



Bylaws

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IDSA Bylaws

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Article I: Name

General

The name of the organization shall be the Industrial Designers Society of America, Inc. (hereinafter "IDSA" or "Society").

Location

The office of this Society shall be located in Herndon, Virginia, or such place as the Board of Directors (herein after "Board of Directors," "Board" or individually "Director") may from time to time designate.

Official Language

The official language of the Society for governance documents, policies and communications shall be English.

Article II: Core Purpose

The core purpose of the Society shall be to advance the profession of industrial design through education, information, community and advocacy.

Article III: Membership and Privileges Incident Thereto

Admission of Members

Any person eligible for membership under these Bylaws may be admitted upon approval of written or electronic request. For purposes of processing, administering and approving membership requests, the Membership Committee Chair shall serve as National Admissions Chair. Formal admission shall be by written notice of the IDSA Board Chair. (See Article XIV).

Criteria of Membership

The Society shall establish criteria for admitting members into the Society;

Admission of Members

An individual seeking to enter the Professional Membership class within the Society who lacks an appropriate degree but otherwise meets experience-specified standards set by the Society, as set forth in this Article III, may present his or her qualifications and credentials to the Membership Department of the Society, which shall review the material submitted and where complete and sufficient, forward the same to the Membership Committee for its consideration and vote as to the individual's qualifications for Professional Membership.

Classes of Membership

Membership in the Society shall consist of the following classes: Professional Member, Affiliate Member, Student Member and Honorary Member. The Society's Board of Directors may, from time to time, establish new classifications of Society membership and criteria for all classes of membership in addition to those set forth in the Bylaws.

Professional Member

Professional Membership of the Society shall be divided into two geographical regions: North America and International. North America refers to the United States, Canada and Mexico and International refers to any location outside of North America.

North America

Professional Membership is available to any citizen or resident of North America who has at least an undergraduate degree in industrial design or a related design discipline, and/or appropriate professional experience, and whose primary professional responsibility as a practitioner or educator is industrial design.

A citizen or resident of North America may identify him/her self with the appellation "IDSA." He/she may serve as an Officer, Director, Chapter Officer, Committee and Council Member and will be eligible to vote on such matters as are properly placed before membership.

These provisions apply to any citizen of North America who establishes residence outside of North America.

International

Professional Membership is available to any individual meeting the criteria established for the North American region, but who is neither a citizen nor a resident of North America. An International Member may identify him/her self with the appellation "I/IDSA." International Members are entitled to all the benefits of membership, except the rights to serve as Officers or Directors or to vote on matters properly placed before the membership. However, International Members may serve as leaders of their respective international IDSA communities or in other unelected volunteer capacities within the Society as determined by the Board of Directors.

Should an International Member reside in North America for any period of time, during the term of residence, he/she may temporarily convert to North American Professional Membership with the same rights and privileges thereunto. Upon termination of his/her residence in North America, this individual reverts to being an International Member.

Special Recognitions of Professional Membership

Fellow

Any Professional Member in good standing who has earned the special respect and affection of the membership through distinguished service to the Society and to the profession as a whole may be considered for induction into the IDSA Academy of Fellows. Fellowship may be conferred to eligible persons by a two-thirds (2/3) majority vote of the present and voting members of the Board of Directors upon the establishment of quorum.

Young Professional

An individual who is within five (5) years of graduating with a degree in industrial design or related design discipline is eligible to be a Young Professional. Upon the expiration of five years following graduation, the individual transitions to Professional Membership. Young Professional Members have all the rights and privileges of Professional Members. They have the benefit of paying lower dues in a price structure approved by the Board of Directors in order to support their transition from student to professional.

Life

Life Membership designation shall be granted upon request to any individual who is fully retired and who has been a Professional Member of the Society for the ten (10) consecutive years immediately preceding his/her retirement. Upon becoming active in practice, education or other business endeavors once more, a Life Member shall notify the Society in writing and apply for conversion back to Professional Membership.

A Life Member retains the rights and privileges of Professional Membership based on their geographic region (North America or International) and may identify him/her self as with the appellation "L/IDSA."

Life Emeritus

Life Emeritus Membership designation shall be available to any individual who is fully retired, has been a Professional Member for twenty (20) or more years and who is at least eighty 80 years of age. Life Emeritus members have all the rights and privileges based on their geographic region (North America or International).

Affiliate Member

Affiliate Membership shall be available to any professional who is not currently a student of, nor holds a degree in, industrial design or a related design discipline and who is not eligible for another class of Membership in the Society.

An Affiliate Member may identify him/her self as with the appellation "A/IDSA." Affiliate Members are entitled to all the benefits of membership, except the rights to serve as Officers or Directors of the Society or of a Chapter and vote on matters properly placed before membership. However, Affiliate members may serve in unelected volunteer capacities within the Society as determined by the Board of Directors.

Student Member

Student Membership shall be divided into two geographical regions: North America and International. North America refers the United States, Canada and Mexico, and International refers to any location outside of North America.

North America & International

Student Membership in the Society shall be available to any student enrolled full or part time at a North American or non-North American college or university studying industrial design or a related design discipline. A Student Member may identify him/her self with the appellation "S/IDSA." Student Members are entitled to all the benefits of membership, except the rights to serve as Officers or Directors of the Society or of a Chapter and vote on matters properly placed before the membership. However, Student Members may serve in unelected volunteer capacities within the Society as determined by the Board of Directors.

Honorary Member

Honorary Membership may be conferred upon any person whose relationship to, involvement with or special efforts on behalf of the design profession merit the recognition and gratitude of the Society. Honorary membership may be granted with a three-quarters (3/4) majority of the voting members of the Board of Directors present at a meeting at which a quorum has been established,

Honorary Members are entitled to all the benefits of membership, except the rights to serve as Officers or Directors of the Society or of a Chapter and vote on matters properly placed before membership. However, Honorary Members may serve in unelected volunteer capacities within the Society as determined by the Board of Directors. Honorary Members are not eligible to be inducted into the Academy of Fellows.

Obligations of Membership and Resignation

Members agree to abide by the Society's Articles of Incorporation, Bylaws, applicable policies and procedures, including the Society's Code of Ethics at all times. Any member may, by giving written notice of such intention, voluntarily terminate his/her membership; Voluntary termination of membership shall be effective on the date received by the Society. Voluntary termination of membership shall not relieve the resigning member of his or her outstanding financial obligations to the Society. All rights, privileges and interests of a member in or to the Society shall cease on termination of membership.

Suspension and Termination

Any member may be suspended, terminated or subject to other discipline by a three-quarters (3/4) majority vote of the members of the Board of Directors, present and voting at a meeting at which a quorum is established, for conduct in violation of the Society's Articles of Incorporation, Bylaws, applicable policies and procedures of the Society, including the Code of Ethics, provided that the member shall first have been provided written notice of the allegations and the opportunity to present a response to the Board either in person or in writing at the discretion of the Board of Directors.

Article IV: Dues

Annual Dues

The annual dues for all classes of membership shall be established by the Board of Directors.

Non-Payment of Dues

Membership renewal is determined from the effective date the individual becomes a member of the Society. Once the calendar renewal date passes and dues remain unpaid, all rights and privileges of membership can be suspended. If, within thirty (30) days of the calendar renewal date, a member has not paid his/her dues, the Society shall then have the right to remove the member from the rolls of the Society, and the member will forfeit all rights and privileges of membership.

Article V: Meetings of Members

Annual Meeting of the Membership

An annual meeting of the members of the Society shall be held at such a place or places and on such a date or dates as may be designated by the Board of Directors.

Special Meetings

In addition, other such meetings of the membership may be called by the Board of Directors or by the Chair, upon the written request of ten (10) percent of the voting members of the Society. Notice of any such meeting shall be mailed, e-mailed or faxed to each member at their last recorded address at least thirty (30) days in advance of the scheduled meeting with a statement of time and place and information as to the subject or subjects to be considered.

Quorum

At any annual or special meeting of the Society's members, a quorum shall consist of the presence of members having not less than ten percent (10%) of the votes entitled to be cast. If a quorum is not present, the presiding officer may adjourn the meeting, or, the meeting may proceed; however, binding action shall not be taken.

Voting

Whenever, in the judgment of the Board of Directors, any questions shall arise that it believes should be put to a vote of the membership, and if the Board deems it inexpedient to call a meeting for such a purpose, the Board may submit such a matter to the membership in writing by mail, electronic mail or fax ballot, and the question presented shall thus be determined according to the majority of the votes received by mail, electronic mail or fax ballot within twenty (20) days after submission to the membership.

Each such action taken by the membership shall be binding upon the Society. The Secretary/Treasurer shall make a full report of such mail, electronic or fax ballots in the minutes of the Society in the same manner as it would if action had been taken at a duly called meeting. The results of such mail, electronic or fax ballots also shall be reported to the membership within forty-five (45) days of delivery to the Chair.

Rules of Order

The meetings and proceedings of the Society shall be governed and conducted in accordance with Robert's Rules of Order (as revised) except as may otherwise be required by these Bylaws.

Article VI: Board of Directors

General

The Board of Directors shall direct the affairs of the Society, determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and approve the annual budget of the Society. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board shall also prepare rules for the orderly conduct and procedure of business meetings of the Society's membership, which rules shall not conflict with the provisions of these Bylaws.

Composition

Supported by a group of non-voting advisors, the Board of Directors shall consist of the Chair, Chair-Elect (in even years), Secretary/Treasurer, Chair Emeritus (in odd years), Chapter Director, Education Director, Professional Interest Section Director, and two (2) At-Large Directors. Upon occasion, the Chair may temporarily appoint additional members to serve in an ex-officio, non-voting capacity to the Board of Directors.

