

Exhibit B: Proposed Changes to the *NCARB Bylaws*

2018 NCARB Annual Business Meeting

May 2018

National Council of Architectural Registration Boards

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Adopted June 23, 1979, Cambridge, MA. Amended June 27, 1981, Maui, HI; June 26, 1982, Minneapolis, MN; June 25, 1983, Philadelphia, PA; June 30, 1984, Portland, OR; June 29, 1985, San Antonio, TX; June 28, 1986, Atlanta, GA; June 27, 1987, Seattle, WA; June 29, 1988, Chicago, IL; June 28, 1989, Boston, MA; June 30, 1990, Washington, DC; June 29, 1991, Denver, CO; June 27, 1992, San Francisco, CA; June 26, 1993, Kansas City, MO; June 25, 1994, Dearborn, MI; June 24, 1995, New Orleans, LA; June 29, 1996, Baltimore, MD; June 28, 1997, Minneapolis, MN; June 27, 1998, San Diego, CA; June 26, 1999, Charleston, SC; June 17, 2000, Chicago, IL; June 23, 2001, Seattle, WA; June 29, 2002, Boston, MA; June 28, 2003, San Antonio, TX; June 26, 2004, Portland, OR; June 25, 2005, Miami, FL; June 24, 2006, Cincinnati, OH; June 23, 2007, Denver, CO; June 28, 2008, Pittsburgh, PA; June 26, 2010, San Francisco, CA; June 25, 2011, Washington, DC; June 23, 2012, Minneapolis, MN; June 22, 2013, San Diego, CA; June 21, 2014, Philadelphia, PA; June 20, 2015, New Orleans, LA; June 18, 2016, Seattle, WA; June 30, 2018, Detroit, MI (Proposed).

ARTICLE I—NAME

The name of this organization shall be the National Council of Architectural Registration Boards.

ARTICLE II—DEFINITIONS

The following terms shall have the following meanings when used in these Bylaws:

- A. ~~“Council”~~ “Advisory Committee” shall mean any committee not having and exercising the authority of the Board of Directors;
- B. “Board Committee” shall mean a committee which is comprised solely of two or more Directors and shall have and exercise the authority of the Board of Directors, to the extent authorized by the Board of Directors and permitted by law;
- A.C. “Board of Directors” shall mean the Board of Directors of the National Council of Architectural Registration Boards;
- D. “Committee” shall mean a Board Committee or an Advisory Committee;
- E. “Council” shall mean the National Council of Architectural Registration Boards;
- F. “Council Record” shall mean a record of the education, training, examination, practice, and character of an individual member of the architectural profession;
- G. “Delegate” shall mean any member of a Member Board in attendance at an Annual Business Meeting or any special meeting of the Council as a representative of such Member Board;
- H. “Director” shall mean a member of the Board of Directors;
- I. “Elected Officer” shall mean any of the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, and the Secretary;
- J. “Examination” shall mean the Architect Registration Examination® prepared by the Council;
- K. “Executive Director” shall mean a person holding such title at a Member Board or having a comparable position as the primary administrator responsible for overseeing the activities of the Member Board;

B.~~L.~~ “Jurisdiction” shall mean any political subdivision of the United States, including any State, commonwealth, territory, dependency, and the District of Columbia, which has a law regulating the practice of architecture;

€M. “Member Board” is a member of the Council in good standing and shall mean the body legally authorized by a Jurisdiction to certify that an applicant for rRegistration as an architect is qualified;

N. “Public Director” shall mean the individual serving as the Public Director (as that term is described in Article VII of these bylaws) on the Board of Directors.

O. “Public Member” shall mean a member of a Member Board who does not hold or have a license in a discipline regulated by such Member Board or in a related design profession.

P. “Regional Chair” shall mean the chairperson of a Region, as such term is described in Article VI of these Bylaws;

Q. “Regional Director” shall mean a Director who was nominated to serve on the Board of Directors by a Region;

R. “Registration” shall mean licensure as an architect by the body legally authorized by a Jurisdiction to grant such licensure.

S. “Voting Delegate” shall mean a Delegate who is authorized to vote on behalf of a Member Board, as evidenced by a letter of credentials provided by the applicable Member Board.

ARTICLE III—PURPOSE

The purpose of the Council shall be to work together as a council of Member Boards to safeguard the health, safety, and welfare of the public and to assist Member Boards in carrying out their duties. Pursuant thereto, the Council shall develop and recommend standards to be required of an applicant for architectural rRegistration; develop and recommend standards regulating the practice of architecture; provide a process for certifying to Member Boards the qualifications of an architect for rRegistration; and represent the interests of Member Boards before public and private agencies, provided that the Council shall not purport to represent the interest of a specific Member Board without that Member Board’s approval.

ARTICLE IV—MEMBERSHIP

SECTION 1. ~~Members.~~ The membership of the Council shall be the ~~legally constituted Jurisdiction~~ Member Boards ~~in good standing~~. Membership in the Council shall be attained through acceptance by the Council Board of Directors. Application shall be made upon forms furnished by the Council. Every Member Board shall annually provide the Council with the names and addresses of its members, a copy of its law relating to the rRegistration and practice of architecture, a copy of its rules or regulations administering such law, and a roster of all persons registered by the Member Board, and shall pay the annual membership dues. All Member Boards ~~in good standing~~ shall have equal rights.

SECTION 2. ~~Removal.~~ If, after written notification from the Council Board of Directors, a Member Board shall ~~(t)~~:

- A. ~~fail to pay its dues or other financial obligations to the Council or to its Region, or (ii) shall~~
- B. ~~persistently refuse rRegistration or otherwise fail to register~~ architects holding the Council Certificate for the reason that such architects are not the residents of the Member Board's jurisdiction, or (iii) ~~shall~~
- C. ~~fail to administer the Architect Registration Examination prepared by the Council to all its applicants (other than applicants of whom it does not require a written examination) for rRegistration,~~

then, the ~~Council~~ Board of Directors may recommend to the Council that such Member Board be removed from membership in the Council. ~~Upon Following~~ such recommendation, such Member Board may be removed from membership in the Council may determine by the affirmative vote of not less than two-thirds of all Member Boards; to remove such Member Board or, with respect to non-payment of dues or other financial obligations, waive or modify the Member Board's obligation to pay such amounts due to the Council.

