

1 **NATIONAL ARCHITECTURAL ACCREDITING BOARD, INC.**  
2 **BYLAWS**  
3

4 **ARTICLE I: NAME**

5 The name of the corporation is National Architectural Accrediting Board, Inc. ("NAAB").  
6

7 **ARTICLE II: REGISTERED AGENT AND OFFICES**

8 The NAAB shall maintain in the District of Columbia a registered agent. The principal office of the NAAB  
9 shall be located in or outside the District of Columbia as determined by the Board of Directors (the  
10 "Board"). Other offices of the NAAB may be established by the Board at any place where the NAAB is  
11 qualified to conduct activities.  
12

13 **ARTICLE III: OBJECTIVES**

14 **Section 1. Core Objective.** The NAAB is organized as a nonprofit corporation under the District of  
15 Columbia Nonprofit Corporation Act (the "Act") for purposes as set forth in the NAAB's Articles of  
16 Incorporation (the "Articles"). The NAAB seeks to develop and maintain a system of accreditation in  
17 professional architecture education that is responsive to the needs of society and allows institutions with  
18 varying resources and circumstances to evolve according to their individual needs.  
19

20 **Section 2. Collaboration with Collateral Organizations.** The NAAB is also committed to working  
21 effectively in collaboration with the NAAB's four Collateral Organizations. These include the original  
22 1940's founding societies: Association of Collegiate Schools of Architecture ("ACSA"), The American  
23 Institute of Architects ("AIA"), and National Council of Architectural Registration Boards ("NCARB"). The  
24 American Institute of Architecture Students ("AIAS") became an affiliated organization in 1990. These  
25 Bylaws may reference these four organizations as "Collateral Organizations."  
26

27 **ARTICLE IV: BOARD OF DIRECTORS**

28 **Section 1. General Responsibilities.** The affairs of the NAAB shall be managed by and under the direction  
29 of the Board, which shall have ultimate responsibility for and control over the NAAB. The Board shall  
30 exercise all the powers of the NAAB. The Board shall be subject to the restrictions and obligations set  
31 forth by the Act and in the NAAB's Articles and these Bylaws.  
32

33 **Section 2. Composition of the Board of Directors.** The Board shall be comprised of thirteen (13) persons.  
34 The seats of the Directors shall be allocated as follows:  
35

- 36 (a) Three (3) Directors elected by the Board from persons nominated by ACSA;  
37  
38 (b) Three (3) Directors elected by the Board from persons nominated by AIA;  
39  
40 (c) Three (3) Directors elected by the Board from persons nominated by NCARB;  
41  
42 (d) Two (2) Directors elected by the Board from persons nominated by AIAS;  
43  
44 (e) Two (2) Directors elected by the Board, who will represent the public interest  
45 (the "Public Directors"), following submission of nominations by Collateral  
46 Organizations.  
47

- 1 (i) One (1) person who has extensive experience in higher education and who is not  
2 engaged in the practice of architecture; and  
3 (ii) One (1) person whose business or professional activity is other than in the field of  
4 higher education and who is not engaged in the practice or professional study of  
5 architecture.  
6  
7 (f) The Immediate Past President and Executive Director will serve the Board in ex officio, non-  
8 voting advisory roles.  
9

10 **Section 3. Governance Year, Nomination, Election, Terms, Resignations, Removal, and Vacancies.**  
11

