

**BYLAWS
OF
ARCHITECTURE, CULTURE AND SPIRITUALITY FORUM, INC.**

The *mission* of the Architecture, Culture and Spirituality Forum, Inc., is to provide an international forum for scholarship, education, practice, and advocacy regarding the cultural and spiritual significance of the built environment.

**ARTICLE I
ORGANIZATION**

Section 1. Name. This North Carolina nonprofit corporation shall be known as the ARCHITECTURE, CULTURE AND SPIRITUALITY FORUM, INC.

Section 2. Purpose. The role and purpose of the Corporation shall be that described in the Articles of Incorporation.

Section 3. Principal Office. The principal office of the Corporation shall be located at 811 North Bloodworth Street, Raleigh, North Carolina 27604, Wake County, North Carolina.

Section 4. Other Offices. The Corporation may have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II
MEMBERSHIP**

Members of the Corporation are current registered individuals in the Corporation's membership list. This definition may change in the future. Membership is reviewed and updated quarterly. The Board of Directors will maintain a list of current members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Power. The affairs of the Corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws. In addition, specific duties of the Board shall include the following:

Research

Set research priorities, organize research focus groups, and other means of focusing and executing research activities

Identify grant making and funding sources in support of research

Education

Develop and execute educational programs and activities

Publications

Review opportunities for publication and dissemination of the corporation's scholarship

Assess impacts and influence of publication activities

Symposia

Keep current symposia criteria, standards, and review processes

Review proposals for symposia

Assess outcomes of symposia

Manage continuing education credits or other benefit programs

Design

Initiate and execute design and professional practice-based activities

Awards

Manage the corporation's award and scholarship programs

Initiate and manage any design competitions

Grants

Initiate grant applications in support of corporation initiatives

Review and approve requests for the corporation to receive grants

and manage said grant to the extent of complying with the corporation's fiduciary responsibilities

Fundraising

Set fundraising goals, strategies and initiatives

Initiate and participate in the fundraising activities of the corporation

Fiduciary

Manage all aspects of the corporation's budget, income, and expenses, including all accounts, endowments, properties, and holdings

Execute all requirements to comply with the corporation's non-profit and tax-exempt status

Prepare and publish the corporation's annual report

Records

Maintain records of the corporation including minutes of the annual meetings, financial records, and other pertinent records

Communications

Maintain the corporation's website

Create and execute communication, advocacy, and outreach strategies

Other

Other priorities, activities, and initiatives as determined by the Board of Directors from time to time

Section 2. Number, Term and Qualification. The number of the members of the Board of Directors shall be not less than four (4) nor more than twelve (12). The members of the Board of Directors at any annual meeting may by resolution fix the number of Directors to be elected at the meeting; but in the absence of such resolution, the number of Directors elected at the meeting shall constitute the number of Directors of the Corporation until the next annual meeting of the Board of Directors, unless the number is changed by action of the Board of Directors. Each Director shall hold office until the third annual meeting of the Board of Directors following such Director's election and until a successor is elected and qualifies. Directors' terms are renewable. Directors need not be residents of the State of North Carolina.

Section 3. Election of Directors. Each Director shall be elected at any annual or special meeting of the Board of Directors by a vote of a simple majority of the Directors at the time in office. The election of the Directors shall be a part of the order of business of each annual meeting of the Board of Directors. Terms of all members of the Board of

Directors are staggered such that no more than one-third (1/3) of the Board of Directors is elected at any given year.

Section 4. Removal. Directors may be removed from office at any time with or without cause by the Directors by a two-thirds (2/3) majority. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 5. Resignation. A Director may resign at any time by communicating such resignation to the Board of Directors, its presiding officer or to the Corporation. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 4. Vacancies. A vacancy occurring in the Board of Directors may be filled by a simple majority of the remaining Directors at any regular meeting or special meeting of the Board.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall hold meetings at such time and place as shall be designated by the Chairman of the Executive Committee. If for any reason it is necessary to change the date, time, or place of the scheduled meeting, an alternate date, time or place will be set by the Chairman of the Executive Committee. All Directors will be notified of the cancellation of the regular meeting and informed of the alternate date, time and place on an immediate basis as soon as it is determined that the regularly scheduled meeting is to be cancelled. Directors will be notified of changes in the regular schedule at least five (5) days prior to the regularly scheduled meeting or the alternate date established for such regular meeting, whichever is earlier. When meetings are to be held which will not allow for five (5) days notice, they must be held as special meetings as provided in Section 3.

