

Bylaws



Baltimore
the professional
association for design

The Bylaws of

AIGA – The Professional Association for Design, Baltimore Incorporated

CHAPTER BYLAWS

Draft, Awaiting Ratification

Revised and approved by the AIGA Baltimore Board of Directors May 12, 2014

Submitted for member approval

ARTICLE I: NAME

1.1 Name

The name of the corporation is “American Institute of Graphic Arts, Baltimore chapter, Inc.” or the Baltimore chapter of AIGA, the professional association for design (hereinafter, “AIGA Baltimore”).

1.2 Registered office

The registered office and the registered agent of AIGA Baltimore are those set forth in its articles of incorporation. The office and agent may be changed from time to time by the board of directors of AIGA Baltimore.

ARTICLE II: DEFINITIONS

2.1 Definitions

The following words, when used in these bylaws, or in any amendment to these bylaws, shall have the following meanings (unless the context clearly states otherwise):

2.1.1 “AIGA” shall mean and refer to AIGA, the professional association for design, a national membership organization and owner of the trademarks “American Institute of Graphic Arts” and “AIGA.”

2.1.2 “AIGA Baltimore” shall mean and refer to the AIGA, the professional association for design, Baltimore chapter, Inc., a chapter of AIGA.

2.1.3 “Chapter” shall mean and refer to members of AIGA who want to create a local organization affiliated with AIGA as the American Institute of Graphic Arts, Baltimore chapter, Inc., a not-for-profit corporation organized under the provisions of the state of Maryland.

2.1.4 “Board” or “board of directors” shall mean and refer to the board of directors of the chapter including the officers.

2.1.5 “Director” shall mean and refer to a member of the board of directors of the chapter.

2.1.6 “Officer” shall mean and refer to the president, secretary, or treasurer.

2.1.7 “Member” shall mean and refer to every person who holds membership in the chapter.

2.1.8 “Bylaws” shall mean and refer to these bylaws, as amended from time to time.

ARTICLE III: PURPOSE, MISSION AND OBJECTIVES

3.1 Purpose

The purposes of AIGA Baltimore are set forth in the articles of incorporation and follow in accordance with the mission statement of AIGA.

3.2 Mission

The mission of AIGA Baltimore is:

3.2.1 To advance design as a professional craft, strategic advantage and vital cultural force.

3.2.2 To provide leadership in the exchange of ideas and information, to encourage critical analysis and research and to

advance education and ethical practices for the design community of Baltimore.

3.2.3 To connect, inspire, and support all design professionals throughout the arc of their careers.

3.3 Objectives

3.3.1 To encourage excellence in design through a program of publications, exhibitions, competitions, lectures and other projects in the public interest which fall within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

3.3.2 To promote higher education in design through contact with and support of local educational institutions offering courses of study in design. To aid design students through portfolio reviews and other forms of professional counseling. To encourage research into the history design for the preservation and appreciation of past styles, techniques and influences;

3.3.3 To encourage and stimulate public interest in design through lectures, exhibitions, publications and other activities;

3.3.4 To elevate standards and quality of production in design by encouraging the introduction and development of new methods, techniques and materials;

3.3.5 To create a forum for the exchange of information, views, styles and techniques among those engaged in design;

3.3.6 To buy, rent, borrow or maintain premises, virtual and/or physical, where archives, collections and exhibitions may be housed and where meetings, research and educational programs may be conducted;

3.3.7 To employ such personnel as may be necessary in carrying out the chapter's functions; and

3.3.8 To fund the above-described programs through membership dues, publication, lecture and exhibition fees and contributions from members of the profession, the business community, the public and local, state and national funding agencies.

ARTICLE IV: POLICIES

4.1 Policies

AIGA Baltimore shall be noncommercial, nonsectarian and nonpartisan.

ARTICLE V: MEMBERSHIP

5.1 Conditions of membership

Members of the chapter shall consist of those persons, without limit as to number, who are interested in the objectives and purposes of the chapter. No one may be a member of the chapter without being a member of AIGA.

