

BY LAWS
(as revised June 5, 2019)

THE JEFFERSON SOCIETY, INC.

(A Non-Stock, Not-For-Profit Corporation)

ARTICLE I.
NAME

The name of this organization is The Jefferson Society, Inc. It is a not-for-profit corporation without capital stock, organized under the laws of the Commonwealth of Virginia. The organization is referred to in these Bylaws as “the Society.”

ARTICLE II.
PURPOSES AND OBJECTIVES

The Society is a voluntary association created for the advancement of its members' (hereinafter “Members”) mutual interests in Architecture and Law. The Society intends to accomplish these purposes by enhancing collegiality among its members and by facilitating dialogue between architects and lawyers. In particular, the Society intends to conduct the following activities:

- A. Create a newsletter and provide educational materials for Members.
- B. Publish and maintain a membership directory for the private use of its Members.
- C. Conduct an annual Membership meeting and encourage, sponsor, or conduct seminars and webinars, expositions, publications and other means of creating interaction between architects and lawyers.
- D. Perform any other lawful act for which corporations may be formed under the laws of the United States of America and the Commonwealth of Virginia, subject, in all events, to the prohibitions set forth in the Articles of Incorporation. Such other activities as may be incidental to or may assist in the accomplishment of the above purposes are included.

ARTICLE III. MEMBERSHIP

Section 1. Founding Members. The initial members who are also members of the College of Fellows of the American Institute of Architects, or who have otherwise helped to organize the Society shall each be deemed a Founding Member.

Section 2. Regular Membership. Any individual who has dual credentials in architecture and law from a State or Commonwealth of the United States or from an educational institution based in the United States and recognized under the criteria established from time to time by the Membership Committee and ratified by the Society's Board of Directors may be a Member. As used herein, "dual credentials" shall mean any of the following: 1) licensed as both an architect and an attorney; 2) licensed as an architect and holding a professional degree in law (e.g., a Juris Doctor degree), but not licensed as an attorney; or 3) licensed as an attorney and holding a professional degree in architecture (e.g., a Bachelor of Architecture, Master of Architecture, or equal degree), but not registered as an architect.

Section 3. Associate Membership. Any individual who is a licensed attorney in any State or Commonwealth of the United States who also has a non-professional four-year degree in architecture (e.g., Bachelor of Architectural Studies or Bachelor of Science in Architecture), that will not qualify the individual to become licensed as an architect may be an Associate Member. As used herein, "non-professional four-year degree in architecture" does not include related degrees in fields such as, but not limited to, interior design, environmental design, ecology, sculpture and other such disciplines.

Section 4. Honorary Membership. An individual who has demonstrated to the Board of Directors a high level of commitment to the Purposes and Objectives of the Society set forth in Article II and to improving the profession of either architecture or law or both, and who is not otherwise eligible for membership in the Society, is eligible for Honorary Membership. Any Regular or Associate Member may sponsor an individual for Honorary Membership by submitting a written recommendation, which will be reviewed at the next meeting of the Board of Directors.

Section 5. Approval for Membership. Application for Membership must be filed with the President upon forms prescribed by the Society. Only applicants who meet the membership criteria established in Section 2, above, shall become Regular Members. Applicants who do not meet the membership criteria established in Section 2, but who do meet the membership criteria established in Section 3, shall become Associate Members. Applications for Regular or

Associate Membership shall be reviewed and, if compliant with the criteria, approved by a member of the Executive Committee. Honorary Membership applications shall be approved by a two-thirds vote of the Board of Directors. In the event a Membership Committee is appointed pursuant to Article IX, that Membership Committee shall be empowered to approve the applications of Regular Members and/or Associate Members. The initial Director named in the Articles of Incorporation, the members of the initial Board of Directors elected pursuant to these Bylaws shall be deemed Members without further act of the Board of Directors. Hereinafter, "Members" shall mean Regular Members, Associate Members and Honorary Members, unless specifically indicated differently.

Section 6. Rights of Membership. All paid Members shall have the right to full and complete information concerning all affairs of the Society and to attend all meetings of the Members. Regular and Associate Members shall have the right to vote on all matters on which Members are permitted to vote, subject to Article IV, Section 4, of these Bylaws. Honorary Members shall not have any voting rights.