Policies

The Board of Directors shall establish and cause to be maintained a "Manual" or "Document" containing policies and votes determined by a majority vote of the Board of Directors along with additional relevant information.

Annual Report

The Board of Directors shall cause an Annual Report of Society activities and business operations to be made available to all voting members.

Meetings

The Board of Directors shall hold at least two (2) regular meetings per year at such times and places as are set by the Chair. Special meetings may be held upon the call of the Chair or a majority vote of the Board of Directors with written notice given as early as possible.

Notification of special meetings of the Board of Directors shall be sent by mail, e-mail or fax to each member of the Board of Directors at his/her last recorded address at least twenty-four (24) hours in advance of such

meetings. An agenda and statements of issues to be voted upon shall be delivered to each Director at least before any meeting.

Quorum

Unless a greater proportion is required by law, a majority of the Directors then in office shall constitute a quorum for the purpose of transacting Society business. If a quorum is not achieved, the presiding officer may adjourn the meeting or, the meeting can proceed, but no binding actions shall be taken.

Waiver

A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Informal Action by Directors; Meetings by Telephone Conference

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for purposes of a quorum.

Voting

Each Director shall have one (1) vote on each matter placed before the Board for a vote. There shall be no proxy voting.

Action by the Board

Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Minutes

Minutes shall be recorded and reported to the members of the Board of Directors and members within thirty (30) days of any meeting of the Board of Directors.

Responsibilities

All Directors are responsible for upholding both the letter and spirit of these Bylaws and complying with all applicable laws in the governance and administration of the Society's business.

Indemnification

Unless otherwise prohibited by law, all Directors shall be indemnified as provided in Article XXII

Article VII: Nomination, Election and Terms for the Board of Directors

Nomination

Members of the Board of Directors shall be nominated by the Nomination & Election Committee as described in these Bylaws. The Chapter, Section and Education Councils may recommend candidates to the Nomination & Election Committee for the office of their vice presidents.

Term of Office

Each member of the Board of Directors shall assume office Jan. 1 following their election to office. The Chair-Elect and Chair Emeritus shall each serve a one (1) year term of office. All other Board Members shall serve a two (2) year term of office or until a successor has been elected and assumes office.

Re-election

Board members other than the Chair, Chair-Elect and Secretary/Treasurer are permitted to serve two (2) consecutive terms in the same position.

Vacancies

The Chair shall, by appointment and with the approval of a majority vote of the Board of Directors, fill vacancies for the balance of the term thereof.

Conflicts of Interest

Each officer and Director of the Society shall be obligated to provide the full Board of Directors with complete and timely disclosure of any real or potential conflicts of interest-financial or otherwise-which the officer or Director has or may have in any organization or entity or with any individual with which the Society has contractual or active program interests. Upon full disclosure, the Board of Directors shall consider and must approve any such transaction or interest in advance in accordance with the Society's Conflict of Interest Policy.

Bonding

At the discretion of the Board of Directors, any Officer, Director or employee of the Society shall furnish at the expense of the Society, a fidelity bond, in such sum as the Board shall prescribe.

Article VIII: Duties of the Directors

Chair

The Chair is the Chief Elected Officer of the Society and shall preside at all meetings of the Board of Directors. The Chair shall serve as an *ex-officio voting* member on all committees, except the Nomination and Election Committee and the Fellowship Committee, and shall make all required appointments of standing and special committees.

The Chair shall perform such other duties as are necessary, incident to the Office of Chair, as may be described by the Board of Directors. The Chair shall have the power to disburse such funds of the Society as may be designated by the Board of Directors.

Should the Chair be unable to fulfill his/her duties within the first three (3) months of his or her term, a special election may be called at the discretion of the Board of Directors.

The Chair shall serve as an Officer of the Society.

Chair-Elect

The Chair-Elect shall, in the absence or disability of the Chair, perform the duties and exercises the powers of the Chair, and otherwise perform such duties as are delegated by the Chair with the approval of the Board of Directors. If the Chair-Elect withdraws from assuming the office of Chair, the Nomination and Election Committee shall nominate candidate(s), and a general election shall be held.

The Chair-Elect shall serve as Chair for the Society's planning function and in the capacity of *ex-officio voting* Chair of the Chapter Council, presiding at its meetings in the absence of the Chapter Director.

Such duties of the Chair-Elect as are specified in these Bylaws may be delegated by the Board of Directors to the Executive Director or a designated member of the staff.

The Chair-Elect will be elected in odd-numbered years and shall automatically assume the office of Chair upon completion of his/her term. If the Chair-Elect withdraws from assuming the office of Chair, the Nomination & Election Committee shall nominate candidate(s), and a general election shall be held.

In years where there is a Chair-Elect, the Chair-Elect shall serve as an Officer of the Society.

