



SEGD BYLAWS

ARTICLE I – MEMBERS

1.1

Non-Membership Corporation. The Corporation shall have no “legal” members, within the meaning of the District of Columbia Nonprofit Corporation Act, as amended (the “Act”).

1.2

Honorary Titles. The Directors may designate certain persons as “members,” such as contributing members or honorary members, as the Directors see fit. However, no such person shall have the right to vote on any matter relating to the Corporation, or have any other rights of members under the Act.

ARTICLE II – DIRECTORS

2.1

General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2.2

Qualifications of Directors. Each Director shall be an individual of at least 21 years of age, and shall (notwithstanding Section 1.2) be “members” of the Corporation in good standing, with all dues and other amounts owed to the Corporation having been paid in full. A Director need not be a resident of the District of Columbia.

2.3

Number. The Board of Directors shall consist of not less than 11 nor more than 25 voting members. In addition, the Board shall have nonvoting members, who may include all past

presidents of the Corporation, educators, and such other individuals as may be elected by the Board.

2.4

Terms. Voting Directors shall serve for terms of 3 years commencing on January 1 following their election and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. No person shall serve consecutively for more than 2 full terms (plus the portion of any unexpired term to which he or she is appointed to fill a vacancy, and any time in which such person serves as President, Vice President, Secretary, Treasurer of the Board, or immediate past President), but may serve again as Director after 1 year off the Board. Nonvoting Directors shall serve for a term of one year, commencing on January 1 following their election, and may serve an unlimited number of terms.

2.5

Election.

(a) Directors shall be elected by the incumbent voting Directors at the last regular meeting in each calendar year.

(b) If the position of any voting Director becomes vacant for any reason, the remaining Voting Directors may elect an individual to the office for the remainder of the term.

2.6

Resignation. Any Director may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective. Any officer who resigns as a Director shall be deemed to have also resigned his or her office.

2.7

Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of the majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. When a Director who is serving as an officer is removed from office as a Director, he or she shall be deemed to have been removed from office as an officer.



2.8

Meetings.

(a) Regular Meetings. Regular meetings of the Directors shall be held upon the call of the Executive Committee, and at such times and places as may be determined by the Executive Committee. The Secretary shall give each Director at least 20 days' notice in writing of the place and time of the meeting.

(b) Special Meetings. Special meetings of the Directors may be called at any time by the President or by one-quarter of the voting Directors in office. At least 10 days' notice in writing, stating the time, place and purpose of any special meeting, shall be given to the Directors.

(c) Place of Meetings. Regular and special meetings of the Board may be held at such place (within or without the District of Columbia) as the Board may from time to time determine.

(d) Notice. Notice of each meeting shall be given to each Director either personally or by sending a copy thereof by first class or express mail, postage prepaid; by facsimile transmission; or by e-mail to that person's address or facsimile number appearing on the books of the Corporation or supplied by the recipient to the Corporation. Notice shall be deemed to have been given when deposited in the United States mail, when sent by facsimile transmission, or when sent by e-mail transmission, unless the sender has reason to believe that the facsimile or e-mail transmission was not successfully completed. Such notice shall specify the place, day and hour of the meeting and any other information that may be required by the Act or these Bylaws.

(e) Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(f) Quorum. A majority of all voting Directors, present at any duly convened meeting, shall constitute a quorum of the Board. The acts of a majority of the voting Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Act or these Bylaws.

(g) Vote. Each voting Director shall be entitled to one (1) vote. Voting by proxy is not permitted.



2.9

Unanimous Consent of Directors in Lieu of Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the voting Directors in office and shall be filed with the Secretary of the Corporation.

2.10

Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2.11

Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.



ARTICLE III – OFFICERS

3.1

Positions. The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors. No person may hold more than one office, except that the same individual may serve concurrently as Secretary and Treasurer. The Board shall also select a Chief Executive Officer who shall (notwithstanding Sections 3.2, 3.3, and 3.4) serve for such term as the Board shall determine, and who shall be an officer of the Corporation. Compensation for the Chief Executive Officer shall be determined by the Executive Committee in consultation with the Audit Committee.

3.2

Election. The voting Directors shall elect the officers at the last regular meeting of the Directors in each calendar year.