ARTICLE IV. MEETINGS AND VOTING

Section 1. Annual Meeting. The Annual Meeting shall be held within 180 days following the close of the Society's fiscal year, at a time and place determined by the Board of Directors. The Members shall be given at least 30 days' written notice, including facsimile or other electronic methods of communication, of the time and place of the Annual Meeting. If the Society shall publish a regular newsletter for distribution to its Members, such notice may be contained in that newsletter. The notice of the Annual Meeting need not state details of the Society's business to be transacted unless it is a matter, other than the election of Directors, for which a vote of the Regular Members is expressly required by the provisions of Virginia law.

Section 2. Special Meetings. Special Meetings of the Members may be called by the Chairman of the Board or a majority of the Board of Directors. Furthermore, upon written demand of at least one-quarter of the Regular and Associate Members in good standing, a Special Meeting shall be called.

Section 3. Quorum. At any Meeting of the Members, either Annual or Special, the Regular and Associate Members present in person or by proxy shall constitute a quorum for the transaction of business regardless of the number of persons actually present.

Section 4. Voting Members and Proxies. Each Regular and Associate Member shall have one vote. No such Member shall be entitled to vote unless that Member is in good standing with all dues and assessments paid in full. Regular and Associate Members may vote either in person or by proxy. All proxies must be signed and dated by the Member and delivered to the Secretary prior to its being voted. No proxy shall remain valid for more than 60 days from the date of its execution. All questions concerning the validity of a proxy will be determined by the Board of Directors in their absolute discretion and their decisions shall be final.

Section 5. Proprietary Interest. During the existence of the Society, no Member shall individually benefit from any property owned by the Society.

Section 6. Dues and Assessments. The Society shall determine, by a vote of its Board of Directors, the amount and method of payment of all dues and assessments. An initiation fee of Seventeen Dollars and Seventy-six Cents (\$17.76) shall be paid by new Members. The amount of dues and assessments shall be subject to annual review by the Board of Directors and shall be announced not later than sixty (60) days prior to the commencement of the fiscal year for which such amounts are due. A Member who is delinquent in payment of dues and assessments shall not be entitled to vote or to obtain any other benefit of Membership. A Member whose dues and assessments are delinquent more than 180 days shall be subject to expulsion upon the vote of the Board of Directors.

Section 7. Procedures. All Meetings shall be conducted according to the procedures set out in Robert's Rules of Order or a similar standardized parliamentary procedure which may be adopted by the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office. The initial Director named in the Articles of Incorporation shall serve until the first Annual or Special Meeting of the Members, at which Meeting there shall be elected a Board of Directors. All candidates for election to the Board of Directors must be Regular or Associate Members. Honorary Members may not be elected to the Board of Directors. The Board of Directors shall consist of nine voting Members. All Directors shall be elected to serve a term of three years. The three year terms will be staggered. As needed to achieve compliance with Article VII, Section 1, the Executive Committee is authorized to adjust the term lengths of current Director(s). Each Director shall hold office until the Annual Meeting designated as the end of the term and until a successor is duly chosen and elected.

Except pursuant to Section 6 below, Directors shall be elected by a simple majority of the Associate and Regular Members present at the Annual Meeting.

Section 2. Regular Meetings. The Board of Directors shall meet no less often than once per year. The first meeting shall occur within six (6) months of the preceding Annual Meeting. Meetings may be conducted in-person, by telephone conference call, video conferencing, or any other suitable means in which all Directors can hear and be heard by all other Directors. The President shall provide a minimum of fourteen (14) days' notice of any Regular Board meeting with the date, time, and location, as well as the general nature of the business to be conducted. The Agenda of the meeting should be distributed no later than five (5) days prior to the meeting.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chairman, or at the request of a majority of the Directors. It shall be the duty of the Secretary to notify, by written or verbal notice, including facsimile or other electronic methods of communication, the Directors of each special meeting of the Board. The notice shall be delivered at least five (5) days prior to the special meeting with the date, time, and location, as well as the nature of the business to be conducted. Special meetings may be conducted by telephone conference call, video conferencing, or any other suitable means in which all Directors can hear and be heard by all other Directors.

