

Design Communication Association

BYLAWS

Revisions last approved 8/23/2014

Article 1: Purposes

1.01 PURPOSES OF THE ASSOCIATION

The purposes of the Design Communication Association are:

- a. To maintain a dialog among design communication professionals and educators concerning creative alternatives for teaching and promoting the concepts and skills of design communication.
- b. To encourage design communication educators to keep teaching these essential skills by offering them the opportunity to present and publish the results of their teaching and research.
- c. To improve communication and support among the various design professions and education levels based on our common interest in improving the way we formulate and communicate design ideas to our profession and the wider community.

Article 2: Corporation Offices

2.01 REGISTERED OFFICE

The registered office of the corporation required by the Montana Nonprofit Corporation Act to be maintained in the State of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by the board of directors. Principal office and mailing address shall be:

Design Communication Association
160 Cheever Hall
Montana State University - Bozeman
Bozeman, Montana 59717-3760

Article 3: Membership

3.01 MEMBERSHIP ELIGIBILITY

Membership is open to design professionals, and schools, faculty, and staff associated with design education programs. Any such person irrespective of race, creed, religion, physical or mental handicap, sexual orientation, national origin is eligible to become a member of the corporation.

3.02 TYPES OF MEMBERSHIP

There shall be two types of membership in the corporation:

- a. Individuals
- b. Institutions

3.03 DUES

The Board of Directors shall establish by resolution the specific conditions, including assessment of dues for each membership type, for membership in the corporation.

3.04

VOTING

Each member shall have one vote in matters requiring a vote of the Membership, including the election of the Board of Directors. This vote shall be cast by ballot, or as otherwise designated by the Board of Directors. A quorum for elections, represented by members casting a vote during balloting, shall consist of at least 25% of the active members. Members entitled to voting rights shall be those members who meet all the membership conditions set forth in this Article

- Election to office on the Board of Directors is by a majority vote of the members in attendance at the biennial business meeting held in conjunction with the biannual conference.
- Election to office as a Regional Director is by a majority vote of the region's members in attendance at the biannual conference.

3.05

MEMBERSHIP REQUIREMENTS

Membership is contingent upon each member agreeing to comply with the conditions of membership as stated in these bylaws and membership policy established by the Board of Directors. Members must be current in payment of their membership and any other fees set by the Board of Directors. Except as otherwise set forth herein, the Board of Directors has the authority to approve or decline membership to an applicant.

3.06

TERMINATION

Membership may be terminated voluntarily by a member upon notice to the Corporation. The Board of Directors may elect to terminate a membership if a member dies, ceases to exist, or fails to comply with requirements of rules, regulations or policies of the Corporation, or these Bylaws.

3.07

REGISTER

The Corporation shall maintain a current register to show the status of all members. The register shall include the member's name, address, and date of membership.

3.08

MEETING

A meeting of the members shall be held at least biennially. The purpose of the meeting will be to elect and/or announce recent Board of Directors election results and transact other business, including financial reports. The location and time for any meeting called by the Board of Directors may be designated by the Board of Directors in accordance with these Bylaws and Montana law.

Article 4: Board of Directors

4.01

MANAGEMENT BY BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by its board of directors. When there is a chairman of the board of directors present, the chairman shall preside at all meetings of the directors.

4.02

NUMBER, TENURE AND QUALIFICATIONS OF DIRECTORS

The number of directors of the corporation shall be ten (10), which number may be increased or decreased (but not to less than three (3)) by amendment to this bylaw, but no decrease shall have the effect of shortening the term of any incumbent director. The Board of Directors shall consist of the corporation's officers, namely: President, Conference Chair/President Elect, Treasurer, Executive Secretary, Journal Editor, Website Editor, Electronic Newsletter Editor, Exhibition Coordinator, Blog Editor, and Proceedings Editor. Each director shall hold office for a term of two (2) years and until a successor has been elected and qualified, unless the director sooner resigns or is removed as provided in these Bylaws. Directors need not be residents of the State of Montana.

4.03

VACANCIES

Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be appointed by the affirmative vote of two-thirds (2/3) of the remaining directors, by the filing with the president or the board of directors of a written designation of the person or persons so named. A reduction in the authorized number of directors shall not serve to disenfranchise any director prior to the expiration of the term for which he or she was elected. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.04

REMOVAL

A director may be removed, with or without cause, if a two-thirds (2/3) majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

4.05

RESIGNATION

A director may resign at any time by delivering written notice to the board of directors or the president. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the board may fill the pending vacancy provided that the successor does not take office until the effective date.

4.06

REGULAR MEETINGS

A regular meeting of the board of directors shall be held no less than biennially at a time and place to be announced by the board of directors.

