer leaders. The document will include details related to succession scenarios and resources to assist in succession of the EVP/CEO. The President and President-Elect should be briefed at the beginning of their term regarding the content and location of the approved document. The document should be reviewed periodically by the Executive Committee.

In the case of an immediate vacancy, such as the death, disability, or termination of the current EVP/CEO, TxA leadership may choose to:

1. Use current volunteers to oversee the day-to-day operations of the Society
2. Name an interim EVP/CEO from existing staff
3. Employ a recently retired member to serve as interim EVP/CEO

The Board of Directors would then appoint a search committee or may ask the Executive Committee to serve in that capacity.

In the case of the resignation or retirement of the current EVP/CEO, where adequate notice of the impending vacancy is given to the Board of Directors, either the Executive Committee or a search committee appointed by the Board may choose to engage an outside organization for consultation and/or search services. In this situation, the current EVP/CEO may continue to oversee operations until a successor is in place.

Section 15: Policies

TxA shall have Board approved policies and procedures including fiscal policies and procedures. The EVP/CEO shall maintain accurate records relating to changes, additions, or deletions to the policies so that these changes may be incorporated in the policy manual on an annual basis. Any recommended changes should be provided to the President and Executive Committee prior to an changes recommended to the Board. Date of board approved changes should be indicated.

The fiscal policies and procedures manual shall be maintained and periodically reviewed by the Finance Committee. The manual shall be an Appendix to the policy manual.

The Society shall maintain a personnel policy manual and all matters contained in this policy section shall be reviewed annually by the EVP/CEO. The EVP/CEO shall be responsible for the hiring, training, and supervision of the staff.

Section 16: Financial Matters

SECTION 16.1 — MEMBERSHIP DUES

Membership dues for the fiscal year beginning January 1 shall be established annually by the Board of Directors at their Q2 meeting and not later than the Q3 meeting, upon recommendation of the Finance Committee. Dues increases will generally be kept in line with inflation or the core Consumer Price Index and/or other external factors on an annual basis.

SECTION 16.2 — EXPENSE REIMBURSEMENT POLICY AND PROCEDURES

The Society will reimburse the President & President-Elect, directors, members of the staff, speakers, lecturers, and others as appropriate, for reasonable and necessary out-of-pocket expenses incurred in connection with meetings, events, or other Society business. All requests for reimbursements must be supported by a standard expense report form, which may be obtained from TxA Staff or at the Society office. Reimbursement must be approved. Specific types of expenses to be reimbursed, documentation requirements, and other Society policies to be observed are set forth below.

SECTION 16.3 — PRESIDENT AND PRESIDENT-ELECT

TxA's annual budget includes allowance for travel expense reimbursement for both the President and the President-Elect. This includes travel to:

- Quarterly board meetings and Executive Committee meetings (where applicable)
- Chapter and section visits (President-Elect only)
- Leadership Retreat
- AIA Grassroots
- AIA Convention
- AIA Large States Roundtable
- Various TxA committee meetings and events as required
- TxA Annual Conference & Design Expo
- Architects Day (every second year)
- Past President's Retreat (only every three years)

SECTION 16.4 — VICE PRESIDENTS, SECRETARY, TREASURER, AT-LARGE DIRECTORS, AND CHAPTER DIRECTORS

Members will be reimbursed for the TxA Board meetings (3) and the Leadership Retreat according to the schedule below. Please note we do not reimburse for Annual Conference expenses.

- Transportation will be reimbursed for car travel at the IRS set rate. If the mileage reimbursement rate exceeds that of coach-class airfare, then the airfare will be reimbursed. Airline travel should be booked at least one month in advance to ensure the lowest possible airfare.
- For hotel room nights, Executive Committee members, At-Large Directors, and Chapter Directors will be covered for one room night. If a specific location or schedule requires a change, TxA staff will so inform the Board.
- Vice Presidents/Commissioners will be reimbursed for attendance at one meeting per year of their respective commission's committee meetings.
- AIA Strategic Councilors will each receive reimbursement to attend TxA Board meetings (3) and the TxA Leadership Retreat.

The Associate Member Director on the board will be reimbursed for actual travel and lodging expense under the above criteria for TxA Board meetings, the TxA Leadership Retreat, and in-person Nominating Committee meetings.

The AIA State Associate Representative (STAR) will be reimbursed for actual travel and lodging expense under the above criteria for TxA Board meetings, the TxA Leadership Retreat, TxA Conference, and includes attendance at one National event, the AIA Convention, or the AIA Grassroots. The national component provides funding for attendance at one National conference either the AIA Grassroots or the AIA Convention and the annual NAC meeting.

The Young Architect Representative (YAR) will be reimbursed for actual travel and lodging expense under the above criteria for TxA Board meetings, the TxA Leadership Retreat, TxA Conference, and includes attendance at one National event, the AIA Convention, or the AIA Grassroots. The national component provides funding for attendance at one National conference either the AIA Grassroots or the AIA Convention and the annual YAF meeting.

The Public Member Director on the Board will be reimbursed for actual travel and lodging expense under the above criteria for TxA Board meetings, the TxA Leadership Retreat, and attendance (optional) to the TxA Conference in their first year of service.

The Educator Member Director on the Board will be reimbursed for actual travel and lodging expense under the above criteria for TxA Board meetings and the TxA Leadership Retreat.

Architectural Licensure Advisors (ALAs) will be reimbursed for actual travel and lodging expense under the above criteria to present the AXP program to Texas components, schools of architecture, and on request, the NCARB Licensing Advisors Summit. This position does not serve on the Board of Directors.

The Executive Director of local Texas Chapters will be added to the hotel room night for one night at each of the TxA Board meetings (3), and the TxA Leadership Retreat. All other travel expenses will be at the chapters/individuals own expense.

TxA committee chairs, local chapter presidents, and local chapter president-elects will be reimbursed for actual travel and lodging expense under the above criteria for the TxA Leadership Retreat. In the event that a local chapter president or president-elect cannot attend the TxA Leadership Retreat, another member of that component's Executive Committee may attend in their place. TxA will reimburse for up to two leaders per component.

SECTION 16. 5 – LOCATION OF BOARD MEETINGS

All TxA Board Meetings will take place at the TxA office unless another location is deemed appropriate and decided on during the budgeting process or becomes necessary due to unforeseen circumstances.

SECTION 16.6 — HOTEL BLOCKS

When TxA sets up a hotel "block" for board meetings or other leadership functions, those utilizing the block will not pay a room charge; it will be on a master account that is billed to TxA. The Society will not incur unwarranted charges, please note the following items:

- If a TxA Board or leadership member does not attend and TxA staff is not notified by the provided cancellation deadline of the accommodations, he/she/they will be billed for the amount charged to the Society.
- If a TxA Board or leadership member chooses to stay elsewhere, it will be at his/her/their own expense.
- If a TxA Board or leadership member chooses to stay elsewhere and does not notify TxA staff to cancel the provided accommodations, he/she/they will billed the amount charged to the Society.

SECTION 16.7 — OTHER TRAVEL

Travel not listed above may be reimbursed determined by what has been budgeted to cover flights/mileage, hotel, and other travel related expenses for the program/specified travel purpose. Budgets will assume coach-airfare, and flights should ideally be booked at least 30 days prior to travel to ensure the best price.

SECTION 16.8 — DISCRETIONARY FUNDS

In order to promote the best possible leadership for the Society, at the discretion of the President, and approved by the Executive Committee, travel reimbursement for TxA leadership may be increased based on a specific requirement or obligation.

SECTION 16.9 — REIMBURSEMENT PROCEDURES

Expense forms will be provided to and reports with receipts will be submitted by:

- All Officers, Vice Presidents, and Chapter Directors
- Associate Member Director
- AIA State Associate Representative/STAR
- Young Architect Representative/YAR
- State Architectural Licensure Advisor (ALA)
- Public Member Director
- Invited guests

All requests for reimbursement must be received by the TxA CFO within 30 days of the expenditure and no expenses will be paid for expenses submitted after December 1st of each year.

Section 17: Referrals for Licensure Inquiries/Reports

From time to time, TxA staff receives inquiries and/or reports related to individual licensure or firms and general compliance issues. These inquiries and reports may be in the form of a phone call, email, letter, verbal, or other form of communication. Since the Society has no authority, control, or responsibility over licensure or compliance, TxA staff should direct the person making the inquiry to the Texas Board of Architectural Examiners.

Section 18: Code of Conduct

These policies are located in Appendix A of this document.

Section 19: Fiscal Policies and Procedures

These policies are located in Appendix C of this document.

APPENDIX A

TEXAS SOCIETY OF ARCHITECTS

CODE OF CONDUCT POLICIES

Section 1: Code of Conduct

The Texas Society of Architects (TxA) is a diverse, inclusive, and professional organization that champions a culture of social justice and expects its members and associates to uphold these values.

During its conferences, other professional and social events, workshops, and in related media, TxA is dedicated to providing a safe, harassment-free experience for everyone, regardless of sex, race, color, religion, national origin, age, marital status, personal appearance, sexual orientation or identification, family responsibilities, physical or mental disability, political affiliation, or other status protected under law. TxA will not tolerate harassment of members, vendors, speakers, volunteers, or TxA staff.

SECTION 1.1 — ANTI-HARASSMENT POLICY

This Code of Conduct prohibits anyone present at our events or meetings, including attendees, vendors, sponsors, speakers, volunteers, or staff, from engaging in intimidating, harassing, discriminatory, unwelcome, abusive, disruptive, violent, or offensive conduct toward others. Derogatory speech, images, and personal insults based on sex, sexual orientation, gender identity, race, disability, religion, or ethnicity are prohibited, as is unwelcome sexual attention, touching, stalking, photography, or sexually explicit comments or images. Individuals asked to stop any such behavior must comply immediately. Violators may be subject to expulsion from events without refund or asked to leave meetings.

Sponsors, speakers, and vendors should not use sexualized or offensive images in their presentations, advertising, or booths. Booth staff should not wear inappropriate clothing that creates a sexualized environment.

SECTION 1.2 — ZERO TOLERANCE POLICY

TxA has a zero-tolerance policy for hostile, disruptive, or harassing behavior at its conferences, meetings, or events that negatively interferes with the experience for others, or makes others feel unsafe. If you feel you are being harassed, or if you observe others engaging in behavior that violates this Code of Conduct, you may seek out staff for assistance.

Staff, officers, and volunteers will be briefed on this Code of Conduct and options for remedial action, ranging from warning the offender, contacting venue security or law enforcement, or expulsion from the conference without refund, depending on the circumstances. If you continue to feel unsafe, please let us know so that we can take further measures, such as providing escorts or working with venue security.

