

By-Laws of Architectural Research Centers Consortium, Inc.

As adopted October 8, 1976
And Amended November 23, 1991, November 4, 2016, and June 16, 2017.

ARTICLE I: NAME, SEAL AND OFFICES

Section 1.01. Name.

The name of the Corporation is the Architectural Research Centers Consortium, Inc. (hereinafter referred to as "the Consortium").

Section 1.02. Seal.

The seal of the Consortium shall be circular in design and include the name and the words "Incorporated 1976 District of Columbia" or the equivalent.

Section 1.03. Offices.

The registered office of the consortium shall be in Washington, District of Columbia. The consortium may also have offices at such other places, either within or without the District of Columbia, as the Council of the consortium may from time to time authorize.

ARTICLE II: NATURE OF THE CORPORATION

Section 2.01. Purposes and Activities.

As provided in the Articles of Incorporation, the Consortium is organized for the purposes of engaging, at no profit, exclusively in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or superseded, and, more particularly and in furtherance of such activities, to seek, investigate and carry out programs and projects for the improvement of the conditions of human life; to engage in research, contract for research to be performed by others, and furnish research and advisory services to governmental agencies and private enterprises, with the objective of furthering and promoting the development of a human environment for living and working; and to conceive, create and implement methods of research for selected areas to the end that such areas may be developed and maintained in a manner which enhances existing and potential cultural, educational, residential, aesthetic and other assets.

Section 2.02. Powers.

Subject to any limitations set forth or powers specifically conferred in the Articles of Incorporation or these By-laws, the Consortium shall have the powers granted under the District of Columbia Nonprofit Corporation Act, as it may from time to time be amended, to corporations organized pursuant to that Act.

Section 2.03. Prohibited Activities.

As provided in the Articles of Incorporation or these By-laws, the Consortium shall be subject to the following limitations:

- (a) The Consortium shall not be conducted for profit.
- (b) No part of the property or net earnings of the Consortium shall inure to the benefit of any officer, or director, or school or research center which is an affiliate of the Council, nor shall any officer, director or private individual or his private property be liable for the obligations of the Consortium. Nothing herein shall prevent the payment of reasonable compensation for services actually rendered to or on behalf of the Consortium.
- (c) The Consortium shall not make any loans to its officers or Board of Directors, or research centers, which are affiliates of the Council, or their employees, or to private individuals. Any officer or director who votes for, assents to or participates in the making of a loan or advance to any officer or director shall be jointly and severally liable for the amount of such loan until its repayment.
- (d) The Consortium shall not exercise any power nor engage in any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or superseded, or cause it to lose its exempt status under such exemption.
- (e) No substantial part of the activities of the Consortium shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- (f) The Consortium shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- (g) On dissolution or final liquidation of the Consortium, any assets remaining in the corporation after payment of all liabilities, shall be distributed by vote of the Board of Directors, with the concurrence of two-thirds of the remaining members of the council of affiliated architectural research centers, in good standing at that time, either exclusively for the purposes of the Consortium in such manner as the Directors shall determine or to any non-profit corporation or association which shall at the time be exempt or qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may then have been amended or superseded, as the Board of Directors shall determine.

ARTICLE III: MEMBERS

Section 3.01. Membership.

Consortium members include schools, research centers, university units, or any other entity engaged in architectural research, provided there is no conflict of interest.

Section 3.02. Members of the Council of the Consortium.

Each school, research center or university unit engaged in architectural research admitted as an affiliate member of the Consortium under criteria developed by the Board of Directors of the Consortium, which has paid its required fees and is otherwise in good standing, shall be entitled to designate one of its employees as a member of the Council of the Consortium.

Section 3.03. Other Classes of Membership.

The Council may also establish standards and fees or dues for other classes of membership in the Consortium, such as Individual membership, Honorary membership, Emeritus membership, etc.. These members shall not be entitled to sit on the Council or Board of Directors of the Consortium unless elected as officers thereof or employed thereby.

Section 3.04. Rights of Members.

Members other than of the Council or Board of Directors shall have no right to vote in matters concerning the affairs of the Consortium. Members shall be entitled to periodic information concerning the affairs and activities of the Consortium at such times and in such manner as the Board of Directors, the Council and the officers deem suitable.

