BY-LAWS OF THE
INTERNATIONAL ASSOCIATION OF LIGHTING
DESIGNERS, LTD

Adopted August 1997
March 2015
ARTICLE 1: NAME

1.1. The name of the corporation is: INTERNATIONAL ASSOCIATION OF LIGHTING DESIGNERS, Ltd., or the IALD, (hereinafter called the "IALD").

ARTICLE 2: PRIMARY OBJECTIVES AND PURPOSES

2.1. The IALD is a corporation as defined in sub-paragraph (a) (5) of Section 102 of the New York Not-for-Profit Corporation Law.

2.2. The Vision of the IALD is to create a better world through leadership and excellence in lighting design; to cultivate the universal acknowledgement and appreciation of the Power of Light in human life.

2.3 IALD is primarily organized to represent the interests of lighting designers whose major practice concerns architectural lighting design, not lighting design for theater, cinema or television.

2.4 The IALD has as one of its aims the international promotion of the practice of Independent Lighting Design. The IALD seeks to represent the interests of its members in regions and countries where the practice of Independent Lighting Design exists, and to encourage its development where the practice does not yet exist.

2.5 The IALD will seek to cooperate with other associations promoting or representing the practice of Independent Lighting Design.

ARTICLE 3: MEMBERSHIP

3.1. GENERAL

There shall be the following grades of membership:

(a) Fellow
(b) Professional
(c) Associate
(d) Junior Associate
(e) Affiliate
(f) Retired
(g) Educator
(h) Student
(i) Honorary
3.2. QUALIFICATIONS FOR MEMBERSHIP

A voting member of the IALD must abide by the Code of Ethics and Professional Conduct, the Vision and Mission Statements of the IALD and the By-Laws of the IALD.

A voting member who chooses not to abide by the Code of Ethics and Professional Conduct, and/or the Vision and Mission Statements of the IALD and/or the By-Laws of the IALD must immediately inform the Board of Directors of his/her decision and submit his/her written resignation from the IALD.

3.2.1. VOTING MEMBERSHIP GRADES

The following grades of membership shall be Voting Members of the IALD:

(a) Professional
(b) Fellow
(c) Associate
(d) Retired

Voting Members shall have the exclusive right to vote on all matters pertaining to the affairs of the IALD, except as hereinafter provided. A Voting Member shall devote the majority of his/her time to the successful design of architectural lighting or be retired from an architectural lighting practice. The requirements for voting membership grades shall be as set forth in the IALD *Membership Criteria and Guidelines Document*.

3.2.2. NON-VOTING MEMBERSHIP GRADES

The following grades of membership shall be Non-Voting Members of the IALD:

a. Affiliate
b. Educator
c. Junior Associate
d. Student
e. Honorary

Non-voting members shall have no right to vote on matters pertaining to the affairs of the IALD, except that a non-voting member who shall also be a member of the Board of Directors shall have the right to vote in his/her capacity as a Board member. The requirements for non-voting member grades shall be as set forth in the IALD *Membership Criteria and Guidelines Document*. 

IALD By-Laws
3.3. DEATH OR RESIGNATION OF MEMBER

Upon death, resignation or other withdrawing event of a member, all the rights, powers and privileges of the member of the IALD shall end.

3.4. DISCIPLINE OF MEMBERS

The guidelines for filing and processing complaints and conducting hearings regarding noncompliance with the membership qualifications listed in Article 3, or for potential violations of these by-Laws, the Code of Ethics and Professional Conduct, or the Membership Criteria and Guidelines Document,, or any action detrimental to the IALD or the practice of architectural lighting design as a whole, are outlined in the “Member Complaint Procedure Guidelines” available from the IALD headquarters.

After a determination by the Board of Directors that a disciplinary hearing should be held based on any such possible noncompliance, violation, or action, the procedure outlined in the Member Complaint Procedure Guidelines, available from the IALD Headquarters, is set in motion.

All proceedings shall be confidential; however, all disciplinary action shall be made known to the members of the IALD, except in the case of a dismissal or reprimand, where publication is discretionary. Notice of the disciplinary action shall be communicated to the membership in writing through the next regularly scheduled member publication.

No person whose membership has been suspended shall have or exercise any right, power or privilege as a member during the period such suspension remains in effect.

ARTICLE 4 GOVERNMENT

4.1 The general management and affairs of the IALD shall be vested in the Board of Directors who shall be elected as provided in these Bylaws. The primary responsibility of the Board of Directors shall be to set the direction and policy of the IALD. The entire membership entitled to vote shall elect the members of the Board of Directors as set forth in Article 5 of these bylaws.

