



# International Visual Literacy Association | By-Laws

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THE BY-LAWS OF THE INTERNATIONAL VISUAL LITERACY ASSOCIATION, INC.

## **ARTICLE I -- THE NAME**

The name of this organization is “The International Visual Literacy Association, Inc.”

## **ARTICLE II -- PURPOSE**

The purposes for which it was formed are:

To provide education, instruction, and training of individuals, groups, and organizations and to provide instruction to the public in general in modes of visual communication and the application thereof, through the concept of visual literacy.

*Visual literacy is defined as the group of vision competencies a human being can develop by seeing and at the same time having and integrating other sensory experiences.*

To provide a multidisciplinary forum to promote the development of visual literacy by holding national, regional, and/or international meetings, publishing and circulating a newsletter, collecting and disseminating information, publishing proceedings of its meetings and its research, providing speakers, and serving as a bond between many diverse organizations and groups working in the field of visual literacy.

To receive gifts or grants of cash, securities, and property and to acquire by devise, gift, or otherwise real property to be held or expended for the purposes of the corporation.

To do such other things as are incidental or conducive to the carrying out of the purposes herein set forth, either alone or in conjunction with any other person, firm, association, corporation, or governmental agency.

To exercise any and all powers as may be requisite to the convenient conduct of the operation of the corporation providing such powers be not inconsistent with the law under which the corporation is organized.

### **ARTICLE III -- MEMBERSHIP**

Membership in the Association may be secured by paying dues, the status and amount being determined by the Executive Committee and approved by the Board of Directors. Membership categories may include: Regular (U.S.), Regular (outside U.S.), Student, Retired, Life, and Corporate.

### **ARTICLE IV -- BOARD OF DIRECTORS**

- A. The management of this Organization shall be vested in a Board of Directors of not less than twenty-five nor more than thirty-five paid Members of the Organization.
- B. Directors shall be elected at the Annual Meeting by a majority of the Voting Members attending such meeting, from a slate presented by the Nominating Committee. Additional nominations may be made from the floor, providing consent of the Nominee has been obtained. The term of office of Directors shall be for a period of three years, approximately one-third being elected each year.
- C. Elected Directors who have served two consecutive terms shall not be eligible for reelection until one year has elapsed after expiration of the second term.
- D. Vacancies in the Board occurring during the year may be filled by the Executive Committee until the next Annual Meeting.
- E. Past Presidents of the Organization who continue to pay their dues shall automatically become Honorary (non-voting) Members of the Board.
- F. Duties of the Board shall be to:
  - 1. Decide on policy;
  - 2. Receive, collect, and distribute funds for carrying on the programs of the organization, or delegate these functions;
  - 3. Approve the budget and the programs of the organization;
  - 4. Appoint a Recording Secretary to take minutes of board meetings, distribute those minutes, and dispose of such correspondence as directed by Board action.
  - 5. Approve the Executive Treasurer and any Committee Chairpersons or Editors appointed by the President;
  - 6. Attend at least one National Conference within each term of office;
  - 7. Perform significant tasks as determined by the Executive Committee and assigned by the President.

## **ARTICLE V -- TERRITORY**

The territory in which the Organization's operations are principally to be conducted is the State of New York, although the organization is international in scope.

