

BYLAWS OF THE AMERICAN SOCIETY OF INTERIOR DESIGNERS
Connecticut Chapter
Revised and passed on June 2, 2010

ASID CONNECTICUT CHAPTER BYLAWS
(REVISED 6/2010)

ARTICLE I. NAME.

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

ARTICLE II. PURPOSES.

Section 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. 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. 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. 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. Board of Directors

A. COMPOSITION. A chapter Board is required to have seven (7) positions (eight if the chapter has student chapters). Chapter boards must have a minimum of one Industry Partner member. (effective 10/05) positions:

1. President (a Professional member)
2. President-elect (a Professional member)
3. Five Director positions to be filled by any membership status.
 - a. Director with Financial oversight
 - b. Director of Membership
 - c. Director of Professional Development and Programs
 - d. Director of Communications
 - e. Director At-Large
4. Student Representative to the Board (if chapter has student chapters)

B. CHAPTER EXECUTIVE COMMITTEE. No chapter shall have an Executive Committee.

Section 2. NATIONAL CHAPTER LEADERSHIP MEETING PARTICIPATION. Required chapter leaders shall attend the Society's Chapter Management meetings in accordance with Policies.

Section 3. DIRECTORS. Directors shall serve staggered terms, and each shall be elected for one two year term. (effective 10/05)

Section 3A. STUDENT MEMBER REPRESENTATION. 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 3B. TERM LIMITS. Chapter Board members' term limits are set forth in the Policies.

Section 4. VACANCIES. Vacancies in any chapter office or Board position shall be filled according to vacancy Policies.

Section 5. BOARD MEETINGS. 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 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 6. QUORUM. 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. No board member shall be entitled to vote by proxy or by designee. Chapter Board meetings shall be conducted through telecommunication or other forms of communication by which all participating in the meeting can hear each other. Board action to:

a. amend the chapter Bylaws b. approve the chapter's Strategic Plan, Work plan or Annual Budget must be conducted either in person or through some form or communication in which each participant is able to hear and see all of the other participants. (effective 7/04)

ARTICLE V. OFFICERS & DIRECTORS (Amended 6/2010).

Section 1. CHAPTER OFFICERS. 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 1A. TERM LIMITS. Officers' required qualifications and term limits are set forth in the Policies.

Section 2. PRESIDENT. 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 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 3. PRESIDENT-ELECT. The President-elect shall, in the absence of the President, exercise the powers and perform the duties of the President. He 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.

Section 4. SECRETARY/BOARD MEMBER WITH ADMINISTRATIVE OVERSIGHT. The Secretary shall keep all records of all meetings of the chapter and of the Board of Directors, issue notices of all such meetings, maintain or cause to be maintained the roll of membership, and perform all other duties customarily pertaining to the office. The Secretary is not a mandated position by these Bylaws. The functions of a Secretary may be performed by the chapter office.

Section 5. BOARD MEMBER WITH FINANCIAL OVERSIGHT. This Director is responsible for receiving and depositing all chapter funds, in the name of the chapter, in a bank or trust company selected and approved by the Board of Directors. He/she is responsible for the preparing of the chapter's budget, making regular financial reports to the Board of Directors, rendering an annual financial statement to the chapter membership and maintaining proper financial controls. He/she shall perform all other duties incident to office. (effective 10/05)

Section 6. DIRECTORS (Amended 6/2010). At Large Director, Membership Director, Professional Development Director, Communications Director and Student Representative. Directors and Student Representative serve as voting members of the Chapter Board of Directors; support the mission, policies, programs of the Society and chapter as adopted by the Society and Chapter Board of Directors; ensure all chapter communications are conducted in accordance with the ASID brand identity and standards; ensure all chapter initiatives are conducted in accordance with ASID's organizational messages and strategic direction; ensure chapter initiatives are directed towards appropriate audiences and member segments (i.e. practitioners, students, industry partners, consumers, and other stakeholders); and orient each successor director.

ARTICLE VI. NOMINATIONS AND ELECTIONS.

Section 1. NOMINATING COMMITTEE. The chapter Nominating Committee each year shall be selected by the seated board and consist of:

- i. Three members who have served on the Chapter Board within the last 10 years;
- ii. One at-large member; and
- iii. The Immediate Past President, who serves as a non-voting chair.

Section 1A. TERM LIMITS. Nominating Committee required qualifications and term limits are set forth in the Policies.

Section 2. NOMINATIONS. The Nominating Committee shall meet and nominate, by majority vote, candidates for each pending vacancy:

- i. The Nominating Committee has the option to select a pool of candidates greater in number than the number of positions to be filled or
- ii. opt to use a single slate selection process to elect its board.

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. 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. 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 has been filed with the Secretary, and provided that such persons are eligible to hold the office for which they are being nominated.

Section 3. **BALLOTING.** By the date specified in the Policies, 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 or emailed along with an official return envelope to all Professional, Allied Practitioner, and Industry Partner Members in good standing. Chapter members shall complete and return ballots to a neutral third party designated by the Board within ten days after mailing or emailing. Paper ballots shall remain unopened until counted by the third party. Electronic ballots are counted by computer and reported by a 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 requisite until such fifty-one percent membership approval is obtained. 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 06/10)

ARTICLE VII. COMMITTEES.

Section 1. **WORKING COMMITTEES AND TASK FORCES.** 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.** 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 provided that the same is held no later than ten days before the final scheduled meeting of the Society's Board of Directors for such year.

Section 2. SPECIAL MEETINGS. 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. 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. 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. LEGISLATION (Amended 6/2010)

Section 1, ASID Connecticut Chapter legislative policy will comply with the ASID National Society policy dated 2009. All Chapter initiatives relating to legislation, including but not limited to the activities of Connecticut Coalition of Interior Designers (CCID) "Coalition" or its equivalent, are to be conducted in accordance with ASID National Society organizational message and strategic direction.

ARTICLE X. AMENDMENTS TO THE BYLAWS

Section 1. AMENDMENTS BY MEMBERS.

A. 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.

B. 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

A. 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.

B. 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.

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