Secretary/Treasurer

The Secretary/Treasurer shall be charged with overseeing of the Society's funds and records and ensuring that proper accounting procedures are followed for the handling of the Society's funds which shall be kept in banks and/or other depositories) and shall have the power to disburse such funds of the Society as may be designated by the Board of Directors.

The Secretary/Treasurer shall report on the financial condition of the Society at all meetings of the Board of Directors and shall, in cooperation with the Executive Director, prepare an Annual Report to the membership which shall include the audit of a certified public accountant and other supporting documents. At the expiration of the term of office, the Secretary/Treasurer shall deliver to the successor all Society books, monies and other properties in his/her charge.

The Secretary/Treasurer shall also be responsible for the proper and legal mailing of notices to members and shall see to the proper recording of proceedings of meetings of the Society and the Board of Directors.

Such duties of the Secretary/Treasurer as are specified in these Bylaws may be delegated by the Board of Directors to the Executive Director or a designated member of the staff.

The Secretary/Treasurer will be elected in even-numbered years. The Secretary/Treasurer is an *ex-officio voting* member of the Section Council and will act as Chair of the Council in the absence of its vice president.

The Secretary/Treasurer shall serve as an Officer of the Society.

Chair Emeritus

The Chair Emeritus, serving as the Society's Chief Advisory Officer shall lead the Past Chairs & Presidents Council, whose purpose is to provide guidance where precedent, rationale and intent of previous actions, and lessons learned from past events are important considerations in the decision making process for current issues. The Chair Emeritus shall function as a voting member of the Board of Directors. If the Chair is unable to fulfill his/her duties in a year when there is no Chair-Elect, the Chair Emeritus will perform the duties and exercise the powers of the Chair and otherwise perform such duties as are delegated by the Chair with the approval of the Board of Directors, until the next election.

In a year when there is no Chair-Elect, the Chair Emeritus shall serve in the capacity of *ex-officio voting* Chair of the Chapter Council, presiding at its meetings in the absence of the Chapter Director.

In years where there is a Chair Emeritus, the Chair Emeritus shall serve as an Officer of the Society.

Chapter Director

In addition to his/her fiduciary duties to the Society, the Chapter Director shall support the ability of Chapters to serve their members and contribute to the advancement of the Society and the profession. The Chapter Director shall lead the Districts Committee and Chapter Council, and, in these roles, present respective Committee and Council recommendations to the Board and vice versa. The Chapter Director shall be responsible for such other duties as assigned by the Chair with the approval of the Board of Directors. The Chapter Director will be elected in even-numbered years.

Professional Interest Section Director

In addition to his/her fiduciary duties to the Society, the Professional Interest Section Director shall support the ability of Sections to serve their members and contribute to the advancement of the Society and the profession. The Professional Interest Section Director shall lead the Section Council, and, in this role, present Council recommendations to the Board and Board initiatives to the Council. The Professional

Interest Section Director shall be responsible for such other duties as assigned by the Chair with the approval of the Board of Directors. The Professional Interest Section Director will be elected in odd-numbered years.

Education Director

In addition to his/ her fiduciary duties to the Society, the Education Director shall help ensure the highest levels of design education (including all stages of professional development), lead activities of the Education Council; and maintain an active liaison between the Society and the academic community. As a member of the Board of Directors, the Education Director shall further be responsible for such other duties as assigned by the Chair with approval of the Board of Directors. The Education Director shall consult with, and make recommendations to the Board. This Director shall also report back to the Education Council on items discussed and under development by the Board of Directors and shall serve as Chair of the annual Education Symposium and other education activities of the Society. The Education Director will be elected in odd-numbered years.

At-Large Directors

There shall be two (2) At-Large Directors who represent specific interests of the Society. The Chair shall have the authority to determine appropriate portfolios for the At-Large Directors based on the needs of the Society. At-Large Directors shall chair any Committees or Councils associated with their portfolio. The At-Large Directors will serve staggered terms, with one (1) At-Large Director elected by the membership in even-numbered years and one (1) At-Large Director elected by the membership in odd-numbered years.

Advisory Group

General

The Chair, subject to approval of the Board of Directors, shall appoint ex-officio, non-voting advisors to the Board. Advisors shall participate in Board meetings, and may be called upon to share opinions, rationale and recommendations on any such topic of discussion based on their professional expertise.

Members

Advisors shall be Affiliate members of the Society and must be professionals in an area other than industrial design.

Terms

The Chair, in his/her first meeting in such capacity, shall appoint advisors for the length of his/her term as Chair.

Article IX: Establishment of New Entities

The Board of Directors has the authority to establish and disband entities serving the Society in its efforts to advance its own core purpose. These entities—be they separate legal entities, internal programs, committees, task forces, sections, chapters or districts—must further and abide by the purposes and objectives of the Society in accordance with the Bylaws within the purviews of the Society's core purpose, strategic plan and annual budget.

