

BYLAWS OF THE AMERICAN SOCIETY OF INTERIOR DESIGNERS

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CHAPTER BYLAWS
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Note: in instances where chapter bylaws are not explicit, Society governance prevails

A. SOCIETY MEMBERSHIP

ARTICLE I DEFINITIONS

Section 1 – Terms

1. As used in these Bylaws the term:
 - a. Society means the American Society of Interior Designers, Inc., a not-for-profit corporation organized under the laws of the State of Delaware.
 - b. Board means the duly elected and constituted Board of Directors of the Society charged with responsibility for management of all operations and activities of the Society.
 - c. Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of the Society in a specific geographic region
 - d. Chapter Board means the duly elected and constituted Board of Directors of an ASID Chapter charged with responsibility for management of all operations and activities of the Chapter.
 - e. Student Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of student members of the Society in a specific geographic area.
 - f. Interior Designer shall mean an individual qualified by education, experience, and ultimately examination to protect and enhance the life, health, safety and welfare of the public. The scope of services performed by the professional interior designer may include, but are not limited to, any or all of the following tasks subject to applicable rules, laws and regulations:
 - (i) Research and analysis of the client's goals and requirements; and development of documents, drawings and diagrams that outline those needs;
 - (ii) Formulation of preliminary space plans and two and three dimensional design concept studies and sketches that integrate the client's program needs and are based on knowledge of the principles of interior design and theories of human behavior;
 - (iii) Confirmation that preliminary space plans and design concepts are safe, functional, aesthetically appropriate, and meet all public health, safety and welfare requirements, including code, accessibility, environmental, and sustainability guidelines;
 - (iv) Selection of colors, materials and finishes to appropriately convey the design concept, and to meet socio-psychological , functional, maintenance, life-cycle performance, environmental, and safety requirements;
 - (v) Selection and specification of furniture, fixtures, equipment and millwork, including layout drawings and detailed product description; and provision of contract documentation to facilitate pricing, procurement and installation of furniture;
 - (vi) Provision of project management services, including preparation of project budgets and schedules;
 - (vii) Preparation of construction documents, consisting of plans, elevations, details and specifications, to illustrate non-structural and/or non-seismic partition layouts; power and communications locations; reflected ceiling plans and lighting designs; materials and finishes; and furniture layouts;
 - (viii) Preparation of construction documents to adhere to regional building and fire codes, municipal codes, and any other jurisdictional statutes, regulations and guidelines applicable to the interior space;
 - (ix) Coordination and collaboration with other allied design professionals who may be retained to provide consulting services, including but not limited to architects; structural, mechanical and electrical engineers, and various specialty consultants;
 - (x) Confirmation that construction documents for non-structural and/or non-seismic construction are signed and sealed by the responsible interior designer, as applicable to jurisdictional requirements for filing with code enforcement officials;
 - (xi) Administration of contract documents, bids and negotiations as the client's agent;
 - (xii) Observation and reporting on the implementation of projects while in progress and upon completion, as a representative of and on behalf of the client; and conducting post-occupancy evaluation reports.

- g. Interior Design shall mean the professional activity engaged in by Interior Designers.
- h. Profession shall mean the community of individuals engaged in the practice of Interior Design.
- i. NCIDQ shall mean the National Council for Interior Design Qualification, an organization engaged in establishing minimum competency standards for the profession.
- j. Guidelines shall mean a body of rules adopted by the Board to govern an area of Society activity.
- k. Policy shall mean an act of the Board pertaining to a specific Society purpose or activity.
- l. National Director shall mean a member of the Board other than a national officer.
- m. Member shall mean all qualified individuals in good standing in the membership categories defined in these Bylaws.
- n. Society Headquarters shall mean applicable working committee and/or staff.

ARTICLE II SOCIETY NAME AND LOGO: LIMITATION OF USE

Section 1 – Society’s Name

- 1. The Society shall be known by either its full name, AMERICAN SOCIETY OF INTERIOR DESIGNERS INC., or its registered appellation, ASID; its principal office shall be located in Washington, DC.

Section 2 – Society’s Name Utilization

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

Section 3 – Corporate Seal

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

Section 4 – Society’s Logo

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

ARTICLE III MISSION STATEMENT, PURPOSES & ACTIVITIES

Section 1 – Mission Statement

- 1. The Society's Mission Statement is as adopted by the Board and is subject to change from time to time by action of the Board.

Section 2 – Society’s Purposes

- 1. The Society's purposes are:
 - a. To deal with common issues and challenges of interior design, its management, and related functions of the Profession; to secure cooperative action in advancing its members' common purposes, foster equity in business usages, and promote activities designed to maximize the Profession's potentials and goals.
 - b. To express its opinion on any question affecting the Profession or the design, economic, environmental or cultural interests of the nation.

- c. To protect the public health, safety, and welfare, and to educate the public on the value of professional design services.
- d. To promote the common business interests of the Profession and to cooperate with organizations representing other professions and industry in seeking solutions to mutual problems.
- e. To conduct and encourage education and research in interior design and otherwise advance the state of the art of interior design to maximum levels.
- f. To unite interior designers in fellowship and combine their efforts so as to improve technical, aesthetic, and practical performance by the Profession in the interests of the nation.

