

2023 AIA Newark & Suburban Annual Meeting: Information Booklet

**AIA Newark &
Suburban Architects**
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Issue Date: October 2023
Meeting Date: December 2023



Newark & Suburban Architects

This document contains important information for all AIA Newark & Suburban Architects 2023 AIA annual meeting.

Please carefully review the material prior to the annual meeting and direct any questions concerning the annual meeting to Robert Epstein, Director at director@aiaans.org.

2023 Board of Trustees

Francisco Grimaldi, AIA, President
John Fallon, AIA, President-Elect
Lisa Walzer, AIA, Vice President
Elizabeth Pacheco, AIA, Secretary
Dana Napurano, AIA, Treasurer
Christy DiBartolo, AIA, Immediate Past President

Geeta G. Shah, AIA, 2023 Trustee
Erica Spayd, AIA, 2023 Trustee
Andrew Thompson, AIA 2023 Trustee

Benjamin Horten, AIA, 2024 Trustee
Paul K. Tiajolloff, AIA, 2024 Trustee
Diana Rattazzi, Allied Member, 2024 Trustee

Marvin Clawson, AIA, 2025 Trustee
Moustafa Abouelmagd, Associate AIA, 2025 Trustee
Diane Van Horn, Allied Member, 2025 Trustee

Meeting Notice and Voting Procedures:

Notice of the proposed bylaws changes, the proposed slate of elected officers and trustees, and the annual meeting of AIA Newark and Suburban Architects have been sent to the members in accordance with our currently adopted bylaws.

All Assigned Architect Members and Associate Members present at the annual meeting shall be entitled to vote on all matters brought for a vote at the meeting.

Every decision at the meeting shall be determined by a vote of a majority of those Members in good standing who are present and voting.

There shall be no voting by proxy or by mail for the Annual meeting of this Section.

Rules of Procedure for the Annual Meeting

Rules of Procedure

The order of items presented at this meeting shall include presentation of the financial report; explanation of voting rights; Bylaws amendments; proposed slate of officers and other official business as noticed.

- Rule 1 The order of items presented in this 2023 Annual Meeting Information Booklet shall be the order of business at the annual meeting.
- Rule 2 The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall govern this meeting in all cases to which they are applicable and in which they are not inconsistent with the AIANS bylaws and these Rules of Procedure.
- Rule 3 Participation during the annual meeting shall be limited to voting members as described above and authorized AIANS board members or staff.
- Rule 4 During the annual meeting, anyone wishing to speak shall raise their hand and shall be recognized in order by the President. Points of Order pertaining to a violation of the rules shall also be recognized and shall take priority over other matters.
- Rule 5 The presiding officer will read off each business and action item, identifying them only by name or number.



- Rule 6 Before any voting member can make a motion or address the body, the member must address the presiding officer. Upon recognition, the presiding officer may announce the member's name for authorization to speak. AIA members who are not voting and Allied and Affiliate members may speak only at the invitation of the presiding officer.
- Rule 7 No person shall speak in debate more than twice on the same question, or longer than two (2) minutes each time.
- Rule 8 The first speaker on any item shall be an officer or member of the Board who has been designated to present the position of the Board.
- Rule 9 Total debate on any Bylaws amendment or item, including amendments, shall not exceed a total of ten (10) minutes.
- Rule 10 If speakers are waiting to be recognized when total debate time has expired, the presiding officer shall take an immediate vote on extending debate for five (5) minutes.
- Rule 11 The first speaker may make closing remarks not exceeding two (2) minutes, after debate time is exhausted.
- Rule 12 Voting on agenda items shall be taken by a show of hands for those in favor (aye), those opposed (nay), and any abstentions. Only eligible members, as discussed above, are allowed to cast their vote.

Proposed Bylaws Amendments

Bylaws Amendment 23-A

Subject	Vice-President
Background	Recently the nominations committee has found it difficult to fill this position with qualified candidates. Therefore, to allow more freedom, and open the position to a larger pool of members, the Board is proposing the changes listed below.
Required Vote to Amend Bylaws	Amendments to the Bylaws requires approval by an affirmative majority vote of the members at the meeting, as determined by Section 9.0.1 of the Bylaws.
Motion	The members assembled at the 2023 annual meeting amend the AIA NS Bylaws as presented below, and to renumber any sections and section references resulting from such amendments.

ARTICLE 5 – BOARD of TRUSTEES

5.8.4 Vice-President.

- a) *Qualifications. As a nominee for the office of Vice-President, **prior to the assumption of office, the nominee shall be an Assigned Member in good standing of this Section, who has served at least one (1) full term as an Officer or Trustee of this Section within seven (7) years prior to the assumption of office with at least three (3) years of involvement with any AIA Board, one (1) of which shall be as a Trustee of this Section; or with comparable experience at a state, local, or national component, subject to Executive Committee approval.***

NOTE:

The remaining existing language for the rest of this section of the Bylaws shall remain unchanged.



