



AIA Indiana

UPDATE - Proposed AIA Indiana Reorganization

November 5, 2015

After two years of study and exploration by the AIA Indiana Board of Directors, which is comprised of representatives from all four chapters within the state, AIA Indiana is proposing a new structure, in accordance with AIA National repositioning. This reorganization helps us streamline, so that we may offer more services and benefits to our members while facilitating additional collaboration between our statewide network of AIA members. This matter has been discussed and voted on by each chapter's (Indianapolis, Northern Indiana, Southern Indiana, and Fort Wayne) board of directors. All chapter boards voted unanimously in favor of the proposed reorganization. The next step is to have the members from each chapter vote on the proposed merger at their annual meetings.

A merged AIA Indiana is a consolidation of the fiduciary responsibilities of the organization. It does not change local leadership or involvement. In fact, this will provide us with a more streamlined organization and allow our local sections, what we know as the chapters today, the ability to spend more time on programs and services, while also gaining more support resources.

In 2016, members will make one payment for their state and local dues (National dues will continue to be separate). The 2016 Indiana dues rate will be \$325 for AIA members and \$75 for Associate AIA members. While this represents a slight increase, both state and local dues have been flat nearly a decade. In fact, the last time dues were adjusted in Indiana the adjustment actually lowered the rate to provide assistance to our members in an economic downturn. The AIA Indiana Board believes now is the appropriate time to increase the dues in order to re-invest in our statewide organization's growth in services to our members.

This simplified structure for AIA Indiana is a decision that was made after input from leaders of Indiana's local chapters, research from around the country on how other chapters are reorganizing, and advice from our financial and legal experts. The AIA Indiana Board has worked for more than 22 months developing this proposed new organizational structure and the result of these diverse ideas and challenging questions is a proposed organization that will be stronger at both the State and Local level, providing a platform for growth that will allow us to lead the nation in providing new and exciting ways to serve our members and represent our profession.

See the schedule of annual meetings below.

AIA Indiana, Jason Shelley, Executive Director
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2015 AIA Fort Wayne Chapter Annual Meeting, 5 p.m. – 6 p.m., Wednesday, November 11, 2015, at the 816 Pint & Slice, 816 S. Calhoun St., Fort Wayne, IN

2015 AIA Indianapolis Chapter Annual Meeting, 6 p.m. - 6:30 p.m., Thursday, November 12, 2015, at the Hilton Garden Inn Indianapolis Downtown, 10 East Market Street, Indianapolis, IN

2015 AIA Southern Indiana Chapter Annual Meeting, 12 p.m. – 1 p.m., Friday, November 13, 2015, at the Evansville Vanderburgh Public - Central Library, 2nd Floor Large Group Room, 200 SE Martin Luther King Jr Blvd., Evansville, IN

2015 AIA Northern Indiana Chapter Annual Meeting, 5:30 p.m. – 7 p.m., Monday, November 16, 2015, at DLZ, 2211 E. Jefferson Blvd., South Bend, IN

2015 AIA Indiana Annual Meeting - In addition to each individual chapter's review of the proposed reorganization, all AIA Indiana members will have the opportunity to vote on the proposed merger resolution (see below) at the AIA Indiana Annual Meeting, which is scheduled for November 17, 2015 at the AIA Indiana office, 115 W. Washington St., Suite 955 South, Indianapolis. The meeting will begin at 4 p.m. with a continuing education program and the annual meeting will begin at 5 p.m.

Go to www.aiaindiana.org to learn more about the merger and proposed bylaws.

See the resolution to be adopted by the members of each chapter at each chapter's annual meeting and the resolution to be adopted by AIA Indiana members at the 2015 AIA Indiana Annual Meeting below.

RESOLUTION TO BE VOTED ON BY THE MEMBERS OF EACH CHAPTER

RESOLVED, that the members of _____ Chapter (the "Chapter") hereby approve 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 members (the "Agreement of Merger");

FURTHER RESOLVED, that the President of the Chapter be, and hereby is, authorized for and on behalf of the Chapter to execute and deliver the Agreement of Merger, any other documents required to be delivered pursuant to the Agreement of Merger, and to take such further actions as he or she deems necessary to carry out the intent and purposes of the Agreement of Merger, and that the President of the Chapter be, and hereby is, authorized, empowered and directed at the appropriate times and without further action by the members, to take such further actions for and on behalf of the Chapter.

RESOLUTION TO BE VOTED ON BY AIA INDIANA MEMBERS:

AIA Indiana, Jason Shelley, Executive Director
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RESOLVED, that the members of AIA INDIANA A STATE ASSOCIATION OF THE AMERICAN INSTITUTE OF ARCHITECTS (“AIA Indiana”) hereby approve the merger of the AIA SOUTHERN INDIANA, A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS, INC., an Indiana nonprofit corporation, FORT WAYNE CHAPTER, THE AMERICAN INSTITUTE OF ARCHITECTS, INC., an Indiana nonprofit corporation, INDIANAPOLIS CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS, an Indiana nonprofit corporation, and AIA NORTHERN INDIANA, A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS, an unincorporated association, with and into AIA Indiana (the “Merger”), pursuant to the terms and conditions of the Agreement and Plan of Merger and Reorganization, as presented to the members (the “Agreement of Merger”);

FURTHER RESOLVED, that the members hereby adopt and approve the Restated Articles of Incorporation and the Restated Bylaws as presented to the members;

FURTHER RESOLVED, that the President of AIA Indiana be, and hereby is, authorized for and on behalf of AIA Indiana to (a) execute and deliver the Agreement of Merger, any other documents required to be delivered pursuant to the Agreement of Merger, (b) file the Restated Articles of Incorporation and Agreement of Merger with the Indiana Secretary of State, and (c) 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, and that the President of the Chapter be, and hereby is, authorized, empowered and directed at the appropriate times and without further action by the members, to take such further actions for and on behalf of AIA Indiana.

Please feel free to contact Jason Shelley, jshelley@aiaindiana.org, 317-634-6993, if you have any questions or concerns.

Sincerely,

2015 AIA Indiana Executive Committee

Jenelle Smagala, AIA
President

Megan Crites, AIA
Vice President

Mike Davis, AIA
Treasurer

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Lisa Gomperts, AIA
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Ron Searcy, AIA
Ex-Officio

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