

BYLAWS  
OF  
INTERIOR DESIGN EDUCATORS COUNCIL, INC.

ARTICLE I  
General

Section 1.1. Name. The name of the corporation is Interior Design Educators Council, Inc. (hereinafter, "IDEC").

Section 1.2. Fiscal Year. The fiscal year of IDEC shall begin on the first day of October and end on the last day of the following September.

ARTICLE II  
Members

Section 2.1. Membership. Membership in IDEC shall consist of the following types:

- Professional Membership
- Associate Membership
- Graduate Student Membership
- Institutional Affiliate Membership
- Industry Affiliate Membership
- Honorary Membership
- Fellow Membership
- Retired Membership

Section 2.2. Qualifications for Individual Membership.

2.2.1 Professional Membership shall be open to those educators who hold a full-time appointment or equivalent in Interior Design education. Those Professional Members who are promoted into administrative positions will maintain Professional Membership status.

a) Professional Members shall have a Diploma, Bachelor's Degree, Master's Degree or Doctoral Degree in Interior Design or related field from an authorized school, college or university, or equivalency as determined by the academic institution.

b) Qualifications shall be vouched for by the applicant's department head or equivalent.

2.2.2 Associate Membership shall be open to those educators who hold a part-time or adjunct position in Interior Design education and those interested in Interior Design education who do not meet the qualification of other membership categories.

2.2.3 Graduate Membership shall be open to individuals who are engaged in graduate studies and not concurrently full-time educators. Qualifications shall be vouched for by the applicant's department head or equivalent.

2.2.4 Industry Affiliate Membership shall be open to industry allies interested in Interior Design education and the activities of IDEC.

2.2.5 Honorary Membership is an invitational category designed to recognize significant contributions to Interior Design education by individuals not eligible to be Professional Members.

2.2.6 Fellow status is a Professional Membership category designed to honor an IDEC member who has made an outstanding contribution to the Interior Design Educators Council.

2.2.7 Retired Membership shall be open to members who are officially retired from their educational institution or design-related practice.

2.2.8 Institutional Affiliate Membership is provided only to individuals who enter into membership via Institutional Membership. This membership category secures IDEC communications and has limited benefits as described by the Policies and Procedures.

Section 2.3. Qualifications for Institutional Membership. Institutional Membership is a method of becoming an IDEC member whereby educational institutions with multiple educators engaged in Interior Design education and/or research can enter into membership as a group, yet retain individual membership status. The institution identifies those qualified educators or researchers to be included in the Institutional Membership.

- a) The Institution must offer Interior Design instruction.
- b) The Institutional Membership includes an established minimum number of professional memberships as described in the Policy and Procedures Manual.
- c) Additional criteria apply to Institutional Membership method of becoming a member as described in the Policy and Procedures Manual.

Section 2.4. Privileges of Membership. The membership privileges of IDEC shall be provided in accordance with the guidelines approved by the Board in the Policy and Procedures Manual.

Section 2.5. Revocation of Membership. The Board of Directors may revoke the membership of any member if the Board determines that the member no longer meets or has failed to comply with the criteria for membership. Not less than thirty (30) days prior to the meeting at which the Board of Directors is to consider revocation of such membership, the Board shall cause written notice of the proposed revocation, including an explanation of the reason for the proposed revocation, to be transmitted by first-class mail to the affected member. The member shall be offered the opportunity to meet with the Board of Directors to discuss the proposed revocation. Should the Board decide to revoke the member's membership at the meeting, such revocation shall not take place until five (5) days after the date of the Board meeting.

Section 2.6. Annual Meeting. The annual meeting of the members shall be held and conducted in accordance with the guidelines approved by the Board of Directors in the Policy and Procedures Manual. At least ten (10) days' written notice of the annual meeting shall be sent to each member.

