

**Constitution and bylaws of  
The American Institute of Graphic Arts  
(a New York not-for-profit corporation)**



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*Adopted by the Board of Directors of the American Institute of Graphic Arts, November 3, 1995, amended June 27, 1997, November 13, 1997, March 13, 1998, February 26, 2003 and October 26, 2003.*

The name of this organization shall be The American Institute of Graphic Arts, a Corporation (hereinafter called "AIGA" or "the Corporation"), as provided for in the Certificate of Incorporation approved December 6, 1927, according to the Membership Corporations Law of the State of New York. The American Institute of Graphic Arts was founded February 17, 1914, when the Constitution was adopted.

The purpose of AIGA is to set the national agenda for the role of design in its economic, social, political and cultural contexts. AIGA supports the interests of professionals, educators and students who are engaged in the process of designing, regardless of where they are in the arc of their careers. The disciplines represented in the profession include, but are not limited to, communication design, information architecture, book design, type design, design for new media, film and television, and design criticism.

AIGA serves as a hub of thought-leadership and activity for the designing community. The Corporation is committed to stimulating thinking about design through the exchange of ideas and information, the encouragement of critical analysis and research, and the advancement of education and ethical practice.

Using conferences, competitions, exhibitions, publications and websites, AIGA inspires, educates and informs designers, helping them to realize their talents and to advocate the value of design among the media, the business community, governments and the public.

*Article I. Offices and Registered Agent*

Section 1. Registered Office. The Corporation shall have and continuously maintain in the State of New York a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the Corporation's principal office in the State of New York. The registered agent or registered office, or both, may be changed from time to time by the Board of Directors.

Section 2. Other Offices. The Corporation may have such other offices either within or without the State of New York as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

*Article II. Members*

Section 1. Class of Members. The Corporation shall have three classes of Members, to be designated as regular, affiliated and group. The Members of the Corporation shall consist of those persons or organizations, without limit as to number, who are interested in the objects and purposes of the Corporation.

(a) Regular Members shall include all persons entitled to the full benefits of Membership.

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(b) Affiliated Members, such as student Members, are entitled to less than full privileges of Membership. They are not entitled to the voting privileges of a regular Member.

(c) Group Members are provided to an organization or corporation and offers multiple regular or affiliated Membership privileges to a set of employees or an affiliated group, as recommended by the Executive Director and approved by the Board.

(d) The privileges of Membership for each Membership class shall be recommended by the Executive Director as part of the annual budget and service plan and shall be approved by the Board of Directors by a majority vote of those present.

Section 2. Categories of Membership. Categories of Membership and Membership fees shall be recommended by the Executive Director and approved by the Board of Directors by a majority vote of those present at the meeting of the Board at which the annual budget is adopted. Categories will be based on criteria that will encourage long-term growth in Members' participation and support for the Corporation's activities. For each class of Member referred to in Section 1 of this Article II, there may be several categories of Membership.

Section 3. Election to Membership. Any individual or group eligible for Membership under Article II, Section 1, of these Bylaws may be accepted for Membership following written application in such form as the Board of Directors shall from time to time determine. Acceptance by the Board of Directors or the Executive Committee on behalf of the Board shall be required for Membership.

Section 4. Voting Rights. Each regular Member shall be entitled to one vote on each matter submitted to a vote of the Members. If regular group Memberships are authorized by the Board, each regular group Member shall appoint and certify to the Secretary of the Corporation or designee the representatives who shall represent, vote, and act for the Member in all the affairs of the Corporation. A group Membership shall be entitled the same number of votes as the equivalent number of regular Memberships to which it is entitled.

Section 5. Duration of Membership and Resignation. Membership in the Corporation shall continue indefinitely until terminated by voluntary withdrawal as herein provided, or otherwise in accordance with these Bylaws. All rights, privileges, and interests of a Member in or to the Corporation shall cease on the termination of Membership. Any Member may withdraw from Membership, by giving written notice of such intention or by failure to pay annual membership dues in a timely manner. Unless otherwise determined by the Board of Directors, withdrawals shall be effective upon the 30th day after the date of such notice of withdrawal.

Section 6. Termination of Membership.

