



ACADIA BYLAWS

ARTICLE I. BACKGROUND

- 1.1 ACADIA, the Association for Computer-Aided Design in Architecture, was formed on October 17, 1981 at a meeting at the Carnegie-Mellon University, Pittsburgh, Pennsylvania.
- 1.2 Founding members were H. Borkin, P. Burgess, K. Cavanaugh, D. Collins, W. Cooper, C. Eastman, U. Fleming, J. Garrott, G. Glass, J. Hamer, Y. Kalay, R. I. MacDonald, J. McIntosh, W. Mitchell, R. Mukerjea, R. Quadrel, G. Stonebreaker, L. Summers, J. Tector, R. Thornton, J. Wade, W. Wake, P. Winsberg, and C. Yessios.
- 1.3 These organizational Bylaws were approved by the ACADIA membership at its annual meeting on November 4, 1984 at the Rensselaer Polytechnic Institute, Troy, New York and were amended on October 25, 1986 at the University of Houston, on April 1, 1989 by mail ballot, and on October 15, 2011 in Banff, Alberta.
- 1.4 It was incorporated as a Nonprofit Corporation in the State of Delaware on July 17, 1989.

ARTICLE II. OBJECTIVES

- 2.1 ACADIA was formed for the purpose of facilitating communication and information exchange regarding the use of computers in architecture, planning and building science. A particular focus is education and the software, hardware and pedagogy involved in education.
- 2.2 The organization is also committed to the research and development of computer aides that enhance design creativity, rather than simply production, and that aim at contributing to the construction of humane physical environments.

ARTICLE III. PRINCIPAL OFFICE

- 3.1 Principal Office. The principal office of the corporation shall be at such place as the Board of Directors shall from time to time determine.
- 3.2 Other Offices. The corporation may have such other offices as the Board of Directors may designate.

ARTICLE IV. MEMBERSHIP

- 4.1 The membership shall be composed of individuals who subscribe to the ACADIA principles. Each member will pay annual dues, the amount of which will be determined by the Board of Directors. The annual period for membership shall be January 1 to December 31. Only members in good standing shall be eligible to hold office or vote in elections.
- 4.2 The intended membership shall initially be faculty involved in the teaching of computer-aided architectural design and computer applications in the environmental arts and sciences. The membership will also be open to professionals who subscribe to the need for a quality education in the area of computer-aided design and are willing to contribute to its development. In addition, students are encouraged to join and will be required to pay reduced annual fees, to be determined by the Board of Directors.

- 4.3 The Board of Directors shall have the authority to establish policies regarding non-membership subscriptions to ACADIA publications, including eligibility, subscription rates, and renewal periods, which may differ from those pertaining to members.

ARTICLE V. ACTIVITIES

- 5.1 As a minimum, ACADIA will be required to provide association news through a website and/or by email communications and to organize an annual Conference. Both will aim at gathering and exchanging information of relevance to the membership and to ACADIA's goals.
- 5.2 As the organization grows and matures, it is expected to undertake additional activities aimed at improving the resources that may support the use of computers in the environmental design professions. Such activities may include, but will not necessarily be limited to, the exchange of software and courseware, the survey of current computer-aided design activities, the organization of additional seminars or symposia, the organization of exhibitions or competitions, and the publication of journals. ACADIA will also seek to cultivate relations with other organizations that subscribe to similar objectives, in the USA and in other countries.
- 5.3 Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 5.4 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 5.5 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. ANNUAL MEMBERSHIP MEETING

- 6.1 A general membership meeting will take place once a year in the Fall. It may be combined with the annual Conference.
- 6.2 The General Membership Meeting shall have the highest legislative authority, including the power to amend the organizational Bylaws. It will consist of members in good standing and in attendance, provided that all members were appropriately notified about the time and place of the meeting.
- 6.3 The outgoing President will preside over the first portion of the membership meeting, which will include reports of the activities of the outgoing Board of Directors. The incoming President will preside over the second portion of the membership meeting, which will include reports of the plans and policies of the incoming Board of Directors.

- 6.4 Special Meetings. Special meetings of the members, for any purpose or purposes, shall be held at any time upon the call of the President, or upon the call of any two directors, or upon the written request of one-fourth (1/4) of the members entitled to vote thereat.
- 6.5 Notice of Meetings. Notice of all meetings, annual or special, stating the place, day and hour of the meeting and whether it is annual or special, and in case of a special meeting stating the purpose or purposes thereof, shall be given personally or by mail, by depositing in the mail postage prepaid, at least ten (10) days before the meeting, to each member at his or her address as it appears on the membership roll of the corporation.
- 6.6 Adjourned Meetings and Notice Thereof. Any meeting of the members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present, but in the absence of a quorum no other business may be transacted at any such meeting. When any member's meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- 6.7 Urgent Membership Decisions. Should urgent matters arise during the year that require a decision by the general membership and that cannot be postponed until the next annual membership meeting, then ballots with sufficient information about the issues involved will be distributed to the members. Distribution may be by mail, email or network communications. Members may elect to receive ballots and election information by email by notifying a member of the election committee in advance of the distribution of ballots. The members will be required to return their votes by a fixed date, which shall be at least twenty-eight (28) days after the ballots are distributed. All votes received after the deadline will be void.

