

BYLAWS
OF THE
AMERICAN
SOCIETY OF
INTERIOR
DESIGNERS

AMERICAN
SOCIETY OF
INTERIOR
DESIGNERS





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BYLAWS OF THE AMERICAN SOCIETY OF INTERIOR DESIGNERS

A. SOCIETY MEMBERSHIP

Article I. Definitions

Section 1 - Terms

1. As used in these Bylaws the term:
 - a. Society means the American Society of Interior Designers Inc., a not-for-profit corporation organized under the laws of the State of Delaware.
 - b. Board means the duly elected and constituted Board of Directors of the Society charged with responsibility for management of all operations and activities of the Society.
 - c. Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of the Society in a specific geographic region.
 - d. Chapter Board means the duly elected and constituted Board of Directors of an ASID Chapter charged with responsibility for management of all operations and activities of the Chapter.
 - e. Student Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of student members of the Society in a specific geographic area.
 - f. National Director means a member of the Board including the Chair, Chair-Elect, or Past Chair.

Article II. Society Name and Logo: Limitation Of Use

Section 1 - Society's Name

1. The Society shall be known by either its full name, American Society of Interior Designers Inc., or its registered appellation, ASID.

Section 2 - Society's Name Utilization

1. No firm, corporation, or other business establishment shall utilize the Society's name, or its registered appellation, or other membership designation for any purpose, except in conjunction with the personal names of members.

Section 3 - Corporate Seal

1. The Society's Corporate Seal may be used only by the Society, and no chapter or member shall use the Corporate Seal.

Section 4 - Society's Logo

1. The Society's Logo may be used by the Society and its chapters in a manner approved by the Board, but may not be used by members.

Article III. Purposes and Activities

Section 1 - Society's Purposes

1. ASID advances the profession and communicates the impact of interior design to enhance the human experience.
2. The Society's Purposes are driven by the following core values and strategic guideposts:
 - a. ASID leads collaboration with those working to promote the value of interior design.
 - b. ASID prepares its members to excel in a dynamic and evolving profession competing in a global marketplace.
 - c. ASID leads the profession through the generation, collection and dissemination of applied knowledge.
3. ASID serves the interior design profession including the members of the Society.

Section 2 - Society's Activities

1. The Society's activities shall include:
 - a. Being the core of the design network
 - b. Expanding knowledge
 - c. Developing the practice
 - d. Creating a performance-oriented organizational culture
 - e. Providing a copy of ASID ICON to each member of ASID
 - f. Such other functions or activities as will advance the Society's general purposes

ARTICLE IV. Non-Profit Status

Section 1 - Society's Earnings

1. No part of the Society's net earnings shall inure to the benefit of any member or other person. All funds received by the Society shall be utilized only to defray costs incurred in furtherance of Society programs, activities, and administration.

Section 2 - Dissolution

1. Upon dissolution, all remaining Society property and assets, tangible and intangible, after complete discharge of its obligations, shall be distributed among such other organizations with objects and purposes similar to those of the Society as the Board determines.

ARTICLE V. MEMBERSHIP CLASSIFICATIONS

Section 1 - Eligibility and Qualifications for Membership

1. Categories

Society membership shall be open to qualified individuals in the separate categories specified in the Policies and shall include as well Provisional membership, which membership is confined to those individuals previously admitted in such category. Special status in the Society may be afforded to Society members or other qualified individuals.

2. Eligibility

- a. Any individual, business, or institution who is otherwise qualified under the Policies, and who agrees to comply with all obligations imposed upon Society members by these Bylaws and the Society's Code of Ethics, may be admitted to membership in the Society.
- b. Grant of Student membership shall not in and of itself obligate the Society to accept such former Student member into any other category of membership.

Section 2 - Categories of Membership

1. Practitioner

Those individuals who practice in the field of interior design that meet the qualifications set out in the Policies, Individuals will qualify for membership based on a criteria of education, experience, and examination set forth in the policies.

2. Company

Those companies that service the profession of interior design that meet the qualifications set out in the Policies.

