

Bylaws
of the Stencil Artisans League, Inc.
Doing Business As
International Decorative Artisans League, Inc.

Article One
Membership

Section 1. Membership Qualifications. Membership in this League shall be open to all persons interested in the art of stenciling and related arts, and to persons, firms, corporations, subsidiaries, and divisions of corporations engaged in stenciling, the stenciling industry and related arts.

Section 2. Membership Application and Election. Application for membership shall be made in writing in the name of the applicant giving such information as is required on an application form approved by the Board of Directors and such additional information as the Board of Directors may require. An applicant shall become a member without further action upon furnishing the information requested and upon payment of the applicable dues.

Section 3. Membership Classification. Each member of this League shall be assigned to a specific category of membership in accordance with membership categories and pursuant to guidelines established by the Board of Directors. Each member shall be so listed in the League Membership.

Section 4. Membership Meetings. The Annual Meeting of the League shall take place during the Annual Convention which shall be held at such time and place as may be determined by the Board of Directors. Notice of all general meetings of the League and of the Annual Convention shall be sent to every representative of all members by the Secretary. Publication of such notice in any official publication of the League shall be deemed sufficient notice.

Section 5. Membership Quorum and Voting.

The right to vote and hold office shall apply to all members of the League in good standing as defined in Section 6 (A) of this Article One. Any action that may be taken at any annual, regular or special meeting of the members may be taken without a meeting if the Board of Directors delivers or causes to be delivered a written or electronic ballot to every member entitled to vote on the matter. Such ballot may be sent to the postal, facsimile or email address of a member as it appears on the records of the Corporation. If the ballot is sent by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If the ballot is sent by facsimile or email, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful.

A quorum of 10% of the membership of the League as of the ballot or meeting date is required for the election of Directors, adoption or amendment of bylaws and approval of other actions submitted by written ballot. A quorum of 2% of the membership is required for the approval of actions at membership meetings, other than the election of Directors and

the amendment of Bylaws. Matters arising at a meeting of members for which Notice has not been provided require a quorum of 20% of the membership.

A. Membership voting for Directors of the Board.

1. A written or electronic ballot will be delivered to each member and will include:
 - a) the nominees to the Board of Directors (Each member will vote for a maximum of three directors);
 - b) the number of responses required to meet quorum requirements;
 - c) the percentage of approvals necessary to elect a director; and
 - d) the specific time by which the ballot must be received by the League to be counted.
2. The Directors will be elected by a simple majority of those voting.

B. Membership Voting on all Other Non-Bylaw Actions

1. Individual members in good standing may submit items for the Board of Directors to consider for possible action by the League. All members will be furnished with a copy of the action to be voted on either by written or electronic ballot or by notice of an Annual or Special Meeting.
2. A written or electronic ballot will be delivered to each member that will:
 - a) set forth each proposed action;
 - b) the number of responses required to meet quorum requirements;
 - c) the percentage of approvals necessary to approve each matter;
 - d) the specific time by which the ballot must be received by the League to be counted; and
 - e) provide an opportunity to vote for or against each proposed action
3. The action will be approved by a simple majority of those voting.

Section 6. Membership Standing, Suspension, Expulsion and Termination.

- A. Good Standing. A member who has submitted the required information on a membership application and has paid annual applicable dues shall be a member in good standing, unless such membership has been suspended or terminated by the provisions of this Section 6 of Article One.
- B. Suspension or Expulsion. A member may be suspended for a period or expelled for cause such as violation of any of the bylaws or Rules of the Corporation, or for conduct prejudicial to the best interest of the League. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.
- C. Termination for Failure to Pay Dues. Membership will automatically terminate and membership benefits shall cease after thirty (30) days for a member who is in default of payment of dues from the beginning of the fiscal year of the League or period for

which such dues become payable, provided that a statement of the amount due and notice of termination shall have been mailed to the member at his last recorded address at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the next meeting of the Board of Directors. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

- D. Cessation of Membership Benefits. The interest in the funds, property, and other assets of the League of every member whose membership shall terminate for any reason, except dissolution of the League, shall immediately cease, and such member and the representative of such member shall have no claim against the League or against the other members or their representatives or any of them.