4.2 It shall be the duty of the Board of Directors to appoint a Chief Executive Officer and such other officers of the IALD as it deems necessary, in addition to those mandated by law, from time to time.
ARTICLE 5    BOARD OF DIRECTORS

5.1. The business and affairs of the IALD shall be managed by its Board of Directors (“Board”), which shall consist of eleven (11) voting Board members. Each Director shall be a natural person (that is, not an entity) at least eighteen (18) years of age, but need not be a resident of the State of New York and except for the President’s Selected Directors (defined below), shall be a member of the IALD. Each Director shall hold office until expiration of the designated term associated with each respective Director’s seat on the Board and until his/her successor has been selected and qualified or until his/her earlier death, resignation or removal. Any Director may resign at any time upon written notice to the IALD. The resignation shall be effective upon receipt thereof by the IALD or at such subsequent time as shall be specified in the notice of resignation.

5.2. Except as set forth in this Section, the Voting Members of the IALD shall elect all Directors. Ten (10) Director seats shall be filled by a vote of the voting members of the IALD. The President shall be obliged to promptly select the eleventh (11th) Director to serve on the Board.

5.3. The Director positions and term of office associated with the same shall be as follows:

- **Three** Designated Directors (elected)  
  - President 2 years
  - President-elect/Immediate Past President 1 year each, staggered
  - Treasurer 2 years

- **Seven** Directors (elected)  
  - 2 years

- President’s Selected Director (appointed) 2 years

5.4. The President will be elected for a four-year term, one (1) year as President-elect, two (2) years as President, and one (1) year as Past President, beginning in January of odd numbered years.

5.5. The Treasurer will be elected for a two (2) year term beginning in January of odd numbered years.

5.6. The other elected Directors will be elected for two (2) year terms, three being elected to begin service in odd years and four being elected to begin...
service in even years. These Directors may be assigned specific responsibilities by the President on an annual basis as required.

5.7 The President’s Selected Director need not be a member of the IALD. The President’s Selected Director shall be approved or ratified by a majority of the elected members of the Board within thirty (30) days after their notification of selection by the President.

5.8 Regular Board meetings shall be generally held on a calendar quarter basis at least four times each year. Special meetings of the Board may be called by the President or upon the written request of four (4) Board members.

5.9 The presence in person of a majority of the Board is necessary to constitute a quorum for the transaction of business, except as noted elsewhere. If a quorum is not met, the Board members present may adjourn the meeting provided that at least two weeks' notice of the new date be given to all Board members who were absent.

5.10 Every Board member except the President shall be entitled to one (1) vote. The President or in his/her absence the presiding officer of such meeting may vote only to break a tie. Notwithstanding the terms of the immediately preceding sentence, and except as otherwise provided by law or as hereinafter set forth, all action shall be decided by a majority vote of the quorum.

5.11 The sale, mortgage, transfer or other disposition of any real or intellectual property of the IALD or the execution of any contracts requiring expenditures in excess of ten (10) percent of the operating budget of the IALD or any contracts for expenses not authorized in the annual budget adopted by the Board shall only be done upon an affirmative vote of not less than two-thirds (2/3) of the Board present at a meeting duly called for this purpose. Two (2) signatures shall be required on checks or other forms of payment from the IALD for expenditures in excess of an amount established by Board resolution; the signatures shall be those of the President or Treasurer of the IALD and the Chief Executive Officer. Only one (1) of the above required signatures is necessary for checks and payments from the IALD that are less than the amount established by Board Resolution.

5.12 In the event that a Board member misses three (3) consecutive Board meetings without due cause, such Director may be removed from the Board upon the motion of any other Board member at the next regularly scheduled Board meeting. The Board shall be solely responsible for making the determination as to what constitutes “due cause” for removal.
5.13 Except for the position of President when a President-elect is serving, vacancies arising for any reason on the Board shall be promptly filled by the vote of the remaining members of the Board. Any Director elected by the Board of Directors to fill a vacancy shall, by virtue of such election, be entitled to serve only for the balance of the term for which he/she is chosen, but may be re-elected for consecutive terms. A vacancy arising for any reason in the position of President shall be filled by the President-elect if then serving, for the balance of the term of the President. If the vacancy in the position of President occurs when there is no President-elect serving, then the Immediate Past President will serve until the Board convenes and elects from among its members a President to serve the balance of the term.

5.14 Any Director of the IALD may be removed for cause by a vote of the members or by an affirmative vote of not less than two-thirds (2/3) of all the remaining members of the Board. This vote shall be taken at a meeting duly called for this purpose, provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.

