



Bylaws of the Miami chapter of AIGA

The professional association for design

Article I: Name

1.1 Name. The name of the corporation is “American Institute of Graphic Arts, Miami Chapter, Inc.” or the Miami chapter of AIGA, the professional association for design (hereinafter, “AIGA Miami”).

1.2 Registered office. The registered office and the registered agent of AIGA Miami are those set forth in its articles of incorporation. The officer and agent may be changed from time to time by the board of directors of AIGA Miami.

1.3 Principal office. The principal office of AIGA Miami shall be located at such a place within the state of Florida as is designated by the board of directors from time to time.

Article II: Definitions

2.1 Definitions. The following words, when used in these bylaws, or in any amendment to these bylaws, shall have the following meanings (unless the context clearly states otherwise):

2.1.1 “**AIGA**” shall mean and refer to AIGA, the professional association for design, a national membership organization and owner of the trademarks “American Institute of Graphic Arts” and “AIGA.”

2.1.2 “**AIGA Miami**” shall mean and refer to the AIGA, the professional association for design, Miami chapter, Inc., a chapter of AIGA.

2.1.3 “**Chapter**” shall mean and refer to members of AIGA who want to create a local organization affiliated with AIGA Miami chapter, Inc., a not-for-profit corporation organized under the provisions of the state of Florida.

2.1.4 “**Board**” or “**board of directors**” shall mean and refer to the board of directors of the chapter.

2.1.5 “**Director**” shall mean and refer to a member of the board of directors of the chapter.

2.1.6 “**Officer**” shall mean and refer to the president, vice president, secretary or treasurer.

2.1.7 “**Member**” shall mean and refer to every person who holds membership in the chapter.

2.1.8 “**Bylaws**” shall mean and refer to these bylaws, as amended from time to time.

Article III: Purpose, mission and objectives

3.1 Purpose. The purposes of AIGA Miami are set forth in the articles of incorporation and follow in accordance with the mission statement of AIGA.

3.2 Mission. The mission of AIGA Miami is:



3.2.1 To empower and connect the local design community by creating opportunities for learning, collaboration, and professional growth.

3.2.2 To advance design as a catalyst for positive impact by fostering inclusivity, creativity, and innovation within Miami's diverse creative landscape.

3.3 Objectives.

3.3.1 To create a platform where designers across disciplines—graphic, visual, brand, UX, web, exhibition, illustration, communication, and multimedia—can come together to share knowledge, expertise, and experiences;

3.3.2 To promote and organize events that uplift the design community, inspire creativity, and foster professional growth;

3.3.3 To host programs that connect emerging designers with experienced professionals, encouraging mentorship, guidance, and career development;

3.3.4 To build partnerships with educational institutions to help students gain exposure to real-world practices and prepare for successful careers in design;

3.3.5 To promote higher education in communication arts through collaboration and support of local colleges and universities offering related courses of study;

3.3.6 To elevate the standards of design and production in the communication arts by encouraging innovation, new methods, and evolving creative practices;

3.3.7 To create a forum for the open exchange of ideas, trends, and information that enrich the broader design community; and

3.3.8 To strengthen Miami's creative ecosystem by connecting designers with industries, organizations, and communities that value and utilize design as a tool for positive impact.

Article IV: Policies

4.1 Policies. AIGA Miami shall be noncommercial, nonsectarian and nonpartisan.

Article V: Membership

5.1 **Conditions of membership.** Members of the chapter shall consist of those persons, without limit as to number, who are interested in the objects and purposes of the chapter. No one may be a member of the chapter without being a member of AIGA.

5.2 **Description of members.** Members may consist of any of the following:

5.2.1 Any individual who is responsible for, or directly involved in the creation of design and production of any communication arts material that incorporates graphic design, art direction, copywriting, photography or illustration, including but not limited to:



Graphic designers
Book designers
Editorial designers
Type designers
Packaging directors
Art directors
Creative directors
Interaction designers
Information designers
Information architects
Broadcast designers
Environmental designers
Industrial designers
Software designers
Illustrators
Photographers
Animators
Usability researchers
CIOs
Product marketing managers
Design writers
Design educators
Web designers
UX/UI designers
Product designers
Multimedia designer
Audiovisual designer



5.2.2 Individuals who represent companies that supply supportive services and materials to the creative process. (Example: Representatives for printers, paper distributors, film producers, typographers and industry-related computer services.)

5.2.3 Full and part-time students pursuing a degree in the communication arts such as copywriting, ux design, art direction, illustration or graphic design.