SECTION 1.3 — ANTI-DISCRIMINATION POLICY

Discrimination against any person because of the individual's race, sex, color, religion, national origin, citizenship, marital status, sexual orientation, age, disability, military status, veteran status, or any other protected status or classification under federal, state, or local law is illegal and will not be tolerated by the Texas Society of Architects.

APPENDIX B

TEXAS SOCIETY OF ARCHITECTS

CONFLICT OF INTEREST

This policy is designed to help members of the Board of Directors, officers and staff of the Texas Society of Architects identify situations that present potential conflicts of interest.

Purpose (Article I)
The Texas Society of Architects is a not-for-profit corporation organized and existing under the laws of the State of Texas for the purposes of conducting operations and activities as an organization ("Society") eligible for tax-exempt status under Section 501(c)(6) of the Internal Revenue Code. The purpose of this Conflict of Interest policy is to protect the interest of the Society when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society. This policy is intended to supplement but not replace any applicable federal or state laws governing Conflict of Interest applicable to nonprofit organizations.

Definitions (Article II)
INTERESTED PERSON
Any director, principal officer, or member of a committee with powers delegated by the Society's Board, who has a direct or indirect financial interest, as defined below, is an interested person.

FINANCIAL AND OTHER INTERESTS
A person has a financial interest if the person has, directly or indirectly, through business, investment, family, or other close personal relationship:

- An ownership or investment interest in any entity with which the Society has a transaction or arrangement;
- A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a Conflict of Interest. Under Article III, Section 2, a person who has a financial interest may have a Conflict of Interest only if the Board, the Society's Executive Committee, or another appropriate committee or other body of the Society decides that a Conflict of Interest exists.

Procedures (Article III)
DUTY TO DISCLOSE
In connection with any actual or possible Conflict of Interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and/or members of committees with Board delegated powers considering the proposed transaction or arrangement.

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the Board or committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or committee members shall decide if a Conflict of Interest exists.

PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.
- The presiding officer of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board or committee shall determine by

a majority vote of the disinterested Board of Directors or members, whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and whether the Texas Society of Architects Conflict of Interest Policy is reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

- If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings (Article IV)

The minutes of the Board and all committees with Board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible Conflict of Interest, the nature of the financial interest, any action taken to determine whether a Conflict of Interest was present, and the governing board's or committee's decision as to whether a Conflict of Interest in fact existed; and
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation (Article V)

- A voting member of the Board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements (Article VI)

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement, which affirms such person:

- Has received a copy of the conflicts of interest policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands the Society is a non-profit 501(c)(6) corporation and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews (Article VII)

To ensure the Society operates in a manner consistent with its non-profit 501(c)(6) purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The review should be conducted by the EVP/CEO in conjunction with the Executive Committee. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further legitimate purposes, and do not result in inurement or impermissible private benefit.

Use of Outside Experts (Article VIII)
When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Other Conflicts of Interest (Article IX)
Each principal officer, director, and member of a committee with Board-delegated powers has fiduciary duties and other responsibilities to the Society. Each such individual is subject to such duties and responsibilities, whether they arise from federal, state or other law, from the Society's Bylaws or Rules of the Board, from Board-approved policies or other actions of the Board, or from other sources. This policy shall apply to any situations in which any director, principal officer, or member of a committee with Board delegated powers has an actual or apparent conflict between his/her/their private interests and his/her/their fiduciary duties or other responsibilities to the Society. All such actual or apparent conflicts of interest shall be disclosed to the General Counsel of the Society, who shall refer such matters to the appropriate officers of the Society and ensure that they are considered and resolved in a fair and expeditious manner.

Annually, all board members shall be provided with the Conflict of Interest Policy Acknowledgment and Disclosure Form.

APPENDIX C

TEXAS SOCIETY OF ARCHITECTS

FISCAL POLICIES AND PROCEDURES

Section 1: Accounting Procedures

SECTION 1.1 — TAX STATUS AND YEAR END

TxA is a professional organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code. Its fiscal year end is December 31.

SECTION 1.2 — BASIS OF ACCOUNTING

TxA does track certain inventory, accounts receivable, accounts payable, and other liabilities and therefore is not using a cash basis of accounting; and is utilizing the accrual method of accounting. In the GAAP accrual basis of accounting all liabilities and assets are accrued for each financial statement period presented.

SECTION 1.3 — CHART OF ACCOUNTS

TxA will maintain a chart of accounts. All employees with budgetary responsibilities will be issued a chart of accounts. The chart of accounts will be updated on a routine basis.

SECTION 1.4 — JOURNAL ENTRIES

Journal Entries will be posted by the by TxA CFO.

A written report to TxA EVP/CEO of the Journal Entries will be made by the Auditor when the Audit is completed.

SECTION 1.5 — BANK RECONCILIATIONS

All bank accounts will be reconciled by the CFO as soon as they are available electronically. The reconciliations are reviewed and initialed by the EVP upon completion.

SECTION 1.6 — MONTHLY CLOSE

TxA books will be closed on the last day of the month by the CFO.

SECTION 1.7 — RECORD KEEPING AND RETENTION

All accounting documents will be held for seven years, with the exceptions stated below. After the retention period has passed, old records will be destroyed annually by a secure shredding service.

All corporate documents, annual financial reports, annual audits, tax filings, contracts still in effect, insurance claims and property related documents will be kept permanently in a fireproof locked cabinet.

Current accounting records shall be kept in the storage area. Checks, deposits, cash will be kept in locked cabinets or drawers. Accounting filing will be done monthly.

Section 2: Internal Controls

TxA employs several safeguards to ensure that financial transactions are properly authorized, appropriated, executed and recorded.

SECTION 2.1 — INTERNAL CONTROLS CHECKLIST

» All checks received are logged by the Office Manager. The checks are then given to the CFO, who stamps them with a restrictive endorsement, deposits them at the bank on a timely basis and enters them into the general ledger. Monthly, the check logs are reconciled to the general ledger.

- Duplicate deposit slips and copies of check are retained in the files
- Blank checks and deposit slips are kept in a locked cabinet
- Any cash received is counted, verified and deposited on a timely basis
- All disbursements are made by pre-numbered checks or ACH payments.
- Voided checks are preserved and filed after appropriate mutilation
- Blank checks will not be signed in advance
- All expenses will be approved in advance by the EVP. All supporting documents are reviewed, disbursement checks are signed and ACH payments are approved by the EVP.
- Checks will be mailed within 24 hours of being signed
- All paid invoices will be marked paid or attached to a copy of the check prior to filing
- Reimbursable expenses will be approved by the EVP prior to being expended
- Requests for reimbursement will be checked for mathematical accuracy and reasonableness before approval
- Staff and volunteers will submit expense reports for travel
- The staff will prepare an annual budget that is reviewed and approved by the Treasurer and Finance Committee to be adopted by the Board of Directors at the Fall meeting of each year
- A statement of financial position, compared to approved budget is prepared by accounting staff monthly and reviewed by staff, EVP/CEO and Treasurer; and, distributed to the Finance Committee
- A chart of accounts is maintained

SECTION 2.2 — SEGREGATION OF DUTIES

The organization's financial duties are distributed among multiple people to help ensure protection from fraud and error. The distribution of duties aims for maximum protection of the organization's assets while also considering efficiency of operations.

SECTION 2.3 — CREDIT CARDS

Designated Full Time staff members who are issued credit cards for company expenses will provide receipts to the Office Manager and/or CFO for recordation. The CFO will reconcile all credit card statements which will then be reviewed and approved by the EVP/CEO.

SECTION 2.4 — PAYROLL

Employees will be paid on the 15th and last day of the month and will be paid by Direct Deposit in accounts as directed by the employee.

Any employee who is terminated will be paid any pay due within 72 hours.

Any employee who resigns will be paid for any pay due on the regular pay schedule, with accrued vacation being paid on the last day of employment.

Changes in salaries will be authorized by the EVP/CEO and recorded by the CFO in the personnel records in the accounting software.

Employees may request, in writing using the appropriate form, any changes in withholding (taxes, retirement contributions, etc.) to the CFO.

SECTION 2.5 — CONTRACTS

The EVP/CEO will sign all contracts for the Society. The EVP/CEO may authorize the appropriate Program Director to sign on the Society's behalf upon approval of the contract.

SECTION 2.6 — CAPITALIZATION POLICY

Assets costing in excess of $1,500 individually will be capitalized. Improvements to building/real property will be capitalized if they cost in excess of $1,500 individually.

SECTION 2.7 — DEPRECIATION POLICY

Capitalized assets will be depreciated over a straight-line method. Listed below are the estimated useful lives that will be used:

Asset	Life
Building	40 years
Furniture	7 years
Equipment	5 years
Computer Equipment	3 years

Fully depreciated assets will remain on the organization's Statement of Financial Position until they are disposed of or otherwise deemed worthless.

Section 3: Financial Planning and Reporting

SECTION 3.1 — BUDGETING

Beginning in August, the staff will prepare draft budget to submit to the Finance Committee. The Treasurer and Finance Committee will review current financials, the draft budget and propose a final budget to the Executive Committee prior to the Fall Board meeting. The Board of Directors will adopt the proposed budget at the Fall meeting of each year for the following year.

The EVP/CEO is responsible for directing the CFO to prepare reporting documents for review by the Treasurer and ultimately the Finance Committee on a monthly basis.

SECTION 3.2 — TAX COMPLIANCE

The CFO will produce the quarterly tax returns, the quarterly sales tax reports, annual W2's. The EVP/CEO will work with the auditors to produce the Annual Federal 990 and 990T Income Tax returns. The EVP will approve all federal tax returns.
The annual Federal returns will be provided to the Treasurer for review prior to filing and signed by the EVP/CEO. Federal Tax Returns will be filed in the fire safe.

SECTION 3.3 — AUDIT

An annual audit will be conducted by an accounting firm to be selected by the Finance Committee.

SECTION 3.4 — RESERVES

The Finance Committee has devised a Designated Funds Policy which delineates the distribution of reserve funds. Reserves are maintained by accounting staff in accordance with the current policy.

Section 4: Operating Accounts, Investments and Reserves

The Society will maintain the proper balance of cash and short-term instruments to provide the liquidity necessary to meet operating needs, and long-term investments designed to safeguard principal while maximizing return on investment. It is the policy of the Society to maximize investment return within specified risk parameters using approved investment instruments. The Society will have the authority to engage an independent professional financial advisor to manage its investments within the criteria provided by this policy.

