

Evaluation of SCNCARB Incorporation Consideration of Continuing Incorporation May 27, 2025 /Updated on June 23, 2025

Background on Incorporation

- In 2009, the Southern Conference of NCARB (SCNCARB) considered incorporation primarily to address logistical issues related to financial transactions. At the time, the conference used NCARB's tax ID number, which led to complications with state accounting systems, resulting in payments being misdirected. The proposed solution was for the conference to obtain its own tax ID.

Per the conference minutes: March 2009

"[Counsel] was asked to check into the conference setting itself up as a non-profit and obtaining a tax ID number. The conference presently uses NCARB's tax ID number and with state accounting systems tying payees to specific addresses based on the tax ID number we have run into confusion with checks being sent to the wrong payee. It appears the only solution would be for the Conference to obtain its own number."

Currently, NCARB is successfully collecting and disbursing dues for all the other regions. No issues have been reported by the other regional executives. NCARB has collected dues for GA with no issues. There are no specific documented situations to support the statements in the minutes from 2009.

- Per the conference minutes: January 2010

Articles of Incorporation were filed in Alabama that state the Southern Conference of NCARB was formed to (1) Foster the enactment of uniform registration laws & rules; (2) Strive to equalize & improve standards; (3) promote the exchange of ideas & reciprocal registration among architectural registration & licensing boards in the Southern Conference.

- In 2013, SCNCARB applied for federal tax-exempt status as a 501(c)(3) entity to allow for tax-deductible donations related to the educator's conference. This application was not approved, but legal counsel indicated that SCNCARB could qualify as a 501(c)(6) organization.

Per the conference minutes: March 2013

"[Counsel] reported that R3 is the only region of NCARB that has established itself as a non-profit corporation. The corporation resides in Alabama. [Counsel] filed an application for federal tax-exempt status as a 501 (c)(3) entity. He did so in an effort to provide a path for tax exempt donations related to the educator's conference, should those be sought in the future. The application was not approved. [Counsel] was assured that R3 could be approved as a 501 (c)(6) corporation, so that application has been

submitted to the IRS. The only effect to R3 is that the organization cannot receive tax exempt donations.”

Current Considerations

- The initial reasons for incorporation—addressing tax ID issues and enabling tax-exempt donations—have not been realized in practice.
- The purpose of SCNCARB as stated in the incorporation documents largely overlaps with the existing role of NCARB’s regions.
- SCNCARB is not formally recognized by NCARB. Instead, NCARB acknowledges the 12 states within SCNCARB as “Region 3.” Participation in NCARB activities, including voting and meetings, occurs under Region 3, not SCNCARB as an incorporated entity.
- Leadership within the incorporated SCNCARB is not covered by NCARB’s insurance, meaning officers and directors do not have directors and officers (D&O) liability insurance coverage unless purchased separately. This leaves the leadership open to lawsuits without coverage.
- Unincorporating would result in financial savings of approximately \$6,000 of operating costs per year by eliminating tax and corporate filings, outside legal counsel, and a registered agent. Additionally, costs associated with obtaining D&O insurance can be upwards of \$10,000 annually. This total (\$16,000) is approximately 24% of our current annual budget.
- NCARB provides administrative support, including insurance, banking, and legal services, which regions can utilize without requiring separate incorporation. A Memorandum of Understanding with NCARB stating that the funds will go toward a Region 3 account, not to their general fund will be issued, thus stating how the funds will be used once transferred.

Conclusion

Incorporation was initially pursued to establish independence from NCARB’s authority and a way to collect tax exempt donations. However, the expected benefits have not materialized, nor has there been a need or desire to accept donations. Instead, incorporation has introduced additional costs, increased liability, and created an unnecessary and confusing distinction between SCNCARB and Region 3. Given these factors, it is worth reconsidering whether continued incorporation is necessary. By unincorporating, the region does not lose its identity, uniqueness, meeting rights, financial independence, it merely is not incorporated. Careful consideration must be given to how assets will be managed and distributed, ensuring compliance with both state and federal regulations. The region should also engage its members in the decision-making process, ensuring transparency and collective agreement on the path forward.

Bylaws and Articles of Incorporation – Governance Documents Review

According to the current governing documents, the region will need to amend the articles of incorporation and bylaws, as they currently conflict with each other. Any decision to dissolve the existing incorporation must comply with the dissolution provisions outlined in the Code of Alabama, the current governance documents, and federal tax law requirements. It is important to note that Alabama has recently adopted a new Nonprofit Corporation Act, with relevant provisions taking effect on January 1, 2025.

Like NCARB a 501(c)(6), SCNCARB should have been organized as a 501(c)(6) organization. However, its articles of incorporation and bylaws specify that its assets can only be used for 501(c)(3) charitable and educational purposes. One section requires SCNCARB assets to be distributed to its members, while another prohibits distribution upon dissolution. The region should address these governance document issues and contradictions before transferring its assets or dissolving. The articles of incorporation and bylaws, along with the Code of Alabama and federal tax provisions, will control the distribution of Region 3's assets upon dissolution.

Proposed Amendments to the Articles of Incorporation

Region 3 could consider using the text below to help ensure that the Region is able to dissolve and distribute its assets to NCARB (if that is the preferred approach; NCARB could then redirect those funds into a new bank account at Region 3 direction). For the revisions to Article VII, Section A, the proposed language requires distribution of remaining assets upon dissolution to NCARB instead of permitting the Board to distribute them to any organization for 501(c)(6) purposes.

