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**Council of Architectural Component Executives**

# **CACE Bylaws**

August 2009

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Revised 07/09

**BYLAWS**  
**COUNCIL OF ARCHITECTURAL COMPONENT EXECUTIVES**

**ARTICLE I. ORGANIZATION**

**Section 1. Name**

The name of this organization is the Council of Architectural Component Executives (CACE).

**Section 2. Representation**

CACE represents the diverse perspectives of its members.

**Section 3. Organizations, Purposes, and Objectives**

CACE purposes and objectives are:

- a. To advise the American Institute of Architects (the “Institute” or “AIA”) regarding opinions and information based on AIA component executives' personal knowledge and unique “grassroots” relationships with Institute members;
- b. To share ideas, experiences, and information with Institute leaders and CACE members, and to provide services that help to accomplish the objectives of the Institute and its components;
- c. To advance component excellence by achieving, sharing and maintaining a high level of professional association management skills, knowledge and expertise;
- d. To develop organized activities, programs, and information for its members that cannot be developed by components acting alone;
- e. To support achievement of Component Performance Criteria.

**ARTICLE II. MEMBERSHIP**

**Section 1. Eligibility**

Members of this organization shall be, by virtue of their employment, the chief executive and staff members of state and local components of the American Institute of Architects, by whatever title they are known, and the Institute executive vice president.

**Section 2. Voting Rights**

Each staffed component shall carry one vote, which can be cast by the chief executive or his or her designee from his or her own component. CACE members who manage more than one component shall have one vote.

**Section 3. Termination of Membership**

CACE membership shall be terminated at any time a member ceases to be employed as a component executive or component staff member. Should that person be an officer at the time employment ceases, the position shall be declared vacant and the Executive Committee shall appoint a qualified member to fill the unexpired term, as provided in Article IV, Section 3(d).

**ARTICLE III. MEETINGS**

**Section 1. Time, Place, and Purpose of Annual Meeting**

- a. An Annual Meeting shall be held at a time and place as recommended by the Site Selection Committee and approved by members of the Executive Committee.
- b. The Executive Committee shall advise an Annual Meeting Committee in planning the events and program for the Annual Meeting.
- c. The purpose of the meeting shall be to:

1. Conduct the business of the organization;
  2. Elect CACE officers; and,
  3. Provide a program of education and development in association management for CACE members and a forum in which members can exchange ideas, experiences, and information of interest and benefit to Institute components and their staffs.
- d. Members of the Institute staff and AIA Board of Directors may be asked to attend the Annual Meeting to contribute and share.

### **Section 2. Notice of Annual Business Meeting**

- a. Notice of the Annual Business Meeting shall be transmitted to all members at least sixty (60) days in advance of the meeting date.
- b. An agenda, the Nominating Committee report, and all materials to be studied and acted upon shall be sent to the membership at least thirty (30) days in advance of the meeting date.

### **Section 3. Quorum at the Annual Business Meeting**

A quorum at the Annual Business Meeting shall consist of those members present. Action may be taken by a simple majority vote of those present.

### **Section 4. Other Meetings**

In addition to the Annual Meeting, other business or membership meetings may be held as required in conjunction with AIA Grassroots or the AIA Convention, provided that thirty (30) days' notification is provided.

### **Section 5. Rules of Order**

All meetings shall be conducted in accordance with *Robert's Rules of Order*, latest edition.

## **ARTICLE IV. GOVERNANCE**

### **Section 1. The Executive Committee**

The affairs of CACE shall be governed and directed by an Executive Committee, composed of: a president; a president-elect; four vice presidents; a secretary; and the immediate past president. A designated member of the Institute staff shall also serve, ex-officio, as a non-voting member of the Executive Committee.

### **Section 2. Election and Terms of Office of the Executive Committee**

- a. The officers shall be elected at large each year at the CACE Annual Meeting.
- b. The term of office of the vice presidents shall be two year staggered terms and other officers shall be one year, based on a calendar year of service.
- c. CACE officers take office on January 1 and serve during the calendar year following their election.

### **Section 3. Powers and Duties of the Executive Committee**

- a. The Executive Committee, within the limits set by these Bylaws, shall have the power to act for and on behalf of the members between meetings of the membership.
- b. The Executive Committee shall meet at least twice yearly, at the CACE Annual Meeting and on at least one other occasion. It shall not take action nor set policy in conflict with, or nullifying, actions taken by the membership as a whole.
- c. The Executive Committee shall have the responsibility and/or authority to:
  1. Amend the Rules of the Executive Committee;
  2. Make nominations to the Institute for committee assignments upon request, or advise and consent regarding nominations for appointments made by the CACE president;
  3. Coordinate advocacy and/or communication on behalf of CACE members to the Institute;

4. Study proposed Institute programs and provide comment and recommendations regarding Institute programs and budget;
  5. Advise the Institute on programs and initiatives having implications on state and local AIA components;
  6. Encourage and coordinate component comment or recommendations regarding Institute affairs; and
  7. Oversee planning for the CACE Annual Meeting.
- d. The Executive Committee shall have the authority and responsibility to appoint a qualified person from among the CACE membership to fill the unexpired term of an officer, other than president, who is unable to complete his or her term of office.
  - e. As necessary to support the aims and goals of the organization, the Executive Committee may obtain funding and approve sponsorships. Agreements shall be made pursuant to such guidelines as the Executive Committee or their appointee determines in conjunction with the designated AIA liaison or other national staff person. Members or committees are not permitted to enter into financial or sponsorship agreements on behalf of CACE.