Article X: Chapter Council

General

The Chapter Council shall serve as an advisory and planning body responsible for identifying new directions, issues and needs requiring the Board of Directors' attention and investigation for future development, with special attention given to finding ways chapters can better serve their members.

Members & Leadership

The members of the Council shall be the Chairs of the IDSA Chapters. The Chapter Council will be chaired by the Chapter Director, who will be responsible for reporting the notes from each respective group's meetings to the Chapter Council and Board of Directors within thirty (30) days of those meetings.

The Chapter Council may recommend two previous or current Chapter Chairs to the Nomination & Election Committee as candidates for the office of Chapter Director. The Chapter Director will be elected by the national IDSA voting membership in the elections for the Board of Directors. Current Chapter Chairs who are elected to this office shall relinquish the role of Chapter Chair upon taking office as Director.

The Chair-Elect is an *ex-officio voting* member of the Chapter Council and will act as Chair of the Council in the absence of its director. The Chair-Elect will represent the interests of the Chapter Council at Board meetings in the absence of the Chapter Director. In this capacity, the Chair-Elect will be responsible for reporting to the Chapter Council and Board of Directors the notes from each respective group's meetings within thirty (30) days of those meetings. In a year when there is no Chair-Elect, the Chair Emeritus shall fulfill these responsibilities.

Meetings

The Council shall meet at least once each year, either by electronic means, telephone conference call or face to face. Additional meetings may be called by joint action of the Chapter Director and the IDSA Chair at such times and places as may be designated. Attendance by conference telephone or similar communications equipment allowing all participants to hear each other at the same time shall constitute presence in person at the meeting.

Voting and Quorum

The majority of the votes of those participating shall prevail. A quorum will exist when a majority of the chapters are represented at a Council meeting. Chapter Chairs who are unable to participate may have one of their chapter officers participate in their place. Proxy voting shall not be permitted.

Policies

The Council shall develop the procedures and rules whereby it will function for approval by the Board of Directors.

Term of Office

Council members take office upon their election to Chapter Chair and shall serve in that office for just so long as they hold the position of Chapter Chair.

Article XI: Professional Interest Section Council

General

The Section Council shall serve as an advisory and planning body responsible for identifying new directions, issues and needs requiring the Board of Directors' attention and investigation for future development, with special attention given to finding ways Sections can better serve their members.

Members & Leadership

The members of the Section Council shall be the Chairs of the IDSA Sections. The Council will be chaired by the Professional Interest Section Director, who will be responsible for reporting to the Section Council and Board of Directors the notes from each respective group's meetings within thirty (30) days of those meetings.

The Secretary/Treasurer is an *ex officio voting* member of the Council and will act as Chair of the Council in absence of its director. The Secretary/Treasurer will represent the interests of the Section Council at Board meetings in the absence of the Section Vice President. In this capacity, the Secretary/Treasurer will be responsible for reporting the notes to the Section Council and Board of Directors the notes from each respective group's meetings within thirty (30) days of those meetings.

The Section Council may recommend previous or current Section Chairs to the Nomination & Election Committee as candidates for the office of Section Director. The Section Director shall be elected by the national IDSA voting membership in the elections for the Board of Directors.

Meetings

The Council shall meet at least once each year, either by electronic means, telephone conference call, or face to face. Additional meetings may be called by joint action of the Section Director and the IDSA Chair at such times and places as may be designated. Attendance by conference telephone or similar communications equipment allowing all participants to hear each other at the same time shall constitute presence in person at the meeting.

Voting and Quorum

The majority of the votes of those participating shall prevail. A quorum will exist when a majority of the sections are represented at a Council meeting. Chairs who are unable to participate may have one of their section officers participate in their place. Proxy voting shall not be permitted.

Policies

The Council shall develop the policies and rules whereby it will function, for approval by the Board of Directors.

Term of Office

Council members take office upon their appointment to Section Chair and shall serve in that office for as long as they hold the position of Section Chair.

Article XII: Education Council

General

The Education Council shall serve in order to ensure the highest standard of industrial design education; to actively maintain a liaison among all members of IDSA (especially those whose professional responsibility is industrial design education); to promote and develop IDSA Student Chapters and activities; to promote Individual Student Membership; and to consult with, and make recommendations to the Chair and the Board of Directors concerning education policies, planning and matters within the Society.

Members & Leadership

The Council shall consist of the Education Director; the District Education Representative from each of the five (5) IDSA geographic Districts whose professional responsibilities are in industrial design education and who hold a faculty appointment at the time of election; and three (3) practitioner members who do not hold a faculty appointment at the time of election. The Council members shall help organize the annual Education Symposium, lead the IDSA Student Merit Award (SMA) competition in their respective districts, organize the SMA district level of the competition at their respective District Design Conferences and choose IDSA and Design Foundation scholarship winners. The Education Director is responsible for reporting to the Education Council and Board of Directors the notes from each respective group's meetings within thirty (30) days.