SECTION 3. Reinstatement. A Jurisdiction that has been removed from membership in the Council for reasons of non-payment of dues or other financial obligations shall be automatically reinstated as a ~~m~~Member Board in the Council by a vote of two-thirds of all ~~Member Boards;~~

- A. ~~following payment of all financial obligations of membership had the Jurisdiction not been removed (or such lesser amount approved unless, by such a vote of two-thirds of all Member Boards), such financial obligations shall be modified or waived, and~~
- B. upon being in compliance with all other membership requirements of Article IV, Sections 1 and 2; A Member Board that was removed from the Council for reasons other than failure to pay dues or other financial obligations shall only be reinstated upon the affirmative vote of two-thirds of all Member Boards.

ARTICLE V—MEETINGS

SECTION 1. Annual Business Meeting. The Council shall hold an Annual Business Meeting at a time and place as determined by the ~~Council~~ Board of Directors. Notice of all Annual Business Meetings shall be sent to the chair or equivalent presiding officer and to the Member Board Executive of each Member Board not less than 90 days prior to each such meeting.

SECTION 2. Special Meetings. Special business meetings of the Council may be called by the President/Chair of the Board, with the approval of the ~~Council~~ Board of Directors, or by a majority of the Member Boards. The Bylaws provisions which govern notice for, and the procedures and conduct of business of, the Annual Business Meeting shall apply to Special Meetings.

SECTION 3. Delegates and Credentials. Each Member Board shall be entitled to be represented at Annual Business Meetings and special meetings of the Council by one or more official Delegates who shall be members of that Member Board.

~~A delegate attending the~~ Notwithstanding a Member Board's total number of Delegates, each Member Board shall be represented at each Annual Business Meeting ~~or any and Special~~ Meeting of the Council by one Voting Delegate, who ~~is~~ shall be entitled to cast the vote of its Member Board and who shall be identified as the Voting Delegate by a letter of credentials from the ~~delegate's applicable~~ Member Board, ~~which voting delegate the~~. A Member Board may change by its Voting Delegate from time to time by issuing a subsequent letter of credentials. ~~A Member Board may be represented by as many delegates as attend, but only one vote may be cast for each Member Board by its delegates to the Council. Each Voting Delegate shall have an equal vote on all matters on which all Member Boards are entitled to vote.~~

SECTION 4. Quorum. A quorum for the transaction of business at the Annual Business Meeting of the Council shall be ~~one or more~~ Voting ~~d~~Delegates representing a majority of the Member Boards.

SECTION 5. Resolutions and Other Motions. Resolutions are the substantive matters placed on the agenda for a meeting of the Council in accordance with this Section. All resolutions to be considered at any meeting of the Council, except those submitted by the Council Board of Directors, those submitted by Select Committees and those of the laudatory type, shall be submitted to the Regional Leadership Committee not later than 75 days prior to the day at the Annual Business ~~m~~Meeting at which the resolution is to be considered. The Regional Leadership Committee shall review each resolution submitted by Regions and Member Boards for conformity with the Council Bylaws and may recommend to the author of any resolution such changes as are deemed advisable for the purpose of clarity and to avoid duplication. All resolutions shall, insofar as practicable without altering or confusing the intent of the resolution, avoid invective or argument; but the proponent of a resolution may, when submitting the resolution to the Regional Leadership Committee, include a brief summary of the argument in support of the resolution, which summary shall be published with the publication of the resolution. The Council shall distribute all resolutions, except laudatory resolutions, to the Member Boards not less than 30 days prior to the meeting at which the resolution is to be considered. If the Board of Directors discloses its position to the Council, the vote of the Board of Directors shall be disclosed at the same time.

Only Member Boards, Regions, Select Committees, and the Council Board of Directors may offer resolutions to be presented at any meeting of the Council, or amendments to resolutions so presented. All other motions permitted under Robert's Rules of Order Newly Revised may be made by any ~~d~~Delegate or ~~Council Officer or~~ Director.

SECTION 6. Voting. The affirmative vote of two-thirds of all Member Boards is required to pass any amendment to these Bylaws ~~or, to remove any Member Board from membership in the Council, or as provided in Article IV, Section 3~~. The affirmative vote of a majority of all Member Boards is required to pass any other resolution. Except as otherwise specified in ~~Article VIII, Section 4, with regard to the election of Officers~~ these Bylaws, voting upon all other issues shall require the quantum of vote set forth in Robert's Rules of Order Newly Revised.

Except as expressly permitted by these Bylaws, tThere shall be no voting by proxy.

SECTION 7. Order of Business. An agenda outlining the order of business shall be prepared for all Council meetings. The agenda shall be prepared under the direction of the Council Board of Directors ~~and printed~~ and sent by the Secretary to all Member Boards at least 30 days before the date set for a particular meeting.

SECTION 8. Rules of Order. The Council shall be governed by Robert's Rules of Order Newly Revised when not in conflict with: first, applicable laws, then, the Articles of Incorporation, and lastly the Bylaws of the Council.

SECTION 9. Advisory Votes by Letter or Electronic Ballot. The ~~Council~~ Board of Directors may from time to time submit any issue or question to the Member Boards for an advisory vote by letter or electronic ballot, provided the subject matter and the ballot shall have been officially submitted in writing to the Member Boards at least 60 days prior to a date therein set for final receipt of ballots. Only ballots returned in the prescribed time will be counted.

SECTION 10. Other Participants. Council ~~Officers and~~ Directors, Delegates, Member Board Executives or Attorneys when designated by their Member Boards, persons designated by the Board of Directors, and persons designated by the Presiding Officer shall have the privilege of the floor at Council meetings and may take part in the discussions and perform all functions of the ~~d~~Delegates except to vote, or, except as provided in Article V, Section 5, with respect to ~~Officers and~~ Directors, to initiate action.

SECTION 11. International Agreements. All written international and/or foreign agreements entered into by the Council shall be subject to ratification by majority vote of the members at an Annual Business Meeting.

ARTICLE VI—REGIONS

SECTION 1. Purpose. In order to foster closer communication between Member Boards and the Council, as well as among Member Boards, and further to foster the development of future leaders and assist the Council in achieving its stated purpose, six geographical Regions comprising, in the aggregate, all the Member Boards are hereby established. Each Member Board shall be required to be a member of its Region.

SECTION 2. Membership. The membership of the Regions is established as follows:

REGION 1—New England: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.

REGION 2—Middle-Atlantic: Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virginia, West Virginia.

REGION 3—Southern: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virgin Islands.