Article Two

Board of Directors

Section 1. Composition. The affairs of the league shall be controlled and administered by a Board of Directors that will consist of a minimum of seven (7) and a maximum of nine (9) members. The Board of Directors shall consist of the president, past president, vice president, secretary, treasurer and three (3) to five (5) members at large. Upon expiration of the regular term of office of any Director, a majority of the members voting shall elect a successor Director who shall serve for a term of three years beginning immediately following installation. The terms of the Directors shall be staggered, so that a maximum of three Directors shall be elected each year. In the event that the office of any Director shall become vacant prior to the expiration of the regular term of such Director, a majority of the then remaining Directors may elect a successor Director who shall serve for the remainder of the term of the Director whose office has become vacant. Any Director may resign by giving notice of same to the President or any other then serving Director. A Director may be removed, with cause, by a two-thirds (2/3) vote of the entire Board of Directors where notice of the proposed action is given in advance to all of the Directors. A Director shall be considered incapacitated if for any reason the Director is not able to carry on the duties of the office and the remaining Directors have declared such director incapable of serving, and the office of such Director is vacant, by two-thirds (2/3) vote of the Directors voting where notice of the proposed action is given in advance to all of the Directors. No Director who has served six (6) consecutive years or seven (7) consecutive years in the case of a person who has served as Vice President and President, pursuant to the leadership track as defined in Section 6 of this Article Two, shall be eligible for re-election as a Director until one (1) year after the expiration of the Director's term of office.

Section 2. Qualification. Election to office or to the Board of Directors is restricted to individual members (or representatives of corporate members) of the League who are in good standing as defined in Section 6(A) of Article One. Only one member of the same family and only one officer, director or employee of the same corporation may serve on the Board at any time.

Section 3. Installation of Directors. After the election of new members to the Board of Directors, the retiring President shall oversee installation of the newly elected directors.

Section 4. Board Meetings. The Board of Directors shall meet at least once annually in addition to meetings at the Convention of the Members of the League. The Board shall meet at such times and places, either in person or via electronic communication, as may be determined by the President of the Board, and transact all business of the League requiring attention. A majority of the members of the Board present in person or electronically, shall constitute a quorum. A majority vote, either in person or electronically, of all members present shall be sufficient to adopt measures coming before the Board. The President of the Board shall call special meetings, either in person or electronically, of the Board whenever he deems it expedient, or at the written request of five (5) directors. Ten (10) days prior, written notice, either sent via a postal carrier or sent electronically, of meetings of the Board of Directors shall be sent to all Directors by the Secretary.

Section 5. Board Vacancies. Should any director absent himself from three (3) consecutive meetings of the Board of Directors within a six month period, resign, cease to be a representative of a Voting Member or dies while in office, his office shall be declared vacant, unless otherwise determined by the Board of Directors.

Section 6. Officers. The officers of the League shall be a President, Past President, Vice President, Secretary, and Treasurer. There shall be a leadership track whereby the Vice President shall become the President following a one-year term as Vice President; the President shall become the Past President following a one-year term as President; and the Past President shall serve a one-year term.

Method of Election. The officers shall be elected from the Board of Directors. The Board of Directors shall elect all officers for a term of one (1) year. No officer shall be eligible for re-election in the same office until one (1) year after the expiration of his second term in that office. To coincide with the annual conference and business meeting it may be necessary from time to time to extend officer terms. Therefore a term may or may not be longer than one (1) year. With and only with a majority vote of the board may an officer's term be extended beyond a two year time period.”
A majority of a quorum present shall be necessary to constitute an election.

A. Duties of Officers. The duties and powers of the officers of the League shall be as follows:

1. **President.** The President shall preside at the meetings of the League and of the Board of Directors and of the Executive Committee, and shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. He shall also, at the Annual Meeting of the League and such other times as he deems proper, communicate to the League or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the League and shall perform such other duties as are necessarily incident to the office of the President.

2. **Past President.** Following a one-year term as President, the President shall become the Past President. The Past President shall be an adviser to the President and shall perform such other duties as are necessarily incident to the office of the Past President. If the President dies or resigns, the Past President will complete the term of the President.
3. **Vice President.** The Vice President shall assume the duties of the President in those instances where the President cannot perform the duties of his office, except in the case of death or resignation where the Past President shall assume the duties of the President. Following a one-year term as Vice President, the Vice President shall become the President.
4. **Secretary.** It shall be the duty of the Secretary to give notice of and attend all meetings of the League and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the League; to notify the officers and members of the League of their election; to notify members of their appointment on committees; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the League, and generally to devote his best efforts to forwarding the business and advancing the interest of the League. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem.
5. **Treasurer.** The Treasurer shall keep an account of all moneys received and expended for the use of the League, and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee. He shall review all sums deposited in a bank, or banks, or trust company approved by the Executive Committee, and make a report at the annual meeting or when called upon by the President. Funds may be drawn upon the signature of the Treasurer if the amount of such disbursement is less than \$1,000.00. When the disbursement exceeds \$1,000.00, the check must be co-signed by the President, or such other third person whose name appears on the bank signature card.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of his term of office, he shall deliver over to his successor all books, moneys, and other property, or, in the absence of a treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a treasurer pro tem.

- B. **Bond of Treasurer.** The Treasurer shall, if required by the Board of Directors, give to the League such security for the faithful discharge of his duties as the Board may direct.

