Association For Creative Industries

Bylaws

Last Amended 4-16-2020

ARTICLE I

Name and Location

Section 1. Name and Purposes
The name of the organization is the Association For Creative Industries (“AFCI” or “Association”), an Illinois not-for-profit corporation, which is organized and operated to be tax-exempt under § 501(c)(6) of the Internal Revenue Code. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons.

Section 2. Location
The principal office of AFCI shall be in such locality as may be determined by the Board of Directors. AFCI may maintain additional offices at such other places as the Board of Directors may designate.

ARTICLE II

Vision, Mission and Strategic Goals

Section 1. Vision
The vision statement articulates AFCI’s desire to make creative arts accessible to all. The vision statement is: “An active creator in every home in the world”

Section 2. Mission
AFCI advances the global creative community by connecting, inspiring and educating industry professionals who in turn engage and enable creators.

Section 3. Strategic Goals
Specific strategic goals are articulated by the Board of Directors as part of a strategic planning process. Strategic goals are statements based on the critical issues identified as part of that process where the Association may add value to members and are consistent with advancing the Vision and Mission.

ARTICLE III

Parliamentary Authority

Section 1.
The latest edition of Robert’s Rules of Order Newly Revised shall govern the business meetings of the Association in all cases in which they are not inconsistent with the Illinois General Not for Profit Corporation Act (the “Act”), the Articles of Incorporation, these Bylaws, the Association’s policies, or any special rules of order the Association may adopt.

ARTICLE IV

Membership and Dues

Section 1. Membership Categories
The Association shall have the categories of membership as set forth in Section 3 below. The qualifications and conditions of membership are established by the Board of Directors and further specified in the Association’s Governing Policies. Any person/company involved in the creative industries is eligible to become an active member of the AFCI. The categories of voting members are outlined in the Policies of the Association.
Section 2. Application for Membership
All applicants for membership shall submit to AFCI an application form as prescribed by AFCI accompanied by one year’s dues and such documentation of eligibility for membership as may be required by AFCI. Individuals and organizations meeting the eligibility requirements for membership, as determined by AFCI, will be accepted as members.

Section 3. Classes of Membership
The three classes of membership are Voting, Affiliate and Honorary memberships.

Section 3.1. Voting Members
The membership categories, as defined in Article III, Section 1, shall be voting members. Affiliate and Honorary Members shall not have voting rights.

Section 3.2. Affiliate Membership
Affiliate membership may be conferred upon any non-profit organization whose aims, goals, product and service interests are compatible with those of AFCI. Such membership may only be conferred by the Board of Directors. Each Affiliate Member will name a Designated Representative to act as liaison. The Designated Representative of an Affiliate Member shall be entitled to a voice, but not a vote, on issues brought to the membership for vote/election.

Section 3.3. Honorary Members
Honorary members are those persons upon whom membership has been proposed by resolution of the Awards Committee and approved by the Board of Directors. Honorary members shall be entitled to a voice, but not a vote, on issues brought to the membership for vote/election.

Section 4. Designated Representatives
Each voting member not an individual shall appoint and certify to the AFCI Secretary a person from the member’s firm to be its AFCI Designated Representative who shall represent and act for the member in all AFCI affairs. If a member’s Designated Representative cannot act, the member may designate an alternate from its firm by a letter authorizing such representation presented to the Secretary in advance of such action. No individual may be the Designated Representative of more than one company.

Section 5. Suspension or Removal
Any member may be suspended or removed from membership for cause. Sufficient cause shall be the violation of the provisions of these Bylaws or any agreement or rule adopted by the Board of Directors, or any other conduct prejudicial to the interest of AFCI. Such suspension or removal shall be by a two-thirds vote of the Board of Directors, provided that a statement of charges shall be forwarded by certified mail to the last recorded address of the member. The Board will not take action until fifteen days after delivery of the statement. Such statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges are to be considered and notice of the member’s right to appear, in person or by representative, to present any defense to such actions.

Section 6. Termination of Membership
Termination of membership shall occur as a result of death of an individual member, liquidation or dissolution of a firm member, removal, or voluntary withdrawal. Membership may be voluntarily withdrawn by filing a written resignation with the Chairman or Secretary. Membership may also be terminated by AFCI for non-payment of dues or other amounts due AFCI. The right of a member to vote, and all other privileges and interest of a member in AFCI shall cease upon the termination of membership.

Section 7. Annual Dues
The Board of Directors shall establish annual dues for all AFCI voting members. An annual cost of living increase based on the most recent CPI index may be applied to all dues levels unless directed otherwise by the Board of Directors.

