

BY-LAWS  
OF  
GEORGIA ALLIANCE OF INTERIOR DESIGN PROFESSIONALS  
A NOT-FOR-PROFIT CORPORATION

ARTICLE I

NAME

- 1.1 The name of this corporation will be:

Georgia Alliance of Interior Design Professionals: Hereafter, will be referred to as "Alliance".

ARTICLE II

Objective and Purpose

- 2.1 The objects and purpose for which this Alliance is formed are as follows: to promote the general professional welfare of all persons engaged in the business of interior design; to supply government agencies with information and assistance in matters concerning the interior design industry and to publicize the interior design industry, legislation and administrative orders affecting the same; to represent the industry in working with federal, state and local governments and consumer groups; to acquire, preserve and disseminate valuable business information; to initiate education forums and seminars related to the interior design profession regarding laws, rules, regulation, codes and changes to same; and to perform any other acts as authorized by law.

ARTICLE III

- 3.1 The principal office for the transaction of the activities and affairs of the Alliance is to be located at 1776 Peachtree Street, NW, Suite 120, Atlanta, Georgia, 30309-3663. The Board may, from time to time, relocate the principal office and shall be noted by the Secretary on these By-Laws opposite this section, or this may be amended to state the new location. The Board may at any time establish branch or subordinate offices at any place or places where the Alliance is qualified to conduct its activities.

ARTICLE IV

- 4.1 Classes – There shall be four classes of membership:
- a) Professional Member
  - b) Industry Member (Architects, Engineers, Press/Communication, Industry and other supportive individuals)
  - c) Educators

d) Students

#### 4.2 Definition of Classes –

- a) Professional Member – A professional member is a person qualified by education, experience and examination to:
- 1) Identify, research and creatively solve problems pertaining to the function and qualities of the interior environment;
  - 2) Perform services relative to interior spaces, including programming, design analysis, space planning and aesthetics, using specialized knowledge of interior construction, building codes, Life Safety codes, disability codes, specification of finish materials and furnishings; and
  - 3) Prepare drawings and documents relative to the design of interior spaces in order to enhance and protect the health, safety and welfare of the public.
  - 4) Professional member's include: Interior Designers (Kitchen & Bath, Lighting Designers, Hospitality Designers, etc.), Architects, Engineers and associated professionals.
- b) Industry Member – Industry Members are Individuals who provide products, advertising, media, press/communications and other supportive services.
- c) Educator Member – An educator is a person who is currently employed as an instructor/ faculty in the field of Interior Design in any of the schools within the State of Georgia.
- d) Student Member – Any individual enrolled in a school with an accredited interior design program.

4.3 Voting – Each individual member of the Alliance, in good standing, shall be entitled to cast one (1) vote on any matter of validity submitted by the Board of Directors to the members.

4.4 Duration of Membership – Membership shall be annual, to commence from date of payment. Membership shall be predicated upon payment of requisite dues for each year and other membership qualifications.

4.5 Suspension – A member may be suspended for a period or expelled for cause, such as a violation of the By-Laws or rules of the Alliance, or for conduct inconsistent with the best interest of the Alliance. Such suspension or expulsion shall be by majority vote of the Board, during any meeting, subsequent to the presentation of a defense by the member in question concerning the charges. At least fifteen (15) days prior to the meeting in question, the Secretary, shall mail a statement of the alleged charges, by registered mail; return receipt, to the member in question at his last recorded address. Said notice shall also include all pertinent information as to time and place of the

meeting. The name(s) of individual(s) making charges and a list of charges shall also be listed.

## ARTICLE V

### Annual Dues & Fees

- 5.1 The board shall determine the annual dues for each class of membership prior to the annual meeting each year.
- 5.2 The membership year shall commence from date of payment. Membership shall be predicated upon payment of requisite dues for each year and other membership qualifications.
- 5.3 Notice of renewal shall be provided for each member a minimum of 30 days prior to renewal. This notice will be provided via the current email on file.
- 5.4 Members who fail to pay any dues or fees which the board shall levy within sixty (60) days from the time the same becomes due, shall be reported to the board as in arrears and, if so ordered, shall be dropped from the rolls and there upon forfeit all rights and privileges of membership.

## ARTICLE VI

### Partnership and Sponsorship

- 6.1 Definition:
  - a) Partnership – Any individual, industry firm, or design firm who wish to support the efforts of the Alliance on an annual basis.
  - b) Sponsorship - Any individual, industry firm, or design firm who wish to support the efforts of the Alliance on a per event basis.
- 6.2 Level of Partnership (Annually)–

Founder Alliance	President Alliance
Benefactor Alliance	Associate Alliance

  - a) Partnership shall run from January through December of each year.
  - b) Partnership at each level will receive one membership and be entitled to one vote.
- 6.3 Level of Sponsorship – will be for events only.

