

CHARTER OF THE FELLOWS
OF
THE INSTITUTE OF CLASSICAL ARCHITECTURE
& CLASSICAL AMERICA
ADOPTED THE 14TH OF MAY 2003

Definition: The Institute of Classical Architecture & Classical America (the “organization”) has established the Fellows as a body of distinguished peers who have demonstrated a strong commitment to the organization’s mission. Their individual talents, dedication and enthusiasm as members and volunteers allow the Fellows to act as the intellectual trust of the organization and stewards of its mission.

Membership in the body of Fellows both confers recognition of the Fellow’s commitment and service to the organization and entails responsibility to promote and direct the organization’s activities in pursuit of its mission.

The body of Fellows shall meet approximately 30 days before each full Board Meeting but not less than three times a year, to hold elections, discuss potential new Fellows and to review the activities and circumstances of the organization and its programs and to suggest and plan new ventures. The Fellows shall assess and coordinate these programs and make recommendations to the committees or to the Board of Directors concerning their direction and content. The Fellows Representative may call additional meetings of the Fellows as necessary.

Criteria: Fellowship shall be conferred on volunteers who have distinguished themselves as leaders in the organization’s programs by actively contributing to the content and organization of such programs for a period of no less than six months.

Reflecting the interdisciplinary character and mission of the organization, candidates for Fellowship may be architectural practitioners, artists, professionals in related fields, and others whose expertise, talents or enthusiasm support their dedication to the organization’s mission.

The number of Fellows serving at any time shall be at the discretion of the Fellows themselves, but not fewer than 10 and no greater than 40.

Responsibilities: Fellows shall be required to contribute their talents and energies to furthering the organization’s mission by participating actively in one or more of the established committees or subcommittees; by applying their talents as members of the faculty for educational programs; developing and implementing Institute programs; or otherwise contributing significantly to organization’s mission.

If geographical or other constraints do not allow a Fellow to participate in a committee or serve on the faculty, that Fellow may propose an alternative activity benefiting the organization. A written proposal for alternative activities must be approved by the Fellows.

Fellows shall be responsible for attending Fellows meetings, except when the Fellows are informed of reasonable cause in advance of the meeting.

Fellows shall act as ambassadors of the organization, promoting its philosophy and activities with their peers and in their fields of activity. Fellows shall also actively recruit volunteers and members for participation in the Institute's programs. As appropriate and to the extent that they are able, Fellows also assist the development programs of the organization.

Term of Service: Each Fellow shall be elected to a three year term, which shall be subsequently renewed by vote of the Fellows every year.

A Fellow may voluntarily request a change of status to Fellow Emeritus in lieu of a renewal. A request for change of status to Emeritus may also be made at any time upon written notice to the Fellows.

A Fellow may resign from Fellowship at any time by giving written notice to the Fellows. A Fellow may be removed from Fellowship for inaction or inappropriate actions by means of a vote of the majority of all of the Fellows.

Fellows Emeritus: The designation "Emeritus" is a recognition of a Fellow's past contributions to the mission of the organization at a time when the Fellow is unable, for whatever reason, to fulfill the responsibilities of Fellowship. Fellows Emeritus are former Fellows who maintain their support of its mission at a reduced level of active involvement. A Fellow Emeritus may be removed from Fellowship for inappropriate actions by means of a vote of the majority of all of the Fellows.

Fellows Emeritus may request reinstatement to active Fellowship status by submitting such request in writing one month before the meeting at which elections are scheduled, stating reasons for seeking the changed status and proposed activities if the Fellow Emeritus is reinstated. Such requests will be put to a vote of the Fellows at the next meeting at which elections are scheduled.

Elections: Candidates for Fellowship may be nominated and elected only by the Fellows. A simple majority vote by a quorum of Fellows during a meeting at which elections are scheduled will be sufficient to confirm a nomination, renewal or reinstatement. A quorum of Fellows shall be defined as two thirds of the body of Fellows, including absentee ballots arranged in advance.