5.15 Each elected Director may serve only two consecutive terms in the same office.

**ARTICLE 6: EXECUTIVE COMMITTEE**

6.1 The Executive Committee of the Board of Directors shall consist of three (3) Board members including the President, the Treasurer and the President-Elect/Immediate Past President, whichever is then serving. The Chief Executive Officer shall be a non-voting ex-officio member of the Executive Committee.

6.2 Meetings of the Executive Committee shall be held as needed, either face to face or by videoconference or teleconference.

**ARTICLE 7: CHIEF EXECUTIVE OFFICER**

7.1 The duties and responsibilities of the Chief Executive Officer shall be as determined from time to time by the Board of Directors.

7.2 The Chief Executive Officer shall hire and manage an administrative staff to assist with the daily operations of the IALD. The Chief Executive Officer shall obtain the approval of the President and Treasurer before making adjustments to staff size, job descriptions, compensation or benefits.
7.3 The Chief Executive Officer shall keep accurate minutes of all Board meetings and transactions involving or affecting the IALD. A copy of the minutes of each Board meeting shall be sent to each member of the Board of Directors before the next meeting.

7.4 The Chief Executive Officer, under the direction of the Treasurer, shall keep a full and accurate book of financial accounts in which are recorded all receipts and disbursements of the IALD and shall control the depositing of funds, the safekeeping of securities and the disbursement of the funds of the IALD. The Chief Executive Officer shall render to the Treasurer a full account of all transactions and of the financial condition of the IALD.

7.5 The Chief Executive Officer may sign contracts or make agreements which financially obligate the IALD up to the limits set from time to time by resolution of the Board of Directors. In any event, however, if such obligations exceed ten (10) percent of the operating budget of the IALD or if such obligations are not authorized in the annual budget adopted by the Board, an affirmative vote of not less than two-thirds (2/3) of the Board present at a meeting called for this purpose shall be required.

7.6 The Chief Executive Officer shall be a non-voting ex-officio member of the IALD, the Board of Directors, and the Executive Committee.

7.7 The Chief Executive Officer shall have the authority and responsibility for the daily operations of the IALD’s business, and shall perform the duties of Chief Executive Officer in a manner consistent with the Vision and Mission Statements and the ethical standards of the IALD.

ARTICLE 8: ELECTION OF CERTAIN OFFICERS AND THEIR DUTIES

8.1 The Presidency and the positions of Directors of the IALD, other than the President’s Selected Director, shall be filled by election by the voting members of the IALD for terms as set forth in Article 5. New Board Members shall take office on the first day of January following their election to the Board.

8.2 The President shall be a Fellow or Professional member of the IALD and shall preside at all meetings of the Board, Executive Committee and general membership, and shall have such powers and duties as the Board shall determine.

8.3 Under extraordinary circumstances, the President may act on behalf of and in the best interest of the IALD without advance review and approval of the entire Board. This may include the signature of contracts which obligate the IALD if urgent action is required prior to the next regularly scheduled Board meeting.

Under such extraordinary circumstances, the President must make reasonable efforts to contact each Board member (via the means most expedient to the situation) prior to entering into any such contract but in all events shall have the written affirmation of no less than four (4) other Directors authorizing the action to be taken.

8.4 In the event the President is not present to preside at a meeting, the President-elect or the Immediate Past President, whoever is then serving, shall act as substitute for the President.

8.5 The duties and responsibilities of the Directors may be further outlined in the IALD Director Duties and Responsibilities document.

8.6 Any officer of the IALD may be removed with or without cause by an affirmative vote of not less than a majority of those IALD members voting. This vote shall be taken at a meeting duly called for this purpose.

ARTICLE 9: NOMINATIONS AND ELECTIONS

9.1 Each year, the Chief Executive Officer, working with the Nominations and Elections Committee, shall conduct nominations and elections to replace the members of the Board and Membership Committee whose terms will end during that calendar year. The election results shall be announced as soon as available in appropriate organization media.

9.2 The Nominations and Elections Committee shall be established consisting of seven members including:

- Immediate Past President of the IALD, who will chair the Committee;
- The President of the IALD;
- One Fellow, appointed by the President;
- One Board Member, elected by the current Board;
- One Member of the Membership Committee, elected by the Membership Committee;
- One Associate Member, elected by the Membership Committee; and
- One Professional Member, elected by the Board;

9.3 The Nominations and Elections Committee may not place a member of the Committee on the ballot. If a member of the Committee decides to run for office, he/she must resign from the Committee and a replacement must be appointed in the same manner in which the resigning member was selected.
9.4 The Nominations and Elections Committee is charged with seeking volunteers for open positions and qualifying nominated candidates.