Section 3 – Society’s Activities

1. The Society's activities shall include:
 - a. Establishing, publicizing, administering and promoting adherence to a Code of Ethics for interior design.
 - b. Celebrating Interior Design
 - c. Promotion of a high level of qualification for interior design as well as of maximum adherence by interior designers to professional standards.
 - d. Promotion of programs or otherwise disseminating information intended to aid the Profession and public knowledge of the Profession.
 - e. Analyzing and disseminating information on government laws and regulations of concern to the Profession and making known to government, the Profession, and the public the Society's position in such matters.
 - f. Continuing to grow and foster a design community and culture consistent with our values
 - g. Collecting and disseminating to the Profession and the public aesthetic and technical information pertaining to interior design.
 - h. Promotion of sound and lawful business practices and usages pertaining to interior design in the interests of the Profession and the public.
 - i. Promotion of accreditation of interior design programs, legal qualification of the Profession through state registration, and continuing education programs for the Profession.
 - j. Guidance to Society members with regard to economic, consumer, and ecological affairs.
 - k. Such other functions or activities as will advance the Society's general purposes.

ARTICLE IV NON-PROFIT STATUS

Section 1 – Society’s Earnings

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

Section 2 – Dissolution

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

ARTICLE V MEMBERSHIP CLASSIFICATIONS

Section 1 – Eligibility and Qualifications for Membership

1. CATEGORIES
 - a. Society membership shall be open to qualified individuals in the separate categories specified in Section 2 of this Article and shall include as well Provisional membership, which membership is confined to those individuals previously admitted in such category. Special

status in the Society may be afforded to Society members or other qualified individuals in the several categories specified in Section 4 of this Article.

2. ELIGIBILITY

- a. Any individual of good character with a good professional and business reputation who is otherwise qualified under these Bylaws, and who agrees to comply with all obligations imposed upon Society members by these Bylaws and the Society's Code of Ethics, may be admitted to membership in one, but not more than one, of the Society's membership categories.

Section 2 – Qualifications for Membership

1. PROFESSIONAL MEMBERSHIP

Completion of 40 semester/60 quarter hours of interior design education from an institution accredited by the appropriate regional or national institutional accrediting body AND successful completion of the National Council for Interior Design Qualification Examination or equivalent examination approved by the Board OR legal registration in interior design by any state or similar governmental authority that adopted a general interior design qualification law prior to August 17, 1993, provided that such registration remains legally effective (meaning the individual takes the necessary steps to maintain their registration, membership would not be forfeited in instances in which a member loses registration due solely to action taken by the state eliminating registration in the state) and provided further that application therefore was filed in accordance with guidelines by no later than March 31, 1994.

2. ALLIED MEMBERSHIP - PRACTITIONER.

Completion of 40 semester/60 quarter hours of interior design education from an institution accredited by the appropriate regional or national institutional accrediting body OR such other qualifications as may be adopted by the Board as set forth in ASID Policies. (revised 1/04)

3. ALLIED MEMBERSHIP – EDUCATOR

Active engagement either as head of or full time instructor in a post-secondary program of interior design education being presented at any university, college, or accredited school of interior design, provided that such program requires completion of a minimum of a two year program in interior design and related courses AND

- a. completion of 40 semester/60 quarter hours of interior design education from an institution accredited by the appropriate regional or national institutional accrediting body (04/11)

4. PROFESSIONAL – EDUCATOR

Active engagement either as head of or full time instructor in a post-secondary program of interior design education being presented at any university, college, or accredited school of interior design, provided that such program requires completion of a minimum of a two year program in interior design and related courses AND

- a. completion of 40 semester/60 quarter hours of interior design education from an institution accredited by the appropriate regional or national institutional accrediting body
- b. successful completion of the National Council for Interior Design Qualification Examination or equivalent examination approved by the Board. (3/04)

5. ALLIED MEMBERSHIP – INTERNATIONAL CORRESPONDING

Successful completion of any one of the five alternative requirements specified in Section 2A of this Article, provided the candidate's principal place of business and residence are outside the geographic boundaries of any chapter.

6. STUDENT MEMBERSHIP

Enrolled students may maintain student membership for a maximum of six years. After six years have passed, the membership will not be renewed but the student may appeal the decision in writing by providing proof of current enrollment in a program eligible for student membership. (revised 1/09)

7. INDUSTRY PARTNER

The Industry Partner category is composed of firms engaged in supplying equipment, products or services to the Profession. Such firms may become Industry Partners upon meeting the following requirements:

- a. An Industry Partner may have a retail component to their business but must demonstrate the existence of a specific “to the trade” program in the way of a dedicated sales representative, discount program, etc.
- b. All aspects of an Industry Partner’s business must be in accordance with the mission statement, value statement, and strategic guideposts set forth by the American Society of Interior Designers. (amended 01/12)
- c. Staff/employees of any Industry Partner may only use the ASID Industry Partner mark and/or appellation if they are currently listed as a representative on the company’s ASID Industry Partner membership roster. (amended 01/12)
- d. Industry Partners must adhere to the ASID Code of Ethics. (amended 01/12)
- e. Industry Partners may be removed from the membership by vote of the Industry Advisory Council (IAC) should they be found to be in violation of the above requirements or the Industry Partner code of ethics. (amended 01/12)

8. ASSOCIATE MEMBERSHIP

Completion of a minimum of a college-level Associate Degree in any major demonstrated by official transcript from an institution accredited by the appropriate regional or national institutional accrediting body AND six (6) years of documented full time interior design practice as in accordance with the requirements set forth in ASID Policies and Guidelines. (Effective January 1, 2012) (Amended 06/11)

9. EDUCATOR PARTNER

Active engagement either as head of or a head, full time or adjunct instructor in a post-secondary program of interior design education being presented at any university, college, or accredited school of interior design, provided that such program requires completion of a minimum of a two year program in interior design and related courses. (amended 10/11)

Section 3 – QUALIFICATION PROCEDURES.

1. Society Headquarters shall examine all data pertaining to any candidate for membership in any category and shall make final determination of eligibility and qualification of such candidate for Society membership. Membership obtained by an applicant through use of false or misleading data can be terminated summarily by act of the Board.
2. Application for membership shall be submitted in writing in a form specified by the Board. (amended 1/04)

Section 4 – SPECIAL STATUS: CATEGORIES AND QUALIFICATION.