Section 4. Quorum. At any meeting of the Board of Directors, a quorum for the transaction of business shall consist of a majority of Directors. All decisions and elections of the Directors shall be by majority vote of those present, unless otherwise provided by these Bylaws. Each Director who is present has one vote. The Chairman shall have the same vote as any other Director.

Section 5. Attendance. Any Director who fails to attend at least one meeting each year shall be removed from the Board, unless the absence is excused for due cause by the Chairman.

Section 6. Vacancy. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, or any other cause, the remaining Directors may elect a successor to hold office until the next Annual Meeting of Members at which time the voting Members shall elect a successor to fulfill the remaining portion of the departed Director's term.

Section 7. Removal. If, by a vote of two-thirds of the Board of Directors, due cause is found for the removal of a Director, such Director shall be advised in writing by the Chairman of the basis for such decision; however, the Director shall have the right to appeal to the Board at its next regular meeting or at a special meeting called for that purpose. The aggrieved Director

must give written notice of appeal to the Chairman within fourteen (14) days of receipt of the notice of removal (which notice of removal shall be in writing and shall specify the cause for which such Director is sought to be removed). The aggrieved Director shall retain voting rights until such removal has been acted upon by the Board and the removal sustained (in the event of appeal) by two-thirds of the Board. The aggrieved Director shall not be eligible to vote or be present when the vote is taken on removal. For purposes of the foregoing, cause shall include fraud or bad faith in connection with the affairs of the Society, conviction or the entering of a plea of guilty or no contest to a felony, disbarment or loss of license to practice architecture. The Board shall have discretion to waive a voluntary surrender or lapse of the Director's licensure in law, architecture, or both, for good cause shown.

Section 8. Authority of the Board. The Board of Directors is the governing body of the Society. The Board has the authority to make rules and formulate policy for the Society. The actions of the Board shall be published and made available to the Members. The Board of Directors, through the Chairman, shall provide an annual report (which need not be written) of the Society's affairs to the Members at the Annual Meeting of the Members.

Section 9. Founders Group. The Board shall appoint four Members from the initial Founders to act as a non-voting advisory body to provide institutional memory for the Society and to assist the Board. Members of this Founders Group may or may not be Directors or hold other Offices. Any of them who is a Director may have voting rights as a function of that role, but not as a member of the Founders Group. Initially, the Chairman has appointed: G. William Quatman, R. Craig Williams, Charles R. Heuer and Timothy R. Twomey.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee shall consist of the President, Vice-President / President Elect or Vice-President / Immediate Past President, Secretary, and Treasurer of the Society.

Section 2. Authority. The Executive Committee shall possess and may exercise all the powers delegated to it by the Board of Directors between meetings of the Board. In general, the Executive Committee is responsible for the coordination, management, and administration of the affairs of the Society, including making changes to the By-Laws to effectuate the changes to officers' and directors' terms if necessary to achieve the results described herein. The actions of the Executive Committee shall, at all times, be consistent with the budget, programs and policies of the Board of Directors.

Section 3. Meetings and Voting. The Executive Committee shall meet at the call of the President. Meetings may be conducted by telephone conference call, video conferencing, or any other suitable means in which all attendees can hear and be heard by all other attendees. Each member of the Executive Committee who is present is entitled to one vote and votes submitted by proxy shall not be permitted. There shall be not less than forty-eight (48) hours' notice of the time, place, and purposes of a meeting of the Executive Committee delivered by the President to the members of the Executive Committee. Such notice may be by telephone, facsimile, e-mail or other means suitable to provide actual notice.

Section 4. Vacancy. A vacancy occurring in the Executive Committee shall be filled by a replacement selected by the President for the balance of the term. The President shall select a replacement from the Board of Directors within 30 days of the occurrence of the vacancy. The appointment shall be subject to the approval and confirmation of the Board of Directors either by mail ballot or direct vote during the Board's next meeting.

ARTICLE VII. OFFICERS

Section 1. Elected Officers. The elected officers shall be President, Vice-President / President Elect, Vice-President / Immediate Past President, Secretary, Treasurer, and Treasurer Elect. The President, Vice-Presidents, and Treasurer shall be Directors. Honorary Members may not be elected as officers of the Society.

Section 2. Election. . All officers up for election shall be elected by a simple majority of the Associate and Regular Members present at the Annual Meeting. Election of the officers may be made from a slate presented by a nominating committee or by nomination from the floor.