- 12 (a) **Governance Year.** The governance year of the NAAB shall be established by the Board and  
13 defined in the Rules of the Board.  
14  
15 (b) **Nominations.**  
16  
17 (i) The NAAB seeks to employ a nominating process that contributes to the Board's  
18 overall diversity with respect to gender and ethnicity, as well as to geographic  
19 distribution, diversity of perspective, skills and experiences related to its  
20 operation, architectural education, and the architectural profession. In support  
21 of the above aspirational goals, the NAAB will request each of the four Collateral  
22 Organizations to nominate at least two (2) persons for each vacant seat on the  
23 Board to which such Collateral Organization is entitled to a nomination. In the  
24 event that a Collateral Organization cannot provide two viable candidates, they  
25 may submit one name for consideration by the NAAB Board along with a  
26 statement containing the reason for submitting only one nomination.  
27  
28 (ii) The NAAB will request that each of the four Collateral Organizations nominate at  
29 least one (1) person for each vacant seat on the Board reserved and allocated to  
30 Public Directors.  
31  
32 (c) **Election and Assumption of Office.** Prior to the conclusion of each governance year, the  
33 Directors shall elect, from the persons nominated pursuant to Article IV, Section 2,  
34 Directors for those seats whose vacancies are required to be filled. Directors who are  
35 elected from the persons nominated shall take office on the first day of the governance  
36 year following election.  
37  
38 (d) **Terms.** Each Director shall hold office for the term of office specified in these Bylaws and  
39 until their successors have been duly elected and have qualified, or their earlier death,  
40 resignation, or removal. These Bylaws may provide for staggering the terms of Directors  
41 by dividing the total number of Directors into groups of one or more Directors. The  
42 terms of office and number of Directors in each group do not need to be uniform.  
43  
44 (i) The terms of Directors elected by the Board from nominations submitted by  
45 ACSA, AIA, and NCARB pursuant to Article IV, Section 2, shall be three (3) years.  
46 The terms of the nine Directors who are elected following the nomination of  
47 ACSA, AIA, and NCARB shall be respectively staggered so that, insofar as is  
48 possible, one-third of these Directors' terms expire each year.  
49

- 1 (ii) The terms of the two Directors designated by AIAS pursuant to Article IV, Section  
2 2(d), shall be two (2) years. The terms of the two Directors who are elected  
3 following the nomination of AIAS shall be staggered so that, insofar as is possible,  
4 one of these Directors' terms expires each year.  
5
- 6 (iii) The terms of the Public Directors shall be three (3) years. The terms of the Public  
7 Directors shall be staggered so that, insofar as is possible, one of the Public  
8 Directors' terms expire in a year different than that of the other Public Director.  
9
- 10 (iv) No person who is nominated by the Collateral Organizations and elected by the  
11 Board shall serve more than one (1) complete term. Service for any partial term  
12 shall not be counted as a term for purposes of the cumulative term limit.  
13
- 14 (e) **Resignations.** A Director may resign at any time by delivering a written notice to the  
15 President or to the Secretary of the NAAB. The resignation shall be effective when the  
16 notice is delivered unless the notice specifies a later effective time.  
17
- 18 (f) **Removal.** Any Director may be removed at any time by the Board with cause. Grounds  
19 constituting "cause" shall be determined by the Board in its sole discretion, and may  
20 include but is not limited to engaging in misconduct that causes or may cause material  
21 harm to the NAAB, including to the reputation or mission of the NAAB. Any Director who  
22 is proposed to be removed will be provided advance notice of the reasons for the  
23 proposed removal and will be given an opportunity to be heard at the meeting of the  
24 Board in which removal is considered.  
25
- 26 (g) **Filling vacancies.** Vacancies in the Board shall be filled at any time in the same manner as  
27 the Director or Directors whose office is vacant was selected. Each Director elected to fill  
28 a vacancy shall hold office the balance of the unexpired term of the replaced Director and  
29 until a successor has been named and qualified, or until their earlier resignation, death,  
30 or removal from office.  
31