1. FELLOWSHIP.
Confined to Professional members advanced to the status of Fellow in accordance with guidelines.
2. LIFE MEMBERSHIP.
Confined to Past National Presidents and other Professional members advanced to the status of Life member in accordance with guidelines.
3. HONORARY FELLOWSHIP.
Confined to individuals of national or international reputation in areas related to design, who have made noteworthy contributions to the advancement of the Profession or the Arts, who have been awarded the status of Honorary Fellow in accordance with guidelines.
4. PROFESSIONAL, ALLIED & ASSOCIATE MEMBERSHIP - RETIRED STATUS.
This category is confined to Professional, Allied and Associate members who have attained the age of 65, have been a member of ASID for at least 20 years and are no longer practicing interior design. In this status, members retain use of their existing appellation and all other membership benefits specific

to their status as Professional or Allied members. (Amended 06/11)

5. PROFESSIONAL, ALLIED & ASSOCIATE MEMBERSHIP - INACTIVE STATUS.
Confined to Professional, Allied and Associate members who have submitted evidence to the satisfaction of the membership program that the concerned member is not currently actively engaged in the practice of interior design. The member may remain in this status indefinitely but must verify each year that they are not practicing interior design according to a procedure set by the membership program. The member retains use of the appellation. (Effective January 1, 2012) (Amended 06/11)

Section 5 – TERMINATION OF MEMBERSHIP

1. RESIGNATION
A member may resign by written notice provided that such member is current in payment of dues or other charges due the Society.
2. NON-PAYMENT
The membership of any member delinquent in payment of dues or other charges due the Society may be terminated in accordance with policies established by the board
3. FAILURE TO COMPLY WITH CONTINUING EDUCATION REQUIREMENTS
Any Professional Practitioner or Allied Practitioner member who fails to comply with the continuing education requirements set forth in the Policies, is subject to termination in accordance with the Policies. (Added 4/07)
4. PROFESSIONAL OR ALLIED EDUCATOR
If a Professional or Allied Educator member fails to certify, at the start of each fiscal year, that he/she continues to be engaged in such qualified activity, then his/her membership shall automatically revert to the membership type, if any, for which they are then qualified.
5. EFFECT OF TERMINATION: SUSPENSION
All rights and privileges of a member in the Society shall cease upon membership termination. Rights and privileges of a member may not be exercised during any period of suspension.
6. EFFECT OF TERMINATION: SPECIAL STATUS
Termination of membership for any reason shall automatically cancel any special status accorded such member.
7. REINSTATEMENT
Any former member who voluntarily resigned may be reinstated in his/her former membership category upon compliance with reinstatement guidelines. In an instance where a member is terminated for either non-payment of dues or as the result of resignation at a time when there is an unresolved complaint against such member, the member's file shall be marked accordingly, and one of the conditions for reinstatement, if applied for, will be satisfactory resolution of the outstanding complaint.

ARTICLE VI MEMBERSHIP, RIGHTS, AND LIMITATION.

Section 1 – VOTING

1. Professional members (including educators) in good standing shall each be entitled to one vote in any Society or chapter election or at any Society or chapter membership meeting.
2. Allied Practitioner members (including educators) and Industry Partner members in good standing shall each be entitled to one vote in any chapter election or at any chapter member meeting.
3. The term "members in good standing" shall mean those members whose membership is current as of the preceding October 1. (amended 10/97; 7/99)

Section 2 – RIGHT TO HOLD OFFICE

1. No member may serve simultaneously in more than one elected position.
2. A representative of the Industry Partners shall be a member of the Society's Board.
3. Any member whose membership has been suspended as a result of action by a Disciplinary Committee shall thereafter be permanently precluded from holding elected office in the Society or in any of its chapters.

Section 3 – RIGHTS AND PRIVILEGES - PERSONAL USE

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

Section 4 – EXERCISE OF RIGHTS - SPECIAL STATUS

1. Any Professional member granted either Inactive status or Retired status shall be entitled to exercise all rights and privileges of a Professional member.

Section 5– STUDENT MEMBERSHIP - LIMITATION ON RIGHTS

1. Grant of Student membership shall not in and of itself obligate the Society to accept such former Student member into any other category of membership.

Section 6– TITLES AND DESIGNATIONS

1. A Society member in good standing shall be entitled to use with his/her personal name a designation descriptive of his/her membership in the Society in such manner, without modification or deviation, as is set forth in appellation Guidelines
2. Only Professional members shall be entitled to use the Society's appellation (ASID or FASID, as the case may be) as a suffix to such Professional member's name. All other membership categories must use appropriate membership designation with each word spelled out in full, without abbreviations, in the exact order as set forth in the Policies appendix document entitled "ASID Appellation and Membership Designation Sheet."
3. Industry Partners participants may identify themselves to the public in the manner specified in the Policies and may use the Industry Partners emblem (logo) for all business purposes inclusive of product advertising and promotion.

Section 7– TITLES AND DESIGNATIONS - LIMITATION ON USE.

1. A member shall not permit his/her firm, whether or not owned or controlled by the member, to state or imply through advertising, stationery, or other means, that the firm or a member of the firm's staff are Society members except that reference may be made to the personal names and designation of such staff members who are in fact members of the Society.
2. Society or chapter officers or Board members shall not make reference to such elected office in connection with any advertising or other promotion of their professional services or in endorsement of any product or services.
3. A member shall not use nor permit the use of his/her appellation or other membership designation in connection with the advertising or promotion of any program or activity of a non-accredited school or of any correspondence school.