(a) The Board of Directors, by affirmative vote of 2/3 of the Members of the Board present at any meeting, may suspend or expel a Member for cause.

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(b) Any termination of Membership under this Section 6 or resignation of Membership under Section 5 of this Article II shall not relieve any Member of any outstanding obligation to the Corporation or any obligation assumed by the Member on behalf of the Corporation to any third party.

Section 7. Reinstatement. Upon written request signed by a former Member, the Board of Directors may reinstate such former Member to Membership upon such terms as the Board of Directors may deem appropriate.

*Article III. Meetings of Members*

Section 1. Annual Meeting. Annual meetings of the Members shall be held on the first day of June, unless a legal holiday, and if a legal holiday, then on the next secular day following, or at such other date and time and at such place (within or without the State of New York) as is designated by the Board of Directors and stated in the notice of the meeting. Annual meetings shall be held for the purpose of considering annual reports; the election of Directors; and for the transaction of such other business as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the Members may be called by the Executive Director, the Board of Directors, or on the request of not less than one-tenth of the Members having voting rights. At any special meeting of the Members, only such business may be transacted which is related to the purposes of such meeting set forth in the notice thereof given pursuant to this Article III, Section 4, of the Bylaws.

Section 3. Place of Meetings. The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than 10 days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Corporation's officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

Section 6. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken

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without a meeting if all of the Members entitled to vote on such action sign a consent in writing, setting forth the action to be taken.

Section 7. Quorum. One hundred Members entitled to vote and attending a meeting shall constitute a quorum at a meeting of the Members. When a quorum is present at any meeting of the Members, the affirmative vote of a majority of the votes entitled to be cast by the Members present shall decide any question brought before such meeting unless the question is one upon which by express provision of statute or the Articles of Incorporation or of these Bylaws a different vote is required. In the latter event, such express provision shall govern and control the decision of such question.

Section 8. Organization of Meetings. At every meeting of Members, the President, or in the absence of the President, the Executive Director, shall act as Chairman of the meeting. The Secretary shall act as Secretary of the meeting. In case none of the officers above designated to act as Chairman or Secretary of the meeting, respectively, shall be present, a Chairman or a Secretary of the meeting, as the case may be, shall be chosen by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

Section 9. Order of Business. The order of business at all meetings of Members shall be as determined by the Chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

Section 10. Proxies. Voting by proxy shall not be permitted.

Section 11. Voting by Mail. Any vote of the Members may be conducted by mail if so authorized by the Board of Directors.

Section 12. Meeting by Electronic Communication. Notwithstanding anything contained in this Article III, and if so authorized by the Board of Directors, any meeting of the Members may be held by any means of electronic communication (including teleconference, e-mail, or electronic conference) by which all persons entitled to participate in the meeting are able to participate fully in the discussions and voting of the meeting. The outcomes of these meetings shall be communicated to all Members, including those who did not participate.

#### *Article IV. Board of Directors*

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, which may also be called a Board of Trustees. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the Bylaws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation.

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Section 2. Delegation of Authority. The Board of Directors may delegate by resolution duly adopted in accordance with Sections 13 and 14 of this Article IV, to any one or more committees established pursuant to Sections 2 and 3 of Article VI or to any officers or employees of the Corporation, the power to exercise any portion of the authority of the Board of Directors in the management of the Corporation. Such delegation shall not operate to relieve the Board of Directors, or any individual Director, from any responsibility imposed upon the Board or such individual by law.

Section 3. Number. The number of Directors shall be not fewer than three nor more than fifteen, not counting ex officio members, such number to be determined from time to time by resolution duly adopted by the Board of Directors.

Section 4. Designation of Directors. The Board of Directors shall be constituted with a view toward representing the broad diversity of interests among the nation's designers. Each Director shall be at least eighteen (18) years of age. The Executive Director of the Corporation shall also serve as a voting ex officio Director as long as the Executive Director remains the Executive Director of the Corporation. The Chapter Presidents' Council shall recommend for the Board's approval, annually, a representative of the Chapter presidents, who shall serve as a voting ex officio Director.

Section 5. Classification and Tenure of Directors.

