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International Digital Media and Arts Association Constitution

March 16, 2005

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Digital Media and Arts Association Constitution

**(Approved March 14, 2004 and
Final Updates approved June 13, 2004,
Amended March 16, 2005)**

ARTICLE I

Name and Affiliation

Section 1. Name. The name of this organization is the International Digital Media and Arts Association.

ARTICLE II

Purpose and Mission

Section 1. Organizational Purposes. The International Digital Media and Arts Association is a non-profit association formed to promote the development, application, and understanding of digital media and arts. Among the constituents we represent and serve are educators, practitioners, scholars, and organizations with interest in digital media and arts.

The purpose of this incorporation is to enhance and expand digital media and arts throughout the State of Indiana, the United States of America, and the world.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding of any future federal tax code.

Section 2. Mission.

Leadership. To provide national and international leadership to the diverse field of digital media and arts.

Advocacy. To advocate and promote the development and use of digital media and related academic programs.

Source of information. To be a leading source of information on developments in digital media and arts.

Networking. To provide a source of academic networking for sharing ideas among faculty and students, and to make collaborations and cooperation among colleagues, professionals, and organizations easier.

Recognition. To provide recognition of the outstanding achievements in digital media and arts through awards programs.

Partnering. To serve as a catalyst for the formation of partnerships between education and business.

ARTICLE III

Membership

Section 1. Qualifications for membership. Individuals, members of all higher education institutions and businesses or organizations involved in digital media and arts may obtain membership in this association by the payment of dues as set forth in the Bylaws.

All "organizational memberships" shall include one (1) voting member and associate members who shall enjoy all privileges of membership except for voting rights.

"Individual membership" shall come at a rate as set forth in the Bylaws and carry voting rights.

ARTICLE IV

Board of Directors

Section 1. Function and Authority. The affairs of this association shall be managed by a Board of Directors of no less than 15 and no more than 21 which shall be the governing body of the association with power to formulate policies of the association consistent with its purposes and subject to any specific directions of the membership as adopted at any duly held membership meeting. The Board of Directors shall have authority to conduct all business pertaining to the association between official meetings of the membership. The Board of directors shall be the custodian of the property of the International Digital Media and Arts Association and shall assume responsibility for the management of its finances. The Board of Directors may appoint an Executive to serve at the pleasure of the Board of Directors. The duties and stipend of such Executive shall be determined by the Board of Directors.

Section 2. Initial Board of Directors. The initial Board shall serve staggered 2 or 3 year terms to assure stability in the start up period. All regular terms, excepting, the president's appointee, shall be for 3 years thereafter. The board shall be comprised of individuals representative of the varied constituent interests of the International Digital Media and Arts Association and number 15-21 regular members. Until their successors are duly elected and qualified, the Directors of this Association shall be as follows:

March 14, 2004

3 year terms

2 year terms

1 year term

President Appointee

8 people

7 people

David Ferguson

Scott Olson
Michael Moshell

Tom Loughlin
Chris Blair

James Oliverio
Dena Eber

Matt Roberts
Conrad Gleber

Scott Shamp
Michael Murphy

Matt Rappaport
Jeff Rutenbeck

Michael Niederman
Ray Steele

Zsuzsi Pek

ARTICLE V

Officers and Executive Committee

Section 1. Officers of the International Digital Media and Arts Association. There shall be a Chair of the Board and CEO. The Chair shall be elected from the board and by the board members for a 2-year term. The role of the Chair is to lead the Board in its meetings and functions and to serve on the executive committee. Membership on the Board runs concurrent with election to the chair even if the chair's normal board term should expire while in office.

There shall be a President, a President-Elect (who shall then serve as President in the year following election as President-Elect) a Secretary and a Treasurer for the Association. Each will be elected by the board membership for a term specified in the bylaws (excepting President-Elect who will assume the President's role automatically). Reelection beyond a third term may only be achieved if the members of the board vote unanimously to nominate an officer to an additional term.