Policy Effective
This policy shall become effective at the end of the fiscal year during which it is adopted by the Board of Directors, and it shall supersede prior policies, rendering them thenceforth ineffective.

Review of Policy
The Finance Committee shall review this Operating Accounts, Investments and Reserves Policy each year, at a minimum, with special attention to the allocation percentages. Changes to the Policy shall be recommended to the Executive Committee and, if approved, to the Board of Directors.

Policy Compliance
Policy compliance is the responsibility of the Society's CEO & CFO with oversight by the Finance Committee.

Operating Accounts and Short-Term Investments
The primary purpose of cash and short-term investments is to cover the day-to-day operating needs of the Society within FDIC limits. These funds shall be comprised of highly liquid (readily available) bank depository accounts and short-term investments.

Operating Accounts and Short-Term Investments Calculation
Annually, the Society will prepare a 12-month cash flow forecast for the fiscal year. At the beginning of each fiscal year, a calculation will be made to determine the amount of two months average operating expense for the year. The Society will maintain at least two months of average operating expense in operating accounts or short-term investments at all times.

Operating account and Short-Term investments will consist of depository accounts in financial institutions and short maturity high quality fixed income investments. At all times, the accounts will maintain a high degree of liquidity in order for the Society to meet expected and unexpected obligations.

Reserves
The primary purpose of the reserve is to ensure that the Society has adequate funds available in the event of an unanticipated catastrophic event or business situation that reduces reserves and threatens the financial viability of the Society. A secondary purpose of the reserve is to serve as seed money for new programs or services necessary for the Society's growth. The EVP/CEO will submit a request to use reserves to the Executive Committee; request will include the analysis and determination of the use of funds. The Finance Committee will review the request and if recommended send to the Board of Directors for approval. The Board delegates this authority to the Treasurer in the event of an emergency situation.

All cash and investments not used to provide the liquidity needs for the society (two months' operating expenses calculation) will be invested in the approved brokerage account. Cash in excess of the forecasted requirements shall be invested with the approved brokerage firm using the agreed upon investment strategies.

TxA and the financial advisor will use their best efforts to match security maturities with expected obligations in order to reduce the potential for loss of principal on the sale of an investment prior to maturity. The maximum final maturity on an investment will generally not exceed one year.

Reserves—Brokerage Managed Investments

BROKERED SHORT-TERM INVESTMENTS
The financial advisor will invest these funds in money market vehicles and short-maturity debt obligations of suitable investment quality and liquidity. Investments will be chosen based on their liquidity and net yield after-tax. To the extent possible, the advisor will match the investment maturities with anticipated cash flow requirements. Eligible investments include:

- Checking or savings accounts, certificates of deposit, or any other deposit or account in a solvent bank, credit union or savings and loan association as long as balances at outside financial institutions are within FDIC limits
- Money market funds consisting of securities otherwise eligible for purchase
- Repurchase agreements collateralized by the U.S. Treasury and agencies of the U.S. Government
- Commercial paper rated Prime-1 (Moody's) or A-1 (S&P)

- Direct Obligations of the U.S. Treasury and agencies of the U.S. Government
- Mortgage-backed securities issued or guaranteed by agencies of the U.S. Government
- Collateralized mortgage obligations rated Aaa or AAA
- Asset-backed securities rated Aaa or AAA
- Corporate debt securities and municipal bonds rated AA/Aa or better by Moody's or Standard and Poor's with at least $100 million issued and outstanding
- Mutual funds consisting of securities otherwise eligible for purchase

BROKERED LONG-TERM INVESTMENTS

Cash not expected to be needed for operating purposes shall be invested in approved long-term investments. The purpose of the long-term investment portfolio is to serve as a reserve. If an operating cash deficit occurs during the year that cannot be absorbed through short term investments, the Society staff will consult with the financial advisor to determine the order of liquidation of long-term investments in order to meet operating needs.

Basic Investment Objective

The primary objective of the long-term investments is to maximize total investment returns from a portfolio of high-quality fixed income and equity securities which provide financial stability to TxA's operations while controlling the amount and types of risk undertaken consistent with investment guidelines. An additional goal of the long-term investments is to provide sufficient growth in market value to neutralize the effect of inflation.

Asset Allocation

The long-term investment portfolio is expected to be well-diversified among asset classes. It will include a mix of common stocks, debt obligations, and cash equivalents with the following parameters:

	Target	Range
Equity		
Domestic Large Cap	35%	25-50%
Domestic Small/Mid Cap	5%	0-15%
Developed International	8%	0-12%
Emerging Markets	2%	0-6%
Total Equity	**50%**	
Fixed Income	**50%**	**40-60%**
Cash Equivalents	**0%**	**0-15%**

The investment advisor shall have full discretion within the allowable range.

Appropriate Investments/Credit Quality and Diversification Standards

COMMON STOCKS (LARGE CAP):

To ensure liquidity and marketability, only stocks that are broadly classified as institutional grade are eligible investments. Private placements and letter stocks are not appropriate.

No single common stock investment, at time of purchase, may represent greater than 6% of the equity portfolio market value.

No industry or sector, at time of purchase, may represent more than 25% of the equity portfolio market value.

DEBT OBLIGATIONS

Fixed income investments are expected to be high quality. Taxable or tax-exempt bonds will be chosen based on their net yield after-tax. Eligible investments include:

- Direct Obligations of the U.S. Treasury and agencies of the U.S. Government
- Mortgage-backed securities issued or guaranteed by agencies of the U.S. Government
- Collateralized mortgage obligations rated A or better by Moody's or Standard and Poors.

- Asset-backed securities rated AA by Moody's or Standard and Poors.
- Corporate debt securities and municipal bonds rated BBB or better by Moody's or Standard and Poor's with at least $100 million issued
- Preferred stocks rated A or better
- Commercial paper rated Prime-1 or Prime-2 (Moody's) or A-1 or A-2 (S&P)
- Certificates of Deposit within FDIC limits

The total fixed income portion of the portfolio structured by investing in eligible fixed income securities will maintain an average credit quality rating of A2/A or better by Moody's or Standard & Poors.

The fixed income portfolio will maintain a duration below 7.

Fixed income investments may also be made using mutual funds or Exchange Traded Funds (ETFs), as long as they are well-diversified, maintain an average investment grade credit rating, and an average maturity between three and eight years.

IN GENERAL
Investments may be made directly in securities, or investments may be made via mutual funds or Exchange Traded Funds (ETFs). Generally, mutual fund investments will be no-load, may be passively or actively managed, will have reasonable expense ratios.

Purchases of securities on margin, short sale transactions, or use of highly leveraged derivative securities, investment in options and futures, (except for commodity mutual fund or ETFs), and direct investment in commodities, are prohibited unless approved in writing by the Texas Society of Architects.

Non-marketable securities shall not be purchased.

Periodically, asset classes outside of those documented in investment policy, will be evaluated for expected return and risk. (For example, commodities, real return funds, non-investment grade bonds). If other asset classes or styles are deemed beneficial to the Texas Society of Architects' long-term investment account, a written recommendation will be provided to the Society. Investments in those categories will be done only with written approval from the Texas Society of Architects.

Investment Reporting and Review
Investment advisors shall provide monthly reports and shall meet at least annually with the Texas Society of Architects Finance Committee to review the investment portfolio and to compare portfolio performance with appropriate market indices. The investment review will include a review of investment objectives, asset allocation, investment performance, and a discussion of how the portfolio is positioned to achieve the Society's objectives.

Section 5: TxA Legacy Fund Investment Policy Statement

This Investment Policy Statement ("Policy") is intended to govern the investment practices of the TxA Legacy Fund of the Texas Society of Architects, so that all individuals with either direct or indirect responsibility may understand and manage the Texas Society of Architects investment assets, hereinafter referred to as the ("Legacy Fund").

This policy addresses the following issues:
- The general goals of the Legacy Fund
- The specific investment objectives of the Legacy Fund
- Asset allocation and rebalancing policies
- Measurement and evaluation of investment performance
- Policies and guidelines for investment managers

SECTION 5.1 — POLICY

The TxA Finance Committee recognizes the importance of the long-term preservation of capital; the Finance Committee also adheres to the principle that varying degrees of investment risk are generally rewarded with commensurate returns over the long term. Therefore, investments with different types and degrees of risk are appropriate for the Legacy Fund, provided that such risks are regularly identified and managed.

SECTION 5.2 — ROLES AND RESPONSIBILITIES

The Finance Committee is authorized by the Board of Directors ("Board") to act on its behalf subject to this Policy Statement. The Finance Committee members are committed to exercising prudent and appropriate care in accordance with the appropriate laws, and committee members understand that they have a fiduciary responsibility to make investment decisions and take actions that are in the best interests of the organization.

The Finance Committee, in turn, is authorized to delegate certain responsibilities to professional experts and managers in various fields, including the flexibility to retain, terminate, or replace any external providers. This delegation of authority allows for sufficient flexibility in the management process to capture investment opportunities as they arise.

The Finance Committee is responsible for:

1. Presenting an Investment Policy Statement to the board of directors for review and approval.
2. Establishing and maintaining the Investment Policy Statement and asset allocation of the Legacy Fund.
3. Monitoring the performance and risk profile of the Legacy Fund as a whole.
4. Reviewing and monitoring the external manager's implementation of the stated goals of their investments, returns, management, and risk profile twice annually, at a minimum.
5. Selecting, rebalancing, terminating, and making tactical shifts between investment managers within the asset allocation.
6. Monitoring the appropriateness of each investment manager's strategy given the Texas Society of Architects overall investment policy, strategies, philosophies, and objectives.
7. Reviewing and addressing all potential conflicts of interest.
8. Overseeing the Texas Society of Architects investment assets and reporting on the status of the investments to the Board of Directors no less than annually.

SECTION 5.3 — INVESTMENT GOALS AND OBJECTIVES

The investment objective for the Legacy Fund is to preserve and enhance the real purchasing power of these assets over time.

Return
The aspirational return objective for the portfolio measured over a rolling five-year period, is to provide an annualized total return, net of fees, of five percent (5%) over inflation (as measured by the Consumer Price Index ("CPI"). Our goal is to accomplish this through thoughtful and dynamic asset allocation at the discretion of the Finance Committee, within the parameters set forth in this Policy Statement.

Risk
The Legacy Fund should experience risk as measured by volatility or variability of return that is commensurate with the annualized return on any given investment. This relationship should be analyzed twice annually, and more thoroughly on an annual basis, and changes to the portfolio should be made when the risk is not being met with adequate return.

