

**SAMPLE**  
**BYLAWS OF**  
**AMERICAN INSTITUTE OF GRAPHIC ARTS, ALBUQUERQUE CHAPTER**

**ARTICLE I**  
**NAME**

1.1 Name. The name of the corporation is “American Institute of Graphic Arts, Albuquerque Chapter, Inc.” (hereinafter, “AIGA Albuquerque”).

1.2 Registered Office. The registered office and the registered agent of AIGA Albuquerque are those set forth in its Articles of Incorporation. The officer and agent may be changed from time to time by the Board of Directors of AIGA Albuquerque.

1.3 Principal Office. The principal office of AIGA Albuquerque shall be located at such place within the State of New Mexico as is designated by the Board of Directors from time to time.

**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 the American Institute of Graphic Arts, a national Membership organization and owner of the trademarks “American Institute of Graphic Arts” and “AIGA.”
- 2.1.2 “AIGA Albuquerque shall mean and refer to the American Institute of Graphic Arts, Albuquerque, 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, Albuquerque Chapter, Inc., a not-for-profit corporation organized under the provisions of the State of New Mexico.
- 2.1.4 “Board” or “Board of Directors” shall mean and refer to the Board of Directors of the Chapter.
- 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, the Vice President, the Secretary or the 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 Albuquerque are set forth in the Articles of Incorporation.

3.2 Mission. The mission of AIGA Albuquerque is:

- 3.2.1 To promote the highest level of creative excellence and professionalism in the communication arts as a strategic tool for business and as a 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 communication arts community of New Mexico.

3.3 Objectives.

- 3.3.1 To encourage excellence in the communication arts 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 the communication arts through contact with and support of local educational institutions offering courses of study in the communication arts. To set up scholarship programs and otherwise aid communication arts students through portfolio reviews and other forms of professional counseling. To encourage research into the history and development of communication arts for the preservation and appreciation of past styles, techniques and influences;
- 3.3.3 To encourage and stimulate public interest in the communication arts through lectures, exhibitions, publications and other activities;
- 3.3.4 To elevate standards of design and quality of production in the communication arts 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 the communication arts;
- 3.3.6 To buy, rent, borrow or maintain premises 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 Albuquerque 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 objects 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	Industrial Designers
Book Designers	Software Designers
Editorial Designers	Illustrators
Type Designers	Photographers
Packaging Directors	Animators
Art Directors	Usability Researchers
Creative Directors	CIOs
Interaction Designers	Product Marketing Managers
Information Designers	Design Writers
Information. Architects	Design Educators
Broadcast Designers	Web Designers
Environmental Designers	Multimedia Designers

- 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-time students earning at least nine (9) credit hours per semester and pursuing a degree in the communication arts such as copywriting, art direction, illustration or graphic design.

5.3 Categories of Membership. The Board of Directors of AIGA shall establish the categories of Membership of the Chapter.

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 Members shall be held at the office of the Chapter or at such other place within or without the State of New Mexico as determined by the Board of Directors or the President.

6.2 Annual Meeting. A meeting of Members shall be held annually on the third Friday of January, beginning with the year 2003, at such time and such place within the State of New Mexico as may be designated in the notice of such meeting, for the election of Directors and Officers and for the transaction of such other business as may properly come before the Board of Directors at that time. Should such a day be a legal holiday, then such meeting shall be held on the following Friday which is not a legal holiday. The Board may provide by resolution for the holding of such additional regular meetings as it may deem proper each without other notice than such standing resolution itself.

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 written notice of each annual or special meeting shall be sent, via mail, email, facsimile, or hand-delivery 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. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. 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 Members 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. When a quorum is once present to organize a meeting of

Members; it is not broken by the subsequent withdrawal of Members or their proxies. The Member present or represented by a proxy at any meeting of Members, including an adjourned meeting, whether or not a quorum is present, may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

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 Vice President, shall act as Chairman of the meeting. In the absence of both the President and Vice President, a Chairman 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 The initial Directors of AIGA Albuquerque are named in the Articles of Incorporation.
- 7.1.2 Only Members may be elected to serve as Directors.
- 7.1.3 Each Director shall serve until his or her successor is elected and takes office at the close of the annual meeting or at a special meeting called for the purpose of electing a director.
- 7.1.4 Directors may be reelected and may serve unlimited consecutive terms.
- 7.1.5 All officers shall serve as ex-officio members of the Board of Directors during their terms as officers. Once officers leave office, they are permitted to seek election as directors.