- C. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.
- D. Travel Expense Reimbursement. Executive Committee Members, Board Members, and other Board designates shall be reimbursed for expenses to and from official functions as set forth in reimbursement guidelines established by the League for official travel.
- E. Installation of Officers. After the election of new Officers by the Board of Directors, the retiring President shall install into office the newly elected President who shall then declare all other newly elected officers into office.

Article Three Committees

Section 1. Standing Committees. The President is authorized to enlist a large and active corps of participants from all classes of membership of the League to serve on standing committees working on behalf of Board and the entire membership. There shall be no limitation on the eligibility for appointment to such committees except that only directors may serve as members of the Executive Committee.

- A. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall exercise for and on behalf of the Board of Directors all functions which the Board may authorize. The Executive Committee shall be empowered to act for and in behalf of the Board between meetings of the Board of Directors. The Executive Committee shall also serve as the Compensation Committee and shall follow all applicable provisions of the Internal Revenue Code and Treasury Regulations, specifically section 4958 of the Internal Revenue Code, governing the payment of compensation to officers, directors and key employees by a tax-exempt organization. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
 - 1. Special Executive Committee Meetings. Special meetings of the Executive Committee may be called by the President or shall be called on the written request of two (2) members of the Executive Committee, with reasonable notice by telephone, wire, mail, or in person to each member.
 - 2. Telephonic Executive Committee Meetings. Any special meeting of the Executive Committee may be held by a quorum being represented at such meeting in person; or by such meeting being held by means of a conference through telephone conversation or electronically; PROVIDED, HOWEVER, that all members of the Executive Committee, or quorum thereof, must actually participate in the telephonic or electronic meeting at the same time. If a quorum of the Executive Committee participates in such

telephonic or electronic conference, then any matter considered, resolution adopted, action taken, or decision made by a majority of the Committee participating in such conversation shall be valid, effective and binding on the entire Executive Committee, as fully and completely as if such meeting were held and a quorum were present in person at such meeting, and a majority of the Committee voted in person on such matter, resolution, action, or decision; PROVIDED, HOWEVER, that due notice of the date, and the time of day of such telephone or electronic conference, and of the matter, resolution, action or decision to be considered or acted upon at such telephone or electronic conference, shall be given to all of the Membership of the Executive Committee. Notice of the meeting shall also be given to the Directors who are not members of the Executive Committee.

- A. Nominating Committee. The Nominating Committee shall be appointed by the President and shall consist of not less than three (3) members nor more than five (5). The President shall not serve as a member of this Committee. The Nominating Committee shall prepare a slate of proposed directors for presentation to the membership of the League.
- B. Budget Committee. The Budget Committee shall be appointed by the Treasurer and shall consist of not less than three (3) members. The Committee shall meet annually to review the previous year's expenses and submit a proposed budget to the Board of Directors.

Section 2. Other Standing Committees. At the first meeting of the Board of Directors, after their election, or as soon thereafter as practicable, the President shall, subject to its approval, appoint the following committees to consist of as many members as seems advisable:

- Public Relations
- Chapter Committee
- Education Committee
- Certification and Awards Committee
- News Magazine Committee

The members of such Committees shall serve until the appointment of their successors.

Section 3. Special Committees. The President, may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 4. Committee Quorum. A majority of any committee of the League shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 5. Committee Reports. All committees shall report annually, and may report at any time, to the Board of Directors.

Article Four Corporate Officers

Section 1. Composition. The Executive Committee of the Board may also serve as Corporate Officers.

Article Five
Chapters

Section 1. Affiliation. The League may grant affiliation to chapters who comply with such requirements as are established by the Board.

Section 2. Chapter Organization and Funding. The Chapter shall have the authority to elect officers and establish a chapter dues structure.

Section 3. Withdrawal of Affiliation. The Board of Directors of the League shall have the authority to withdraw chapter status from any chapter failing to comply with the requirements established by the Board of Directors.

Section 4. Chapter Membership. No chapter may grant membership to any person, firm or corporation unless said person, firm or corporation is a member of the League.

Article Six
Corporate Seal

The corporate seal of the League shall consist of a concentric circle; between which shall be the name of the League and in the center shall be inscribed the year of its incorporation and the words "Corporate Seal, 1984, Georgia." The seal shall be kept at the Corporate Headquarters.

Article Seven
Dues and Revenue

The League dues and revenues shall be fixed from time to time by the Board of Directors.

Article Eight
Right to Amend

The members in good standing shall have the power to adopt new or amend the existing Bylaws. Actions to adopt new or amend existing bylaws must be approved by at least two thirds of the votes cast (subject to the quorum requirement of Section 5) or a majority of the membership, whichever is less. All such actions must meet the minimum requirements of the Georgia Non-Profit Corporation Code.