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## **International Digital Media and Arts Association Bylaws**

### TABLE ON CONTENTS

I.	Membership.....	1
II.	Board of Directors.....	2
III.	Officers.....	4
IV.	Committees.....	8
V.	Fiscal Year.....	9
VI.	Amendments.....	9

### **International Digital Media and Arts Association**

## **Bylaws Approved June 13, 2004**

**Amended March 16, 2005**

### **ARTICLE I Membership**

Section 1. Qualifications and Dues. Membership may be obtained upon payment of annual dues for the designated membership year in the amounts voted upon by the Board of Directors. (Membership year shall be one 12-month period.) Initial dues, until modified

by the board, shall be:

- a. Not-for-Profit Organization \$495 (1 voting member and all members of department or school associate members)
- b. For Profit Organization \$1000 (1 voting member and all members of department associate members)
- c. Individual Member \$50 (1 vote)
- d. Student Member \$25 (non voting).

Section 2. Prerequisite to Participation. Participation as an officer, committee member, or voting member in the Digital Media and Arts Association shall be contingent upon valid membership, except in the case of special committee members so designated by the Executive Committee or their designee, the Executive Director.

Section 3. Membership meetings. There shall be one regular membership meeting each year, usually associated with the annual conference. This membership meeting shall be held on a date and at a place designated by the Board of Directors. Notification of the date and place of such meeting shall be given in writing to the members at least thirty (30) days prior to such meetings. (Notice may be electronic as long as the secretary certifies notice in writing to the board.)

Section 4. Special meetings of the membership may be held on call by the Chair of the Board, President, initiated by a majority vote of the Board of Directors, or upon a petition filed by at least ten percent of the membership with the Secretary. The date and place of any such special membership meeting shall be set by the Board and given in writing by the Secretary to the members at least two weeks prior to the holding of such special meeting.

Section 5. Parliamentary Procedure. Membership meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Section 6. Quorum. A quorum for a regular membership meeting shall consist of ten percent (10%) of the membership and/or a simple majority of the Board of Directors.

Section 7. Classes of Membership:  
Organizational membership – organizations which qualify and pay dues shall have one (1) voting member. "Associate" members will enjoy all member privileges except voting. One member must be designated the voting member, although in the voting member's absence one of the other associate members may exercise the proxy of the voting member. Non-profit dues = \$395 for charter year and \$495 thereafter. For-profit dues = \$1000

Individual Membership. Individuals who qualify and pay dues shall have one vote. Dues = \$50

Student Membership. Any student may qualify to be student members and receive a reduced membership fee, but they have no vote in association affairs. Dues = \$25.

## **ARTICLE II**

### **Board of Directors**

Section 1. Number, Tenure, and Qualifications. The Board of Directors shall consist of the Chair, the President, President-Elect, the Secretary, the Treasurer, the immediate Past President, and 8-14 Directors, all of whom shall be elected in accordance with the provisions of these Bylaws. The board members shall be nominated and elected in accordance with the procedures for nomination and election established by Article III, Section 3 of these Bylaws. Each President shall appoint one "special" director to serve a one-year term. All of the Directors shall be elected for a term of three (3) years. As the initial terms expire, each Director shall be elected for a term of three (3) years. Newly elected

Directors shall take office immediately following the close of the Annual Regular Meeting of the Association following their election and serve until their successors are elected and qualified. The one exception to the above is that one board member position shall be a one-year Presidential appointee. His or her appointment shall run concurrent with the President's term in office.

Section 1.1 Ex officio Board Member. The President, with concurrence of the Executive Committee, may add a non-voting ex officio member to the board for a specified period of time, to provide a specific service.

Section 2. Regular Meetings. At least three regular meetings of the Board of Directors shall be held each year at such times and such places as the Board of Directors may determine. Notification of the time and place and proposed agenda shall be mailed or faxed or emailed to the members of the Board of Directors prior to each meeting. Directors may attend meetings by audio or other electronic means as long as all attending can at least hear and speak to all others attending.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or at the request of the President, or a majority of the voting members of the Board. Notice of the time and place of any special meeting shall be given to each Director in writing or fax or email at least three (3) days prior to the date of such special meeting.