(a) The Directors shall be classified with respect to the period during which they shall severally hold office, by dividing them into three classes, with the term of office of one class expiring each year. At each annual election, the successors to the class of Directors whose terms shall expire in that year shall be elected to hold office for the term of three years, so that the term of office of one class of Directors shall expire in each year, except as otherwise provided in this Article IV.

(b) Any Director may be reelected for one additional consecutive term. A Director (other than the Executive Director of the Corporation) who has completed two consecutive three-year 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 purposes of this Section 5(b).

Section 6. Disqualification of Directors. A Director who ceases to be a Member shall be disqualified thereby from continuing to serve as such a Director immediately upon such cessation. A Director who is unable to attend more than two consecutive meetings of the Board may be disqualified thereby from continuing to serve as such a Director at the time of the third consecutive meeting which he or she has not attended, unless, in the opinion of the President, it is in the interest of the Institute to retain that Director on the board.

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Section 7. Vacancies. Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors by a vote of no fewer than 2/3 of the Directors then in office from among a slate of one or more qualified candidates nominated by the Nominating Committee most recently appointed in accordance with Section 8 of this Article IV. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or for a term to be determined by the Board of Directors, not to exceed three years. A current member of the Board may be extended for up to two years under this Section 7, if that extension can be justified in the specific interests of current and planned Corporation activities and if the extension would not cause the maximum number of Directors defined in Section 3 to be exceeded.

Section 8. Nominating Committee; Election of Directors by Ballot

- (a) Not less than one hundred fifty days before April 1 of each year, the President of the Board of Directors shall appoint a Nominating Committee with the approval of the Board. The nominating committee Members will consist of six Members who will serve for two years, with half of the six Members rotating off each year. It shall be the duty of the Nominating Committee to select and nominate a slate of candidates for all Director positions to be filled. In selecting the Members of the Nominating Committee, the President shall give consideration to the objectives of including on the committee Members of the current Board, Members of the immediate past Board, Chapter officers and Members at large. Half of the committee Members shall have served on the previous year's nominating committee. Current Board Members appointed to the committee shall be Members who are not eligible for a possible extension of their term nor a possible candidate for the President.
- (b) In making nominations, the Nominating Committee shall consider each potential nominee's experience and qualifications and shall make such nominations as shall assure representation on the Board of Directors of individuals representing a balance of such factors as: leadership ability; geographic diversity; chapter involvement; graphic designers who specialize in books, magazines, corporate identity and collateral materials; graphic design educators; design technologies, including computer and multimedia design; different professional roles, such as firm principals, owners and freelancers; design-related specialists, such as journalists, editors, critics and lawyers; and design-related industries, such as printers, paper companies and technology firms. The Directors nominated need not be selected from the roster of the Members. Directors need not be residents of the State of New York.
- (c) No later than one hundred and twenty days before April 1 of each year, the Nominating Committee shall send to each Member eligible to vote an invitation for Members to recommend candidates for consideration by the Nominating Committee and a description of the criteria being considered by the Nominating Committee.

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- (d) The Nominating Committee shall propose to the Board a list of candidates for new Directors that consists of the number of available openings on the Board. The Board shall approve a slate of new directors from among the nominees on the list of candidates. The Election of nominees for all Director positions to be filled shall be held by electronic or internet polling which shall be sent to each Member eligible to vote not less than thirty days before April 1 of each year.
- (e) The Nominating Committee shall recommend a candidate for President of the Board from among sitting Directors or former Directors with at least one year's experience on the board. The recommendation shall be made no later than the winter meeting of the year in which the current Board President's term expires. A candidate for President will be presented to the Nominating Committee by the Executive Director and current President, after consultation with the chair of the Nominating Committee.
- (f) Terms of newly elected Directors (excluding Directors appointed to fill vacancies) shall commence on July 1 of the year in which their term commences.

Section 9. Regular Meetings. A regular annual meeting of the Board of Directors shall be held on the first day of June, unless a legal holiday, and if a legal holiday, then on the next secular day following, or at such other date and time and at such place (within or without the State of New York) as is designated from time to time by the Executive Director, the President or any five Directors and stated in the notice of the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of New York, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 10. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Executive Director, the President or any five Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New York, as the place for holding any special meeting of the Board called by them.