5.3 Categories of membership. The board of directors of AIGA shall establish the categories of membership of the chapter.

5.4 Establishment of annual dues. The board of directors of AIGA shall establish the annual dues of all categories of membership of the chapter.

5.5 Payment of membership dues. All dues shall be paid annually to the office of AIGA.

Article VI: Meetings of the Membership

6.1 Place of meetings. Every meeting of the chapter shall be held at the office of the chapter or at such other place within or without the state of Florida as determined by the board of directors or the president, including the option to participate via video conference, provided that all members can fully participate in real-time discussions and voting.

6.2 Annual membership meeting. A meeting of members shall be held annually in Fall, at such time and such place within the state of Florida as may be designated in the notice of such meeting. The board may provide by resolution for the holding of such additional regular meetings as it may deem proper each without other notice than such standing resolution itself.

6.3 Special meetings. A special meeting of the members may be called at any time by the board of directors, by the president or by the secretary and must be called by the president or secretary upon the written demand of members holding twenty-five percent of the votes entitled to be cast at such a meeting. The written demand shall state the date and purpose of the meeting. The only business, which may be transacted at a special meeting of the members, is that which relates to the purpose of the meeting as stated in the written demand and in the notice of the meeting.

6.4 Notice of meetings of the members. A written notice of each annual or special meeting shall be sent, via mail or email or by hand to every member entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the purpose of the meeting and that the notice is being issued by those calling the meeting. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.



6.5 Adjournment of meeting. If a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting provided details of the new time and place are given at the time of adjournment. Only business that might have been transacted at the original meeting may be transacted at the adjourned meeting. However, if after the adjournment, the board fixes a new time or place for the adjourned meeting, notice must be given to all members entitled to vote at the meeting.

6.6 Quorum of members. A minimum of twenty-five percent (25%) of members) entitled to vote at a meeting of the members, either present or represented by proxy, shall constitute a quorum for the transaction of any business at any such meeting. When a quorum is once present to organize a meeting of members; it is not broken by the subsequent withdrawal of members or their proxies. The members present or represented by a proxy at any meeting of members, including an adjourned meeting, whether or not a quorum is present, may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

6.7 Voting. Every member shall be entitled to one vote at every meeting of members. All matters, except as otherwise provided by the articles of incorporation or these bylaws, shall be decided by a majority of the votes cast at the meeting.

6.8 Chair of meeting. At every meeting of members, the president, or in the absence of the president, the vice president, shall act as chair of the meeting. In the absence of both the president and vice president, a chair of the meeting shall be chosen by a majority of the votes cast by the members present or represented by proxy and entitled to vote at the meeting.

6.9 Written consent of members without a meeting. Whenever the members are required or permitted to take an action by vote, such action may be taken without a meeting on written consent, setting forth the action taken or to be taken, signed by the members entitled to vote on the action. Such consent shall have the same effect as a majority vote of the members.

6.10 Proxies. A vote may be cast by proxy executed in writing by the member whose vote is subject to proxy. All proxies shall be in writing and filed with the secretary before the meeting.

Article VII: Board of Directors

7.1 Board of directors.

7.1.1 Each director is elected to serve and represent the entire membership of AIGA Miami to the best of their ability, in accordance with the AIGA mission and the description of the board position.

7.1.2 The initial directors of AIGA Miami are named in the articles of incorporation.

7.1.3 Only members may be elected to serve as directors.



7.1.4 Each director shall serve until their successor is elected.

7.1.5 Directors may be reelected and may serve no more than two (2) consecutive terms.

7.1.6 Directors are required to attend a minimum of seventy-percent (70%) chapter events per year, in addition to the annual membership meeting and the board retreat.

7.2 Powers of directors. All powers of AIGA Miami shall be exercised by or under the authority of the board of directors and all the business affairs of AIGA Miami shall be supervised by the board of directors.

7.2.1 The board of directors shall have the power to conduct and manage the affairs and business of the corporation and shall make all major policy decisions of AIGA Miami.

7.2.2 The board of directors shall determine the policies and activities of the chapter, approve the annual plan of events and expenditures, authorize disbursements, take counsel with committees and have general management of the chapter and its affairs.

7.2.3 The board of directors may enter into contracts and may employ, or authorize the employment of paid personnel and fix the terms and conditions of such employment.

7.3 Number and election. The board of directors shall consist of no less than four (4) nor more than ten (10) members (including the officers) as determined from time to time by the board of directors. The directors shall be elected annually by a vote of the membership or any special meeting called for the purpose of electing a director should the number of directors fall below the minimum required.