Section 8– OTHER LIMITATIONS

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

ARTICLE VII CONTINUING EDUCATION REQUIREMENTS

Section 1 – CONTINUING EDUCATION REQUIREMENTS

1. All Professional Practitioner, Allied Practitioner and Associate Practitioner members shall comply with the continuing education requirements as set forth in the Policies. (Amended 06/11)

ARTICLE VIII CODE OF ETHICS

Section 1 – ETHICS

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

ARTICLE IX DISCIPLINARY PROCEEDINGS

Section 1 – SCOPE - NO IMMUNITY

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

Section 2 – COMPLAINT PROCEDURE

1. Any complaint alleging misconduct by a member, whether originating with another member, a chapter, or a member of the public, shall be in writing, signed by the complaining party, and shall state the matter complained of in detail, and shall have annexed thereto all other materials that the complaining party expects to bring to the attention of the Society (amended 1/98). Any such complaint, whether received at the Society's offices, or by any chapter, or officer of the Society, shall be submitted for review by the Society's Ethics Committee. The Society will take no action with regard to a complaint against a member that occurred two (2) or more years prior to the first receipt of such complaint.
2. The Ethics Committee, in its review of a complaint, may obtain such additional information as it may require from either the complaining party or the accused member and may, in its review, consult with the Society's legal counsel (revised 1/98). If the Ethics Committee determines that the complaint does not warrant institution of a disciplinary proceeding, then the complainant and the accused member shall be so advised and no further action shall be taken by the Society.
3. If the Ethics Committee concludes that a disciplinary proceeding is warranted, then the Society shall cause copy of such complaint, together with any other materials submitted by the complaining party and the notice of disciplinary hearing, to be served upon the accused member and the complaining party by certified mail, return receipt requested.
4. If the accused member is a chapter President, then copy of such notice shall simultaneously be forwarded to the Vice President/President-elect of the accused member's chapter, and thereafter such chapter Officer shall be promptly advised of the decision rendered and penalty, if any, imposed by such decision.

Section 3 – DISCIPLINARY HEARING PROCEDURE

1. Notice of hearing shall be mailed not less than forty-five days prior to the hearing date, specifying a time and place immediately prior to the next scheduled meeting of the Board (revised 1/98). The

accused member may submit a written answer setting forth his/her defense to the complaint, together with any other materials that the accused member wants to bring to the attention of the Society provided the same is received at the Society's offices by no later than ten days preceding the hearing date. Copy of the answer with any materials submitted with it shall be sent to the complainant in such manner so that the same will be received by no later than five days preceding the hearing date. At the time and place appointed, a Committee of the Board shall proceed to hear the case upon the complainant and answer, or if no answer be filed, upon the complaint alone. The Complainant shall be required to participate in the hearing in the manner described below. If the Complainant fails to participate in the hearing for any reason, the complaint will be dismissed as against the Complainant with prejudice to Complainant's right to file another complaint against the accused member in connection with the subject matter that was set forth in the complaint. The complainant and/or the accused may have representation of counsel at the hearing and may produce such witnesses as they determine. Alternately, the complainant and the accused may elect to participate in the hearing via video conferencing or telephone conference call, provided such technology is available at the site of the hearing and all costs as reasonably determined by the Society are paid in advance by the party to the complaint requesting either video teleconferencing or a conference telephone call. No stenographic transcript of such hearing shall be made unless it is specifically requested and paid for in advance by the requesting party. The Committee of the Board shall hear and determine the case and decide all issues, inclusive of any disciplinary action to be taken by the Society against a member found guilty, provided that the Committee's decision is concurred in by two-thirds of Committee members present at the hearing. (amended 06/10)

2. The Committee of the Board in each case shall consist of not less than three (3) members of the Board appointed by the President (exclusive of any Board member who may have made the complaint), and not less than three (3) members of such Committee shall constitute a quorum.
3. Any complaint made and proceedings taken under this Article, including evidence and testimony at the hearing, shall be conducted on a confidential basis, and the hearing shall be closed.

Section 4 – DECISION: EFFECT THEREOF

1. Should the Committee of the Board find the concerned member not guilty, it shall dismiss the complaint against him, and at the concerned member's request, but not otherwise, a notice of his/her exoneration from such complaint shall be made public. Should the Committee of the Board find the concerned member guilty of misconduct, it shall discipline such member by either reprimand, censure, suspension, or termination of membership, and it may, in its discretion, make public its decision and the penalty imposed by the Society therefore. In either case, the Board shall be advised of the Committee's decision at its next scheduled meeting.
2. The Committee of the Board shall be the final authority in all disciplinary matters concerning Society members, and its decision and any penalty imposed against a member shall be final, conclusive, and without recourse to the accused member and the complaining party.

ARTICLE X DUES AND FEES

Section 1 – ANNUAL DETERMINATION

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

Section 2 – PAYMENT OF DUES AND FEES

1. Dues and fees shall be payable when billed. Dues and fees of new members shall be remitted within sixty days after notification of admission, which will not be considered complete until such dues and fees are paid.
2. Members who have not paid dues within 90 days of invoicing each year (excluding members who have arranged for installment dues payment) may be subject to a late fee to be added to their dues balance (revised 1/98).

3. The Society's Board ability to levy a special assessment on the membership:
 - a. The national board of directors may levy an assessment on the membership for an amount in addition to their dues.
 - b. The board must state a goal for the assessment
 - c. The board states which membership class and subclass this assessment is levied on
 - d. The board must define a time period of the assessment. All assessments must run concurrently with the society's dues cycle and can be for no more than two years. The board may renew the assessment for an additional two years by board vote.
 - e. The total amount of revenue received from any assessment cannot exceed 5% of the aggregate dues total in any fiscal year, without a vote from the membership class or subclass whom would be responsible for paying the assessment. (Amended 10/12)

Section 3 – DUES AND FEES ALLOCATED TO CHAPTERS

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

Section 4 – CONTRIBUTION TO ASID FOUNDATION

2. In each fiscal year a portion of each Professional member's annual dues as determined by the Board shall be contributed to the Society's Foundation.

