

BYLAWS OF WOMEN IN LIGHTING AND DESIGN

Adopted

ARTICLE 1: NAME

- 1.1 The name of the Corporation is: WOMEN IN LIGHTING AND DESIGN., or WILD, (hereinafter called "WILD").

ARTICLE 2: PRIMARY OBJECTIVES AND PURPOSES

- 2.1 WILD is a Corporation as defined in the Virginia Nonstock Corporation Act in Chapter 10 of Title 13.1 of the Code of Virginia.
- 2.2 The Mission and Vision statements of WILD can be found on the associated document.
- 2.3 WILD will seek to cooperate with other associations promoting or involved with the business of architectural lighting and the equity, inclusion, or representation of members of this community.
- 2.4 WILD is incorporated as a 501(c)(6) organization.

ARTICLE 3: MEMBERSHIP

3.1 QUALIFICATIONS

A member of WILD must abide by the Code of Ethics and Professional Conduct, the Vision and Mission Statements, and the Bylaws of WILD.

The specific qualifications for each Membership Classification shall be set forth in these Bylaws and/or adopted or amended by the Board of Directors ("Board") and Chapter Liaison Committee ("Liaisons") from time to time.

A member who chooses not to abide by the Code of Ethics and Professional Conduct, and/or the Vision and Mission Statements, and/or the Bylaws of WILD must immediately inform the Board and Liaisons of their decision and submit their written resignation from WILD.

3.2 GRADES OF MEMBERSHIP

a) Professional

- i) An individual member in the profession of or related to lighting who agrees to abide by the Code of Ethics and Professional Conduct, the Vision and Mission Statements of WILD, and the Bylaws of WILD.
- ii) Shall be a voting member of WILD and entitled to all current privileges. Voting Members shall have the exclusive right to vote on all matters pertaining to the affairs of the WILD, except as hereinafter provided.

b) Emerging Professional

- i) An individual member within the first five (5) years of joining a profession of

or related to lighting who agrees to abide by the Code of Ethics and Professional Conduct, the Vision and Mission Statements of WILD, and the Bylaws of WILD.

- ii) Shall be a voting member of WILD and entitled to all current privileges. Voting Members shall have the exclusive right to vote on all matters pertaining to the affairs of the WILD, except as hereinafter provided.
- c) Student
 - i) Shall be registered in a college or university for study toward a degree in an engineering, science, fine arts, architecture, interior design or other field, or, enrolled in an accredited two-year technical school, whose curriculum is related to illumination.
 - ii) May have the privilege of participating in meetings, but shall not have the right to vote or to hold elective office except in a Student Chapter.
- d) Retired
 - i) Shall be or have been an individual member who has retired from regular occupation in a business or profession related to illumination.
 - ii) Entitled to serve only in a Chapter's elective office and not on the Board or Liaisons, but is entitled to appointment to committee(s) within WILD and to all other current privileges.
 - iii) Shall be exempt from the payment of dues.
 - iv) Shall not have the right to vote.
- e) Honorary
 - i) Reserved for individuals whom WILD wishes to include in its membership because of their contribution to the lighting community or WILD, and shall be approved by a two-thirds (2/3) vote of the Board and Liaisons.
 - ii) Shall be exempt from the payment of dues, but shall be entitled to all current privileges.
 - iii) Shall not have the right to vote or to hold elective office.

3.3 DEATH OR RESIGNATION OF MEMBER

Upon death, resignation, or other withdrawing event of a member, all the rights, powers and privileges of the member of WILD shall end.

3.4 DISCIPLINE OF MEMBERS

The membership of a member may be suspended or terminated by a vote of two-thirds of the Board. Membership may again be reinstated by a vote of two-thirds of the Board.

All proceedings shall be confidential; however, all disciplinary action shall be made known to the members of WILD, except in the case of a dismissal or reprimand, where publication is discretionary. Notice of the disciplinary action shall be communicated to the membership in writing through the next regularly scheduled member publication.

No person whose membership has been suspended shall have or exercise any right, power or privilege as a member during the period such suspension remains in effect.

ARTICLE 4: BOARD OF DIRECTORS

- 4.1 The business and affairs of WILD shall be managed by its Board of Directors ("Board"), which shall consist of no less than nine (9) voting members. The primary responsibility of the Board of Directors shall be to set the direction and policy of WILD. It shall be the duty of the Board of Directors to appoint a Chief Executive Officer.

