

THE AMERICAN INSTITUTE OF ARCHITECTS ANTITRUST COMPLIANCE GUIDELINES

Introduction

The American Institute of Architects and its members are committed to full compliance with all laws and regulations, and to maintaining the highest ethical standards in the way we conduct our operations and activities. Our commitment includes strict compliance with federal and state antitrust laws, which are designed to protect this country's free competitive economy.

Responsibility for Antitrust Compliance

Compliance with the antitrust laws is a serious business. Antitrust violations may result in heavy fines for corporations, and in fines and even imprisonment for individuals. While the General Counsel provides guidance on antitrust matters, you bear the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws.

Antitrust Guidelines

In all operations and activities of the Institute, you must avoid any discussions or conduct that might violate the antitrust laws or even raise an appearance of impropriety. The following guidelines will help you do that:

- **Do not** have discussions with other members or competitors about any of the following subjects (unless you've first consulted legal counsel):
 - ◆ your prices for products or services, or prices charged by your competitors
 - ◆ costs, discounts, terms of sale, profit margins or anything else that might affect those prices
 - ◆ allocating markets, customers, territories or products with your competitors
 - ◆ limiting production

- ◆ whether or not to deal with any other business
- ◆ any competitively sensitive information concerning your own business or a competitor's.
- **Do not** stay at a meeting, or any other gathering, if those kinds of discussions are taking place.
- **Do not** discuss any other sensitive antitrust subjects (such as price discrimination, reciprocal dealing, or exclusive dealing agreements) without first consulting counsel.
- **Do not** create any documents, e-mail or other records that might be misinterpreted to suggest that the Institute condones or is involved in anticompetitive behavior.
- **Do** consult counsel about any documents or activities that touch on sensitive antitrust subjects such as pricing, market allocations, refusals to deal with any business, and the like.
- **Do** consult with counsel on any non-routine correspondence that requests one of the Institute's members to participate in projects or programs, submit data for such activities, or otherwise join other members in the Institute's actions.
- **Do** use an agenda and take accurate minutes at every meeting. Have counsel review the agenda and minutes before they are put into final form and circulated.

We're Here to Help

Whenever you have any question about whether particular Institute activities might raise antitrust or other problems, don't hesitate to contact us.

The American Institute of Architects
General Counsel's Office
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THE AMERICAN
INSTITUTE
OF ARCHITECTS

Ethics

FROM THE OFFICE OF GENERAL COUNSEL

2012 Code of Ethics & Professional Conduct

Preamble

Members of The American Institute of Architects are dedicated to the highest standards of professionalism, integrity, and competence. This Code of Ethics and Professional Conduct states guidelines for the conduct of Members in fulfilling those obligations. The Code is arranged in three tiers of statements: Canons, Ethical Standards, and Rules of Conduct:

- Canons are broad principles of conduct.
- Ethical Standards (E.S.) are more specific goals toward which Members should aspire in professional performance and behavior.
- Rules of Conduct (Rule) are mandatory; violation of a Rule is grounds for disciplinary action by the Institute. Rules of Conduct, in some instances, implement more than one Canon or Ethical Standard.

The Code applies to the professional activities of all classes of Members, wherever they occur. It addresses responsibilities to the public, which the profession serves and enriches; to the clients and users of architecture and in the building industries, who help to shape the built environment; and to the art and science of architecture, that continuum of knowledge and creation which is the heritage and legacy of the profession.

Commentary is provided for some of the Rules of Conduct. That commentary is meant to clarify or elaborate the intent of the rule. The commentary is not part of the Code. Enforcement will be determined by application of the Rules of Conduct alone; the commentary will assist those seeking to conform their conduct to the Code and those charged with its enforcement.

Statement in Compliance With Antitrust Law

The following practices are not, in themselves, unethical, unprofessional, or contrary to any policy of The American Institute of Architects or any of its components:

- (1) submitting, at any time, competitive bids or price quotations, including in circumstances where price is the sole or principal consideration in the selection of an architect;
- (2) providing discounts; or
- (3) providing free services.

Individual architects or architecture firms, acting alone and not on behalf of the Institute or any of its components, are free to decide for themselves whether or not to engage in any of these practices. Antitrust law permits the Institute, its components, or Members to advocate legislative or other government policies or actions relating to these practices. Finally, architects should continue to consult with state laws or regulations governing the practice of architecture.