Section 3. Term of Office. Each officer shall hold office until the Annual Meeting of the Members at the end of their respective terms, and until a successor has been duly elected and has assumed office.

Section 4. President and Chairman. The President shall be the chief elected officer of the Society, shall serve as Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors, of the Executive Committee and of the Members. The President shall serve a two year term. The President shall have, perform and discharge the duties as the Board of Directors may from time to time prescribe. The President shall be *ex officio* a member of all

standing committees. The President shall have the duty of appointing persons to serve on all committees of the Society.

Section 5. Vice-President / President Elect. The Vice-President / President Elect shall serve a one year term only during the second year of the term of the President to assist the President and to learn the duties of the office of the President. The Vice-President / President Elect shall have such duties as assigned by the President. In the event of the absence or disability of the President, the Vice-President / President Elect or the Vice-President / Immediate Past President, as applicable, shall perform all of the duties of the President.

Section 6. Vice-President / Immediate Past President. The Vice-President / Immediate Past President shall serve a one year term as a counselor to the President, as necessary and required by the President. There shall be no Vice-President / Immediate Past President during the second year of the term of the President.

Section 7. Secretary. The Secretary shall be responsible for maintaining an accurate listing of the names, addresses, and email addresses of the Society's Membership and for sending notices by email to the Membership. The Secretary is responsible for taking and keeping the minutes of the meetings and proceedings of the Board of Directors and meetings of the Members and shall perform and discharge the duties and powers of the office as prescribed by the Chairman and the Board of Directors. The Secretary shall serve a one year term.

Section 8. Treasurer. The Treasurer shall be responsible for all monies and other property of the Society and for collection of all dues and assessments, subject to the orders and control of the Board of Directors. The Treasurer shall be responsible for correct and accurate accounting of all monies received and disbursed, and for reporting on the financial condition of the Society. The Treasurer shall ensure that the books and records of the Society are kept in accordance with the provisions of these Bylaws. The Treasurer shall serve a two year term.

Section 9. Treasurer Elect. The Treasurer Elect shall serve a one year term only during the second year of the term of the Treasurer to assist the Treasurer and to learn the duties of the office of the Treasurer. The Treasurer Elect shall have such duties as assigned by the Treasurer.

ARTICLE VIII. STAFF

The Society does not contemplate the employment of professional staff, but intends to rely on the services of its Members who have volunteered to provide those services without cost to the Society, other than the reimbursement of actual expenses incurred. In the event the Society determines that the scope of its activities require the employment of professional staff, such decision shall be made by the Board of Directors and the persons so hired shall work under the guidance and subject to the direction of the Board of Directors and of the officers of the Society.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. It shall be the duty of the President to appoint chairpersons of the following standing committees of the Society, if and when needed to assist the Executive Committee in its responsibility to coordinate, manage, and administer the affairs of the Society;

- A. *Membership Committee*, whose duties may include instituting and promoting such programs as are deemed necessary to the maintenance and development of the Membership of the Society; verifying credentials of potential members and the review and, if applicable, the approval, of all applications for Regular and Associate Membership pursuant to Article III, Section 5;
- B. *Newsletter Committee*, whose duty shall be to edit and publish a periodic newsletter for Members;
- C. *Finance Committee*, whose duty shall be to perform or have performed, periodic financial compilations or reviews, at least on an annual basis, of the financial accounts of the Society;
- D. *Annual Meeting Committee*, whose duty shall be to plan, organize, and conduct an annual meeting of the Membership; and
- E. With the approval of the Board, additional committees may be created to accomplish the Society's program objectives.

Section 2. Nominating Committee. The Chairman shall appoint a Nominating Committee which will consist of at least three Directors whose terms do not expire during the coming year. The Nominating Committee shall confer prior to the Annual Meeting of the Members to nominate candidates for Directors and for the Officers as provided herein.

Section 3. Committee Rules. Each Committee shall adopt its own rules and regulations, consistent with these Bylaws and with the Articles of Incorporation of the Society.

ARTICLE X. FINANCES

The Society shall not be operated for profit. Consistent with that position, the following provisions shall govern the financial affairs of the Society.

Section 1. Fiscal Year. The fiscal year of the Society shall commence on January 1 and shall end on December 31 of each year.