3. Students

Those individuals actively enrolled as a student in a post-secondary program of interior design education that meet the qualifications set out in the Policies.

4. Other Individuals

Any individual that does not meet the qualifications of Practitioner, Company, or Student membership categories.

5. Firm

Those business organizations offering design services that meet the qualifications set out in the Policies.

6. Other Entities

Any organization, other than individuals, that does not meet the qualifications of Company or Firm.

Section 3 - Qualification Procedures

1. The Headquarters Support Team (HST) shall examine all data pertaining to any candidate for membership in any category and shall make determination of eligibility and qualification of such candidate for Society membership. Membership obtained by an applicant through use of false or misleading data can be terminated summarily by act of the Ethics Committee.

Section 4 - Special Status Categories

1. Life Membership
2. Retired Status
3. Inactive Status
4. Educator

Criteria and qualifications for special status are outlined in the Policies.

Section 5 - Termination of Membership

1. Resignation

A member may resign by written notice provided that such member is current in payment of dues or other charges due the Society.

2. Non-Payment

The membership of any member delinquent in payment of dues or other charges due the Society may be terminated in accordance with policies established by the Board.

3. Failure To Comply With Continuing Education Requirements

Any practitioner member who fails to comply with the continuing education requirements set forth in the Policies is subject to termination in accordance with the Policies.

4. Effect Of Termination

All rights and privileges of a member in the Society shall cease upon membership suspension or termination. Rights and privileges of a member may not be exercised during any period of suspension.

5. Effect Of Termination: Special Status

Termination of membership for any reason shall automatically cancel any special status accorded such member.

6. Reinstatement

Any former member who voluntarily resigned may be reinstated in his/her former membership category upon compliance with reinstatement guidelines. In an instance where a member is terminated for either non-payment of dues or as the result of resignation at a time when there is an unresolved complaint against such member, the member's file shall be marked accordingly, and one of the conditions for reinstatement, if applied for, will be satisfactory resolution of the outstanding complaint.

ARTICLE VI. Membership, Rights, and Limitation

Section 1 - Voting

1. Associate, Allied, and Professional members in good standing shall each be entitled to one vote in any Society or chapter election or at any Society or chapter membership meeting.
2. Each National Industry Partner member in good standing shall each be entitled to one vote in any chapter election or at any chapter member meeting.
3. Regional and Local Industry Partners in good standing shall each be entitled to one vote in any chapter election or at any chapter member meeting.

4. Individuals from Firm members in good standing that would otherwise qualify in an individual category of membership with practitioner appellations each shall be entitled to one vote in any Society or chapter membership meeting in their corresponding individual membership category. Any individuals from Firm Members shall otherwise comply with the requirements for individual members set out in the Bylaws.
5. The term “members in good standing” shall mean those members whose membership is current as of the preceding October 1.

Section 2 - Right to Hold Office

1. No member may serve simultaneously in more than one elected position.
2. Any member who has received a reprimand, censure, or whose membership has been suspended as a result of action by a Disciplinary Committee shall thereafter be permanently precluded from holding elected office in the Society or in any of its chapters.

Section 3 - Rights and Privileges – Personal Use

1. All rights and privileges of a Society member, inclusive of permitted use of Society appellation, are personal to such member, and may be used only by such member and not by his/her firm.

Section 4 - Titles and Designations

1. A Society member in good standing shall be entitled to use with his/her personal name a designation descriptive of his/her membership in the Society in such manner, without modification or deviation, as is set forth in the Policies.

Section 5 - Titles and Designations – Limitation on Use

1. An individual member shall not permit their firm, whether or not owned or controlled by the member, to state or imply through advertising, stationery, or other means, that the firm or a member of the firm’s staff is a Society member except that reference may be made to the personal names and designation of such staff members who are in fact members of the Society.

Section 6 - Other Limitations

1. No member or representative shall make use in any manner of the Society’s official emblem (logo) except as expressly stated in Policies.