4.07

SPECIAL MEETINGS

Special meetings of the board of directors may be called by the president or any director. The person or persons calling special meetings of the board of directors may fix any time and place, within the State of Montana, as the time and place for holding the special meeting.

4.08

NOTICE OF BOARD OF DIRECTORS MEETINGS

a. Notice.

Except as otherwise required by the Montana Nonprofit Corporation Act or these Bylaws, regular meetings may be held without notice and special meetings must be preceded by at least three (3) days' notice to each director of the date, time and place of the meeting. Regardless of whether the meeting is a regular meeting or a special meeting, if a purpose of the meeting is to consider (1) the removal of a director, (2) a plan of merger, (3) the sale, lease, exchange or disposition of all, or substantially all of the corporation's property, (4) the dissolution of the corporation, (5) an amendment to the Articles of Incorporation, or (6) an amendment to the Bylaws, then notice must be given to each director at least seven (7) days before the meeting stating that the matter will be voted on at the director's meeting. For purposes of (2) through (6) above, the notice must also state the purpose of the meeting. For purposes of (3) through (6) above, the notice must also contain or be accompanied by a copy or summary of the transaction for disposition of the corporation's property, the proposed plan of dissolution, the proposed amendment to the Articles of Incorporation, or the proposed amendment to the Bylaws.

b. Effective Date

Notice of any meeting shall be deemed to be effective at the earlier of (1) date indicated on e-mail posting to board of directors members, (2) five (5) days after being deposited in the United States mail, addressed to the director's business address, with postage prepaid, (3) the date shown on the return receipt if sent by registered or certified mail, return receipt requested and if the receipt is

signed by or on behalf of the director, or (3) the date when actually received. If personally delivered, notice of any meeting shall be effective when actually received.

c. **Waiver of Notice**

Any director may waive notice of any meeting. The waiver must be in writing (paper or e-mail) by the director entitled to notice. A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter objects to lack of notice and does not vote for or assent to that action.

d. It is the responsibility of each member of the board of directors to notify the President, Website Editor, and Communications Coordinator of any change in e-mail address. Current e-mail addresses for all board of directors must be posted on the official corporation website.

4.09 **QUORUM**

A majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Except as may be otherwise restricted by the articles of incorporation, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means constitutes presence in person at a meeting.

4.10 **MANNER OF ACTING**

Unless otherwise provided by the Montana Nonprofit Corporation Act or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Each director shall have one vote. Directors shall not vote or sign directors' resolutions by proxy.

4.11 **PRESUMPTION OF ASSENT**

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.12 **ACTIONS WITHOUT MEETING**

Any action required or permitted to be taken at a meeting of directors may be taken without a meeting if a consent in writing (paper or e-mail), setting forth the action so taken, shall be upheld by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

4.13 **DIRECTOR COMMITTEES**

a. **Creation of Committees**

The board of directors may create one or more committees and appoint members of the board to serve on them. Each committee must have one (1) or more directors, who serve at the pleasure of the board of directors.

b. **Selection of Members**

To create a committee and appoint members to it, a majority of the directors present at a meeting at which a quorum is present must approve the action taken.

- c. Required Procedures
The provisions of these bylaws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the board of directors, and action without meetings apply to each committee and its members. In addition, each committee shall keep regular minutes of its proceedings and report the same to the board of directors.
- d. Authority
Each committee may exercise the specific board authority which the board of directors confers upon the committee in the resolution creating the committee; provided, however, a committee may not (1) authorize distributions; (2) approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (3) elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or (4) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

4.14 COMPENSATION LOANS TO, OR GUARANTEES FOR DIRECTORS

- a. Director Compensation
Upon approval of the majority of the board, each director's expenses, if any, of attendance at each board meeting or committee meeting of the board may be paid by the corporation. The directors shall not be paid a salary or fee for attending the meeting.
- b. Loans to or Guarantees for Directors
The corporation may not lend money to or guarantee the obligation of a director of the corporation.

Article 5: Officers

5.01 NUMBER AND QUALIFICATION OF OFFICERS

The officers of this corporation shall include a President, Conference Chair/President-Elect, Treasurer, Executive Secretary, Journal Editor, Website Editor, Electronic Newsletter Editor, Exhibition Coordinator, Blog Editor, and Proceedings Editor. In the discretion of the board of directors it shall be permissible to elect assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors. The President shall serve as chairman of the board of directors. In the absence of the president, the conference chair/president-elect shall serve as chairman.