Bylaws Amendment 23-B

Subject	Secretary
Background	Recently the nominations committee has found it difficult to fill this position with qualified candidates. Therefore, to allow more freedom, and open the position to a larger pool of members, the Board is proposing the changes listed below.
Required Vote to Amend Bylaws	Amendments to the Bylaws requires approval by an affirmative majority vote of the members at the meeting, as determined by Section 9.0.1 of the Bylaws.
Motion	The members assembled at the 2023 annual meeting amend the AIANS Bylaws as presented below, and to renumber any sections and section references resulting from such amendments.

ARTICLE 5 – BOARD of TRUSTEES

5.8.5 Secretary.

- a) *Qualifications.* As a nominee for the office of Secretary, **prior to the assumption of office**, the nominee shall be an Assigned Member in good standing of this Section with at least two (2) years' service on a Committee of this Section prior to the assumption of office and who, in addition, has at least two (2) years' service as a Trustee or Officer of this Section prior to the assumption of office. **three (3) years of involvement with any AIA Board, one (1) of which shall be as a Trustee of this Section; or with comparable experience at a state, local, or national component, subject to Executive Committee approval.**

NOTE:

The remaining existing language for the rest of this section of the Bylaws shall remain unchanged.



Bylaws Amendment 23-C

Subject	Treasurer
Background	Recently the nominations committee has found it difficult to fill this position with qualified candidates. Therefore, to allow more freedom, and open the position to a larger pool of members, the Board is proposing the changes listed below.
Required Vote to Amend Bylaws	Amendments to the Bylaws requires approval by an affirmative majority vote of the members at the meeting, as determined by Section 9.0.1 of the Bylaws.
Motion	The members assembled at the 2023 annual meeting amend the AIANS Bylaws as presented below, and to renumber any sections and section references resulting from such amendments.

ARTICLE 5 – BOARD of TRUSTEES

5.8.6 Treasurer.

- a) *Qualifications.* As a nominee for the office of Treasurer, **prior to the assumption of office**, the nominee shall be an Assigned Member in good standing of this Section with at least ~~two (2) years of service on a Committee of this Section prior to the assumption of office and who, in addition, has at least two (2) years' service as a Trustee or Officer of this Section prior to the assumption of office.~~ **three (3) years of involvement with any AIA Board, two (2) of which shall be as a Trustee of this Section; or with comparable experience at a state, local, or national component, subject to Executive Committee approval.**

NOTE:

The remaining existing language for the rest of this section of the Bylaws shall remain unchanged.



Bylaws Amendment 23-D

Subject	Vice President
Background	Being that the position of Second Vice-President was eliminated years ago, there is no longer a need to qualify the Vice President position as First Vice President, therefore, the Board is proposing the changes listed below.
Required Vote to Amend Bylaws	Amendments to the Bylaws requires approval by an affirmative majority vote of the members at the meeting, as determined by Section 5.8.4 of the Bylaws.
Motion	The members assembled at the 2023 annual meeting amend the AIANS Bylaws as presented below, and to renumber any sections and section references resulting from such amendments.

ARTICLE 5 – BOARD of TRUSTEES

5.8.4 ~~First~~ Vice President

The ~~First~~ Vice-President shall possess all the powers and perform all the duties of the President in the event of the absence of the President and President-Elect or of their disability, refusal, or failure to act and shall perform such other duties as are properly assigned by the Board of Trustees or President.

- a) Qualifications. As a nominee for the office of ~~First~~ Vice-President, the nominee shall be an Assigned Member in good standing of this Section, who has served at least one (1) full term as an Officer or Trustee of this Section within seven (7) years prior to the assumption of office.*
- b) Succession. The ~~First~~ Vice-President shall succeed to the office of President-Elect upon expiration of the term of office of the then-current President-Elect.*

NOTE:

Additional changes to the bylaws will be made to reflect the elimination of the “First” qualifier as it relates to the Vice President position.



2024 Proposed Slate of Officers and Trustees

John Fallon, AIA, President
Lisa Walzer, AIA, President-Elect
Marvin Clawson, AIA, Vice President
Elizabeth Pacheco, AIA, Secretary
Dana Napurano, AIA, Treasurer
Francisco Grimaldi, AIA, Immediate Past President

Benjamin Horten, AIA, 2024 Trustee
Paul K. Tiajloff, AIA, 2024 Trustee
Diana Rattazzi, Allied Member, 2024 Trustee
Andrew Thompson, AIA 2024 Trustee
Christy DiBartolo, AIA, 2024 Trustee

Moustafa Abouelmagd, Associate AIA, 2025 Trustee
Diane Van Horn, Allied Member, 2025 Trustee

Jonathan Terrero, AIA, 2026 Trustee
Kelly Glasgow, AIA, 2026 Trustee