

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. Purpose. IDEC advances interior design education and scholarship; promotes recognition of interior design education, scholarship, and practice to the advancement of quality of life within the built environment; promotes the development of individuals through creative and critical thinking based on theory and research, communication, and ethical standards; expands the interior design body of knowledge; represents the common professional interests of its members; and transacts business related to these purposes.

Section 1.3. 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 be open to anyone who: (i) meets the criteria set forth below for membership in IDEC; (ii) shares interest in and supports the purposes of IDEC; (iii) abides by these Bylaws and such other policies, rules, and regulations as IDEC may adopt; and (iv) meets such additional criteria for each category of membership as the Board of Directors may establish. The IDEC Board of Directors shall establish policies and procedures regarding responsibilities, privileges, and costs of membership.

Section 2.2. Categories of Membership. Members of IDEC shall meet the requirements of one of the following categories:

Educator membership. Educator membership shall be open to individuals with teaching, research, service, and/or administrative appointments in interior design or allied disciplines at secondary or higher educational institutions.

Educator membership shall also be open to individuals who have retired from such appointments at secondary or higher educational institutions. Educator members shall have voting privileges. The Board of Directors may establish differing dues for Educator members with full-time appointments, part-time appointments, international residency, or retired status.

Student membership. Student membership shall be open to individuals currently enrolled in curricula focused on interior design or allied disciplines. Student members shall have voting privileges.

Institutional membership. Institutional membership shall be open to institutions of secondary and higher education with curricula focused on interior design or allied disciplines. Institutional members shall not have voting privileges, but individuals granted Educator or Student membership through affiliation with an Institutional membership shall have voting privileges.

Industry affiliate membership. Industry affiliate membership shall be open to individuals who do not meet eligibility requirements for Educator or Student membership but are involved in the interior design or allied disciplines. Industry affiliate members shall not have voting privileges.

Honorary membership. Honorary membership shall be available only by invitation of the Board of Directors and is reserved for individuals or institutions who have made distinguished contributions to IDEC and the interior design discipline. Honorary members shall not have voting privileges.

Section 2.2. Establishment of Dues. The Board of Directors shall assess a fair and equitable membership fee and other such fees and dues as it shall deem necessary to provide services to the membership. The Board is authorized but not required to establish different levels of dues for different categories of members.

Section 2.3. Standing. Any person having paid the fees and dues as required by the Bylaws and Policy and Procedure Manual shall be a Member in Good Standing. Any person who has not paid fees and dues to IDEC for any reason in the current membership year shall not have voting privileges.

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 electronic communication 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, by a majority of the Board of Directors, or by a written petition signed by at least ten percent (10%) of the vote-eligible Educator Membership. The petition shall clearly state 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-Treasurer, 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-Treasurer, 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 Educator and Student Membership status. At all meetings of members, a quorum shall be ten percent (10%) of the vote-eligible Educator Membership. In the case of a tie, the President 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 four (4) Directors and no more than fifteen (15) Directors. The Board shall consist of the Immediate Past President, President, President-Elect, Secretary-Treasurer, and at least three (3) Directors-At-Large. All Directors shall be elected by the members of IDEC with voting privileges. When the organization employs an Executive Director, the Executive Director shall serve as an ex-officio member of the board of directors.

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. Resignation and Removal. An Officer or Director may resign their position by notice in writing to the President, Board of Directors, or Executive Director. An officer or director who does not maintain their membership in Good Standing shall be understood to have resigned their position. The Board of Directors may, by a vote of two-thirds (2/3) of its members, remove any director or officer at a meeting expressly called for that purpose.

Section 3.4. Election of Directors. Directors shall be elected by a majority vote of the eligible votes cast, with each member in Good Standing being entitled to cast one (1) vote for each vacancy on the Board of Directors. The Immediate Past President shall annually assemble a nominating committee comprised of at least five (5) Voting Members in Good Standing to prepare a slate of nominees for the Board of Directors, which slate shall be presented to the members for their approval. Members of the Nominating Committee shall not be eligible to stand for election to the Board of Directors.

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 electronic communication. 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 Electronic Conference Software. 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 electronic conference software, 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.

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ARTICLE IV

Officers

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Section 4.1. Selection and Terms. The election of the Board of Directors shall occur in accordance with the election guidelines approved by the Board of Directors and published in the Policy and Procedures Manual.

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4.1.1 The term of office for the Immediate Past President, President, and President-Elect shall be for one (1) year. The President shall automatically succeed to the office of Immediate Past President at the conclusion of their term. The President-Elect shall automatically succeed to the office of President at the conclusion of their term.

4.1.2 The term of office for the Secretary-Treasurer and Directors-at-Large shall be for two (2) years.

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4.1.3 No member of the Board of Directors 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.

4.1.4. Only Voting Members in Good Standing are eligible to be nominated and elected officers of IDEC.

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4.1.5. Members of the board shall not simultaneously hold office on the board of any other national organization related to interior design or allied disciplines. A board member may be assigned a liaison role as part of their IDEC board responsibilities.