SECTION 5.4 — ASSET CLASS GUIDELINES

1. Cash will be invested in only the safest assets including Treasury bills, Agency notes, or very safe money market instruments that focus on Treasury bills and equivalents. The focus is on safe, highly liquid assets as opposed to generating significant yield. There are no manager-specific limits on cash.
2. The purposes of the Fixed Income allocation are to (i) provide current income to create consistent returns; and (ii) to create some measure of diversification by taking risk in companies on a higher place in their capital structure. As a result, both credit quality and preservation of principal are a core emphasis of this allocation. At the discretion of the Finance Committee, some allocation may be made to moderate credit risk as long as returns are balanced with the risk and strict parameters are set on duration, credit rating, and yield targets.
3. The purpose of the allocation to Global Equities is to provide long-term capital appreciation. Equity managers will be selected with the objective of building a portfolio that is diversified by geographic region, economic sector, industry, and market capitalization. The objective in selected equity managers is to generate average annual compounded returns higher than what can be earned in the fixed income markets net of fees. If managers cannot be found to accomplish this alpha and return, using less costly indexing is permitted.

	POLICY TARGET	POLICY RANGE
Equity	**60.0%**	**50-70%**
US Large Cap	36.0%	30-40%
US Small/Mid Cap	4.8%	0-10%
International Developed	15.6%	10-20%
Emerging Markets	3.6%	0-10%
Fixed Income	**39.0%**	**30-50%**
Core Fixed Income	39.0%	30-50%
High Yield/Intl Fixed Income	0.0%	0-10%
Cash	**1.0%**	**0-10%**
Cash/Money Market	1.0%	0-10%
Total	**100%**	

SECTION 5.5 — CASH FLOWS AND REBALANCING

Interest and dividends generated by investment managers will generally be reinvested according to the investment manager's mandate. The Finance Committee will be responsible for making choices about additions or withdrawals to or from different investment managers, as per Section B. Roles and Responsibilities.

SECTION 5.6 — SPENDING POLICY

The Legacy Fund is meant to serve as the financial backbone of the Texas Society of Architects. All funds of the Texas Society of Architects that are not in the Texas Society of Architects checking, short-term money market account or reserves should reside in the Legacy Fund.

Any proposed budget approved by the Finance Committee of the Board should include a statement indicating the status of the Legacy Fund.

An amount equal to 4-5% of the value will be used to meet the Texas Society of Architects' operational and/or capital budget needs. Procedurally, towards the end of each fiscal year, the Finance Committee will present a budget to the Board of Directors that will include (as revenue)

a portion of the income from the endowment in the current year as part of the budget. If the budget is approved, the income will be transferred to the organization's checking account on a pro-rata monthly basis.

Should the fair market value of the Legacy Fund decline in any fiscal year and end up below the "desired operational budget level", the Board reserves the right to make an independent withdrawal from the principal of the Legacy Fund if needed to ensure adequate funding for needed operational and/or capital expenses of the Texas Society of Architects.

A secondary purpose of the reserve is to serve as seed money for new programs or services necessary for the Society's growth. The EVP/CEO will submit a request to use reserves to the Executive Committee; the request will include the analysis and determination of the use of funds. The Finance Committee will review the request and if recommended, send to the Board of Directors for approval.

SECTION 5.7 — MEETING SCHEDULE

The Finance Committee will meet in person or virtually to review the performance and the Legacy Fund's compliance with objectives and guidelines at least 2 times per year.

SECTION 5.8 — UBTI POLICY

All efforts will be taken to ensure that no investment will jeopardize the Texas Society of Architects tax-exempt status. Generation of unrelated business taxable income "UBTI" should be minimized if possible. Investments that have the potential to generate UBTI will be considered for the Legacy Fund only if the contribution to the investment portfolio is expected to be sufficient to outweigh the negative tax and accounting implications.

APPENDIX D

TEXAS SOCIETY OF ARCHITECTS

TxA POSITION STATEMENTS

Black Lives Matter, approved 6/9/2020

The Texas Society of Architects (TxA) is committed to championing a culture of social justice, equity, diversity, and inclusion within the architectural community, but the ongoing murders of Black men, women, transgender people, and children — including Ahmaud Arbery, Atatiana Jefferson, Breonna Taylor, Botham Jean, Tony McDade, and George Floyd — have caused our leadership to ask itself, how does TxA actively dismantle white privilege and systemic racism that is encoded in every aspect of our built environment and profession? As one of the nation's largest state organizations for the architectural profession, what are we doing to ensure our organization reflects the change we want to see in society? Answers won't come easily. However, we pledge to do the work necessary to bring about transformation, starting from within.

We acknowledge the lack of diversity represented by TxA Leadership, even to the present day. Since TxA's founding, there has been only one Black voting member on the Board of Directors, and only one Honor Award given to a Black Architect. TxA must do better than this by engaging the diverse voices, talents, and contributions of our Black colleagues; not just in times of distress, but daily.

Representation alone is not the answer. TxA commits to becoming an inclusive organization through the following of short-term steps with the long-term goal of eradicating the systemic racism that has impacted the lives and work of our Black colleagues. While we have been in the process of integrating equitable practices into our organization, including the formation of the Equity, Diversity & Inclusion Task Force in 2017 to institute long-overdue changes, we have not done enough. We vow to immediately take the following actions:

TxA will educate our leadership by hiring a third-party consultant to advise the Board and provide implicit bias and diversity training. TxA will also provide access to implicit bias and diversity training to our state's local chapters, firms, and members.

TxA will evaluate and reform as needed the current TxA nomination processes and governance policies to ensure fairness, inclusion, and transparency in order to increase the diversity of our leadership and membership.

TxA will challenge and identify the standards of merit ingrained in the Society by eliminating implicit bias, one of the most harmful obstacles preventing us from truly embracing diversity.

TxA will create partnerships with the National and local chapters of the National Organization of Minority Architects (NOMA) to raise awareness of the social, political, and economic challenges NOMA advocates for through its professional and general organization. TxA vows to support initiatives such as NOMA's "Project Pipeline," currently planned for the fall in Dallas and Houston. Project Pipeline advocates for increased inclusivity, diversity, fellowship, equity, and excellence in design by ensuring architecture reaches a diverse population of students and increasing the "pipeline" of minority professionals entering architecture programs and gaining licensure.

TxA will collaborate with Texas university architecture programs to support minority students and increase the retention of minority emerging professionals throughout their architecture careers. The first steps are to support the development of curriculum that highlights the roles of Black and minority architects, create mentorship opportunities for students as they begin and develop their careers, and build stronger relationships between AIAS and NOMA.

By taking the above actions, TxA will move closer to becoming an organization that is empathetic, leads courageously, and does not hide from arduous tasks or uncomfortable discussions. Our goal is to become inclusive, represent the breadth of creeds, colors, and orientations we serve, and voice the systematic problems constraining the attainment of equitable communities.

Above all, we acknowledge the overwhelming anxiety, frustration, anger, disappointment, hurt, rage, helplessness, uncertainty, disillusionment, and pain our Black colleagues are experiencing, and we invite your feedback on additional steps we can take to advance TxA as an organization that truly reflects our members and the communities we serve. We are here to listen, and we are committed to prioritizing the work needed to become a just and equitable organization and profession.

EDI Statement, approved 11/8/2017

The Texas Society of Architects champions a culture of social justice, equity, diversity, and inclusion within the architectural community. Achieving this vision directly impacts the prosperity, health, and future of our profession and our communities.

APPENDIX E

TEXAS SOCIETY OF ARCHITECTS

HONOR AWARD ENTRY GUIDELINES AND CRITERIA

Texas Society of Architects

2026 Honor Awards
Award Criteria

Medal for Lifetime Achievement in Honor of Llewellyn W. Pitts, FAIA

The Medal for Lifetime Achievement is awarded to a single member each year in recognition of a lifetime of distinguished leadership and dedication to architecture, the profession, and the community. The medal is the Texas Society of Architects' highest honor. It is awarded in memory of Llewellyn W. Pitts, FAIA, to publicly recognize architects who by their example and service have made significant contributions to the advancement of the profession and to the community.

History
This award was established in 1967 to honor Llewellyn W. Pitts, FAIA. Pitts was known for his concern for others and for his commitment to his ideals. He was an influential and dedicated AIA member, a respected architect, and a community leader. This award was established in the hope that the example of his life would inspire others in the courageous practice of these virtues.

A native of Alabama, Pitts attended the Georgia Institute of Technology and moved to Beaumont in 1927. He practiced in Beaumont as principal of Pitts, Mebane, Phelps and White, Architects and Engineers, achieving recognition at the local, state, and national level for his work, including an AIA First Honor Award in 1951 for the Coca-Cola Bottling Plant in Houston. He served as president of the Southeast Texas AIA chapter, president of the Society in 1961, and AIA regional director from 1961 to 1963. Pitts devoted time and expertise to many of Beaumont's local community endeavors, including the Rotary Club, Round Table Club, and numerous other organizations, making his community a better place in which to live. In recognition of his achievement in design and public service, Pitts was elected to the AIA College of Fellows in 1958.

Eligibility
Members of the Texas Society of Architects are eligible for this award; however, as this is an award recognizing lifetime achievements, nominees should be in the latter phase of their career.

Past nominations may be resubmitted any number of times with a current Nomination Form. If previous submittals contained fewer than the minimum required documents listed in this year's instructions, these documents must be added. Additional letters of support may also be added, if desired, but total pages should not exceed maximums listed.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection may include:

- Evidence of nominee's contributions of great depth and breadth, having an individual and collective effect and influence on the profession of architecture.
- Nominee's contributions to the profession have consistently been directed towards the future as well as respectful of the past.
- Aspects of the nominee's work or life experience that may have reflected contributions or sensitivity concerning areas of special interest to the Society, its members, and the architecture profession.
- Significant contributions to the practice of architecture.
- Significant contributions to the architectural profession.
- Significant contributions to the community.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
- A biography of the nominee (not to exceed four pages). A graphic timeline may be included.
- A statement/list of the nominee's achievements and awards (not to exceed four pages).
- May include up to 10 pages of exhibits, with descriptive statements and images, demonstrating the nominee's work.
- A minimum of four and maximum of seven letters of support explicit in their recommendation.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Texas Society of Architects

2026 Honor Awards
Award Criteria

Architecture Firm Award

Established in 1996, the Architecture Firm Award is presented to a single Texas firm or specific office of large firm that has consistently produced distinguished architecture and has contributed significantly to the profession and the community. This award is the highest honor the Texas Society of Architects can confer upon an architectural firm.