B. SOCIETY ORGANIZATION

ARTICLE I BOARD OF DIRECTORS

Section 1 – MANAGEMENT POWERS

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

Section 2 – COMPOSITION

1. The Board shall consist of six At-Large National Directors, the Society's Officers, a representative of the Chapter Support Team, and an Industry Partners representative.

Section 3 – QUALIFICATION

1. At least four (4) of the six (6) At-Large National Directors shall have previously served as chapter presidents. (amended 7/08)
2. Except as is otherwise provided in this section, candidates for At-Large National Director shall have successfully completed the NCIDQ examination or other examination specified in the National Bylaws, and shall have either served: (i) as a chapter president within the past ten (10) years; or (ii) on a Society committee, council or task force for at least two (2) years within the past ten (10) years. One (1) At-Large position on the board will be filled by an Allied member who must meet the above criteria with the exception of successfully completing the NCIDQ examination or other examination specified in the National Bylaws. (Amended 06/12)

Section 4 – FINANCIAL OVERSIGHT

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

Section 5 – BOARD SECRETARY

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

Section 6 – STRATEGIC PLANNING

1. Members of the Board shall serve as the National Strategic Planning Committee. In addition, they share responsibility through the Board's Appointments Team for the appointment of all Society committee and task force members.

Section 7 – TERM OF OFFICE

1. The Society's Officers and the Chapter Support Team representative shall serve on the Board for a term concurrent with their respective terms in office.
2. Directors At-Large and the Industry Partner Representative to the National Board shall serve for a two year term commencing on October 1, the beginning of the Society's fiscal year, and shall not be eligible for reelection until three (3) full years shall have elapsed following completion of their term.(amended 7/99) Service as an Director At-Large or Industry Partner Representative to the National Board for a consecutive period of one year or more shall be deemed to be an equivalent of a two (2) year term.

Section 8 - MEETINGS

1. REGULAR MEETINGS

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

2. SPECIAL MEETINGS

A special meeting of the Board may be called by the President at any time, at his/her discretion, but it shall be the duty of the President to call such meeting upon the written request of five (5) members of the Board who shall specify therein the purpose of such special meeting. The notice of any such special meeting shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

3. QUORUM: BOARD ACTION

Personal attendance of the majority of total Board Membership shall constitute a quorum, and Board action shall require the affirmative vote of two-thirds (2/3) of the Board members present. (Amended 10/11) Each National Board member shall be entitled to cast one vote. No Board member shall be entitled to vote by proxy or by designee. Board meetings shall be conducted either in person or through telecommunication or other forms of communication by which all persons participating in the meeting can hear each other.

a. Board actions to:

- (i) amend the Bylaws
- (ii) approve the Society's Strategic Plan, Workplan or Annual Budget must be conducted either in person or through some form of communication in which each participant is able to both view and hear all other participants (amended 10/98).

Section 9 – REMOVAL

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

Section 10 –VACANCIES

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

ARTICLE II OFFICERS

Section 1 – ENUMERATION

1. The Officers of the Society shall be the President, the President-elect, and the Immediate Past President, each serving for a one (1) year term commencing on October 1, the beginning of the Society's fiscal year (revised 7/99).

Section 2 – ELIGIBILITY

1. No member shall be eligible for election to serve as a national officer unless such member:
 - a. has successfully completed the NCIDQ examination or other examination specified in the national bylaws and
 - b. has served as an at-large member on the national board and
 - c. has either served
 - (i) as a chapter president or
 - (ii) on a Society committee, council or task force for at least two years. (amended 7/01)
2. Either the Society president or president-elect shall have served as chapter president. (amended 2/01)

Section 3 – THE PRESIDENT

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

Section 4 – PRESIDENT-ELECT

1. The President-elect shall perform the duties assigned to him/her by the President and/or Board and shall preside at meetings of the Society's Membership and the Board in the absence of the President. He/she shall automatically succeed the incumbent President at the conclusion of the latter's term of office.
- 2.
3. Eligibility shall be confined to members who meet requirements of Section 2 of this Article.
4. The President-elect shall not be eligible to serve in any national office, including Director At-Large, again following expiration of his/her term of office as the Society's Immediate Past President.
5. When the Board sits as the Society's Strategic Planning Committee, the President-elect shall serve as its chair.

Section 5 – IMMEDIATE PAST PRESIDENT

1. The Immediate Past President shall perform such duties as may be requested by the President or the Board and as identified in Policies

Section 6 – ELECTION PROCEDURE

1. **NOMINATING COMMITTEE.**
The National Nominating Committee for each year shall consist of:
 - a. the Immediate Past President of the Society as a non-voting member; (amended 10/10)
 - b. a Fellow appointed by the Board Appointments Team who has served on a national committee, council or task force within the last five years.
 - c. one member appointed by the Board Appointments Team who has served as a Director At-Large within the past five years

- d. one Director At-Large, from among the six At-Large, members voted by the Board, who is in either the first or second year of his/her term;
 - e. two Professional member at large, appointed by the Board Appointments Team who has served on a national committee, council, task force or the ASID Foundation Board of Trustees within the past five years; and (amended 10/10)
 - f. one member who shall be elected by the previous year's Nominating Committee and shall serve as non-voting chair of the Committee for such year only. (amended 1/02)
2. Currently seated board members may not serve as chair. No voting member of the Nominating Committee shall serve more than one (1) term in any three (3) year period. (amended 1/99)