ARTICLE VII. GOVERNANCE

- 7.1 Governance of ACADIA will be by a President, a Vice- President and a Board of Directors.

ARTICLE VIII. PRESIDENT AND VICE-PRESIDENT

- 8.1 The President is elected directly by the membership. The election must take place by the end of March of each year. The person elected serves as Vice-President from April 1 until December 31 of their election year; then as President from January 1 until December 31 of the year succeeding their election year; and as Vice-President again from January 1 until March 31 of the next following year.
- 8.2 The Vice-President is an ex officio voting member of the Board of Directors. After the completion of his or her post-presidency term as Vice-President (which occurs on March 31), the individual who carried that office remains an ex officio voting member of the Board of Directors until December 31 of that year. Should a Board of Directors member be elected as President and begin his or her term as Vice-President on April 1, then the next alternate member shall become a member of the Board of Directors.
- 8.3 The President shall preside over meetings and communications of the Board of Directors, but shall not vote except to break a tie.

ARTICLE IX. ELECTIONS

- 9.1 The elections committee is appointed by the President and consists of three members of the Board of Directors, one of whom serves as chairperson. The elections committee invites nominations, collects and counts the ballots. The election will be decided by simple majority of votes cast, unless otherwise stated in the bylaws. The count of the votes shall be determined by consensus of the elections committee. Any member in good standing may be a candidate for the presidency. A candidate must be nominated by at least three members in good standing. Nominations may be made by providing a written document using mail or network communications to a member of the elections committee. A member of the elections committee cannot be a candidate for the presidency.

- 9.2 Should the vote to elect a President result in a tie of two or more candidates, the election will be decided by drawing lots. The latter will be administered by the elections committee.

ARTICLE X. BOARD OF DIRECTORS

- 10.1 Each year, five members of the Board of Directors are elected to a two year term, measured from the General Membership Meeting of the current year to the General Membership Meeting of two years later. Thus one half of the Board of Directors members are renewed each year, with the other half continuing their term from the previous year.
- 10.2 Members of the Board of Directors are elected at the same time as the President using the same methods.
- 10.3 The five members who receive the most votes and indicate a willingness to serve are elected to the Board of Directors. Should there be a tie of two or more candidates at the fifth position, the election will be decided by drawing lots. Up to three alternate members will also be elected in the order of the votes they receive. Should a Board of Directors member resign before completion of his or her term, that member will be replaced by the first alternate member elected for the same two year period. Newly-elected members and alternates participate as non-voting members in the Board of Directors communications from April 1 of their election year until January 1 of the following year, at which time the five become full voting members.
- 10.4 Within every six-month period, members of the Board of Directors shall attend at least fifty percent (50%) of the monthly Board of Directors meetings by electronic means or in person. The Secretary will maintain attendance logs and report to the President and the Board of Directors about delinquent members. The President will recommend dismissal of a delinquent member for the consideration of the Board. The Board of Directors will move to dismiss or not to dismiss the member under consideration based on a careful consideration of facts and mitigating factors. The President will communicate to the member under consideration in writing about the decision of the Board of Directors.

ARTICLE XI. OFFICERS

- 11.1 Each year, the Board of Directors elects a Secretary, a Treasurer, a Newsletter Editor, a Membership Officer and whatever other officers may be necessary. Officers may be elected from members of the Board of Directors or from the general membership. Whenever an officer is elected from outside the Board of Directors, that officer automatically becomes an ex officio member of the Board of Directors. The same person may be elected to more than one office.
- 11.2 Candidates for officers are either nominated by Board of Directors members or volunteer themselves. All nominations and volunteers must be seconded. Officers are elected by a majority vote of the Board of Directors. The duties of the officers are prescribed by the Board of Directors, with exception of the Secretary and the Treasurer, whose minimal duties are described below. The Secretary and Treasurer may be prescribed additional duties by the Board of Directors.

ARTICLE XII. SUBCOMMITTEES

- 12.1 The President appoints subcommittees and their chairperson, as required for carrying on organizational activities. Subcommittee members and chairpersons may, but do not have to, be members of the Board of Directors. All subcommittee chairpersons who are not Board of Directors members become ex officio nonvoting members of the Board of Directors and participate in its communications.

ARTICLE XIII. BOARD OF DIRECTORS COMMUNICATIONS

- 13.1 The Board of Directors communicates on a regular basis, such communications being a substitute for face-to-face meetings. Face-to-face meetings may also take place whenever practically feasible. The

President is responsible for carrying on the Board of Directors communications, calling the meetings, and supervising the execution of the decisions made by the Board of Directors.