REGION 4—Mid-Central: Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin.

REGION 5—Central States: Kansas, Montana, Nebraska, North Dakota, Oklahoma, South Dakota, Wyoming.

REGION 6—Western: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Nevada, New Mexico, Oregon, Utah, Washington.

ARTICLE VII —THE COUNCIL BOARD OF DIRECTORS

SECTION 1. ~~Membership.~~ The Council Board of Directors shall ~~comprise~~ be comprised of the Elected Officers of the Council as ~~designated in Section 1 of Article VIII,~~ one Regional Director ~~elected from each Region,~~ the immediate Past President, one Member Board Executive Director, and one Public Director ~~elected as provided in this Article VII.~~

SECTION 2. Qualifications and Limitations. The qualifications for serving as a Director shall be as set forth in this Article VII, Section 2, and no entity responsible for nominating any Director shall impose any qualification not set forth herein.

A. A candidate for election as a Regional ~~to any~~ Director or Officer position shall ~~(i), at the time such person is nominated;~~

(i) be a citizen of the United States; and (ii);

(ii) have served at least two (2) years as a member of a Member Board; or, in the case of a candidate for the position of Member Board Executive Director, have served at least two (2) years as an Executive Director;

(iii) be a current member of a Member Board within the Region or; be a past member of such a Member Board whose service as a member ended no more than one year before nomination; or the Chair; be an officer of the a Region; or the; be an incumbent Regional Director (iii) have served at least two years as a member of a Member Board, and (iv); or, in the case of a candidate for the Member Board Executive Director, be a current Executive Director; and,

(iv) in the case of architect candidates who are architects, hold an active NCARB Certificate; in every case at the time he or she is nominated by the Region*.In.

B. With respect to candidates for a Regional Director position, all qualifications relating to current or past membership in a Member Board or Region must be within the Region from which the case of candidate is nominated.

C. If a Member Board regulatines professions in addition to the profession of architecture, the candidate will qualify as a member or former member of a Member Board only if he or she is or was an architect-member or a public member of the architect section of the Member Board. All Directors shall serve without compensation.

A candidate for election as the Member Board Executive Direcor shall be (i) a citizen of the United States, (ii) either an executive director or hold a comparable position as the primary administrator responsible for overseeing the activities of a Member Board at the time of election, (iii) nominated by vote of a majority of the members of the Member Board Executives Committee, and (iv) such person so nominated shall be elected at the Annual Meeting. A Member Board Executive Director shall serve the same term and with the same limit on succeeding terms as apply to Regional Directors in this Article VII, Section 3, and any vacancy in the office of Member Board Executive Director shall be filled by vote of a majority of the members of the Member Board Executives Committee.

- D. A candidate for election as the Public Director (i) shall be a citizen at the time of the United States, (ii) shall be serving as nomination a public or consumer member on a Member Board, and (iii) ~~any person qualified as prescribed above may be nominated as Public Director by declaring his or her candidacy at the time election for such office begins at the Annual Meeting and shall be elected at the Annual Meeting. A Public Director shall serve the same~~ or have served in such position no more than one (1) year prior to the time of nomination to the Board of Directors.
- E. ~~An individual shall qualify to serve as the President/Chair of the Board during the one-year period immediately following his or her term as First Vice President/President-Elect.~~
- F. ~~An individual shall qualify to serve as the Immediate Past President during the one-year period immediately following his or her term and with the same limit on succeeding terms as apply to Regional Directors in this Article VII, Section 3, and any vacancy in the office of Public Director shall be filled by the Council Board of Directors:as~~ President/Chair of the Board.

SECTION 3. Terms of Office and Election. ~~The terms of office of Officers and Directors shall be as provided in Section 5 of Article VIII. Regional Directors shall be nominated as provided in Section 5 of this Article and persons so nominated shall be elected at the Annual Meeting of the Council to serve~~ The term of office of a Director shall be one year from the adjournment of ~~said Annual Meeting~~ the Annual Business Meeting at which he or she is elected to serve or, in the case of President/Chair of the Board and Immediate Past President, succeeds to office, until the adjournment of the next following Annual Business Meeting or until their successors are his or her successor is duly elected: and succeeds to office. No person shall serve more than three terms in succession as a Director; provided, however, that service as an Elected Officer and Immediate Past President shall not count against such limit. No incumbent shall serve for more than one term in any Elected Officer position or as Immediate Past President; provided, however, that an Elected Officer shall be eligible for reelection for the full term of office if, during the period immediately prior thereto, such Elected Officer had succeeded to or been elected to the office to fill a vacancy.

SECTION 4. Removal. ~~As provided by applicable Iowa law, a Regional Director may be removed with or without cause by the Region electing such Director by a majority vote of those present and voting at a meeting duly called for such purpose; the Member Board Executive Director and the Public Director may be removed with or without cause by a majority vote of those present and voting at a meeting duly called for such purpose, respectively by the Member Board Executives Committee in the case of the Member Board Executive Director and the Council Board of Directors in the case of the Public Director; and the Past President may be removed with or without cause by appropriately amending these Bylaws at a meeting of the Member Boards duly called for such purpose. Because any Officer is a Director on account of his or her election as an Officer, any Officer removed as such Officer in accordance with these Bylaws shall cease to be a Director upon such removal.~~

SECTION 4. Removal.

- A. A Director may be removed with cause by a majority vote of the Member Boards at a meeting where a quorum is present, with the meeting notice stating that the purpose, or one of the purposes, of the meeting is the removal of the director.
- B. Director may be removed with cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.

SECTION 5. Nomination and Election of Regional Directors.

- A. Directors shall be nominated as set forth below in this Section 5 of this Article VII. Notwithstanding the various methods of nomination set forth below, all Directors must be elected by a majority vote of the Member Boards at a meeting at which a quorum is present.
- B. Each Region shall select its nominee for Regional Director at a Region meeting. The nominations will be announced by the several Regions at the Annual Business Meeting of the Council.

- C. Any person qualified to serve as an Elected Officer (other than President/Chair of the Board) may be nominated by declaring his or her candidacy at the time election for such office begins at the Annual Business Meeting.
- D. The candidate for Member Board Executive Director shall be nominated by majority vote of the Member Board Executive community comprised of the Executive Director of each Member Board.
- E. Any person qualified to serve as the Public Director may be nominated by declaring his or her candidacy at the time election for such position begins at the Annual Business Meeting.

SECTION 6. Vacancies.

- A. Vacancies in the offices of Officer and Directors shall be filled as provided in Section 6 of Article VIII. A vacancy in the office of a ~~office of any~~ Regional Director ~~or Member Board Executive Director~~ shall be filled by an appointee nominated by the Region or the Member Board Executive community respectively and appointed by the Board of Directors to hold office from the time of such appointment until the adjournment of the next Annual Business Meeting. Vacancies in the office of the Public Director and Elected Officers other than First Vice President/President-Elect and President/Chair of the Board shall be filled by an appointee designated by ~~and from the Region originally represented.~~ the Board of Directors to hold office from the time of such appointment until the adjournment of the next Annual Business Meeting. Any such appointee shall meet all qualifications applicable to the vacant Director position, as determined by the Credentials Committee.
- B. A vacancy in the office of President/Chair of the Board shall be filled by the First Vice President/President-Elect, who shall serve the remainder of the term as President/Chair of the Board and the following term during which he or she would have succeeded to the office if not for the vacancy.
- C. A vacancy in the office of First Vice President/President-Elect shall be filled by the Second Vice President, who shall hold such office of First Vice President/President-Elect until the adjournment of the next Annual Business Meeting, at which Annual Business Meeting the Member Boards shall elect both a First Vice President/President-Elect and a President/Chair of the Board, each of whom shall be subject to the qualifications applicable to candidates for First Vice President/President-Elect.
- D. A vacancy in the office of Immediate Past President shall remain vacant.
- E. Any Regional Director who moves his or her principal residence to a place outside the ~~r~~Region ~~from~~ which he or she ~~represents~~~~was nominated~~ shall be deemed to have vacated the office of Regional Director, and any ~~Member Board Executive Director and/or Public Director~~ who ceases to be eligible as provided in this Article VII, Section 2, clause (ii) shall be deemed to have vacated the office of ~~Member Board Executive Director or Public Director, respectively~~ ~~his or her directorship~~.

SECTION 7. Duties. The affairs of the Council shall be managed under the authority and direction of the Council Board of Directors, who shall act by majority vote of the Directors present at a meeting at which there is a quorum, except as otherwise expressly required by these Bylaws or applicable law. It shall exercise all authority, right, and power granted to it by the laws of the State of Iowa and shall perform all duties required by the said laws and by these Bylaws, and, in accordance therewith, it shall not delegate any of the authority, rights, or power or any of the duties imposed on it by these Bylaws or otherwise, unless such delegation is specifically provided for in these Bylaws. All Directors shall serve without compensation; provided, however, that nothing herein shall prohibit the Board of Directors from providing reasonable allowances from time to time to the President/Chair of the Board and to the First Vice President/President-Elect. Any such allowances shall be included in budget reports furnished to the Member Boards.

~~*Clauses (iii) and (iv) are effective March 1, 2017 and apply to any Regional Director or officer then in office~~

SECTION 8. Meetings of the Board. The Council Board of Directors may meet in any manner allowed by applicable law in regular or special meetings in order to transact business. Unless finances of the Council will not permit, the Council Board of Directors shall hold a regular meeting immediately prior to the opening of the Annual Business Meeting and a regular meeting immediately following the adjournment of the Annual Business Meeting of the Council. Special meetings may be held upon call of the President/Chair of the Board or the Executive Committee and shall be held upon written request of the majority of the Council Board of Directors. All ~~members~~Directors shall be given due notice in writing of the time and place of all meetings, although notice of any meeting may be waived in writing by any ~~members~~Director. A majority of the membership of Council Board of Directors shall constitute a quorum for the transaction of business. ~~In the event that a Regional Director is unable to attend a meeting of the Council Board of Directors, the Chair of the Region the Director represents shall have the privilege of participating in the meeting in the Director's stead.~~

~~SECTION 9. Executive Committee of the Council Board of Directors. The Executive Committee of the Council Board of Directors shall comprise the President/Chair of the Board, the First Vice President/President Elect, the Second Vice President, the Treasurer, the Secretary, and the immediate Past President. The Executive Committee shall:~~

- ~~A. act for the Council Board of Directors between meetings only as directed by the Board;~~
- ~~B. develop short-range and long-range goals, consistent with the mission of the Council, as the basis for planning and implementation by the Board; and~~
- ~~C. assist the President/Chair of the Board with the development of issues to be presented at the spring Regional Meetings.~~
- ~~D. prior to the start of the new fiscal year of the Council, review the budget for the next fiscal year for presentation to the Council Board of Directors; periodically review the budget, investments, financial policies, and financial positions of the Council and make recommendations concerning the same to the Council Board of Directors for~~

appropriate action.

~~SECTION 10. Audit Committee. The Audit Committee, appointed in the same manner and with the same term as all other committees, shall consist of the Treasurer, who shall serve as the chair of the Committee, one additional Executive Committee Member, and from one to three additional members of the Board of Directors who are not members of the Executive Committee. The Audit Committee shall report to the Board and shall be responsible for overseeing the Council's financial controls and auditing, including receiving the annual audit and considering the items of internal accounting control that arise from the audit, from personnel changes and from the implementation of changes in policies that affect internal financial controls. The Audit Committee shall annually select and engage an independent auditor of the Council's financial records.~~

ARTICLE VIII—OFFICERS

~~SECTION 1. Elected Officers. The Elected Officers of the Council shall be the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, and the Secretary.~~

~~SECTION 2. Qualifications and Limitations. To be eligible for elective office in the Council a person shall be*:-~~

~~A. —a citizen of the United States; and~~

~~B. —at the time of election; serving either (i) as a member of the Council Board of Directors or (ii) as a member of a Member Board and, in the case of Member Boards regulating professions in addition to the profession of architecture and which is divided into professional sections, as a member of the architectural section of the Member Board. Elected Officers of the Council shall serve without compensation, provided, however, that nothing herein shall prohibit the Council Board of Directors from providing reasonable allowances from time to time to the President/Chair of the Board and to the First Vice President/President Elect. Any such allowances shall be included in budget reports furnished to the Member Boards.~~

~~SECTION 3. Nomination of Officers. Any person qualified as prescribed in Section 2 may be nominated for office by declaring his or her candidacy at the time election for such office begins at the Annual Meeting.~~