7.4 Required positions. There are three required positions that must be filled at all times for the chapter to be in compliance with AIGA affiliation: President, Treasurer/Secretary, and Membership Director. Other positions may also be appointed at the option of the chapter.

7.4.1 See Section 8.3 below for duties of officers (president, vice president, treasurer/secretary). The membership director supports AIGA's mission by facilitating membership growth by directing new membership campaigns, managing active and prospective members and recruiting new members and coordinating volunteers.

7.5 Terms of directors. The designated time is two years. Terms shall commence and conclude on a rotating basis at a designated time agreed upon by the initial board.

7.6 Resignation of directors. A director may resign their position at any time by tendering written notice to all of the other directors, which shall take effect immediately upon the receipt of such notice.



7.7 Removal of directors. Subject to the provisions of the state of Florida's not-for-profit corporation laws, any or all of the directors may be removed by a two-thirds majority vote of the board of directors, provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

7.8 Interim directors and vacancies.

7.8.1 Each director shall continue to serve in their office after their term expires until the time that their successor is duly elected and takes office.

7.8.2 In the event that a director resigns or is removed, the board of directors may appoint a member as an interim director to serve the remainder of the departed director's term. Until such time that the vacant office is filled, the remaining directors shall perform the duties of the vacant office.

7.9 Compensation and reimbursement. Directors shall not receive any compensation or remuneration for their services as directors. However, directors shall be entitled to receive from the chapter reimbursement for the reasonable expenses incurred in the performance of their duties, as determined by the board.

7.10 Employees and consultants as directors. Directors are eligible to be consultants, vendors and/or employees of AIGA Miami and AIGA and to receive fair and adequate, compensation for their services as such. Payment for such services shall not be deemed inconsistent with Section 7.9, above.

7.11 Place and time of meeting of the board. Any meeting of the board, regular or special, may be held at any place in person or virtually. Directors shall receive notice of the place and time of the meeting of the board in person or via telephone, email or mail.

7.12 Meetings of the Board of Directors

7.12.1 Regular Meetings. The Board of Directors shall meet once per month. All meetings will be conducted virtually unless otherwise specified by the Board.

7.12.2 Special meetings. Special meetings of the board of directors may be called by the president or any director, with the provision of two (2) business days notice via letter, email, telephone or verbal message to each director.

7.12.3 Notice of Meetings. Notice for all regular board meetings will be distributed electronically (email or approved communication platform) at least five (5) business days in advance. Special meetings may be called by the President or any Director with a minimum of two (2) business days notice delivered electronically. Notice shall include the purpose of the meeting.



7.12.4 Public Attendance. Board meetings may be open to the public at the Board's discretion. When open, the meeting schedule and access details will be shared publicly through official AIGA Miami communication channels.

7.12.5 Attendance & Participation. Attendance is required for all Directors. If a Director cannot attend, they must provide advance notice and submit any report prior to the meeting. The Director may designate a committee member to attend the meeting on their behalf and present the report.

7.12.6 Waiver of Notice. Attendance at a meeting constitutes a waiver of notice unless the Director participates solely to contest the validity of the meeting or the manner in which it was called.

7.13 Voting of directors. Except as otherwise provided by these bylaws:

7.7.1 A majority of the directors in office shall constitute a quorum for the transaction of business.

7.7.2 Each director is entitled to one vote.

7.7.3 The acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the board of directors.

7.14 Adjourned meetings. A majority of directors present at any meeting of the board, including an adjourned meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of any adjourned meeting of the board shall be given to all directors whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

7.15 Written consent and informal action. Any action required to be taken by the board of directors may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing, including by email, to such action. Such written consents shall be filed by the Secretary with the minutes of the proceedings of the board, and such action by written consent shall have the same force and effect as a unanimous vote of the directors.

7.16 Remote participation in meetings. One or more directors may participate in a meeting of the board of directors by means of a video or telephone conference call, provided that all persons participating in the meeting can hear or communicate with each other in real time.

7.17 Chapter board retreat. An annual chapter board retreat shall be held once per year for the purposes of:

- (a) planning the year's agenda, business, events and activities;
- (b) meaningful interaction between the board of directors and the executive committee;



(c) conducting other business as may be designated by the president

Article VIII: Officers

8.1 Executive committee. The executive committee shall consist of the following officers: President, Secretary/Treasurer and Membership Director. In the case of a vacancy of office, the remaining officers shall fulfill the duties of the vacant office until a successor is appointed by the board of directors and takes office.