Section 4. Parliamentary Procedure. Meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order.

Section 5. Quorum. A majority of the members of the voting Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting and refer temporary action to the Executive Committee, to be confirmed by the board later.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7. Informal Action. In the event that Board action, as opposed to Executive Committee Action, is determined to be needed by the Executive Committee, and the Board is unable to meet in appropriate time to act, the Chair may be authorized by the Executive Committee to poll the total Board. A printed record (fax or email) of votes cast shall be maintained by the Secretary.

Section 8. Removal of Board Members. Members of the Board of Directors of the International Digital Media and Arts Association, all of whom serve at the pleasure of the Board on behalf of the Members and, thus, all of whom may be removed from the Board by a majority vote of a quorum of the full Board, accept a standard of participation when accepting membership on the International Digital Media and Arts Association Board. Therefore, any Board Member who is absent for more than two official Board meetings in one year, and who has not contacted the Chair of the Board or the Executive Director to be excused for reason of serious conflict which prohibits attendance shall be brought before the Board for non-performance as a Board Member and a vote shall be taken to determine his/her continuation on the Board. A simple majority of a quorum is sufficient for action.

Section 9. New Initiatives and Financial Policy Guidelines. No new cost-based initiatives will receive consideration without a revenue plan. While initiatives may be break even, a plan must be provided to the board for consideration at least 2 weeks before the board meeting at which action is sought unless the board grants an exception. An annual report with current financials and record of appropriate tax filings for the past year will go to all board members at least one week in advance of the annual meeting.

## **ARTICLE III**

### **Officers**

Section 1. Officers. The officers of this Association shall be the Chair of the Board, the President, a President-Elect, a Secretary, a Treasurer, and the Past President each of whom shall be nominated and elected as hereinafter provided. (Board membership shall run at least as long as the term of office for each.)

The board may designate the immediate past Chair of the Board as Chair Emeritus at the end of his/her term. With that designation the Chair Emeritus becomes a member of the Executive Committee for one year with voting rights in case of a tie vote.

Section 2. Nominating. At least four (4) months prior to the annual regular membership meeting, the President shall appoint a Nominating Committee comprised of the President-Elect, a board member the Chair of the Board who will lead the Committee. It shall be the responsibility of such committee to screen and to nominate qualified members of the Association to stand for election to the Board. Each nominee shall have indicated to the Committee a willingness to stand for election and to serve if elected. The nominations of the Nominating Committee shall be submitted in writing to the Board of Directors at least one (1) month prior to the annual membership meeting. Members may forward suggested nominees to the nominating committee for consideration.

Section 3. Election and Term of Office. The Executive Director shall cause ballots to be prepared listing each candidate nominated by the Nominating Committee. The ballots thus prepared shall be mailed, faxed or emailed to each member of the Board in good standing of the Association at his/her last known address as shown by the records of the Association not later than fourteen (14) days prior to the annual membership meeting. Each member shall be entitled to one vote for each board position to be elected. The candidate receiving a plurality of the votes cast for that office shall be deemed elected. If more than one position is open the candidates receiving the most votes in declining order, will be elected to fill the available positions (e.g. if 3 positions are open the top 3 vote getters will fill the 3 positions.) Ballots may also be cast in person at the annual membership meeting. Ballots must be received subsequent to the start of the annual meeting or by the established deadline to be valid. Any board member who has sent in his/her ballot by email or mail may ask for a substitute ballot if they are in attendance and wish to change their vote. All ballots must be "signed" by the Board member voting in a space provided to assure only one eligible ballot has been cast.