Section 11. Notice; Waiver of Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or by telecopier or at least three days previously thereto if sent by mail or other means of communication to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

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Section 12. Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if all of the Directors entitled to vote on such action sign a consent in writing, setting forth the action taken.

Section 15. Meeting by Conference Call or Electronic Communications. Notwithstanding anything contained in this Article IV, any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication, including electronic communication, by which all persons entitled to participate in the meeting are able to participate fully in the discussions and voting of the meeting, and such participation shall constitute presence in person at the meeting. Decisions made in meetings that are not conducted in person or by telephone (including teleconference) must be confirmed in the next meeting of the Board that occurs in person.

Section 16. Compensation of Directors. Directors other than the Executive Director shall receive no compensation for their services as Directors, but shall be entitled to reimbursement of all reasonable expenses incurred by them in connection with meetings of the Board of Directors or otherwise incurred in connection with the affairs of the Corporation, subject to such reasonable limits as the Board of Directors may establish from time to time. Directors may be retained to undertake special projects in addition to their official board duties that involve professional fees, honoraria or reimbursable expenses if these assignments are defined by a scope of work, reasonable terms of compensation, in the interest of the association, and ratified by the executive committee.

#### *Article V. Officers*

Section 1. Executive Officers. The Board may elect or appoint a President, an Executive Director, a Secretary and a Treasurer, and such other officers as it may determine, including one or more Vice Presidents.

#### Section 2. President of the Board

(a) The President of the Board shall be elected every other year for a two year term by the Board of Directors at the first meeting of the Board after the election of the Directors. The election shall be by secret ballot, conducted by the Executive Director. The President shall serve as such until a successor has been duly elected and qualified. The President

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may be reelected for no more than one additional consecutive term as President provided such individual continues in office as a Director.

(b) The President of the Board, if present, shall preside at all meetings of the Members and all meetings of the Directors. The President shall be responsible for developing the agenda for the Board and Membership meetings; assuring that the Institute pursues its mission consistent with its goals and objectives; and assuring the accountability of the organization to the interests of the Members. In the event of the absence or disability of the President, the Executive Director shall perform the duties and exercise the powers of the President of the Board and shall be accountable to the full Board.

(c) No Director or officer of the corporation shall have any power to bind the Corporation or act on its behalf except as expressly set forth in these Bylaws or by resolution of the Board of Directors.

Section 3. Executive Director. The Executive Director shall be appointed by the Board and is an employee of the Corporation. The Executive Director shall be the chief executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Executive Director may recommend to the Board other officers of the Corporation for offices authorized by the Board of Directors. The Executive Director may sign, alone or with any designee, as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof is expressly reserved to the Board of Directors or to some other officer or agent of the Corporation by these Bylaws or by statute.

The Executive Director shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected. The Executive Director shall report regularly to the Treasurer and the Finance Committee on the financial condition and transactions of the Corporation.

In general, the Executive Director shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed or delegated by the Board of Directors from time to time. Any of the duties and responsibilities assigned to the Board of Directors in these Bylaws may be delegated to the Executive Director for purposes of operational expediency and execution.

The Executive Director shall serve ex officio as a Director, provided that the Executive Director shall automatically cease to be qualified to serve as a Director immediately upon the termination of the appointment as Executive Director.

Section 4. Election and Term of Office. The officers of the Corporation, except the President and Executive Director, shall be elected or appointed from time to time by the Board of

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Directors. New officers may be created and filled at any meeting of the Board of Directors, and such officers shall have the authority and perform the duties prescribed or delegated, from time to time, by the Board of Directors. Recommendations for election or appointment of executive officers shall be made by the President. Any two or more offices may be held by the same persons, except the offices of President and Secretary.

Section 5. Treasurer. The Treasurer shall be responsible for monitoring the financial and fiscal integrity of the Corporation and its accounting practices, in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Director or the President.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the postal or digital address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Executive Director or the President.

Section 7. Removal. Any officer elected or appointed by the Board of Directors or otherwise in accordance with these Bylaws may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 8. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors.

Section 9. Bond. The Executive Director shall give a bond or similar form of indemnity assurance for the faithful discharge of such officer's duties in such sums and with such surety or sureties as the Board of Directors shall determine.