## **ARTICLE V. OFFICERS**

### **Section 1. The President: Powers and Duties**

The president shall:

- a. Serve as a voting member of the Executive Committee, as well as call meetings of the Executive Committee and establish the meeting agenda;
- b. Preside at all meetings of the Executive Committee and the Annual Meeting;
- c. Name all committee chairs and service network chairs, subject to the consent of the Executive Committee;
- d. Serve on the Board of Directors of the Institute as the representative of CACE and be responsible for transmitting to the Institute Board resolutions and recommendations adopted by the CACE membership or Executive Committee.

### **Section 2. President-elect: Powers and Duties**

The president-elect shall:

- a. Serve as a voting member of the Executive Committee, as well as presiding officer at meetings of the Executive Committee and the Annual Meeting if the president is absent;
- b. Assist the president and carry out such tasks as are assigned by the president;
- c. Serve as president for the remainder of the unexpired term in the event the president is unable to complete his or her term of office;
- d. Succeed to the office of president after serving as president-elect for one year. An elected president-elect who completes the unexpired term of his or her predecessor also serves the term to which he or she was elected; and
- e. With the advice and consent of the Executive Committee, and in conjunction with the AIA staff liaison, select and recommend CACE scholarship recipients and amounts.

### **Section 3. Vice Presidents: Powers and Duties**

The vice presidents shall:

- a. Serve as voting members of the Executive Committee;
- b. Maintain a portfolio of responsibility within a specific area as assigned by the CACE president;
- c. Carry out other tasks assigned by the CACE president; and,
- d. Oversee the activities of the service network assigned to them by the CACE president.

### **Section 4. Secretary: Powers and Duties**

The secretary shall:

- a. Serve as a voting member of the Executive Committee;
- b. Keep a record of the formal actions taken at meetings of the CACE Executive Committee or by the membership at the Annual Meeting;
- c. See that the minutes are promptly submitted to the AIA staff liaison for distribution to appropriate Institute staff and officers, CACE Executive Committee members, or the CACE membership, as appropriate; and
- d. Assist the president in transmitting all important information and materials to the membership and to appropriate Institute staff and officers.

#### **Section 6. The Immediate Past President: Powers and Duties**

The immediate past president shall:

- a. Serve as a voting member of the Executive Committee;
- b. Serve as chair of the Nominating Committee;
- c. Serve as the CACE representative to the Institute Executive Committee; and
- d. Carry out such tasks as assigned by the president.

#### **Section 7. Removal from Office**

- a. Procedures: Any officer may be removed from office by a three-quarters (3/4) vote of CACE members attending a meeting described in ARTICLE III, provided the action is recommended by the Executive Committee, or is referred to the Executive Committee by ten (10) members of CACE and the Executive Committee concurs. These proceedings shall commence provided they occur at least thirty (30) days or more prior to any CACE business meeting and provided the officer is notified of pending action and has an opportunity to meet with the Executive Committee prior to a vote on the recommendation.
- b. Causes for removal: Causes for removal shall be actions detrimental to the organization and its objectives or gross neglect in fulfilling the duties of office, including failure to regularly attend meetings.

### **ARTICLE VI. COMMITTEES AND SERVICE NETWORKS**

#### **Section 1. Nominating Committee**

- a. The Executive Committee shall appoint a Nominating Committee. This committee shall consist of five members, one of whom shall be the immediate past president, who shall serve as chair. Members of the committee shall serve for one year.
- b. The Nominating Committee shall serve in accordance with the procedures and time schedules detailed in the Rules of the Executive Committee to identify or recommend candidates for office in the following year.

#### **Section 2. Other Committees and Service Networks**

The Executive Committee may appoint other committees or service networks as required or as recommended by the membership. The duties and powers of these committees shall be as prescribed and their terms of office fixed by the Executive Committee and detailed in the Rules of the Executive Committee.

### **ARTICLE VII. AMENDMENTS TO THE BYLAWS**

These bylaws may be amended by a two-thirds (2/3) majority vote of those present at any Annual Meeting, or at a meeting described in ARTICLE III, Section 4, the rules of which are determined by the Executive Committee, provided that proper notice has been served as prescribed in ARTICLE III, Section 2. If notice to amend has not been timely provided, a four-fifths (4/5) vote of those present at a meeting described in ARTICLE III is necessary to suspend these rules to allow an amendment vote.

Council of Architectural Component Executives  
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