Section 2.7. Special Meetings. Special meetings of the members of IDEC may be called at any time by the President of IDEC, by a majority of the Board of Directors, or by a written petition signed by at least ten percent of the members of IDEC eligible to vote on the issue to be considered at the proposed meeting. Special meetings shall be held and conducted in accordance with the guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

Section 2.8. Notice of Meetings. A written notice, stating the place, day, and hour of any meeting of the members and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall, at least ten (10) days before the date of the meeting, be delivered or mailed by the Secretary of IDEC, or by the person calling the meeting, to each member of record of IDEC entitled to vote at such meeting. Notice of any meeting may be waived in writing, filed with the Secretary, or by attendance in person.

Section 2.9. Voting Quorum. Unless otherwise required by the Act, the voting members shall consist of those members with Professional and Fellow Membership status. At all meetings of members, the voting members present shall constitute a quorum. In the case of a tie, the President of IDEC shall cast the deciding vote.

### ARTICLE III Directors

Section 3.1. Responsibility. The Board of Directors shall (a) set the policy and advance and protect the purpose of IDEC, (b) plan the IDEC course of action and generally handle the business of IDEC, (c) approve the annual budget, and (d) ratify the selection of all appointments.

Section 3.2. Number and Term; Authority to direct and carry out all powers and business of IDEC shall be vested in the Board of Directors. The Board of Directors shall consist of at least three (3) Directors and no more than twenty-five (25) Directors. The Board shall consist of the Immediate Past President, President, President-Elect, Secretary/Treasurer, four (4) Directors-At-Large, and Executive Director. All Directors shall be elected by the members of IDEC from the Professional Membership.

The Directors shall serve on the Board until their successors are elected and qualified, or until the earlier of their death, resignation, disqualification, or removal. The Directors and each of them shall have no authority to bind IDEC except when acting as a Board or a Committee established by the Board and granted authority to bind IDEC.

Section 3.3. Removal. Any or all members of the Board of Directors may be removed, with or without cause, only by the affirmative vote of a majority of the voting members.

Section 3.4. Election of Directors. Directors shall be elected by a majority vote of all of the voting members, with each Professional member being entitled to cast one (1) vote for each vacancy on the Board of Directors. The Past President shall annually assemble a nominating committee comprised of at least one Professional Member from each Region to prepare a slate of nominees for the Board of Directors, which slate shall be presented to the members for their approval.

Section 3.5. Vacancies. Any vacancy in the Board of Directors from whatever cause arising, including any increase in the size of the Board of Directors, may be filled by election of a new Director by a majority vote of the remaining members of the Board of Directors (even if less than a quorum). The term of a Director elected to fill a vacancy shall expire at the end of the term for which such Director's predecessor was elected.

Section 3.6. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of any business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors unless otherwise provided for by the Act, the Bylaws, or the Articles of Incorporation.

Section 3.7. Meetings. Meetings of the Board of Directors shall be held on such dates, at such times, and at such places as shall be fixed by resolution adopted by the Board of Directors. The Board of Directors may at any time alter the date for the next meeting of the Board. The Board of Directors shall meet at least twice yearly. One meeting shall be held in conjunction with the Annual Conference

Section 3.8. Special Meetings. The President may call a special meeting of the Board of Directors and must call a special meeting of the Board of Directors upon receipt of a written request signed by a majority of the Directors, in either case, upon not less than three (3) days' notice given to each Director of the date, time, and place of the

meeting, which notice must specify the purpose or purposes of the meeting. Such notice shall be communicated in writing, by facsimile or other similar form of communication, or by first class mail, at the usual business or residence address of the Director and shall be effective at the earlier of the time of its receipt or five days after its being mailed. Notice of any meeting of the Board may be waived by any Director in writing at any time if the waiver is signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in any meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.9. Participation by Conference Telephone. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 3.10. Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents (Indiana law permits consents transmitted via electronic mail) describing the action taken, approved in writing by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director consents, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A written consent under this Section has the effect of a meeting vote and may be described as such in any document.

#### ARTICLE IV Officers

Section 4.1. Selection and Terms. The election of the Board of Directors and Regional Chairs shall occur in accordance with the election guidelines approved by the Board of Directors and published in the Policy and Procedures Manual. The term of office for the Immediate Past President, President, and President-Elect shall be for one (1) year. The term of office for the Secretary/Treasurer and Directors At Large shall be for two (2) years. The term of office for Regional Chairs shall be for two (2) years. No member of the Board of Directors or Regional Chair shall hold the same office for more than two (2) consecutive terms. The term for appointed offices of IDEC shall be in accordance with the guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

Section 4.2. Resignations; Vacancies. Resignations from any office shall be made in writing and delivered to the Board of Directors. Vacancies occurring among the elected or appointed officers of IDEC shall be filled by appointment by the President with the approval of the majority of the Board of Directors for the balance of the officer's term.

Section 4.3. Immediate Past President. The Immediate Past President shall (a) Serve as IDEC Board Member of the IDEC Foundation, (b) serve as a representative of IDEC to professional organizations at the discretion of the President, (c) convene the Nominating Committee, (d) conduct the annual election of officers, and (e) serve as a member of the Finance Committee.

Section 4.4. President. The President shall (a) as the chief executive officer of IDEC, coordinate all corporate activities and have general supervision, direction and control of the business and affairs of IDEC, subject to the direction of the Board of Directors, (b) preside at all meeting of the members and the Board of Directors, (c) set the annual agenda and direct the business of IDEC, (d) represent IDEC at international and national meetings (an alternate may be appointed at the President's discretion), (e) serve as liaison between the Board of Directors and Interior Design organizations that comprise the Issues Forum, (f) appoint representatives to other organizations as necessary or appropriate, (g) serve as liaison on the Annual Conference Committee, and (h) have such other duties and powers as may be prescribed from time to time by the Board of Directors.

Section 4.5. President-Elect. The President Elect shall, in the absence of the President, serve as president of IDEC, on a temporary basis, until such time as the President can resume his or her duties or a replacement is named by the Board of Directors. The President Elect shall (a) maintain the bylaws of IDEC, (b) serve as a representative to the Issues Forum, (c) serve as liaison to the Communications Committee, and (d) serve with additional responsibilities as described in the Policies and Procedures.

Section 4.6. Secretary/Treasurer. The Secretary/Treasurer shall advise the central office in the execution of the following duties: (a) maintenance of the annual calendar, (b) the publishing and dissemination of material and information as directed by the Board of Directors, (c) oversee the preparation of proposed annual budget to be presented to the Finance Committee, Board of Directors, and to the Annual Conference Business Meeting, and (d) present an Annual Financial Report at the Annual Conference Business Meeting. The Secretary/Treasurer may be bonded by an indemnity bonding company for such an amount as the Board of Directors may direct.

Section 4.7. Directors At Large. The Directors At Large shall act on behalf of the members to advise the President on the direction of the organization. Each Director shall have responsibilities and duties as outlined within the Policies and Procedures Manual. The Director may be asked to be involved in other initiatives or activities at the discretion of the President.

Section 4.8. Regional Chairs. There shall be one Chair for each Region, elected by and from among the Professional members of each region. Regional Chairs shall perform such duties in accordance with the guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

Section 4.9. Executive Director. The Board of Directors shall appoint an Executive Director who shall be responsible for the day to day administration of IDEC. The Executive Director shall serve at the pleasure of the Board of Directors and may be removed, with or without cause, by the Board of Directors at any time. The Executive Director shall serve ex officio on the Board of Directors with no voting rights. The Executive Director shall assist the officers and Directors in the performance of their duties and shall perform such other duties as the Board of Directors may direct.

## ARTICLE V

### IDEC Committees, Regions, Council of Fellows and Outside Organizations

Section 5.1. Committees. The Committees of IDEC shall be:

Membership Committee  
Nominating Committee  
Communications Committee  
Annual Conference Committee  
Finance/Audit Committee  
Grants and Awards Committee

Two additional committees of IDEC, which are referred to as “boards” shall be

Journal of Interior Design Board  
IDEC Academy Board

Membership to Committees is an appointment by the President for a length of term as determined by the Policies and Procedures. Committees shall operate in accordance with guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

Section 5.2. Committees--General.