Platinum	Gold
Silver	Bronze

  - a) Sponsorship shall be limited to each individual event.

## ARTICLE VII

### Meeting of Members

- 7.1 Annual Meeting – This Alliance shall hold its Annual Meeting of Members on the Second Wednesday of August of each year; provided, however, that the Board by resolution may fix a date for the meeting not less than thirty (30) days before said date. If the day for the Annual Meeting is a legal holiday, the meeting shall be held on the Wednesday following, which is not a legal holiday.
- 7.2 Monthly Meetings – The Board shall post a yearly schedule for the following years monthly meetings on the GAIDP website by the December meeting.
- 7.3 Special Meetings – Special Meeting of the members shall be called at any time by the President, or by a majority of the Board, or by the Members holding not less than twenty (20) percent of the voting rights of the members of the Alliance.
- 7.4 Notice of the Annual Meeting – Written notice of Meetings, Annual or special shall be given no later than ten (10) days prior to the date of the meeting, to each member entitled to vote, either personally, or by email to the last known email on file of each member along with notices issued to ASID, IIDA, NKBA, and any additional affiliated organizations.
- 7.5 Place of Meetings – The Board may designate any place, within the State of Georgia, as the place of the annual meeting, called by the Board. Any special meeting called upon the request of the members as set forth in Section 7.2, shall be held in Atlanta, Georgia.
- 7.6 Quorum - No meeting of the members shall be competent to transact business unless ten (10) percent of the membership, in good standing, are present, and in the event there shall be less than this number, the presiding officer shall adjourn the meeting from time to time.
- 7.7 Form of Voting – Voting may be written or by show of hands. No vote by mail or proxy shall be used.

## ARTICLE VIII

### Executive Board

- 8.1 Executive Board Members– The Executive Board shall consist of no less than President, President-Elect, Secretary, and Treasurer.
- 8.2 Election and Term of Office – Executive Board shall be elected every August for a two year term, with offices alternating. The members shall elect; the President, President Elect, Secretary, and Treasurer. The Past President shall automatically become a new member of the Board. Allied Organization Representatives are appointed by their respective Boards. Any additional positions will be appointed by the Board as necessary.

If the Past President is unable or unwilling to serve, the Nominating Committee

shall request a letter from the Past President to this effect, and shall nominate a member to run for the position.

The President shall not serve more than two consecutive terms.

All elected and appointed positions of the GAIDP Board must be members in good standing.

- a) President – The President shall be the Chief Executive Officer of the Alliance. He shall preside at all meetings of the Members, Board of Directors and Executive Committee of the Alliance. The President shall serve as an ex-officio member of all Board Committees. He shall sign all instruments of which, first shall have been approved by the board and shall sign all certificates of membership and all contracts. He shall generally discharge such other duties as are necessary incident to the office of the President of the Alliance.
  - b) President-Elect – Shall a member of the Board, Executive Committee and ex-officio member of all Board Committees or Presidential Committees. In case of the absence or inability of the President, the President-Elect shall serve as President and perform all duties, until the return of the President. Shall generally discharge such other duties as are necessary incident to the office and groom himself to assume the duties of President, and any other duties as assigned by the Board and the President.
  - c) Secretary – The Secretary shall keep a full and complete record of the proceedings of the Board, the Executive Committee and Meetings of the Members; shall post the notices of all meetings of the Alliance; shall conduct the correspondence of the Alliance under the direction of the Board; shall discharge such other duties as pertain to the office or as prescribed by the Board. The Secretary shall be and ex-officio member of the By-Laws committee. Additional support to all members of the board shall be provided by arrangement of outlook calendar schedules for meetings, email correspondence and answering questions regarding past and future meeting subjects.
  - d) Treasurer – Shall be a member of the Board and the Executive Committee; shall be in charge of all funds, securities and vouchers of the Alliance; shall deposit all funds of the Alliance in such depository as shall be designed by the Board; shall pay all obligations as directed by the Board; shall report to the Board after the first of each month the receipts and disbursements, by item and the amount of monies and securities on hand.
  - e) Past President – Shall be a member of the Board, the Executive Committee and chair the Nominating Committee in any capacity as designated by the Board.
- 8.3 Vacancies – Vacancies that occur on the Board shall be filled by the Board from recommendations of the Board, to fill the unexpired term to be filled.
- 8.4 Powers – The Board shall have the power to hold meetings at such times and places as they think proper; to fix dues and levy initiation fees; to admit members and to suspend or expel members by ballot in accordance to Article IV, 4.5; to appoint committees; organizations interested in the interior design industry; to employ agents and to devise and carry into execution such other measures as they deem proper and expedient; to

promote the objects of the Alliance and to best protect the interest and welfare of the members; and to conduct, manage and control the assets and business of the Alliance.