Eligibility
Practices of any size are eligible for this award. Firms or specific offices of larger firms that have been reorganized and whose names have been changed or modified are also eligible, as long as the firm or specific office location in Texas has been in operation for a period of at least 10 years with demonstrable continuity of leadership and practice. Firm principals who are registered architects must be AIA members and in good standing at the local, state, and national levels. Awarded firms represent commendable leadership and innovation in all facets of practice including design excellence, quality of work, professional standards and ethics, operation and governance, employee engagement and development, and social responsibility.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection:

» A body of architectural work of great breadth, quality, and renown that has influenced the direction and practice of architecture in Texas.
» Contributions and service to AIA and the profession by employees of all levels, roles, and career stages.
» Contributions and service to the community, society, and environment by employees of all levels, roles, and career stages.
» Commitment to the principles of equitable practice and governance including just compensation and benefits, mentorship and professional development, and employee engagement.
» Leadership in multiple categories from the AIA Framework for Design Excellence.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the firm's employees and/or logo as a JPEG or TIFF file.

» A completed 2025 Nomination Form specifying the firm or location/office of the firm being nominated.
» A one-page nomination letter written by the nominating component or member summarizing the firm's fit to the criteria above.
» A biographical history of the firm and its principals (not to exceed one page).
» A profile of the firm's organization, staff, and workplace culture emphasizing innovative or unique policies and practices (not to exceed two pages).
» A description of firm structure and policies implementing equitable practice and governance including just compensation and benefits, mentorship and professional development, and employee engagement (not to exceed two pages).
» A summary of firm's contributions and achievements based on the AIA Framework for Design Excellence (not to exceed two pages).
» Up to six pages of exhibits, images, and descriptive statements showcasing the firm's contributions and service to the profession, employee engagement, and firm and employee contributions and service to the community, society, and the environment. Exhibits should indicate the level of involvement of different firm members and differentiate between compensated, discounted, and pro-bono work.
» Up to 10 pages of exhibits, images, and descriptive statements representing

Texas Society of Architects

2026 Honor Awards
Award Criteria

Architecture Firm Award

the firm's work. Include early, middle, and recent work.

- A minimum of three and maximum of five letters of support are required. Letters should be representative of the component, community, clients, and people impacted by the firm's work.
- An Intern/Code of Ethics Declaration signed by a firm principal stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Texas Society of Architects

2026 Honor Awards
Award Criteria

Award for Community Service in Honor of James D. Pfluger, FAIA

The Texas Society of Architects Award for Community Service recognizes a single individual member for an extended commitment to community service and/or significant contributions to the community evidenced in a positive impact on urban, environmental, or neighborhood issues.

History
This award was established in memory of James D. Pfluger, FAIA, whose community service extended over a lifetime of commitment, resulting in significant community enhancements. Pfluger's contributions to Austin and the state of Texas through volunteer and professional efforts were broad and included leadership roles in the development of Town Lake in Austin, regional planning for a national church body, education of non-architects, and public relations as editor of *Texas Architect*. He was a pioneer of the local preservation movement through personal restoration and adaptive reuse projects that led to historic zoning ordinances. He also served as chairman of Austin's Brackenridge Hospital, leading it through a four-year construction program that molded it into a major medical center in Austin and the surrounding community.

Eligibility
Members of the Texas Society of Architects are eligible for this award.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection includes:

- Volunteer work that has made a difference through leadership, or the singular effort of an individual architect that has enhanced the community.
- Demonstration of an extended commitment to community service.
- Evidence of a significant, positive impact on urban, environmental, or neighborhood issues.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
- A biography of the nominee, including professional history, offices and positions held, honors, and activities (not to exceed two pages).
- A statement of contributions (not to exceed four pages).
- Exhibits of a maximum of 10 pages with images and/or other materials that best demonstrate the accomplishments or effect of the nominee's contributions.
- Up to five one-page letters of support that are specific in their recommendation and reasons for support.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Texas Society of Architects

2026 Honor Awards
Award Criteria

Award for Outstanding Educational Contributions in Honor of Edward J. Romieniec, FAIA

This award recognizes a single individual architectural educator for outstanding educational contributions.

History
In 1985, Edward J. Romieniec, an architecture professor at the Texas A&M University College of Architecture, received the Texas Society of Architects Award for Excellence in Architectural Education. It was the first such award to be presented. The award recognized Romieniec — who served as dean of the College of Architecture at Texas A&M from its inception in 1969 until he returned to a faculty post in 1973—for inspiring others to excellence in architecture, and for his "exceptional ability to maintain relevance by directing students toward the future while drawing on the past."

Romieniec was a lifelong advocate of educational travel and study abroad programs. As such, he established the Edward J. Romieniec Graduate Traveling Fellowship in the College of Architecture, which funds the travel of first-year architecture graduate students to destinations abroad. In Romieniec's honor, one of his former students, Ronald L. Skaggs, Class of 1965, established the Edward J. Romieniec, FAIA Endowed Scholarship for outstanding architecture students. Romieniec's legacy remains very much alive—in the lives and careers he mentored, and in the classrooms where his old colleagues are still passing on his wisdom to a new generation.

Eligibility
Must be a current or former member of the faculty at one of the schools or colleges of architecture in Texas, at one of the state's community colleges, or in K-12 education, and a full-time educator for at least five years. It is required that a nominee teaching architecture should be a member of the AIA.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection includes evidence of:

- Teaching of great breadth, influencing a wide range of students.
- The ability to maintain relevance through the years by directing students toward the future while drawing on the past.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
- A biography of the nominee, including teaching and professional history, positions held, honors, publications, and activities (not to exceed six pages).
- Exhibits of a maximum of 10 pages with materials and images that best demonstrate the nominee's accomplishments and the effect of his or her contributions.
- Up to five one-page letters of support. These letters may be written by fellow educators, architects, a minimum of two former students, and others.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Optional: A separate item of the nominee's choice, such as a publication, may be included with the submittal.

Texas Society of Architects

2026 Honor Awards
Award Criteria

Award for Equitable Practice in Architecture in Honor of John S. Chase Jr., FAIA

The Texas Society of Architects Award for Equitable Practice recognizes a single individual member, member's firm, or component's program that demonstrates and significantly promotes equity, diversity, and/or inclusion in the practice of architecture in the state of Texas. The award is to recognize the effort of those architects who have made significant, measurable strides in their practice, in the practice of others, or in the public awareness of equitable practice in architecture.

History
This award was established in 2019 through the TxA Equity, Diversity, and Inclusion Taskforce and named for John S. Chase Jr., FAIA, a lifetime member of TxA and one whose firm demonstrated the principles of an "equitable" practice. Chase was the first African American to enroll in and graduate from The University of Texas at Austin School of Architecture. He was also the first licensed African American architect in the state of Texas, and the first African American to be admitted to the Texas Society of Architects.

When faced with discrimination from white firms, Chase founded his own firm, both to have an opportunity to shape public spaces, and to create opportunities for other black drafters, engineers, and architects. His firm went on to open offices in Dallas, Houston, Austin, and Washington D.C., and Chase became one of the founders of the National Organization of Minority Architects.

Eligibility
The award is open to all members of the Texas Society of Architects practicing architecture in Texas, to AIA components within Texas, to Texas Society of Architects members' firms, or to any program (such as an event, research project, or community initiative) that was produced in Texas by a Texas Society of Architects member.

To be eligible, nominated programs must have been accomplished. Nominated programs may not be future endeavors.

Nomination
Nomination may be made by a Texas AIA component or member.

Criteria
Criteria for selection includes evidence of:

- Nominee's contributions to promote equity, diversity, or inclusion in the practice of architecture.
- Nominee's support or leadership in equitable practices in architecture.
- Positive impact or influence in either:
  - the equitable practice of architecture;
  - uniting the community of architects to advance the issues of an equitable practice in architecture; or
  - advancing community awareness and understanding of the critical need for equitable practice in architecture.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph or representative image of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
- Either: a statement/list of the nominee's achievements in furthering equitable practice; or, a summary/description of the ongoing equitable practice program which shall include:
  - goals of the program;
  - accomplishments in furthering equitable practice; and
  - a forecast of future success from continuation of the program goals.
- Up to 10 pages of exhibits, with descriptive statements and images, demonstrating the nominee's effectiveness and accomplishments.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Texas Society of Architects

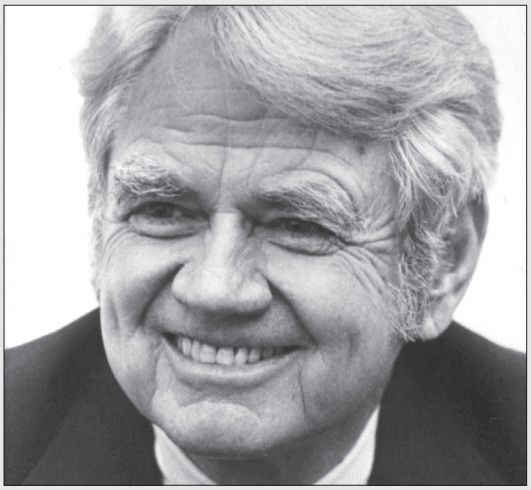
2026 Honor Awards
Award Criteria

Award for Early Career Professional Achievement in Honor of William W. Caudill, FAIA

The Texas Society of Architects Award for Early Career Professional Achievement is awarded to architect members who have shown exceptional leadership and made significant contributions to the profession in the early stages of their architectural career.

History
This award was established in memory of William Wayne Caudill, FAIA, a pioneer of architectural design, practice, leadership, and service to the organization and community. A founder of CRS—an innovative architectural firm renown for its educational practices, programming, and excellence in design—Caudill was a strong advocate for the sharing of knowledge across the various architectural disciplines, becoming a leader in the architectural profession and building industry.

Caudill was an innovator in architectural professional practice and a strong proponent that building design is more effectively generated through interdisciplinary project teams than individual designers. His firm was reflective of this mindset as it grew into one of the largest architectural and engineering firms in the nation. CRS was awarded AIA's Architecture Firm Award in 1972. Caudill was awarded the TxA's Medal for Lifetime Achievement in 1980 and the AIA Gold Medal in 1985.