5.2.1 The Board of Directors may create one or more committees by resolution of the Board of Directors and published in the Policy and Procedures Manual.

5.2.2 To the extent specified by the Board of Directors in the resolutions creating a committee, each such committee may exercise all of the authority of the Board of Directors; provided, however, that a committee shall not:

- a) authorize any distributions as defined by the Act;
- b) approve or propose to members
  - (i) dissolution,
  - (ii) merger,
  - (iii) sale,
  - (iv) pledge, or
  - (v) transfer

of all or substantially all of IDEC's assets;
- c) elect, appoint, or remove Directors or fill vacancies on the Board of Directors;
- d) fill vacancies on the committee, except in the absence or disqualification of a member of the committee; or
- e) adopt, amend, repeal, or waive any provisions of the Articles of Incorporation or Bylaws.
- f) Except to the extent inconsistent with the resolutions creating a committee, or as prescribed in the Policy and Procedures Manual, Sections 3.6 through 3.10 of these Bylaws, which govern meetings, actions without meetings, notices and waivers of notices, quorum and voting requirements, and telephone participation in meetings of the Board of Directors, shall apply to all committees and their members.

Section 5.3 Regions. The Board of Directors may establish Regions for IDEC. Membership to and operation of the Regions of IDEC shall be in accordance with the guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

Section 5.4. Council of Fellows. The Council of Fellows will consist of all Fellow Members. The Council of Fellows shall review nominations for Fellows and make its recommendations to the Board of Directors.

Section 5.5. Representatives to Outside Organizations.

5.5.1 Representative to the CIDA Board of Directors.

- a) There shall be one representative to the CIDA Board of Directors who is a knowledgeable Professional Member of IDEC.

b) CIDA will engage in dialogue with the IDEC Board for an understanding of the candidate criteria and IDEC will submit a slate to CIDA for their decision.

5.5.2 Representatives to professional organizations other than those previously mentioned are appointed by the President.

a) Representatives will serve a three (3) year term and may be reappointed by the President for one (1) additional term in keeping with the protocols of the allied organizations.

b) Representatives are required to be members of organizations for which they serve as a liaison where applicable.

## ARTICLE VI Indemnification of Directors and Other Eligible Persons

Section 6.1. General. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by IDEC against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

(a) if such Eligible Person is Wholly Successful with respect to the Claim, or

(b) if not Wholly Successful, then if such Eligible Person is determined, as provided in either Section 6.3(a) or 6.3(b), to have:

(1) conducted himself or herself in good faith; and

(2) reasonably believed:

(i) in the case of conduct in his or her official capacity with IDEC that his or her conduct was in its best interest; and

(ii) in all other cases, that his or her conduct was at least not opposed to the best interest of IDEC; and

(3) in the case of any criminal proceeding, either:

(i) had reasonable cause to believe his or her conduct was lawful; or

- (ii) had no reasonable cause to believe his or her conduct was unlawful.

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in Section 6.1(b). The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interest of IDEC or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act or he or she reasonably believed his or her actions to be in the interest of the participants in or beneficiaries of the plan.

#### Section 6.2. Definitions.

(a) The term "Claim" as used in this Article VI shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of IDEC or any other corporation or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise: (i) by reason of his or her being or having been an Eligible Person, or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time a Liability or Expense shall have been incurred in connection with a Claim.

(b) The term "Eligible Person" as used in this Article VI shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a Director, officer, employee, or agent of IDEC or is or was serving at the request of IDEC as a Director, officer, employee, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of IDEC if his or her duties to IDEC also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(c) The terms "Liability" and "Expense" as used in this Article VI shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.

(d) The term "Wholly Successful" as used in this Article VI shall mean (i) termination of any Claim against the Eligible Person in question without

any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

Section 6.3. Procedure.

