

1

THE BY-LAWS OF

2

THE GRAPHIC ARTISTS GUILD, LTD.

3

4 ARTICLE I. OBJECTIVES AND PURPOSES

5 **Sec. 1.** The Graphic Artists Guild, Ltd. (the "Guild" or the "Association"), an association of graphic
6 arts professionals formed:

7 1.1.1. To enhance the professional, artistic, and industry goals, to promote public awareness of the
8 profession, and to advance the making of images in all of its disciplines as an art, a science,
9 and visual communication.

10 1.1.2. To protect and promote the interests of professional designers, illustrators, and associated
11 visual creators and related professionals [collectively referred to as "graphic artists" in all
12 organizational documents].

13 1.1.3. To promote and maintain high professional standards, ethics and practice in the professional
14 graphic arts industry, and associated imaging fields.

15 1.1.4. To educate visual creators and related professionals and improve knowledge of high
16 professional standards, ethics and professional business practices in the graphic arts
17 industry.

18 1.1.5. To cultivate friendship and mutual understanding among professional designers, illustrators,
19 and associated visual creators and related professionals [graphic artists].

20

21 **Sec. 2.** To engage in any lawful act or activity for which corporations may be organized under the
22 Laws of New York State.

23

24 ARTICLE II. MEMBERSHIP

25 **Sec. 1. Professional Membership Classifications**

26 The Board of Directors shall have discretion in all decisions concerning membership and qualification
27 therefore.

28 Professional Members shall be Visual Creators, including:

29 2.1.1. Individual Graphic Artists, incorporated or otherwise, who make at least one third (1/3) of
30 their yearly income producing graphic art. Graphic artists who do not meet the above
31 standards may apply, upon recommendation, to the national Board of Directors for admission
32 by special exemption.

33 2.1.2. Visual Creation businesses that employ visual creators, and others involved in the process of
34 creation of visual works.

35 2.1.3. Artists' Representatives, and those who market graphic images and visual creation
36 services.

37

38 **Sec. 2. Other Classifications of Membership**

39 Other classifications of membership may be determined by the Board of Directors. Other classifications of
40 membership are:

41 2.2.1. Associate Members

42 A. Individuals and businesses that purchase, license, reproduce and use graphic art and
43 visual works (including but not limited to architects, imaging and printing businesses, photo
44 labs).

45 B. Visual arts educators (employed full-time as an educator)

46 C. Retired Graphic Artists. A graphic artist having achieved age sixty-five (65) and having
47 retired from the profession and wish to remain a Guild member.

48 D. Legal professionals (individuals and firms) engaged in the practice of intellectual property
49 law, or a practice related to visual arts.

50 2.2.2. Students

51 Students must be enrolled full-time in a post-secondary visual arts program, and will be
52 required to show proof of current enrollment with application and renewal.

53 2.2.3. Affiliated Groups

54 Affiliated groups will be determined by the Board of Directors in a manner consistent with the
55 Objectives and Purposes of the Guild. Affiliated groups should have similar purposes for
56 their organization and membership as the Guild purpose and objectives, have similar or
57 supportive advocacy efforts as the Guild, and/or provide education to individuals who may
58 meet membership requirements in the Association. Affiliated groups may include:

59 A. Educational entities, such as post-secondary colleges, universities, private professional
60 art/design schools.

61 B. Other professional organizations, at the discretion of the Board of Directors.

62 2.2.4. Honorary Members

63 Members who were granted Honorary Membership in the Graphic Artists Guild, Inc. prior to
64 the adoption of these Bylaws do not continue the privilege of membership in the Association.
65 Those former Honorary Members may reapply for membership according to the current
66 membership classifications, if qualified, or at the discretion of the Board.

67 **Sec. 3. Committing the Guild's Name**

68 2.3.1. No member, Region, committee, individual Board Director, Specialty Group or other group of
69 members shall take any action in the name of the Guild, execute contracts in the name of the
70 Guild, or otherwise commit the name or credit of the Guild without prior authorization by the
71 national Board of Directors.