Continued....

THE STATE OF ALABAMA I, D'WAYNE MAY,
CHOCTAW COUNTY Judge of probate in and for
said State and County, do hereby certify that the within and
foregoing is a true and correct copy of enc
as the same appears of record in my office on this
date, Record Book 27 Page 037
Given under my hand and seal of office this 15th
day of Jan 2010
D'Wayne May
Judge of Probate

#0570970	
Posted by: <u>[Signature]</u>	Checked by: <u>[Signature]</u>

FILED
CHOCTAW
COUNTY

JAN 15 PM 12:06

STATE OF ALABAMA
DOMESTIC NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

STEP 1: THIS FORM IS A GUIDELINE FOR COMPLETING YOUR ARTICLES OF INCORPORATION. TO INCORPORATE, FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF INCORPORATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$20. PLEASE CONTACT JUDGE OF PROBATE TO VERIFY FILING FEES.

STEP 2: NON-PROFIT CORPORATIONS MUST HAVE AT LEAST THREE DIRECTORS.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NON-PROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I The name of the corporation:
Southern Conference of NCARB
- Article II The duration of the corporation is perpetual, unless otherwise stated.
- Article III The corporation has been organized for the following purpose(s):
In coordination with NCARB, to: (1) Foster the enactment of uniform registration laws & rules; (2) Strive to equalize & improve standards; (3) promote the exchange of ideas & reciprocal registration among architectural registration & licensing boards in the Southern Conference.
- Article IV 10-3A-26. A corporation may have one or more classes of members or may have no members. If the corporation has one or more members, the designation of such class or classes, the manner of election or appointment and the qualification and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation.
- Article V The street address (NO PO BOX) of the registered office
231 Sandy Cut Road, Butler, Alabama and the name of
registered agent at that office Karen Owen
- Article VI The names and addresses of the Directors:
Anne Smith 301 West Broughton Street, Savannah, Georgia 31402
Ron Blitch, 757 St. Charles Avenue, New Orleans, Louisiana 70130
Kristine Harding, 104 Jefferson St, Hunstville, Alabama 35801
- Article VII The name(s) and address(es) of the Incorporator(s):
M. Jackson Nichols, 333 Fayetteville St., Suite 1200, Raleigh, N.C. 27601

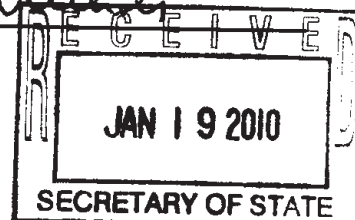
Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation
on this the 13th day of January, 2010.

THIS DOCUMENT PREPARED BY:
M. Jackson Nichols

M. Jackson Nichols
Type or Print Name of Incorporator

[Signature]
Signature of Incorporator



STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
AMENDMENT TO FORMATION/ARTICLES

PURPOSE: In order to amend a Nonprofit Corporation's Certificate of Formation/Articles of Incorporation under Section 10A-3-4.02 and 10A-1-3.13 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation was initially formed/incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within 3 business days of receipt by the Office of the Secretary of State is requested (10A-1-4.31) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link - you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

This form must be typed or laser printed.

1. The name of the corporation from the Certificate of Formation/Articles of Incorporation:

Southern Conference of NCARB

2. The date the Certificate of Formation was filed in the county: 01 / 15 / 2010 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 570 - 970 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

This form was prepared by: (type name and full address)

M. Jackson Nichols
Allen, Pinnix & Nichols, P.A.
Post Office Drawer 1270
Raleigh, NC 27602

BK.28 Pg. 011

FILED
CHOCTAW
COUNTY
2012 MAR 23 AM 10:22
D'WAYNE MAY
JUDGE OF PROBATE

(For County Probate Office Use Only)

(For SOS Use Only)

Alabama
Sec. Of State
Entity Change
570-970 DNP
Date 3/26/2012
Time 17:00
121005 5 Pg
File \$50.00
Ackn \$.00
Exp \$.00
Total \$50.00
06/021

DOMESTIC NONPROFIT CORPORATION AMENDMENT

Alabama
Sec. Of State
Entity Change DNP
570-970
Date 3/26/2012
Time 17:00
121005 5 Pg
File \$50.00
Ackn \$0.00
Exp \$0.00
Total \$50.00

4. The county in which the Certificate of Formation was filed: Choctaw
5. The titles, dates, and places of filing of any previous Amendments: n/a

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State must be attached.

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You may file the information as an Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a) (2) to effect the change in the public records database.]

6. The following amendment was adopted on 03 / 10 / 2012 (format MM/DD/YYYY):

see attachment

☐ Additional Amendments and the dates on which they were adopted are attached.

7. The Amendment or Amendments have been approved in the manner required by Title 10A of the Code of Alabama 1975 and the governing documents of the entity.

Item 8, 9, or 10 MUST be checked.

8. ☒ The members met on 03 / 10 / 2012 (MM/DD/YYYY) and adopted the Amendment by at least two-thirds of the votes entitled to be cast by members present or represented by proxy – a quorum was present.
9. ☐ The Amendment was adopted by a consent in writing signed by all members entitled to vote.
10. ☐ The board of directors met on / / (MM/DD/YYYY) and adopted the Amendment by majority vote of the directors in office – there are no members or no members entitled to vote.

