

BY-LAWS

THE ILLUSTRATORS CLUB, INC.

ARTICLE I

Section I

The name of the corporation shall be THE ILLUSTRATORS CLUB, INC. hereafter referred to as the Club.

ARTICLE II

Section I

The Club is organized and shall be operated for charitable and educational purposes as fully set forth in the Articles of Incorporation.

Section II

The Club shall operate as an independent non-profit organization not under the direction or control of any other organization. No part of the net earnings of the Club shall inure to the benefit of any private shareholder or individual.

ARTICLE III

Section I

Members. The membership of the Club shall consist of four classes: (1) Active (2) Associate (3) Corporate (4) Student

Section II

Qualifications and Rights. Active members shall have the sole voting rights for the purpose of electing directors and officers. Each active member shall be entitled to vote at any meeting of the membership. Active or Associate members shall be eligible for election to the Board of Directors or be eligible to be an officer.

Section III

Membership:

ACTIVE membership shall be open to any person age 18 or over who derives 30% or more of his or her annual income from the business of illustration and has paid the annual dues.

ASSOCIATE membership shall be open to any person age 18 or over who is interested in or supports the business of illustration and has paid the annual dues.

CORPORATE membership shall be open to any corporation who is interested in or supports the business of illustration and has paid the annual dues.

STUDENT membership shall be open to any person currently enrolled in an accredited communication arts program and has paid the annual dues.

Section IV

Membership list. A membership list of the Club shall be kept in which names, addresses and class of all current members shall be inscribed.

Section V

Meetings. The annual meeting of the members shall be held each year, the time, place, and date to be set by the Board of Directors.

Section VI

Time, Place and Date of Meetings. All regular or special meetings of the membership shall be held at a place, within or without the State of Virginia, designated by the Board of Directors and specified in the notice or waiver of notice of such meetings.

Section VII

Quorum. Twenty active members or 50% of the members, if the total membership is less than Forty, present in person, shall constitute a quorum.

Section VIII

Conduct of the Meeting. The President, or in his absence, the Vice President, shall preside at each meeting of the members of the Club. The Recording Secretary shall act as a Secretary of the meeting, or if he is not present, the President shall appoint a Secretary of the meeting.

Section IX

Dues. Members shall pay annual dues in the amount prescribed by the Board of Directors. Such dues shall be due and payable on one of the two bi-annual billing dates. If dues are not paid within thirty days the member shall lose his membership.

Section X

Voting By Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors determines.

Section XI

Removal. A member may be suspended or expelled for conduct contrary to the purposes of the Club, or for conduct unbecoming a member, by an affirmative vote equal to three fourths of the entire Board of Directors at a meeting called especially for this purpose. The member whose suspension or removal is being considered shall be notified in writing of the violation or misconduct with which he is charged ten (10) days before the meeting called to consider his suspension or removal.

ARTICLE IV
Board of Directors

Section I

General Powers. The business and affairs of the Club shall be managed by a Board of Directors.

Section II

Number. The number of directors shall consist of not less than (12) including Officers of the Corporation. Any vacancy in authorized number of directors shall be filled by the vote of a majority of the directors remaining in office; provided, however, that no decrease in the authorized number of directors shall be effective except upon expiration of a term. A director elected by the Board of Directors shall hold office until his successor is elected and qualified.

Section III

Election, Term of Office. Directors shall be elected by a majority vote, of the active membership. Nominations shall be made by a nominating committee of three active members designated by the Board of Directors at least two months before the election. Each director shall hold office for one year or until his successor is elected and qualified.

Section IV

Resignation and Removal. Any director may resign by giving written notice to the Board of Directors, the President or the Secretary of the Club. The Board of Directors may, by unanimous vote of the directors other than the Director who is the subject of the vote removal, remove any director. Such action shall not be taken except upon ten (10) days written notice to the director whose removal is proposed.

Section V

Meeting of the Board of Directors. The Board of Directors shall meet on a regular basis at such time and place as may be fixed by the President, or by resolution of the Board of Directors, or by a written notice signed by a majority of the board of Directors.