ARTICLE VII. Code of Ethics and Disciplinary Proceedings

Section 1 - Ethics

1. All Society members shall conduct their activities as interior designers in compliance with all provisions of the Society’s Code of Ethics as adopted or subsequently amended by the Board.

Section 2 - Scope - No Immunity

1. Any member shall be subject to Society discipline if such member in any manner violates his/her obligations under these Bylaws, or the Code of Ethics, or engages in any conduct detrimental to the welfare and interest of the Society, its chapters, or its members, or to the interests of the Profession or otherwise conducts himself/herself in an unprofessional manner as an interior designer.
2. A member shall not be immune from charges of misconduct or disciplinary proceedings because he/she engages in practice as an officer, director, stockholder, partner, or employee of any legal entity, or because he/she claims to have acted under the order of any officer, board, or committee of such legal entity, and every member shall be personally responsible for his/her own actions even if taken at the direction of such legal entity.
3. Disciplinary proceedings may be instituted only in accordance with the provisions of this Article, and no disciplinary proceeding or action shall be undertaken against any member by any chapter, or other subdivisions of the Society.

ARTICLE VIII. Dues and Fees

Section 1 - Annual Determination

1. Dues and fees of the Society membership shall be determined by the Board as part of the annual budgeting process, and shall remain in effect for no less than one calendar year.

Section 2 - Payment of Dues and Fees

1. Dues and fees shall be payable when billed. Dues and fees of new members shall be remitted within sixty days after notification of admission, which will not be considered complete until such dues and fees are paid.
2. Members who have not paid dues within 90 days of invoicing each year (excluding members who have arranged for installment dues payment) may be subject to a late fee to be added to their dues balance.
3. The Society Board's ability to levy a special assessment on the membership:
 - a. The National Board of Directors may levy an assessment on the membership for an amount in addition to their dues.
 - b. The Board must state a goal for the assessment.
 - c. The Board states which membership class and subclass this assessment is levied on.
 - d. The Board must define a time period of the assessment. All assessments must run concurrently with the Society's dues cycle and can be for no more than two years. The Board may renew the assessment for an additional two years by Board vote.
 - e. The total amount of revenue received from any assessment cannot exceed 5% of the aggregate dues total in any fiscal year, without a vote from the membership class or subclass which would be responsible for paying the assessment.

Section 3 - Dues and Fees Allocated to Chapters

1. A proportion of dues received by the Society shall be remitted to its chapters as determined by the Board as part of the annual budgeting process.

B. SOCIETY ORGANIZATION

Article I. Board of Directors

Section 1 - Management Powers

1. The right and authority to manage all activities, property, and funds of the Society shall rest with the Board, which shall have the powers and authority conferred by the Bylaws, by its corporate charter, or by law.

Section 2 - Composition

1. The Board shall consist of seven At-Large National Directors, the Society's Directors, and an Industry Partner representative.

Section 3 - Qualification

1. Except as is otherwise provided in this section, candidates for At-Large National Director shall have successfully completed the NCIDQ examination or other examination specified in the National Bylaws, and shall have either served: (i) as a chapter president; or (ii) on a Society committee, council or task force; or (iii) have documented and/or demonstrated leadership within the profession. One (1) At-Large position on the board will be filled by an Allied member who must meet the above criteria with the exception of successfully completing the NCIDQ examination or other examination specified in the National Bylaws.

Section 4 - Financial Oversight

1. An At-Large member of the Board shall be selected by the Board to provide oversight of all Society financial and administrative matters, working with the Society's Director of Finance and Administration.

Section 5 - Board Secretary

1. The Executive Assistant to the President and CEO shall serve as the Board Secretary in recording the determinations of the Board at all of its meetings.

Section 6 - Term of Office

1. The Society's Directors shall serve on the Board for a term concurrent with their respective terms in office.
2. Directors At-Large and the Industry Partner Representative to the National Board shall serve for a two-year term commencing on October 1, the beginning of the Society's fiscal year, and shall not be eligible for reelection until three full years shall have elapsed following completion of their term. Service as a Director At-Large or Industry Partner Representative to the National Board for a consecutive period of one year or more shall be deemed to be an equivalent of a two-year term.

Section 7 - Meetings

1. Regular Meetings

Such meetings of the Board shall be held at such times and places as the Board determines.

2. Special Meetings

A special meeting of the Board may be called by the Chair at any time, at his/her discretion, but it shall be the duty of the Chair to call such meeting upon the written request of five members of the Board who shall specify therein the purpose of such special meeting. The notice of any such special meeting shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

3. Quorum: Board Action

Personal attendance of the majority of total Board Membership shall constitute a quorum, and Board action shall require the affirmative vote of two-thirds of the Board members present (amended 10/11). Each National Board member shall be entitled to cast one vote. No Board member shall be entitled to vote by proxy or by designee. Board meetings shall be conducted either in person or through telecommunication or other forms of communication by which all persons participating in the meeting can hear each other.

a. Board actions to:

(i) Amend the Bylaws.

(ii) Approve the Society's Strategic Plan, Workplan or Annual Budget must be conducted either in person or through some form of communication in which each participant is able to both view and hear all other participants.

Section 8 - Removal

1. Any Director, Director At-Large, or other Board member may be removed from office by Board action provided he/she is given the opportunity by the Board to show cause why such action should not be taken.

Section 9 - Vacancies

1. A vacancy in the office of Director At-Large shall be filled by Board action pursuant to Policies.

ARTICLE II. DIRECTORS

Section 1 - Enumeration

1. The Society's Board shall be led by a board Chair, a Chair-Elect, and a Past Chair, each serving for a one-year term commencing on October 1, the beginning of the Society's fiscal year.

Section 2 - Eligibility

1. No member shall be eligible for election to serve as a National Director unless such member:
 - a. has successfully completed the NCIDQ examination or other examination specified in the national bylaws, and
 - b. has served as an At-Large Director on the National Board.

Section 3 - The Chair

1. The Chair shall preside at Society and Board meetings; shall be an Ex-Officio member of all committees and task forces, except the Governance Committee; shall perform such other duties as may be required by the Board; and is required to carry out the Strategic Plan.

Section 4 - Chair-Elect

1. The Chair-Elect shall perform the duties assigned to him/her by the Chair and/or Board and shall preside at meetings of the Society's Membership and the Board in the absence of the Chair. He/she shall automatically succeed the incumbent Chair at the conclusion of the latter's term of office.
2. Eligibility shall be confined to members who meet requirements of Section 2 of this Article.
3. When the Board sits as the Society's Strategic Planning Committee, the Chair-Elect shall serve as its chair.
4. The Chair-Elect shall be responsible for making appointments for the following year of service.

Section 5 - Immediate Past Chair

1. The immediate Past Chair shall perform such duties as may be requested by the Chair or the Board and as identified in Policies. The Immediate Past Chair shall not be eligible to serve in any national office, including Director At-Large, again following expiration of his/her term of office.

Section 6 - Election Procedure

1. Nominations
The Governance Committee shall nominate all candidates for office in accordance with the Policies.
2. Additional Nominations
Additional candidates for each National Director and Director At-Large position may be nominated through written petition in accordance with the Policies.
3. Ballot Procedure
Balloting will be conducted in accordance with the Policies.

Section 7 - Vacancies

1. Vacancies in any office of the Society, including members of the Board, shall be filled according to Policies.

ARTICLE III. MEETINGS OF THE SOCIETY

Section 1 - Annual

1. There shall be an annual meeting of the Society's members, at time and place specified by the Board, for receiving annual reports and the transaction of such other business as may properly come before the meeting. Meeting notice shall be sent to each member not less than thirty (30) days before date of meeting.

Section 2 - Special Meetings

1. Special meetings of members may be called by the Chair and the Chair-Elect or shall be called by the Chair upon written request either of a majority of members of the Board or in response to a request signed by 10 percent of the Professional members, addressed to the Chair. Notice of any special meeting shall be mailed to each Professional member at his/her last recorded address at least twenty (20) days in advance, with a statement of time and place and information as to the subjects to be considered, and a statement at whose instance such special meeting is to be called. No business other than that stated in the notice of the special meeting shall be considered during any such meeting.