9.5 The Nominations and Elections Committee will invite any candidate interested in an office to submit his/her name to the Committee. This invitation shall be in writing and shall include a description of the duties and responsibilities of each open position.

9.6 The Nominations and Elections Committee will identify one or two qualified candidates for the positions of President-Elect, Treasurer and Membership Chair. Candidates for these positions must receive the approval of five of the seven members of the Committee in order to be placed on the ballot as the single candidate. If this is not achieved, two candidates must, if possible, be placed on the ballot for the position.

9.7 The Nominations and Elections Committee will place multiple candidates on the ballot for multiple Director and Membership Committee positions.

9.8 An open nomination process will be available to the voting membership for all positions. The candidate with the greatest number of nominations from the membership and with a minimum of the greater of ten nominations or two percent of the voting membership will be placed on the ballot along with the candidates selected by the Nominations and Elections Committee.

9.9 A write-in option on the ballot will be available for all positions.

9.10 Ballots shall be sent to each voting member. The Nominations and Elections Committee shall be responsible for counting the returns and announcing the election results. The Nominations and Elections Committee shall notify the voting members and conduct a run-off election if a tie occurs between candidates for any position.

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**ARTICLE 10: MEMBERSHIP COMMITTEE**

10.1 The Membership Committee shall have five (5) members: four (4) voting members and the Membership Chair shall chair the Committee. Each of the four (4) at large members shall be Fellows or Professional members of the IALD and shall be elected to the Committee for a term of two (2) years as provided in Article 9 of these by-laws. **The Membership Chair shall be a Fellow or Professional member of the IALD and shall be elected for a two (2) year term.**
term beginning in January of even numbered years.

10.2. The Membership Committee shall meet at least four (4) times during each calendar year. Meetings may be convened in-person or via interactive communication methods.

10.3. At all Membership Committee meetings, three (3) members shall constitute a quorum. Each member shall be entitled to one (1) vote. All actions shall be decided by a majority of the quorum.

10.4. If any member of the Membership Committee dies or is incapable of serving for any reason whatsoever, the President of the IALD shall select another Fellow or Professional member of the IALD as a replacement. The selection shall be approved or ratified by at least five (5) of the elected members of the Board. The selected member shall be entitled to serve only for the balance of the term for which he/she is chosen, but may be re-elected for consecutive terms.

10.5 The Membership Committee shall determine acceptance or rejection of any applicant to voting grades of membership using the IALD Membership Criteria and Guidelines Document for guidance.

10.6 The Membership Committee shall accept or reject any candidates for non-voting membership based on the IALD Membership Criteria and Guidelines Document.

ARTICLE 11: LIGHTING INDUSTRY RESOURCE COUNCIL

11.1. PURPOSE
The purpose for formulating the Lighting Industry Resource Council is to provide a forum, within the framework of the IALD, for increased communication among professional lighting designers, creators of lighting products, and providers of services relating to the lighting industry to work together to improve products and services, business practices and lighting design education.

11.2 COMPOSITION
The Lighting Industry Resource Council is solely comprised of firms engaged in the creation of products or provision of services relating to the lighting industry, pursuant to the criteria set forth in the LIRC Guidelines. Such firms may become Members of the Lighting Industry Resource Council without voting privileges in the IALD, upon approval by the Lighting Industry Resource Council’s Steering Committee or its designee.

11.3 ADMINISTRATION

IALD By-Laws

11
The activities of the Lighting Industry Resource Council shall be administered in accordance with the LIRC Guidelines established by the Lighting Industry Resource Council Steering Committee and approved by the IALD’s Board of Directors. The Steering Committee shall consist of eight representatives. Four representatives shall be from the voting membership of the IALD and four shall be from the Lighting Industry Resource Council members. The four members from each group shall consist of a co-chair of the Steering Committee and three other members, one member of which is to be selected annually. The President of the IALD shall appoint annually one of the three IALD representatives and will select a co-chair once every two years. The Lighting Industry Resource Council will annually elect one of the three representatives to the Steering Committee and once every two years will elect a co-chair. Vacancies on the LIRC Steering Committee will be filled in the manner prescribed above.

Each co-chair will serve a two-year term, elected for terms beginning in opposite years and may serve for one additional consecutive term.

Steering Committee members, except the co-chairs, will serve three-year terms. Committee members whose terms have expired may be re-elected but not to a consecutive term unless the current term was one year or less in duration.

11.4. TITLES - LIMITATIONS

Lighting Industry Resource Council members may identify themselves to the public in the manner specified in the Guidelines and may use the Lighting Industry Resource Council emblem (logo) for all business purposes inclusive of product advertising and promotion.

No Lighting Industry Resource Council member shall use the IALD’s official emblem (logo).