Eligibility
Texas architect members who have been practicing as a licensed architect fewer than 120 months (months need not be consecutive) by the submission deadline and are currently registered in the State of Texas are eligible.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection includes evidence of:

- High qualities of leadership in role as a licensed professional in practice, design, or education.
- Service to the AIA organization as a role model, as well as through participation and encouragement of fellow members and nonmembers.
- Demonstration of exceptional leadership and contributions to the profession and the community.
- Emphasis on accomplishments after date of Texas licensure.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
- A biography of the nominee, including date and license number, professional history, offices and positions held, honors, and activities that relate to the purpose of the award (not to exceed two pages).
- A statement of contributions and achievements (not to exceed two pages).
- Exhibits of a maximum of 10 pages with images and/or other materials that best demonstrate the nominee's outstanding accomplishments. Please identify all work done by a firm, and the nominee's role for any projects listed in exhibits.
- Three one-page letters of support that are specific in their recommendation and reasons for support.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Texas Society of Architects

2026 Honor Awards
Award Criteria

Associate Member of the Year

The Texas Society of Architects Associate Member of the Year award is presented to Associate AIA members who best exemplify the highest qualities of leadership and have demonstrated an unparalleled commitment to their local component, or to Texas' membership through service to the profession and/or in the community.

History
First awarded in 2002 as part of the Texas Associate Awards, the Associate Member of the Year award celebrates the contributions and achievements of Associate AIA members.

Eligibility
Associate AIA members are eligible.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection may include evidence of the following:

- Nominee's motivation, involvement, and influence as an Associate AIA member.
- Nominee's outstanding contributions and accomplishments through service to the profession and/or in the community.
- Demonstration of leadership skills and the desire/ability to present/facilitate successful programs.
- Promotes the values of Associate AIA membership within the profession and to the community.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member summarizing the nominee's fit to the criteria above.
- A biography of the nominee, including offices and positions held, honors, publications, and activities that relate to the purpose of the award (not to exceed two pages).
- A statement of contributions (not to exceed two pages).
- Exhibits of a maximum of 10 pages with images, drawings, or other materials that best demonstrate the nominee's outstanding accomplishments or the effect of his or her contributions.
- Three one-page letters of support that are explicit in their recommendation and reasons for support.
- An Intern/Code of Ethics Declaration signed by the nominee stating:
  - "I declare that I do not employ unpaid intern architects, including working students, and neither does any firm of which I am an owner or manager."
  - "I affirm that throughout the course of my TxA membership, I have consistently abided by the AIA Code of Ethics and have not engaged in conduct that may have nor has been found to have violated the AIA Code of Ethics."
  - "I affirm that I uphold the AIA Professional Conduct and the AIA's values for human and civil rights, the universal respect for human dignity, and the unbiased treatment of all persons in employment, civic, and business transactions regardless of race, gender, sexual orientation, gender identity, physical abilities, or religious practices."

Optional: Nominee may provide a link to his or her work, or include a separate item, such as a publication, in the submittal.

Texas Society of Architects

2026 Honor Awards
Award Criteria

Mentorship Award

Awarded to Texas Society of Architects members, Texas AIA components, or affiliated professionals or programs for developing unique programming for the successful development of Associate AIA members, architects-in-training, or future architects, or for an extraordinary effort to mentor and promote the advancement of the future of the profession at the local or state level.

History
Established in 2011, the Mentorship Award is a combination of the Associate Mentorship and Associate Special Merit awards that were first awarded in 2002. The Award seeks to recognize the most outstanding mentors and programs for those entering the profession.

Eligibility
Open to individuals, groups, and organizations active in Texas.

Nomination
Nominations may be made by a local AIA component or member.

Criteria
Criteria for selection may include:

» A significant contribution to the development of programs for Associate AIA members.
» A consistent leadership and component representation on issues affecting associates.
» Mentorship which has influenced a wide range of emerging professionals, students and potential future architects.
» Associate programs of special merit.
» An individual's, group's, or organization's, that are active in Texas, contributions to the success of their component or program that focuses on emerging professionals, students, and potential future architects.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph or representative image of the nominee as a JPEG or TIFF file.

» A completed 2026 Nomination Form.
» A one-page nomination letter written by the nominating component or member summarizing the nominee's fit to the criteria above.
» A biography of the nominee, including professional history, offices and positions held, honors, and activities (not to exceed two pages).
» If the nominee is an AIA component, provide a descriptive summary of programs, activities, and member involvement in mentoring associate members.
» Exhibits of a maxiumum of 10 pages demonstrating the outstanding accomplishments or effect of the nominee's contributions; these may also include honors, publications, presentations, or other materials.
» Up to five one-page letters of support that are explicit in their recommendation.

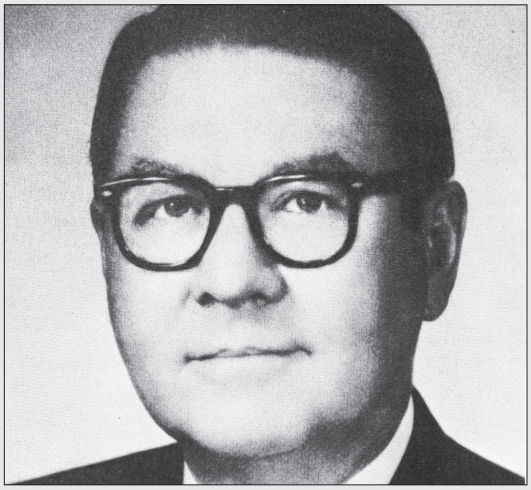
Texas Society of Architects

2026 Honor Awards
Award Criteria

Award for Excellence in the Promotion of Architecture through the Media in Honor of John G. Flowers, Hon. AIA

This award recognizes individuals or organizations for excellence in the promotion of architecture through the media. Media is a broad category and can include print, radio/TV, web, and digital format.

History
John G. Flowers, Hon. AIA, was the Texas Society of Architects' first executive vice president. Flowers graduated from Cornell University with a bachelor of arts degree. He served the Texas Society of Architects from 1954 to 1967 as executive vice president and managing editor of *Texas Architect*. With his background in public relations, Flowers was uniquely able to promote the mission of the Society and the architectural profession. Flowers was an honorary member of AIA Austin, the Texas Society of Architects, and AIA National.



Eligibility
Nominees may be an individual, group, or organization.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection includes evidence of nominee's:

» Commitment to the promotion of architecture through the media to a broad audience of the general public.
» Quality writing/direction/production of materials that enhance the public's awareness and understanding of the profession of architecture and its value to society.
» Outstanding work of statewide significance.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph or representative image of the nominee as a JPEG or TIFF file.

» A completed 2025 Nomination Form.
» A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
» A biography of the nominee, including professional history, positions held, honors, publications, and activities related to the purpose of the award (not to exceed four pages).
» A maximum of 10 pages of exhibits and images demonstrating the accomplishments or effect of the nominee's contributions.
» A maximum of five one-page letters of support that are specific in their recommendation.

Texas Society of Architects

2026 Honor Awards
Award Criteria

Citation of Honor

The Citation of Honor is awarded to individuals, groups, or organizations outside the profession whose activities make significant contributions in supporting the creation of safe, beautiful, equitable, and sustainable environments or communities in Texas.

History
This award was created in 1971 in recognition of the important contributions that those outside the architectural profession make to the profession and to the natural and built environment in Texas.

Eligibility
Nominees may be an individual, group, or organization outside the profession of architecture. Nominees cannot be eligible for Architect, Associate, or Emeritus member status in the AIA. Component staff are not eligible for this award unless their contributions have occurred separately from their staff responsibilities. For examples of previous award winners, refer to the list of past honorees at the end of this packet.

Nomination
Nomination may be made by a local AIA component or by a member with a letter of support from the local component.

Criteria
Criteria for selection includes evidence of nominee's:

» Significant contributions supporting the creation of safe, beautiful, equitable, and sustainable environments or communities in Texas.
» Contributions to the goals of the architectural profession for improvement of the natural and built environment in Texas.

Submittal
The submission should include the following materials, in the order listed, in a single PDF, as well as a separate high-resolution photograph or representative image of the nominee as a JPEG or TIFF file.

» A completed 2025 Nomination Form.
» A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.
» A biography of the nominee including activities related to the purpose of the award (one page).
» A statement of contributions identifying the nominee's achievements and contributions to the natural and built environment and/or their community (two pages).
» If necessary to demonstrate the accomplishments or effect of the nominee's contributions, a maximum of 10 pages of exhibits and images may also be included.
» Up to three one-page letters of support explicit in their recommendation will be accepted but are not required.

Texas Society of Architects

2026 Honor Awards
Award Criteria

Artisan Award

The Texas Society of Architects Artisan Award is presented to individuals, groups, or organizations outside the profession whose artistry, talent, technique, diligence, creative insight, and collaborative nature support the creation of safe, beautiful, and sustainable environments and make significant contributions to the built and natural environment in Texas. The intent of the award is to recognize those individual persons or groups who directly and personally create, craft, and manipulate materials, assemble, and finish in a comprehensive way and is to not be open to those entities that organize, schedule, coordinate, and direct artisan work, such as contractors or construction managers.

History
The Artisan Award was given for the first time as a separate award in 2011; previously, artisans were honored under the Citation of Honor category. The Texas Society of Architects established the award to recognize and encourage the distinguished achievements of allied professionals and others whose artistry and craftsmanship have had a beneficial influence on the built and/or natural environment in Texas.

Eligibility
Nominees may be an individual, group, or organization outside the profession of architecture. Nominees cannot be eligible for Architect, Associate, or Emeritus member status in the AIA. For examples of previous award winners, refer to the list of past honorees at the end of this packet.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
Criteria for selection includes:

» Artisans and craftspeople whose talent, technique, diligence, and creative insight make great architecture possible through their design, fabrication, or installation of works of art or high craftsmanship.

» Demonstrating a collaborative nature in their contribution to architectural projects.

» Achievements that support the creation of safe, beautiful, and sustainable environments in Texas and make significant contributions to the architectural profession.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph or representative image of the nominee as a JPEG or TIFF file.

» A completed 2025 Nomination Form.

» A one-page nomination letter written by the nominating component or member summarizing the nominee's contributions and fit to the criteria above.

» A biography of the nominee, including professional history, honors, achievements, presentations, and publications as they relate to the purpose of the award (not to exceed four pages).

» Exhibits of a maximum of 10 pages, including articles and clippings, etc., with images and/or drawings or other materials to illustrate and support the nomination.

» A maximum of five letters of support that are explicit in their recommendation.

Texas Society of Architects

2026 Honor Awards
Award Criteria

Honorary Membership

Honorary Membership in the Texas Society of Architects is one of the highest honors the Society can bestow upon a person outside the profession of architecture. It is awarded to individuals for their long-term association with architects, architecture, or allied professions in providing a better quality of life in Texas. Honorary Membership is awarded for the nominee's accomplishments, which are truly outstanding and deserving of statewide recognition.

History
This award was created in 1971 in recognition of the important contributions that those outside the architectural profession make to the profession and to architecture in Texas.