## **ARTICLE VI -- OFFICERS**

- A. The Officers of this Organization shall be a President, a President-Elect, an Immediate Past-President, three Vice-Presidents and the appointed Recording Secretary and Executive Treasurer.
- B. The (elected) Officers shall be elected from the Board by the Membership of the Organization at the Annual Meeting of the Organization from a slate which has been prepared by the Nominating Committee appointed by the President and chaired by the Immediate Past-President.
- C. Each Officer shall be elected for a term of one year and shall serve until a successor shall have been elected.
- D. An Officer may serve three consecutive terms in the same office but thereafter shall not be eligible to that office until one year has elapsed.
- E. The duties of the Officers shall be those usually pertaining to their respective offices, including those stated below and added by the Board.
- F. The duties of the President shall be to:
  - 1. Require semi-annual reports from the Executive Committee, Board of Directors, Executive Treasurer, and Conference Chairperson, due on January 15 and July 15 and to compile same into a report to be published in the March and October issues of the "Newsletter".
  - 2. Prepare a "State of the Organization" report to the Board and Members, based on the semi-annual reports and other observations, which will be given orally at the National Conference.
- G. The duties of the three Vice-Presidents shall be broken down into specific responsibilities assigned by the President and approved by the Board.
- H. The duties of the President-Elect shall include serving as President if the President is unable to attend meetings or conduct duties. If the President leaves office prior to the completion of his/her term, i.e. death or resignation, the President-Elect shall become President and serve the completion of that term as well as the term for which he/she was elected.

## **ARTICLE VII -- MEETINGS**

### A. Meetings of the Organization:

1. The Annual Meeting of the Corporation shall be held during the last half of the year at such time and place as the Board of Directors determine.
2. Annual reports shall be presented at this meeting.
3. Notice of the Annual Meeting shall be mailed to all Members at least thirty days before the time of the Meeting.
4. Special Meetings of the Members may be called at the discretion of the President, or shall be called when so ordered by the Board of Directors or upon written request of twenty percent or more of the Members to the President thirty days in advance of said meeting.
5. At the Annual or Special Meetings of the Membership of this Organization, a quorum shall consist of those Voting Members present.

### B. Meetings of the Board of Directors:

1. The Board shall meet annually or more frequently as the Board may decide.
2. Special Meetings of the Board of Directors may be called by the President or at the request of seven Members of the Board.
3. Notice of Regular or Special Meetings shall be sent by the Executive Treasurer or the Board Secretary to each Director at least ten days before the meeting.
4. Ten Members of the Board of Directors shall constitute a quorum for the conduct of the business at any Regular or Special Meeting of the Board of Directors.

## **ARTICLE VIII -- COMMITTEES**

### A. Executive Committee (Standing)

1. The Executive Committee shall consist of the President, who shall be Chairperson, the Officers of the Organization, and such other Members of the Board as appointed by the President.
2. The Executive Committee shall have the power between meetings of the Board of Directors to transact any business within the Organization's accepted policies. It shall report any business transacted by it at the succeeding meeting of the Board of Directors. A quorum shall consist of three Members.

**ARTICLE VIII -- COMMITTEES (Continued)**

3. The Meetings of the Executive Committee may be called by the President or by a majority of the Committee by mailing written notice to the entire Executive Committee at least fourteen days prior to the Meeting.

**B. Nominating Committee (Standing)**

1. The Nominating Committee shall consist of three Voting Members of the Organization appointed by the President and chaired by the Immediate Past-President.
2. The duties of the Nominating Committee shall be to prepare a slate of Nominees for Directors and Officers for election at the Annual Meeting conforming to ARTICLE IV - A, B & C and also to ARTICLE VI- A, B, C, & D.
3. Care should be taken to secure prior permission of each Nominee.

**C. Publications Committee (Standing)**

1. The Publications Committee shall consist of a Chairperson(s), appointed by the President and approved by the Board of Directors; and shall include an appointed and approved editor for each of the major publications of the Association such as the newsletter, journal, the readings from the annual conference and as many members of the Association as shall be required to meet the publishing needs of the Association.
2. The duties of the Publications Committee shall be to solicit, edit and publish materials for the newsletter, journal, readings from the annual conference and any other publications of the Association and to distribute those publications. The Publications Committee shall be financially responsible to the Board of Directors in all expenses and income incurred.
3. The length of term of the Publications Chairperson(s) and/or Editors shall not be limited to one year, rather, to provide the continuity required in such publications, shall be as mutually agreed to by those Committee Chairpersons, Editors and the President.