Section 2. Bonding. The Society may furnish trust or surety bonds on all staff persons, if any, and officers who are involved in the Society's financial activities. The need for, and the amount of, such bonds shall be determined by the Board of Directors.

Section 3. Annual Budget. The Annual Budget of the Society for the following fiscal year shall be prepared by the Executive Committee and submitted to the Board of Directors at least 30 days prior to the next Annual Meeting of the Members. The Annual Budget shall not project expenses in excess of income. A copy of the Annual Budget shall be available to any Member in good standing upon written request. When income exceeds annual expenditures, the balance shall be carried over to reserves. During the year, requests for expenditures not part of the Annual Budget shall be submitted to the Board of Directors (or Executive Committee) for approval, and such requests may be approved provided the expenditures do not exceed funds necessary for the continued operation of the Society.

Section 4. Review. The accounts of the Society shall be examined not less frequently than annually by the Finance Committee. The accounts may constitute a compilation or review at the discretion of the Board of Directors and subject to the cost of such services.

ARTICLE XI. AMENDMENT TO THE BYLAWS

Section 1. Amendments. Amendments to the Bylaws may be proposed by any Member in good standing. Such amendments shall be submitted in writing to the Executive Committee not later than sixty (60) days prior to the Annual Meeting of the Members.

Section 2. Notification. Notice of a proposed change, after review for format by the Executive Committee, must be sent in writing to the Members not less than thirty (30) days prior to the Annual Meeting. The notice shall include the proposed amendment, the reasons for the recommended change, and the recommendation of the Board of Directors for or against the proposed amendment. Amendments to the Bylaws require the affirmative vote of two-thirds of the Regular Members voting at the Annual Meeting in person or by proxy. Amendments will become effective immediately upon adoption unless the amendment itself otherwise provides.

Section 3. Prohibited Amendments. No amendment shall be considered which would permit the Society to be operated for profit or for the benefit of any individual. No amendment shall be considered which is in conflict with the Articles of Incorporation.

ARTICLE XII. INDEMNIFICATION

Section 1. Indemnification Policy. Each person who has been, now is, or hereafter shall be a Director, officer, employee or Member of the Society may be indemnified by the Society through the purchase of insurance designated for that purpose, to protect against awards in excess of its treasury funds and as provided by law against all expenses reasonably incurred by them in connection with any action, suit, proceeding for settlement or compromise thereof, or payment of any judgment or fine in which they may become involved by reason of any act or omission, provided such act was done or omitted in good faith for the benefit of the Society. The purchase of such insurance is not required by these Bylaws and shall be at the discretion of the Board of Directors.

Section 2. Limits of Indemnification. To the fullest extent permitted by law, the Society shall indemnify all Directors, officers, employees and agents of the Society against expenses actually and reasonably incurred by them in connection with the defense of any civil action, suit or proceeding in which they are made or threatened to be made a party by reason of having been a Director, officer, employee or agent; except in relation to matters as to which they are adjudged in the action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties for the Society, or in which they received an improper personal benefit. No officer, Director or Member of the Society shall have personal any personal

obligation to indemnify or defend any Directors, officers, employees and agents of the Society under this Section, it being the expressed intent of the Society that such costs be paid solely out of (a) insurance purchased by the Society for such purpose, if any, at the Board's discretion and (b) the assets of the Society.

ARTICLE XIII. GENERAL PROVISIONS

Section 1. Financial Obligations. All notes, drafts, contracts or other obligations of the Society shall be signed in the Society's behalf by the President or such other person as designated by the Board of Directors. The Society shall establish and maintain an appropriate account in an insured financial institution to conduct financial transactions for the Society.

Section 2. Corporate Seal. The seal of the Society shall bear the image of Thomas Jefferson, the name of the Society and the year of its organization. The seal shall be kept in the custody of the Secretary and shall be affixed to documents as required by law.

Adopted by the Membership at the Annual Meeting held on May 8, 2013.

Austin, Texas

Revisions adopted by the Membership at the Annual Meeting held on June 25, 2014.

Chicago, Illinois

Revisions adopted by the Membership at the Annual Meeting held on May 18, 2016.

Philadelphia, Pennsylvania.

Revisions adopted by the Membership at the Annual Meeting held on June 5, 2019.

Las Vegas, Nevada.