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. The Board of Directors may enter into contracts and may employ, or authorize the employment of, paid personnel and fix the terms and conditions of such employment.

7.3 Number and Election. The Board of Directors shall consist of no less than three (3) nor more than seven (7) Members (including the Officers) as determined from time to time by the Board of

Directors. The Directors shall be elected at the annual meeting of the Members or any special meeting called for the purpose of electing a Director should the number of Directors fall below the minimum required.

#### 7.4 Meeting of Directors.

- 7.4.1 Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors appoints. No notice shall be required of regular meetings.
- 7.4.2 Special meetings of the Board of Directors may be called by the President or any Director, with the provision of two (2) business days notice via letter, email, telephone, facsimile or verbal message to each Director.
- 7.4.3 Attendance of Directors 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 on the ground that the meeting is not lawfully called or convened.

#### 7.5 Voting of Directors. Except as otherwise provided by these Bylaws:

- 7.5.1 A majority of the Directors in office shall constitute a quorum for the transaction of business.
- 7.5.2 Each Director is entitled to one vote.
- 7.5.3 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.

7.6 Powers of Directors. All powers of AIGA Albuquerque shall be exercised by or under the authority of the Board of Directors and all the business affairs of AIGA Albuquerque 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 Albuquerque.

7.7 Removal of Directors/Resignation. Subject to the provisions of the State of New Mexico'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. A Director may resign his or her position by tendering written notice to all of the other Directors, which shall take effect immediately upon the receipt of such notice by any of the Directors.

7.8 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.

7.9 Employees and Consultants as Directors. Directors are eligible to be consultants, vendors and/or employees of AIGA Albuquerque and AIGA and to receive fair and adequate, compensation for their services as such. Payment for such services shall not be deemed inconsistent with Section 7.8, above.

7.10 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 New Mexico. Directors shall receive notice of the place and time of the meeting of the Board in person or via telephone, email, facsimile or mail.

7.11 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.

7.12 Informal Action. Any action which may be taken at a meeting of the Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the Chapter.

7.13 Telephone Participation in Meetings. One or more Directors may participate in a meeting of the Board of Directors, by means of a conference telephone call, provided that all persons participating in the meeting can hear each other.

7.14 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.

## ARTICLE VIII OFFICERS

8.1 Executive Committee. The Executive Committee shall consist of the following officers: President, Vice President, Treasurer and Secretary. In the case of a vacancy of office, the remaining officers shall fulfill the duties of the vacant office until a successor is appointed by the Board of Directors and takes office.

8.2 Election. Only Members may serve as Officers. Candidates for office shall be nominated by one of the Directors and elected at the annual meeting by a majority vote of the Board of Directors.

### 8.3 Duties of Officers.

8.3.1 The President shall be the chief executive officer of AIGA Albuquerque and shall in general supervise and control all the business and affairs of AIGA Albuquerque. The President shall implement the policies formulated by the Board of Directors. The President shall preside at all meetings of AIGA Albuquerque, 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 shall appoint all committee Members unless

otherwise provided by the Bylaws. The President may, together with the Secretary, execute on behalf of AIGA Albuquerque any contract or other written instruction to which AIGA Albuquerque is a party. The President shall perform such other duties as may be prescribed in these bylaws or assigned to him by AIGA Albuquerque or by the Board of Directors and shall coordinate the work of all Officers and committees of AIGA Albuquerque in order that the purposes of AIGA Albuquerque may be promoted.