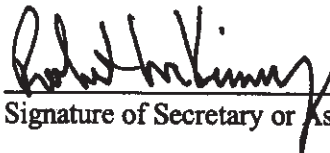
03 / 10 / 2012
Date (MM/DD/YYYY)

Anne K. Smith
Signature of President or Vice President required by 10A-3-4.02

Anne K. Smith, Chair
Typed Name and Title of Above Signature

DOMESTIC NONPROFIT CORPORATION AMENDMENT

03 / 10 / 2012
Date (MM/DD/YYYY)



Signature of Secretary or Assistant Secretary required by 10A-3-4.02

Robert McKinney, Secretary
Typed Name and Title of Above Signature

03 / 10 / 2012
Date (MM/DD/YYYY)



Witness Signature of Officer Signing Original Formation/Articles
required by 10A-3-4.02

Jenny Wilkinson, Executive Director
Typed Name and Title of Above Signature

FILED
CHOCTAW
COUNTY
2012 MAR 23 AM 10:22
D'WAYNE MAY
JUDGE OF PROBATE

**Southern Conference of NCARB
Articles of Amendment to Articles of Incorporation**

The following amendments were adopted:

Alabama									
Sec. Of State									
Entity Change	DNP								
570-970									
Date	3/26/2012								
Time	17:00								
121005	5 Pg								
File	\$50.00								
Ackn	\$0.00								
Exp	\$0.00								
Total	\$50.00								
06/021									

Article III

~~The corporation is organized exclusively for non-profitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). More specifically, the corporation has been organized to work in coordination with the National Council of Architectural Registration Boards to:~~

- 1) Foster the enactment of uniform registration laws and rules;
- 2) Strive to equalize and improve standards of examination for architectural registration;
- 3) Promote the exchange of ideas and reciprocal registration among architectural registration and licensing boards in the Southern Conference; and
- 4) Improve communication between architectural educators and regulators with the expressed purpose of benefiting architectural education for the protection of the public health, safety, and welfare.

Article IV

The corporation shall have members.

Article VIII

~~A Provisions regarding the distribution of the corporation's assets upon its dissolution.~~

~~No director, officer, employee or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.~~

~~More specifically, any remaining monies will be distributed pro rata to the Member state agencies, and any tangible assets offered to the Members. Any remaining tangible assets will be sold, and the proceeds evenly distributed to the Member state agencies. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.~~

B. Other Provisions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

THE STATE OF ALABAMA I, D'WAYNE MAY,
CHOCTAW COUNTY Judge of probate in and for
said State and County, do hereby certify that the within and
foregoing is a true and correct copy of Amendment
as the same appears of record in my office on this
date, Record Book 28 Page 231a
Given under my hand and seal of office this 12
day of March 20 12
D'Wayne May
Judge of Probate

Alabama
Sec. Of State
Entity Change
570-970 DNP
Date 3/26/2012
Time 17:00
121005 5 Pg
File \$50.00
Ackn \$.00
Exp \$.00
Total \$50.00
06/021

STATE OF ALABAMA

CHANGE BY AGENT OF AGENT NAME
and/ or REGISTERED OFFICE ADDRESS

PURPOSE: To change a registered agent's office address by delivering to the Secretary of State for filing a statement of change in accordance with 10A-1-5.33. Multiple entity identification (ID) numbers and corresponding names may be listed on one form for one fee.

INSTRUCTIONS TO OBTAIN INFORMATION TO COMPLETE

THIS FORM: You may obtain the Entity ID Number on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, type the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number (item 1 below). If you click on that number, you can view the Business Entity Details page to determine that you have located the correct entity. This verification step is strongly recommended – refunds will not be made if you use the wrong number.

Mail two copies (if you want a stamped copy for your records) of this filing and the \$25.00 fee to the Secretary of State, Business Services Division, PO Box 5616, Montgomery, Alabama, 36103-5616. You may pay by check, money order, or credit card. You may email one copy to miscellaneous.filings@sos.alabama.gov if you are paying with a credit card. Receipt of filings will only be acknowledge if the email method or registered/courier mail is used; we cannot search and acknowledge receipt of filings submitted via regular mail. Your change will not be indexed if the credit card does not authorize and will be removed if the check is dishonored.

This form must be typed or laser printed.
Fax deliveries will not be processed, acknowledged, or returned.

1. Alabama Entity ID Number (Format: 000-000): 570-970 The change will not be processed without this number.

The name of the entity as registered with the Secretary of State of Alabama:

Southern Conference of NCARB

OR

____ Multiple entities are involved in this change. A list of the Alabama Entity ID Numbers and registered entity names is attached.

1. Registered Agent's current Name (**must be completed**): _____

NATIONAL REGISTERED AGENTS INC

CHANGE Registered Agent's Name to: _____

National Registered Agents, Inc.

Alabama
Sec. Of State

Entity Change	
570-970	DNP
Date	6/25/2013
Time	17:00
130625	1pg
File	\$25.00
Ackn	\$.00
Exp	\$100.00

Total	\$125.00
00/000	

(For SOS Office Use Only)

CHANGE BY AGENT OF AGENT NAME and/ or REGISTERED OFFICE ADDRESS

2. Registered Office current Street Address (No PO Boxes) in Alabama (**must be completed**):

150 SOUTH PERRY STREET MONTGOMERY, AL 36104

Mailing Address (if different from Street Address):150 SOUTH PERRY STREET MONTGOMERY, AL 36104

CHANGE Registered Office current Street Address (No PO Boxes) in Alabama to:

2 North Jackson Street, Suite 605 Montgomery, AL 36104

Mailing Address (if different from Street Address):Not Provided

I, the undersigned, certify that written notice of this change was given to the entity named and identified entity identification number in this Change form at least 10 days before the date this Change form was filed with the Office of the Secretary of State of Alabama.