(a) Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if it is determined, as provided in this Section 6.3(a), that such Eligible Person has met the standards of conduct set forth in Section 6.1(b). The determination whether an Eligible Person has met the required standards of conduct shall be made (i) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Claim, and if such a quorum cannot be obtained, then (ii) by majority vote of a committee duly designated by the Board of Directors (in which designation, Directors who are parties to the Claim may participate) consisting solely of two (2) or more Directors not at the time parties to the Claim, and if such a committee cannot be constituted, then (iii) by special legal counsel selected by a majority vote of the full Board of Directors (in which selection, a Director who is a party to the Claim may participate). If an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, the reasonableness of the Eligible Person's Expenses shall be determined by the procedure set forth in the preceding sentence, except that if such determination is by special legal counsel, the reasonableness of Expenses shall be determined by a majority vote of the full Board of Directors (in which determination, a Director who is a party to the Claim may participate).

(b) If an Eligible Person claiming indemnification pursuant to Section 6.3(a) is found not to be entitled thereto, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court, after giving notice to IDEC and giving IDEC ample opportunity to present to the court any information or evidence relating to the claim for indemnification that IDEC deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth in Section 6.1(b). If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

Section 6.4. Nonexclusive Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, (a) approve indemnification of any Eligible Person to

the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize IDEC to purchase and maintain insurance on behalf of any Eligible Person against any Liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not IDEC would have the power to indemnify him or her against such Liability.

Section 6.5. Expenses. Expenses incurred by an Eligible Person with respect to any Claim shall be advanced by IDEC (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

(a) the Eligible Person furnishes IDEC a written affirmation of his or her good faith belief that he or she has met the standards of conduct specified in Section 6.1(b);

(b) the Eligible Person furnishes IDEC a written undertaking, executed personally or on the Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standards of conduct specified in Section 6.1(b); and

(c) the Board of Directors makes a determination that the facts then known would not preclude indemnification of the Eligible Person.

Section 6.6. Contract. The provisions of this Article VI shall be deemed to be a contract between IDEC and each Eligible Person, and an Eligible Person's rights hereunder with respect to a Claim shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article VI that occurs subsequent to the date of any action taken or not taken by reason of which such Eligible Person becomes involved in a Claim.

Section 6.7. Effective Date. The provisions of this Article VI shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

## ARTICLE VII Execution of Documents

The President or any officer designated by the President or the Board of Directors may, in IDEC's name, sign all deeds, leases, contracts or other similar documents that may be authorized by the Board of Directors unless execution is otherwise provided for, required, or directed by the Board of Directors, the Articles of Incorporation, the Act, or other law.

ARTICLE VIII  
Finances

Section 8.1. Policy. The finances of IDEC shall be conducted in accordance with the guidelines approved by the Board in the Policy and Procedures Manual.

Section 8.2. Dues and Fees. Members shall pay dues and the dues structure of IDEC shall be in accordance with the guidelines approved by the Board of Directors in the Policy and Procedures Manual.

Section 8.3. Checks. All checks, drafts, or other orders for payment of money shall be signed in the name of IDEC by such officers or persons as the Board of Directors shall designate from time to time by resolution adopted thereby and included in the minute book of IDEC.

Section 8.4. Loans. Such of the officers of IDEC as shall be designated from time to time by any resolution adopted by the Board of Directors and included in the minute book of IDEC shall have the power, with such limitations as may be fixed by the Board of Directors, to borrow money on IDEC's behalf, to establish credit, to pledge collateral, and to execute evidences of indebtedness and other instruments in connection therewith, as the Board may authorize from time to time. IDEC may not lend money to or guarantee the obligations of any Director or officer of IDEC.

ARTICLE IX  
Amendments

The members of IDEC shall have the exclusive power to make, alter, amend, or repeal, or to waive the provisions of, these Bylaws by the affirmative vote of two-thirds of the members eligible to vote and present in person or by proxy, except as otherwise provided by the Articles of Incorporation or the Act.

ARTICLE X  
Miscellaneous

All references in these Bylaws to the Act shall mean the Indiana Nonprofit Corporation Act of 1991 (the "Act"), as it may from time to time be amended, and any statute that may in the future supersede or replace, in whole or in part, the Act.