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# ASAI BYLAWS

*(revised 2/09/10, with final edits 2/17/11)*

## Article 1: Organization

### SECTION 1: NAME OF ORGANIZATION

The American Society of Architectural Illustrators, Inc. (ASAI)

**SECTION 2: TYPE OF ORGANIZATION** The organization shall be an international professional society operated as a not-for-profit corporation in the State of California.

**SECTION 3: LOCATION OF SOCIETY OFFICES** Principal office and mailing address shall be: ASAI 1022 Tait Street, Oceanside, CA 92054

**SECTION 4: PURPOSES OF THE SOCIETY** The American Society of Architectural Illustrators, ASAI, is an international non-profit organization dedicated to the advancement and recognition of the art, science and profession of architectural illustration. Through communication, education and advocacy, the Society strives to refine and emphasize the role of illustration in the practice and appreciation of architecture.

### SECTION 5: ACTIVITIES OF THE SOCIETY

- The organization of an annual traveling exhibition of jury-selected works submitted for the yearly competition.
- This exhibition and its catalogue shall be called *Architecture in Perspective*.
- The publication and distribution of an annual exhibition catalogue of the same name, including exhibitors' work and statistics.
- The conferring of the Hugh Ferriss Memorial Prize and other awards at the annual autumn convention.
- The publication and distribution to the membership of Convergence, the quarterly newsletter of the society.
- The sponsorship of periodic workshops/seminars related to the field of architectural illustration.
- The provision of professional referrals, in coordination with the American Institute of Architects, for those seeking the services of illustrators.
- The facilitation of contact and communication between illustrators and their overseas

affiliates.

- The standardization of professional practices and business documents commonly employed by Illustrators.
- The representation of the architectural illustrator's profession in North America and abroad as its official proponent and spokesperson.
- The publication and maintenance of a web site for the society and its membership.
- The organization of an international student competition of architectural illustration (to be named).
- The conferring of the Best-in-Show (to be named) student award and other student category awards at the annual autumn convention.
- The publication of award-winning student entries in *Architecture in Perspective*.

## **Article II: Membership**

**SECTION 1: MEMBERSHIP ELIGIBILITY** Membership is open to anyone engaged in the serious pursuit of the graphic representation of architecture.

### **SECTION 2: CATEGORIES OF MEMBERSHIP**

There are five categories of membership in the Society:

- Corporate – sponsoring businesses
- Firm – any architectural illustration office with two or more illustrators
- Individual (North American)
- Individual (Overseas)
- Student (for full-time students)

Individual and overseas members carry one vote each in Society elections. A student member does not have voting privileges, nor is he/she eligible to enter ASAI's annual competition.

**SECTION 3: MEMBERSHIP FEES** The annual dues and any other dues or assessments shall be determined by the Executive Board. Membership dues are currently as follows:

- Corporate..... \$300 Three hundred U.S. dollars per year
- Firm .....\$300 Three hundred U.S. dollars per year
- Individual (North American)..... \$170 One hundred seventy U.S. dollars per year
- Individual (Overseas) ..... \$170 One hundred seventy U.S. dollars per year
- Student ..... \$35 Thirty five U.S. dollars per year

### **SECTION 4: TERMINATION OF MEMBERSHIP**

Termination of membership may occur by one of the following three means:

- A membership in arrears shall be automatically terminated.
- A member may terminate his or her membership by submitting a written resignation.
- A member deemed not in good standing may be removed by a four-fifths written vote of the Board of Directors, with no refund of dues.

## **Article III: Board of Directors**

**SECTION 1: CONSTITUTION OF BOARD** The Board of Directors shall have full power and authority

over the affairs of the Society. It shall consist of six officers, namely: President, Vice-President, Member-At-Large, Secretary, Treasurer and President Emeritus, each having one vote.

**SECTION 2: ELECTION OF OFFICERS** Annual elections by mail ballot shall be held for the office of Vice-President and other offices requiring successors. Election to office is by a majority vote of the membership. Terms of office for Board of Directors members are as follows:

- President: One year (automatically following a term as Vice-President)
- Vice-President: One year
- Member-at-large: Three years, or until successor is elected
- Secretary: Three years, or until successor is elected
- Treasurer: Three years, or until successor is elected
- President Emeritus: One year (automatically following a term as President)

**SECTION 3: NOMINATION OF OFFICERS**

Nomination for office shall be by one of two means:

- 1 An individual member may be nominated by three other members in good standing, OR
- 2 Nominations may be made by the Board, with recommendations by the Nominating Committee.