5.2 Description of members

Members may consist of any of the following:

5.2.1 Any individual who is responsible for, or directly involved in the creation of design and production of any communication arts material that incorporates graphic design, art direction, copywriting, photography

or illustration, including but not limited to:

Graphic designers, Book designers, Editorial designers, Type designers, Packaging directors, Art directors, Creative directors, Interaction designers, Information designers, Information architects, Industrial Designers, Broadcast designers, Environmental designers, Industrial designers, Software designers, Signage designers, Illustrators, Photographers, Animators, Usability researchers, CIOs, Product marketing managers, Design writers, Design educators, Web designers, Multimedia designers, Communications professionals

5.2.2 Individuals who represent companies that supply supportive services and materials to the creative process.

(Example: Representatives for printers, paper distributors, film producers, typographers and industry-related computer services.)

5.2.3 Full and part-time students pursuing a degree in design or related fields such as copywriting, art direction, or illustration.

5.3 Categories of membership

The board of directors of AIGA shall establish the categories of membership of the chapter. They are: Trustee, Design leader, Sustaining member, Supporter, Contributor. An additional category, Group, is provided to firms purchasing Sustaining member level memberships for three or more employees. Ownership of membership is retained by the firm, not any individuals.

5.4 Establishment of annual dues

The board of directors of AIGA shall establish the annual dues of all categories of membership of the chapter.

5.5 Payment of membership dues

All dues shall be paid annually to the office of AIGA.

ARTICLE VI: MEETINGS OF THE MEMBERSHIP

6.1 Place of meetings

Every meeting of the board of directors shall be held at a place within or without the state of Maryland as determined by the board of directors or the president.

6.2 Annual membership meeting

A meeting of Members shall be held annually, in the state of Maryland, to present the goals and objectives for the current year to the Membership. At the annual meeting, the board of directors will ask for feedback and comment from the membership, and transact other business as may be designated by the board of directors. The date and location of which will be announced to all members via the website, at a minimum of thirty (30) days prior to the meeting.

6.3 Special meetings

A special meeting of the members may be called at any time by the board of directors, by the president or by the secretary and must be called by the president or secretary upon the written demand of members holding twenty-five percent of the votes entitled to be cast at such a meeting. The written demand shall state the date and purpose of the meeting. The only business, which may be transacted at a special meeting of the members, is that which relates to the purpose of the meeting as stated in the written demand and in the notice of the meeting.

6.4 Notice of meetings of the members

A notice of each annual or special meeting shall be sent via email to every member entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the purpose of the meeting and that the notice is being issued by those calling the meeting. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.5 Adjournment of meeting

If a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting provided details of the new time and place are given at the time of adjournment. Only business that might have been transacted at the original meeting may be transacted at the adjourned meeting. However, if after the adjournment, the board fixes a new time or place for the adjourned meeting, notice must be given to all members entitled to vote at the meeting.

6.6 Quorum of members

A majority of AIGA Baltimore Membership or a minimum of one hundred members in good standing are entitled to vote at a meeting of the members, either present or represented by proxy, shall constitute a quorum for the transaction of any business at any such meeting. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.

6.7 Voting

Every member shall be entitled to one vote at every meeting of members. All matters, except as otherwise provided by the articles of incorporation or these bylaws, shall be decided by a majority of the votes cast at the meeting.

6.8 Chairman of meeting

At every meeting of members, the president, or in the absence of the president, the secretary shall act as chairperson of the meeting. In the absence of both the president and secretary, a chairperson of the meeting shall be chosen by a majority of the votes cast by the members present or represented by proxy and entitled to vote at the meeting.

6.9 Written consent of members without a meeting

Whenever the members are required or permitted to take an action by vote, such action may be taken without a meeting on written consent, setting forth the action taken or to be taken, signed by the members entitled to vote on the action. Such consent shall have the same effect as a majority vote of the members.

6.10 Proxies

A vote may be cast by proxy executed in writing by the member whose vote is subject to proxy. All proxies shall be in writing and filed with the secretary before the meeting.