72 2.3.2. No Board member or Regional Representative may use their title or position in the Association
73 for personal or professional promotion, advantage or gain outside of the scope of the workings
74 of the Association. Any title or office held by a Guild member may not be used in conjunction
75 with any outside business endeavor or communication by that Board member or
76 Representative.

77 2.3.3. All members of the Graphic Artists Guild may designate their membership and use the
78 Association's logo in conjunction with any outside personal or professional endeavors. For
79 example, stating "Graphic Artists Guild member" is permissible.

80

81 **ARTICLE III. MEMBERSHIP FEES, DUES AND ASSESSMENTS**

82 **Sec. 1. Classifications of Membership**

83 The various classifications of membership will be determined by the Board of Directors.

84

85 **Sec. 2. Application for Membership**

86 3.2.1. The Board of Directors shall establish the methods for membership application.

87 3.2.2. Application fees for all membership categories shall be established by the Board of Directors.

88 3.2.3. Final approval of membership shall be at the discretion of the Board of Directors.

89 3.2.4. Membership in this Association is not transferable or assignable.

90

91 **Sec. 3. Dues**

92 Dues for all membership categories shall be set by the Board of Directors.

93

94 **ARTICLE IV. GOVERNANCE**

95

96 **Sec. 1. Board of Directors**

97 4.1.1. The Board of Directors of this Association shall be:

98 A. The President, who shall serve as the Chief Officer of this Association.

99 B. The Secretary, who shall also serve in place of the President if necessary.

100 C. The Treasurer, who shall serve as the Financial Officer of this Association.

101 D. Five (5) Directors, elected by the Regional Representatives.

102 E. One (1) Industry Advisor, appointed by the Board of Directors.

103 4.1.2. The Board of Directors shall elect a President, a Secretary, and a Treasurer to serve as
104 the as the Officers of the association. Duties of the Officers shall be determined by the
105 elected Board Members and shall be listed in a separate policy document.

106 4.1.3. Each Director’s term of office shall be two (2) years, to a maximum of three (3)
107 consecutive two-year terms [a total of 6 years].

108 4.1.4. The Board of Directors shall elect a Nominating Committee for candidates for Board positions.

109 4.1.5. The Board of Directors shall supervise and control the direction of the affairs of this

110 association, and it shall determine policies within the limits of the Laws of New York State,
111 the Certificate of Incorporation, the By-Laws and a separate policy document.

112 4.1.6. Vacancies on the Board of Directors will be filled by appointment of the President with
113 approval of the Board of Directors.

114

115 **Sec. 2. Regional Representatives**

116 4.2.1. Concerns of the membership shall be brought by the Regional Representatives to
117 the Board of Directors for action or consideration.

118 4.2.2. The Guild members in each Region shall elect a Regional Representative.

119 4.2.3. Any Professional Member may run for the office of Regional Representative in the
120 Region where they reside.

121 4.2.4. Vacancies in the terms of office of Regional Representatives shall be filled by a
122 simple majority vote of the Board of Directors.

123

124 **ARTICLE V. ELECTIONS**

125 **Sec. 1. Election Calendar**

126 The election calendar cycle will be described in a separate policy document, and determined by the
127 Board of Directors.

128

129 **Sec. 2. Procedure For Electronic Balloting**

130 Any vote may be conducted by electronic means, so long as:

131 5.2.1. The confidentiality of secret ballots is maintained.

132 5.2.2. Access to the ballot by all Professional Members is facilitated. Secure paper ballots will be
133 provided to any Professional Member who is unable to use an electronic ballot.

134 5.2.3. The electronic balloting process ensures that there are no duplications of votes from the
135 same member.

136 5.2.4. The electronic balloting process creates an accurate and dated record of the vote.

137 5.2.5. The Association may contract with or use an outside service provider to facilitate electronic
138 voting.