- 4.2 Each Director shall be a natural person (that is, not an entity) at least eighteen (18) years of age, but need not be a resident of the Commonwealth of Virginia, and shall be a member of WILD in good standing. Each Director shall hold office until expiration of the designated term associated with each respective Director's seat on the Board and until their successor has been selected and qualified or until their earlier death, resignation, retirement, or removal. Any Director may resign at any time upon written notice to the WILD Board. The resignation shall be effective within two months upon receipt thereof or at such subsequent time as shall be specified in the notice of resignation.
- 4.3 Except as set forth in this Section, the voting members of WILD shall elect all Directors.
- 4.4 The Director positions and term of office associated with the same shall be as follows:
- a) Four Designated Directors (elected)

	Term
• President	2 years
• President-Elect / Past President	1 year each, staggered
Elected for a four-year term: one (1) year as President-elect, two (2) years as President, and one (1) year as Past President, beginning in January of odd numbered years.	
• Secretary	2 years
Elected beginning in January of odd numbered years.	
• Treasurer	2 year
Elected beginning in January of even numbered years.	
 - b) Five At-Large Directors (elected)

	2 years
Elected for two (2) year terms, three (3) being elected to begin service in odd years and two (2) being elected to begin service in even years.	
- 4.5 The Director positions shall have the authorities and responsibilities as follows:
- a) President – The President shall:
 - i. Exercise general supervision over the affairs of WILD under the Board;
 - ii. Preside at all Board, Executive Committee, Liaisons, and Member meetings;
 - iii. Appoint and fill vacancies in the chairs of all committees with the approval of the Board;
 - iv. Automatically succeed to the office of Past-President; and
 - v. Have such other duties and powers as prescribed in these bylaws, by the Board, or by law.
 - b) President-Elect/Past President – The President-Elect/Past President shall:
 - i. Perform the duties of the President in their absence;
 - ii. Automatically become the President in the event of the President's resignation, removal, retirement, or death;
 - iii. Automatically succeed to the office of President and then Past President, consecutively;
 - iv. Serve as the primary conduit of information exchange among the Liaisons and the Board and the Staff; and
 - v. Have such other duties and powers as prescribed in these bylaws, by the Board, or by law.
 - c) Secretary - The Secretary shall:
 - i. Oversee the maintenance of accurate records; and
 - ii. Record and distribute board meeting minutes; and
 - iii. Schedule regular Board and Liaison meetings; and
 - iv. Have such other duties and powers as prescribed in these bylaws, by the

- Board, or by law.
- d) Treasurer – The Treasurer shall:
 - i. Oversee the receipt and disbursement of all funds;
 - ii. Oversee WILD’s financial records and statements, and oversees third-party financial audits as requested by the Board;
 - iii. Submit an annual budget to the Board and Liaisons and such other financial statements as the Board and Liaisons Committee may require;
 - iv. Serve as Chair of the Finance Committee; and
 - v. Have such other duties and powers as prescribed in these bylaws, by the Board, or by law.
 - e) At-Large Directors may be assigned specific responsibilities (Chairs and Committee Leads) by the President on an annual basis as required.
- 4.6 In the event that a Board member misses three (3) consecutive Board or Liaison meetings without due cause, such Director may be removed from the Board upon the motion of any other Board member at the next regularly scheduled Board meeting. The Board shall be solely responsible for making the determination as to what constitutes "due cause" for removal.
- 4.7 Except for the position of President when a President-Elect is serving, vacancies arising for any reason on the Board shall be promptly filled by the vote of the remaining members of the Board. Any Director appointed by vote of the Board of Directors to fill a vacancy shall, by virtue of such election, be entitled to serve only for the balance of the term for which they are chosen, but may be re-elected for consecutive terms. A vacancy arising for any reason in the position of President shall be filled by the President-Elect if then serving, for the balance of the term of the President. If the vacancy in the position of President occurs when there is no President-Elect serving, then the Past President will serve as President until the Board convenes and elects from among its members a President to serve the remaining balance of the term.
- 4.8 Any Director of WILD may be removed for cause by a vote of the Board or by an affirmative vote of not less than two-thirds (2/3) of all the remaining members of the Board. This vote shall be taken at a meeting duly called for this purpose, provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.
- 4.9 Each elected Director may serve only two consecutive terms in the same office.
- 4.10 The Executive Committee of the Board of Directors shall consist of three (3) Board members including the President, the Treasurer and the President- Elect/Past President, whichever is then serving. The Chief Executive Officer shall be a non-voting ex-officio member of the Executive Committee.
- a. Meetings of the Executive Committee shall be held as needed, either face to face or by videoconference or teleconference.
 - b. The Executive Committee has the power to act on behalf of the full Board, but submits all decisions and agreements to the Board for its approval at the next meeting of the full Board.
 - c. Under extraordinary circumstances, the Executive Committee may act on behalf of and in the best interests of WILD without advance review and approval of the entire Board or Liaisons. This may include the signature of contracts which obligate WILD if urgent action is required prior to the next regularly scheduled Board meeting. Under such extraordinary circumstances, the Executive