- 8.3.2 The Vice President 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 Vice President shall maintain the Chapter Membership. The Vice President shall forward on a monthly basis any address changes of Members in the Chapter to the national office in order to facilitate the national office's recordkeeping and monthly exchange of Membership information with the Chapter.
- 8.3.3 The Secretary shall record the minutes of all meetings of the Board and the Members. 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 Albuquerque except when any of such documents shall be maintained by the Treasurer or some other person authorized to have such custody. The Secretary shall keep a correct and permanent record of the Chapter contact list, including Membership, 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.
- 8.3.4 The Treasurer shall have custody of all of the funds and securities of AIGA Albuquerque 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 Albuquerque, together with such other reports as he or she may from time to time be called upon to do by the President or 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 the preparation and filing of income tax returns and other corporate filings required by the New Mexico Taxation and Revenue Department 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.

#### 8.4 Terms.

- 8.4.1 The terms of the Initial Officers shall be as follows:



- (a) The initial President's term shall commence immediately and expire on December 31, 2003;
  - (b) The initial Vice President's term shall commence immediately and expire on December 31, 2004;
  - (c) The initial Secretary's term shall commence immediately and expire on December 31, 2003; and
  - (d) The initial Treasurer's term shall commence immediately and expire on December 31, 2004.
- 8.4.2 After the expiration of the terms of the initial Officers, the terms of the subsequent Officers shall be as follows:
- (a) The President shall serve a one-year term;
  - (b) The Vice President shall serve a two-year term;
  - (c) The Secretary shall serve a one-year term; and
  - (d) The Treasurer shall serve a two-year term.
- 8.4.3 Each Officer may not serve more than two consecutive terms in the same position.

#### 8.5 Interim Officers and Vacancies.

- 8.5.1 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.
- 8.5.2 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 the next annual meeting 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.

8.6 Resignations. Any Officer may resign at any time by written notice to the President or Secretary. The resignation shall be effective immediately upon receipt of such notice by the President or the Secretary.

8.8 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.

### ARTICLE IX COMMITTEES

9.1 Creation of Committee and Appointment. The Board of Directors may adopt a resolution by a majority vote to establish such committees as the Board deems necessary to aid AIGA Albuquerque in carrying out its activities. The Board shall appoint at least two (2) Directors to serve on each committee. The Board may appoint from the Executive Office or the Membership additional Members to serve on each committee. Chapter committees shall report to the Board of Directors and may be altered at any time by the Board of Directors.

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.

9.3 Vacancies. A vacancy in any committee shall be filled by appointment by the President.

## ARTICLE X FINANCE AND ACCOUNTING

10.1 Fiscal Year. The Fiscal year of this Chapter shall be from January 1st to December 31st.

10.2 Accounting. The Board of Directors shall install and maintain an efficient system of accounts.

10.3 Annual Budget. The Board of Directors shall, by a majority, vote, adopt and pass a budget no later than two months after the induction of the new Board each year, or March 31st whichever occurs first. 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.

10.4 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, except as approved by formal action of a majority of the Board of Directors.

10.5 Deposits and Institutions. The Board of Directors shall designate the depositories of all funds of the Chapter.

10.6 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.

10.7 Audit. The Board of Directors may provide for the audit of the Chapter's accounting systems, provided that such audit be performed only by a qualified certified public accountant.

## ARTICLE XI AMENDMENTS

11.1 Amendments. The Board of Directors may amend these Bylaws by a majority vote of Board.

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

ARTICLE XII  
NATIONAL AFFILIATION

12.1 Responsibilities. AIGA Albuquerque 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 Albuquerque'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 New Mexico.

12.2 Reporting. AIGA Albuquerque's Board of Directors shall provide for the prompt delivery of all reports requested by AIGA.

12.3 Outstanding Debts. AIGA Albuquerque's Board of Directors shall provide for the prompt payment of all indebtedness to AIGA.

12.4 Representation. As far as possible, the proper delegates from AIGA Albuquerque 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 XIII  
DISSOLUTION

13.1 Dissolution. AIGA Albuquerque may be dissolved only after its Board of Directors meets and adopts, by a vote of a majority of the Board, a resolution recommending that the corporation be dissolved, and approval of the dissolution is granted by AIGA. The Board shall follow the dissolution procedures set forth in the Articles of Incorporation.

ADOPTED this \_\_\_ day of October, 2002 by the Board of Directors of the American Institute of Graphic Arts, Albuquerque, Inc.

Executed by: