

THE AMERICAN INSTITUTE OF GRAPHIC ARTS

RALEIGH CHAPTER, INC.

(dba AIGA RALEIGH, dba AIGA RALEIGH DESIGN COMMUNITY)

CONSTITUTION AND BY-LAWS

## **ARTICLE 1**

### OFFICES

1.1 Principal Office. By the nature of AIGA Raleigh being an all-volunteer organization with no physical office and no budgeted funds to rent an office, there shall be no affixed principal office for the transaction for the business of the Corporation. At the discretion of the President and/or the Board, AIGA Raleigh will conduct Board business at various locations of their choosing, somewhere in the vicinity of the city of Raleigh, Wake County, North Carolina.

1.2 Registered Address. The registered address of the Corporation is PO Box 10849, Raleigh, North Carolina, 27605. By resolution of its Board of Directors, AIGA Raleigh may change the location of its registered address as designated in the Articles of Incorporation to any other place in North Carolina. By like resolution the registered agent at such registered address may be changed to any other person or corporation, including itself. Upon adoption of said resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

1.3 Other Offices or Addresses. Branch or subordinate offices or addresses may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

## **ARTICLE 2**

### DEFINITIONS

As used in these By-laws, unless the context otherwise requires, the term:

2.1 "Board" means the Board of Directors of the Corporation, aka The Board or the Full Board, which is comprised of the Directors on the Elected Board, Community Board, and Advisory Board.

2.2 "By-laws" means the initial By-laws of the Corporation, as amended from time to time.

2.3 "Certificate of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.

2.4 "Corporation" means The American Institute of Graphic Arts, Raleigh Chapter, Inc., dba AIGA Raleigh, dba AIGA Raleigh Design Community.

2.5 "Directors" means directors of the Corporation serving on the Board of Directors aka the full Board.

2.6 "Members" means paying members of the national AIGA organization who have officially chosen to designate AIGA Raleigh as their affiliated chapter.

2.7 "Not-for-Profit Corporation Law" means the Not-for Profit Corporation Law of the State of North Carolina, as amended from time to time.

2.8 "Office of the Corporation" means the registered address of the Corporation.

2.9 "President" means President of the Corporation, AIGA Raleigh.

2.10 "Community Member" or "Friend" means a non-Member of AIGA Raleigh who is engaged with the local design community, the chapter and its activities, and who is a supporter of the purpose and goals of AIGA Raleigh.

2.11 "Officer" means a Director who serves AIGA Raleigh on the Elected Board.

### **ARTICLE 3**

#### MEMBERS

3.1 Conditions of Membership. The members of the Corporation shall consist of those persons, without limit as to number, who have joined the national AIGA organization as paying members, who have chosen to designate AIGA Raleigh as their affiliated chapter, and who have an interest in the chapter's activities and programs, first, as a source of pleasure and intellectual profit to them, and second, to aid, through the Corporation, to the advancement of Raleigh as a place where designing thrives.

3.2 Categories of Membership. The membership of the Corporation shall consist of members who have joined the national AIGA organization at one of the following membership tiers: Contributor, Supporter, Sustaining Member, Design Leader, or Trustee. Details of these membership tiers, including their privileges and benefits, are all

available at the website of the national AIGA organization at <http://aiga.org>

Separate from member status, a Friend or Community Member of AIGA Raleigh shall be any other individual who supports the goals and efforts of AIGA Raleigh, and who wishes to advance the common cause of the design community.

3.3 Power to Censure, Expel or Suspend. The Board shall have power to, by a two-thirds vote of the Board's Directors present at any meeting expel any member of AIGA Raleigh who is acting in ways contrary to the purpose, mission, or goals of the chapter. Before this vote, the member must be given two weeks' previous notice in writing by the Board, including a copy of the charges proffered against him or her, and the remaining prorated portion of the member's paid dues will be refunded by AIGA Raleigh and/or the national AIGA organization.

3.4 Place of Formal Meetings, Events, and Activities. Events and activities hosted by AIGA Raleigh shall be held in a variety of venues based on the particular planning requirements of the event and based on the needs of the members and the greater design community. Formal Meetings of members, organized for the purpose of voting or for official duties related to a member's status or duties, shall be organized by the Board at locations of their choice which are convenient to the majority of the membership and within the State of North Carolina.