Meetings

The Council shall meet no less than once each year during the Society's annual Education Symposium.

Should the Education Director be unable to attend, the Chair shall appoint another member of the Board of Directors to serve at that meeting only as the non-voting Council chair.

Voting and Quorum

The majority of the votes cast by those eligible to vote will prevail. A quorum will exist when a majority of the Council members are represented at a Council meeting.

Policies

The Council shall develop the policies and rules whereby it will function for approval by the Board of Directors.

Election & Terms

The District Education Representatives of the Council may submit the names of candidates for the office of Education Director to the IDSA Nomination and Election Committee. Nominees for the position of Education Director should be chosen from among current and past members of the Education Council. The Education Director shall be elected by the national IDSA voting membership in the election for the Board of Directors.

Upon leaving office, the members of the Education Council may nominate candidates for district education representative for each open district. Mail or electronic mail ballots shall be sent to each IDSA voting member whose professional responsibility is industrial design education. Nominations and elections of District Education Representatives shall be held coincident with that of the Board of Directors. The Education Director shall notify the IDSA Executive Director of the election results by the last day in February of the year of their election.

The Education Council shall determine the election policies of the non-practitioner for approval by the Board of Directors and conduct these elections, with results reported to the Executive Director as soon as available, but no later than the last day in December of the election year.

The three (3) practitioner positions on the Council are nationally elected and their nomination is the responsibility of the IDSA Nomination and Election Committee.

Article: Past Chairs & Presidents Council

General

Comprised of past chairs/presidents of the Society, the Council will advise the Board and serve the membership on any issue related to IDSA as requested by the Board Chair.

Meetings

The Council will convene at least once a year. The most recent Chair Emeritus will serve as Chair of the Council

Voting and Quorum

The majority of the votes cast by those eligible to vote will prevail. A quorum will exist when a majority of the Council members are represented at a Council meeting.

Policies

The Council will primarily provide guidance where precedent, rationale and intent of previous actions, and lessons learned from past events are important considerations in the decision making process for current issues. The Council shall develop other procedures and rules whereby it will function for approval by the Board of Directors.

Terms

At the conclusion of a Board Chair's term, and on assuming the role of Chair Emeritus he/she shall chair the Council for a 2 year term or until such time as the subsequent Board Chair assumes the role of Chair Emeritus.

Council members, having been a former President/Chair of the Society, are eligible to participate on the Council for as long as they hold membership status within the Society.

Article XIII: Districts

Formation

The Board of Directors may establish, at its discretion, geographic Districts as the needs of the membership indicate. All Districts shall be part of the Society and not separate legal entities and shall further and abide by the purposes and objectives of the Society in accordance with the Bylaws and within the purviews of the Society's strategic plan and annual budget.

The Board of Directors may form and rearrange the boundaries of geographic districts at its discretion as the needs of the membership indicate.

Districts, District Councils and District Conferences

Each geographic District of the Society shall comprise the Chapters within it and shall be represented on the Board by a vice president. As a confederation of its Chapters, each District shall have an advisory body known as a District Council composed of the District Vice President, the Chapter Chairs and the District Education Representative.

Article XIV: Committees

General

The Chair, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by these Bylaws or as the Chair may find necessary.

Executive Committee

The Executive Committee shall consist of the IDSA Chair, Chair-Elect or Chair Emeritus, Secretary/Treasurer and the Executive Director, in an *ex-officio non-voting* capacity and any additional members of the IDSA Board of Directors as determined necessary by the IDSA Board of Directors. The Executive Committee shall meet at the call of the Chair or any two (2) officers. A majority of the voting members of the Executive Committee shall constitute a quorum. Any action taken by the Executive Committee shall be by majority vote of the voting members of the Committee taken at a meeting at which a quorum is present.

The Executive Committee shall be authorized to act as an advisory committee to the Executive Director; review and consider issues for presentation to the Board of Directors; review the status of IDSA business and operations between Board meetings; and address and act upon issues that need action or should be acted upon prior to the next Board meeting. Any actions taken by the Executive Committee between Board meetings shall be reported to the Board at the first meeting of the Board following the Executive Committee's action and shall be subject to ratification by the Board of Directors.

Unless otherwise restricted by the IDSA Articles of Incorporation or these Bylaws, any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting for purposes of a quorum.

Nomination & Election Committee

Any member in good standing, satisfying the criteria outlined in Article III, shall be eligible for nomination and election to the IDSA Board of Directors.

The Chair shall appoint a Nomination and Election Committee, which shall serve for two (2) year terms and consist of voting members, each residing in and representing one (1) of the IDSA geographic Districts, and who, at the time of their appointment will not run for office. The Committee is encouraged to nominate two (2) candidates for each office. Candidates currently holding IDSA office must relinquish that position upon assuming the newly elected office.

Any person so nominated shall give his/her prior consent to nomination for a particular position. Said nominations shall be reported to the membership at least thirty (30) days prior to the mailing of the election ballot.