Eligibility
Nominees cannot be eligible for Architect, Associate, or Emeritus member status in the AIA. Component staff who have served on staff for a period of at least 10 years are eligible for this award.

Nomination
Nomination must be made by a local AIA component.

Selected recipients must be informed of their nomination for honorary membership before the name is submitted to the Board of Directors, and the board will be advised of notice.

Criteria
Criteria for selection are based on the Bylaws of the Texas Society of Architects.

» Recipients must be individuals of esteemed character who have rendered the profession of architecture significant and valuable service within the state of Texas.
» They have conspicuously upheld the mission of the Texas Society of Architects.
» The age, personality, and/or popularity of the nominee do not, of themselves, constitute a notable contribution, and honorary membership is not an award for the nominee's industry or success.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominee as a JPEG or TIFF file.

» A completed 2025 Nomination Form.
» A one-page nomination letter written by the nominating component summarizing the nominee's contributions and fit to the criteria above.
» A biography of the nominee, including professional history, positions held, honors, publications, and activities that may relate to the purpose of the award (not to exceed four pages).
» A maximum of eight pages of exhibits and images that demonstrate the accomplishments or effect of the nominee's contributions.
» Up to five one-page letters of support. The majority of the letters must be from individuals outside the architectural profession.

Texas Society of Architects

2025 Honor Awards
Award Criteria

25-Year Award

Each year, the Texas Society of Architects 25-Year Award recognizes a built architectural project of enduring significance that has withstood the test of time by retaining its central form, character, and overall architectural integrity.

History
TxA's 25-Year Award is an important public outreach program that focuses much-deserved attention on distinguished Texas architecture of enduring significance that exemplifies the Society's intrinsic message that "Good Design Matters."

Eligibility
Individual structures, as well as groups of structures, that were completed 25 to 50 years prior to the date of nomination and have stood the test of time are eligible.

Nomination
Nomination may be made by a local AIA component or member. All TxA components and members are invited to submit nominations for the 25-Year Award.

Past nominations may be resubmitted any number of times with a current Nomination Form, provided they still meet the stipulated timeframe for project completion. If previous submittals contained fewer than the minimum required documents listed in this year's instructions, these documents must be added.

Criteria
- The nominated project must be located in the state of Texas, but it need not have been designed by an architect licensed in Texas.
- The project must have been completed 25 to 50 years prior to the date of nomination.
- It should be in good condition and not substantially altered from its original finished condition. Changes of use from the original purpose of the project are permitted.
- The project must exhibit ongoing excellence in design and placemaking.
- The project must have had a significant impact over its 25+year life.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominated project as a JPEG or TIFF file, if available.
- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member that summarizes the project's fit to the criteria above.
- At least one image that depicts the project shortly after its completion.
- At least one image that depicts the project within one year prior to its nomination.
- Other archival materials (e.g., newspaper clippings) that support its architectural significance.
- Information on the design architect and other members of the project team.

Texas Society of Architects

2025 Honor Awards
Award Criteria

Architectural Landmark Award

The Texas Society of Architects Architectural Landmark Award is presented to an architecturally significant building or structure, or group of buildings/structures, in Texas, completed more than 50 years ago and designed by an architect, that continues to inspire architects and architecture and is considered a landmark by the profession. It must remain on its original site and retain its architectural integrity.

History
TxA's Architectural Landmark Award was established in 2020.

Eligibility
Individual structures or groups of structures that were completed more than 50 years prior to the date of nomination are eligible.

Nomination
Nomination may be made by a local AIA component or member.

Criteria
- The nominated project must be located in the state of Texas.
- The nominated project must be designed by an architect, but the architect does not need to have been licensed in Texas.
- The project must have been completed more than 50 years prior to the date of nomination.
- The exterior of the building(s) shall retain its original architectural integrity. If additions or alterations have occurred, they shall be complementary to and distinguishable from the original building(s). Changes in use which are compatible with the original building(s) are permitted.
- The project shall be of such significance that it continues to be of influence to the community, to architects, and to the architecture of Texas.

Submittal
The submission should include the following materials, in the order listed, in a single PDF file, as well as a separate high-resolution photograph of the nominated building(s) as a JPEG or TIFF file, if available.
- A completed 2025 Nomination Form.
- A one-page nomination letter written by the nominating component or member that summarizes the project's fit to the criteria above.
- At least one image that depicts the project shortly after its completion.
- At least one image that depicts the project within one year prior to its nomination.
- Other archival materials (e.g., research materials, media clippings) that support its architectural significance.
- Information on the design architect and/or other members of the project team.

APPENDIX F

TEXAS SOCIETY OF ARCHITECTS

THE AMERICAN INSTITUTE OF ARCHITECTS ANTITRUST STATEMENT

THE AMERICAN INSTITUTE OF ARCHITECTS ANTITRUST STATEMENT

March 2022

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POLICY STATEMENT

It is the practice of The American Institute of Architects (AIA) and its members to comply strictly with all laws, including federal and state antitrust laws that apply to AIA operations and activities.

COMPLIANCE

Compliance with the letter and spirit of the antitrust laws is an important goal of AIA and is essential to maintaining AIA's reputation for the highest standards of ethical conduct.

Responsibility for Antitrust Compliance. While the Office of Legal and Business Affairs provides guidance on antitrust matters, each of us bears responsibility to ensure our actions comply with the antitrust laws. The program cannot work unless each of us does our part.

Communicating Antitrust Statement and Procedures. Each AIA officer and employee receives this statement. AIA components and members whose responsibilities with AIA might require knowledge of the antitrust laws may also receive this statement. You should promptly sign and return the acknowledgment in the attached form (Attachment A).

Compliance Monitoring and Enforcement. The Office of Legal and Business Affairs monitors AIA operations as appropriate to help ensure compliance with these procedures and the antitrust laws. We will conduct prompt investigations into any activities that may violate the antitrust laws. Any such violations may result in immediate disciplinary action for AIA members and employees.

AIA recognizes that its employees are an important source of information about possible antitrust violations in connection with AIA's activities. It, therefore, requires that employees promptly report any suspected violations of the antitrust laws. If you have an issue you would like to report, please contact the Office of Legal and Business Affairs.

PROCEDURES

The procedures discussed below update AIA's continuing antitrust compliance program and are to be observed by each of you—AIA officers and employees, AIA members, and other persons—who may be involved in any way in AIA's operations and activities.

ACTIVITIES THAT UNLAWFULLY RESTRAIN COMPETITION

AIA operations and activities must not be used to reach or further agreements among members (or other persons) in any of the following areas:

Prices for products or services
The manner in which AIA members price their services
Members' costs of employment, including wages, and benefits
Not hiring or soliciting one another's employees
Allocations of markets, customers, territories, or products
Collective refusals to deal with anyone
Limitations on production or output
Tying arrangements

ACTIVITIES THAT ALSO MAY BE UNLAWFUL

AIA operations and activities must not be used to reach or further agreements among members or other persons in any of the following areas:

Exclusive dealing arrangements
Reciprocal sales and purchase arrangements
Product standardization, including ESG-related product changes
Prices at which products or services should be resold

To avoid even the appearance of impropriety, the subjects indicated above must not be discussed or addressed in the course of any AIA-related operations, events, or other activities without the prior approval of counsel.

Do not discuss any subjects that might raise antitrust concerns (including prices, wages or conditions of employment, market allocations, refusals to deal, and the like) unless you have received specific clearance from counsel in advance. If somebody begins discussing a sensitive subject, do not allow the discussion to continue. If the discussion does continue, do not allow the meeting to continue.

THE ANTITRUST LAWS: A BASIC FRAMEWORK

Antitrust laws are designed to promote vigorous and fair competition and provide American consumers with the best combination of price and quality. These procedures focus mainly on the federal antitrust and trade regulation laws created by the Sherman Act, Clayton Act, Robinson-Patman Act and Federal Trade Commission Act. Most states and the District of Columbia have their own antitrust laws, which frequently (although not always) parallel the federal laws.

The U.S. Department of Justice is authorized to prosecute criminally Sherman Act violators, who may be severely fined and, in the case of individuals, imprisoned. In addition, the Justice Department, the Federal Trade Commission, state attorneys general and private parties may bring civil suits and recover three times (treble) their actual damages, court costs and (in private suits) their attorneys' fees from corporations and individuals who have violated the federal antitrust laws. The Federal Trade Commission also has its own statutory authority to enforce antitrust laws through administrative proceedings. Further, antitrust investigations and litigation are nearly always distracting, tedious, time-consuming, and expensive, even if no violation is ultimately found.

POSSIBLE ANTITRUST VIOLATIONS TO AVOID

Agreements That Restrain Competition—Section 1 of the Sherman Act

The most common antitrust violations of which you should be aware fall within Section 1 of the Sherman Act. They result from agreements—typically with competitors, customers, or suppliers—that unreasonably restrain competition. Thus, the antitrust laws prohibit AIA and its members from agreeing to do certain things that they could legally do if they acted independently. Agreements to restrain trade can be for any market in which an entity participates, including for selling architectural services, for hiring and promoting employees, or for purchasing inputs like software, materials, or office furniture.

Any type of agreement, understanding or arrangement between competitors, whether written or oral, formal or informal, express or implied, that limits competition is subject to antitrust scrutiny. Any attempt to reach such an agreement may be unlawful, even if it is unsuccessful.

Some Troublesome Agreements

The courts have found that certain types of agreements always (or almost always) violate the antitrust laws. They include agreements of the kinds discussed here.

Price-fixing and Bid-rigging Agreements. Any agreement between competitors on prices charged to others for products or services violates the antitrust laws. Every direct price-fixing agreement is unlawful, whether it is meant to raise, lower, or just stabilize prices. Agreements may be unlawful as well even if they only indirectly affect prices because they involve such things as discounts, promotional allowances, standardization of customer or delivery services, or uniform credit terms and billing practices. Collusive bidding practices (or "bid-rigging") are a form of unlawful price fixing. It is also unlawful for competitors to agree on the prices they will pay for products or services sold by other persons.

Wage-fixing and 'No-Poach' Agreements. The prohibition on price-fixing and bid-rigging agreements also apply to the labor markets. As a result, any direct agreement to lower, fix, or even just stabilize labor costs, such as wages or benefits, is unlawful. It is also unlawful for employers to agree with one another not to recruit or solicit another's employees.

Agreements to Allocate Markets, Customers, Territories, or Products. It is unlawful for competitors to agree to divide or allocate customers or territories. An agreement among competitors is also unlawful if it provides that they will refrain from selling a certain product generally, in any geographic territory, or to any category of customer.