Section 3 - Quorum – Conduct Of Business

1. Not less than 10 percent of the Professional members present in person and/or proxy shall constitute a quorum for the transaction of business at any duly called special meeting of members.

ARTICLE IV. SOCIETY STAFF ORGANIZATION

Section 1 - President/Chief Executive Officer

1. The Society's National Offices shall be under the direction of the Society's Chief of Staff, the President/Chief Executive Officer, who shall be selected by the Board.
2. The President/Chief Executive Officer shall be responsible for management of all operations of the Society's National Office, including staff performance, hiring, dismissal, and replacement of staff personnel and allocation of staff remuneration within the annual budget approved by the Board. The President/Chief Executive Officer shall be responsible for the implementation of the annual strategic plan and shall perform such other duties as may be assigned by the Chair or the Board.
3. Tenure and Remuneration of the President/Chief Executive Officer, inclusive of employment benefits, shall be determined by the National Directors.
4. The President/Chief Executive Officer shall report to the Chair and the Board.

Section 2 - Staff: Personnel Manual

1. All staff shall perform the functions described for their respective positions in the Society's Personnel Manual.
2. All staff shall be responsible to the President/Chief Executive Officer and shall report to him/her or to his/her designee. The President/Chief Executive Officer is responsible for the structure, staffing, and management of ASID personnel.
3. The Society's Personnel Manual shall describe functions and responsibilities of all staff personnel and shall be reviewed and revised by the Board whenever changes are warranted.

ARTICLE V. AMENDMENTS TO THE BYLAWS

Section 1 - Amendments by Members

1. These Bylaws may be amended at the annual or any special Society meeting by a majority vote of a quorum present at the meeting, provided that notice of the proposed amendment shall have been sent together with notice of the meeting.
2. No amendment shall be considered at the meeting unless the same has been submitted for consideration either upon recommendation of the Board or by written petition executed by not less than 200 Professional members. Any proposed amendment shall be filed with the Board Secretary by either the Board or the petitioning members, as the case may be, not less than 45 days before the date of the meeting.

Section 2 - Amendments by the Board

1. These Bylaws may be amended first, by presentation of amendment at a scheduled Board meeting for Board's consideration, and secondly, by a vote on the amendment(s) to take place at the next scheduled Board meeting, provided that the Board Secretary shall have sent to each Board member notice of proposed amendments accompanied by pros and cons not less than 10 days prior to said meetings.
2. Any amendment that will either increase or decrease the number of Board members shall require affirmative vote of either two-thirds of the Board members present at the meeting at which it is considered or of a majority of the entire Membership of the Board, whichever is higher.
3. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by a Director or not less than two Directors at-Large.
4. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 3 - Policy Amendments by the Board

1. The Policies may be amended by one vote on the amendment to take place at a scheduled Board meeting, provided each Board member receives notice of proposed amendment accompanied by pros and cons not less than 10 days prior to said meeting.
2. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by a Director or no fewer than two Directors at-Large.
3. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 4 - Approval by Counsel

1. Prior to Board approval, any amendment to these Bylaws or Policies shall first be reviewed by the Society's General Counsel as to form and content being within the powers of the Society to enact.

Section 5 - Interpretation of Bylaws

1. Each provision of these Bylaws and all amendments shall be interpreted and construed in accordance with the laws of the state of Delaware.

C. SOCIETY FINANCIAL

ARTICLE I. FISCAL AND FINANCIAL AFFAIRS

Section 1 - The Society's Fiscal Year

1. Shall be October 1 through September 30 in each year.

Section 2 - Society Funds

1. Procedures for handling of the Society's funds and its various bank and investment funds shall be determined by the Policies.

Section 3 - Expenditures and Liabilities - Limitation

1. No member, director, officer, committee, employee, or other representative of the Society shall have the authority to expend any Society funds, incur any Society liability, or make any commitment on behalf of the Society for any expenses or involve it in any financial liability, unless such expenditure, liability, or commitment has been authorized in the Society's annual budget or by specific resolution of the Board.