Balloting shall be conducted electronically, by mail or fax, and all ballots shall be tabulated by an independent accounting firm. In all IDSA elections, each voting member shall have one (1) vote to cast for each office to be elected. The candidate for each office who receives the highest number of votes shall be declared elected to that office. Space shall also be provided on election ballots for one (1) write-in vote for each Office to be filled.

If the Chair-Elect withdraws from assuming the office of Chair, the Nomination and Election Committee shall nominate candidate(s) and a general election shall be held.

Membership Committee

Any member in good standing shall be eligible for appointment to the Membership Committee. The Chair of the IDSA Board of Directors will appoint the Membership Committee Chair and its members. An eligible member shall give his/her acceptance of the appointment. The term of office of the Membership Committee Chair and members will run concurrent with the term of office of the Chair of the Board of Directors.

The Membership Committee will be responsible for developing the IDSA strategy on the composition of membership from all aspects. To support this priority responsibility, the committee will periodically conduct needs assessments and analyze the resulting data in conjunction with other internal and external reports to synthesize IDSA's membership segmentation framework. With this framework, the committee will review and redevelop the membership value proposition on a periodic basis to ensure the society is responding to the evolving needs of current and prospective members in an increasingly diverse and dynamic environment.

The Membership Committee will support the development and execution of membership recruitment and retention efforts to ensure IDSA continues to take a comprehensive approach to serving members and growing the membership base.

The Membership Committee Chair will serve as the National Admissions Officer in applications for membership in IDSA, in accordance with the Society's Articles of Incorporation, Bylaws, applicable policies and procedures of the Society, including the Code of Ethics.

The Membership Committee will work in unison with the Board of Directors and Staff, issuing reports to coincide with meetings of the Board and submitting requests for approval of major initiatives to the Executive Committee and Board as appropriate.

Districts Committee

Chaired by the Chapter Director and comprised of 1 (one) elected representative from each of the five regional districts: Northeast, Central, Midwest, South and West, the Committee is responsible for engaging and supporting the Chapter Council and elevating issues to the attention of the Board. Committee members are required to attend Chapter Council meetings, hold regional Chapter Leadership Meetings and collaboratively develop a Board level plan and report on an annual basis to bring strategic focus to relevance and needs of chapters to the Board level.

District Representatives shall be elected coincident with the Board of Directors. Each District Representative shall be voted on by members of their respective district. Midwest, South and West representatives shall be elected in even numbered years; Northeast and Central representatives shall be elected in odd numbered years.

Conferences Committee

Chaired by an At-Large Director or another individual appointed by the Board Chair (in the absence of an appropriate At-Large Director), the Conferences Committee is responsible for the strategic intent and concept of the conference experience across the line-up of IDSA conferences, for approval by the Board of

Directors. An annual conference plan and report shall be developed to track progress and development of conference experiences across conferences throughout the year. Members are appointed by the Board Chair based on relevant experience and expertise in conference planning. The committee is responsible for appointing a planning team for each conference to develop content and collaborate with staff.

Awards Committee

Chaired by an At-Large Director or another individual appointed by the Board Chair (in the absence of an appropriate At-Large Director), the Awards Committee is responsible for establishing strategic intent and concept of the awards experience across all IDSA's awards programs, for approval by the Board of Directors. The Committee is also responsible for reviewing and presenting nominated finalists to the Board of Directors for the IDSA Awards and Academy of Fellows. An annual awards plan and report shall be developed to track progress and development of relevant awards experiences throughout the year. Committee members shall be appointed by the Board Chair based on relevant experience and expertise in awards and competition programs.

Article XV: Chapters

Chapter Charters

The Board of Directors may issue, at its discretion and upon the petition of no less than twenty (20) voting members, charters establishing a geographically defined IDSA Chapter or organized community anywhere in the world. All US Chapters shall be internal programs of IDSA and not separate corporations or associations. All IDSA communities outside the US shall operate as self-governing communities of IDSA. Such communities will support the Mission of IDSA, abide by the Society's Articles of Incorporation, Bylaws, applicable policies and procedures of the Society, including the Code of Ethics.

The Board may eliminate, enlarge or decrease any existing Chapter or other international professional community; shift Chapter boundaries; or add additional Chapters subject to the majority approval of the Board of Directors.

Chapter Membership

All active members located in a country that has an IDSA Chapter or other community shall be deemed to belong to the respective Chapter or other community within the Society.

Chapter Officers

Each Chapter shall have at minimum a Chair and Vice Chair (each position serving as a Chapter officer), along with other positions necessary, and collectively, these positions constitute a governing body known as a Chapter Board. All Chapter Officers shall serve two (2) year terms of office beginning January 1 in-even numbered years. Chapter Officers are permitted to serve two (2) consecutive terms in the same Chapter Office. The Chapter Chair shall serve on the national IDSA Chapter Council.