5.02 ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected biennially for two-year terms by the membership at the even year international conference. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor is duly elected or until the officer's death, resignation or removal. The officers shall have such duties, in addition to those expressed herein, as the board of directors shall specify from time to time. A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.

5.03 REMOVAL

The board of directors may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contracts rights, if any, of the person removed. The election or appointment of an officer or agent by the board of directors shall not of itself create contract rights.

- 5.04 **VACANCIES**
A vacancy in any office shall be promptly filled by the board of directors for the unexpired portion of the term.
- 5.05 **RESIGNATION**
An officer may resign at any time by delivering written notice to the board of directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the board may fill the pending vacancy provided that the successor does not take office until the effective date.
- 5.06 **PRESIDENT**
The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The president may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president. The president shall coordinate the yearly calendar, respond to the needs of the membership, set the agenda for the biennium, represent the group to the public, to professions and to other organizations. The president shall keep records of the board's activities, schedule and coordinate board meetings, and promote communication among officers, regional directors and the advisory board.
- 5.07 **CONFERENCE CHAIR/PRESIDENT-ELECT**
The conference chair shall organize and manage the biennial conference and all related correspondence. S/he shall plan conference activities, invite speakers, decide on conference theme, etc. In the absence of the president or in the event of the president's death, inability or refusal to act, the president-elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The president-elect shall perform such other duties as from time to time may be assigned by the president. The president-elect shall maintain contact with other organizations, assist the president, plan for the future, and assume the presidency for the following biennium.
- 5.08 **TREASURER**
Design Communication Association Headquarters shall provide for the office of treasurer. The treasurer, at headquarters, shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as the board of directors shall select; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer. If required by the board of directors, the treasurer shall furnish a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall maintain the organization's membership list, maintain accounts and bookkeeping records for the organization, and report all financial dealings.
- 5.09 **EXECUTIVE SECRETARY**
The executive secretary shall maintain membership records, provide information and notices to members, recruit new members, outreach efforts, and promote organizational growth.
- 5.10 **JOURNAL EDITOR**

The journal editor shall manage journal content, arrange paper reviews, and coordinate the design and production of the biannual journal. The DCA Journal (Representation) will consist of 8-10 papers selected by the Journal Editorial Board from the latest DCA Proceedings. It will also publish selected and award-winning entries in the DCA Biannual Drawing Exhibition. It will be published and distributed in each off-conference year.

5.11 WEBSITE EDITOR

Design Communications Association headquarters shall operate and maintain the official DCA website. The website editor at headquarters shall coordinate content and maintain the DCA website. The website shall be updated semi-annually at a minimum, timing to be in conjunction with the publication of Opportunities (March, October). Each Regional Director is responsible for providing newsletter copy material from their region for publication once per year at a minimum.

5.12 ELECTRONIC NEWSLETTER EDITOR

The electronic newsletter editor shall maintain the newsletter mailing list, solicit, review content, produce and disseminate Opportunities, the DCA newsletter. The DCA newsletter (Opportunities) will be published semi-annually at a minimum (March, October) in downloadable electronic format (PDF). The newsletter editor also functions as recording secretary at board meetings and at the biennial business meeting.

5.13 EXHIBITION COORDINATOR

The Exhibition Coordinator will organize and coordinate the DCA Juried Design Communication Exhibition which is held in conjunction with the biennial conference. The Exhibition Coordinator will develop and disseminate the Call for Submissions, contact and organize external jurors to review submissions, and disseminate exhibition results. The Exhibition Coordinator will be assisted by the Exhibition Liaison appointed by the Conference Chair(s). The Exhibition Liaison shall be responsible for organizing and overseeing the Exhibition held at the conference venue during the Biennial Conference.

5.14 PROCEEDINGS EDITOR

The proceedings editor shall manage journal content, arrange paper reviews, and coordinate the design and production of the biannual proceedings. The DCA Proceedings shall consist of all selected juried papers and shall be published concurrent with the Biennial Conference.

5.15 BLOG EDITOR

The Blog Editor shall operate, maintain, and moderate the official DCA blog. The blog editor will manage the site and coordinate content on a continuing basis. All DCA officers, regional directors, and active DCA members are welcome and encouraged to post to the blog site. The blog editor shall censure inappropriate, poor taste, and completely non-DCA related commentary.

5.16 JOURNAL EDITORIAL BOARD

The Journal Editorial Board shall consist of the President, the Journal Editor, the Proceedings Editor, and 3-5 present or past DCA Officers or Regional Directors. These additional 3-5 Board members shall be appointed by and serve at the discretion the President.

5.17 ADVISORY BOARD

The Advisory Board operates as a source of seasoned and experienced leadership to provide counsel to the Board of Directors in all matters involving DCA interests. The Advisory Board shall consist of all past presidents of the Design Communication Association, who serve at will and whose terms are indefinite.