8.1.1 Subsequent presidents after the initial president are required to serve at least one year on the board as a director before being considered eligible.

8.2 Election. Only members may serve as officers. Candidates for office shall be nominated by the directors and recommended for vote by the board of directors. The complete slate of positions (including candidates and returning directors) is then elected by annual vote of the full membership.

8.2.1 Nomination and Evaluation of Candidates. Prior to election, an interview shall be conducted to evaluate the candidate's professional experience, qualifications, and leadership capacity to ensure diverse and well-rounded representation. Nominees need not be current Members, design professionals, or residents of Florida. Nominees must have active AIGA membership in order to take and serve in office.

8.3 Duties of officers.

8.3.1 The president shall be the chief executive officer of AIGA Miami and shall in general supervise and control all the business and affairs of AIGA Miami. The president shall implement the policies formulated by the board of directors. The president shall preside at all meetings of AIGA Miami, unless they are unable, in which event the vice president shall preside. The president shall be an ex-officio member of all committees and shall appoint all committee members unless otherwise provided by the bylaws. The president may, together with the secretary/treasurer, execute on behalf of AIGA Miami any contract or other written instruction to which AIGA Miami is a party. The president shall perform such other duties as may be prescribed in these bylaws or assigned to them by AIGA Miami or by the board of directors and shall coordinate the work of all officers and committees of AIGA Miami in order that the purposes of AIGA Miami may be promoted.

8.3.2 The vice president shall act as an aide to the president and shall perform the duties of the president in the absence or disability of that officer to act.

8.3.3 The secretary shall record the minutes of all meetings of the board and the members. The secretary shall give notice of all meetings to the directors and members entitled to notice, as specified in these Bylaws. The secretary shall have custody of all books, records and papers of AIGA Miami except when any of such documents shall be maintained by the treasurer or some other person authorized to have such custody. The secretary shall keep a correct and



permanent record of the chapter contact list, including membership, maintain appropriate and accurate accounts and records of all chapter activities. The secretary shall perform such other duties as may be assigned to them by the president or the board of directors.

8.3.4 The treasurer shall have custody of all of the funds and securities of AIGA Miami and see that they are deposited in such banks or trust companies as the board of directors shall designate. The treasurer shall have entered regularly a full and accurate account of all monies received and disbursed by AIGA Miami, together with such other reports as they may from time to time be called upon to do by the president or the board of directors. The treasurer shall make disbursements as authorized by the president or the board of directors. The treasurer shall make a full financial report at the annual meeting of the chapter and at such other times as the president or the board of directors may require. The treasurer shall be responsible for the maintenance of all accounts and financial records. The treasurer shall be responsible for the preparation and filing of income tax returns and other corporate filings required by the state Taxation and Revenue Department and the Internal Revenue Service, which preparation and filing they may perform or may delegate to another officer or to a certified public accountant to perform, as determined by the board of directors. The treasurer shall be responsible for the collection of all funds (except those designated by the board of directors to be collected otherwise) and the deposit of such funds in appropriate chapter accounts. The treasurer shall perform such other duties as may be assigned to them by the president or the board of directors.

8.4 Terms.

8.4.1 The terms of the officers shall be as follows:

- (a) The president shall serve a two-year term;
- (b) The vice president shall serve a two-year term; and
- (c) The secretary/treasurer shall serve a two-year term;

8.4.2 Each officer may not serve more than two consecutive terms in the same position.

8.5 Interim officers and vacancies.

8.5.1 Each officer shall continue to serve in their office after their term expires until the time that their successor is duly elected and takes office.

8.5.2 In the event an officer resigns, the board of directors shall either direct the remaining officers to fulfill the duties of the vacant office until a vote of the full membership occurs or appoint a member as an interim officer to serve the remainder of the departed officer's term. Until such time that the vacant office is filled, the remaining officers shall perform the duties of the vacant office.



8.6 Resignations. Any officer may resign at any time by written notice to the president or secretary. The resignation shall be effective immediately upon receipt of such notice by the president or the secretary.

8.7 Forwarding documents. Officers shall deliver to their successors all official material and documents not later than ten (10) days following the election of their successors or immediately upon resignation.