Section 4 - Limitation on Liabilities

1. Society members shall not be considered as partners for any purpose. No member, officer, Board member, or employee of the Society shall be liable for the acts or failure to act on the part of any other member, officer, Board member, or employee of the Society; nor shall any member, officer, or Board member be personally liable to a third party for any action taken or not taken on behalf of the Society under authority granted in these Bylaws.

Section 5 - Bonding

1. The Board shall arrange to obtain such Fidelity Bond as it determines for all Society officers, Board members, and staff personnel.



CHAPTERS OF THE SOCIETY

D. CHAPTER

ARTICLE I. CHAPTER ORGANIZATION

Section 1 - Scope

1. On state and local matters, the Society shall function through its chapters, which shall be legally constituted as non-profit membership associations of the state or states in which they regularly conduct operations.

Section 2 - Establishment

1. Chapters shall be established by the Board, which shall determine all requirements for chapter formation. The creation of a new chapter shall only be approved by the Board based on a recommendation of a Board-appointed committee. Each chapter shall operate as an integral segment of the Society, and no chapter shall incorporate as a separate legal entity apart from the Society without approval from board-appointed committee. Any chapter granted status as a separate independent corporation shall be required to comply with such rules, regulations, and standards, to be set out in an affiliation agreement provided by the Society.

Section 3 - Authority and Duties

1. No act or activity undertaken by a chapter shall be at variance with these Bylaws and with Society policy, guideline, or action.

Section 4 - Bylaws

1. Each chapter shall adopt Bylaws incorporating all provisions as are set forth in the Appendix to these Bylaws, subject to modifications or additions requested by a chapter and approved by the Board.

Section 5 - Name

1. Each chapter shall adopt a name that shall begin with the name of the geographic area over which the chapter has jurisdiction and be closed with the phrase "of the American Society of Interior Designers" without use of any corporate designation. The name shall be subject to Board approval.

Section 6 - Chapter Membership

1. Each Society member or Industry Partner representative shall be a member of the chapter where the member maintains his/her preferred mailing address, unless he/she notifies National Headquarters to change his/her chapter affiliation.

Section 7 - Chapter President – Limitation

1. No National Society Director may serve concurrently as a chapter Officer.

Section 8 - Property Interests

1. No chapter shall have any interest in any assets of the Society, nor be liable for any debt or contractual obligation of the Society. The Society shall not have any interest in assets of any chapter, nor be liable for any debt or contractual obligation of any chapter, except that upon Board revocation of the chapter's authority to operate, all the funds, property, and records of the chapter shall revert to and become the sole property of the Society, subject to proper claims of third parties.

Section 9 - Activities of Chapters – Limitations

1. A chapter must obtain Society approval before engaging in any fund-raising activity and/or before engaging in any new or unusual activity.
2. A chapter shall fully comply with any instructions received by it from a Board-appointed committee pertaining to Chapter programming or other activities, or Chapter administration, provided that such instructions have theretofore been approved by the Society's Board.

Section 10 - Financial Reports

1. Each chapter shall submit to the Society's director of finance a quarterly and annual financial report in such form as the Board requires, verified by the chapter's President.

Section 11 - Termination of Chapter Operations

1. The authority of a chapter to operate may be revoked by the Board upon the recommendation of a Board-appointed committee for such reason, provided that the chapter is given the opportunity by the Board to show cause why such action should not be taken. Upon written notification of revocation, the chapter shall immediately surrender all chapter records, funds, and properties to the Society, and shall immediately discontinue operations as a chapter.

ARTICLE II. STUDENT CHAPTERS

Section 1 - Establishment

1. The Society may establish Student chapters at educational institutions offering undergraduate or graduate programs in interior design that meet ASID requirements. Only one Student chapter shall be established at each educational institution or branch of the same. At any time and for any reason, the Board may withdraw the right granted to operate a Student chapter at any such educational institution.