Section 3.05. Fees and Dues.

The amount of the initial fees and annual dues for affiliates and for classes of membership in the Consortium shall be recommended by the Board of Directors (and approved by the Council), and shall be payable within sixty (60) days after the commencement of the fiscal year for which they are assessed.

Section 3.06. Removal of Affiliates of the Consortium.

Any school, research center or university unit engaged in architectural research which has been admitted as an affiliate member of the Consortium may be removed by a vote of a majority of all of the members of the Council of the Consortium whenever, in their judgment, the best interests of the Consortium will be served thereby, or the affiliate member has failed to meet or maintain the criteria which have been set up by the Board of

Directors for affiliate membership.

Section 3.07. Withdrawal of Affiliates of the Consortium.

Any school, research center or university unit engaged in architectural research which has been admitted as an affiliate member of the Consortium may withdraw at any time by giving ninety (90) days' written notice of such withdrawal to the Chairman of the Board, the President or the Secretary, provided that such withdrawal shall be without prejudice to the contract rights and obligations, if any, of the affiliate which is withdrawing from the Consortium.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01. General Power and Authority.

The property, affairs, business and activities of the Consortium shall be managed and conducted by the Board of Directors (hereinafter sometimes referred to as "the Board") which shall be self-perpetuating as hereinafter provided.

Section 4.02. Number of Directors.

The number of the Board of Directors shall be nine (9) and shall include the President of the Consortium, the Vice President, Secretary, Treasurer, the immediate Past President and four members at large. Members shall be elected by the Council at its annual meeting. The President and Vice President shall be elected for two-year terms to begin on October 1 following the annual Meeting. The Secretary, Treasurer, and all other members shall be elected for one-year terms to begin on October 1 following the annual meeting.

Section 4.03. Continuation in Office.

After the expiration of the term for which he/she was elected, a Director shall, unless he/she sooner resigns, dies, becomes incapacitated or is removed, continues to hold office until a successor is elected.

Section 4.04. Vacancies.

A vacancy existing by reason of the resignation, death, incapacity or removal of an elected Director before the expiration of his/her term shall be filled by appointment at any meeting of the Board of Directors.

Section 4.05. Resignation.

A Director may resign at any time by giving written notice to the Chairman of the Board, the President or the Secretary. Any resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of a resignation shall not be necessary to make it effective.

Section 4.06. Qualifications of Directors.

A Director shall be an employee of a school, research center or university unit engaged in architectural research.

Section 4.07. Chairman of the Board

The President shall serve as Chairman of the Board and shall, if present, preside at all meetings of the Board. If the President is not present, the Vice President shall preside over meetings of the Board.

Section 4.08. Removal of Directors.

Directors elected by the Council may be removed by vote of a majority of all of the members of the Council whenever in their judgment the best interests of the Consortium will be served thereby or the Director has failed to meet standards which may be set up by resolution by the Board of Directors for qualifications and conduct of Directors.

ARTICLE V: COMMITTEES OF THE BOARD

Section 5.01. Committees.

The Board of Directors may, by resolution adopted by a majority of the Directors holding office, designate and appoint such committees, which shall consist of not less than two (2) Directors, and may assign to any such committee such functions, not inconsistent with applicable law, the Articles of Incorporation or these By-laws, as the Board may deem appropriate.

Section 5.02. Executive Committee.

The Board of Directors may, by resolution adopted by a majority of the Directors holding office, establish an Executive Committee, to consist of not less than three (3) nor more than seven (7) of the Directors, including the President of the Consortium. To the extent specifically provided by resolution of the Board of Directors, and to the extent not inconsistent with applicable law, the Article of Incorporation and these By-laws, the Executive Committee shall have and may exercise the authority of the Board in the management and conduct of the property, affairs, business and activities of the Consortium.

ARTICLE VI: MEETINGS OF THE DIRECTORS

Section 6.02. Place of Meetings.

The Board of Directors may hold its meetings at such places, within or without the District of Columbia, as the Board may from time to time determine.

Section 6.02. Organizational Meeting.