6/25/2013

Date

National Registered Agents, Inc.

Typed Name of Agent authorizing Change under 10A-1-5.33



Signature of Authority for Agent [10A-1-5.33(b)]

Kathleen Fritz, Vice President

Typed Name and Title of Signature for Agent [10A-1-5.33(b)]

Proposed Amendments to the Articles of Incorporation:

The first sentence of Article III of the Articles of Incorporation is hereby amended to read as follows:

The corporation is organized exclusively for non-profitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The second sentence of Article VIII, Section A is hereby amended to read as follows:

All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be distributed to the National Council of Architectural Registration Boards, a nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

The second paragraph of Article VIII, Section A is hereby deleted in its entirety.

Article VIII, Section B is hereby amended to read as follows:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(6) purposes.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

[Continued....](#)

BYLAWS OF THE SOUTHERN CONFERENCE OF NCARB

as of

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BYLAWS OF THE SOUTHERN CONFERENCE OF NCARB

as of June 17, 2023

ARTICLE I – NAME and SEAL

SECTION 1. Name. The name of the Corporation is SOUTHERN CONFERENCE of NCARB (“the Conference”).

SECTION 2. Seal. The seal of the Conference will be circular in form and shall bear the legend Corporate Seal of “SOUTHERN CONFERENCE OF NCARB” and words indicating that the Conference was incorporated in Alabama.

ARTICLE II - MISSION

The Conference is organized and shall be operated as a 501 (c)(6) organization..

ARTICLE III – DEFINITIONS

The following terms shall have the following meanings when used in these Bylaws:

“Conference” shall mean the Southern Conference of the National Council of Architectural Registration Boards.

“NCARB” shall mean the National Council of Architectural Registration Boards.

“Member Board” shall mean any political subdivision of the United States, including any State, Commonwealth, territory, dependency, and the District of Columbia, which has a law regulating the practice of architecture and which is authorized to certify that an applicant for registration as an architect is qualified.

“Board of Directors” shall mean the Conference Board of Directors.

“MBE” shall mean the duly elected Member Board Executive Director.

ARTICLE IV – MEMBERSHIP

SECTION 1. Members. The membership of the Conference shall be legally constituted Member Boards in good standing. Membership in the Conference shall be attained through acceptance by the Board of Directors. Every Member Board shall pay the annual membership dues. All Member Boards in good standing shall have equal rights.

SECTION 2. Removal. If, after written notification from the Board of Directors, a Member Board shall:

- 2.1 fail to pay its dues or other financial obligations to the Conference or NCARB, or
- 2.2 refuse registration or otherwise fail to register architects holding the NCARB Council Certificate for the reason that such architects are not the residents of the Member Board’s jurisdiction, or
- 2.3 fail to administer the Architect Registration Examination prepared by NCARB to all its applicants (other than applicants of whom it does not require a written examination) for registration, then the Board of Directors may recommend to the Conference that such Member Board be removed from membership in the Conference. Following such recommendation, the Conference may determine by the affirmative vote of not less than two-thirds of all Member Boards to remove such Member Board or, with respect to non-payment of dues or other financial obligations, waive or modify the Member Board’s obligation to pay such amounts due to the

Conference. The Conference shall notify NCARB of the removal of any Member Board.

ARTICLE V – OFFICES AND REGISTERED AGENTS

SECTION 1. Offices. The Conference continuously shall maintain in Alabama a registered office at such place as may be designated by the Board of Directors. The principal office of the Conference and such other offices as it may establish shall be located at such place(s) either within or without Alabama, as may be designated by the Board of Directors.

SECTION 2. Agent. The Conference continuously shall maintain within Alabama a registered agent.

SECTION 3. Changes. Any change in the registered office or registered agent of the Conference shall be accomplished in compliance with the Non-Profit laws of Alabama.

ARTICLE VI- MEETINGS

SECTION 1. Meetings.

- 1.1 Regional Meetings: The Conference shall meet at such regular times and dates as designated by the Chair or a majority of the members of the Executive Committee, and the Conference shall meet at least once annually for the purpose of electing a Regional Director and Officers, and for the transaction of other business.
- 1.2 Executive Committee: The Executive Committee shall meet at such times and dates as designated by the Chair, either in person or as noted in Section 6. Notification of meetings of the Executive Committee shall be issued at least one (1) day in advance of the meeting.
- 1.3 Board of Directors: The Board of Directors shall meet at such times and dates as designated by the Chair, either in person or as noted in Section 6.
- 1.4 Special Meetings: Special meetings may be held as determined by the Chair, either in person or as noted in Section 6.

SECTION 2. Notice of Meetings. Written notification of meetings shall be issued electronically by the Chair or the Chair's designee, and shall include the date, time, and method or place of the meeting, and shall be issued at least ten (10) days in advance of the meeting unless otherwise indicated in Section 1.