Elections to induct new Fellows, renew incumbent Fellows at the ends of their terms, change a Fellow's status to Fellow Emeritus and to re-instate Fellows Emeritus to active Fellow status will be conducted once a year at the annual Fall business meeting of the Fellows.

At least one month prior to the annual business meeting of the Fellows, any nominations for new Fellows, Fellows Emeritus to be reinstated as active Fellows, the Fellows representative to the Board and the Secretary should be submitted to sitting Chair. Nominations for new

Fellows should be accompanied by a brief written statement describing the contributions and dedication of the Nominee. The Chair will confidentially distribute these statements amongst the Fellows along with the names of Fellows and Fellows Emeritus up for election.

At the Annual Business Meeting, the Chair will call for discussion of Fellows up for renewal, new nominees, Fellows emeritus for reinstatement. The Chair will then present on 1 ballot the names of (a) any nominees (yea or nay), (b) all Fellows up for renewal (reinstate or Emeritus) , (c) any Fellows Emeritus for reinstatement (reinstate or Emeritus) and (d) candidates for Board Representative/Chair and Secretary (yea or nay). The fellows shall vote anonymously and the votes shall be counted by the acting Chair and the Secretary. Any fellow who so chooses may oversee vote counting. The Chair will notify Fellows of results following the meeting and the new Chair's term of office shall commence.

Following the election, the newly-elected Fellows, renewed Fellows, and re-instated Fellows will be announced publicly and the Fellows will coordinate with board and staff of the Institute to ensure that the results receive appropriate recognition.

Officers: At the annual business meeting, the Fellows will elect from their ranks a Representative to the Board of Directors, subject to approval by the Board, for a one year term not to exceed three consecutive one-year terms. Board Representative will fulfill the responsibilities of both Director and Fellow for the full term. The Board Representative shall also act as the Chair of the Fellows, coordinating the schedule of meetings and presiding over the meetings, drafting the agenda, being responsible for communicating with the Fellows between meetings, managing any correspondence regarding the business of the Fellows, receiving and distributing nominations for elections, preparing ballots, and announcing the results of elections.

The Fellows will also elect at their annual business meeting a Secretary for a one year term, responsible for taking minutes at the meetings, distributing the agenda prior to and the minutes following the meeting, recording attendance and assisting the Board Representative with the duties described above. Elections for Board Representative and Secretary may be held at other times as needed to fill a vacancy.

Amendments to this Charter: Amendments of the Charter shall be only by a vote of three-fourths of all of the Fellows. Proposed amendments to the Charter must be submitted in writing one month prior to the next regularly-scheduled meeting for consideration and vote by the Fellows.

AMENDMENT NO. 1

ADOPTED OCTOBER 6, 2004

In each Chapter which has been duly incorporated according to the process prescribed by the Institute, the Officers of the Chapter may appoint up to five Chapter Fellows for a term of one year. Their selection criteria and responsibilities shall conform to those described elsewhere in this Charter for Fellows of the Institute, taking into account the needs and circumstances of the local Chapter.

After the initial appointments by the Officers, these Fellows shall become self-governing and shall adopt procedures for determining their number, selecting new Fellows, continuing in office existing Fellows, and designating Fellows Emeritus, similar to those prescribed elsewhere in this Charter for Fellows of the Institute.

Chapter Fellows shall play a role within the Chapter analogous to that of the Fellows of the Institute within the national organization.

A Fellows' Representative shall be delegated by the Officers of the Chapter and subsequently by the Chapter Fellows themselves, to represent that Chapter's Fellows at the national level. This Fellows' Representative shall automatically become a Fellow of the Institute at the national level, with full voting privileges and bypassing the normal induction process, for a term of one year, subject to the annual vote of the Fellows of the representative's home Chapter. The Fellows' Representative from each Chapter will be subject to the requirements for attendance at national Fellows meetings described elsewhere in this Charter. While a Chapter's Fellows are in formation, an officer of the chapter may serve as the Fellow's representative to the national level Fellows.

AMENDMENT NO. 2
ADOPTED SEPTEMBER 19, 2005

Henceforth the title of the Fellow's Representative and Chair of the Fellows shall be 'President of the Fellows' or informally, 'Fellow's President'.