ARTICLE 12 DUES AND FEES

Dues and fees of the IALD and its Lighting Industry Resource Council shall be determined by the Board of Directors of the IALD from time to time and shall remain in effect for not less than one (1) fiscal year.

ARTICLE 13: OTHER COMMITTEES

The Board of Directors may authorize the creation of additional committees and may determine the titles, functions and objectives of such committees. To the extent permitted by law, the Board of Directors may delegate the powers and
duties of the Board of Directors to such other committees or persons and, to such extent, may otherwise determine their powers and duties. The Board of Directors may appoint the members of such committees or may authorize the President and/or any other officer or officers or the Committee Chair to appoint the members of any such committee.

### ARTICLE 14   MEETINGS OF MEMBERS

14.1 ANNUAL MEETING

A meeting of members of the IALD shall be held annually. At such meeting, the reports of the officers and the Board of Directors shall be presented.

14.2 SPECIAL MEETINGS

Special meetings of the members may be called at any time by the Executive Committee, or when ordered by the Board of Directors, or when at least ten (10) percent of the voting membership petitions the Board of Directors in writing to call a special meeting. All requests for special meetings shall include a statement of purpose. All special meetings shall be held at such place as may be designated in the notice.

14.3 NOTICE

Notice of each annual and special meeting of the members shall be in writing and shall comply with New York state law. The notices of meetings shall state the time, place and purpose of the meeting.

14.4 QUORUM

The presence in person of at least ten (10) percent of the total number of voting members (as of the record date for determining the membership list for entitlement to membership voting at such meetings) shall constitute a quorum. If a quorum is not met, the members present may adjourn the meeting provided that at least two weeks' notice of the new date shall be given to all members.

14.5 ACTION BY MAJORITY VOTE

At all meetings of members, all motions (except as otherwise provided by statute or by these bylaws) shall be decided by the vote of a majority of the voting members present.
ARTICLE 15  INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any person made a party to any action, suit or proceeding whether civil or criminal, by reason of the fact that he/she is or was a Director, officer, elected official or employee of the IALD, shall be indemnified by the IALD against judgments, fines, settlements and the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, if such Director, officer, elected official or employee acted in good faith, for a purpose which he/she reasonably believed to be in the best-interests of the IALD and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, officer, elected official or employee may be entitled under any present or future law, statute, bylaw, agreement or otherwise. Whenever in this Article 13 reference is made to a Director, officer, elected official or employee, such reference shall be deemed to include the heirs, executor and administrators of such Director, officer, elected official or employee. This section is intended to provide directors, officers and employee indemnification rights to the maximum extent permitted under New York law, as the same exists from time to time.

ARTICLE 16:  LIABILITY OF MEMBERS, OFFICERS AND DIRECTORS

The private property of members, Directors and officers of the IALD shall not be subject to the payment of corporate debts or claims to any extent whatsoever.

ARTICLE 17:  FISCAL YEAR

The fiscal year of the IALD shall be determined, and may be changed, by the Board of Directors.

ARTICLE 18:  AMENDMENTS TO THE BY-LAWS

Except as limited by law, these bylaws may be adopted, amended or repealed by vote of the voting members. The polling of the voting membership shall be conducted by the Chief Executive Officer. The voting membership shall be allowed six weeks to respond. An affirmation by two-thirds (2/3) of those members voting shall be necessary to approve a bylaws change.

ARTICLE 19:  CORPORATE SEAL

IALD By-Laws
The seal of the IALD shall be in such form as may be adopted by the Board.

ARTICLE 20: USE OF THE CORPORATE NAME OR INITIALS

Use of the name of the International Association of Lighting Designers, or its initials (IALD), in business affairs shall be as set forth in the Membership Criteria and Guidelines Document.

ARTICLE 21: ASSOCIATED DOCUMENTS

The following documents are referred to in the bylaws, which should be read in conjunction with them:

- *The Code of Ethics and Professional Conduct*
  May be amended by a vote of the voting members. The method shall be the same as amendments to the bylaws as set forth in Article 18.

- *The Vision and Mission Statements of the IALD*
  May be amended by a vote of the Board of Directors.

- *The Membership Criteria and Guidelines Document*
  May be amended by a vote of the Board of Directors.

- *The Member Complaint Procedure Guidelines*
  May be amended by a vote of the Board of Directors, after a recommendation from the Membership Committee.

- *The Director Duties and Responsibilities Document*
  May be amended by a vote of the Board of Directors.

- *The LIRC Guidelines*
  Established by the Lighting Industry Resource Council Steering Committee and approved by a vote of the Board of Directors.
IALD By-Laws