The Board shall have the power to remove any member not fulfilling their appointed position duties.

Voting power is given to the Executive Board and Appointed Directors.

- 8.5 Public Statements – All public statements must reflect the Board’s position on all issues. The Board will not sanction any non-compliance with this section, and appropriate action shall be taken.
- 8.6 Absence – Should any member of the Board absent himself from three (3) meetings of the Board within his term, without communication to the President or Secretary stating his reason for so doing, and in the event his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant by a majority of vote of the Board, and the remaining Directors may fill such vacancy, per Article VIII, 8.3.
- 8.7 Yearly Requirements – The following items are required to be renewed each year by the Board: Corporate Renewal; Domain Renewal; Web Hosting Renewal; IRS Filing for 501c6 tax status; P.O. Box Rental; Lobbyist Contract Renewal.

## ARTICLE IX

### Meetings of the Board

- 9.1 Place of Meetings – Meetings of the Board shall be held not less than twice each year at any place within the State of Georgia that has been designated by resolution of the board or in the notice of the meetings or, if not otherwise designated, at the principal location of the Alliance.
- a) Regular Annual Meeting – A regular annual meeting of the Board shall be held without other notice than by the By-Laws immediately after or before and at the same place as the annual meeting of members.
- b) Additional Meetings – The Board may provide by resolution the time and place of the holding of additional meetings, regular or special, of the Board upon such notice as hereafter provided.
- c) Special Meetings – The President or any four (4) of the Officers or Directors may call a Special Meeting of the Board at any time. The Secretary shall, at the written request of the President or any four (4) members of the Board, issue a call for said Special Meeting of the Board.
- d) Notice of Meeting - Except as herein above expressly provided, seven (7) days’ notice of all meetings by letter, telephone or email / website shall be given.
- e) All Meetings – All meetings of the Alliance shall be open to the membership, no exception.

- 9.3 Meetings by Telephone – Any meeting may be held by conference telephone or similar communication equipment, as long as all Officers / Directors / Representatives participating in the telephone meeting shall hear one another. All Officers / Directors / Representatives shall be deemed to be present in person at such a meeting. A detailed written report of such telephone meeting shall be provided to all members upon request.
- 9.4 Adjournment – A majority of the Officers / Directors / Representatives are deemed present, whether or not they constitute a quorum, may adjourn any meeting to another time and place.
- 9.5 Quorum – No meeting of the Board shall be competent to transact business unless a majority of the members of the Executive Board and appointed Directors are present.

## ARTICLE X

### Board Members

- 10.1 Executive Board – The elected officers shall consist of a President, President-Elect, Secretary, Treasurer and Past President. When an officer resigns from the Board, the Board shall fill the vacancy from their members. The vacant position on the Board shall be filled according to Article VIII, 8.3. In addition to the offices herein named, the Board shall have the power to elect Assistant Secretaries, Assistants to the President and other such assistants who may, or may not, be members of the board or members of the Alliance as the Board shall deem necessary.

Executive Board cannot have more than 50% of new members every election cycle.

- 10.2 Appointed Directors - The Appointed Directors shall consist of (at a minimum) Membership, Communications, Legislation and Professional Development. Any others shall be appointed as necessary.

Appointed Directors cannot have more than 50% of new members every election cycle.

- 10.3 Absence - Should any member of the Board absent them self from three (3) meetings of the Board within their term, without communication to the President or Secretary stating their reason for so doing, and in the event their excuse should not be accepted by the members of the Board, their seat on the Board may be declared vacant by a majority of vote of the Board, and the remaining Directors may fill such vacancy.

## ARTICLE XI

### Committees

- 11.1 The President, subject to approval of the Board, shall appoint such Committees as may be deemed necessary. Standing Committees shall be:

By-Laws	Nominating
Membership	Communications
Marketing	CEU / Events
Industry Representatives	

The function of each Committee shall be outlined and formed separately under Operating Procedures.

The President is automatically a standing member of each committee.

- 11.2 Industry Representatives to the GAIDP Board: Industry Representatives to the GAIDP Board will form a committee that makes recommendations to the Alliance. Members of the Committee are pulled from organizations such as ASID, IIDA, NKBA, NARI, IFMA, IALD, etc.
- a) These industry representatives are responsible to report back to their respective organizations regarding current legislative issues.
  - b) All Allied Organizations are welcome to have representation on the committee.