ARTICLE VII: BOARD OF DIRECTORS

7.1 Board of directors

7.1.1 Each director is elected to serve and represent the entire membership of AIGA Baltimore to the best of their ability, in accordance with the AIGA mission and the description of the board position.

7.1.2 The initial directors of AIGA Baltimore are named in the articles of incorporation.

7.1.3 Only members may be elected to serve as directors.

7.1.4 Terms for directors will be two years. Each director shall serve two years, or until his or her successor is elected, whichever comes first. Any director may be reelected for one additional consecutive term (to serve a total of four consecutive years on the board). A director who has completed two consecutive terms may not be elected for an additional term, except after an intervening period of at least one year; provided that service as a director to complete an unexpired term upon election to a vacancy, shall not constitute a "term" for the purpose of this section.

7.1.5 Every effort should be made to stagger the terms of directors, for the purposes of organizational stability. This means that at any given time, the terms of the directors comprising the board should not expire in the same year.

7.1.6 Directors are required to attend a minimum of four chapter events per year, in addition to the annual membership meeting and the board retreat.

7.2 Powers of directors

The board of directors shall determine the policies and activities of the chapter, approve the annual plan of events and expenditures, authorize disbursements, take counsel with committees and have general management of the chapter and its affairs.

7.3 Number and election

The board of directors shall consist of no less than five (5) nor more than fifteen (15) members (including the officers) as determined from time to time by the board of directors. The directors shall be elected annually by a vote of the membership or any special meeting called for the purpose of electing a director should the number of directors fall below the minimum required. The membership will vote on the board of directors as an entire slate. Votes not cast will be counted as cast in approval.

7.4 Required positions

There are four required positions that must be filled at all times for the chapter to be in compliance with AIGA affiliation: president, secretary, treasurer and membership chair/director. Listed in the duties of directors are positions that historically have been seen to be needed to successfully run the chapter. Other positions may also be designated by the chapter to round out the directors whose duties are listed in Section 7.5. The additional position(s) for director(s) will be run on the same slate as the officers at the time of the annual election.

7.5 Duties of directors

7.5.1 Membership director duties. The membership director facilitates membership growth and retention by directing new membership campaigns, supporting active and prospective members, actively recruiting new members and coordinating volunteers. The director also maintains the chapter membership list based on information from the national office of the AIGA.

7.5.2 Event programming director duties. The event programming director is responsible for coordinating the events and programs of the chapter in conjunction with the event programming committee. The director works to set an annual programming calendar that reflects activities consistent with AIGA's national and local missions while meeting the needs of AIGA members. The director directs a committee that helps identify potential programs/speakers/issues of interest. The director also helps identify, appoint and supervise volunteers within the committee tasked with producing individual events and series.

7.5.3 Development director duties. The development director facilitates opportunities for local and regional companies to participate in and support Chapter programming and activities. The director increases understanding of the benefits of sponsorship within the local business community, and establishes and nurtures corporate partnerships within the guidelines of the national model. The director also oversees all

sponsorship transactions to insure receipt of related benefits.

7.5.4 Communication director duties. The communication director is responsible for the public image of the chapter through its collateral, website, newsletter, press releases and additional marketing and communication efforts. The director acts as a monitor to ensure that all chapter communications are accurate, articulate and consistent. The director also oversees initiatives which communicate relevant ideas and information to the local design community.

7.6 Meeting of directors

7.6.1 Regular meetings of the board of directors shall be held at such time and place as the board of directors appoints.

7.6.2 Special meetings of the board of directors may be called by the president or any director, with the provision of seven (7) business days notice via letter, email, telephone, or verbal message to each director.

7.6.3 Attendance at board meetings is required, with monthly reports from directors submitted a minimum of 72 hours prior to the monthly meeting. If the director is unable to attend, a notice accompanied by the monthly report must be submitted prior to the meeting. The director may be represented by a committee member to provide the report to the board.