3.5 Community Meeting. An evening meeting of Members, Community Members, Directors, Officers, and the general public shall be held monthly for eleven months of the year at such hour as may be designated in the notice of meeting, on the first Wednesday of each month, or, if such date falls on a legal holiday, on the first Wednesday thereafter which is not a legal holiday. The month of July does not have a scheduled Community Meeting due to summer holidays. By a majority vote of the Board, a Community Meeting can be delayed or rescheduled, but must occur before the next scheduled Community Meeting.

### 3.6 Election of Officers.

3.6.1 Every two years, at the June Community Meeting, the Board of AIGA Raleigh shall present its proposed slate for the Elected Board to the gathered Members, Community Members, Directors, Officers, and the general public in attendance. In that same month of June, the slate will be submitted to Members of AIGA Raleigh, who will have a one-week window to vote by paper ballot, electronically via email, text-message, or online survey, or by voicemail, on the slate of

candidates for the Elected Board. The proposed slate of Officers for the Elected Board shall be elected if the slate is approved by majority vote of the Members.

3.6.2 If the proposed slate for the Elected Board is not presented at the June Community Meeting, or if for a period of six weeks after the date fixed in Section 3.6.1 there is a failure to present the proposed slate via a public event and to allow Members a one-week voting period to elect a sufficient number of Officers to conduct the business of the Corporation, the Board shall call a special in-person meeting of Members for the immediate election by majority vote of Officers to the Elected Board.

3.6.3 At any special meeting for the election of Officers to the Elected Board called on the demand of the Board or the Members in accordance with the Not-for-Profit Corporation Law, the Members attending, in person or by proxy, and entitled to vote in an election of Officers shall constitute a quorum for the purpose of electing Officers to the Elected Board, but not for the transaction of any other business.

3.7 Other Special Meetings. A special meeting of Members (other than a special meeting for the election of Officers), unless otherwise prescribed by statute, may be called at any time by the Board or by the President or by any member of the Elected Board, and shall be called by the President or by any member of the Elected Board on the written demand of Members holding ten (10) percent of the total number of votes entitled to be cast at such meeting. Such written demand shall state the date and month of such meeting. At any special meeting of Members, only such business may be transacted which is related to the purpose or purposes of such meeting set forth in the notice thereof.

3.8 Notice of Meetings of Members. Except as otherwise provided in the By-laws, whenever, under the Not-for-Profit Corporation Law or the Certificate of Incorporation or the By-laws, Members are required or permitted to take any action at a meeting, written notice shall be given stating the place, date and hour of the meeting and indicating that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, electronically, or by mail to the physical address on file with the national AIGA organization, not less than ten (10) nor more than fifty (50) days before the date of the meeting, to each Member entitled to notice of or to vote at such meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which

the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date who is entitled to notice.

3.9 Waivers of Notice. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, 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.

3.10 Quorum of Members: Adjournment. Members entitled to cast a majority of the total number of votes entitled to cast at any meeting of Members, present in person or represented by proxy, shall constitute a quorum for the transaction of any business at any such meeting, unless otherwise provided by law or by these By-laws. When a quorum is once present to organize a meeting of Members, it is not broken by the subsequent withdrawal of any Members or their proxies. The Members, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

3.11 Voting: Proxies. Every Member of record shall be entitled at every meeting of Members to one vote. At any meeting of members quorum being present, all matters except as otherwise provided by law or by the Certificate of incorporation or the By-laws shall be decided by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to one vote thereon. In voting on any question on which a vote by ballot is required by law or is demanded by any Member entitled to vote, the voting shall be by physical or electronic ballot. Each ballot shall be signed by the member voting or by his proxy. On all other questions, the voting may be viva voce. Every Member entitled to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. The validity and enforceability of any proxy shall be determined in accordance with Section 609 of the Not-for-Profit Corporation Law.

3.12 Organization. At every meeting of Members, the President, or in the absence of the President, a Vice President, or in the absence of a Vice-President, an Officer of the Elected Board, shall act as Chair of the meeting. In case none of the Officers above designated to act as Chair of the meeting shall be present, a Chair of the meeting shall be chosen from the Board 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.

3.13 Order of Business. The order of business at all meetings of Members shall be as determined by the Chair 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.

3.14 Written Consent of Members without a Meeting. Whenever the Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken or to be taken, signed by all the Members entitled to vote thereon. Such consent shall have the same effect as a unanimous vote of the Members.

#### **ARTICLE 4**

##### DUES

4.1 Annual Dues. The annual dues of all categories of Members in the national AIGA organization, and all national benefits to members, are established by the national organization, and are agreed upon between members and the national AIGA organization.

4.2 Payment. Membership dues shall be payable via an annual, monthly, or scheduled installment plan as administered by the national AIGA organization.

#### **ARTICLE 5**

##### DIRECTORS

5.1 General Powers. Except as otherwise provided in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws, as it may deem proper for the conduct of its meeting and the management of the Corporation.

5.2 Number: Qualification: Term of Office. The number of Directors constituting the entire Board shall not be less than six, three on the Elected Board and three on the Community Board, and subject to such minimum, may be increased or decreased from time to time based on the needs of the Board and the Members of the chapter. Each Director shall be at least eighteen (18) years of age.

5.3 Election. Directors shall, except as otherwise required by law or by the Certificate of Incorporation, be elected or appointed by various mechanisms described in sections 6.2, 6.3, and 6.4 of these By-laws, based on their position on the Elected Board, Community Board, or Advisory Board.

5.4 Resignations. Any Director may resign at any time by written notice to the President and the Board. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.5 Compensation & Reimbursement. All members of the Board of Directors donate their time to AIGA Raleigh as unpaid volunteers and do not draw any salary, benefits, or compensation for their work. This by-law can only be changed by a majority vote of the Members of AIGA Raleigh.

That said, each Director shall be entitled to receive from the Corporation reimbursement for the reasonable expenses incurred by him or her in connection with the performance of his or her duties, usually as related to travel expenses or event-related expenses, as determined by the Board or by the Board's appointed agent responsible for financial matters.

5.6 Place and Time of Meetings of the Board. Meetings of the Board, regular or special, may be held at any place within or without the State of North Carolina. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to resolution of the Board) in the notice of the meeting.

5.7 Open Access to Board Meetings. Meetings of the Board are open meetings, available to all who wish to attend, including Directors, Members, and Community Members.

5.8 Special Meetings. Special meetings of the full Board shall be held whenever called by the President or by any two or more Directors of the Elected Board, and shall be held upon notice to the Board. Notice of each special meeting of the Board shall, be communicated to each Director at the email address, physical address, or telephone number designated by him or her for that purpose at least four days before the date on which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purpose of the meeting, except to the extent required by law.

5.9 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned, meeting, whether or not



a quorum is present, may adjourn such 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.

5.10 Waivers of Notice of Meetings. Anything in these By-laws or in any resolution adopted by the Board to the contrary notwithstanding, notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

5.11 Organization. At each meeting of the Board, the President of the Corporation, or in the absence of the President, a Chair chosen from the Elected Board by the majority of the Directors present, shall preside. An attending Director, not Chair or President, shall perform note-taking duties at such meeting.

5.12 Quorum of Directors. A Majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business at any meeting of the Board, unless a greater proportion is required by law.

5.13 Action by the Board. All corporate action is taken by the Board. Except as otherwise provided by the Certificate of Incorporation or by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

## **ARTICLE 6**

### BOARD STRUCTURE

6.1 Board Structure. The Board of AIGA Raleigh shall be comprised of three groups—the Elected Board, the Community Board, and the Advisory Board. Each group will be elected, invited, or appointed to serve based on different criteria as described below, but the full Board is made of of all representatives from each group.

Only by a majority vote of all voting members of the full Board shall the Board have authority as to the following matters:

6.1.1 The submission to Members of any matter that needs Members' approval;

6.1.2 The filling of vacancies in the Elected Board;

6.1.3 The submission to members, every two years, of a slate of candidates for office on the Elected Board;

6.1.4 The amendment or repeal of the By-laws, or the adoption of new By-laws (requires a two-thirds majority vote);

6.1.5 The amendment or repeal of any resolution of the Board which includes among its terms a provision that it is not so amendable or repealable;

6.1.6 Any financial expenditure that is greater than 50% of the then-current holdings of the Corporation;

6.1.7 The removal or censure of a Member of AIGA Raleigh (requires a two-thirds majority vote) or;

6.1.8 The removal or censure of an Officer serving on the Elected Board of AIGA Raleigh (requires a two-thirds majority vote).

6.2 Elected Board. The full Board, by submitting a slate to be voted on by the Members of AIGA Raleigh, nominate from among its Directors an Elected Board consisting of no fewer than three Directors who shall become the Officers of AIGA Raleigh for a two-year term. As described in Article 7, Officers of the Corporation have additional responsibilities beyond their roles as Directors of AIGA Raleigh.

6.3 Community Board. Volunteers, invited by the Elected Board and its Officers, may become Directors on the chapter's Community Board, serving a variable-length term on the Board of AIGA Raleigh. Candidates can be Members or Community Members, they will serve at the pleasure of the Elected Board, activated by majority vote of the Elected Board. Directors of the Community Board differentiate their service and term from the Elected Board by focusing on particular events, activities, initiatives, or areas of focus versus a broader focus on the chapter's management or overall purpose and goals, and they do not typically commit to a multi-year term.

The Board of AIGA Raleigh must, at all times, have an equal number of Elected Board and Community Board Directors, in order to ensure that the Corporation is working with input from the chapter's Members and from the Community Members of the greater design community.

6.4 Advisory Board. Members of AIGA Raleigh, Community Members, past Directors or Officers, or other individuals who will provide positive contributions to the work of the chapter as well as useful advice and guidance to the Board, may be invited by the President of the Corporation to become Advisors to AIGA Raleigh as members of the chapter's Advisory Board. Advisory Board members are Directors of the

AIGA Raleigh Board, they serve at the pleasure of the President for a term no longer than the inviting President's term, and they do not have voting rights.

6.5 Special Committees, Teams, or Working Groups. The Board may also designate from time to time, from among its Directors or volunteers, special committees, teams, or working groups of the Board to perform special functions in carrying on the work of the Corporation. Special committees shall have only the lawful powers specifically delegated to them by the Board, and members of these committees, teams, and working groups do not have voting power on Board matters unless they are already a voting Director on the Board.

6.6. General. Any committee designated by the Board pursuant to Sections 6.5 of the By-laws, and each of the Members, Friends, Community Members, and alternate volunteers thereof, shall serve at the pleasure of the Board. Any committee may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws or the resolution of the Board designating such committee, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

## **ARTICLE 7**

### OFFICERS OF THE ELECTED BOARD

#### 7.1 Officers.

7.1.1 The officers of the Corporation shall be the members of the Elected Board, consisting of a President or Co-Presidents, leading a team of Directors. The Corporation's Elected Board may also have, at the discretion of the Board of Directors, a Chair of the Board, one or more Vice-presidents, a Director of Finance, and any other officers as may be elected in accordance with the provisions of these By-laws. Any number of offices may be held by the same person, but the Elected Board must—at a minimum—contain two other officers in addition to the President, creating an odd number of Directors. In the case of Co-Presidents, three additional officers would be required in order to constitute an odd-number of Directors on the Elected Board.

7.1.2 Officers of the Corporation must be Members in good standing with the national AIGA organization, at a member tier of Supporter or higher.

7.1.3 Officers of the Corporation have the fiduciary responsibility

to the Members, the Board, and the national AIGA organization, to ensure the long-term viability of the chapter via the proper use of its funds and resources.

7.2 Election of Officers. The officers of the Corporation serving on the Elected Board, shall hold their office and position until they resign, are removed or otherwise disqualified to serve, or until their successor is elected by a vote of the Members. Officers of the Corporation serve a two-year term together on the Elected Board.

7.3 Substitute Officers, Etc. The Board of Directors may appoint new or additional Officers as the Corporation may require, each of whom shall have authority and perform such duties as are provided in these By-laws or as the Board of Directors may from time to time specify, and shall hold office until he or she shall resign, shall be removed or otherwise disqualified, or upon the expiration of the term of the President of AIGA Raleigh whom they were first appointed under. For example, if an elected officer of the Corporation resigns before the completion of their two-year term, the Board will appoint a new Director to serve in the former officer's position on the Elected Board; this substitute officer will complete the remaining portion of the then-current two-year term before the next election.

7.4 Compensation of Officers. Officers, like other Directors and agents of the Board of the Corporation, are volunteers who shall receive no salaries or other compensation and are not employees of the Corporation. Any changes to this provision will require the approval, by majority vote, of the Members of AIGA Raleigh.

7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular or special appointments to such office.

7.6 Removal and Resignation. Any Officer may be removed, either with or without cause, by a two-thirds majority of the Directors of the Board at the time in office, at any regular or special meeting of the Board, or, except in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors. Any Officer may resign at any time in writing by notifying the Elected Board and the President. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an Officer shall be without prejudice to the contract rights of the Corporation, if any.

7.7 President. Subject to such supervisory powers, if any as may be given by the Board of Directors to the Chair of the Board, if there be such an Officer, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the conduct and officers of the Corporation. The President shall preside at all meetings of the members and, in the absence of the Chair of the Board, if there be such an Officer, at all meetings of the Board of Directors. The President shall be ex officio a member of the Elected Board and an officer of the Corporation, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-laws. Like all Officers of the Elected Board, the President shall serve a two-year term, and shall be elected by a majority vote of the Members of AIGA Raleigh.

7.8 Vice-President. In the absence or disability of the President, the Vice-President or Vice-Presidents, if there be such an officer or officers, in order of the rank as fixed by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these By-laws.

7.9 Director of Finance. The Director of Finance, as an officer of AIGA Raleigh and as a member of the Elected Board, shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Director of the Board. The Director of Finance will, on a semi-annual basis, make available to the Members of AIGA Raleigh a summary or other report about the financial condition of the Corporation.

The Director of Finance shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Director of Finance shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-laws.

## ARTICLE 8

### MISCELLANEOUS

8.1 Indemnification of Directors and Officers. The Corporation shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation, or of any other Corporation which he or she served as such at the request of the Corporation, against all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, and including the cost of court-approved settlements, to the fullest extent and in the manner set forth in and permitted by the Non-profit Corporation Law and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the Corporation and each director and officer who serves in such capacity at any time while this Article and the relevant provisions of the North Carolina Corporation Code and other applicable law, if any, are in effect, and, except to the extent otherwise required by law, and repeal or modification capable of being converted into written form with reasonable time.

The Board in its discretion shall have power on behalf of the Corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he or she, his testator or intestate, is or was an agent of the Corporation.

The Board in its discretion shall have the, power to purchase and maintain insurance in accordance with, and subject to, the provisions of the North Carolina Corporation Code.

8.2 Books, Financial Records, and Meeting Notes. The Corporation shall keep correct and complete books and records of banking and financial matters, and shall keep notes of the regular meetings of the full Board and of the Elected Board. Any of the foregoing books, notes, or records may be in written or electronic form or in any other form capable of being converted into electronic form within a reasonable time.

8.3 Inspection of Books and Financial Records. Except as otherwise provided by law, the Board shall determine from time to time whether, and, if allowed, when and under what conditions and regulations, the

accounts, books, and other financial records of the Corporation, or any of them, shall be open to the inspection of the Members.

8.4 Public Availability of Documentation and Information. As a bulwark against loss of record and memory, for the benefit of future generations of the Board of AIGA Raleigh, and so that Members, Friends, and Community Members in the greater design community may observe, learn from, and participate in the work of the chapter, the Board shall, as a default position, publish and make available documentation and information related to all chapter events, activities, and initiatives to a public-facing, public-browsable website, wiki, or other web publishing platform.

8.5 Annual Report. No annual report to Members shall be required, but the Board may cause to be sent to the members' reports in such form and at such times as may be deemed appropriate by the Board.

8.6 Grants, Contracts, Drafts, Bank Accounts, Etc. The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract, make a grant or contribution, effect a loan or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Corporation by the President, if there be one, by consensus of the Elected Board, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Corporation by the President or by consensus of the Elected Board.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by an officer, employee or agent of the

Corporation to whom such power may from time to time be delegated by the Board.

8.7 Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on December 31st, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

8.8 Serving Raleigh, Durham, Chapel Hill, and Beyond. It is the stated intent and viewpoint of the Board of AIGA Raleigh, as representatives of this Corporation originally named in 1985 when national AIGA requirements made the selection of a single place-name mandatory in the official name of a new chapter, to serve all Members, Friends, Community Members, and allies in the greater design community of North Carolina, specifically in the following regions: the three cities of Raleigh, Durham, and Chapel Hill, as well as their surrounding smaller communities; the unincorporated area of Eastern North Carolina from Raleigh to the coast; and westward from Raleigh toward Greensboro and the geographic region served by AIGA Triad NC. The name of the Corporation, AIGA Raleigh, is the result of a strong pride of place, a longtime base of support, and of rules from our founding era—our name is, by no means, a limit on our aspirations, who we serve, or our dreams for North Carolina's design community.

## **ARTICLE 9**

### **PURPOSE, MISSION, AND COMMUNITY**

9.1 The Purpose of AIGA. Nationally, AIGA advances design as a professional craft, strategic advantage and vital cultural force. As the largest community of design advocates, we bring together practitioners, enthusiasts, and patrons to amplify the voice of design and create the vision for a collective future. We define global standards and ethical practices, guide design education, enhance professional development, and make powerful tools and resources accessible to all.

9.2 The Mission of AIGA Raleigh. AIGA Raleigh's mission is to create a place where designing thrives. We do this via three goals: making design ability attainable, proving design impact, and uniting people. Aside from these three areas of focus, everything we do in running this chapter supports our fourth goal of making the chapter itself, and the greater design community, better for everyone.



9.3 Our Design Community. In order for our Board and our Members to fulfill the chapter's purpose and mission, our efforts must also be oriented around the greater design community which exists outside of just AIGA and AIGA Raleigh. Whether in Raleigh, the Triangle region, North Carolina, or beyond, we must also serve a superset of design practitioners, collaborators, and enthusiasts who can look to AIGA for guidance, support, and for the vision of a collective future. That said, we will seek to always encourage engagement and participation over membership and rosters, bottom-up over top-down, open versus closed, and public versus private. We know that if we look to the wider community for input, guidance, and volunteerism, we will always be more successful in realizing our mission of creating a place where designing thrives—this is why, in 2014, our Corporation calls itself AIGA Raleigh Design Community.

## ARTICLE 10

### AMENDMENTS TO THE BY-LAWS

10.1 Amendment Process. The By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, by majority vote of the Members at the time entitled to vote in the election of Directors. Except as may be otherwise provided in a By-law adopted by the Members, the By-laws may be altered, amended, supplemented or repealed, or new By-laws 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. If any By-law regulating an impending election of Directors is adopted, altered, amended, supplemented or repealed by the Board, such By-Law shall be set forth in the notice to the Members about election of Directors, together with a concise statement of the changes made and a link to the full document. Any By-laws 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 By-law adopted, altered, amended or supplemented by a vote of the Members.

10.2 Full Community Review of By-laws. Every six years, starting in 2015, the Board of AIGA Raleigh shall engage with the greater design community comprised of Members, Community Members, Officers, and Directors, to review, and as needed, to revise, the By-laws of the Corporation and ensure that they are up-to-date with the stated purpose and goals of the chapter, with the stated purpose and goals of the national AIGA organization, that they enforce a method of modern, reasonable governance for the chapter, its Officers, Directors, and Board, and most importantly of all, that the Corporation is serving the needs of the Members of AIGA Raleigh. The

Board may draft and vote on the activation of any changes to By-laws which arise out of this process, the Members of AIGA Raleigh may use the process described in these By-laws to convene a vote of Members to activate any changes to By-laws arising out of this process, or a combination of the these two methods may be used to enact the results of a Community Review.