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**ARTICLE VIII -- COMMITTEES (Continued)**

**D. Membership Committee (Standing)**

1. The Membership Committee shall consist of a Chairperson(s),

appointed by the President and approved by the Board of Directors and five members, more or less, of the organization.

2. The duties of the Membership Committee shall be to promote and solicit membership in the organization, to provide contact and involvement to new members and to contact ex-members for renewals.
3. The length of term of the Membership Chairperson(s) shall be determined by the President.

E. Awards Committee (Standing)

1. The Awards Committee shall consist of a Chairperson(s) appointed by the President and five members, more or less, of the organization.
2. The duties of the Awards Committee shall be to solicit nominations for the various awards of the organization, to research and select candidates, to procure the certificates and awards and to present them at the Awards Banquet of the annual conference.
3. The length of term of the Awards Chairperson(s) shall be determined by the President.

F. International Presence Committee (Standing)

The International Presence Committee is a standing committee of the Association charged to maintain an inclusive and dynamic presence within IVLA for members across all cultures and to promote a supportive environment for diversity within the membership.

1. The Chair shall be a Member of the IVLA, appointed by the President and approved by the Board of Directors for a term up to three (3) years.
2. Members of the International Presence Committee shall be active Members of IVLA.
3. The duties of the International Presence Committee shall be:
  - a. Build, support and maintain an international network of visual literacy professionals through cross-institutional affiliations and collaborative research projects.
  - b. Propose conference venues worldwide and maintain an active presence on the Conference Planning Committee.

**ARTICLE VIII -- COMMITTEES** (Continued)

Duties of the International Presence Committee (Continued)

- c. Maintain an international presence on the Publications Committee, as well as the Electronic Presence Committee, to support original language publication and to maintain visibility within the Organization and beyond.
- d. Report its findings and activities to the IVLA Board of Directors annually.

G. Other Committees (Ad Hoc)

The Board may authorize the President to appoint such other Committees as may be required. The Members of the Committees need not be Members of the Board, except as otherwise provided.

H. The President and the Executive Treasurer shall be Members, ex-officio, of all Committees.

**ARTICLE IX -- STAFF**

A. The Staff of the International Visual Literacy Association shall consist of an appointed Executive Treasurer and such personnel as may from time to time be authorized by the Board of Directors and supervised by the Executive Committee.

B. The duties of the Executive Treasurer shall be to:

1. Keep the terms of Office of the Board up-to-date;
2. File all necessary reports to maintain non-profit status;
3. Ascertain that each Board Member fulfills all obligations for serving his/her term;
4. Keep the Membership list of the Organization up-to-date;
5. Accept all Members according to the policies established by the Board;
6. Send a renewal form for Membership to each Member when due. Follow up all delinquent Members as necessary;
7. Ascertain that the By-laws of the Organization be observed in all cases;
8. Coordinate all financial activities of the Organization;
9. Submit financial reports semi-annually or upon demand of the Board, Executive Committee, or President;
10. Sign all checks of the Organization;
11. Make sure all expenditures fall within allotments authorized at the last Annual Meeting of the Board; and
12. Place all Membership dues and other income into organizational accounts.

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**ARTICLE X -- FISCAL YEAR**

The Fiscal Year for this Organization shall be the Calendar Year.

**ARTICLE XI -- AMENDMENTS**

The By-laws may be amended at any Regular Meeting of the Association by a two-thirds vote of those Members in attendance and provided a copy of the proposed

amendments, approved by the Board, shall have been mailed to each Member ten days before such Meeting.

## **ARTICLE XII -- PARLIAMENTARY AUTHORITY**

The Rules contained in Robert's Rules of Order should govern this Organization in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or Special Rules of this Organization.

'As amended and approved by the IVLA Board of Directors February 2004 and approved by the Membership at the South Africa Conference and by electronic vote on October 6, 2004.' Jim Sucky, Chair

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