~~SECTION 4. Election of Officers. All elections of Officers shall be by ballot at the Annual Meeting, unless the Council shall agree to waive the provision. A majority vote of the Member Boards present and voting shall elect an Officer. If more than two candidates have been nominated, ballots shall be taken until a candidate receives such a majority vote. If there has not been such a majority vote on a ballot, the candidate receiving the least number of votes shall be eliminated prior to the next ballot.~~

~~SECTION 5. Terms of Office:~~

~~A. —Second Vice President shall serve from the adjournment of the Annual Meeting at which such person is elected, until the adjournment of the next following Annual~~

~~Meeting or until a successor is duly elected.~~

- ~~B. The First Vice President/President Elect shall serve as such from the adjournment of the Annual Meeting at which such person is so elected, until the adjournment of the next following Annual Meeting at which time such person shall assume the office of President/Chair of the Board and shall serve as such until the adjournment of the next following Annual Meeting.~~
- ~~C. The Treasurer and the Secretary shall serve from the adjournment of the Annual Meeting at which they are elected until the adjournment of the next following Annual Meeting or until their successors are elected.~~
- ~~D. No incumbent shall serve for more than one term in succession as President/Chair of the Board, First Vice President/President Elect, or Second Vice President; provided, however, that an Officer shall be eligible for reelection for the full term of office if during the period immediately prior thereto such Officer had succeeded to or been elected to the office to fill a vacancy.~~

SECTION 6. Removal. As provided by applicable Iowa law, an Officer may be removed with or without cause by the Council Board of Directors by a majority vote of those present and voting at a meeting duly called for such purpose.

SECTION 7. Vacancies. A vacancy in the office of the President/ Chair of the Board shall be filled by the First Vice President/President Elect assuming the office. A vacancy in the office of the First Vice President/President Elect shall be filled by the Second Vice President assuming the office. A vacancy in the office of Second Vice President, Secretary, or Treasurer shall be filled by an appointee designated by the Council Board of Directors to hold office until the adjournment of the next Annual Meeting, but the balance of the unexpired term, if any, shall be filled at the Annual Meeting by nomination and election as provided in Sections 3 and 4.

SECTION 8:2. President/Chair of the Board. The President/Chair of the Board shall be the senior ~~e~~Elected ~~o~~Officer of the Council and shall:

- ~~A. preside at all meetings of the Council Board of Directors, the Executive Committee of the Council Board of Directors, and the Annual~~ Business Meeting;
- ~~B. present to the Council at the Annual~~ Business Meeting a report of activities during the President/Chair of the Board's term of office;
- ~~C. identify individuals to serve on all committees while serving as First Vice President/ President Elect and when serving as either President/Chair of the Board or First Vice President/President Elect may appoint all members of committees to serve during his or her own term of office as President/Chair of the Board subject to the approval of the Council Board of Directors;~~
- ~~D~~C. develop charges for all Committees that will serve during his or her term as President/ Chair of the Board: and, Following approval of the charges by the Council Board of

Directors, oversee the work of all ~~c~~Committees in ~~discharging their responsibilities~~;

- ~~D.~~ select all members of Committees to serve during his or her term of office as President/Chair of the Board subject to the terms of Article XII, Section 5;
- ~~E.~~ have the power to make appointments to any unfilled or vacant Committee membership during his/her term as President/Chair of the Board, subject to the approval of the Board of Directors;
- ~~F.~~ represent the Council Board of Directors and its policies to all external and internal constituents including to the Chief Executive Officer; and
- ~~F.~~ perform such other duties and powers as the Council Board of Directors may from time to time decide.

SECTION 9. ~~3. First Vice President; /President-Elect and Second Vice President.~~ The Vice-Presidents First Vice President/President-Elect and the Second Vice President, in order, shall, in the absence of the President/Chair of the Board, exercise the duties of and possess all the powers of the President/Chair of the Board. In addition, the First Vice President/President-Elect shall:

- A. develop the Committee charges to be completed during his or her term of office as President/Chair of the Board, subject to the approval of the Board of Directors.
- B. select the Chair of all Committees to serve during his/her term as President/Chair of the Board, subject to the approval of the Board of Directors; and
- C. select all members of Committees to serve during his or her term of office as President/Chair of the Board, subject to the approval of the Board of Directors.

SECTION 10. ~~4. Treasurer.~~ The Treasurer shall ~~generally:~~

- A. oversee the financial affairs of the Council and be the primary liaison of the Council Board of Directors with the person designated by the Chief Executive Officer as the chief financial officer of the Council: The Treasurer shall report to the Council Board of Directors and Annual Meeting on financial matters of the Council. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Council Board of Directors may designate.;

B. report to the Board of Directors and at the Annual Business Meeting on financial matters of the Council; and

C. perform such duties and have such powers additional to the foregoing as the Board of Directors may designate.

SECTION ~~15~~ 5. Secretary. The Secretary shall:

A. record or cause to be recorded all votes, consents, and the proceedings of all meetings of the Council and of the Board of Directors; and

B. ~~The Secretary shall~~ perform such duties as the Board of Directors may designate.

Records of the Council meetings shall be open at all reasonable times to the inspection of any Member Board.

In the absence of the Secretary from any meeting of the Council or from any meeting of the Board of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

SECTION ~~12~~ 6. Chief Executive Officer. The Chief Executive Officer shall be the senior appointed officer of the Council. Such person shall be appointed by, ~~and~~ shall serve at the pleasure of the Board of Directors, and shall have such compensation and benefits as shall be established from time to time by the ~~Council~~ Board of Directors. The Chief Executive Officer shall have general charge of the management and administration of the Council's affairs, the implementation of policies established from time to time by the ~~Council~~ Board of Directors, and such other duties and powers as the ~~Council~~ Board of Directors may from time to time determine, subject always to the ultimate authority of the ~~Council~~ Board of Directors under applicable law and these Bylaws.

SECTION ~~13~~ 7. Bonding. The Council's Chief Executive Officer and those in general charge of the Council's financial matters shall be bonded in an amount of not less than \$500,000. The Chief Executive Officer may decide to have others bonded in the Council. The cost of such bond shall be paid from funds of the Council.

ARTICLE IX—COUNCIL SERVICES TO MEMBERS OF THE ARCHITECTURAL PROFESSION

SECTION 1. Council Record. The Council shall, upon request of individual members of the architectural profession, secure, authenticate, and record factual data of an applicant's education, training, examination, practice, and character: for purposes of establishing a Council Record. Upon request of the applicant, this Council Record will be forwarded to any Member Board or to any foreign ~~r~~Registration authority with whom ~~NCARB~~ the Council has an agreement for mutual reciprocity.

SECTION 2. Council Certification. Council Certification shall be given to an Architect holding a Council Record verifying that the Architect has complied with the Council standards of education, training, examination, ~~r~~Registration, and character. In addition to this verification, the Certification shall carry the recommendation of the Council that ~~r~~Registration be granted the Architect without further examination of credentials. For applicants registered as Architects in countries where formal agreements with the Council exist, the standards

and procedures for Certification will be in accordance with such written agreements or as otherwise established by the Council. Architects certified by the Council shall have a Certificate incorporated in their Council Record.

SECTION 3. Annual Renewal. Council Certification shall be in effect for a period of one year. Renewal of the Council Certification shall be predicated upon the submission of an annual fee and an annual report containing such information as the Council deems appropriate. The Council Certification shall lapse if the annual fee and report are not received by the Council within such grace period as the Council Board of Directors may establish. A lapsed Council Certification may be reactivated by paying delinquent renewal fees, furnishing delinquent annual reports, and paying such fee for reinstatement as the Council Board of Directors may establish from time to time.

SECTION 4. Revocation of Certification. The Council shall revoke an Architect's Council Certification if:

- A. a Member Board has revoked (without limitation as to time) the Architect's ~~r~~Registration for a cause other than nonpayment of renewal fees or failure to file information with the Member Board; or
- B. facts are subsequently revealed which show that the Architect was actually ineligible for Council Certification at the time of Council Certification.

In addition, the Council may revoke an Architect's Council Certification if:

- C. a Member Board or a court makes a finding, not reversed on appeal, that the Architect has, in the conduct of his or her architectural practice, violated the law or has engaged in conduct involving wanton disregard for the rights of others; or
- D. the Architect has surrendered or allowed to lapse his or her ~~r~~Registration with the Member Board in connection with disciplinary action pending or threatened; or
- E. a Member Board has denied the Architect registration for a cause other than the failure to comply with the educational, experience, age, citizenship, or other technical qualifications for registration in such jurisdiction; or
- F. the Architect has willfully misstated a material fact in a formal submission to the Council.

The Council may reinstate a Certification previously revoked, if the cause of the revocation has been removed, corrected, or otherwise remedied.

In order to assist the Council in carrying out its responsibilities under this Section, each Member Board shall (unless prohibited by its State Law) ~~report to the Council each case in which the Member Board has revoked or suspended an Architect's registration for cause other than nonpayment of renewal fees or failure to file information with the Member Board, or in which the Member Board or a court makes a finding, not reversed on appeal, that the Architect has, in the conduct of architectural practice, violated the laws~~ applicable law) report to the Council the occurrence of any event that qualifies an Architect for revocation of his or her Council Certification, as described herein.

ARTICLE X—COUNCIL SERVICES TO MEMBER BOARDS

SECTION 1. Architect Registration Examination. The Council shall prepare an ~~architect registration~~ ~~e~~Examination for use by Member Boards. The ~~Council~~ Board of Directors shall issue, from time to time, rules respecting the administration and grading of ~~e~~Examinations, which shall include, among other things, the schedule of charges for the use of the ~~e~~Examinations, the date or dates on which ~~e~~Examinations may be administered, safeguards to prevent improper disclosure of information respecting the ~~e~~Examinations, and such other matters respecting the administration and grading of ~~e~~Examinations as the ~~Council~~ Board of Directors deems appropriate. Every Member Board using the ~~Architect Registration~~ Examination shall comply strictly with the rules issued by the ~~Council~~ Board of Directors, unless the ~~Council~~ Board of Directors agrees to waive any of the rules in a particular case. If any Member Board refuses to comply with the rules applicable to its use of the ~~e~~Examinations or, after so agreeing, fails to comply with such rules, the ~~Council~~ Board of Directors may withhold the ~~e~~Examinations from such Member Board until it is satisfied that such Member Board will comply with such rules thereafter. Any Member Board which refuses ~~r~~Registration to architects holding the Council Certification for the reason that the Member Board has requirements or procedures for grading the ~~Architect Registration~~ Examination which are different from the requirements or procedures established by the Council shall be denied the use of the ~~e~~Examinations until such policy of refusing ~~r~~Registration is revoked; but the ~~Council~~ Board of Directors may, with sufficient cause, waive the denial of the use of the ~~e~~Examinations.

SECTION 2. Architectural Experience Program. The Council shall prepare a structured experience program for use by Member Boards. The Board of Directors shall issue, from time to time, updates to program rules and opportunities to remain relevant with experiences and competencies necessary for the current practice of architecture.

SECTION 3. Additional Services. Additional services may be offered as determined by the Board of Directors from time to time.

SECTION 24. Forms and Documents. In order to ensure uniformity in the reporting of an applicant's education, experience, ~~r~~Registration (if applicable), and other necessary supporting data for determining eligibility for ~~the~~ ~~e~~Examination, Council Certification, or reciprocal ~~r~~Registration, the Council shall study and prepare forms, documents, and/or systems appropriate for use by both the Council and Member Boards.

SECTION 35. Research. The Council, through work of Committees, shall engage in research pertinent to all matters relating to legal ~~r~~Registration of architects.

SECTION 46. International Relations. The Council shall engage in the exploration and formulation of agreements with foreign countries to allow architects to practice in countries other than their own.

ARTICLE XI—FINANCES, FUNDS, ACCOUNTING, INVESTMENTS, AND RECORDS OF THE COUNCIL

SECTION 1. Dues and Fees.

- A. Annual membership dues may be changed for any period ~~after July 1, 2018~~, by resolution adopted at an Annual **Business** Meeting with implementation of any change to take place not less than three years after such resolution is adopted.
- B. ~~Fees~~: The fees to be charged for services to members of the architectural profession shall be established, from time to time, by an affirmative vote of not less than two-thirds of the ~~Council~~ Board of Directors present and voting.

SECTION 2. Operating Fund.

- A. ~~Receipts~~: All membership dues and all fees and other revenues received from any of the activities of the Council shall be placed in the operating fund of the Council. The operating fund shall be administered by the Council's chief financial officer.
- B. ~~General Budget~~: As soon as feasible following the Annual **Business** Meeting, the ~~Council~~ Board of Directors shall adopt a general budget which shall show the anticipated income and expenditures for the current year.
- C. ~~Authority to Expand and Disburse Money~~: ~~No Officer~~, **No** Director, Committee, or employee of the Council shall have the right, authority, or power to expend any money of the Council, to incur any liability for and in its behalf, or to make any commitment which will or may be deemed to bind the Council in any expense or financial liability, unless such expenditure, liability, or commitment has been properly incorporated into the budget, and the ~~Council~~ Board of Directors has made an appropriation to pay the same.
- D. ~~Fiscal Year~~: The Fiscal Year of the Council shall be from July 1 of one year to June 30 of the next succeeding year.