The ballots shall be counted by the members of the nominating committee and certified to the President who shall announce the results to the membership. The President shall serve for one (1) year. The President-Elect shall be elected for a two (2)-year term, in the first year to serve as President-Elect and then to move to the office of President. The Secretary and the Treasurer shall be elected for a two-year term in alternate years so as to result in staggered terms of office. All new officers shall assume their respective positions immediately following the close of the annual regular meeting of the membership, and shall continue in office until their successors are elected and qualified. Officers may be re-elected, however, the President may not succeed

him or herself. Instead, they may become President-elect. The Past President will serve on the executive committee and the board for a year taking on a special assignment as assigned by the board.

Section 4. Vacancies. Should the office of Secretary or Treasurer become vacant, the Board of Directors shall elect a member to complete such term of office. Should a vacancy occur in the Office of President, the President-Elect shall assume the duties of the President and serve the unexpired term of his/her predecessor and his/her elected term. The Board shall appoint the immediate Past President to fulfill the President Elect's role until a new President Elect can be elected by the board. Should the elected President-Elect resign, the Board of Directors shall elect a replacement.

Section 5. Duties of Officers.

The Chair of the Board's duties include running all Board meetings, leading Board functions and serving on the Executive Committee. He or she serves as CEO of the Association.

The duties of the President include leadership of the Association's day-to-day affairs, Chairing the Executive Committee and carrying out the instructions of the Board of Directors. He or she is the COO, the Chief Operating Officer, of the Association.

The duties of the President-Elect shall be to serve as Chief Operating Officer in the President's absence. The President-Elect shall serve on committees and perform such other duties as delegated by the President and/or Board of Directors. In addition the President-elect is expected to provide leadership for the planning function.

The duties of the Secretary shall be to keep records of all membership and Board of Directors meetings.

The duties of the Treasurer are to collect all dues and other accounts due the Association, and deposit such funds in the name of the International Digital Media and Arts Association in a financial institution approved by the Board of Directors. The Treasurer will keep accounts of the sources of all income and the purposes of all expenditures, manage tax filings and provide a complete financial report at the annual membership meeting of the Association. The Secretary and Treasurer will perform other duties as assigned by the Board or delegated by the President.

Section 6. The Executive Director. The Executive is appointed by and serves at the pleasure of the board, is an officer of the Association with voting privileges, and may be paid. The Executive is responsible for the day-to-day operations and with the guidance of the President and Executive Committee of which he or she is a member, manages the affairs of the Association. A staff may be provided.

Section 7. Personal Liability of Directors.

a. Elimination of Liability. To the fullest extent that the laws of the State of Indiana as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Association shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as a Director.

b. Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Association who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Constitution of the Association which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendments, repeal, Bylaw, or provision.

Section 8. Indemnification. Right to Indemnification. As used herein the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other (i) to which such person is a party (other than an action by the Association) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Association.

Unless in a particular case indemnification would jeopardize the Association's exempt status under Section 501(a) of the Code or result in the Association's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Association shall be entitled as of right to be indemnified by the Association against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

A person who is not a director or officer of the Association may be similarly indemnified in respect of service to the Association to the extent the Board at any time designates such person as entitled to the benefits of this Section.

As used in the Section, "indemnitee" shall include each director and each officer of the Association and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Association has not as its expense assumed the defense of Action on behalf of the indemnitee with reputable and experienced counsel selected by the Association, or (ii) if it shall have been determined pursuant to Section (7.2) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

Section 8.1 Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Association's tax exempt status under Section 501(a) of the Code or result in the Association's failure to be described in Section 501(c)(3) of the Code,

every indemnitee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by the Association, as incurred, provided that the Association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 8.2 Right of indemnitee to Initiate Action: Defenses. If a written claim under Section 7 or 7.1 of this Section is not paid in full by the Association within thirty days after such claim has been received by the Association, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 7 shall be (i) that the indemnitee's conduct such that under applicable law the Association is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Association's tax exempt status under Section 501(a) of the Code or result in the Association's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Association.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 7.1 shall be that the indemnitee failed to provide the undertaking required by Section 7.1.