3.3

Terms. Each officer shall serve for terms of one year, commencing on the January 1st following his or her election.

3.4

Re-election.

(a) The President and Vice President may serve a maximum of two consecutive terms in each office. Once having served as President, no person may be re-elected to that office except to fill an unexpired term, and then only for the unexpired term.

(b) The Secretary and Treasurer, and any assistant secretary or assistant treasurer, may serve for not more than six consecutive terms.

3.5

Duties. The duties of the officers shall include the following:

(a) The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The President shall preside at all meetings of the directors; may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the

Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

(b) The Vice President shall be vested with all the powers, and required to perform all the duties, of the President in the absence of the President. The Vice President shall otherwise perform such duties as may be assigned by the Board of Directors or the President.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board and the President.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or the President.

(e) The Chief Executive Officer shall manage the day-to-day business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers as allowed by law; may sign contracts and other instruments reasonably necessary for these purposes; shall, when authorized by the Board, affix the seal to any instrument requiring the same; and shall otherwise perform the duties assigned by the Board of Directors or the President.

3.6

Resignation. Any officer may resign at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

3.7

Removal of Officers. Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3.8

Vacancies. If the position of any officer becomes vacant for any reason, the Directors may choose a person to fill the vacancy, who shall hold office for the remainder of the term.



ARTICLE IV – COMMITTEES

4.1

Establishment. The Board may establish one or more committees to consist of two or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) Amending, altering, or repealing the Bylaws;
- (b) Electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation;
- (c) Amending the Articles of Incorporation;
- (d) Adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (e) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- (g) Adopting a plan for the distribution of the assets of the Corporation;
- (h) Amending, altering, or repealing any resolution of the Board of Directors; or
- (i) Acting on any matter committed by the Bylaws or by resolution of the Board to another committee of the Board.

4.2

Appointment of Members. Unless otherwise determined by the Board, the President shall appoint members of all committees.

4.3

Creation & Composition of Advisory Committees. The Corporation may, in its discretion, establish Advisory Committees, which may include as members persons who are not members of the Board. Such Advisory Committees shall have no authority to act on behalf of the Board of Directors, but may make recommendations to the Board, and shall have only such responsibilities and duties as delegated to them by the Board or the President.



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4.4

Executive Committee. The Executive Committee of the Corporation shall be composed of the President, Vice President, Secretary, Treasurer, and the immediate past president. Subject to the limitations in Section 4.1, the Executive Committee is authorized to act on behalf of the Board of Directors in all matters relating to the Corporation, and shall, at each meeting of the Board of Directors, report to the Board regarding the actions taken by the Committee since the last meeting of the Board.



ARTICLE V – LIABILITY AND INDEMNIFICATION

5.1

General Rule. A Director or officer shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

- (a) The breach or failure to perform was not in good faith or was beyond the scope of authority of the Corporation under the Act and any amendments and successor acts thereto; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director or officer pursuant to any criminal statute or (b) the liability of a Director or officer for the payment of taxes pursuant to local, state or federal law.

5.2

Indemnification. The Corporation shall indemnify any officer or Director who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, **provided, however,** that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and **provided, further, however,** in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the appropriate court in the District of Columbia or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

5.3

Procedure. Unless ordered by a court, any indemnification under Section 5.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met



the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5.4

Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 5.2, and may, in any other case, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

5.5

Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer of Director other Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

5.6

Other Rights. This Article shall not be exclusive of any other obligation that the Corporation may have to indemnify any person as a matter of law.



ARTICLE VI – AMENDMENTS

6.1

The Articles of Incorporation of the Corporation and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE VII – MISCELLANEOUS

7.

Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

7.2

Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

7.3

Bond. If required by the Board, any person shall give bond for the faithful discharges of his or her duty in such sums and with such surety as the Board shall determine.

7.4

Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words “Corporate Seal, District of Columbia 2000.”

7.5

Loans to Directors and Officers Prohibited. The Corporation shall not make loans to Directors or officers. Any Directors who vote or assent to making a loan to a Director or officer, and any officer participating in making such a loan, shall be jointly and severally liable to the Corporation for the amount of the loan until it is repaid in full.

Adopted: October 25, 2013