3. NOMINATIONS

- a. Officers - The Nominating Committee shall nominate one (1) candidate for the office of President-elect.
 - b. Directors At-Large - The Nominating Committee shall nominate one (1) candidate for each vacancy in the office of Director At-Large selected as per criteria set forth in Policies.
 - c. The National Nominating Committee shall nominate one (1) candidate for the office of Industry Partner Representative to the National Board of Directors based upon the nominees submitted by the Industry Advisory Council.
4. No member shall be a candidate for more than one position on either the national or chapter level at any one time. No member of the Nominating Committee shall be nominated for office, notwithstanding resignation from the Nominating Committee. The names of all persons nominated shall be sent to chapter Presidents by the Nominating Committee within 30 days of their determination and by no later than sixty (60) days prior to the date of the Society's Annual meeting.
 5. The Nominating Committee shall oversee nominating and balloting procedures in accordance with Policies.

6. ADDITIONAL NOMINATIONS

Additional candidates for each national officer and director position may be nominated through written petition signed by no fewer than five (5) percent of all the Society's Professional members in good standing. In each case, Professional membership shall be determined by the member's status as of the preceding October 1. All petitions must be received at the Society's offices no later than thirty (30) days after the names of the candidates selected by the Nominating Committee have been sent to chapter Presidents (amended 7/99). It shall be the responsibility of the Nominating Committee to determine the eligibility of any candidates nominated through written petition and to place those qualified to run for the specified office on the ballot. (amended 06/10)

7. BALLOT PROCEDURE

- a. A ballot setting forth the nominee for President-elect, Directors At-Large, and the position of Industry Partner Representative to the Board shall be made available to all Professional members not less than thirty (30) days prior to the Annual meeting
- b. Each Professional member shall indicate his/her approval or disapproval of each person nominated within no less than fifteen (15) days after the election is opened
- c. The elections of the Society's Officers and Board may instead be conducted electronically so long as the election process in whole or in part, including but not limited to holding electronic elections or meetings, electronically transmitting notices, ballots and proxies and electronically accepting ballots and proxies complies with Delaware General Corporation Law. (2/02)
- d. Ballots shall be tabulated by an accounting firm or other qualified independent tabulating organization within 15 days of the closing of the election. Results of the election shall be reported to the President, who shall announce the election results at the Society's Annual meeting.
- e. Election as President-elect, Director At-Large, and/or the Industry Partners Representative to the National Board shall be deemed completed only if the named candidate is approved by at

least fifty-one (51) percent of the ballots cast. The Nominating Committee shall select a new candidate for President-elect, Director At-Large, and/or the Industry Partners Representative and resubmit by ballot for membership approval as often as may be requisite until such fifty-one (51) percent membership approval is obtained.

Section 7 – VACANCIES

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

ARTICLE III MEETINGS OF THE SOCIETY

Section 1 – ANNUAL

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

Section 2 – SPECIAL MEETINGS

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

Section 3 - QUORUM - CONDUCT OF BUSINESS

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

ARTICLE IV WORKING COMMITTEES AND TASK FORCES

Section 1 – WORKING COMMITTEES AND TASK FORCES.

1. Working Committees and Task Forces shall be established by the Board as needed to support the Society's Strategic and Work Plans and shall be constituted and staffed as provided in Policies.

ARTICLE V SOCIETY STAFF ORGANIZATION

Section 1 - EXECUTIVE DIRECTOR.

1. The Society's National Offices shall be under the direction of the Society's Chief of Staff, the Executive Director, who shall be selected by the Board.
2. The Executive Director shall be responsible for management of all operations of the Society's National Office, including staff performance, hiring, dismissal, and replacement of staff personnel and allocation of staff remuneration within the annual budget approved by the Board. The Executive Director shall be responsible for the implementation of the annual strategic plan and shall perform such other duties as may be assigned by the President or the Board.

3. Tenure and Remuneration of the Executive Director, inclusive of employment benefits, shall be determined by the National Officers.
4. The Executive Director shall report to the President and the Board, and shall be the liaison between the Society and:
 - a. Elected and staff executives of other organizations in design and related fields;
 - b. Society consultants whose retention is approved by the National Board; and
 - c. Chapter officers and staff consultants employed by any chapter and responsible for insuring that Society expenditures remain within annual budget limitations, subject to any additional expenditures authorized by the Board.

Section 2 - STAFF: OPERATING MANUAL.

1. Society staff executives and support personnel shall perform the functions described for their respective positions in the Society's Operating Manual.
2. All staff executives shall be responsible to the Executive Director and shall report directly to him or to his/her designee.
3. All support personnel shall be responsible to their immediate supervisor who shall be designated by the Executive Director.
4. The Society's Operating Manual shall describe functions and responsibilities of all staff personnel and shall be reviewed and revised by the Board whenever changes are warranted.

ARTICLE VI AMENDMENTS TO THE BYLAWS

Section 1 - AMENDMENTS BY MEMBERS

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

Section 2 - AMENDMENTS BY THE BOARD

1. These Bylaws may be amended first, by presentation of amendment at a regular Board meeting for Board's consideration, and secondly, by vote on, amendment to take place at next regular Board meeting, provided that the Board Secretary shall have sent to each Board member notice of proposed amendments accompanied by pros and cons not less than ten (10) days prior to said meetings.
2. Any amendment that will either increase or decrease the number of Board members shall require affirmative vote of either two-thirds (2/3) of the Board members present at the meeting at which it is considered or of a majority of the entire Membership of the Board, whichever is higher. (Amended 10/11)
3. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by an officer or not less than two (2) Board members.