**SECTION 4: QUALIFICATIONS FOR OFFICERS** To be eligible as a candidate for any office, a nominee must be an individual member in good standing for two consecutive years at the time of nomination.

**SECTION 5: ELECTION SCHEDULE**

Annual elections shall be held according to the following guidelines:

- mid June All nominations due at principal office
- mid July Biographies from nominees due
- mid August Ballots and Biographies sent to membership
- mid September Completed ballots due at principal office
- late October Officers (for coming year) announced
- January 1 Officers begin duties

#### **Article IV: Officers**

**SECTION 1: PRESIDENT** The President shall be empowered to act in the name of the Society. He or she shall preside over the meetings and carry out the directives of the Board of Directors and the Society at large, as expressed by a majority vote of either body. The President, (together with the members of the Board of Directors), shall appoint Chairpersons of the standing committees, Advisory Councilors, Regional Coordinators and International Coordinators. He or she shall chair the Exhibition committee and serve as an ex-officio member of each of the other standing committees (except Nominating) and shall monitor and coordinate their activities. He or she shall be responsible for planning an appropriate Inaugural.

**SECTION 2: VICE-PRESIDENT** The Vice-President shall act for the President in his or her absence, and in any other capacity or circumstances as may be mutually deemed appropriate to benefit the Society. During the one-year tenure, he or she should become familiar with these bylaws, and shall serve as chairperson of the Bylaws Committee and Publicity Committee.

**SECTION 3: MEMBER-AT-LARGE** The Member-at-Large shall serve as Regional Coordinator

Chairperson and be direct voting representative of the Regional Coordinators and the entire membership on the Board of Directors. He or she shall also maintain contact with and support projects initiated by the Society's International Coordinators, and serve as a member of the Newsletter Committee and Exhibition Committee.

**SECTION 4: SECRETARY** The Secretary shall keep a record of all official proceedings of the Society. He or she shall prepare an agenda for, and take minutes of Board of Directors and membership meetings. The secretary shall oversee and coordinate general correspondence and membership mailings including lists, notices, ballots, and all official forms. One or more administrative assistants, paid by the Society at a rate approved by the Board of Directors, may assist the Secretary in his or her duties.

**SECTION 5: TREASURER** The Treasurer shall keep books on account and submit quarterly reports on the financial condition of the Society to the Finance committee, the Board of Directors, and annually to the membership at the Fall Meeting. The Treasurer shall be responsible for upholding the financial policy of the Society. The Treasurer shall insure that no officer or member may receive either directly or indirectly any payment from these funds for his or her services on behalf of the Society except by special vote of the Board of Directors.

**SECTION 6: REGIONAL COORDINATORS** Regional Coordinators must be members in good standing, and are appointed by the President with the approval of the Board of Directors to serve as North American regional liaison and to provide suggestions and guidance for the appropriate and responsive functioning of the Society. Regional Coordinators shall serve a two-year term and appointments will occur annually. Their responsibilities include the following:

- To actively seek venues for Architecture in Perspective within their region.
- To assist the Exhibition Committee with logistics and organization of Architecture in Perspective engagements.
- To provide an active, regional source of Society information and publicity.
- To encourage new and ongoing membership in their region.
- To report regularly items of regional interest to the Newsletter committee.
- To sponsor regional ASAI activities such as seminars, meetings, local exhibitions and events as seem appropriate and compatible to the goals of the Society.
- To foster the formation of local and or student chapter(s) in their region.

Their appointments are discretionary, and may be terminated by a majority vote of the Board of Directors or by resignation of the appointee.

**SECTION 7: INTERNATIONAL COORDINATORS** International Coordinators are appointed by the President with the approval of the Board of Directors and are charged with facilitating contact, cooperation and the exchange of information between North American illustrators and their overseas colleagues. Their appointments are discretionary, and may be terminated by a majority vote of the Board of Directors or by the resignation of the appointee.

**SECTION 8: ADVISORY COUNCIL** The Advisory Council is chaired by the previous year's President and includes the Catalogue Editor, the Newsletter Editor, and three Presidents Emeriti appointed by the Chair with the advice of said editors. According to the above formula then, the Advisory Council will be comprised of six members.

The Advisory Council's primary purpose is to work closely with the Board of Directors in preparing, developing, directing, and promoting a continuing five-year plan for ASAI. The Advisory Council also operates as a source of seasoned and experienced leadership to provide counsel to the Board of Directors in all matters involving ASAI interests.