ARTICLE XIV. SECRETARY AND TREASURER

- 14.1 The Secretary is responsible for maintaining the minutes of the organization and shall be required to provide a full transcript of each month's meeting to the president for inclusion in ACADIA's archives. In addition, the Secretary shall be required to provide a condensed version of each month's minutes to the ACADIA website and/or central database archive.
- 14.2 The Treasurer is responsible for the funds of the organization and shall be required to provide a report at the annual meeting about the fiscal standing of the organization. In addition, the Treasurer shall be responsible for maintaining corporate records and registrations.

ARTICLE XV. CONFERENCE SITE AND COORDINATOR SELECTION

- 15.1 One of the tasks of the Board of Directors shall be the selection of the site and the coordinator of the annual conference. The President will solicit proposals by parties interested in hosting and organizing the Conference. At least one week prior to the general membership meeting, the President will distribute the proposals to members of the Board of Directors, who will evaluate the proposals and select a site and a coordinator at a Board of Directors meeting prior to the general membership meeting. The selection of the site and coordinator will be announced at the membership meeting.
- 15.2 Any Board of Directors member who is a candidate for coordinator will be excluded from voting on this site and coordinator selection. If the conference coordinator selected is not already a member of the Board of Directors, he or she becomes an ex officio nonvoting member of the Board of Directors and participates in its communications for the duration of the coordinator's duties. The coordinator should be seeking advice and should be keeping the Board of Directors informed on matters relating to the conference.

ARTICLE XVI. AMENDMENTS

- 16.1 These Bylaws may be amended through a vote by the general membership, which can be conducted in either one of three ways: (1) At the annual meeting, (2) through the mail, or (3) by network communications. In any case, a minimum of one fifth (1/5) of the members in good standing will be required to participate in the vote. For an amendment to pass, a two third (2/3) majority of the votes returned will be required.
- 16.2 A member is considered to be in good standing when he or she has paid dues for the current January 1 to December 31 period. The membership officer shall certify members in good standing at the annual membership meeting. He or she will also certify the mailing list of the members in good standing, who will receive ballots when a through-the-mail vote is conducted.
- 16.3 Proposals to change the Bylaws should be submitted in writing to the President and should be signed by a minimum of five members. These proposals will also be published in the newsletter and distributed to all members before the membership meeting or before the vote is taken.

ARTICLE XVII. DISBURSEMENTS AND CONTRIBUTIONS

- 17.1 Disbursements. Disbursements of the funds of the corporation for the purposes for which it is organized shall be made by the Board of Directors at its discretion.
- 17.2 Limitations on Disbursements. The Board of Directors shall not make any disbursements or contributions of the funds or assets of the corporation to or for the benefit, directly or indirectly, of any member, Board of Directors member or officer of the corporation, except for reasonable payments for services actually rendered to the corporation by such member, Board of Directors member or officer as an employee of the corporation.

ARTICLE XVIII. LIABILITY AND INDEMNIFICATION OF OFFICERS, BOARD OF DIRECTORS MEMBERS, EMPLOYEES AND AGENTS

- 18.1 No Liability to Corporation. No Board of Directors member, officer, employee or agent of the corporation and no person serving at the request of the corporation as a Board of Directors member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and no heir, executor or administrator of any such person shall be liable to this corporation for any loss or damage suffered by it on account of an action or omission by him or her as such Board of Directors member, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, unless with respect to an action or suit by or in the right of the corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this corporation.
- 18.2 Indemnity (a) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a Board of Directors member, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Board of Directors member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, or, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (b) The corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Board of Directors member, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Board of Directors member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- (c) Any indemnification under paragraphs (a) and (b) of this section (unless ordered by a court) shall be made by the corporation only if authorized in the specific case upon a determination that indemnification of the Board of Directors member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination may be made (1) by the Board of Directors by a majority vote of a quorum consisting of Board of Directors members who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested Board of Directors members so directs, by independent legal counsel in a written

opinion to the corporation, or (3) if a quorum of disinterested Board of Directors members so directs, by a majority vote of the members.

(d) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the Board of Directors member, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

(e) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a Board of Directors member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board of Directors member, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Board of Directors member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XIX. MISCELLANEOUS

- 19.1 Inspection of Corporate Records. The books of account and minutes of proceedings of the members and Board of Directors members shall be open to inspection upon the written demand of any member, at any reasonable time, and for a purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of a majority of the members. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection shall be made in writing upon the President or Treasurer of the corporation.
- 19.2 Handling of Funds. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.
- 19.3 Execution of Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.
- 19.4 Inspection of Bylaws. The corporation shall keep in its principal office the original or a copy of the bylaws as amended, certified by the Treasurer, which shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE XX. SEAL

- 20.1 Seal. The corporation shall have a common seal of such form and device as the Board of Directors may from time to time determine.

ARTICLE XXI. AMENDMENTS

These bylaws were amended on October 25, 1986, April 1, 1989, April 28, 1991, October 24, 1998, and October 15, 2011.