Promptly after incorporation of the Consortium, there shall be an initial organizational meeting of the Board of Directors of the Consortium, which shall be the first annual meeting.

Section 6.03. Annual Meeting.

The annual meeting of the Board of Directors shall be held at the Consortium's Annual Conference, or on such other day as the Board of Directors may determine.

Section 6.04. Action at Annual Meetings.

At each annual meeting, the Directors shall recommend the dues structure and the budget for the ensuing fiscal year, and take such other actions as may be necessary or appropriate for the management and conduct of the business and affairs of the Consortium for the succeeding year.

Section 6.05. Regular Meetings.

The Board of Directors may by resolution establish a schedule of regular meetings of the Board to be held at such times and such places as they may determine, of which, if the resolution so provides, no special notice shall be required.

Section 6.06. Special Meetings.

Special meetings of the Board of Directors shall be called by the President, and shall be called by the Secretary upon the written request of three (3) or more Directors or at the direction of the President.

Section 6.07. Notice of Meetings and Waiver.

Notice of each meeting of the Board of Directors, other than a meeting for which other provision with respect to notice is made in a resolution adopted pursuant to Section 6.05, shall be electronically mailed to each Director, at the address last appearing on the records of the Consortium, on or before the seventh (7th) day before the day on which the meeting is to be held. Each such notice shall specify the place, day and hour of the meeting, and the general nature of the business to be transacted. Notice of any meeting may be waived by any Directors in writing, either before

or after the holding of such meeting.

Section 6.08. Quorum, Manner of Acting and Adjournment.

At each meeting of the Board of Directors, the presence of a majority of the Directors then holding office, disregarding any unfilled vacancies which may then exist, shall constitute a quorum for the transaction of business. For meetings called for the purpose of filling vacancies by appointment in the Board of Directors at a time when there are less than five (5) remaining Directors, the presence of at least three (3) Directors shall be required. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. If a quorum is found to exist at a meeting, it shall be deemed to exist until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 6.09. Manner of Acting.

Except as otherwise provided by applicable law, the Articles of Incorporation or these By-laws, the acts of a majority of the Directors then holding office present at a meeting at which a quorum is present shall be the acts of the Board of Directors, provided that (a) a Director may not be represented or vote by proxy; and (b) unless otherwise required by law, no vote need be by written ballot.

Section 6.10. Conduct of Meetings.

The President shall preside at meetings of the Board of Directors. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, a chairman shall be elected by the members present. The Secretary of the Consortium, or in his/her absence a person designated by the President, shall act as secretary of the meeting.

Section 6.11. Committee Meetings.

Unless otherwise specified by the Board of Directors, the presence of a majority of the members of a committee shall constitute a quorum. Minutes of proceedings of each committee shall be kept, and copies thereof shall be filed with the Secretary of the Consortium. Any action taken and recommendation made by any committee shall be reported to the Board at its next meeting.

Section 6.12. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the members of the Board or as such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or of such committee. Such consent shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be.

Section 6.13. Compensation.

The Board of Directors may, by resolution, provide for compensation of the Directors, at a per diem rate, for services as such, including attendance at meetings of the Board or any committee thereof, and for reimbursement for actual expenses incurred in rendering such services. Nothing herein contained shall preclude any Director from serving the Consortium in any other capacity or from receiving compensation for any such service, if approved by the Board of Directors.

ARTICLE VII: COUNCIL OF THE CONSORTIUM

Section 7.01. Members of the Council.

Individual members of the Council of the Consortium shall be designated by each affiliate member of the Consortium in good standing, as set forth in Section 3.02, and shall be full time employees of each such Consortium affiliate. Affiliate members may designate an alternate to attend Council meetings in the absence of the regular member. The alternate member shall exercise all the powers and voting rights of the absent regular individual member.

Section 7.02. Meetings of the Council.

The council shall meet at least annually to coincide with the Annual Conference of the Consortium and the annual meeting of the Board of Directors. At the Council meeting, a majority of the members of the Council, or their alternates, shall be a quorum for such meeting, and the members shall elect such officers and appoint such committees of the Council as determined necessary. At such annual meeting of the Council, the President and Treasurer of the Consortium shall report upon the affairs and activities of the Consortium during the preceding year, and the members shall have the right freely to inquire of the Directors and officers as to the condition, affairs and activities of the Consortium and to make recommendations and suggestions pertaining thereto. Notices of Council meetings shall be electronically mailed to each member on or before the twenty-eighth (28th) day before the day on which the meeting is to be held.

Section 7.03. Powers and Duties of the Council of the Consortium.

As set forth in the Articles of Incorporation of the Consortium and in these By-Laws, the members of the Council shall have the power, by majority vote, to elect said Directors. By a two-thirds vote of the members of the Council representing affiliates of the Consortium in good standing, the Council shall approve, on recommendation of the Board of Directors, amendments to the By-Laws and Articles of Incorporation of the Consortium, approval of projects over \$1 million dollars, and the dissolving or merging of the Consortium or the disposition of its major assets.

ARTICLE VIII: OFFICERS

Section 8.01. Principal Officers.

The principal officers of the Consortium shall be a President, Vice President, Secretary and a Treasurer. The officers need not be Directors.

Section 8.02. Other Officers.

The Board of Directors may provide for and appoint other officers of the Consortium, including additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

Section 8.03. Election, Term of Office.

The officers shall be elected by the Council of the Consortium, at the annual meeting of the Council in each year, for the terms described in section 4.02 to begin on October 1 following the annual meeting. An officer shall hold office, after the expiration of his/her term, until a successor shall have been duly elected or he/she shall have sooner resigned or been removed.

Section 8.04. Removal.

Officers elected by the Council may be removed by a majority of Council members in good standing whenever in their judgment the best interests of the consortium will be served thereby, provided that such removal will be without prejudice to the contract rights, if any, of the person so removed.

Section 8.05. Resignation.

An officer of the Consortium may resign at any time by giving written notice of his/her resignation to the Chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the time received unless another time is specified in such notice, and unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.06. Vacancies.

Any vacancy in any office owing to resignation, death, incapacity, removal or any other cause may be filled by the Board of Directors at any annual, regular or special meeting thereof.

Section 8.07. Compensation.

The compensation, if any, of officers elected by the Council shall be fixed from time to time by the Board.

ARTICLE IX: DUTIES OF OFFICERS

Section 9.01. President.

The President shall be the Chief Executive Officer of the Consortium. Subject to the direction and control of the Board of Directors, he/she shall have general and active supervision over the property, business and affairs of the Consortium and over its several officers. In general, he/she shall have all the authority and perform all the duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be assigned by the Board of Directors. The President shall prescribe the duties of all officers and employees of the Consortium in addition to such duties as are set forth for officers in these By-laws or are specified by the Board of Directors. He/she shall, subject to such limitations as the Board may impose, including budgetary limitations, have power to hire and dismiss employees and agents of the Consortium other than the officers. In the absence of the Chairman of the Board, the President shall act as chairman at meetings of the Board of Directors.

Section 9.02. Vice President.

The Vice President shall, at the request of the President or in his/her absence or disability, perform the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board or the President.

Section 9.03. Secretary.

The Secretary shall (a) see that all notices are duly given in accordance with law and these By-laws; (b) be custodian of the seal of the Consortium and affix such seal to all documents the execution of which, on behalf of the Consortium under its seal, is authorized by the Board of Directors or the Council or by an officer or agent of the Consortium to whom power to authorize the affixing of such seal shall have been delegated; (c) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Directors and of each committee of the meetings of the Board of Directors; (d) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; (e) sign such instruments as require the signature of the Secretary; (f) in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 9.04. Treasurer.

The Treasurer shall (a) be bonded for the faithful discharge of his/her duties in such sum, and with such sureties, as the Board or the President shall require; (b) have charge and custody of, and be responsible for, all funds and securities of the Consortium, and deposit all such funds in the name of the Consortium in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (c) keep and maintain adequate and correct accounts of the Consortium's properties and business transactions, including account of its assets, liabilities, receipts disbursements, gains, losses, capital and surplus; (d) exhibit at all reasonable times the books of account and records to any Director or affiliate of the Council of the Consortium during business hours at the office of the consortium where such books and records are kept; (e) receive, and give receipt for, moneys due and payable to the consortium from any source whatsoever; (f) render a statement of the condition of the finances of the Consortium at all meetings of the Board of Directors, and a full financial report at the annual meetings of the Board and of the Council of the Consortium; (g) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors, the Council or the President.