SECTION 3. Quorum. Fifty percent (50%) of the Member Boards, Board of Directors or Executive Committee Members present, as indicated by the type of meeting, shall constitute a quorum. The quorum shall be determined at the beginning of the business meeting.

SECTION 4. Parliamentary Rules. All meetings shall be conducted in an open, orderly, and fair manner. *Robert's Rules of Order*, as revised, shall apply to all deliberations, except when not in conflict with the Bylaws of the Conference.

SECTION 5. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Conference or the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

SECTION 6. Meeting by Communications Device. Unless otherwise provided in the Articles of Incorporation, the Board may permit Executive Committee Meetings, Board of Directors Meetings, or Special Meetings by any means of communication by which all participants may simultaneously participate in the meeting. A participant in a meeting by this means is deemed to be present in person at the meeting.

SECTION 7. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors or a Committee may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors or all the members of the committee, and all participants consent to such action in writing, setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board of Directors or the Committee and have the same force and effect as a vote of the Board of Directors or of the Committee at a meeting, whether done before or after the action so taken.

SECTION 8. Voting. The affirmative vote of two-thirds of all Member Boards present is required to pass any amendment to these Bylaws, and there shall be no voting by proxy for an amendment to these bylaws. The affirmative vote of a majority of all Member Boards present is required to pass any other resolution or motion or to elect any officer.

- 8.1. Each Member Board has one (1) vote in Conference matters to be cast by their Director or Temporary Proxy; and
- 8.2. voting by absentee ballot is not allowed, but each Member Board may participate and vote by telephone or by use of a telecommunication software, such as Zoom or WebEx; and
- 8.3. in the event of tie votes on matters other than elections, after three consecutive tie votes, the Regional Director shall be required to cast a vote on the fourth ballot or vote, which shall be held in secret and separately and only counted in the case of a tie vote. The tie breaking ballot or vote shall be in addition to any other ballot which that person is otherwise authorized to cast; and
- 8.4. in the case of tie votes in an election, after three consecutive tie votes the nominee for that office shall then be selected by a coin toss. The Regional Director shall perform the coin toss. The winner of the toss shall be elected/nominated to the respective office; and
- 8.5. the Executive Committee or the Board of Directors, upon motion and second, may, by majority vote, require that only Member Board Members, Regional Director, Regional Officers, Member Board Staff and Staff of the Conference shall be present during a conference election process.

SECTION 9. Delegates. Each Member Board shall be entitled to be represented at meetings of the Conference by one or more official delegates who shall be members of that Member Board. A Member Board may be represented by as many delegates as attend, but only one vote may be cast for each Member Board by its official delegate, who shall be its Director or Temporary Proxy.

ARTICLE VII – THE CONFERENCE BOARD OF DIRECTORS

SECTION 1. General Powers and Duties. The property, business, and affairs of the Conference shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Non-Profit laws of Alabama that are necessary or convenient to carry out the purposes of the Conference and which support and foster the purposes of the Conference as established in these Bylaws. Including, but not limited to the following:

SECTION 2. Duties of the Board of Directors:

- 2.1 Stay abreast of changes impacting the Member Boards and identify opportunities for new programs and services to support the mission of the Conference; and
- 2.2 may retain or seek legal counsel on all legal matters made by the Conference; and
- 2.3 solicit and suggest nominees from the membership for consideration for elected office to the Conference and NCARB; and
- 2.4 approve the annual budget; and

- 2.5 encourage members to participate on national committees and establish procedures to assure that those willing to serve are brought to the attention of the incoming President of NCARB; and
- 2.6 make decisions for hiring and compensating an Executive Director who shall serve at the pleasure of the Board of Directors, serve as a member of the Executive Committee and perform duties delegated by the Board of Directors in the Bylaws and Policy Manual.

SECTION 3. Composition, Election and Qualifications of the Board of Directors and MBE Representative.

The Conference Board of Directors shall be comprised of the Member Board Director designees, one Member Board Executive Director, and the Executive Director.

- 3.1. One Director selected from each Member Board who shall be:
 - a. a citizen of the United States; and
 - b. at the time of election or appointment by the Member Board, is serving as a member of a Member Board in good standing; and
 - c. the term of each shall be one year, or until replaced; and
 - d. terms begin at the close of the Annual Meeting; and
 - e. if a Director is unable to attend a meeting, the Member Board may appoint a Temporary Proxy meeting the requirements of this section, from their membership to represent them.
- 3.2. One Member Board Executive Director (MBE) who shall:
 - a. be a citizen of the United States; and
 - b. be an MBE or hold a comparable position as the primary administrator responsible for overseeing the activities of a Member Board at the time of election; and
 - c. at the time of election, be serving as an MBE of a Member Board in good standing*; and
 - d. serve a one-year term, or until replaced, the term shall begin at the close of the annual meeting; and
 - e. be nominated by vote of a simple majority of the Conference MBEs present; and
 - f. have written support from their Board members; and
 - g. be elected at the Regional Meeting; and
 - h. any vacancy in the position of MBE on the Southern Conference Board shall be filled by a vote of the majority of the members of the MBEs of the Southern Conference.

SECTION 4. Ex Officio Members. The Board of Directors may designate *ex officio* voting representative(s) or their designees.

SECTION 5. Compensation. No compensation shall be allowed to members of the Board of Directors.

SECTION 6. Vacancies. Any vacancy occurring in the Board of Directors during the year (including a vacancy created by an increase in the number of Directors made by changes in member-States in the Southern Conference of NCARB) may be filled for the unexpired portion of the term by the Member Board for which they represent.

SECTION 7. Resignation/Replacement. A Director may resign or be replaced at any time by the Member Board for which they represent by giving notice thereof in writing to the Executive Director.

SECTION 8. Committees.

- 8.1. *Executive Committee.* The Executive Committee shall consist of the Chair, Vice- Chair, Secretary/Treasurer, Regional Director, Member Board Executive Director, and the Executive

Director, who shall be an *ex-officio* non-voting member of the Executive Committee.

The duties of the Executive Committee are:

- a. to put into effect general policies, directions and instructions adopted by the Conference and the Board of Directors; and
- b. act for the Conference on matters within the jurisdictions granted the Officers and the Executive Committee by these Bylaws and the membership of the Southern Conference in between Board of Directors meetings; and
- c. to encourage members to participate on national committees and establish procedures to assure that those willing to serve are brought to the attention of the incoming President of NCARB; and
- d. foster engagement through leadership identification, mentoring and development.

- 8.2. *Other Board Committees.* The Chair may establish any committees deemed necessary to carry out the work of the Conference.

ARTICLE VIII – OFFICERS AND REGIONAL DIRECTOR OF THE CONFERENCE

SECTION 1. Officers. The Officers of the Conference shall consist of a Chair, a Vice-Chair, and a Secretary/Treasurer*. Individuals to serve in these capacities shall be elected by the Conference and given powers and duties consistent with these Bylaws. During the first Regional Meeting of the calendar year, or at other such time as determined by the Chair, the Conference shall meet and from among individuals meeting the qualifications of Article VIII, Section 2, nominate and elect, by majority vote and closed ballot, if requested, officers for the Conference. When nominations for officers are closed, the meeting may recess to allow

member board members to caucus with their respective Directors. The Regional Meeting shall then reassemble and, with only Directors or Temporary Proxies voting, elect officers for the coming year. Officers are unpaid.

- 1.1 *Chair.* The Chair shall:
 - a. have and exercise general charge and supervision of the affairs of the Conference; and
 - b. preside at meetings of the Conference, Board of Directors and Executive Committee; and
 - c. appoint committee members; and
 - d. perform such other duties and have such other powers as the Board of Directors may assign.
- 1.2. *Vice Chair.* The Vice Chair shall:
 - a. in the absence of the Chair or the event of the Chair's death, inability or refusal to act, perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair; and
 - b. preside at meetings of the Conference, Board of Directors and Executive Committee when the Chair is absent; and
 - c. perform such other duties and have such other powers as the Board of Directors may assign.
- 1.3. *Secretary/Treasurer.* The Secretary/ Treasurer shall:
 - a. preside at meetings of the Conference, Board of Directors and Executive Committee when the Chair and Vice-Chair are absent; and
 - b. subject to the direction of the Board of Directors, and with the assistance of the Executive Director, maintain general charge of the financial affairs of the Conference; and
 - c. with the assistance of the Executive Director, render a statement of the accounts of the transactions, and an annual report of the financial condition of the Conference; and
 - d. with the assistance of the Executive Director, be responsible for keeping an accurate record of the proceedings and actions of the Conference and the Board, including minutes, which shall be open for inspection as prescribed by law; and
 - e. may delegate to the Executive Director the actual performance of any or all duties as Secretary/Treasurer; and
 - f. perform such other duties and have such other powers as the Board of Directors may assign.

SECTION 2. Election, Qualifications, and Terms of Officers.

- 2.1 To be eligible for elective office as Chair, Vice Chair or Secretary/Treasurer in the Conference, a person shall be:
 - a. a citizen of the United States; and
 - b. at the time of election, serving as a member of a Member Board in good standing.Notwithstanding the above qualifications and limitations, a person who is a standing officer of the Conference at the time of election may seek the office Chair or Vice Chair in the case where the standing officer is no longer serving as a member of his or her Member Board.
- 2.2 The term of each officer shall be one year, or until re-elected or replaced. Officers shall be elected annually at a Regional Meeting, and terms shall begin at the close of the NCARB Annual Meeting.
- 2.3 Any vacancy in the office of the Chair shall be filled by the Vice-Chair assuming the office. Any vacancy in the office of Vice-Chair shall be filled by the Secretary/Treasurer assuming the office. Any vacancy in the office of Secretary/Treasurer shall be filled by an appointee designated by the Board of Directors to hold office for the balance of the unexpired term.

SECTION 3. Replacement and Travel Restrictions.

Any officer of the Conference no longer serving as a member of a Member Board, and any officer who has been restricted from traveling to any meeting of the Conference by their respective jurisdiction and provides proof in writing of such restriction, is entitled to:

- 3.1. complete that term of office, and
- 3.2. be reimbursed by the Conference pursuant to the Conference reimbursement policy for attending meetings of the Conference.

SECTION 4. Qualifications and Election of Regional Director.

Each year the Chair, or the Chair's Designee, shall seek interest from qualified candidates for nomination as Regional Director.