Section 2 - Organization

1. A student chapter shall operate in accordance with these Bylaws and such policies as the Board may adopt with respect to student chapters.

Section 3 - Non-Endorsement

1. Establishment of a Student chapter at an educational institution shall in no way imply that the Society has approved or accredited the interior design program offered at the institution. The institution shall not in any manner, inclusive of the material published in its brochures or other literature, state or imply that the Society has, in any way, endorsed, accredited, or otherwise approved its interior design program.

ARTICLE III. CHAPTER MANAGEMENT

Section 1 - Chapter Management

1. All chapters of the Society are required to operate within the Society's purpose and activities.
2. All Board members are required to attend all training sessions in accordance with Policies.



APPENDIX: CHAPTER BYLAWS

ARTICLE I. Name

Section 1 - Name

1. The name of this non-profit professional organization shall be the (State/Region) Chapter of the American Society of Interior Designers.

ARTICLE II. Purposes

Section 1 - Purposes

1. In accordance with the objectives and purposes stated in the Bylaws of the American Society of Interior Designers, the purposes and objectives of this chapter shall embrace all of those principles stipulated therein.

ARTICLE III. Membership

Section 1 - Eligibility and Election

1. Categories describing the classification of membership as listed in the Society's Policies shall be the same as those within the chapter membership, and election shall be governed by the pertinent provisions of the Bylaws.

Section 2 - Termination of Chapter Membership

1. Any member who, for any reason, ceases to be a member of the Society or is dropped from the Society's roll for non-payment of dues, shall cease to be a member of the chapter.

Section 3 - Rights and Privileges of Membership

1. Members of all categories shall be qualified to serve as members of the chapter's Board of Directors, as specifically provided for in these Bylaws. Professional, Allied Practitioner, Allied Educator and Industry Partner members shall be entitled to vote in connection with all chapter matters, including election of chapter officers and members of the chapter's Board of Directors.

ARTICLE IV. Board of Directors

Section 1 - Composition

1. A chapter Board is required and limited to have seven (7) (eight if the chapter has student chapters) positions (amended 06/10):
 - a. President (a Professional member or an Allied member) (amended 01/12)
 - b. President-elect (a Professional member or an Allied member) (amended 01/12)

- c. Five Director positions to be filled by Professional, Allied or Industry Partner members:
 - (i) Director with Financial Oversight
 - (ii) Director of Membership
 - (iii) Director of Professional Development and Programs
 - (iv) Director of Communications
 - (v) Director At-Large
- d. Student Representative to the Board (if chapter has student chapters)
2. At least one (1) member of the board must be an Industry Partner (amended 06/10).
3. Chapter Executive Committee:
 - a. No chapter shall have an Executive Committee.

Section 2 - Participation in National Chapter Leadership Meetings

1. Required chapter leaders shall attend the Society's Chapter Management meetings in accordance with Policies.

Section 3 - Directors

1. Directors shall serve staggered terms, and each shall be elected for one two-year term.

Section 4 - Student Member Representation

1. Where the chapter includes one or more Student chapters, the Board of Directors shall include as a voting member, a Student member selected by the Board to such position for a one-year term, from among qualified candidates.

Section 5 - Term Limits

1. Chapter Board members' term limits are set forth in the Policies.

Section 6 - Vacancies

1. Vacancies in any chapter office or Board position shall be filled according to vacancy Policies.

Section 7 - Board Meetings

1. The chapter shall be required to hold a minimum of two board meetings annually in addition to its Annual Meeting. Regular meetings of the Board shall be held at the time of the chapter's annual membership meeting and at other times as the Board may determine. Special meetings may be called by the President at his/her option, and shall be called by the President upon written request of 25% of the members of the Board. Notice of such meetings shall be given to each Director personally or by mail at least 14 days in advance and shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

Section 8 - Quorum

1. Five voting members of the chapter Board of Directors shall constitute a quorum for all meetings of the Board. Board action shall require the affirmative vote of five of the board members present. Each chapter board member shall be entitled to cast one vote.
2. No board member shall be entitled to vote by proxy or by designee.
3. A quorum of the Board is required to:
 - a. amend the chapter operational policies or
 - b. approve the chapter's Strategic Plan, Workplan, or Annual Budget.
4. Voting must be conducted either in person or through some form of communication in which each participant is able to hear and see all of the other participants.