Section 9.05. Other Officers.

If the Board of Directors appoints any other officer, such officer shall have the duties incident to the office to which he/she is appointed and such other duties as the Board may specify.

ARTICLE X: FINANCIAL AND ADMINISTRATIVE PROVISIONS

Section 10.01. Fiscal Year.

The fiscal year of the consortium shall begin on October 1, and end on September 30.

Section 10.02. Financial Review.

The Treasurer shall perform a financial review of the accounts of the Consortium and make an annual report to the Board. The Board of Directors may also designate, and direct the officers to engage, a firm of certified public accountants to perform a financial review of the Consortium, as deemed necessary.

Section 10.03. Report.

The officers shall, within ninety (90) days after the end of each fiscal year, render to the Board of Directors an annual report including a balance sheet as of the last day of the year and a profit and loss statement for the year, and shall cause such report to be reviewed by independent public accountants.

Section 10.04. Fidelity Bonds.

The Board of Directors shall in its discretion obtain adequate bonds or other insurance to secure the faithful performance of their duties by the officers and by any other person receiving or disbursing moneys or other property of the Consortium.

Section 10.05. Execution of Contracts.

The President acting with the Secretary may enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Consortium, unless the Board of Directors shall otherwise determine. The Board may authorize any other officer, employee or agent, in the name of and on behalf of the Consortium, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these By-laws or by the Board, no officer, employee or agent shall have any power or authority to bind the Consortium by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 10.06. Deposits and Accounts.

All funds of the Consortium not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any committee or by any officer or officers to whom such power from time to time may be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Consortium, checks, drafts and other orders for the payment of money that are payable to the order of the consortium may be endorsed, assigned and delivered by any officer, employee or agent of the Consortium.

Section 10.07. Checks. Drafts Etc.

All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officer or officers, employee or employees, agent or agents of the Consortium and in such manner as shall from time to time be determined by the Board of Directors or by any committee or officer to whom authority so to determine has been delegated by the Board of Directors.

Section 10.08. Loans and Advances.

To the extent the Board of Directors may specifically authorize, the President or the Vice President and the Secretary or the Treasurer, acting together, may effect loans and advances at any time for the Consortium from any bank, trust company or other person, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Consortium, provided that, for purposes of giving security for any such loan or advance, no officer shall mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the consortium except when specifically authorized by resolution of the Board of Director or a committee to whom the authority has been delegated by the Board, and consented to by two-thirds of the members of the Council of the Consortium.

Section 10.09. Regulations of the Board.

The Board of Directors shall, by resolution, promulgate regulations with respect to the maximum amounts of transactions that may be undertaken or authorized to be undertaken by (a) any employee or agent without authority from an officer (b) by an officer without authority from the President (c) by the President without authority from a committee of the Board.

ARTICLE XI: INDEMNIFICATION

Section 11.01. Indemnification.

The Consortium shall indemnify any and all of its present or former Directors and officers and members of the council of the consortium against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or officers, or members of the council of the Consortium, except in relation to matters as to which any such present or former Director or officer or member of the council of the Consortium shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

Section 11.02. Insurance.

The consortium may purchase and maintain insurance on behalf of the Consortium or any person who is or was a Director, officer, member of the Council, employee or agent of the consortium, or is or was serving at the request of the Consortium as a director, trustee, officer, employee or agent of another corporation, association, trust, partnership, joint venture or other entity, against any liabilities asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Consortium would have the power to indemnify him against such liability under the provisions of this Article or the law of the District of Columbia.

ARTICLE XII

Section 12.01. Amendment.

These By-laws may be amended by two-thirds of the members of the Council then in good standing, either by written and mailed ballot or at a meeting of the Council provided that, unless such amendment is adopted at such meeting by unanimous vote of the members of the council, its effectiveness shall be contingent upon: (1) inclusion of a statement setting forth the substance of such amendment in the notice of such meeting; or (2) a waiver of notice by the members of the Council who were not present at such meeting.