#### *Article VI. Committees*

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint five or more Directors to constitute an Executive Committee. The President of the Board of Directors shall be Chairman of the Executive Committee and the Executive Director shall be a member. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, except as expressly limited by the State of New York Not for Profit Corporation Act, or by resolution of the Board of Directors.

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Section 2. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint three or more Directors to constitute a Finance Committee to oversee the financial and fiscal integrity of the Corporation and to receive the reports of the Treasurer, who may also be the Chairman of the Finance Committee. To the extent provided by resolution of the Board, the Finance Committee shall have and exercise the authority of the Board of Directors in the financial management of the Corporation between meetings of the Board, except as expressly limited by the State of New York Nonprofit Corporation Act.

Section 3. Other Committees.

(a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more other permanent, temporary and *ad hoc* committees, each of which shall consist of three or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, except as expressly limited by the State of New York Nonprofit Corporation Act.

(b) Other permanent, temporary and *ad hoc* committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed by the President of the Board of Directors. Any officer of the Corporation and any Member may serve, at the direction of the Board of Directors, as an ex officio member of any committee formed under this Section 2(b) of Article VI.

Section 4. The Executive Director shall be a voting member of all committees.

Section 5. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Members of Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such Member shall cease to qualify as a Member thereof.

Section 6. Chairman. Subject to Section 1 of this Article VI, one member of each committee shall be appointed chairman by the President of the Board of Directors.

Section 7. Vacancies. Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments or by the President of the Board of Directors.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

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*Article VII. Contracts, Checks,  
Deposits and Funds*

Section 1. Contracts. The Board of Directors may authorize any officer(s), employee(s), or agent(s) of the Corporation, in addition to the officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, and may be delegated to other officers, employees, or agents of the Corporation if so designated in such authorization.

Section 2. Checks, Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), employee(s), or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or its designee. In the absence of such determination by the Board of Directors or its designee, such instruments shall be signed by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation not otherwise employed for the purposes of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the President or Executive Director may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, grant or devise for the general purposes or for any special purpose of the Corporation.

*Article VIII. Books and Records*

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent or attorney for any proper purpose at any reasonable time.

*Article IX. Fiscal Year*

The fiscal year of the Corporation shall be October 1 to September 30 or as otherwise fixed from time to time by resolution of the Board of Directors.

*Article X. Dues*

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by Members. Such dues may vary in amount from Member to Member in accordance with criteria established by the Board of Directors.

Section 2. Payment of Dues. Dues shall be paid in advance on the first day of the anniversary of each Member's membership. Dues may be paid in periodic installments, at the sole discretion of the Board of Directors. The Board of Directors may, in its discretion, adjust the past dues obligations and payment dates of lapsed Members seeking reinstatement.

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Section 3. Default and Termination of Membership. In the event that any Member shall fail to pay any dues when such dues are owed, its Membership may thereupon be terminated by the Board of Directors, at its discretion, in the manner provided in Article II of these Bylaws.

*Article XI. Seal*

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, State of New York.”

*Article XII. Mail*

Where the Bylaws refer to communication by “mail,” this term refers to communication through the United States mail or by written communication through electronic means, including but not limited to facsimile, electronic mail and computerized communications. If U.S. mail is used, a communication will be deemed delivered when it is deposited in the U.S. mail addressed to the Member at its address as it appears on the records of the Corporation, with postage thereon prepaid. If electronic communication is used, a communication will be deemed delivered upon receipt by the transmitting machine of information from the Member’s receiving machine confirming that the document has been received.

*Article XIII. Waiver of Notice*

Whenever any notice is required to be given under the provisions of the State of New York Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*Article XIV. Annual Audit*

The accounts of the Corporation shall be audited annually in accordance with generally accepted auditing standards by independent certified public accountants. Copies of the report of such audit shall be furnished to all Directors and a summary of the findings of the audit shall be furnished to all Members no later than 14 days before the annual meeting of the Members.