#### 32 Section 4. Meetings.

- 33
- 34 (a) **Regular Meetings.**
- 35
- 36 (i) **Minimum Number of Regular Meetings.** The Board shall have at least three (3)  
37 regular meetings each year, one of which shall be an annual meeting. Other  
38 regular meetings may be called by the Secretary upon request of the President or  
39 upon written request of no less than eight (8) Directors.  
40
- 41 (ii) **Notice of Regular Meetings.** Written notice stating the place, day, and hour of  
42 any regular meeting of the Board shall be delivered personally or sent by  
43 facsimile, mail, courier, electronic mail, or other means of electronic transmission  
44 by the President, the Secretary, or the Executive Director to each Director at the  
45 addresses shown on the records of the NAAB not less than ten (10) nor more  
46 than thirty (30) days prior to the date of such meeting. Neither the business to  
47 be transacted at nor the purpose of any regular meeting of the Board need be  
48 specified in the notice.  
49

1 (b) **Special Meetings.** Special meetings of the Board may be called by the President or eight  
2 (8) or more of the Directors then in office. The person or persons authorized to call  
3 special meetings of the Board may fix the time and place of any special meeting of the  
4 Board called by them. Written notice stating the place, day and hour of any special  
5 meeting shall be delivered personally or sent by facsimile, mail, courier, electronic mail,  
6 or other means of electronic transmission by the President, the Secretary, or the  
7 Executive Director to each Director at the addresses shown on the records of the NAAB  
8 five (5) days prior to the date of such meeting.

9  
10 (c) **Quorum at Meetings.** A majority of the voting Directors in office shall constitute a  
11 quorum for the transaction of business at any meeting of the Board.

12  
13 (d) **Waiver of Notice.** A Director may waive notice, either before or after the meeting;  
14 waiver must be made in the form of a record signed by the Director (which may include  
15 an email or other electronic record), and which shall be filed with the minutes of  
16 proceedings of the Board or the corporate records. The attendance of a Director at any  
17 meeting shall constitute a waiver of notice of such meeting, except where a Director  
18 promptly upon arrival objects to the holding of the meeting or to the business to be  
19 transacted at the meeting, and does not thereafter vote for or assent to action taken at  
20 the meeting.

21  
22 **Section 5. Additional Obligations of Directors.** Members of the Board shall agree to and comply with all  
23 other relevant policies of the NAAB, and shall certify their compliance on an annual basis, as specified in  
24 the Rules of the Board.

25  
26 **Section 6. Compensation.** No Director or Officer of the NAAB shall receive any compensation  
27 whatsoever for his or her services rendered to the NAAB as such, but any Director or Officer may be  
28 reimbursed upon submission of appropriate documentation for reasonable expenses incurred in  
29 connection with the activities of the NAAB. Nothing herein shall be construed to preclude any Director or  
30 Officer from serving the NAAB in a capacity other than that of a Director or Officer and receiving  
31 reasonable compensation for such service.

32  
33 **Section 7. Decisions.**

34  
35 (a) **Participation Requirements.** At every meeting of the Board, a Director must be physically  
36 present in person, or by telephone or similar means of communication by which all  
37 persons participating in the meeting may simultaneously hear one another, in order to  
38 vote. Each Director present shall have one (1) vote on all matters submitted to a vote of  
39 the Board. No Director voting by proxy shall be permitted.

40  
41 (b) **General Rule: Majority Vote.** The act of a majority of the Directors present at a meeting  
42 of the Board at which a quorum is present shall be the act of the Board, except as  
43 otherwise provided by law, by the Articles, or by these Bylaws.

44  
45 (c) **Super Majority Requirement.** The following actions shall require an affirmative vote of at  
46 least eight (8) Directors at any meeting of the Board: all accreditation actions, all  
47 substantial equivalency actions, all determinations of fees, all decisions to adopt any  
48 accreditation condition or procedure, all decisions to establish Board Committees and/or  
49 to appoint the members thereof, all decisions to elect officers, all decisions to approve or

1 amend the budget, all decisions to remove a Director, and all decisions to approve  
2 amendments to the Rules of the Board and Policy Manual.

3  
4 (d) **Method of Decision Making.**

5  
6 (i) **Decisions During Meetings.** Decisions at any Board meeting shall be made in  
7 compliance with these Bylaws and, to the extent not inconsistent with these  
8 Bylaws in accordance with the Rules of the Board.

9  
10 (ii) **Actions Taken Without a Meeting.** Any action required or permitted to be taken  
11 at any meeting of the Board may be taken without a meeting if all members of  
12 the Board sign a consent describing the action to be taken and deliver it to the  
13 NAAB. Action taken under this Section shall be the act of the Board when one or  
14 more consents signed by all of the members of the Board are delivered to the  
15 NAAB, unless the consent(s) otherwise specify a later time at which the action  
16 taken is to be effective. Such consent or consents may be executed and  
17 delivered to the NAAB by electronic means, including email, and shall be filed  
18 with the minutes of proceedings of the Board.

19  
20 **Section 8. Committees and Task Forces.**

21  
22 (a) **Board Committees.** The committees set forth in this subsection (a) shall be committees  
23 of the Board within the meaning of Section 29-406.25(a) of the Act (each, a "Board  
24 Committee").

25  
26 (i) **Executive Committee.** The Board shall establish an Executive Committee, which  
27 shall be a Board Committee, consisting of the Officers elected by the Board from  
28 among its members. The Immediate Past President and Executive Director will  
29 serve the Executive Committee in ex officio, non-voting advisory roles. The  
30 President shall serve as Chair of the Executive Committee. The Executive  
31 Committee shall have and exercise the authority of the Board in the  
32 management of the NAAB in between meetings of the Board, except as  
33 otherwise provided by law or reserved by these Bylaws to the Board. The  
34 Executive Committee shall report on its activities at every Board meeting.

35  
36 (ii) **Other Board Committees.** In addition, the Board may create one or more other  
37 committees, each consisting exclusively of two or more Directors, to serve at the  
38 discretion of the Board. Such committees, to the extent provided in the  
39 resolution of the Board and subject to the limitations of the Act, shall have and  
40 exercise the authority of the Board in the management of the NAAB. The  
41 designation of and the delegation of authority to a Board Committee shall not  
42 operate to relieve the Board, or any individual Director, of any responsibility  
43 imposed upon them by law. Further, in no event shall any Board Committee  
44 have the power to: (i) authorize distributions; (ii) fill vacancies on the Board or  
45 any Board Committee; or (iii) adopt, amend, or repeal Bylaws.

46  
47 (b) **Advisory Committees.** Other committees not having and exercising the authority of the  
48 Board in the management of the NAAB to assist in the administration of the NAAB's  
49 corporate affairs and to accomplish the purposes of the NAAB ("Advisory Committees")  
50 may be created by the Board by a resolution adopted by a majority of the Directors

1 present at a meeting at which a quorum is present. Individuals who are not Directors  
2 may serve as members of any such committee. Such Advisory Committees shall have  
3 their authority, responsibility, specific duties, and membership described in the Rules of  
4 the Board. Except as otherwise provided by resolution or in the Rules of the Board, the  
5 President shall appoint the members of each Advisory Committee and shall designate  
6 one individual from each such committee to serve as committee chair.  
7

8 (i) **Standing Advisory Committees.** The Board shall have the following standing  
9 committees, which shall be Advisory Committees: Assessment and Evaluation  
10 Committee, Finance and Audit Committee, Governance Committee, International  
11 Committee, and Strategic Planning Committee.  
12

13 (ii) **Ad Hoc Committees and Task Forces.** The Board may create ad hoc committees  
14 and task forces, which shall be Advisory Committees, on an as-needed basis to  
15 accomplish specific objectives.  
16

17 (e) **Committee Meetings and Action.** Meetings of Board Committees and Advisory  
18 Committees shall conform to the same standards for notice, quorum, voting, manner and  
19 method of acting, and other procedures applicable to meetings of the Board as are set  
20 forth in these Bylaws, except as otherwise provided by these Bylaws, the Rules of the  
21 Board, or a resolution of the Board. Meetings of Advisory Committees shall conform to  
22 the standards for notice, quorum, voting, and manner and method of acting as may be  
23 established by the Rules of the Board, except as otherwise provided in these Bylaws or a  
24 resolution of the Board.  
25

26 (f) **Minutes and Records of Action.** Minutes of all meetings of and actions taken by Board  
27 and Advisory Committees shall be recorded and maintained with the records of the  
28 NAAB.  
29

30 (g) **Term, Removal and Resignation, and Vacancies.** Each member of a Board Committee or  
31 Advisory Committee shall continue as such until his or her successor is appointed, unless  
32 the committee shall be sooner terminated, or unless such member shall cease to qualify  
33 or shall be removed or shall resign as a member of the committee. Any committee chair  
34 or member may be removed from such position at any time by the affirmative vote of a  
35 majority of the Directors present at a meeting at which a quorum is present, whenever in  
36 their judgment the best interests of the NAAB would be served thereby. Any committee  
37 member may resign at any time by giving written notice to the committee chair, the  
38 President, the Secretary, or to the Board. Such resignation shall take effect at the time  
39 specified in such notice, or, if no time is specified, at the time such resignation is  
40 tendered. Vacancies in the membership of any committee may be filled at any time by  
41 appointments made in the same manner as provided in the case of the original  
42 appointments.

1 **ARTICLE V: OFFICERS**

2 **Section 1. Positions and Distribution of Roles.**

3  
4 (a) **Positions.** The officers of the NAAB shall be a President, President-Elect, Treasurer,  
5 Secretary, and Immediate Past President (each an “Officer” and collectively the  
6 “Officers”). No person may be elected as the President, President-Elect, Treasurer, or  
7 Secretary unless he or she has first been elected to a three (3) year term as a Director  
8 following nomination as a Director by the AIA, ACSA or NCARB. The Immediate Past  
9 President shall be the individual most recently occupying the position of President, and  
10 shall assume office for a one-year term in an advisory capacity upon expiration of his or  
11 her term as President. The President shall be the individual most recently occupying the  
12 position of President-Elect, and shall assume office for a one-year term upon expiration  
13 of his or her term as President-Elect.

14  
15 (b) **Distribution of Roles.** AIA, ACSA, and NCARB shall each have at least one (1) of its  
16 nominees who were elected as Directors serving in the positions of President, President-  
17 Elect, Treasurer, or Secretary at all times. At its discretion, the Board may elect the same  
18 person to serve simultaneously as Secretary and as Treasurer, provided the specified  
19 organizational distribution is achieved.

20  
21 **Section 2. President.** The President shall preside at all meetings of the Board and of the Executive  
22 Committee. The President shall officially represent the NAAB in conducting business with external  
23 agencies, as directed by the Board. The President shall also appoint other Directors to perform special  
24 duties and shall perform such other duties required by these Bylaws or by law. The President shall  
25 report to the Board at each Board meeting on the activities of the NAAB, and shall recommend actions  
26 necessary for the proper functioning of the NAAB. The President in general shall perform all duties  
27 incident to the office of President and such other duties as may be prescribed by the Board from time  
28 to time.

29  
30 **Section 3. President-Elect.** The President-Elect shall, in the absence or incapacity of the President,  
31 exercise the duties and shall possess all the powers of the President. The President-Elect shall succeed  
32 the incumbent President upon the completion, termination, or vacancy of the President’s term of  
33 office.

34  
35 **Section 4. Secretary.** The Secretary shall take or arrange to take minutes of each meeting of the Board  
36 and Executive Committee, which the Secretary shall submit to the Board or Executive Committee for  
37 approval at the next succeeding regular meeting of the Board or Executive Committee, as applicable.  
38 The Secretary shall also perform the duties usual and incidental to this office and as directed by the  
39 Board.