7.7 Voting of directors

Except as otherwise provided by these bylaws:

7.7.1 A majority of the directors in office present at any meeting shall constitute a quorum for the transaction of business.

7.7.2 Each director is entitled to one vote.

7.7.3 The acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the board of directors.

7.8 Powers of directors

All powers of AIGA Baltimore shall be exercised by or under the authority of the board of directors and all the business affairs of AIGA Baltimore shall be supervised by the board of directors. The board of directors shall have the power to conduct and manage the affairs and business of the corporation and shall make all major policy decisions of AIGA Baltimore.

7.9 Removal of directors

Subject to the provisions of the state of Maryland's not-for-profit corporation laws, any or all of the directors may be removed by a majority vote of the board, provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

7.9.1 A director may resign his or her position at any time by tendering written notice to all of the other directors, which shall take effect immediately or at a given future date, as provided.

7.10 Compensation and reimbursement

Directors shall not receive any compensation or remuneration for their services as directors. However, directors shall be entitled to receive from the chapter reimbursement for the reasonable expenses incurred in the performance of their duties, as determined by the board.

7.11 Employees and consultants as directors

Directors are not eligible to act as consultants, vendors and/or employees of AIGA Baltimore.

7.12 Place and time of meeting of the board

Any meeting of the board, regular or special, may be held at any place within or without the state of

Maryland. Directors shall receive notice of the place and time of the meeting of the board in person or via telephone, email or mail at least fifteen (15) days in advance of the meeting.

7.13 Local chapter board retreat

An annual chapter retreat shall be held once per year for the purposes of:

- A. planning the year's agenda, business, events and activities;
- B. conducting other business as may be designated by the president

7.14 Adjourned meetings

A majority of directors present at any meeting of the board, including an adjourned meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of any adjourned meeting of the board shall be given to all directors whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

7.15 Written consent

Any action required to be taken by the board of directors may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing, including by email, to such action. Such written consents shall be filed with the minutes of the proceedings of the board, and such action by written consent shall have the same force and effect as a unanimous vote of the directors.

7.16 Vacancy

A vacancy on the Board of Directors shall be appointed by the board. The President and a minimum of two other board members including at least one director will recommend a candidate(s) to fulfill the term of the Board member resigning or being removed.

ARTICLE VIII: OFFICERS

8.1 Requirements

Only AIGA members may serve as officers.

8.2 Duties of officers

8.2.1 The president shall be the chief executive officer of AIGA Baltimore and shall in general supervise and control all the business and affairs of AIGA Baltimore. The president shall implement the policies formulated by the board of directors. The president shall preside at all meetings of AIGA Baltimore, unless he or she is unable, in which event the vice president shall preside. The president shall be an ex-officio member of all committees and may thereby appoint committee members unless otherwise provided by the bylaws. The president may, together with the secretary, execute on behalf of AIGA Baltimore any contract or other written instruction to which AIGA Baltimore is a party. The president shall perform such other duties as may be prescribed in these bylaws or assigned to him or her by AIGA Baltimore or by the board of directors and shall coordinate the work of all officers, directors, and committees of AIGA Baltimore in order that the purposes of AIGA Baltimore may be promoted.

8.2.2 The secretary shall act as an aide to the president and shall perform the duties of the president in the absence or disability of that officer to act. The secretary shall direct the membership director and ensure that on a monthly basis address changes of members in the chapter be sent to the national office in order to facilitate the national office's recordkeeping and monthly exchange of membership information with the chapter. The secretary shall ensure the minutes of all meetings of the board and the members are recorded. The secretary shall give notice of all meetings to the directors and members entitled to notice, as specified

in these Bylaws. The secretary shall have custody of all books, records and papers of AIGA Baltimore except when any of such documents shall be maintained by the treasurer or some other person authorized to have such custody. The secretary shall maintain appropriate and accurate accounts and records of all chapter activities. The secretary shall perform such other duties as may be assigned to him or her by the president or the board of directors.