**SECTION 9: EXECUTIVE DIRECTOR** The Executive Director shall be employed by the Society as the chief administrative officer of the corporation, subject to the direction of the Board of Directors. This person is charged with the responsibility to carry out the directives, policies and programs of the Board of Directors, including, but not limited to:

- Conducting the day-to-day operations of the Society.
- Coordinating the annual programs of the Society including the competition and catalogue, election of officers, Sourcebook and the Convention
- Representing the Society in contacts with the membership and the public at large.
- Assisting the Board of Directors in the preparation of an annual budget.
- Providing staff support to the Board of Directors as required, and submitting such reports as the Board of Directors and/or committees may request.
- Assisting the development and implementation of a personnel policy.
- Coordinating activities of the Committees and attending meetings if requested.
- Performing such other duties as the Board of Directors may request.

**SECTION 10: CATALOGUE EDITOR** The Catalogue Editor shall be responsible for coordinating the design, production, distribution, and sale of the annual exhibition catalogue, Architecture in Perspective. The Board of Directors shall determine the fee for the Catalogue Editor's services annually. The Catalogue Editor appointment is discretionary and may be terminated by a four-fifths vote of the Board of Directors or by the resignation of the appointee.

**SECTION 11: NEWSLETTER EDITOR** The Newsletter Editor shall be responsible for coordinating the compilation, design, editing, printing, and distribution in a timely manner to the membership of Convergence, the official newsletter of the Society. The Newsletter Editor appointment is discretionary and may be terminated by a four-fifths vote of the Board of Directors or by the resignation of the appointee.

**SECTION 12: WEBSITE EDITOR** The Website Editor shall be responsible for coordinating the compilation, design, editing and maintenance of the official ASAI website. The Board of Directors shall determine the fee for the Website Editors services annually. The Website Editor appointment is discretionary and may be terminated by a four-fifths vote of the Board of Directors or by the resignation of the appointee.

**SECTION 13: PRESIDENT EMERITUS** The office of President Emeritus shall be filled by the previous year's president. The President emeritus shall hold a seat on the Advisory Council.

## **Article V: Committees**

**SECTION 1: EXHIBITION COMMITTEE** The Exhibition Committee shall be responsible for organizing, coordinating and Implementing the annual traveling exhibition, including the designation, transportation and accommodation of the Jurors. Any special arrangements regarding membership accommodation at the Fall Meeting, held in connection with the exhibition, shall be included as a responsibility of the committee. This committee shall be chaired by the current President, in whose

geographic region the upcoming exhibition shall be held, if deemed feasible. The previous year's chairperson (the former President) and the Member at Large shall serve as a member of this committee. The Exhibition Committee shall be assisted by the Regional Coordinators as appropriate for specific Architecture in Perspective engagements. The minimum number of members forming this committee shall be three, with a maximum of seven.

**SECTION 2: CATALOGUE COMMITTEE** The Catalogue Committee shall be responsible for the design, production, distribution and sale of the annual exhibition catalogue. The committee shall select, hire, supervise, and compensate the publishers or printers, with the approval of the Board of Directors. The previous year's chairperson shall serve as a member of this committee. The minimum number of members forming this committee shall be three with a maximum of five.

**SECTION 3: NEWSLETTER COMMITTEE** The Newsletter Committee shall be responsible for the compilation, design, editing, printing, and distribution to the membership of Convergence, the official newsletter of the Society, to be issued three times yearly, corresponding with the Convention, AIP Jury and Election events. The committee membership shall include the previous year's chairperson, and the Chairman of the Regional Coordinators. The minimum number of members forming this committee shall be three, with a maximum of five.

**SECTION 4: PUBLICITY COMMITTEE** The Publicity Committee shall be responsible for promoting the interests and purposes of the Society through contact with the local, national and international news media. This committee shall be chaired by the current Vice-President and shall provide information in the form of press releases, photographs and other documentation of the annual and periodic activities undertaken by the Society. The minimum number of members forming this committee shall be two, with a maximum of five.

**SECTION 5: SEMINAR COMMITTEE** The Seminar Committee shall be responsible for the initiation and coordination of periodic demonstrations, workshops and lectures germane to the artistic and professional interests of the membership. The committee shall arrange specific details of content, program, speakers, finances, and publicity for such activities, and oversee their execution. The Seminar Committee shall coordinate with the Exhibition Committee for fall meeting programs. The minimum number of members forming this committee shall be two, with a maximum of five.