4. Any proposed amendment shall be filed with the Board no later than fifteen (15) days prior to the date of the Board meeting.

Section 3 - POLICY AMENDMENTS BY THE BOARD

1. The Policies may be amended by one vote on the amendment to take place at a regular Board meeting, provided each Board member receives notice of proposed amendment accompanied by pros and cons not less than ten (10) days prior to said meeting. (added 01/11)
2. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by an officer or no fewer than two (2) Board members. (added 01/11)
3. Any proposed amendment shall be filed with the Board no later than fifteen (15) days prior to the date of the Board meeting. (added 01/11)

Section 3 - APPROVAL BY COUNSEL

1. Before any amendment to these Bylaws or Policies shall be presented for approval, it shall first be approved by the Society's General Counsel as to form and as to its content being within the powers of the Society to enact. (amended 01/11)

Section 4 - INTERPRETATION OF BYLAWS

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

C. SOCIETY FINANCIAL

ARTICLE I FISCAL AND FINANCIAL AFFAIRS

Section 1 - THE SOCIETY'S FISCAL YEAR

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

Section 2 - SOCIETY FUNDS

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

Section 3 - EXPENDITURES AND LIABILITIES - LIMITATION

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

Section 4 - LIMITATION ON LIABILITIES

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

Section 5 - BONDING

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

D. CHAPTERS OF THE SOCIETY

ARTICLE I CHAPTER ORGANIZATION

Section 1 – SCOPE

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

Section 2 - ESTABLISHMENT

1. Chapters shall be established by the Board, which shall determine all requirements for chapter formation. The creation of a new chapter shall only be approved by the Board based on a recommendation of the CST (see Policies Article V for new chapter formation criteria). Each chapter shall operate as an integral segment of the Society, and no chapter shall incorporate as a separate legal entity apart from the Society. (amended 2/98)

Section 3 - AUTHORITY AND DUTIES

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

Section 4 - BYLAWS

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

Section 5 - NAME

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

Section 6 - CHAPTER MEMBERSHIP

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

Section 7 - CHAPTER PRESIDENT - LIMITATION

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

Section 8 - PROPERTY INTERESTS

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

Section 9 - ACTIVITIES OF CHAPTERS - LIMITATIONS

1. A chapter must obtain Society approval before engaging in any fund raising activity and/or before engaging in any new or unusual activity. Request for such approval shall be accompanied by such data as may be required under Policies, Section F.
2. A chapter shall fully comply with any instructions received by it from the Chapter Support Team pertaining to Chapter programming or other activities, or Chapter administration, provided that such instructions have theretofore been approved by the Society's Board (revised 1/98).

Section 10 - FINANCIAL REPORTS

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

Section 11 - TERMINATION OF CHAPTER OPERATIONS

1. Chapters are required to observe the Chapter Core Values, as outlined in the Society's Policies, Section E, Article 1. Failure to meet the Core Values shall constitute cause for revocation of such chapter's authority to operate, if such chapter fails to comply after receiving written notice. The authority of a chapter to operate may be revoked by the Board upon the recommendation of the CST for such reason, provided that the chapter is given the opportunity by the Board to show cause why such action should not be taken. Upon written notification of revocation, the chapter shall immediately surrender all chapter records, funds, and properties to the Society, and shall immediately discontinue operations as a chapter.

ARTICLE II STUDENT CHAPTERS

Section 1 - ESTABLISHMENT

1. The Society may establish Student chapters at educational institutions offering undergraduate or graduate programs in interior design that meet ASID requirements. Only one Student chapter shall be established at each educational institution or branch of the same. At any time and for any reason, the Board may withdraw the right granted to operate a Student chapter at any such educational institution. (Amended 06/11)

Section 2 - REQUIREMENTS

1. The educational institution must be accredited by the appropriate regional or national institutional accrediting body. A program in interior design at any such educational institution shall be either accredited by Council for Interior Design Accreditation or encouraged to pursue accreditation by the Council for Interior Design Accreditation. move to policies

Section 3 - ORGANIZATION

1. A student chapter shall operate in accordance with these Bylaws and such policies as the Board may adopt with respect to student chapters. (amended 1/02)

Section 4 - NON-ENDORSEMENT

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

ARTICLE III CHAPTER MANAGEMENT

Section 1 - CHAPTER MANAGEMENT

1. All chapters of the Society are required to operate within the Chapter Core Standards as defined in the Policies (amended 2/98).
2. All Society chapter Presidents and/or Presidents-elect and/or Presidents-elect-elect are required to attend Chapter Management Meetings in accordance with Policies.

APPENDIX: CHAPTER BYLAWS (REVISED 10/2004)**ARTICLE I NAME**

Section 1 – NAME

1. The name of this non-profit professional organization shall be the _____ Chapter of the American Society of Interior Designers.

ARTICLE II PURPOSES

Section 1 – PURPOSES

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

ARTICLE III MEMBERSHIP

Section 1 - ELIGIBILITY AND ELECTION.

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

Section 2 - TERMINATION OF CHAPTER MEMBERSHIP.

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

Section 3 - RIGHTS AND PRIVILEGES OF MEMBERSHIP.

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

ARTICLE IV BOARD OF DIRECTORS

Section 1 - COMPOSITION

1. A chapter Board is required and limited to have seven (7) (eight if the chapter has student chapters) positions: (amended 06/10)
 - a. President (a Professional member or an Allied member) (amended 01/12)
 - b. President-elect (a Professional member or an Allied member) (amended 01/12)
 - c. Five Director positions to be filled by Professional, Allied or Industry Partner members.
 - i. Director with Financial oversight
 - ii. Director of Membership
 - iii. Director of Professional Development and Programs
 - iv. Director of Communications
 - v. Director At-Large
 - d. Student Representative to the Board (if chapter has student chapters)
2. At least one (1) member of the board must be an Industry Partner (amended 06/10)
3. CHAPTER EXECUTIVE COMMITTEE.
 - a. No chapter shall have an Executive Committee.