*Article XV. Indemnification of Directors*

Section 1. Availability of Indemnification. The Corporation may indemnify each and every person against any and all expenses and liabilities incurred by such person or imposed on such person in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the Corporation or otherwise, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of such person’s being or having been a Director, officer, or employee of the Corporation, or at its request of any other corporation, whether for profit or not for profit; provided, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit or proceeding to be liable for such person’s own negligence or misconduct in the performance of such person’s duty to the Corporation or such other corporation and, in the case of any criminal action or proceeding, that such person had reasonable cause to believe such person’s conduct was unlawful.

Section 2. Indemnification as of Right. Any such person shall be entitled to indemnification as of right (i) if such person has been wholly successful, on the merits or otherwise, with

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respect to any claim, action, suit or proceeding, or (ii) except as herein above provided, in respect of matters as to which the Board of Directors, acting by a quorum consisting of Directors not parties to such claim, action, suit or proceeding, or a court or independent legal counsel shall have determined that such person acted in good faith for a purpose which such person reasonably believed to be in the best interests of the Corporation or such other corporation and, in addition, in the case of any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The Board of Directors or such court or independent counsel shall have the power to determine that such person is entitled to indemnification as to some matters even though such person is not so entitled as to others. The termination of any claim, action, suit or proceeding by judgment, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such person did not act in good faith for a purpose which such person reasonably believed to be in the best interest of the Corporation and, in the case of any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 3. Payments of Indemnification. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines or penalties against and amounts paid in settlement by such person. The Corporation may advance expenses to, or where appropriate may itself at its expense undertake the defense of any such person; provided, however, that such person shall have undertaken to repay or to reimburse such expenses if it should be ultimately determined that such person is not entitled to indemnification under this Article XV. Payments of indemnification made pursuant to this Article XV shall be reported to the Members no later than the next Members' meetings.

Section 4. Miscellaneous.

- (a) The provisions of this Article XV shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.
- (b) The rights of indemnification as provided for in this Article XV shall not be deemed to exclude any other rights to which such person may be entitled, under any provision of law, Bylaw, Articles of Incorporation, agreement, vote of a Board of Directors, stockholders or Members, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law. Indemnification as provided for in this Article XV shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of such person.
- (c) If any part of this Article XV shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 1. Purpose. For convenience of assembly and to strengthen Members' opportunities for networking and information sharing through local participation, the Corporation shall authorize the formation of Chapters by Members covering geographic areas approved by the Board of Directors.

Section 2. Formation. The Board, on petition by a group of 20 or more Members who constitute a Chapter organizing committee, may designate such a group a Chapter of the AIGA. The petition must contain a description of the geographic area to be included in the Chapter. The geographic area is not to infringe on the area of another Chapter unless this is agreed in writing by the earlier-formed Chapter. Chapters shall meet minimum criteria which shall be established by the Board of Directors and subject to annual review. After receiving approval of their petition, the Chapter organizing committee shall appoint officers to serve for the first year until regularly scheduled elections begin.

Section 3. Chapter Officers. Officers shall include a Chapter President and Secretary-Treasurer and may include one or more Vice Presidents and a Secretary. Elections of chapter officers shall occur by June 1 for the following program year, which begins October 1 of the same year.

Section 4. Chapter Bylaws. Each Chapter shall adopt its own Bylaws subject to the approval of the Executive Director.

Section 5. Incorporation and Status of Chapters. Chapters shall have independent legal status. All Chapters shall be incorporated as not-for-profit corporations. Chapters shall obtain tax-exempt status as a not-for-profit educational institution in the state in which they operate and from the federal Internal Revenue Service. The filing papers shall be reviewed by the AIGA prior to filing.

Section 6. Chapter Membership. Chapter membership is a benefit of national membership. There shall be no independent chapter membership. All Members of a Chapter shall first be national AIGA Members.

Section 7. Chapter Funds. The AIGA assumes no responsibility or liability for the management of Chapter funds. In the event of the disbandment of any Chapter, all property and funds of the Chapter, after payment of all of the debts of the Chapter, shall become the property and funds of the AIGA.

Section 8. Chapter Activities. Each Chapter shall develop activities to meet its members needs. These activities must be compatible with the policies and objectives of the AIGA.