- 4.1. The nominee(s) for Regional Director shall be presented to the membership at the Regional Meeting.
- 4.2. A candidate for election as Regional Director shall meet the qualifications as expressed in the NCARB Bylaws.
- 4.3. When nominations for Regional Director are closed, the meeting shall recess to allow Member Board Members to caucus with their respective Director.
- 4.4. The Regional Meeting shall then reassemble and, with only Directors or Temporary Proxies voting, nominate to NCARB a Regional Director by a majority vote and closed ballot if required.
- 4.5. The term for Regional Director shall be one year and shall begin upon adjournment of the NCARB Annual Meeting and Conference. No person shall serve more than three consecutive one-year terms in succession as a Director.
- 4.6. The Regional Director shall:
 - a. represent the Southern Conference on the National Council Board and provide liaison between Southern Conference Member Boards and NCARB.
 - b. meet the fiduciary duties of prudent judgment, adherence to organizational purposes and by-laws, and avoidance of conflicts of interest.
 - c. report on all NCARB Board of Directors meetings to the membership within thirty days following any such meeting. Said report shall include any matters decided or voted upon by the NCARB Board of Directors.
 - d. coordinate with the Regional Chair and Regional Executive Director regarding any reports submitted to NCARB or to the Conference. Copies of any reports filed or received by NCARB shall be forwarded to the Conference Office for the records.
 - e. perform such other duties as may be designated by the Board of Directors.

ARTICLE IX – CONTRACTS, FINANCES AND INVESTMENTS

SECTION 1. Contracts. Consistent with the annual budget as approved by the Board of Directors, the Executive Committee may authorize the Chair, Secretary/Treasurer, or Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Conference, and such authority may be general or confined to specific instances. For any expenses not outlined in the annual budget, the Board of Directors may authorize the Chair, Secretary/Treasurer, or Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Conference, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Conference and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Conference, shall be approved by the Chair or the Secretary/Treasurer and in such manner as shall from time to time be determined by the Board of Directors.

- 3.1. No expenditure on any line item in excess of the budgeted amount shall be incurred or paid without the consent of a majority of the Board of Directors, provided the Executive Committee may authorize unanticipated expenditures in excess of a budget line so long as funds are available and the overall expenditures are within the budget.
- 3.2. All checks or electronic funds transfers over \$4,000.00 requires approval from two of the following:
 - a. Treasurer
 - b. Chair
 - c. Executive Director
- 3.3. All accounts are to be located in financial institutions approved by the Executive Committee.
- 3.4. A long-term reserve shall be maintained by the Conference amounting to no less than six (6) months operating expenses.

SECTION 4. Funds. All funds of the Conference not otherwise employed shall be deposited from time to time to the credit of the Conference in such depositories as may be selected by the Executive Committee.

SECTION 5. Acceptance of Gifts. The Board of Directors, or any Officer or Officers or agent or agents of the Conference to whom such authority may be delegated by the Board, may accept on behalf of the Conference any contribution, gift, bequest, or devise for the purposes of the Conference.

SECTION 6. Audits Annually, or on request of a majority of the Board, the accounts of the Conference shall be audited in accordance with Section 1.06(8) of the Conference Policy Manual, whose report shall be submitted to each member of the Board.

SECTION 7. Bond/Insurance. At the direction of the Board, the Secretary/Treasurer and the Executive Director of the Conference shall be bonded or insured against theft or loss. The Conference shall pay the expense of procuring any such bond.

SECTION 8. Fees. The Membership Dues charged by the Conference shall be set by the Board of Directors.

ARTICLE X - INDEMNIFICATION

SECTION 1. Indemnification Provisions. Any person who at any time serves or has served as a Director or Officer of the Conference or who, while serving as a Director or Officer of the Conference, serves or has served, at the request of the Conference, as a Director, Officer, partner, trustee, employee, or agent of another Conference, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Conference to the fullest extent permitted by law against all liabilities (as hereinafter defined) and litigation expenses (as hereinafter defined) in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitratative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Conference, seeking to hold him liable by reason of the fact that he is or was acting in such capacity; provided, that such indemnification shall not be effective with respect to (a) that portion of any liabilities or litigation expenses with respect to which the Claimant is entitled to receive payment under any insurance policy or (b) any liabilities or

litigation expenses incurred on account of any of the Claimant's activities which were at the time taken known or believed by the Claimant to be clearly in conflict with the best interests of the Conference.

SECTION 2. Definitions. As used in this Article, (a) liabilities shall include, without limitation, payments made in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which the Claimant may have become liable in any such action, suit or proceeding; (b) litigation expenses shall include, without limitation, (1) reasonable expenses, including attorneys' fees, incurred by the Claimant in connection with any proceeding, and (2) reasonable costs and expenses and attorneys' fees and expenses in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is successful in whole or in part.

SECTION 3. Approval of Indemnification Payments. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Conference to pay the indemnification required by Section 1 of this Article X, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board of Directors shall give notice to, and obtain approval by, the Member Boards for any decision to indemnify.

ARTICLE XI – DISSOLUTION

SECTION 1. The distribution of assets upon dissolution shall be consistent with a 501(c)(6) organization.

SECTION 2. Dissolution. ***Upon such dissolution or similar ending of the affairs of the Conference, after satisfaction of the Conference's liabilities, the remaining funds shall be distributed pursuant to the Conference's Articles of Incorporation.***

ARTICLE XII – GENERAL PROVISIONS

SECTION 1. Limit of Use of Property and Funds to Purposes of the Conference. No funds or property of the Conference shall be devoted to or expended for any purpose or objective not stated in the Conference's Articles of Incorporation, but all the Conference's funds and properties shall at all times be used exclusively for said conference purposes. In no event shall any of the funds or property of the Conference be used for personal benefit, by way of compensation, directly or indirectly, of these Officers or Directors. This Conference shall not have any title to or interest in any property of the NCARB nor be liable for any debt or pecuniary obligations of NCARB. The NCARB shall not have any title to or interest in the property of this Conference, and the NCARB shall not be liable for any debt or other obligations of this Conference.

