



the professional association for design

P.O. Box 361400
Los Angeles, CA 90036

@AIGALosAngeles
losangeles.aiga.org

CHAPTER BYLAWS

Restated and approved by the AIGA Los Angeles Board of Directors on May 2, 2022.
Approved by the membership via online vote June 7, 2022

ARTICLE I: NAME

1.1 Name

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

1.2 Registered Office

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

1.3 Principal Office

The principal office of AIGA Los Angeles shall be located at such a place within the state of California 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 AIGA, the professional association for design, a national membership organization and owner of the trademarks “American Institute of Graphic Arts” and “AIGA.”

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

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

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

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

2.1.6 “Officer” shall mean and refer to the President, President Elect, Vice President of Operations (secretary), Vice President of Finances (treasurer) or additional Vice President(s).



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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 Los Angeles are set forth in the articles of incorporation and follow in accordance with the mission statement of AIGA.

3.2 Mission

The mission of AIGA Los Angeles is:

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

3.2.2 To provide leadership in the exchange of ideas and information, to encourage critical analysis and research and to advance education and ethical practices for the design community of Los Angeles.

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

3.3 Objectives

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

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

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

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

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

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



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3.3.7 To employ such personnel as may be necessary in carrying out the chapter 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 Los Angeles shall be noncommercial, nonsectarian and nonpartisan.

ARTICLE V: MEMBERSHIP

5.1 *Conditions of Membership*

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

5.2 *Description of Members*

Members may consist of any of the following:

5.2.1 Any individual who is responsible for, or directly involved in the creation of design and production of any communication arts material that incorporates graphic design, art direction, copywriting, photography or illustration, including but not limited to: Graphic designers, Book designers, Editorial designers, Type designers, Packaging directors, Art directors, Creative directors, Interaction designers, Information designers, Information architects, Broadcast designers, Environmental designers, Industrial designers, Software designers, Signage designers, Illustrators, Photographers, Animators, Usability researchers, CIOs, Product marketing managers, Design writers, Design educators, Web designers, Multimedia designers

5.2.2 Individuals who represent companies that supply supportive services and materials to the creative process. (Example: Representatives for printers, paper distributors, film producers, typographers and industry-related computer services.)

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

5.3 *Categories of Membership*

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

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.



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ARTICLE VI: MEETINGS OF THE MEMBERSHIP

6.1 **Place of Meetings**

Every meeting of the board of directors shall be held at the office of the chapter or at such other place within or without the state of California as determined by the board of directors or the President.

6.2 **Annual Membership Meeting**

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

6.3 **Special Meetings**

A special meeting of the members may be called at any time by the board of directors, by the President or by the Vice President of Operations and must be called by the President or Vice President of Operations 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 or email or by hand 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 minimum 10% of members in good standing are entitled to vote at a meeting of the members, either present or represented by proxy, shall constitute a quorum for the transaction of any business at any such meeting. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a



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quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.

6.7 Voting

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

6.8 Chair of Meeting

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

6.9 Written Consent of Members Without a Meeting

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

6.10 Proxies

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

ARTICLE VII: BOARD OF DIRECTORS

7.1 Board of Directors

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

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

7.1.3 Only members may be elected to serve as directors.

7.1.4 Each director shall serve until his or her successor is elected.

7.1.5 Terms for directors will be two years. Any director may be reelected for one additional consecutive term. A director who has completed two consecutive terms may not be elected for an additional term, except after an intervening period of at least one year; provided that service as a director to complete an unexpired term upon election to a vacancy, shall not constitute a "term" for the purpose of this section.



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

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

7.2 Powers of Directors

The board of directors shall determine the policies and activities of the chapter, approve the annual plan of events and expenditures, authorize disbursements, take counsel with committees and have general management of the chapter and its affairs. 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 four (4) nor more than twenty (20) members (including the officers) as determined from time to time by the board of directors. The directors shall be elected annually by a vote of the membership or any special meeting called for the purpose of electing a director should the number of directors fall below the minimum required.

7.4 Required Positions

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

7.4.1 Membership Director Duties

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

7.5 Meeting of Directors

7.5.1 Regular meetings of the board of directors shall be held at such time and place as the board of directors appoints. Regular meetings of the board may be held without notice. Remote meetings may be held, per 7.14.

7.5.2 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, text, or verbal message to each director.

7.5.3 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



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objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

7.5.4 Attendance at board meetings is required, with monthly reports from directors submitted a minimum of 12 hours prior to the monthly meeting. If the director is unable to attend, a notice accompanied by the monthly report must be submitted prior to the meeting.