Section 9. Disbandment of Chapters. A Chapter may be voluntarily disbanded by a two-thirds vote of its entire Membership. A Chapter may also be disbanded by vote of the Board in which two-thirds of the votes cast shall be in favor of the disbandment for violation of its Bylaws, for lack of minimum Membership, or for other due cause provided that the Chapter

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shall have been given, in the judgment of the Board, a prior opportunity to hear the charges against it and to present reasons why it should not be disbanded.

*Article XVII. Professional councils*

Section 1. Purpose. For convenience of assembly and to strengthen Members' opportunities for networking and information sharing with other Members' engaged in the same professional disciplines, the Corporation shall authorize the formation of professional interest groups or Councils by Members covering professional disciplines or special interests approved by the Board of Directors.

Section 2. Formation. The Board, on petition by a group of 20 or more Members who constitute a Council or group organizing committee, may designate such a group a professional discipline group or Council of the AIGA. The petition must contain a description of the professional discipline that represents the focus of the Council's interest. Councils shall meet minimum criteria which shall be established by the Board of Directors and subject to annual review. After receiving approval of their petition, the Council organizing committee shall appoint officers to serve for the first year until regularly scheduled elections begin.

Section 3. Council Officers. Officers shall include, at a minimum, a Council President and Secretary-Treasurer. Elections of Council officers shall occur by June 1 for the following program year, which begins October 1 of the same year.

Section 4. Council Bylaws. Each Council shall adopt its own Bylaws subject to the approval of the Executive Director.

Section 5. Incorporation and Status of Councils. Councils may have independent legal status. All Councils shall be incorporated as not-for-profit corporations, unless an exemption is specifically authorized under Article XVII, Section 6. Councils shall obtain tax-exempt status as a not-for-profit educational institution in the state in which they operate and from the federal Internal Revenue Service. The filing papers shall be reviewed by the AIGA prior to filing.

Section 6. Alternative Governance and Accountability Measures. The requirements of this Article XVII, Sections 4 and 5, may be waived by the Executive Director if a governance and accountability agreement is executed which clarifies the authority, responsibility and organization of the Council and the liability of the AIGA for the actions of the Council.

Section 7. Council Membership. Council membership is a benefit of national membership. There shall be no independent Council membership. All Members of a Council shall first be national AIGA Members.

Section 8. Council Funds. The AIGA assumes no responsibility or liability for the management of Council funds, except as provided for under agreements executed pursuant to Section 6. In the event of the disbandment of any Council, all property and funds of the

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Council, after payment of all of the debts of the Council, shall become the property and funds of the AIGA.

Section 9. Council Activities. Each Council shall develop activities to meet its members' needs. These activities must be compatible with the policies and objectives of the AIGA.

Section 10. Disbandment of Councils. A Council may be voluntarily disbanded by a two-thirds vote of its entire Membership. A Council may also be disbanded by vote of the Board in which two-thirds of the votes cast shall be in favor of the disbandment for violation of its Bylaws, for lack of minimum Membership, or for other due cause provided that the Council shall have been given, in the judgment of the Board, a prior opportunity to hear the charges against it and to present reasons why it should not be disbanded.

*Article XVIII. Amendments*

Section 1. Vote of the Members. The Bylaws may be altered, amended, supplemented or repealed, or new Bylaws may be adopted, by a majority vote of the Members voting at the time entitled to vote in the election of Directors.

Section 2. Vote of the Board. Except as may be otherwise provided in a Bylaw adopted by the Members, the Bylaws may be altered, amended, supplemented or repealed, or new Bylaws may be adopted by the Board, provided that the vote of a majority of the entire Board shall be required to change the number of authorized Directors.

Section 3. Amendments Affecting Elections. If any Bylaws regulating an impending election of Directors is adopted, altered, amended, supplemented or repealed by the Board, such Bylaws shall be set forth in the notice of the next meeting of Members for election of Directors, together with a concise statement of the changes made.

Section 4. Member Review of Board Amendments. Any Bylaws adopted, altered, amended or supplemented by the Board may be altered, amended, supplemented or repealed by the Members entitled to vote thereon, but the Board shall have no power to alter, amend, supplement or repeal any Bylaws adopted, altered, amended or supplemented by a vote of the Members.