## **ARTICLE IV**

### **Committees**

Section 1. Standing Committees. There shall be Standing Committees on Membership and Communications, Conference and Exhibitions, Awards, Journal, and Web. Each Committee shall consist of at least three (3) members recommended by the President and approved by the Board of Directors. The Chair of a Standing Committee shall be designated by the President and approved by the Board of Directors. The Chair of each Standing Committee shall provide reports of Committee activities at each meeting of the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the annual meeting of the Association. Unless otherwise specified in the Bylaws, terms of members shall be staggered over a three (3)-year period. If a vacancy occurs, it shall be filled by appointment of the President or his/her designee. The chair or co-chair of each committee shall be a board member.



Section 2. Membership and Communications. This Committee shall maintain accurate records of the membership, and shall in all appropriate ways, urge those eligible to become members of the Association. A board member shall chair this committee.

Section 3. Conference. This Committee shall plan, organize and conduct any conferences of the Association. The Committee shall recommend to the Board for approval a date and site for a conference at least six (6) months in advance when possible. The Committee members shall be appointed for one year and are eligible for re-appointment. A board member shall chair this committee and serve at least a 2 year appointment period.

Section 4. Awards. The Committee shall designate those persons who shall be honored by the Association as directed by policies set by the Board. A board member shall be chair.

Section 5. Web. This Committee shall utilize all appropriate means to acquaint the appropriate constituencies and the lay public with the role and importance of the Association. A board member shall be chair.

Section 7. Journal. This committee shall provide leadership and advice to the board regarding appropriate publication activities (on line or otherwise) to be pursued by the Association, including financial plans and other specifics. A board member shall be chair or co-chair of this committee.

Section 8. Other Standing Committees. When the Board of Directors creates a Standing Committee, it shall state the purposes and the responsibilities of the Committee for inclusion in the Minutes of the Association. The Board shall initiate an Amendment to revise the Bylaws, to be voted upon at the subsequent meeting, to include such a Committee. The Chair, term, and initial members of the Committee shall be recommended by the President and approved by the Board.

Section 9. Special or Ad Hoc Committee. When a special or Ad Hoc Committee is created by the Board, the President shall appoint a Chair and members of the Committee to carry out the purpose for which it was created and a termination time for the ad hoc committee.

## **ARTICLE V**

## **Fiscal Year**

Section 1. The fiscal year of the organization shall be from January 1 – December 31, although this may be altered by the board on advice of the Treasurer.

# **ARTICLE VI**

## **Amendments**

Section 1. Initiation of Amendment. Amendments to these Bylaws may be initiated by the Board of Directors, or by a Committee authorized by the Board of Directors for the purpose of recommending Amendments to the Bylaws, or by a petition signed by ten percent (10%) of the membership directed to the Board of Directors setting forth the proposed Amendment.

Section 2. Adoption. An amendment initiated as herein provided may be adopted by a 2/3 vote of the board members present and voting at any regular or special meeting of the board, or by 51% of the members by mail ballot.

Section 3. Advisory Board “Emeriti” Status. (unanimously passed by Board 9/11/05) Any former IDMAA Chair of the Board or President or person designated emeritus, who elects to do so, shall have an automatic 2 year term on the Advisory Board of IDMAA.

By majority vote of the board any officer (Executive Committee level) may be designated “emeritus” in recognition of service rendered to IDMAA. Emeritus status is an honor and shall carry with it privileges designated within these bylaws, including the 2 year Advisory Board membership, at the option of emeriti, as well as non-voting participation at the annual board meeting held in conjunction with the members meeting, and a 50% discount in membership cost for the first 2 years (if the emeriti requests it) of emeriti status.

At the end of their term of service Board members (non officers) may also be designated emeriti by the board and they are also eligible for the 50% discount in membership cost for the first 2 years of emeriti status in recognition of their service.

Emeriti status is not automatic for anyone.