If a member falsely reports the size of its business in order to reduce the dues payment, such member shall be either (1) expelled from AFCI membership, according to the procedures set forth in Article IV, Section 5 or (2) subject to such other penalty as approved by the Board of Directors. No dues shall be refunded to any member whose membership terminates for any reason.
ARTICLE V

Fiscal Responsibilities

The Board of Directors shall set the dues, approve the annual budget and provide for an outside audit of the Association’s fiscal records. The fiscal affairs of the Association will be reported to members annually. The fiscal year of the Association shall be set by the Board of Directors.

ARTICLE VI

Business Meetings

Section 1. Annual Business Meeting
The Annual Meeting of AFCI shall be held at such time and place as the Board of Directors may designate. Notice of the time and place of the Annual Meeting, and an agenda will be communicated to each member no less than five days and no more than 60 days in advance of such meeting.

Section 2. Special Meetings
Special Meetings of AFCI’s membership may be called by the Board Chairman or by the request of one-third of the members of the Board of Directors or by a petition of one third of the voting members addressed to the Secretary, who will issue the call thereof. Notice of the time, purpose and place of such meeting, and an agenda for such meeting, including descriptions of any changes in the Bylaws proposed by the members who petitioned for such Special Meeting shall be mailed to each member at least twenty and not more than sixty days in advance of such meeting.

Section 3. Quorum
Four Percent (4%) of the voting members represented in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the members. A majority of the members present, whether or not a quorum exists, may adjourn any meeting of the membership to another time and place. If a meeting of the members is adjourned to a different date, time, or place for a lack of quorum, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. When a meeting that has been adjourned for lack of a quorum is reconvened with a quorum present, any business may be transacted at the meeting as originally noticed. However, if after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 4. Voting
In all meetings of the members, each voting member shall have one vote. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting when there is a quorum shall govern and be the act of the members. Voting may take place by other means as allowed under the laws of the State of Illinois.

Section 5. Meetings by Electronic Means
All deliberative bodies, including the membership, the Board of Directors, the Executive Committee, and other committees, may permit any or all members of that body to participate in a regular or special meeting of such body through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6. Action Without a Meeting
All deliberative bodies, including the membership, the Board of Directors, the Executive Committee, and committees, may take action without a meeting if the action is taken by all members of that body. The action shall be evidenced by one or more written consents signed by each member of the body, describing the action taken, and included in the minutes or corporate records. Consent may be in electronic form and delivered by electronic means. The action is effective when the last member signs the consent unless the consent specifies a different effective date.

Section 7. Action by Written Ballot
Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the
voting members or any action which may be taken at a meeting of the voting members may be conducted by U.S. mail ballot, electronic mail ballot, or any other method of voting provided for by the Act, provided the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or these Bylaws. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Voting must remain open for not less than five days from the date the ballot is delivered, except in the case of a removal of one or more directors, a merger, consolidation, dissolution, or sale, lease or exchange of assets, in which case the voting must remain open for not less than 20 days from the date the ballot is delivered.

ARTICLE VII

Officers

Section 1. Elected Officers
The elected officers of this Association shall be the Board Chairman, the Vice Chairman of the Board, the Secretary and the Treasurer to be elected by the Board of Directors at the regularly scheduled Fall Meeting. The Board Chairman shall automatically become the Immediate Past Chairman at the end of his or her term as Board Chairman.

Section 2. Eligibility for Office
Any member of the Board of Directors shall be eligible for nomination and elections to any elective office of AFCI. Directors running for Vice-Chairman may not be further along than in their second to last year of board service when they begin their first term as Vice-Chairman.

Section 3. Nominations and Elections
At its Fall Meeting each year, the Board of Directors shall elect, through written ballot, a Board Chairman, Vice Chair, Secretary and Treasurer, each of whom shall serve for the ensuing fiscal year. Any person nominated for office shall have given prior consent. Elections shall be by simple majority. In the event of any tie, the candidate with the smallest number of votes shall be eliminated and another ballot conducted until one candidate achieves a majority of votes.

Section 4. Term of Office
Elected officers shall take office immediately following election at the Fall Board Meeting and shall serve for the ensuing two years until a successor is duly qualified and elected.

Section 5. Re-election
No elected officer, having served two full terms, shall be eligible for re-election to the same office until at least one year has elapsed.

Section 6. Vacancies
Vacancies among the officers of the Board of Directors (other than Board Chairman) may be filled for the remainder of the term by the Board of Directors in regular or special session. The appointed members will stand for review by the Nominating Committee at the end of the term. Appointment to a vacant Board term for more than one-half of the full term shall count as a full term.

ARTICLE VIII

Duties of Officers

Section 1. Responsibilities of the Board Chairman
The Board Chairman ensures the fulfillment of the Board’s governance obligations; presides over meetings of the Board and Membership and shall fulfill other responsibilities as designated by the Board. The Board Chairman shall also serve as an ex-officio member, with the right to vote, on all Board committees except the Nominating Committee.