5.18

REGIONAL DIRECTORS

Each DCA Region shall have a regional director whose duties are as follows:

- Report items of regional interest to the Newsletter and Website Editors. Each Regional Director is responsible for providing newsletter copy material from their region for publication in the newsletter once per year at a minimum.
- Maintain contact with members, institutions, and professionals in the region and provide an active, regional source of Association information and publicity.
- Work to encourage new and ongoing membership in their region, accomplish outreach within the region, and promote the visibility and growth of DCA
- Sponsor regional DCA activities in off international conference years such as regional conferences, workshops, seminars, meetings, local exhibitions and events as seem appropriate and compatible to the goals of the Association.

5.19

ASSISTANT SECRETARIES AND ASSISTANT TREASURERS

The board of directors may, at their discretion, from time to time, elect an assistant secretary and/or an assistant treasurer. The assistant secretary and assistant treasurer, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president. The assistant treasurers shall furnish a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors shall determine.

5.20

SALARIES, LOANS TO, OR GUARANTEES FOR OFFICERS

The officers of the corporation shall not receive any salary or other compensation for their services other than reimbursement for any reasonable expenses incurred in the performance of their position as determined by the board of directors. The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

Article 6:

Regions

6.01

NUMBER AND CONSTITUTION OF REGIONS

The Design Communication Association shall consist of eight geographical regions, namely: northeast, southeast, east central, south central, west central, northwest, southwest, and international (continental regions).

6.02

NORTHEAST REGION

The Northeast Region shall be composed of Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island, Pennsylvania, New Jersey, Maryland, the District of Columbia and Quebec.

6.03

SOUTHEAST REGION

The Southeast Region shall be composed of Virginia, Tennessee, North and South Carolina, Mississippi, Alabama, Georgia, and Florida.

6.04

EAST CENTRAL REGION

The East Central Region shall be composed of Ohio, West Virginia, Kentucky, Indiana, Michigan, and eastern Ontario.

6.05

SOUTH CENTRAL REGION

The South Central Region shall be composed Kansas, Oklahoma, Texas, Louisiana, Arkansas, and Missouri.

6.06

WEST CENTRAL REGION

The West Central Region shall be composed of Wisconsin, Illinois, Iowa, Minnesota, Nebraska, North and South Dakota, western Ontario and Saskatchewan.

6.07 NORTHWEST REGION

The Northwest Region shall be composed of Montana, Idaho, Oregon, Washington, Wyoming, Alberta, and British Columbia.

6.08 SOUTHWEST REGION

The Southwest Region shall be composed of Colorado, New Mexico, Arizona, Utah, Nevada, and California.

6.09 INTERNATIONAL

The International Region(s) shall be composed of National States not including the United States and Canada. Each continent may be represented by region and regional director.

Article 7: Indemnification of Directors, Officers, Agents, and Employees

7.01 INDEMNIFICATION OF DIRECTORS

a. Indemnification.

The corporation shall indemnify a director if a determination has been made in accordance with the procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (b) below, and payment has been authorized in accordance with the procedures set forth in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

b. Standard of Conduct.

A director may be indemnified hereunder if:

1. he or she conducted himself or herself in good faith;
2. he or she reasonably believed:
 - i. in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests;
 - ii. in all other cases, that his or her conduct was at least not opposed to its best interests; and
3. in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall not indemnify a director (1) in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

7.02 ADVANCE EXPENSES FOR DIRECTORS

If a determination is made, following the procedures of the Montana Nonprofit Corporation Act that the director has met the following requirements; and if an authorization of payment is made, following the procedures and standards set forth in the Montana Nonprofit Corporation Act then the company shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

1. the director furnished the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in bylaw 6.01;
2. the director furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and
3. a determination is made that the facts then known to those making the determination would not preclude indemnification under bylaw 6.01 or the provisions of the Montana Nonprofit Corporation Act.

7.03 INDEMNIFICATION OF OFFICERS, AGENTS AND EMPLOYEES WHO ARE NOT DIRECTORS

The board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

7.04 MANDATORY INDEMNIFICATION

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation against reasonable expenses incurred by the directors in connection with the proceeding.

Article 8: Miscellaneous

8.01 BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any purpose at any reasonable time. The corporation shall prepare and make public an annual report based on its books and records which explains in detail contributions received, income, expenditures, and disbursements.

8.02 FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year, unless otherwise established by the board of directors.

8.03 AMENDING BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board of directors. Notice of such meeting must be given in accordance with bylaw 3.08.

8.04 EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.