8.2.3 The treasurer shall have custody of the funds and securities of AIGA Baltimore and see that they are deposited in such banks or trust companies as the board of directors shall designate. The treasurer shall have entered regularly a full and accurate account of all monies received and disbursed by AIGA Baltimore. A full Profit and Loss statement, together with such other reports that the treasurer is called to produce by the president or board of directors, must be submitted monthly to the board of directors. The treasurer shall make disbursements as authorized by the president or the board of directors. The treasurer shall make a full financial report at the annual meeting of the chapter and at such other times as the president or the board of directors may require. The treasurer shall be responsible for the maintenance of all accounts and financial records. The treasurer shall be responsible for coordinating the preparation and filing of income tax returns and other corporate filings required by the state Department of Assessments and Taxation, Comptroller's Office, and the Internal Revenue Service, which preparation and filing he or she may perform or may delegate to another officer or to a certified public accountant to perform, as determined by the board of directors. The treasurer shall be responsible for the collection of dues and all other funds (except those designated by the board of directors to be collected otherwise) and the deposit of such funds in appropriate chapter accounts. The treasurer shall perform such other duties as may be assigned to him or her by the president or the board of directors as well as coordination and supervision of the management company.

8.3 Terms

8.3.1 All officers shall serve a two year term, on a rotating basis, so not to turnover more than two board members in one month.

8.3.2 Each officer may not serve more than two consecutive terms (four years total) in the same position.

8.4 Interim officers and vacancies

8.4.1 Each officer shall continue to serve in his or her office after his or her term expires until the time that his or her successor is duly elected and takes office.

8.4.2 In the event an officer resigns, the board of directors shall either direct the remaining officers to fulfill the duties of the vacant office until a vote of the full membership occurs or appoint a member as an interim officer to serve the remainder of the departed officer's term. Until such time that the vacant office is filled, the remaining officers shall perform the duties of the vacant office.

8.5 Resignations

Any officer may resign at any time by written notice to the president or secretary. The resignation shall be effective immediately upon receipt, or at a given future date, if provided.

8.6 Forwarding documents

Officers shall deliver to their successors all official material and documents not later than ten (10) days following the election of their successors or immediately upon resignation and hold an in-person meeting to review all material and answer questions within thirty (30) days.

ARTICLE IX: COMMITTEES

9.1 Creation of committee and appointment

The board of directors shall establish such committees as it deems necessary to aid the chapter in carrying

out its activities. Chapter committees shall be chaired by a member of the board of directors. Chapter committees shall be responsible to the board of directors and may be altered at any time by the board of directors.

9.1.1 Appointments to committees. The director of a committee shall have the ability to select committee members from the members of AIGA Baltimore. Committee members should be AIGA Baltimore member or a would-be member in transition from non-member to member in a period of two months. The president and other board members shall assist a director of a committee to select members of said committee if the need arises.

9.2 Authority of committee

Each committee shall have and exercise all of the authority delegated to it by the board as specified in the resolution establishing the committee.

ARTICLE X: PROCEDURES

10.1 Robert's Rules of Order

The rules on parliamentary governance in Robert's Rules of Order shall govern the chapter in all cases in which they are applicable and in which they are consistent with these bylaws.

10.2 Election Process

Board selection shall be an ongoing process. At any time throughout the year, applicants may submit a resume and cover letter detailing which role or responsibilities they desire. A minimum of three current board members will review all applications: the president, the vice-president or a director-level board member, and one other board member. This committee must unanimously agree that the applicant is qualified and would add value to the board. Anyone who does not receive a unanimous appointment by the committee may re-apply after six months.

10.2.2 The vote on the slate. Once per year, a slate with all current board members will be prepared by the committee. This will be sent by email to the general membership for a vote and posted on the AIGA Baltimore website. A majority is required for the vote to be valid. Votes not returned by the membership will be cast as approved.

ARTICLE XI: FINANCE AND ACCOUNTING

11.1 Fiscal year

The fiscal year of this chapter shall be from July 1st to August 30th.

11.2 Accounting

The board of directors shall ensure an efficient system of accounts is maintained.