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Section 4.2. Resignations; Vacancies. Resignations from any office shall be made in writing and delivered to the President, Board of Directors, or Executive Director. 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.

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

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Section 4.4. President. The President shall (a) serve 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

240 (an alternate may be appointed at the President's discretion), (e) serve as liaison between
the Board of Directors and Interior Design organizations, (f) appoint representatives to
other organizations as necessary or appropriate, (g) serve as liaison on the Annual
Conference Committee, (h) have such other duties and powers as may be prescribed from
time to time by the Board of Directors, (i) serve as the chair of the Executive Committee,
245 and (j) serve as a member of the Finance Committee.

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 their duties. The President Elect shall (a) maintain the bylaws of IDEC, (b)
250 serve as liaison as directed by the President, (c) serve as chair of the Communications
Committee, (d) serve with additional responsibilities as described in the Policies and
Procedures, and (e) serve as a member of the Executive Committee and the Finance
Committee.

255 Section 4.6. Secretary-Treasurer. The Secretary-Treasurer shall advise staff in the
execution of the following duties: (a) maintenance of the annual calendar, (b) 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, (d)
260 present Financial Reports at the Annual Conference Business Meeting and in State of IDEC
publications, and (e) serve as the chair of the Finance Committee.

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
265 have responsibilities and duties as outlined within the Policies and Procedures Manual. The
Directors may be asked to be involved in other initiatives or activities at the discretion of
the President.

270 Section 4.8. Special Purpose Roles. The President may appoint an IDEC member to
a Special Purpose Role to support the business operations of IDEC. The term of service of
Special Purpose Roles may be for up to one (1) year and may be renewed. Special Purpose
Roles shall report to the Board of Directors at least once per fiscal year. Special Purpose
Roles shall not be members of the Board of Directors.

275 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, the Executive Committee, and the Finance Committee

280 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.

285 **ARTICLE V**
IDEC Committees and Outside Organizations

Section 5.1. Committees. IDEC shall have Standing Committees, ad hoc committees or task forces, and member-identified committees as outlined in the Policy and Procedure Manual. The Standing Committees of IDEC shall be:

- 290 Nominating Committee
- Finance Committee
- Executive Committee
- Council of Fellows
- 295 Journal of Interior Design Board of Directors

Membership to Standing Committees is an appointment for a length of term as determined by the Policies and Procedures. Membership to ad hoc committees or task forces is by appointment of the President or Board of Directors. Membership to member-identified committees shall be governed by the Policy and Procedure Manual. All 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.

305 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:

- 310 a) authorize any distributions as defined by the Act;
- b) approve or propose to members
 - (i) dissolution,
 - (ii) merger,
 - 315 (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;

- 320 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.
325 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 electronic conference software participation
330 in meetings of the Board of Directors, shall apply to all committees
and their members.

5.2.3 A majority of the voting members of any standing or ad hoc
committees shall constitute a quorum.

Section 5.3 Regions. The Board of Directors may establish Regions for IDEC.
335 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 shall consist of all
340 individuals designated as Fellows. The Council of Fellows shall review nominations to the
Council of Fellows and award the designation of Fellow.

Section 5.5. Representatives to Outside Organizations. Representatives to
professional organizations are appointed by the President.

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ARTICLE VI

Indemnification of Directors and Other Eligible Persons

350 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 them in connection with or resulting from any Claim:

- 355 (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:

- 360 (i) in the case of conduct in their official capacity with
IDEC that their conduct was in its best interest; and
(ii) in all other cases, that their conduct was at least not
opposed to the best interest of IDEC; and
365 (3) in the case of any criminal proceeding, either:
(i) had reasonable cause to believe their conduct was
lawful; or
(ii) had no reasonable cause to believe their conduct was
unlawful.

370 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
375 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 their actions to be in the interest of the participants in or beneficiaries of
380 the plan.

Section 6.2. Definitions.

(a) The term “Claim” as used in this Article VI shall include every
385 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 their being or having been an Eligible Person, or (ii) by reason of
390 any action taken or not taken by them in their 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
395 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

400 of IDEC if their duties to IDEC also imposed duties on, or otherwise involved services by, them 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
405 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 them, (ii) approval by a court, with knowledge of
410 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.

415 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).
420 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
425 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
430 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).

435 (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

440 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
445 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
450 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 them and
455 incurred by them in any such capacity, or arising out of their status as such, whether or not
IDEC would have the power to indemnify them 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
460 disinterested quorum exists) prior to the final disposition thereof if:

- (a) the Eligible Person furnishes IDEC a written affirmation of their
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
465 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.

470 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
475 any action taken or not taken by reason of which such Eligible Person becomes involved in
a Claim.

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ARTICLE IX
Amendments

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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, as long as the number of members eligible to vote and present is greater than ten percent (10%) of the vote-eligible Educator membership, except as otherwise provided by the Articles of Incorporation or the Act.

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ARTICLE X
Miscellaneous

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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.

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ARTICLE XI
Dissolution

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In the event of the dissolution of IDEC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, distribute all of the remaining assets of IDEC to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine.