



# AIA Northern Indiana

## AIA Northern Indiana Chapter October 29, 2015 Board Meeting

In attendance: Ed Kowalczyk, Gary Hall, Kim Sieradzki, Chad Root, Josh Higginbotham, Tyler Kelsey, Andrew Roche, Sean Frederick, Jenelle Smagala, Jason Shelley

Location: Creative Design Solutions, South Bend, IN

Purpose of meeting: for the board to vote on the resolution to approve the merger of the AIA Northern Indiana Chapter with the AIA Indiana Chapter.

- Presentation by Jason Shelley (AIA Indiana executive director) and Jenelle Smagala (AIA Indiana President)
  - “One AIA Indiana” is an outgrowth of national repositioning, the strengthening of AIA National. There will now be 32 requirements for core member services that each chapter will be responsible for, 22 of which must be documented and submitted to National yearly.
  - Many things about how chapters operate now will remain the same when they become “sections.”
  - Creating one AIA Indiana chapter will consolidate insurance and taxes; increase efficiency.
  - AIA Northern Indiana should be able to offer more member services, with local board members less tied up by administrative duties.
- If AIA Northern Indiana decides not to merge with AIA Indiana:
  - The Chapter would have to go through the process of submitting the 32 requirements to National.
  - The likelihood that the requirements aren’t met is high. The chapter would then go on probation for a year.
  - Then it’s up to National what they do, if AIA Northern Indiana still doesn’t meet requirements after another year.
- If AIA Northern Indiana decides to merge with AIA Indiana,
  - The state chapter has an attorney and controller group that will help us close the entity of AIA Northern Indiana.
  - AIA Northern Indiana will pay taxes for 2015, as a for-profit organization, which is our current designation.
- Clarifications:
  - Members present still want to see, in writing, an official policy for use and division of funds, “silo-ing” of funds, among the sections.
  - There was concern from AIA Indiana that putting too many procedural rules the bylaws versus a written policy will tie the hands of board members too much.

Ed Kowalczyk AIA, President  
Gary Hall, AIA, Vice President  
Chad Root, Associate AIA, Treasurer  
Josh Higginbotham, AIA, Treasurer-Elect  
Kim Sieradzki, Associate AIA, Secretary



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- For example, every time even just a minor adjustment to an operational item would need to be made, it would require a state-wide vote thereby creating a lot of difficulty for future board members and our organization.
  - There is a verbal understanding that although the AIA Indiana board will be in charge of approving budgets from each section, and approving any payments out of the state account, the funds raised by each section will only be useable by that section, unless voted otherwise by that section (this is the concept of silos of funds).
  - AIA Indiana has created a task force to create a procedural list for the new, merged AIA Indiana. This list may include direction about the silos of funds.
    - Jason to send AIA Northern Indiana the section policies of other merged, state-wide chapters, as an example.
- Resolution:
  - Motion to approve the resolution:
  - The board members unanimously approved the resolution. (see resolution attached below)
- Member vote:
  - The next step is for Northern Indiana chapter members to vote on the merger. The annual meeting for the State is Nov. 17<sup>th</sup>, so preferably this vote occurs before that date (but legally can be after that date).
  - Members must receive notification of the meeting by mail/hand-delivery (not email) at least 10 days before the vote.
  - The meeting to vote on the merger is set for Monday, November 16<sup>th</sup>, location TBD.
  - Ed to send out letters by mail on Monday, Nov. 2<sup>nd</sup>.
  - During this meeting, will also ask for nominations for 2016 board members and propose the 2016 budget.
- Other business:
  - Design Awards - Clarification: All award categories, excluding the student category, are open to AIA members, regardless of whether they are licensed in Indiana or not.

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Merger Resolution quoted below:

“RESOLVED, that the Executive Committee of AIA Northern Indiana Chapter (the “Chapter”) hereby approves the merger of the Chapter (the “Merger”) with and into AIA INDIANA A STATE ASSOCIATION OF THE AMERICAN INSTITUTE OF ARCHITECTS (“AIA Indiana”), pursuant to the terms and conditions of the Agreement and Plan of Merger and Reorganization, as presented to the Executive Committee (the “Agreement of Merger”) and recommend approval of the Merger and the Agreement of Merger to the members;

“FURTHER RESOLVED, that the Executive Committee hereby calls a special meeting of the members for the purposes of considering and voting upon the proposed Merger and the Agreement of Merger and authorizing the President of the Chapter to (a) execute and deliver the Agreement of Merger on behalf of the Chapter, and (b) execute and deliver such other documents and take such further actions as he or she deems necessary to carry out the intent and purposes of the Agreement of Merger.”

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