40  
41 **Section 5. Treasurer.** The Treasurer shall exercise general supervision over the financial affairs of the  
42 NAAB and each year shall recommend to the Board a qualified person or firm to conduct an external  
43 audit or review of the financial records. The Treasurer shall also perform the duties usual and  
44 incidental to this office and as directed by the Board.

45  
46 **Section 6. Immediate Past President (Advisory).** The Immediate Past President shall provide, upon  
47 request, advice and leadership to the Board regarding past practices and other matters to assist the  
48 Board in governing the NAAB. The Immediate Past President shall also support the President and the  
49 President-Elect on an as-needed basis, assist with the mentoring of new Board members, and perform  
50 such other duties as may be assigned by the Board.

1  
2 **Section 7. Election, Resignation, Removal, and Vacancies of Officers.**  
3

- 4 (a) **Election of Officers.** No less than thirty (30) days before the Board meeting at which the  
5 election of officers will take place, the Directors shall be notified as to those persons  
6 qualified to fill vacancies of the officers due to occur on the first day of the governance  
7 year following election. At a Board meeting, prior to the conclusion of the governance  
8 year, new officers other than the President and Immediate Past President shall be  
9 elected. Each current Director present shall be entitled to one (1) vote for each vacant  
10 office. Persons elected as Officers shall take office on the first day of the governance  
11 year following election.  
12
- 13 (b) **Resignation of Officers.** Any Officer may resign at any time by giving written notice to  
14 the President, Secretary, or to the Board. Such resignation shall take effect at the time  
15 specified in such notice, or, if no time is specified, at the time such resignation is  
16 tendered.  
17
- 18 (c) **Removal of Officers.** Any Officer may be removed from office at any time, with or  
19 without cause, by the affirmative vote of a majority of the Directors present at a meeting  
20 at which a quorum is present. Any removal will be without prejudice to the contractual  
21 rights of such officer, if any, with the NAAB.  
22
- 23 (d) **Vacancies.** Vacancies in any office other than the President or Past President shall be  
24 filled at any time in the same manner as the Officer or Director whose office is vacant  
25 was selected.  
26

27 **ARTICLE VI: EMPLOYEES AND AGENTS**

28 **Section 1. Executive Director.** The Board may appoint an Executive Director as an employee of the  
29 NAAB. The Executive Director shall have such duties and responsibilities as may be assigned by the  
30 President or the Board. The activities of the Executive Director shall be reviewed annually by the  
31 Board. Any removal of the Executive Director will be without prejudice to his or her rights under a  
32 contract of employment, and the appointment of such person shall not itself create contract rights.  
33

34 **Section 2. Other Employees and Agents.** The Executive Director shall have the power to employ,  
35 remove, and suspend all agents, representatives or employees not selected by the Board, to  
36 determine the duties and responsibilities of such persons as may be necessary to carry out properly  
37 the objectives and purposes for which the NAAB is formed, to create such titles for such persons as  
38 he or she may deem desirable to enable them to execute their duties and responsibilities, and to fix  
39 and change the compensation of such persons within the budget approved by the Board. The  
40 Executive Director shall have primary responsibility for overseeing the performance of such agents,  
41 representatives, and employees and shall report to the Board on related matters as the Executive  
42 Director deems appropriate, or as requested by the Board.  
43

44 **Section 3. Applicable Policies.** The Board may adopt, or delegate authority to any Officer or  
45 Officers to adopt policies and guidelines regarding matters affecting the operation of the NAAB.  
46 The Board or such Officer or Officers can amend, repeal, or otherwise modify such policies and  
47 guidelines at its sole discretion. Such policies and guidelines shall be compiled in a policy manual.  
48



1 **ARTICLE VII: ACCREDITATION PROCEDURES AND CONDITIONS**

2 **Section 1. Accreditation Policies.** The Board shall, for the purpose of accrediting educational  
3 programs, establish, maintain, and publish Conditions for Accreditation and Procedures for  
4 Accreditation to ensure a consistent accrediting process.

