Southern Conference of NCARB
Regional Call/Pre-NCARB BOD
April 8, 2026
Teleconference

The meeting was called to order by Durrell at 11:02 Eastern/10:02 Central
James conducted the roll and confirmed that a quorum was present.

- Alabama
- Arkansas
- Florida
- Georgia
- Louisiana
- Mississippi
- North Carolina
- South Carolina
- Puerto Rico
- Tennessee
- Texas

NCARB's April Pre-BOD Meeting Agenda – Morrison and NCARB BOD/Staff reviewed the memo issued by Armstrong. Highlights include:

- Strategic planning
- Tri-National MRA
- Pathways to Practice
- AI Statement update
- Financial updates
- Investment policy update
- Resolution
- Volunteer Code of Conduct
- Funding Request
- FY 27 Budget

Approval of minutes from the 2026 Regional Summit General Session and BOD – Motion by Hillhouse seconded by Allen approved by all to approve the said minutes.

Open Discussion – Durrell recapped the history of the issues with the By-laws and articles of incorporation. At this time, they conflict with each other and must be amended to continue an active and in good standing incorporation status with the Alabama Secretary of State. A motion was made by Teague, seconded by Wagster and approved as set forth in the bylaws to amend the articles of incorporation and bylaws as described in the attached documents.

- Alabama - Approved
- Arkansas - Approved
- Florida - Approved
- Georgia - Approved
- Louisiana - Approved
- Mississippi – Not present for vote
- North Carolina – Approved
- South Carolina - Approved
- Puerto Rico – Not present for vote
- Tennessee - Approved
- Texas – Approved
- USVI – Not present for vote

With no further business, the meeting was adjourned at 12:20 p.m. Eastern/

Respectfully submitted,

Darren James
Secretary/Treasurer FY 26

Approved on April 30, 2026

Documents follow on next page

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 501501(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 50l(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).

Proposed Changes to the By-Laws

ARTICLE II - MISSION

The Conference is organized and shall be operated as a 501(c)(6) organization. ~~exclusively for charitable, scientific, literary and educational purposes within the meaning of sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the Code). More specifically, the Conference is formed 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 qualifications for architectural registration; (3) Promote the exchange of ideas and reciprocal registration among architectural registration and licensing boards in the Southern Conference; (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; and 5) foster engagement through leadership identification, mentoring and development.~~

ARTICLE XI – PROHIBITION AGAINST SHARING IN CONFERENCE EARNINGS: DISSOLUTION

SECTION 2. Dissolution. ~~Upon the dissolution of the Conference, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) 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. 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 Conference 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.~~

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 to the Conferences' Articles of Incorporation