SECTION 3. Securities and Investments. In accordance with the ~~Council~~ Board of Directors' policies and the directions by the Board **of Directors** to the Chief Executive Officer, the Council's chief financial officer shall have charge of the investment of all funds of the Council not held in its operating fund. In accordance with such policies and such directions, such chief financial officer may sell, purchase, transfer, and convey securities and exercise all rights, by proxy or by participation, of the Council with respect to such securities, or may authorize such purchases, sales, transfers, conveyances, and the exercise of any or all of said rights.

SECTION 4. Liabilities of Officers, Directors, and Employees. ~~No Officer~~, Director, **officer**, or employee of the Council shall be personally liable for any decrease of the capital, surplus, income, balance, or reserve of any fund or account resulting from his or her acts performed in good faith and within the scope of his or her authority.

SECTION 5. Disclosure of Records. Upon written request made with reasonable specificity, a Member Board shall have the right to receive from the Council with reasonable promptness copies of any Council record it may reasonably request, but excluding:

- (i) ~~A.~~ information barred from disclosure by an applicable statute;
- (ii) ~~B.~~ trade secrets;
- (iii) ~~C.~~ information disclosed to the Council in reliance upon its continued non-disclosure;
- (iv) ~~D.~~ information that, if released, would give an inappropriate advantage to a competitor or bidder with respect to a request for proposals issued or about to be issued by the Council;
- (v) ~~E.~~ personnel information, the disclosure of which would constitute an unwarranted invasion of personal privacy;
- (vi) ~~F.~~ attorney-client communications and attorney work-product materials;
- (vii) ~~G.~~ transcripts and personal information respecting Certificate applicants or holders without the permission of such applicant or holder;
- (viii) ~~H.~~ contents and results of examinations except to the extent disclosure is provided for in the contract between the Council and the Member Board together with data, methodologies, practices, plans, proposals, records of committee deliberations and other records relating to the content, administration, scoring or security of examinations; and
- (ix) ~~I.~~ information arising from investigatory cases.

Any of the excluded records that the Council has already distributed publicly shall, notwithstanding the preceding sentence, be available to any Member Board.

To the extent permitted by applicable law, Council records furnished to a Member Board shall not be distributed by the Member Board to outsiders. other than to members of such Member Board. The Council may charge the Member Board only reasonable costs to comply with the request. Such charges shall be itemized by the Council in an invoice to the Member Board.

ARTICLE XII—COMMITTEES

~~SECTION 1. Authorization and Appointment of Committees. Committees may be established to perform services for the Council. Except as otherwise specifically provided, all Committees shall be appointed as provided in Article VIII, Section 7 of these Bylaws and shall be under the jurisdiction of the Council Board of Directors, reporting to it when directed. Except as otherwise specifically provided, the President/Chair of the Board shall select the Chair of all Committees.~~

SECTION 1. Board Committees. The Board of Directors may, by the affirmative vote of a majority of the Directors then in office or as otherwise set forth in these Bylaws, create one or more Board Committees. Board Committees, to the extent provided in the applicable authorizing action of the Board of Directors or these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Council. A Board Committee may not, however:

- A. authorize distributions;
- B. approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Council's assets;
- C. elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any Board Committees; or
- D. adopt, amend, or repeal the Council's Articles of Incorporation or Bylaws.

The designation of, and the delegation of authority to, a Board Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

SECTION 2. Executive Committee of the Board of Directors. The Executive Committee of the Board of Directors shall be a Board Committee and shall comprise the President/Chair of the Board, the First Vice President/President-Elect, the Second Vice President, the Treasurer, the Secretary, and the Immediate Past President. The Executive Committee shall:

- A. act for the Board of Directors between meetings only as directed by the Board;
- B. prior to the start of the new fiscal year of the Council, review the budget for the next fiscal year for presentation to the Board of Directors; and
- C. periodically review the budget, investments, financial policies, and financial positions of the Council and make recommendations concerning the same to the Board of Directors for appropriate action.

SECTION 3. Audit Committee. The Audit Committee, appointed in the same manner and with the same term as all other Committees, shall be a Board Committee and shall consist of the Treasurer, who shall serve as the chair of the Committee, up to one additional Executive Committee member, and from one to three additional members of the Board of Directors who are not members of the Executive Committee. The Audit Committee shall report to the Board of Directors and shall be responsible for overseeing the Council's financial controls and auditing, including receiving the annual audit and considering the items of internal accounting control that arise from the audit, from personnel changes, and from the implementation of changes in policies that affect internal financial controls. The Audit Committee shall annually select and engage an independent auditor of the Council's financial records:

SECTION 4. Advisory Committees. Advisory Committees may be created by affirmative vote of a majority of the Directors present at a meeting at which there is a quorum or as set forth in these Bylaws. The Council-Board of Directors may delegate to any of the Elected Officers or the Immediate Past President the authority to supervise the work of any of the Advisory Committees.

SECTION 5. Committee Membership.

In accordance with Article VIII, Section 2, the President/Chair of the Board shall select the members of all Committees subject to approval by the Board of Directors. Except as otherwise

specifically provided in these Bylaws, the President/Chair of the Board shall ~~have the power to make~~ select the Chair of each Committee. The terms of all Committee appointments shall be for one year, during the President/Chair of the Board's term in such capacity, except as otherwise approved by the Board of Directors. ~~Any unfilled or vacant Committee membership. The Council~~ Board Committee positions shall be filled in accordance with the regular procedures for appointment. The Board of Directors may at any time, by the affirmative vote of a majority of the Directors then in office, discontinue a Board Committee or Advisory Committee other than a standing Committee ~~those established in the~~ by these Bylaws, or (which may only be discontinued by amendment of these Bylaws), and make any changes in a Committee's ~~personnel~~ membership without regard to the terms of appointment of the Committee members.

SECTION ~~2.6~~ 7. Reports of Committees. Each Committee shall report in writing annually to the Council Board of Directors, at least 60 days prior to the date of the Annual Business Meeting and shall make interim reports to the Council Board of Directors as directed.