5  
6 **Section 2. Reconsideration Procedures.** The Board shall establish and publish procedures by which  
7 an educational program can request reconsideration of a Board action.

8  
9 **ARTICLE VIII: CONTRACTS AND FINANCES**

10 **Section 1. Contracts and Obligations.** The Board may authorize one or more Officers, Directors,  
11 employees, or agents of the NAAB to enter into any contract or execute and deliver any checks,  
12 evidence of indebtedness, promissory note, or other instrument or document in the name and on  
13 behalf of the NAAB, and to solicit, accept, or make grants, gifts, funds, or donations from or to any  
14 persons, corporations, organizations and institutions. Such authority may be general or confined to  
15 specific instances. Unless so authorized by the Board or these Bylaws, no Officer, Director, employee,  
16 or agent shall have any power or authority to bind the NAAB by any promise, contract or engagement or  
17 to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

18  
19 **Section 2. Financial Support.** The NAAB shall be supported by contributions from the Collateral  
20 Organizations, and/or by such other funds as shall be obtained as fees or otherwise. Policies  
21 concerning the levying and amounts of fees and other charges paid shall be determined as follows:

- 22
- 23 (a) Fees for accreditation. Policies for determining fees for accreditation of programs at  
24 institutions eligible for accreditation by the NAAB shall be established by the Board in  
25 consultation with the Collateral Organizations and after a public comment period of not  
26 less than 90 days.
  - 27
  - 28 (b) Fees for services other than accreditation. Policies for setting fees for services other than  
29 accreditation of degree programs eligible for such accreditation shall be established by  
30 the Board.
  - 31
  - 32 (c) Memoranda of understanding. Policies governing yearly financial support from the  
33 Collateral Organizations shall be governed by periodic "Memoranda of Understanding"  
34 setting forth commitments for financial support of the NAAB functions relating to the  
35 accreditation function set forth in Article VII. Other provisions may address individual  
36 Collateral Organizations' agreement to provide financial support in connection with  
37 international activities or other initiatives established within the authority of the Board.
- 38

39 **Section 3. Budget.**

- 40
- 41 (a) The fiscal year of the NAAB shall be established by the Board. The Board shall adopt a  
42 budget which shall be a fair and reasonable estimate of the revenue and expenses  
43 expected for the period of the budget. The Board shall authorize expenditures in  
44 accord therewith, provided that the expenditures authorized for any budget period  
45 shall not exceed the anticipated income for that period plus the amount of the NAAB's  
46 general reserves at the beginning of that period.

- 47 (b) The Board of Directors may, within the aggregate total fixed for expenditures in the  
48 general budget, adjust any or all items of the budgeted expenses and change the  
49 authorizations accordingly. If at any time it is anticipated that the actual revenue and/or

1 expense will be greater or less than that estimated in the budget the Board may amend  
2 the budget to reflect the change.

3  
4 (c) Unspent and unencumbered funds remaining at the end of each fiscal year shall be  
5 transferred to the NAAB's general reserves. Nothing contained herein shall prohibit the  
6 carrying forward of previously authorized expenditures required for payment of  
7 obligations of the NAAB.  
8

9 **Section 4. Deposit of Funds.** The Board shall by resolution designate banks or other appropriate  
10 depositories to hold the funds of the NAAB, and shall designate Officers, Directors, employees or other  
11 agents who shall have authority to withdraw the funds of the NAAB.  
12

13 **Section 5. Investments.** The Board may authorize investment of the NAAB's funds in publicly-traded  
14 equities, bonds, mutual funds, and other investment vehicles and may use the income earned on such  
15 investment, and to the extent income is not sufficient, the principal, as the Board determines.  
16

17 **Section 6. Representation of Shares and Interests in Other Entities.** Unless otherwise provided by the  
18 Board, the President or any other Officer or Officers authorized by the Board or the President are each  
19 authorized to vote, represent, and exercise on behalf of the NAAB all rights incident to any shares or  
20 membership interests of any other entity or entities held by the NAAB. This authority may be exercised  
21 in person or by proxy or power of attorney.  
22