11.3 Annual budget

The board of directors shall, by a majority, vote, adopt and pass a budget no later than one month before the end of the fiscal year (July 1). The budget shall contain a statement of the current budget surplus or deficit and shall list the planned appropriations as well as anticipated revenues, if known at the time, for the fiscal year. The board of directors shall be permitted to make appropriations not listed in the budget as long as the appropriations do not exceed the gross amount of the annual budget.

11.4 Disbursements

All disbursements shall be made by voucher checks, which shall show the payee, the items of service rendered or materials purchased and the amount of payment. Disbursements shall not exceed the gross amount of the annual budget.

11.5 Deposits and institutions

The treasurer, president, co-president or vice-president will be the depositories of all funds of the chapter.

11.6 Signatures

The board of directors shall have the power to authorize which officers and employees, besides the treasurer, may execute voucher checks. Such changes and/or additions shall be made in an appropriate timeframe with the proper institution. When those designated to sign checks are unable to perform their functions, the board of directors shall designate substitutes.

11.7 Audits

The board of directors may provide for the audit of the chapter's accounting systems, provided that such audit is performed only by a qualified certified public accountant.

ARTICLE XII: ADVISORY BOARD

12.1 Purpose

Recognizing the frequent change caused by elections of the board of directors, an advisory board comprised of members with AIGA Baltimore experience shall ease transitions and provide continuity to chapter activities. The advisory board shall aid the board of directors in executing chapter initiatives, provide counsel to the executive committee or lead special initiatives.

12.2 Appointments

The advisory board consists of no more than six (6) and no less than three (3) AIGA members.

12.3 Requirements

Advisory board members must be AIGA members and perform three (3) tasks per year from the Advisory Board Letter of Commitment.

12.4 Meetings

Advisory committee meetings will be held quarterly. The date and time will be decided on by the advisory members. A representative of the AIGA Baltimore board will be one of the following: President, Co-president, Vice-President or in some instances a Director.

12.5 Meeting Attendance

Quarterly board meetings are mandatory for advisory board members. This meeting may be held in person, online/virtually or by phone.

12.6 Term

One year. Beginning September 1 of elected year, ending the final day of August one year later. Limits: Renewal of advisory committee agreement has no term limitation as long as the agreement continues to be met.

ARTICLE XIII: AMENDMENTS

13.1 Amendments

The board of directors may amend these bylaws by a majority vote of the board. Notice of such amendments must be sent to all board members at least 15 days before the time of voting. Any such amendments may be altered or repealed and new amendments adopted by a two-thirds vote of the members.

13.2 AIGA notification

A copy of the bylaws and any amended bylaws shall be submitted to the AIGA national office for its records.

ARTICLE XIV: NATIONAL AFFILIATION

14.1 Responsibilities

AIGA Baltimore shall undertake to perform to the fullest extent practicable those responsibilities defined within AIGA's bylaws, chapter guidelines and minimum standards of service for AIGA chapters. AIGA Baltimore's activities shall be compatible with the policies and objectives of AIGA, and on notice from the AIGA board of directors, shall cease conducting those activities deemed by the latter to be incompatible, unless such cessation would result in a violation of the chapter's articles of incorporation or the laws of the state of Maryland.

14.2 Reporting

AIGA Baltimore's board of directors shall provide for the prompt delivery of all reports requested by AIGA.

14.3 Outstanding debts

AIGA Baltimore's board of directors shall provide for the prompt payment of all indebtedness to AIGA.

14.4 Representation

As far as possible, the proper delegates from AIGA Baltimore shall represent the chapter at all appropriate conferences and meetings organized by AIGA. The board of directors shall make provision for the expense of representation at such events in preparing the budget of the chapter.

ARTICLE XV: DISSOLUTION

The Chapter may be dissolved only after a unanimous vote by the Chapter Board of Directors and with the approval of the National Organization. Upon dissolution of the Chapter, its net assets shall be paid over to the AIGA or to another not-for-profit organization as defined under Section 501(c)(3) of the Internal Revenue Code.