SECTION 2. Amendments. Except as otherwise provided in the Articles of Incorporation or by law, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any meeting of the Conference of Member Boards if at least thirty (30) days written notice is given of the intention to take such action at such meeting.

SECTION 3. Fiscal Year. Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

SECTION 4. Definitions. Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the Alabama Nonprofit Corporation Act to the extent defined therein.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“**MOU**”), effective upon the last date of signature of the Parties below (the “**Effective Date**”), is by and between the National Council of Architectural Registration Boards (“**NCARB**”) and Southern Conference of NCARB (“**Region 3**”). NCARB and Region 3 may also be referred to herein as the “**Parties**” and each as a “**Party**.”

WHEREAS, Region 3 desires to dissolve and windup its corporate affairs; and

WHEREAS, given the Parties’ common interests and mutual desire to further NCARB’s Section 501(c)(6) tax-exempt purposes, the profession of licensed architects, and the efficient operation of architectural licensing boards, NCARB and Region 3 desire to collaborate in Region 3’s dissolution and windup as set forth herein and further described in Attachment A to ensure mutually agreeable use of Region 3’s remaining assets (the “**Project**”).

NOW, THEREFORE, for the mutual agreements and promises set forth herein and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to the following terms and conditions:

1. **Party Obligations.** To effectuate the Project, each Party shall perform its respective obligations set forth in Attachment A.
2. **Consultation and Exchange of Information.** The Parties shall, at such intervals as mutually deemed appropriate, convene meetings or otherwise report to the other Party on the progress of activities being carried out under the MOU and to collaborate on matters of common interest to advance the Project.
3. **Payments.** Except as otherwise specifically agreed to by the Parties, any and all costs, expenses, or liabilities of each Party arising out of this MOU shall be borne by the Party incurring the same.
4. **Term and Termination.** This MOU shall become effective upon the Effective Date and will remain in effect until each Party has satisfied its obligations under this MOU (the “**Term**”). Either Party may terminate this MOU without cause upon 30 days prior written notice to the other Party.
5. **Confidentiality.** No Party (each, a “**Receiving Party**”) will disclose or publish any information received as a result of this MOU from the other Party (each, a “**Furnishing Party**”) without the Furnishing Party’s express written consent, unless (a) the disclosure is to the Receiving Party’s attorneys or advisers who have an obligation of confidentiality, (b) disclosure is required by law or judicial order or requested by a regulatory body, (c) such information was publicly available prior to its disclosure by the Furnishing Party or thereafter becomes publicly available without any violation of this MOU by the Receiving Party, (d) the information was available to the Receiving Party on a non-confidential basis prior to its disclosure by the Furnishing Party, or (e) the information becomes available to the Receiving Party from a person other than the Furnishing Party or its representatives

and such person is not, to the best knowledge of the Receiving Party, subject to any legally binding obligation to keep such information confidential.

6. **Relationship of the Parties.** This MOU shall not create or be deemed to create any agency, partnership, or joint venture between the Parties. No Party shall represent itself as the agent, legal representative, or partner of the other Party for any purpose whatsoever, and shall have no right to create or assume any obligation of any kind, express or implied, for or on behalf of the other Party in any way whatsoever.
7. **Miscellaneous.** This MOU contains the entire understanding between the Parties with respect to its subject matter and supersedes all oral understandings, representations, prior discussions and preliminary agreements. No amendment of this MOU will be effective unless in writing and signed by all of the Parties. The failure by any Party to enforce any provision of this MOU will in no way be considered a waiver of such provision or in any way affect the validity of this MOU. Each Party represents and warrants that it shall comply with all laws, rules, and regulations applicable to its activities pursuant to this MOU, including but not limited to antitrust and competition laws.

IN WITNESS WHEREOF, the Parties have executed this MOU by their duly authorized representatives as of the Effective Date.

**National Council of Architectural
Registration Boards, Inc.**

Southern Conference of NCARB

Douglas (Doug) Morgan, Vice President

[NAME, TITLE]

Date

Date

Attachment A to Memorandum of Understanding

a. *Responsibilities of All Parties.* The Parties agree to:

- i. Continue their mutual, good-faith collaboration on the Project.

b. *Region 3's Responsibilities.* Region 3 shall:

- i. Amend its governance documents (including its Certificate of Incorporation on file with the State of Alabama and its bylaws) to require Region 3 to distribute all its remaining assets to NCARB upon the dissolution and winding up of Region 3's affairs and the payment of any outstanding liabilities of Region 3 (the "**Distribution**");
- ii. Dissolve and windup its affairs pursuant to applicable law; and
- iii. To remit the Distribution to NCARB promptly, but in no case later than ninety (90) days after the acceptance of Region 3's articles of dissolution by the State of Alabama.

c. *NCARB's Responsibilities.* NCARB shall return these assets to Region 3/the Southern Conference region of NCARB as directed by the Region. NCARB will remit these funds within 30 days of receipt of complete distribution instructions.