CANON I

General Obligations

Members should maintain and advance their knowledge of the art and science of architecture, respect the body of architectural accomplishment, contribute to its growth, thoughtfully consider the social and environmental impact of their professional activities, and exercise learned and uncompromised professional judgment.

E.S. 1.1 Knowledge and Skill:
Members should strive to improve their professional knowledge and skill.

Rule 1.101 In practicing architecture, Members shall demonstrate a

consistent pattern of reasonable care and competence, and shall apply the technical knowledge and skill which is ordinarily applied by architects of good standing practicing in the same locality.

Commentary: By requiring a "consistent pattern" of adherence to the common law standard of competence, this rule allows for discipline of a Member who more than infrequently does not achieve that standard. Isolated instances of minor lapses would not provide the basis for discipline.

E.S. 1.2 Standards of Excellence:
Members should continually seek to raise the standards of aesthetic excellence, archi-

tectural education, research, training, and practice.

E.S. 1.3 Natural and Cultural Heritage:
Members should respect and help conserve their natural and cultural heritage while striving to improve the environment and the quality of life within it.

E.S. 1.4 Human Rights:
Members should uphold human rights in all their professional endeavors.

Rule 1.401 Members shall not discriminate in their professional activities on the basis of race, religion, gender, national origin, age, disability, or sexual orientation.

E.S. 1.5 Allied Arts & Industries:
Members should promote allied arts and contribute to the knowledge and capability of the building industries as a whole.

CANON II

Obligations to the Public

Members should embrace the spirit and letter of the law governing their professional affairs and should promote and serve the public interest in their personal and professional activities.

E.S. 2.1 Conduct:
Members should uphold the law in the conduct of their professional activities.

Rule 2.101 Members shall not, in the conduct of their professional practice, knowingly violate the law.

Commentary: The violation of any law, local, state or federal, occurring in the conduct of a Member's professional practice, is made the basis for discipline by this rule. This includes the federal Copyright Act, which prohibits copying architectural works without the permission of the copyright owner. Allegations of violations of this rule must be based on an independent finding of a violation of the law by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.102 Members shall neither offer nor make any payment or gift to a public official with the intent of influencing the official's judgment in connection with an existing or prospective project in which the Members are interested.

Commentary: This rule does not prohibit campaign contributions made in conformity with applicable campaign financing laws.

Rule 2.103 Members serving in a public capacity shall not accept payments or gifts which are intended to influence their judgment.

Rule 2.104 Members shall not engage in conduct involving fraud or wanton disregard of the rights of others.

Commentary: This rule addresses serious misconduct whether or not related to a Member's professional practice. When an alleged violation of this rule is based on a violation of a law, or of fraud, then its proof must be based on an independent finding of a violation of the law or a finding of fraud by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.105 If, in the course of their work on a project, the Members become aware of a decision taken by their employer or client which violates any law or regulation and which will, in the Members' judgment, materially affect adversely the safety to the public of the finished project, the Members shall:
(a) advise their employer or client against the decision,
(b) refuse to consent to the decision, and
(c) report the decision to the local building inspector or other public official charged with the enforcement of the applicable laws and regulations, unless the Members are able to cause the matter to be satisfactorily resolved by other means.

Commentary: This rule extends only to violations of the building laws that threaten the public safety. The obligation under this rule applies only to the safety of the finished project, an obligation coextensive with the usual undertaking of an architect.

Rule 2.106 Members shall not counsel or assist a client in conduct that the architect knows, or reasonably should know, is fraudulent or illegal.

E.S. 2.2 Public Interest Services:
Members should render public interest professional services, including pro bono services, and encourage their employees to render such services. Pro bono services are those rendered without expecting compensation, including those rendered for indigent persons, after disasters, or in other emergencies.

E.S. 2.3 Civic Responsibility:
Members should be involved in civic activities as citizens and

professionals, and should strive to improve public appreciation and understanding of architecture and the functions and responsibilities of architects.

Rule 2.301 Members making public statements on architectural issues shall disclose when they are being compensated for making such statements or when they have an economic interest in the issue.