Section 2. Annual Meeting. The annual meeting shall be held during the first quarter of each fiscal year, usually in June. Written or printed notice stating the time and place of the annual meeting shall be delivered not less than ten (10) nor more than ninety (90) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Executive Committee, to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address of record, with postage thereon prepaid. In addition to the foregoing, notice of a substitute annual meeting shall state that the annual meeting was not held on the day designated by these Bylaws and that such substitute annual meeting is being held in lieu of and is designated as such annual meeting. The Chairman of the Executive Committee will determine the date of such substitute annual meeting. Such notice may be waived with the written consent of all of the Directors.

When a regular, annual or special meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days in any one

adjournment, no notice need be given of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 3. Special Meetings. Special meetings may, from time to time, be necessary to consider some business of an urgent nature which cannot be delayed until the next regularly scheduled meeting. Special meetings may be held on seven (7) days notice at the call of the Chairman of the Executive Committee, or in his absence, the President of the Executive Committee, if any, or at the call of a simple majority of the Directors and may be conducted by the most feasible means, including electronically. Every reasonable effort will be made to notify all Directors as to date, place and time of special meetings as early as possible after the decision to call such a meeting.

Section 4. Attendance and Quorum. Attendance records of all meetings shall be maintained. Directors are encouraged to make reasonable effort to attend all meetings. A simple majority of the Directors shall constitute a quorum for the conduct of business, and the act of a simple majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, those present may receive and review any reports which do not require Board action and/or they may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, whether done before or after the action so taken. Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, if all members of the committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the committee, whether done before or after the action so taken.

Section 6. Meeting by Conference Telephone. Any one or more Directors or of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors or of a committee, as the case may be, participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 7. Orientation and Continuing Education. The Board of Directors, assisted by the President, will provide a comprehensive orientation program for all new Directors to enhance the effectiveness of their participation. An appropriate continuing education program for Directors is the responsibility of the officers.

ARTICLE V
OFFICERS OF THE CORPORATION

Section 1. Titles and Elections. The Board of Directors, by resolution adopted by a vote of a simple majority of the Board of Directors then in office, may designate two Directors to constitute Chairman and President of an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of the Corporation during intervals between meetings. The duties of the Chairman of the Executive Committee include those of treasurer and the President of the Executive Committee include those of secretary. The Executive Committee implements decisions of the Board of Directors, provides leadership, and executes the operations of the Corporation.

Appointments to the Executive Committee are conducted by a specially designated member of the Board of Directors, who is not being considered for one of these positions. Vacancies in the membership of the Executive Committee shall be filled by a vote of a simple majority of the Board of Directors then in office at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

Section 2. Terms. Members of the Executive Committee are appointed by the Board of Directors to six (6) year renewable terms. Terms of appointments to the Executive Committee will be staggered as determined by the Board of Directors.

Section 3. Removal. Except in the event of resignation, removal or death, the officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a simple majority of the Board of Directors. Except as otherwise provided in this Section, any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

ARTICLE VI
COMMITTEES

Section 1. Committees. The Board of Directors may from time to time establish such committees, including an Executive Committee, as it deems necessary to assist it in carrying out its duties and responsibilities to the Corporation on a continuing basis. Except as specifically provided by these Bylaws, members of standing committees will be elected by the Board of Directors. All committee members need not serve on the Board of Directors.

Section 2. Authority and Reporting. Each committee shall have and exercise the powers and authority of the Board of Directors specifically granted to it in the resolution creating it or in these Bylaws. Each committee must keep minutes of its proceedings and report its action to the Board of Directors. Actions of a committee are

effective when taken or at such later date as the committee specifies, but are subject to ratification by the Board of Directors.

Section 3. Membership. Each member of a committee holds office until his successor is elected, or until he resigns or is removed from the committee. A member of a committee may succeed himself.

Section 4. Additional Advisors. The chairman of any committee may invite additional individuals with expertise in a particular area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

Section 5. Resignation and/or Removal. Any member of a committee may resign at any time by giving written notice to the chairman of the committee. Such resignation will be effective upon receipt or at any later date specified in the written notice. Any member of a committee may be removed at any time by a resolution adopted by a simple majority of the Board of Directors.

Section 6. Vacancies. A vacancy on any committee or an increase in the membership of any committee may be filled by a simple majority vote of the Board of Directors.

Section 7. Meetings and Notices.