## ARTICLE XII

### Use of Alliance Funds

- 12.1 This Alliance is a Not-for Profit organization and does not contemplate pecuniary gain or profit to the members thereof. The members thereof shall not at any time have any right to any share of the assets, which this Alliance at any time receives or be entitled to any dividend or income from any of the assets thereof. Any and all assets, which this Alliance shall from time to time own, shall be used solely for the purpose of advancing the purpose and interest of this Alliance and for no other purpose whatsoever.

## ARTICLE XIII

### Voting

- 13.1 All voting shall be in person at meetings. Proxy or cumulative voting shall not be allowed.

## ARTICLE XIV

### Insurance

- 14.1 The Alliance shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Director, Officers, Employees and other agents against any liability asserted against or incurred by any Director, Officer, Employee or agent in such capacity or arising out of their status as such.

## ARTICLE XV

### Records & Reports

- 15.1 Minutes are a record of proceedings and may be corrected at any time, without reconsidering the vote that approved them. Minutes should record all Main Motions (not withdrawn), points of order, appeals (whether lost or sustained), all other motions not lost or withdrawn, hour of meeting adjournment, and name of maker of main motions, roll call votes. Maker of motions should be recorded, but not maker of second. Motions withdrawn are not recorded. Minutes should show:



Annual, Regular, Special or Adjourned Meeting  
Name of Organization  
Date, time and place of meeting  
Directors and Officers present  
Presiding Officer  
Approval of last minutes  
Summary of Treasurer's Report

Nothing in the record shall be obliterated; it must be circled and the word "Expunged" with the date written across the circle, in presence of the assembly. Records must not be defaced. To expunge the record requires (at least) a majority of the Members from which the record was made.

15.2 Member's Inspection Rights

- a) Membership Records – The membership records of the Alliance may be inspected by any member in good standing during normal business hours at the principal office of the Alliance or by special arrangement with the President, Secretary or Treasurer.
- b) Accounting Records and Minutes – The accounting records and minutes of the Alliance may be inspected by any member in good standing during normal business hours at the principal offices of the Alliance, or by special arrangements with the President, Secretary of Treasurer. Said member may copy and/or make extracts of the accounting books and records and any minutes of the Alliance for a purpose reasonably related to the member's interest as a member. Any right of inspection extended to the records of any subsidiary of the Alliance. Membership information review shall be limited to the member's name, business, and address. All other membership information is confidential, and can be obtained from the individual member, by the inspector.

15.3 Maintenance and Inspection of Articles & By-Laws – The Alliance shall keep at its principal office the original or a copy of the Articles of Incorporation and the By-Laws.

15.4 Inspection by Directors – Every Director shall have the absolute right at any reasonable time to inspect the Alliance's books, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection shall be made in person. The right of inspection includes the right to copy and make extracts of documents.

15.5 Annual Report – The Board shall cause an annual report to be available as required by each member and Director in good standing. The report shall be provided the members and Directors at the two monthly meetings prior to the annual meeting or by posting on the GAIDP website. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a) The assets and liabilities, including the trust funds, of the Alliance as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds.

- c) The revenue and receipts of the Alliance, both unrestricted and restricted purposes.
- d) The expenses and disbursements of the Alliance for both general and restricted purposes.
- e) Any other information required by these By-Laws.

The annual report shall be accompanied by a report of any independent auditor selected by a majority vote of the Board to prepare such a report, prepared by or reviewed by an independent audit.

- 15.7 Annual Statement of Certain Transactions – As part of the annual report to all members and Directors, the Alliance shall annually prepare a statement of disclosure of any advances or payments which may have been made during the fiscal year to any officer or Director or the Alliance. All reimbursements or advances shall be made in accordance with Section 15.5 and only after execution of a written agreement between the Alliance and the office or Director covering the purpose for which such payments or advances are to be made, such agreement having been entered into with the prior approval of a two-thirds (2/3) vote of disinterested members of the board.

#### ARTICLE XVI

##### Construction and Definitions

- 16.1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Georgia Non-Profit Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and natural person.

#### ARTICLE XVII

##### Amendments

- 17.1 Except as otherwise provided by law, these By-Laws may be amended or repealed in whole or in part by the Board upon a voted of two-thirds (2/3) majority of the members called by the members or the Board. No issue shall be given consideration of less than thirty (30) days.

#### CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Georgia Alliance of Interior Design Professionals, a Georgia non-profit mutual benefit Alliance, that the about By-Laws, adopted by the Board of Directors on 13<sup>th</sup> day of April, 2016, and that they have not been amended or modified since that date.

Executed on 14 day of April, 2016, at Atlanta, Georgia.

Margie Doe  
Secretary