CANON III

Obligations to the Client

Members should serve their clients competently and in a professional manner, and should exercise unprejudiced and unbiased judgment when performing all professional services.

E.S. 3.1 Competence:
Members should serve their clients in a timely and competent manner.

Rule 3.101 In performing professional services, Members shall take into account applicable laws and regulations. Members may rely on the advice of other qualified persons as to the intent and meaning of such regulations.

Rule 3.102 Members shall undertake to perform professional services only when they, together with those whom they may engage as consultants, are qualified by education, training, or experience in the specific technical areas involved.

Commentary: This rule is meant to ensure that Members not undertake projects that are beyond their professional capacity. Members venturing into areas that require expertise they do not possess may obtain that expertise by additional education, training, or through the retention of consultants with the necessary expertise.

Rule 3.103 Members shall not materially alter the scope or objectives of a project without the client's consent.

E.S. 3.2 Conflict of Interest:

Members should avoid conflicts of interest in their professional practices and fully disclose all unavoidable conflicts as they arise.

Rule 3.201 A Member shall not render professional services if the Member's professional judgment could be affected by responsibilities to another project or person, or by the Member's own interests, unless all those who rely on the Member's judgment consent after full disclosure.

Commentary: This rule is intended to embrace the full range of situations that may present a Member with a conflict between his interests or responsibilities and the interest of others. Those who are entitled to disclosure may include a client, owner, employer, contractor, or others who rely on or are affected by the Member's professional decisions. A Member who cannot appropriately communicate about a conflict directly with an affected person must take steps to ensure that disclosure is made by other means.

Rule 3.202 When acting by agreement of the parties as the independent interpreter of building contract documents and the judge of contract performance, Members shall render decisions impartially.

Commentary: This rule applies when the Member, though paid by the owner and owing the owner loyalty, is nonetheless required to act with impartiality in fulfilling the architect's professional responsibilities.

E.S. 3.3 Candor and Truthfulness:

Members should be candid and truthful in their professional communications and keep their clients reasonably informed about the clients' projects.

Rule 3.301 Members shall not intentionally or recklessly mislead existing or prospective clients about the results that can be achieved through the use of the Members' services, nor shall the Members state that they can achieve results by means that violate applicable law or this Code.

Commentary: This rule is meant to preclude dishonest, reckless, or illegal representations by a Member either in

the course of soliciting a client or during performance.

E.S. 3.4 Confidentiality:

Members should safeguard the trust placed in them by their clients.

Rule 3.401 Members shall not knowingly disclose information that would adversely affect their client or that they have been asked to maintain in confidence, except as otherwise allowed or required by this Code or applicable law.

Commentary: To encourage the full and open exchange of information necessary for a successful professional relationship, Members must recognize and respect the sensitive nature of confidential client communications. Because the law does not recognize an architect-client privilege, however, the rule permits a Member to reveal a confidence when a failure to do so would be unlawful or contrary to another ethical duty imposed by this Code.

CANON IV**Obligations to the Profession**

Members should uphold the integrity and dignity of the profession.

E.S. 4.1 Honesty and Fairness:

Members should pursue their professional activities with honesty and fairness.

Rule 4.101 Members having substantial information which leads to a reasonable belief that another Member has committed a violation of this Code which raises a serious question as to that Member's honesty, trustworthiness, or fitness as a Member, shall file a complaint with the National Ethics Council.

Commentary: Often, only an architect can recognize that the behavior of another architect poses a serious question as to that other's professional integrity. In those circumstances, the duty to the professional's calling requires that a complaint be filed. In most jurisdictions, a complaint that invokes professional standards is protected from a libel or slander action if the complaint was made in good faith. If in doubt, a Member

should seek counsel before reporting on another under this rule.

Rule 4.102 Members shall not sign or seal drawings, specifications, reports, or other professional work for which they do not have responsible control.

Commentary: Responsible control means the degree of knowledge and supervision ordinarily required by the professional standard of care. With respect to the work of licensed consultants, Members may sign or seal such work if they have reviewed it, coordinated its preparation, or intend to be responsible for its adequacy.

Rule 4.103 Members speaking in their professional capacity shall not knowingly make false statements of material fact.

Commentary: This rule applies to statements in all professional contexts, including applications for licensure and AIA membership.