139 5.2.6. The Association will maintain permanent and full records of all votes.

140

141 **ARTICLE VII. STAFF**

142 The Board of Directors has the authority to hire organizational staff including an Executive Director. The
143 Board of Directors shall supervise the Executive Director and other staff. Job descriptions and duties shall
144 be described and listed in a separate document.

145

146 **ARTICLE VIII. COMMITTEES**

147 The Board of Directors may establish such committees as it deems appropriate.

148

149 **ARTICLE IX. FISCAL YEAR**

150 The fiscal year shall be established by the Board of Directors.

151

152 **ARTICLE X. RULES OF ORDER**

153 Robert's Rules of Order, revised (latest edition), or "Bob's Rules of Order" may be the parliamentary
154 authority all Board meetings, and may be invoked by the presiding officer, or by action of a majority present
155 at any meeting.

156

157 **ARTICLE XI. NOTICES AND ACTIONS WITH THE AID OF ELECTRONIC
158 TRANSMISSION**

159 All notices required to be given by the Association, or permitted to be given by the Association, pursuant to
160 applicable law, the Articles of Incorporation or these By-Laws, and all actions required to be taken by a
161 Regional Representative, Director or member of the Association, or permitted to be taken by a Regional
162 Representative, Director or member of the Association, pursuant to applicable law, shall be considered
163 effective notwithstanding that they are given or taken with the aid of an "electronic transmission," as
164 defined in New York State Law.

165

166 **ARTICLE XII. INDEMNIFICATION OF DIRECTORS, OFFICERS, REGIONAL
167 REPRESENTATIVES, EMPLOYEES AND OTHER AGENTS**

168 The Association shall have the authority to indemnify a Regional Representative, Director,
169 officer, employee or other agent of the Association under the circumstances and conditions
170 permitted by law, against all expenses and liability, including legal fees, incurred by or imposed

171 upon such person in connection with any action against such Regional Representative, Director,
172 officer, employee or agent of the Association, or any settlement whether they were a Regional
173 Representative, Director, officer, employee or agent at the time such expenses and liability were
174 incurred, except in such cases where the Director, officer, employee or agent is adjudged guilty
175 of willful misfeasance or malfeasance in the performance of their duties. The right of
176 indemnification shall be in addition to and not exclusive of all other rights to which such person
177 may be entitled. The Association shall have the power to purchase insurance for any or all of its
178 attorneys, Directors, officers, employees or agents against any liability asserted against or
179 incurred by such person in such capacity or arising out of the Regional Representative,
180 Director's, officer's, employee's or agent's status as such, and such insurance may extend
181 beyond the person's rights under these provisions.

182

183 **ARTICLE XIII. DISSOLUTION**

184 The Board of Directors shall follow procedures prescribed by New York State law to dissolve the
185 Association.

186

187 Upon dissolution of the Association, the Board of Directors shall, after making provision for payment of all
188 liabilities of the Association, dispose of all its assets exclusively for the purpose(s) of the Association, or to
189 such other organization or organizations exempt under Section 501(c) of the Internal Revenue Code of
190 1986 as it may be amended from time to time, as the Board of Directors shall determine.

191

192 **ARTICLE XIV. AMENDMENTS TO THE BY-LAWS**

193 14.1. Amendments to the By-Laws may be proposed by the full Board of Directors, the
194 Regional Representatives, or by petition of fifty (50) members, and must be received
195 by the Association's national office.

196 14.2. By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors
197 at any annual or special meeting, provided that Regional Representatives are
198 advised of any proposed amendments at least thirty (30) days prior to such
199 meeting.

200 14.3. All amendments to By-Laws shall become effective immediately upon
201 passage, unless otherwise specified.

202

203 **This is the end of the provisions of the By-Laws of the Graphic Artists Guild.**

204

205 Date approved by association _____

206 Signature of presiding officer _____

207

208

209

210 By-Laws written by John P. Schmelzer and Lisa F. Shaftel, 2016