Section 2. Responsibilities of the Vice Chairman
The Vice Chairman will perform the duties of the Board Chairman in the event of the Board Chairman’s absence or temporary inability to serve. The Board of Directors may delegate other duties to the Vice Chairman.

Section 3. Responsibilities of the Secretary
The Secretary records and manages the corporate records of AFCI, including but not limited to minutes of all meetings of the members and of the Board of Directors, and the governing policies of the Board. The Secretary shall monitor conformance to the Bylaws and adopted policies of the Board and advise the Board Chairman and
Vice Chairman of any questions of inconsistency with the Bylaws or adopted policies of the Board. The Secretary shall be responsible for ensuring the proper and legal mailing of notices to the members and shall fulfill other responsibilities as maybe designated from time to time by the Board of Directors.

Section 4. Responsibilities of the Treasurer
The Treasurer shall serve as Chair of the Finance Committee and monitor the Association budget with the Finance Committee and the Executive Director; shall work with the Executive Director in developing the annual budget; shall present the budget to the Finance. When approved by the Committee, shall submit it to the Board of Directors for action. The Treasurer shall present a report regarding the financial affairs of the Association at the Annual Business Meeting. Before assuming office, the candidate shall have completed one year on the Board of Directors within the preceding five years, and at least one year on the Finance Committee.

ARTICLE IX

The Board of Directors

Section 1. Authority and Responsibility
The governing body of AFCI shall be the Board of Directors, which shall have supervision, control and direction of the affairs of AFCI. The Board may adopt such rules, regulations and policies for the conduct of its business as deemed advisable, and may in the execution of the powers granted delegate certain of its authority and responsibility to the elected officers, board committees and the Executive Director, to the extent not inconsistent with these Bylaws or the Act.

Section 2. Composition
The Board of Directors shall consist of a minimum of eleven (11) and a maximum of fifteen (15) members, including the Board Chairman, Vice Chair, Secretary and Treasurer. The Immediate Past Board Chairman and Executive Director shall serve as ex-officio, non-voting members of the Board of Directors. All members of the Board of Directors other than the Executive Director must be a voting member or be employed by a voting member. No two Directors, at any time, may be employed by the same voting member.

Section 3. Manner of Election in Turn
Directors who are elected shall be elected by the voting members at each Annual Meeting. All such Directors shall hold office for a term of three (3) years, or until their successors are duly elected and qualified.

Section 4. Re-election/Term Limitations
Directors may serve a maximum of two consecutive three-year terms, with a three-year hiatus prior to re-election eligibility. The member may apply no sooner than thirty-six (36) months following their end of term period.

Section 5. Compensation and Expense Reimbursement
Directors shall serve without compensation. However, by resolution of the Board, Directors may be reimbursed for reasonable and direct expenses incurred in the carrying out of their duties.

Section 6. Nominations and Election
The call for nominations for directors will be made by the Nominating Committee. The Nominating Committee shall submit to the Board of Directors their recommendations for new Directors. Additional nominations may be made in the form prescribed by the Nominating Committee. Notice of such nominations by petition and the names of the candidates selected by the Nominating Committee shall be mailed by the Secretary to the voting members pursuant to Article IX for election to office.

Section 7. Vacancies
Vacancies on the Board of Directors (other than Board Chairman) to be filled due to death, disability, resignation, removal, increase in the number of directors, or any other reason may be filled for the unexpired portion of the predecessor’s term by appointment by the Chairman of the Board of Directors after a review of candidates by the Nominating Committee. Appointed members of the Board of Directors will stand for review by the next Nominating Committee. Appointment to a vacant Board term for more than one-half of the full term shall count as a full term.
Section 8. Removal Any member of the Board of Directors may be removed from the Board of Directors with or without cause by a two-thirds (2/3) vote of all voting members present and voting at a meeting of the members. Any individual serving on the Board of Directors by virtue of being an Officer who is removed from such office or other position shall also be deemed to have been removed as a member of the Board of Directors.

Section 9. Quorum of the Board
The presence of a majority of the Directors in office shall constitute a quorum for the transaction of business, and any such business thus transacted shall be valid provided it is affirmatively passed upon by a majority of those present.

Section 10. Meetings
The Board of Directors shall have no fewer than two (2) regular meetings per year. The Board Chairman may, when deemed necessary, or the Secretary shall, at the written request of five members of the Board, issue a call for a special meeting of the Board. Five days of notice is required for the convening of special meetings. Members of the Board of Directors may hold meetings without such notice, provided a waiver of notice signed by all the members of the Board is executed before or after such meeting, except that attendance at a meeting without protest of lack of notice shall constitute a waiver of notice.

Section 11. Immediate Past Chairman
The Board Chairman shall become a non-voting (ex-officio) member of the Board of Directors for a period of one year after his or her term of office as Board Chair.