Section VI

Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum. All matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of a majority of the directors present, except in the cases where the presence or the vote of a greater number is required by statute, or by these By-Laws.

Section VII

Voting and Proxies. Each director shall, at every meeting, be entitled to one vote which may be cast in person or proxy, signed by such director, appointing an officer or other director to cast his vote.

Section VII

Action by Unanimous Written Consent. The directors may take any action without a meeting which could be taken at a meeting thereof by written unanimous consent.

ARTICLE V
Officers

Section I

Number. The Officers of the Club shall be President, Vice President, Secretary and Treasurer. In addition, there may be such other officers as may be designated, from time to time, by the Board of Directors, in accordance with these By-Laws. The position of Secretary and Treasurer may be held by the same person.

Section II

Election, Term of Office and Qualifications. The officers of the Club shall be elected from among its active and associate membership by majority vote, of the active members. Each such officer shall hold office for one year but may be eligible for renomination and reelection.

Section III

Nominations. Nominations for the President, Vice President, Secretary and Treasurer shall be made by a nominating committee of three (3) active members designated by the Board of Directors at least two months before their election. They shall submit their report in writing to the membership at least thirty (30) days before the date scheduled for the election.

Section IV

Removal. The Board of Directors may, by two thirds (2/3) vote of the Directors other than the officer who is the subject of the vote of removal, remove any officer from his office. Such action shall not be taken except upon ten (10) days written notice to the officer whose removal is proposed.

Section V

Resignation. Any officer may resign, at any time, by giving written notice of his resignation to the Board of Directors, or to the President, or to the Secretary. Any such resignation shall take effect at the time specified therein, or if no time is so specified, upon its receipt by the Board, the President or the Secretary, as the case may be; the acceptance of such resignation shall not be necessary to be effective.

Section VI

Vacancies. A vacancy in any office shall be filled by vote of a majority of the Board of Directors at any regular meeting or at a special meeting called for such a purpose.

Section VII

The President. The President shall be the chief executive officer of the club and have general supervision over its officers, subject however, to the control of the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. He is empowered to appoint committees as herein provided and shall, ex officio, be a member of all such committees. Representing the Corporation, the President may sign, execute and deliver in the name of the Club all deeds, mortgages, bonds, contracts and other instruments, except in cases where such signing, execution or delivery thereof shall be expressly otherwise delegated by the Board of Directors, by duties incident to the office of President and such other duties as may from time to time be assigned to him by these By-Laws or the Board of Directors.

Section VIII

The Vice President. In the event of the temporary absence or disability of the President, the Vice President shall perform all of the duties of the President. At all other times, the Vice President shall perform such duties and exercise such powers as from time to time may be assigned to him by these By-Laws, the Board of Directors or the President.

Section IX

The Secretary. The Secretary shall attend all meetings of the Board of Directors and the general membership and shall record all the proceedings of such meetings. The Secretary shall be the custodian of the records of the Club and of its corporate seal, and shall affix the seal to all such documents as may be required. He shall keep copies of these By-Laws available for inspection by the membership, and shall perform all duties as may from time to time be assigned by these By-Laws, the Board of Directors, or the President.

Section X

The Treasurer. The Treasurer shall oversee the collection, disbursement and custody of the Club funds. He shall maintain or supervise the maintenance of necessary accounting and financial records and report therein to the Board of Directors or the President. These accounts shall be open at all times for the inspection of any active member of the Board of Directors. In general, the Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned to him by these By-Laws, The Board of Directors or the President.

ARTICLE VI

General

Section I

Fiscal Year. The fiscal year of the Club shall begin January 1 and shall close on December 31 of each year.

Section II

Audit. The financial books and records of the Club shall be audited at least once annually by an independent auditor or accountant appointed by the Board of Directors.

Section III

Financial Statement. The Club shall issue an annual statement of its finances as of the close of the fiscal year.

Section IV

Checks. All checks or demands for money and notes of the Club shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section V

Amendments. These By-Laws may be amended by a majority vote of the Board of Directors at any meeting thereof, if at least ten (10) days notice is given of the intention to amend the By-Laws and the nature of the amendments proposed.