Group Boycotts and Collective Refusals to Deal. Agreements among independent entities that they will boycott or refuse to buy from particular suppliers, or sell to particular customers, or to disadvantage another competitor are generally prohibited by the antitrust laws. This does not necessarily preclude sharing certain information about a supplier or customer (*e.g.*, concerning its credit history) so long as there is no discussion—and no agreement—on whether or not to deal with it. Firms and individual architects must make independent decisions about with whom they will do business.

Agreements to Control Production. Agreements among competitors to increase or restrict services or production levels are always problematic under the antitrust laws. The same is true of agreements among competitors to limit the quality of production, restrict the products or services sold to a particular customer, refrain from introducing new products and services or eliminating old ones, or accelerate the introduction or withdrawal of a product or service.

Tying Arrangements. A "tie-in" or "tying" arrangement permits a buyer to purchase one (tying) product or service only if it agrees to buy a second, distinct (tied) product or service from the seller. Sometimes these types of arrangements can be justified, but they should generally be avoided.

Other Types of Agreements That Also May Raise Concerns

Here are some examples—though not a complete list—of agreements whose legality depends on the circumstances involved.

Exclusive Dealing. Exclusive dealing arrangements come in various forms. Some might require a customer to sell exclusively the products of a particular company or coerce a supplier into refusing to sell to its customer's competitors. Others might compel a customer to purchase all of its requirements for a particular product or service from a single supplier.

Reciprocity. In a reciprocal dealing arrangement, a customer makes purchases from a supplier only on the condition that the supplier will buy products or services from the customer. Such reciprocal arrangements are particularly troublesome when they are openly or implicitly coerced.

Product Standardization. Competitors may create lawful agreements to establish industry product standards. Those agreements may cause problems under the antitrust laws, however, if they have an anticompetitive effect (*e.g.*, where standardization makes it easier for competitors to set common prices, where the standardization lowers output by limiting the kinds of products offered, or where standardization has the effect of increasing prices).

Resale Price Agreements. An agreement between a seller and a customer on the price at which the customer will resell a product can be problematic. The federal antitrust laws no longer automatically prohibit resale price agreements. But some states, including California, Illinois, and New York, look upon them unfavorably. The seller may, however, suggest a resale price so long as it is completely clear that the customer is free to accept or reject the suggestion and will not be penalized if it decides to disregard the suggestion.

Conduct That May Violate the Antitrust Laws Even Without an Agreement of Any Type

You should also be aware of antitrust law violations that may take place even where there is no agreement among competitors or anyone else. The most common violations of that type are briefly discussed here.

Monopolization and Abuse of Dominance. The law of monopolization (including attempts to monopolize and agreements to monopolize) is extremely complicated. Basically, when any enterprise enjoys a strong market position for a particular product, it should be concerned about questions of monopolization. New York may also soon amend its state antitrust law to prohibit a dominant firm from "abusing" that dominance. The law of monopolization often comes into play in mergers or acquisitions for companies that actually compete or could compete with each other. No enterprise should take actions that might be viewed as evidence of intent to acquire or maintain monopoly power in a particular market, to drive a particular competitor out of business, or to prevent somebody from entering the market.

Price Discrimination. The Robinson-Patman Act and some state antitrust laws restrict a seller from charging different prices for its goods to competing customers at the same point in time. (This law, however, does not apply to the sale of services.) Those laws also forbid sellers in certain circumstances to discriminate when they offer promotional materials, services, or other inducements to individual customers in an effort to have the customers engage in in-house promotions or advertising. Buyers are in turn prohibited from knowingly inducing or receiving a discriminatory price, promotional allowance, or service. These general prohibitions have a number of exceptions, which are too complex to be discussed here.

Unfair Competition. The Federal Trade Commission Act (also called the "FTC Act") prohibits all "unfair methods of competition" and "unfair or deceptive acts or practices." The FTC Act covers antitrust violations like those discussed above, but also forbids conduct that falls short of those violations. The FTC Act prohibits all forms of deceptive or misleading advertising and trade practices, such as disparaging a competitor's product, harassing a customer or competitor, and stealing trade secrets and customer lists. California, and other states, also prohibit "unfair competition," an amorphous concept that largely overlaps with conduct prohibited by the FTC Act.

ANTITRUST MATTERS OF INTEREST TO PROFESSIONAL SOCIETIES

A number of antitrust cases against professional societies and trade associations have focused on situations that go to the heart of what those organizations are about.

Membership

Because a professional society or a trade association by its very nature provides certain commercial and other benefits to its members, the denial of membership to qualified competitors of the members could violate antitrust laws. Membership should be open to all who satisfy basic membership requirements, and any decision to deny membership or expel a member should be reviewed with counsel. All persons in any class of membership should have an equal opportunity to participate in AIA activities and benefits. Certain programs and activities may also need to be opened to non-members if their exclusion would put them at an unreasonable Competitive Disadvantage To Members.

Collection and Dissemination of Data

Statistical data may obviously be compiled for legitimate purposes. Statistical information also may cause problems from an antitrust standpoint, however, if their use somehow harms competition. This might happen, for instance, if statements in AIA publications were to suggest what production, price or specific market demand should or would be in the future. Broadly speaking, the farther removed the data are from prices and costs, the less company-specific they are, the more historical they are, and the wider their public dissemination is, the less likely it is that they will raise antitrust problems. As a general rule, particular market-sensitive data supplied by individual members should never be discussed or disseminated beyond AIA without advice of counsel.

Codes, Standards, and Certification Programs

Reasonable industry codes, standards and certification programs may promote quite valid interests, including the protection of safety, health and the environment, and the maintenance of high standards of ethics and conduct. You should nonetheless be alert for anticompetitive effects that a particular standard may have. For example, a product standard that is unreasonably biased in favor of one manufacturer's product at the expense of another may raise significant antitrust problems. Further, a product standard that effectively limits competition for particular types of products should be avoided. In addition, to the extent such codes, standards, and certifications are *permitted* or *authorized*, but not *mandated*, by local, state, and federal governments, they may fall outside the governmental immunity to the antitrust laws. Care should therefore be used both in creating and applying codes, standards, and certification criteria, and in influencing other organizations as they do so.

Participation on State Regulatory Boards

State licensing boards play an important role in regulating the profession through accreditation and in protecting the public welfare through basic quality standards. States in their sovereign capacity often delegate responsibility for overseeing these important functions to a board comprised of industry professionals. However, state regulatory boards quickly draw antitrust ire when it appears that self-interested incumbents are using licensing requirements as a tool to exclude new entrants. AIA members should be wary of self-interested decisions when participating on state regulatory boards and should not coordinate within AIA related to the activities of independent state licensing boards.

Marketing and Communications

Like the other activities discussed above, marketing and communications serve valid interests, but can raise antitrust problems under some circumstances. Be careful that all advertising, announcements, and other communications that might affect competition are accurate and are in no way deceptive or misleading.

Government Relations

There is a constitutional right to petition legislatures and government agencies for action, and, if properly undertaken, such activity is not subject to antitrust laws. The right to petition, however, does not provide unlimited antitrust protection. If the activity in question is not really designed to achieve government action but rather amounts to a sham used to injure competition, for example, it may raise serious antitrust problems. Moreover, activity is not immunized from the antitrust laws simply because a government representative encourages and happens to participate in it.

Some Practical Guidelines on Preventing Problems at Meetings, in Records, and in Contacts with Others

Meetings, communications, and contacts that touch on antitrust matters present special challenges. A simple example will illustrate this. Suppose that members were to discuss their prices at a meeting or in a document, and their prices increased shortly afterward. An enforcement agency or jury might view this as evidence that their discussions led to an agreement on pricing and, thus, violated the antitrust laws. In a case like that, the mere *appearance* of illegality—even when the parties may *in fact* have done nothing wrong—can cause serious problems. The guidelines that follow are designed to help you not only comply with the antitrust laws, but also avoid even the appearance of impropriety.

Meetings. AIA meetings regularly bring together members and others who are potential or actual competitors.

For some meetings where subjects may stray into sensitive areas, certain ground rules should be followed to eliminate any suspicion that a particular meeting might be used for anticompetitive purposes:

- Prepare an agenda and have AIA counsel review it before the meeting
- Provide a copy of "The American Institute of Architects Antitrust Statement" to meeting attendees
- Have an AIA staff member attend the meeting
- Invite legal counsel to attend if the meeting might involve matters having to do with competition
- Follow the agenda at your meeting, with departures from the agenda only if counsel approves
- Keep accurate minutes, and have counsel review them before they are put into final form and circulated

When members get together and talk before or after formal meetings, there should be no discussions that raise antitrust concerns even in such informal settings. This includes in-person oral discussions, as well as informal written communications such as text messages, email, instant chat, message boards and social media posts.

Outside Contacts. Whenever you have contact with outside parties on antitrust matters, always keep in mind that even completely innocent behavior may be misinterpreted. If a government representative, a private attorney, investigator, or any other outside person contacts you for information that might relate in some way to antitrust subjects, tell that person that you are not authorized to provide the information but will have an authorized person respond. You should then immediately contact legal counsel.

Records. Records refer to any of the various communications people record in tangible form every day—in documents, e-mail, video, audio recordings (such as voice mail), text messages, and the like. These records are sometimes inaccurate, imprecise, and subject to misinterpretation. You should prepare every record with the thought that it might have to be produced to government officials or plaintiffs' lawyers, who will interpret your language in the worst possible way. The following guidelines may help you avoid problems in matters involving competition:

- Avoid creating unnecessary records
- Use language that is clear, simple, and accurate
- Avoid language that might be misinterpreted to suggest that AIA condones or is involved in any anticompetitive behavior
- As much as possible, limit yourself to facts and avoid offering opinions
- Do not use joking or aggressive language about competitors (*e.g.*, "let's kill our competitors")
- Do not use language that might arouse suspicion (*e.g.*, "For limited distribution" or "Destroy after reading")
- Do not speculate about the legality of specific conduct
- Do not violate AIA's record management policy when deciding how to handle, maintain or dispose of any record
- Do not hesitate to contact counsel with any questions about documents, data, or other records

QUESTIONS

If you have a question about whether any of AIA's operations or activities may violate the antitrust laws, contact us. We look forward to working with you.

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ATTACHMENT A

THE AMERICAN INSTITUTE OF ARCHITECTS ANTITRUST STATEMENT ACKNOWLEDGEMENT

I have received and read and agree to comply with The American Institute of Architects Antitrust Statement.

Signed: _____

Printed Name: _____

Date: _____

Please sign and complete this form

Return it to the Office of Legal and Business Affairs.

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