SECTION ~~3~~ 7. General Procedure of Committees. Every Committee shall perform in accordance with these Bylaws and with the directions of the Council Board of Directors. ~~With the approval of the Council~~ The provisions of these Bylaws that govern Board of Directors' meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to meetings and action of the Committees and their members as well. With the approval of the Board of Directors, every Committee may call and hold meetings and meet with other organizations or their representatives; provided that an Advisory Committee may not take any action to bind the Board of Directors or otherwise exercise any powers or authority of the Board of Directors, and no Committee may take any actions prohibited under Article XII, Section 1 of these Bylaws.

SECTION ~~4~~ 5. Terms of Committee Appointments. ~~The terms of Committee appointments shall be for one fiscal year except as otherwise approved by the Council Board of Directors~~.

SECTION ~~5~~ 8. Advisory Committees. The following Advisory Committees are hereby established and may from time to time make recommendations to the Council Board of Directors for consideration, subject to the terms of these Bylaws and applicable law:

- A. Education Committee: The Education Committee shall assess and recommend updates to the Council Board of Directors with respect the Council's education and continuing education policies for use by Member Boards and the Council's relationship with the National Architectural Accrediting Board (NAAB).
- B. Experience Committee: The Experience Committee shall assess and recommend updates to the Council Board of Directors with respect to the Architectural Experience Program for use by Member Boards.
- C. Examination Committee: The Examination Committee shall assess and recommend updates to the Council Board of Directors with respect to the Architect Registration Examination (ARE) for use by Member Boards.
- D. ~~Procedures and Documents~~ Policy Advisory Committee: The Policy Advisory

Committee shall review proposed resolutions, ~~procedures, and documents~~ and special publications, as directed by the Board of Directors, for their impact on and consistency with Council policies and programs and make recommendations on such matters to the ~~Council Board of Directors. The Committee shall assess the usefulness of special Council publications, and modify as appropriate Board of Directors.~~

- E. Professional Conduct Committee: The Professional Conduct Committee shall oversee the development, application, assessment, and adjudication of Council policies and practices relating to the professional conduct of Council Record holders and others using Council services.
- F. Member Board Executives Committee: The Member Board Executives Committee shall consider issues of concern to the jurisdictions and Member Board Executives. ~~The Committee shall nominate a Member Board Executive Director to serve on the Council Board of Directors as provided in Article VII, Section 2.~~
- G. Regional Leadership Committee: The Regional Leadership Committee shall discharge its responsibilities as described in Article V, Section 5, and consider issues of concern to the Regions. The membership of the Committee shall be the Region Chairs of each of the Regions, any person designated by the Region as the chief administrative officer of the Region, and the First Vice President/President-Elect who shall serve as Chair of the Committee.
- H. Credentials Committee: The Credentials Committee shall oversee the nomination and election process for positions on the Board of Directors, verify candidate qualifications for office, examine and verify Annual Meeting Voting Delegate credentials, report to the membership on regarding quorum at the Annual Business Meeting attendance, and tabulate and report election results to the President/Chair of the Board. Members of the Credentials Committee shall be sitting Member Board Members and/or Member Board Executives.
- I. Other: Committees, task forces, and work groups may be established from time to time by the President/ Chair of the Board with the approval of the ~~Council~~ Board of Directors.

SECTION 6:9. Select Committees. Whenever the Council establishes by resolution a Committee, a majority of whose members are, in accordance with such resolution, to be selected by a procedure other than those set out in Section ~~7~~5 of Article VIII-~~XII~~, such a Committee shall be deemed a Select Committee and shall have, in addition to the duties and powers set out in the resolution, the right, ~~notwithstanding Article V, Section 5~~, to offer resolutions to be voted on at the Annual Business Meeting on subjects germane to the work of such Select Committee, provided such resolutions are included in the annual report of such Select Committee submitted to the Council Board of Directors in accordance with Section ~~2~~6 of this Article XII. Such annual report of a Select Committee shall be distributed to the membership not later than 30 days prior to the Annual Business Meeting without revision by the ~~Council~~ Board of Directors. A Select Committee may be a Board Committee or an Advisory Committee, provided that the procedures and authority applicable to such Select Committee are consistent with those of a Board Committee or Advisory Committee, as applicable.

ARTICLE XIII—INDEMNIFICATION

In addition to such further indemnification as may be authorized by the Board of Directors from time to time consistent with applicable law, to the fullest extent permitted by law, including without limitation Section 504 of the Iowa Code known as the Revised Iowa Nonprofit Council Act ("RINCA") and after the Council's Board of Directors makes the determination that the standards of Section 504.852 of RINCA (or successor provisions) have been met for the specific proceeding at issue, any present or former Director, ~~officer,~~ or employee determined by Board of Directors to be an executive employee, or member of a Council Committee, or the estate or personal representative of any such person, made a party to any action, suit or other proceeding, civil or criminal, by reason of the fact that such person is or was serving the Council as such, or serving at the Council's request in any other entity or with respect to the Council's employee benefit plan, shall be indemnified by the Council against the reasonable expenses, including without limitation amounts paid by way of judgment, fine or penalty and reasonable defense costs including attorney's fees incurred in connection with the defense of such proceeding whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein, or any settlement of any such proceeding on terms approved by the Council Board of Directors. Such indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. Any other present or former employee or agent of the Council may also be indemnified with the approval of the Council Board of Directors. Expenses incurred of the character described above may, with the approval of the Council Board of Directors, be advanced to any person entitled to indemnity upon satisfaction of the requirements of Section 504.854 (or successor provisions) of RINCA. The Council shall have the power to purchase and maintain insurance on behalf of any person described above, or any other employee, volunteer or agent of the Council, against liability asserted against or incurred by such person on account of his or her status as such, whether or not the Council would have the power to indemnify or advance expenses to such persons.

ARTICLE XIV—~~SEAL~~

~~The Official Seal of the Council shall be used in all legal documents and on the Certification referred to in Article IX, Section 2 of these Bylaws.~~

ARTICLE XV—AMENDMENTS

These Bylaws may be amended at any special meeting or Annual Business Meeting of the Council by resolution submitted to the Member Boards not less than 30 days prior to the meeting at which the resolution is to be considered. An affirmative vote by not less than two-thirds of the Member Boards shall be required to secure adoption of any amendment to these Bylaws.