E.S. 4.2 Dignity and Integrity:

Members should strive, through their actions, to promote the dignity and integrity of the profession, and to ensure that their representatives and employees conform their conduct to this Code.

Rule 4.201 Members shall not make misleading, deceptive, or false statements or claims about their professional qualifications, experience, or performance and shall accurately state the scope and nature of their responsibilities in connection with work for which they are claiming credit.

Commentary: This rule is meant to prevent Members from claiming or implying credit for work which they did not do, misleading others, and denying other participants in a project their proper share of credit.

Rule 4.202 Members shall make reasonable efforts to ensure that those over whom they have supervisory authority conform their conduct to this Code.

Commentary: What constitutes "reasonable efforts" under this rule is a common sense matter. As it makes sense to ensure that those over whom the

architect exercises supervision be made generally aware of the Code, it can also make sense to bring a particular provision to the attention of a particular employee when a situation is present which might give rise to violation.

CANON V

Obligations to Colleagues

Members should respect the rights and acknowledge the professional aspirations and contributions of their colleagues.

E.S. 5.1 Professional Environment: Members should provide their associates and employees with a suitable working environment, compensate them fairly, and facilitate their professional development.

E.S. 5.2 Intern and Professional Development: Members should recognize and fulfill their obligation to nurture fellow professionals as they progress through all stages of their career, beginning with professional education in the academy, progressing through internship and continuing throughout their career.

Rule 5.201 Members who have agreed to work with individuals engaged in an architectural internship program or an experience requirement for licensure shall reasonably assist in proper and timely documentation in accordance with that program.

E.S. 5.3 Professional Recognition: Members should build their professional reputation on the merits of their own service and performance and should recognize and give credit to others for the professional work they have performed.

Rule 5.301 Members shall recognize and respect the professional contributions of their employees, employers, professional colleagues, and business associates.

Rule 5.302 Members leaving a firm shall not, without the permission of their employer or partner, take designs, drawings, data, reports, notes, or other materials relating to the firm's work, whether or not performed by the Member.

Rule 5.303 A Member shall not unreasonably withhold permission from a departing employee or partner to take copies of designs, drawings, data, reports, notes, or other materials relating to work performed by the employee or partner that are not confidential.

Commentary: A Member may impose reasonable conditions, such as the payment of copying costs, on the right of departing persons to take copies of their work.

CANON VI

Obligations to the Environment

Members should promote sustainable design and development principles in their professional activities.

E.S. 6.1 Sustainable Design: In performing design work, Members should be environmentally responsible and advocate sustainable building and site design.

E.S. 6.2 Sustainable Development: In performing professional services, Members should advocate the design, construction, and operation of sustainable buildings and communities.

E.S. 6.3 Sustainable Practices: Members should use sustainable practices within their firms and professional organizations, and they should encourage their clients to do the same.

RULES OF APPLICATION, ENFORCEMENT, AND AMENDMENT

Application

The Code of Ethics and Professional Conduct applies to the professional activities of all members of the AIA.

Enforcement

The Bylaws of the Institute state procedures for the enforcement of the **Code of Ethics and Professional Conduct**. Such procedures provide that:

(1) Enforcement of the Code is administered through a National Ethics Council, appointed by the AIA Board of Directors.

(2) Formal charges are filed directly with the National Ethics Council by Members, components, or anyone directly aggrieved by the conduct of the Members.

(3) Penalties that may be imposed by the National Ethics Council are:

- (a) Admonition
- (b) Censure
- (c) Suspension of membership for a period of time
- (d) Termination of membership.

(4) Appeal procedures are available.

(5) All proceedings are confidential, as is the imposition of an admonishment; however, all other penalties shall be made public.

Enforcement of Rules 4.101 and 4.202 refer to and support enforcement of other Rules. A violation of Rules 4.101 or 4.202 cannot be established without proof of a pertinent violation of at least one other Rule.

Amendment

The **Code of Ethics and Professional Conduct** may be amended by the convention of the Institute under the same procedures as are necessary to amend the Institute's Bylaws. The Code may also be amended by the AIA Board of Directors upon a two-thirds vote of the entire Board.

**2012 Edition. This copy of the Code of Ethics is current as of September 2012. Contact the General Counsel's Office for further information at (202) 626-7348.*