23 **Section 7. Books and Records.** The NAAB shall keep correct and complete books and records of account  
24 and shall also keep as permanent records: (i) minutes of all meetings of the Board; (ii) records and  
25 minutes of all actions taken without a meeting by the Board; (iii) records of all actions taken by a Board  
26 Committee on behalf of the NAAB. The NAAB also shall keep at its principal office (i) the Articles, as  
27 amended; (ii) the Bylaws, as amended; (iii) minutes and other permanent records described above for  
28 the last three years; (iv) a list of the names and business address of the NAAB's current Directors and  
29 Officers; and (v) the most recent biennial report filed by the NAAB with the District of Columbia.  
30

31 **ARTICLE IX: LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE**

32 **Section 1. Limitation of Liability.** The personal liability of currently acting and former Officers and  
33 Directors of the NAAB is eliminated to the fullest extent permitted by applicable law.  
34

35 **Section 2. Indemnification and Advance of Expenses.** The NAAB shall indemnify each of its  
36 currently acting and former Officers and Directors and advance funds to pay for or reimburse the  
37 expenses of those indemnified in accordance with and to the fullest extent permitted by law. Such  
38 indemnity and advancement shall not be deemed exclusive of any other rights to which those  
39 indemnified may be entitled under any Bylaw, agreement or otherwise.  
40

41 **Section 3. Insurance.** The NAAB may purchase and maintain liability insurance, as determined by the  
42 Board, to cover Directors, Officers, employees, agents, or volunteers as deemed appropriate. If so  
43 purchased, as required by the Act, such liability insurance shall provide a minimum limit of coverage of  
44 not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same  
45 occurrence, or such other amount as provided by the Act.  
46

1 **ARTICLE X: AMENDMENT**

2 These Bylaws may be amended or repealed and new Bylaws may be adopted at any meeting of the Board  
3 by affirmative vote of at least eight (8) Directors, and subject to the written approval of the governing  
4 bodies of ACSA, AIA, and NCARB or their respective designees. The President or Secretary of the NAAB shall  
5 timely inform the governing body of the AIAS or its designee of any amendment to these Bylaws.

6  
7 **Article XI: TERMINATION AND DISSOLUTION**

8 The NAAB shall neither cease to pursue the activities it was organized to perform as described in its  
9 Articles, nor undertake to dissolve itself, nor undertake to transfer all or substantially all of its assets,  
10 functions, or activities to any other organization or organizations unless and until such contemplated  
11 action shall have been approved, by resolutions, duly adopted by the respective governing bodies of the  
12 ACSA, AIA, and NCARB or their respective designees.

13 Record of Amendments and Approvals

14	October 23, 2009	Approved by the NAAB Board
15	November 30, 2009	Transmitted to Collateral Organizations for approval or notification as
16		applicable
17	November 30, 2009	Approved by ACSA
18	January 13-14, 2010	Approved by NCARB
19	February 2-3, 2010	Approved by AIA
20	<b>March 15, 2010</b>	<b>Approved edition</b>
21	March 8, 2013	Amended and Restated Bylaws approved
22	April 6, 2019	Approved by the NAAB Board
23	May 6, 2019	Transmitted to ACSA, AIA and NCARB for approval or notification as
24		applicable.
25	<b>October 3, 2019</b>	<b>Amended and Restated Bylaws approved</b>
26	July 14, 2023	Approved by the NAAB Board
27	August 18, 2023	Transmitted to ACSA, AIA and NCARB for approval or notification as
28		applicable.
29	September 15, 2023	Approved by NCARB
30	September 18, 2023	Approved by AIA
31	November 7, 2023	Approved by ACSA
32	<b>January 1, 2024</b>	<b>Approved edition</b>