ARTICLE V. OFFICERS

Section 1 - Chapter Officers

1. Required officers shall be the President and President-elect. The President-elect shall automatically succeed to the office of President at the conclusion of the incumbent President's term of office. The President-elect shall be elected for a one year term (effective 10/05).

Section 2 - Term Limits

1. Officers' required qualifications and term limits are set forth in the Policies.

Section 3 - President

1. The President shall be the same person who served as President-elect in the previous year. The President, as the chapter's principal officer, shall preside at chapter and Board meetings; appoint members to fill committee vacancies created during his/her term; create special task forces; be an ex-officio member of all committees and task forces, except the Nominating Committee; and perform such other duties as may be required by the Board and as may be required to carry out the Strategic Plan.

Section 4 - President-Elect

1. The President-elect shall, in the absence of the President, exercise the powers and perform the duties of the President. He/she shall also generally assist the President and perform such other duties as shall be prescribed by the Board of Directors. President-elect shall also serve as chair to the strategic planning committee.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1 - Nominating Committee

1. The chapter Nominating Committee each year shall be selected by the seated board and consist of
 - a. two members who have served on the Chapter Board within the last 10 years (amended 10/09);
 - b. two At-large members (amended 10/09); and
 - c. the immediate Past President, who serves as a non-voting chair.

Section 2 - Term Limits

1. Nominating Committee required qualifications and term limits are set forth in the Policies.

ARTICLE VII. COMMITTEES

Section 1 - Working Committees and Task Forces

1. Working committees and task forces shall be established by the President to perform specific chapter and/or society activities and shall be constituted and staffed as provided in Policies.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

1. There shall be an Annual meeting of the members of the chapter in each year at such time and place as the Board of Directors may designate.

Section 2 - Special Meetings

1. Special meetings of the members of the chapter may be called by the President, or by the Board of Directors, or on written request by 25% of the chapter members determined as of the preceding October 1. The purposes for such meetings should be given in the notice for the meeting, and actions taken therein will be limited to those purposes.

Section 3 - Notice of Meeting

1. Notice of the Annual members meeting shall be mailed to each member at least 30 days in advance. Notice of a special members meeting shall be mailed to each member at least 10 days in advance.

Section 4 - Quorum

1. 10% of the voting members of the chapter, determined as of the prior October 1, shall constitute a quorum at any meeting of the members of the chapter.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

Section 1 - Amendments by Members

1. These Bylaws may be amended at the annual or any special meeting by a majority vote of a quorum present at the meeting, provided that notice of the proposed amendment shall have been sent together with notice of the meeting.
2. No amendment shall be considered at the meeting unless the same has been submitted for consideration either upon recommendation of the Board or by written petition executed by not less than 25% of chapter members. Any proposed amendment shall be filed with the administrator or member with administrative oversight by either the Board or the petitioning members, as the case may be, not less than 45 days before the date of the meeting.

Section 2 - Amendments by the Board

1. These Bylaws may be amended first, by presentation of amendment at a regular Board meeting for Board's consideration, and secondly, by vote on amendment to take place at next regular Board meeting, provided each Board member receives notice of proposed amendments accompanied by pros and cons not less than 10 days prior to said meetings.
2. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by an officer or not less than two Board members.
3. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 3 - Approval by Society's General Counsel and Society's Board of Directors

1. Before any amendment to these Bylaws shall be presented for approval to either the members or the Board, it shall be approved by both
 - a. the Society's General Counsel as to form and as to its content being within the powers of the Chapter to enact and
 - b. by the Society's Board of Directors.

Section 4 - Interpretation of Bylaws

1. Each provision of these Bylaws and all amendments shall be interpreted to ensure consistency with the Society's Bylaws and Policies.



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