Chapter Board

Chapters shall be represented by their Chairs on the Chapter Council and on the Board of Directors by the Chapter Director. Chapter officers shall constitute a local governing leadership body (Chapter Board) responsible for executing programs, ensuring fiscal responsibility and meeting the minimum requirements set forth in the IDSA Policies.

Legal Status

All IDSA communities outside the US shall comply with all legal and other statutory regulations in their respective countries, regions and localities.

Chapter Nominations and Elections

Chapter nominations and elections shall be held every two (2) years on odd calendar years. Nominations and elections of Chapter Officers shall be the responsibility of a committee of voting members of the Chapter

appointed by the Chapter Chair. The Chapter Vice Chair shall notify the IDSA National Office of the election results by October 31st of the year of their election.

Article XVI: Professional and Special Interest Sections

Establishment

The Board of Directors may establish Sections to serve the professional interests and activities of its members and shall exercise authority over procedures, services, programs and budgets of all Sections. The Sections shall be represented on the Board of Directors by the Professional Interest Section Director.

Sections may be established when 20 or more voting members of the Society sign a petition, electronically or otherwise, endorsing the formation of such a group around a particular topic; and when the Board of Directors approves the establishment of that Section by majority vote.

Officers & Responsibilities

Sections shall appoint at least one (1) Section Chair and as many Section Vice Chairs as are deemed necessary (each position serving as a Section officer). The Section Chairs shall serve on the IDSA Section Council and shall ensure that the Society's Section Policies are upheld. Sections shall further and abide by the purposes and objectives of the Society in accordance with the Bylaws and all other rules and standards of the Society.

Article XVII: Student Chapters

Establishment

The Board of Directors may charter, at its discretion, an IDSA Student Chapter in any college, school or university that has a group of no less than five (5) full-time students whose major course of study is leading to a bachelor's or master's degree with a major in industrial design and where the Student Chapter has an IDSA member who is on the industrial design faculty at the institution and who is serving as the Faculty Advisor. Such Student Chapters shall further and abide by the purposes and objectives of the Society in accordance with the Bylaws and all other rules and standards of the Society.

Privileges

Student Chapters will receive specified mailings and publications of the Society.

Fees & Dues

Student Chapters may assess dues on their members; such funds to be used only for purposes consistent with the non-profit purposes of the Society. Such Student Chapter dues shall be determined and collected by the Student Chapter.

Advisors

Each IDSA Student Chapter shall have a Faculty Advisor who is a member of IDSA and a member of the industrial design faculty of the school. Each Student Chapter will have a liaison with the local IDSA Professional Chapter who will be appointed by the IDSA Chapter Chair. The Student Chapter Liaison will coordinate mutually beneficial activities between the two groups.

Officers

IDSA Student Chapter Officers will include a Chair, Vice Chair and Secretary/Treasurer.

Student Chapter Membership

Student Chapter Membership will be established by an annual roster submitted to IDSA headquarters prior to Oct. 1 by that Student Chapter's Faculty Advisor.

Members of Student Chapters may attend all regular meetings or functions of the Society at the member discount. They are eligible to vote in Student Chapter elections but not in the Society's other elections or matters placed before the Society's membership for a vote. Members of Student Chapters qualify to join IDSA as Student Members, per Article III.

Article XVIII: Compensation

Officers, Directors and volunteers of the Society shall not receive compensation for their services as Officers, Directors or volunteers.

Article XIX: Executive Staff

Appointment

The Board of Directors may enter into contractual arrangements with individuals and organizations whose terms and conditions of employment as staff members shall be specified by the Board.

Authority and Responsibility

The salaried staff head shall have the title of Executive Director and reports to the Board of Directors. The Executive Director shall manage and direct all activities of the Society as prescribed by the Board of Directors and shall be indemnified by the Society. He/she shall report to the Board of Directors and Executive Committee and serves as an *ex-officio non-voting* member of both bodies.

Article XX: Fiscal Year

The fiscal year of IDSA shall commence on Jan. 1 and shall end on Dec. 31.

Article XXI: Indemnification

To the extent permitted by law, the Society may, by resolution of the Board of Directors, provide for indemnification by the Society of any and all of its Directors or Officers or former Directors or former Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Society, except in relation to such matters as to which such Director or Officer or former Director or former Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XXIII: Amendment of Bylaws

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed or altered in whole or in part (a) at any business meeting of the membership as described in Article V, provided, that a copy of any amendment proposed for consideration shall be mailed (or sent by electronic mail or fax) to the last recorded address of each member at least thirty (30) days prior to the date of the meeting; or (b) by approval of the members through mail, electronic mail, or fax ballot in accordance with the provisions of Article V.

Article XXIV: Dissolution

The Society shall use its funds only to accomplish the objectives and purpose specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified 501(c) (3), educational, scientific or philanthropic organizations to be selected by the Board of Directors.