Section 2. The Executive Committee. The Executive Committee shall handle the day to day activities of the Association with a majority vote sufficient for action items.

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.

Members of the Executive Committee shall include the Chairman of the Board, the President who will chair the Executive Committee, the Secretary, Treasurer, the President-Elect and the immediate Past President, and the Executive Director if one is appointed.

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 1 year with voting rights in case of a tie vote.

Board membership runs concurrent with membership on the Executive Committee.

Section 3. Nominations, Election and Tenure. The Chairman of the Board shall be nominated and elected by the board for a 2-year term.

The President, after the initial start-up period, shall be the President- Elect who will succeed to the post after serving one year as President- Elect. It is a one-year term as President.

The President-Elect, and the Secretary and the Treasurer shall be elected by the board for specified terms in an annual election.

After the initial starting period, the term of Treasurer shall be for 2 years; the term of Secretary shall be for one year initially, and then for 2 years thereafter with the Secretary's term to be staggered with the Treasurer's term.

Nominations for officers shall be handled by a 3-member Nominating Committee of the board comprised of the President Elect, a member of the board and chaired by the Board Chair. Any member of the Association may forward a nomination. The Nominating Committee shall supervise the election, provide background information on candidates and determine eligibility of candidates who must have been a dues paid member of the board for at least one year before being eligible to serve as an officer. (During the start-up period this eligibility rule is not in force.)

Non-voting ex-officio members may be added by the officers as set forth in the Bylaws.

Board terms of office shall extend to the end of the day after the annual Meeting or May 1, whichever comes first, for the number of years specified.

Section 4. Initial Start-up Period Officer Selection Process. The initial Board shall select officers from the Board for the first full year of operation and any interim period involved in the start up. Thereafter the process outlined in Section 3 shall be followed.

Section 5. Each year the board must approve the annual budget at the annual meeting.

ARTICLE VI

Standing Committees

Section 1. Designation. There shall be Standing Committees of this Association to address issues of Membership and Communications, Conference and Exhibitions, Awards, Web, and Journal committees and the duties of such committees shall be set by the Board in accordance with the Bylaws.

Section 2. Other Committees. Other Standing and Special Ad Hoc Committees may be created by the Board of Directors in accordance with the provisions set forth in the Bylaws.

ARTICLE VII

Executive

Section 1. Employment. The Board of Directors may employ an Executive to serve at the pleasure of the Board and with duties and stipend to be as determined by the Board of Directors. The Executive will be a voting member of the board and may come from the Board.

ARTICLE VIII

Meetings

Section 1. Board of Directors. The Board of Directors shall meet at least three times annually in accordance with the provisions of the Bylaws. Meetings may be live or electronic. (In electronic meetings everyone must be able to hear everyone at a minimum.) At least one meeting must be live and occur at time place set for the annual members meeting.

Section 2. Membership Meetings. There shall be at least one regular meeting of the membership during each year. Such regular meeting(s) and any special meetings shall be held in accordance with provisions of the Bylaws.

ARTICLE IX

Fiscal Year

Section 1. Designation. The fiscal year of the International Digital Media and Arts Association shall be from January 1 to December 31.

ARTICLE X

Amendments

Section 1. Initiation. Proposed amendments may be initiated by the Board of Directors, Special or Ad Hoc Committees appointed by the Board of Directors for the purposes of recommending or proposing amendments to the Constitution or by petition of ten percent of the membership of the Association. Amendments must be passed by 2/3 of the board members voting at an official board meeting where a quorum is required or by 51% of the members by mail ballot. Electronic voting is not allowed. Fax is acceptable.

ARTICLE XI

Ratification

Section 1. Membership Vote. This Constitution shall become effective when ratified by a majority of the vote of the founding members of the International Digital Media and Arts Association attending an official meeting.

ARTICLE XII

Dissolution

Section 1. Dissolution. Should said organization (International Digital Media and Arts Association) dissolve for whatever reason all assets shall be distributed to like organizations qualifying as 501 (c) (3) for tax purposes.