(a) Meetings of a committee may be called at any time by the chairman of the committee, the Chairman of the Board of Directors, the President, or any two of the committee's members. Each committee shall meet as often as necessary to perform its duties, but not less often than specified in these Bylaws. Oral or written notice of the date, time and place of any meeting shall be given, except in emergencies, at least seventy-two (72) hours prior to the meeting.

(b) A simple majority of the voting members of a committee constitute a quorum for the transaction of business at any meeting of such committee. The act of a simple majority of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present is valid unless approved in writing by the absent members. Action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote thereat.

Section 8. Executive Committee. The Board of Directors, by resolution adopted by a vote of a simple majority of the Board of Directors then in office, may designate two Directors to constitute Chairman and President of an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of the Corporation during intervals between meetings. The duties of the Chairman of the Executive Committee include those of treasurer and the President of the Executive Committee include those of secretary. The Executive Committee implements decisions of the Board of Directors, provides leadership, and executes the operations of the Corporation. Members of the Executive

Committee are appointed by the Board of Directors to six (6) year renewable terms. Terms of appointments to the Executive Committee will be staggered as determined by the Board of Directors. Appointments to the Executive Committee are conducted by a specially designated member of the Board of Directors, who is not being considered for one of these positions. Vacancies in the membership of the Executive Committee shall be filled by a vote of a simple majority of the Board of Directors then in office at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

Section 9. Special Committees. Special committees may be appointed by the Chairman of the Board of Directors with concurrence of the Board of Directors for special tasks, as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except in those matters specifically designated by action of the Board of Directors. Reports, including any documentation, of the findings and/or actions of special committees will be made directly to the Board of Directors and will be included in the minutes of those bodies thereby negating the requirement for preparation of formal special committee minutes. Special committees shall stand discharged upon completion of the task for which appointed. Special committees to be formed shall include a Membership Committee and a Research and Publication Committee.

ARTICLE VII CONFLICTS OF INTEREST

Section 1. Good Faith. The Directors shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions as Directors, or knowledge gained therefrom, to their personal benefit and to the detriment of the Corporation.

Section 2. Exclusion From Voting. Any Director having a duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence directly or indirectly concerning the Board or any committee of the Board although he may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the status of the quorum. Any Director may raise an issue as to whether or not another Director has a conflict of interest with respect to any matter coming before the Board. In such case, the Board shall decide whether or not the conflict does exist, and, if a simple majority of the Board present at the meeting determines that a conflict does exist, the Director shall be excluded from voting. The Director shall not be entitled to vote with respect to whether he has a conflict of interest.

Section 3. Statements of Position. The foregoing sections shall not be construed as preventing a Director from briefly stating his position to the Board or a committee of the Board concerning a matter in which he has a duality or possible conflict

of interest, or from answering pertinent questions of other Directors concerning the matter, as his knowledge may be of great assistance to the Board.

Section 4. Compliance. The Chairman shall advise each new Director of this policy promptly after the new Director assumes the duties of his office. Any Director refusing or failing to comply with the provisions of this Article shall be notified by the Secretary that he has seven (7) days within which to comply, after which he shall be automatically suspended from all committees of the Board and shall not be allowed to attend or vote at Board meetings until he shall comply.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation and the word "Seal," and shall be adopted by resolution of the Board of Directors.

Section 2. Annual Report. The Chairman and the President shall present at the Corporation's annual symposium or a special meeting as called by the Chairman of the Executive Committee a report summarizing the business and financial condition of the Corporation.

Section 3. Property. The title of all property of the Corporation shall be vested in the Corporation. The signatures of the Chairman or President and the Secretary, or other persons designated by the Board of Directors, shall constitute proper authority for the purchase or other acquisition of property or sale or other disposition of property, or for the investment or other disposal of trust or other funds which are subject to the control of the Corporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be the year ending May 31st.

Section 5. Parliamentary Guide. Robert's Rules of Order, Newly Revised shall be the parliamentary guide for all matters not covered in these Bylaws, but may be deviated from by a simple majority vote of the Board on any given occasion.

Section 6. Amendment to the Bylaws and Articles of Incorporation. These Bylaws and the Articles of Incorporation of the Corporation may be amended by a two-thirds vote of the entire membership of the Board of Directors, provided notice of such amendment is mailed to each Director at least seven days before the meeting of the Board of Directors. Under special circumstances votes can be cast by proxy.

ARTICLE VIII INDEMNIFICATION

To the extent permitted by law, and in accord with applicable statutory requirements, the Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another Corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was not unlawful.

Any indemnifications under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Section.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or other provisions of these Bylaws or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another Corporation, domestic or foreign, nonprofit or for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