Section 2 - PARTICIPATION IN NATIONAL CHAPTER LEADERSHIP MEETINGS

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

Section 3 - DIRECTORS

1. Directors shall serve staggered terms, and each shall be elected for one two year term. (effective 10/05)

Section 4 - STUDENT MEMBER REPRESENTATION

1. Where the chapter includes one or more Student chapters, the Board of Directors shall include as a voting member, a Student member selected by the Board to such position for a single one-year term, from among qualified candidates. (effective 10/05)

Section 5 - TERM LIMITS

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

Section 6 - VACANCIES

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

Section 7 - BOARD MEETINGS

1. The chapter shall be required to hold a minimum of 2 board meetings annually in addition to its Annual Meeting. Regular meetings of the Board shall be held at the time of the chapter's annual membership meeting and at other times as the Board may determine. Special meetings may be called by the President at his/her option, and shall be called by the President upon written request of 25% of the members of the Board. Notice of such meetings shall be given to each Director personally or by mail at least fourteen (14) days in advance and shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

Section 8 - QUORUM

1. Five voting members of the chapter Board of Directors shall constitute a quorum for all meetings of the Board. Board action shall require the affirmative vote of five (5) of the board members present. Each chapter board member shall be entitled to cast one vote.

2. No board member shall be entitled to vote by proxy or by designee.
3. Chapter Board meetings shall be conducted through telecommunication or other forms of communication by which all participating in the meeting can hear each other.
4. Board action to:
 - a. amend the chapter Bylaws or
 - b. approve the chapter's Strategic Plan, Workplan or Annual Budget
5. must be conducted either in person or through some form of communication in which each participant is able to hear and see all of the other participants. (effective 7/04)

ARTICLE V OFFICERS

Section 1 - CHAPTER OFFICERS

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

Section 2 - TERM LIMITS

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

Section 3 - PRESIDENT

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

Section 4 - PRESIDENT-ELECT

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

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1 - NOMINATING COMMITTEE

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

Section 2 - TERM LIMITS

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

Section 3 - NOMINATIONS

1. The Nominating Committee shall meet and nominate, by majority vote, candidates for each pending vacancy:

- a. The Nominating Committee has the option to select a pool of candidates greater in number than the number of positions to be filled or
 - b. opt to use a single slate selection process to elect its board.
2. No member shall be a candidate for more than one position on either the national or chapter level, including Nominating Committee, at any one time. No member of the Nominating Committee shall be nominated for office, notwithstanding resignation from the Nominating Committee.
3. The Nominating Committee must cause its list of nominees to be posted with the chapter Secretary (or person designated by the Board for this purpose) as a matter of public record and must forward a copy of the list, as it will appear on the chapter ballot, to National Headquarters in the manner specified in the Policies.
4. Additional candidates for any position may be nominated through written petition signed by not less than ten percent of the total of Professional, Allied Practitioner, and Industry Partner members of the chapter in good standing, provided such petition is received by the chapter Secretary (or person designated by the Board for this purpose) no later than thirty (30) days after the names of the candidates submitted by the Nominating Committee have been filed with the Secretary, and provided that such persons are eligible to hold the office for which they are being nominated.

Section 4 - BALLOTING

1. By the date specified in the Election Kit, the Official Chapter Ballot, including names of eligible candidates nominated by the Nominating Committee and by petition for each office, Board position, must be mailed along with an official return envelope to all Professional, Allied Practitioner, and Industry Partner Members in good standing.
2. Chapter members shall complete and return ballots to a neutral third party designated by the Board within ten days after mailing. The ballots shall remain unopened until counted by the third party. Election as a chapter officer shall be deemed complete only if the named candidate is approved by at least fifty-one percent of the ballots cast. The Nominating Committee shall select a new candidate for such open chapter office and resubmit the ballot for membership approval as often as may be required until such fifty-one percent membership approval is obtained. (amended 10/05)
3. Each position to be filled on the chapter Board shall be filled by the candidate(s) in each respective category who receive(s) the most votes, filling the first vacancy with the highest vote getter, the second with the second highest, and so forth. In the event of a tie for a final open position, the candidate to be elected shall be determined by a simple game of chance, conducted in the presence of the chairman of the Nominating Committee, or other member of the Nominating Committee designated by the chairman, and the concerned candidates. (amended 10/05)

ARTICLE VII COMMITTEES

Section 1 - WORKING COMMITTEES AND TASK FORCES.

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

ARTICLE VIII MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING.

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

Section 2 - SPECIAL MEETINGS.

1. Special meetings of the members of the chapter may be called by the President, or by the Board of Directors, or on written request by 25% of the chapter members determined as of the preceding October 1 (amended 7/99). The purposes for such meetings should be given in the notice for the meeting, and actions taken therein will be limited to those purposes.

Section 3 - NOTICE OF MEETING.

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

Section 4 - QUORUM.

1. Ten percent of the voting members of the chapter, determined as of the prior October 1, shall constitute a quorum at any meeting of the members of the chapter (amended 7/99).

ARTICLE IX AMENDMENTS TO THE BYLAWS

Section 1 – AMENDMENTS BY MEMBERS.

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

Section 2 – AMENDMENTS BY THE BOARD

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

Section 3 – APPROVAL BY SOCIETY'S GENERAL COUNSEL AND SOCIETY'S BOARD OF DIRECTORS

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

Section 4 – INTERPRETATION OF BYLAWS

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