ARTICLE X

Board Committees

Section 1. Executive Committee
The Board Chairman, Vice-Chairman, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee shall act on behalf of the Board between Board meetings, except that the Executive Committee and any other Committee shall not have the power to (1) adopt a plan for the distribution of assets of the Association or for dissolution; (2) fill vacancies on the Board or any committee of the Board; (3) elect, appoint, or remove any officer or member of any committee of the Board; (4) amend, alter, repeal, or take action inconsistent with any resolution or action of the Board when the resolution provides that it shall not be amended, altered, or repealed by action of a committee; (5) adopt, amend, or repeal the bylaws or the articles of incorporation; (6) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Association; or (7) take any other action prohibited to be taken by a committee of the Board under the Act. Individuals elected to the Executive Committee shall have served on the Board for at least one year prior to assuming a position on the Executive Committee.

Section 2. Nominating Committee
A Nominations and Elections Committee shall be appointed by the Board of Directors, based upon recommendations from the Chairman. Each year the Committee will recommend a slate of directors to be elected by the members or the Board of Directors as provided herein. The Nominations and Elections Committee may be assigned additional tasks by the Board as specified in the Policies and Procedures.

Section 3. Finance Committee
A Finance Committee shall be appointed by the Chairman with the approval of the Board of Directors. The Treasurer shall serve as the Finance Committee Chair to review the organization’s budget, financial statements, investments, and overall financial position. The Committee shall review and approve the proposed budget prior to submission to the Board of Directors.

Section 4. Audit Committee
An Audit Committee shall be appointed by the Board of Directors, based upon recommendations from the Chairman, to assist the Board of Directors in fulfilling its oversight responsibilities regarding systems of internal controls, accounting processes, the independent audit of financial statements, and such other duties as the Board of Directors may from time to time provide.
Section 5. Other Board Committees
In addition to the Nominating, Finance, and Audit Committees, the Board may establish, from time to time, such committees as it deems necessary or beneficial to assist it in its governance work. The resolution establishing such committees will require a charter that states the purpose, time line and authority of each committee.

Section 6. Term.
Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

Section 7. Removal; Resignation; Vacancies.
Any member of a committee may be removed from office at any time by the Board of Directors. Any committee member may resign at any time by giving written notice to the Chair or to the Secretary of the Association. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Committee Meetings.
A majority of the members of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, the Chair of each committee or the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor. Minutes of all meetings of and actions taken by any committee having any of the authority of the Board of Directors shall be recorded and maintained with the records of the Association.

ARTICLE XI

Executive Director

Section 1. Appointment
The Board of Directors shall employ an Executive Director.

Section 2. Authority and Responsibility
The Executive Director shall manage and direct all day-to-day and operational activities of AFCI in accordance with these Bylaws and the Board’s Governing Policies. The Executive Director shall be responsible for the employment of additional staff, to determine the duties and responsibilities of such persons and supervise them, and to fix and change the compensation of such persons within the approved budget, in a manner consistent with the Board’s Governing Policies. The Executive Director may establish operating committees comprised of Board members, his/her staff, AFCI members and/or other interested parties for purposes he/she may deem necessary or beneficial in the performance of his/her duties. Subject to the policies and procedures of the Association, the Executive Director shall have the power to make and sign any contracts, deeds, mortgages, and/or other instruments, including powers of attorney, on behalf of the Association and to delegate such power to others, except in cases where the signing and execution thereof shall be expressly reserved by the Board of Directors. The Executive Director shall have such other duties and responsibilities as the Board may determine.

ARTICLE XII

Contracts and Indemnification

Section 1. No Personal Liability.
No contract entered into by or on behalf of the AFCI shall personally obligate any member, elected officer, Director, the Executive Director or any staff person authorizing such contract or executing the same. The personal liability of currently acting and former directors, officers, and volunteers of the Association is hereby eliminated to the fullest extent provided by law.

Section 2. Indemnification
AFCI shall indemnify each of its currently acting and former directors, officers, employees, and agents in accordance with and to the fullest extent permitted under Illinois law. AFCI may purchase and maintain insurance for such persons as determined by the Board.
ARTICLE XIII

Dissolution

Section 1. Dissolution
AFCI may be dissolved upon a vote of a majority of the voting members in accordance with the requirements of the Act.

Section 2. Distribution of Assets
Upon dissolution of AFCI, after all liabilities and obligations are fully paid, satisfied, or reserved against, a distribution shall be made of the remaining assets among such organizations exempt from Federal income taxation under Internal Revenue Code section 501 (c) (6) as may be designated by the Board of Directors, in the manner required by the Act.

ARTICLE XIV

Amendment of Bylaws

Section 1. Amendments
These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by a two-thirds vote of the Board of Directors in office at a meeting duly called and held, provided written notice of any proposed changes is given to each director seven days before such meeting. These bylaws may also be amended by the voting members pursuant to the provisions of the Act.