7.6 Voting of Directors

Except as otherwise provided by these bylaws:

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

7.6.2 Each director is entitled to one vote.

7.6.3 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.

7.7 Powers of Directors

All powers of AIGA Los Angeles shall be exercised by or under the authority of the board of directors and all the business affairs of AIGA Los Angeles 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 Los Angeles.

7.8 Removal of Directors

Subject to the provisions of the state of California's not-for-profit corporation laws, any Director may be removed at any time, with or without cause, by vote of a majority of members entitled to vote at an election of Directors. Before a Director is removed, members shall be given thirty (30) days prior written notice of the fact that a vote will be taken concerning the removal of this Director.

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

7.9 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.

7.10 Employees and Consultants as Directors

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

7.11 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 California. Directors shall receive notice of the place and time of the meeting of the board in person or via telephone, email or mail.



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7.12 Local Chapter Board Retreat

- A.** planning the year's agenda, business, events and activities;
- B.** meaningful interaction between the board of directors and the executive committee;
- C.** conducting other business as may be designated by the President

7.13 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.

7.14 Remote Participation in Meetings

One or more directors may remotely participate in a meeting of the board of directors, by means of a telephone conference call, (or internet video conferencing call) provided that all persons participating in the meeting can hear and/or communicate concurrently with each other.

7.15 Written Consent

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

ARTICLE VIII: OFFICERS

8.1 Executive Committee

The executive committee shall consist of the following officers: President, President Elect, Vice President of Operations (secretary), Vice President of Finances (treasurer), and Vice Presidents (additional officers). In the case of a vacancy of office, the remaining officers shall fulfill the duties of the vacant office until a successor is nominated by the nominated committee, appointed by the board of directors and takes office.

8.1.2 Executive Committee Meetings

A meeting of executive committee members may be called from time to time to ensure proper governance and prioritization of important issues for the board to address. This meeting must meet a quorum. It has the authority to act on behalf of the full board in times between meetings and/or crisis with responsibility to inform decisions to be approved by the board of directors at the next meeting.

8.2 Eligibility Requirements

Only AIGA members may serve as officers. Candidates for office shall be nominated by the Nominating Committee and recommended by the board of directors for vote by the eligible chapter membership. The complete slate of positions (including candidates and returning directors) is then elected by annual vote of the full membership, per these bylaws Section 10.2.



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8.3 Duties of Officers

- 8.3.1** The President shall be the chief executive officer of AIGA Los Angeles and shall in general supervise and control all the business and affairs of AIGA Los Angeles. The President shall implement the policies formulated by the board of directors. The President shall preside at all meetings of AIGA Los Angeles, unless they are unable, in which event a Vice President shall preside. The President shall be an ex-officio member of all committees and may thereby appoint committee members unless otherwise provided by the bylaws. The President may, together with the Vice President of Operations, execute on behalf of AIGA Los Angeles any contract or other written instruction to which AIGA Los Angeles is a party. The President shall perform such other duties as may be prescribed in these bylaws or assigned to them by AIGA Los Angeles or by the board of directors and shall coordinate the work of all officers, directors, and committees of AIGA Los Angeles in order that the purposes of AIGA Los Angeles may be promoted.
- 8.3.2** The President Elect shall assist and advise the President, and perform other duties as requested or directed by the President. They shall succeed to the office of the President after one year as President Elect or if the Presidency should become vacant during an unfinished term. They shall be an ex-officio member of all committees.
- 8.3.3** The Vice President of Operations (secretary) shall act as an aide to the President and shall perform the duties of the President in the absence or disability of that officer to act. The Vice President of Operations shall direct the membership director and ensure that on a monthly basis address changes of members in the chapter be sent to the national office in order to facilitate the national office's recordkeeping and monthly exchange of membership information with the chapter. The Vice President of Operations shall ensure the minutes of all meetings of the board and the members are recorded. The Vice President of Operations shall ensure notice of all meetings to the directors and members entitled to notice, as specified in these Bylaws. The Vice President of Operations shall have custody of all books, records and papers of AIGA Los Angeles except when any of such documents shall be maintained by the Vice President of Finances (treasurer) or some other person authorized to have such custody. The Vice President of Operations shall maintain appropriate and accurate accounts and records of all chapter activities. The Vice President shall perform such other duties as may be assigned to them by the President or the board of directors.
- 8.3.4** The Vice President of Finances (treasurer) shall have custody of the funds and securities of AIGA Los Angeles and see that they are deposited in such banks or trust companies as the board of directors shall designate. The Vice President of Finances shall have regularly entered a full and accurate account of all monies received and disbursed by AIGA Los Angeles. A full P & L statement, together with such other reports that the Vice President of Finances is called to produce by the President or board of directors, must be submitted monthly to the board of directors. The Vice President of Finances shall make disbursements as authorized by the President or the board of directors. The Vice President of Finances 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 Vice President of Finances



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shall be responsible for the maintenance of all accounts and financial records. The Vice President of Finances shall be responsible for coordinating the preparation and filing of income tax returns and other corporate filings required by the state 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 Vice President of Finances 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 Vice President of Finances shall perform such other duties as may be assigned to them by the President or the board of directors as well as coordination and supervision of the management company.

8.3.5 The Vice President(s) shall act to assist the President with their duties and shall perform the duties of the President in the absence or disability of that officer to act. In general, the Vice President shall aid in supervising, implementing, and conducting the business affairs of AIGA Los Angeles. They can be assigned to a special area of responsibility such as membership, education, personnel, or special programs as may be assigned to them by the President or the board of directors.

8.4 Terms

8.4.1 Officer's Term

All officers, except for the President Elect, shall serve a two year term, commencing June 1 and terminating May 31 two years thereafter.

8.4.2 Each officer may not serve more than two consecutive terms in the same position. An officer who has completed two consecutive terms may not be elected for an additional term, except after an intervening period of at least one year; provided that service as an officer to complete an unexpired term upon election to a vacancy, shall not constitute a "term" for the purpose of this section.

8.4.3 President's Term

The president shall serve one 2-year term, commencing June 1 and terminating May 31 two years thereafter. Prior to becoming president, they will have served one year as President elect. Presidents shall only serve one term.

8.4.4 President Elect's Term

The President Elect shall serve a one year term, commencing June 1 and terminating May 31 one year thereafter. After serving one year as President Elect, they will transition into the role of President. President Elects shall only serve one term.

8.5 Interim Officers and Vacancies

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

8.5.2 In the event of a board officer or director vacancy due to resignation or removal, the board of directors shall either direct the remaining officers to fulfill the duties of the vacant office until a vote of the full membership occurs or appoint a member as an



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interim officer to serve the remainder of the departed officer's term. Until such time that the vacant office is filled, the remaining officers shall perform the duties of the vacant office.

8.5.3 In the event of a presidential vacancy due to resignation or removal, and there is not an appointed President Elect, the executive committee may choose to appoint a nominating committee, consistent with the bylaws section 10.3.

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, or at a given future date, if provided.

8.7 Forwarding Documents

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

ARTICLE IX: COMMITTEES

9.1 Creation of Committee and Appointment

The board of directors shall establish such committees as it deems necessary to aid the chapter in carrying out its activities. Chapter committees shall be chaired by a member of the board of directors or an AIGA member. Chapter committees shall be responsible to the board of directors and may be altered at any time by the board of directors.

9.1.1 Appointments to Committees

The chair or co-chairs of a committee shall have the ability to recommend committee members from the members of AIGA Los Angeles for approval by the President or board. Committee members should be AIGA Los Angeles members or would-be members in transition from non-member to member in a period of two months. The President and other board members shall assist a director of a committee to select members of said committee as needed.

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: PROCEDURES

10.1 Robert's Rules of Order

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

10.2 Annual Board Election Process

The nominating committee who will be responsible for recommending the slate of incoming directors to be voted upon shall consist of the following: No fewer than three (3) and more than



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five (5) individuals. Each member should represent one of the following: one member of the prior years nomination committee, one current but outgoing board member, one former board member, one former executive team member, one AIGA Los Angeles non-board member at large. The current term President of the board and the President-elect are not allowed to serve on the nomination committee.

The President shall appoint the nominating committee with the approval of the board of directors by February of each year.

10.2.1 Duty of the Nominating Committee

The nominating committee will recommend the best candidates from the AIGA Los Angeles membership, reflecting diversity of the profession. A call will be made to the membership (via the chapter's website) for additional submissions prior to the preparation of a slate; members can nominate other members or themselves.

10.2.2 The Nominating Committee will recommend the best candidate for each open board position to the board to be voted upon individually for selection to the slate for final election by the chapter members. If any individual candidate recommended by the nominating committee is not approved by the board by a majority vote with quorum present, the nominating committee shall resume the search for a viable candidate for the vacant seat. All candidates recommended by the nominating committee and voted upon favorably by the majority of the board, shall be presented in a single slate for final vote and election by the chapter members.

10.2.3 The Vote on the Slate

A single slate of board candidates will then be prepared by the and sent out by the chapter via email or by mail to the general active membership for a vote and posted on the AIGA Los Angeles website. Only active AIGA members in good standing are eligible to vote in board elections. A vote of at least 10% of members in good standing is required for the vote to be valid.

10.2.4 Timeline of Nomination Process

The nomination process shall begin in the beginning of the calendar year. It is the responsibility of the President to begin this process. The nominating committee shall be formed by February. New directors and officers will officially take their posts by June 1. Prior to new directors and officers taking their posts, new directors and officers will collaborate with outgoing directors and officers to ensure a smooth transition.

10.2.5 A president elect may be identified and elected a year in advance of the completion of the incumbent president's term to facilitate effective preparation for assuming the responsibilities of chief elected officer. In the case of the nomination of a candidate not currently serving on the board or present on the slate for election, the president elect may be appointed to the Board ex officio for one year. The process for selecting the president elect will be consistent with the provisions of Section 10.2.

10.3 Special Presidential Nomination

In the event of a presidential vacancy due to resignation or removal, and there is no appointed President Elect, the executive committee may choose to appoint a nominating committee to



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select an interim President to be voted on. This interim President shall serve until the following annual board election process.

The nominating committee shall consist of the following: No fewer than three (3) and more than five (5) individuals. Each member should represent one of the following: one member of the prior years nomination committee, one current but outgoing board member, one former board member, one former executive team member, one AIGA Los Angeles non-board member at large. The incumbent President of the board is not allowed to serve on the nomination committee.

The executive committee shall appoint the nominating committee with the approval of the board of directors within 60 days of the vacancy

10.3.1 Duty of the Nominating Committee

The nominating committee will recommend an interim President candidate from the AIGA Los Angeles membership. A call will be made to the membership (via the chapter's website) for submissions prior to the preparation of a slate; members can nominate other members or themselves.

10.3.2 The Nominating Committee will recommend the best candidate for interim president of the board to be voted upon for final election by the chapter members. If the candidate recommended by the nominating committee is not approved by the board by a majority vote with quorum present, the nominating committee shall resume the search for a viable candidate for the vacant seat. The candidate recommended by the nominating committee and voted upon favorably by the majority of the board, shall be presented in a single slate for final vote and election by the chapter members.

10.3.3 The Vote on the Slate

A single slate of board candidates will then be prepared by the and sent out by the chapter via email or by mail to the general active membership for a vote and posted on the AIGA Los Angeles website. Only active AIGA members in good standing are eligible to vote in board elections. A vote of at least 10% of members in good standing is required for the vote to be valid.

10.3.4 Timeline of Nomination Process

The special nomination process shall begin within 30 days of the vacancy. It is the responsibility of the executive committee to begin this process if they choose to do so. The nominating committee shall be formed within 60 days of the vacancy. The nominated president shall officially take their post within 120 days of the vacancy.

ARTICLE XI: FINANCE AND ACCOUNTING

11.1 Fiscal Year

The fiscal year of this chapter shall be from October 1st to September 30th.

11.2 Accounting

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



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11.3 Annual Budget

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

11.4 Disbursements

All disbursements shall be made by voucher checks, which shall show the payee, the items of service rendered or materials purchased and the amount of payment. Disbursements shall not exceed the gross amount of the annual budget, except as approved by formal action of a majority of the board of directors.

11.5 Deposits and Institutions

The board of directors shall designate the depositories of all funds of the chapter.

11.6 Signatures

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

11.7 Audits

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

ARTICLE XII: AMENDMENTS

12.1 Amendments

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

12.2 AIGA Notification

Amendments adopted by the Chapter as provided in Section 12.1 shall be submitted to AIGA for its review to determine their consistency with the terms of the affiliation agreement and the purposes of AIGA.

ARTICLE XIII: NATIONAL AFFILIATION

13.1 Responsibilities

AIGA Los Angeles 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 Los Angeles's activities shall be compatible with the policies and objectives of AIGA, and on notice from the AIGA board of directors, shall cease conducting



the professional association for design

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 California.

13.2 Reporting

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

13.3 Outstanding Debts

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

13.4 Representation

As far as possible, the proper delegates from AIGA Los Angeles 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 XIV: DISSOLUTION AND MERGER

- 14.1** AIGA Los Angeles may dissolve, merge, consolidate, or transfer substantial assets only after its board of directors meets and adopts, by a vote of a two-thirds majority of the board, a resolution recommending such action, and approval of the action is granted by vote of the majority of eligible chapter members. Approval for dissolution, merger, or consolidation must also be approved by AIGA. Upon dissolution of the Chapter, its net assets shall be paid over to the AIGA or to another not-for-profit organization as defined under Section 501(c)(3) of the Internal Revenue Code.