**SECTION 6: FINANCE COMMITTEE** The Finance Committee shall, with the Board of Directors, be responsible for monitoring and coordinating the expenditures of the Society. This committee shall also identify and pursue new sources of funding for the Society, including endorsements, grants and endowments. On or before 1 July, the committee shall submit an audited annual treasurer's report to the Board of Directors. The current Treasurer shall not be a member of this committee, which shall be constituted by a minimum of two, and a maximum of five.

**SECTION 7: NOMINATING COMMITTEE** The Nominating Committee shall, with the approval of the Board of Directors, nominate candidates for all elective offices of the Society. At least one and preferably two names of qualified candidates for each upcoming vacancy shall be submitted to the membership in accordance with the election schedule specified in Article III, Section 5. The membership of this committee shall include the prior chairperson, and shall be constituted by a minimum of three and a maximum of five members.

**SECTION 8: BYLAWS COMMITTEE** The Bylaws committee shall be responsible for overseeing and instituting amendments to these bylaws as deemed necessary or appropriate by a vote of the

membership at large and/or the Board of Directors. Proposed amendments shall be distributed by this committee to the membership and to the Board for consideration at the Fall or Spring meeting. The committee shall be chaired by the current Vice-President, and shall consist of a minimum of two and a maximum of five members.

## **Article VI: Meetings**

**SECTION 1: FALL MEETING** The principal meeting(s) of the entire membership of the Society shall be held annually in connection with the autumn exhibition and awards ceremony. New officers are announced, standing committee reports are presented and major policy issues are addressed by the membership. At the discretion of the President, these meetings may be conducted informally, or in accordance with Roberts Rules of Order (current revised edition).

**SECTION 2: SPRING MEETING** A secondary annual meeting of the membership may be held at the discretion of the Board of Directors in connection with the National Convention of the American Institute of Architects.

**SECTION 3: BOARD OF DIRECTORS MEETINGS** The Board of Directors shall meet twice a year, once in the Fall at the annual AIP Convention and once in the Spring at the national headquarters of ASAI. Three of the five officers (including the President and/or the Secretary) shall constitute a quorum, and routine decisions of the board shall require three votes for passage.

**SECTION 4: STANDING COMMITTEE MEETINGS** In addition to temporary committees and task forces appointed by the Board of Directors, there shall be eight standing committees, as listed in Article V. These committees shall conduct a conference at least twice a year, or as often as their chairpersons deem necessary to discharge their assigned responsibilities. The chairperson of each committee shall submit a written report of the committee's activities for review at the Fall and Spring Meetings of the Board of Directors.

## **Article VII: General Provisions**

### **SECTION I: BYLAW AMENDMENTS**

Ratification of a bylaw amendment shall be by one of two means:

- A two-thirds written vote of the membership, OR
- A four-fifths written vote of the Board of Directors.

**SECTION 2: BYLAW INTERPRETATION** The duties and responsibilities of Officers and standing committees referred to in Articles IV and V include, but are not limited to, those stipulated. For any item of governance upon which these Bylaws remain silent, the rules contained in the current revised edition of Roberts Rules of Order shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws. These Bylaws shall be interpreted according to the laws of the State of California.

### **SECTION 3: SOCIETY AFFILIATIONS**

The organizations with which the Society shall be affiliated include: Australian Association of Architectural Illustrators, Australia

- Japanese Architectural Renderers Association (JARA), Japan



- Korean Architectural Perspectivist Association (KAPA), Korea
- The American Institute of Architects (AIA), United States
- The Architectural Society of China, People's Republic of China
- American Society of Illustrators Partnership (ASIP), United States
- The New York Society of Renderers, United States
- The Society of Architectural Illustrators (SAI), United Kingdom
- Philippine Association of Architectural Renderers (PHAAR), Philippines

**SECTION 4: ANNUAL CALENDAR**

The fiscal and administrative year of the Society is 1 January to 31 December.

- January 1 - Current annual dues payable
- mid January - annual jury exhibition submissions due
- mid February - Exhibition jury convenes
- Mid March - Membership packet distributed to members.
- mid August - Electoral biographies and ballots sent to members
- mid September - Completed ballots due at principal office
- late October - Principal Annual Meeting / Exhibition
- January 1 - Newly elected officers begin duties