Article IX: Committees

9.1 Creation of committee and appointment. The board of directors may adopt a resolution by a majority vote to establish such committees as the board deems necessary to aid AIGA Miami and its directors in carrying out its activities. The board shall appoint at least one director to serve on each committee. The board may appoint additional members from the executive committee or the membership to serve on each committee. Chapter committees shall report to the board of directors and may be altered at any time by the board of directors.

9.2 Authority of committee. Each committee shall have and exercise all of the authority delegated to it by the board as specified in the resolution establishing the committee.

9.3 Vacancies. A vacancy in any committee shall be filled by appointment by the president.

Article X: Procedures

10.1 Robert's Rules of Order. The rules on parliamentary governance in Robert's Rules of Order shall govern the chapter in all cases in which they are applicable and in which they are consistent with these bylaws.

Article XI: Finance and Accounting

11.1 Fiscal year. The fiscal year of this chapter shall be from January 1st to December 31st.

11.2 Accounting. The board of directors shall install and maintain an efficient system of accounts.

11.3 Annual budget. The board of directors shall, by a majority, vote, adopt and pass a budget no later than two months after the induction of the new board each year. The budget shall contain a statement of the current budget surplus or deficit and shall list the planned appropriations as well as anticipated revenues, if known at the time, for the fiscal year. The board of directors shall be permitted to make appropriations not listed in the budget as long as the appropriations do not exceed the gross amount of the annual budget.

11.4 Disbursements. All disbursements shall be made by voucher checks, which shall show the payee, the items of service rendered or materials purchased and the amount of payment. Disbursements shall not exceed the gross amount of the annual budget, except as approved by formal action of a majority of the board of directors.



11.5 Deposits and institutions. The board of directors shall designate the depositories of all funds of the chapter.

11.6 Signatures. The board of directors shall have the power to authorize which officers and employees, besides the treasurer, may execute voucher checks. Such changes and/or additions shall be made in an appropriate timeframe with the proper institution. When those designated to sign checks are unable to perform their functions, the board of directors shall designate substitutes.

11.7 Audits. The board of directors may provide for the audit of the chapter's accounting systems, provided that such audit be performed only by a qualified certified public accountant.

Article XII: Amendments

12.1 Amendments. The board of directors may amend these bylaws by a majority vote of the board. Notice of such amendments must be sent to all board members at least 15 days before the time of voting. Any such amendments may be altered or repealed and new amendments adopted by a two-thirds vote of the members.

12.2 AIGA notification. Amendments adopted by the Chapter as provided in Section 12.1 shall be submitted to AIGA for its review to determine their consistency with the terms of the affiliation agreement and the purposes of AIGA.

Article XIII: National Affiliation

13.1 Responsibilities. AIGA Miami shall undertake to perform to the fullest extent practicable those responsibilities defined within AIGA's bylaws, chapter guidelines and minimum standards of service for AIGA chapters. AIGA Miami's activities shall be compatible with the policies and objectives of AIGA, and on notice from the AIGA board of directors, shall cease conducting those activities deemed by the latter to be incompatible, unless such cessation would result in a violation of the chapter's articles of incorporation or the laws of the state of Florida.

13.2 Reporting. AIGA Miami's board of directors shall provide for the prompt delivery of all reports requested by AIGA.

13.3 Outstanding debts. AIGA Miami's board of directors shall provide for the prompt payment of all indebtedness to AIGA.

13.4 Representation. As far as possible, the proper delegates from AIGA Miami shall represent the chapter at all appropriate conferences and meetings organized by AIGA. The board of directors shall make provision for the expense of representation at such events in preparing the budget of the chapter.



Article XIV: Dissolution and Merger

14.1 Dissolution and merger. AIGA Miami may dissolve, merge, consolidate, or transfer substantial assets only after its board of directors meets and adopts, by a vote of a majority of the board, a resolution recommending such action, and approval of the action is granted by AIGA. In the event of a dissolution, the board shall follow the dissolution procedures set forth in the articles of incorporation or, consistent with those articles, transfer assets to AIGA or an AIGA chapter with active 501(c)3 status that serves largely the same geographic and community interests as the dissolving chapter.

ADOPTED September 02 , 2026 by the board of directors of AIGA Miami.

A handwritten signature in red ink, appearing to read "Luis Barrera Pizarro".

LUIS BARRERA PIZARRO
Director at Large, Design & Social Media Committee

A handwritten signature in black ink, appearing to read "Julietta Quezada Espinoza".

JULIETTA QUEZADA ESPINOZA
President

A handwritten signature in black ink, appearing to read "Georges Etienne".

GEORGES ETIENNE
Treasurer and Director at Large, Web & Technology