Committee must act unanimously and submit all decisions and agreements to the Board for its approval at the next meeting of the full Board.

- d. The Executive Committee prioritizes issues for the full Board to consider and sets the agenda for Board meetings and meetings of the Chapter Liaisons.
 - e. The Executive Committee evaluates and provides recommendations to the Board as to the effectiveness and missions of committees of the Board and of the membership.
- 4.11 Regular Board meetings shall be held at least two (2) times each year. Special meetings of the Board may be called by the President or upon the written request of four (4) Board members. A minimum of two (2) additional meetings shall be held with the Chapter Liaison Committee each calendar year. The Board of Directors may permit any or all Directors and Liaisons to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participating may simultaneously hear each other during this meeting. A Director or Liaison participating in a meeting by this means shall be deemed to be present in-person at the meeting.
- 4.12 The presence of a majority of the Board is necessary to constitute a quorum for the transaction of business, except as noted elsewhere. If a quorum is not met, the Board members present may adjourn the meeting provided that at least two weeks' notice of the new date is provided to all Board members who were absent.
- 4.13 The sale, mortgage, transfer or other disposition of any real or intellectual property of WILD or the execution of any contracts requiring expenditures in excess of ten (10) percent of the operating budget of WILD, or any contracts for expenses not authorized in the annual budget adopted by the Board, shall only be done upon an affirmative vote of not less than two-thirds (2/3) of the Board and Liaisons present at a meeting duly called for this purpose. Two (2) signatures shall be required on checks or other forms of payment from WILD for expenditures in excess of an amount established by Board resolution; the signatures shall be those of the President or Treasurer of WILD and the Chief Executive Officer. Only one (1) of the above required signatures is necessary for checks and payments from WILD that are less than the amount established by Board resolution.

ARTICLE 5: CHAPTER LIAISONS COMMITTEE

- 5.1 The Chapter Liaisons Committee ("Liaisons"), which shall consist of one (1) representative from each officially chartered Chapter, will provide recommendations to the Board of Directors regarding direction and policy.
- 5.2 Each Chapter Liaison shall be a natural person (that is, not an entity) at least eighteen (18) years of age, but need not be a resident of the Commonwealth of Virginia, and shall be a member of WILD in good standing. Each Liaison shall hold office until expiration of the designated term and until their successor has been selected and qualified or until their earlier death, resignation, or removal. Any individual Chapter Liaison may resign at any time upon written notice to the WILD Board and Liaisons. The resignation shall be effective within two months upon receipt thereof or at such subsequent time as shall be specified in the notice of resignation.
- 5.3 Except as set forth in this Section, the voting members of each WILD Chapter shall

elect, select, or designate their own Chapter Liaison according to Chapter policies.

- 5.4 The Chapter Liaison positions and term of office associated with the same shall be one (1) year, beginning in January. There is no term limit to this position.
- 5.5 Regular meetings of the Liaisons shall be held with the Board of Directors and shall be held at least two (2) times each year. Special meetings of the Board and Liaisons may be called by the President or upon the written petition of two-thirds of the sitting Liaisons members.
- 5.6 The presence of a majority of the Board and majority of Liaisons are necessary to constitute a quorum for the transaction of business, except as noted elsewhere. If a quorum is not met, the members present may adjourn the meeting provided that at least two weeks' notice of the new date be provided to all Board and Liaisons members who were absent.
- 5.7 In the event that a Liaison member misses two (2) consecutive Chapter Liaison meetings without due cause, such Liaison may be recommended for permanent removal to the associated Chapter leadership. The Board shall be solely responsible for making the determination as to what constitutes "due cause" for removal. However, it will be the choice of the Chapter whether or not to remove or replace their Liaison on the Chapter Liaison Committee.
- 5.8 Vacancies arising for any reason on the Chapter Liaison Committee shall be promptly filled by the associated Chapter leadership for their own representative.

ARTICLE 6: CHIEF EXECUTIVE OFFICER

- 6.1 At which time it becomes necessary for WILD to employ an Chief Executive Officer, the Board shall vote to enforce the following:
 - a) The duties and responsibilities of the Chief Executive Officer shall be as determined from time to time by the Board of Directors.
 - b) The Chief Executive Officer shall hire and manage an administrative staff to assist with the daily operations of WILD. The Chief Executive Officer shall obtain the approval of the President and Treasurer before making adjustments to staff size, job descriptions, compensation or benefits.
 - c) The Chief Executive Officer shall keep accurate minutes of all Board meetings and transactions involving or affecting WILD. A copy of the minutes of each Board meeting shall be sent to each member of the Board of Directors before the next meeting.
 - d) The Chief Executive Officer, under the direction of the Treasurer, shall keep a full and accurate book of financial accounts in which are recorded all receipts and disbursements of WILD and shall control the depositing of funds, the safekeeping of securities and the disbursement of the funds of WILD. The Chief Executive Officer shall render to the Treasurer a full account of all transactions and of the financial condition of WILD.
 - e) The Chief Executive Officer may sign contracts or make agreements which financially obligate WILD up to the limits set from time to time by resolution of the Board of Directors. In any event, however, if such obligations exceed ten (10) percent of the operating budget of WILD or if such obligations are not authorized in the annual budget adopted by the Board, an affirmative vote of not less than

two-thirds (2/3) of the Board present at a meeting called for this purpose shall be required.

- f) The Chief Executive Officer shall be a non-voting ex-officio member of the Board of Directors, the Chapter Liaisons Committee, and the Executive Committee.
- g) The Chief Executive Officer shall have the authority and responsibility for the daily operations of WILD's business, and shall perform the duties of Chief Executive Officer in a manner consistent with the Vision and Mission Statements and the ethical standards of WILD.

ARTICLE 7: NOMINATIONS AND ELECTIONS

- 7.1 Each year, the President-Elect/Past President, working with the Nominations and Elections Committee, shall conduct nominations and elections to replace the members of the Board whose terms will end during that calendar year. The election results shall be announced as soon as available in appropriate organization media.
- 7.2 The Nominations and Elections Committee shall be established consisting of five members including:
 - a. President-Elect/Past President of WILD, who will chair the Committee;
 - b. Secretary of WILD;
 - c. One additional Board Member, elected by the current Board;
 - d. One additional Liaison Committee Member, elected by the current Liaisons;
 - e. One additional Professional Member, elected by the Board and the Liaisons
- 7.3 The Nominations and Elections Committee may not place a member of the Committee on the ballot. If a member of the Committee decides to run for office, he/she must resign from the Committee and a replacement must be appointed in the same manner in which the resigning member was selected.
- 7.4 The Nominations and Elections Committee is charged with seeking volunteers for open positions and qualifying nominated candidates.
- 7.5 The Nominations and Elections Committee will invite any candidate interested in an office to submit their name to the Committee. This invitation shall be in writing and shall include a description of the duties and responsibilities of each open position.
- 7.6 The Nominations and Elections Committee will identify one or two qualified candidates for each open position. The Committee must make the utmost effort to include more than one candidate for all positions.
- 7.7 An open nomination process will be available to the voting membership for all positions. The candidate with the greatest number of nominations from the membership and with a minimum of the greater of ten nominations or two percent of the voting membership will be placed on the ballot along with the candidates selected by the Nominations and Elections Committee.
- 7.8 A write-in option on the ballot as well as an option not to vote will be available for all positions.
- 7.9 Elections shall be decided by vote of the voting members in good standing and may be conducted by mail or by internet or other electronic communications technology. The

Nominations and Elections Committee shall be responsible for counting the returns and announcing the election results. The Nominations and Elections Committee shall notify the voting members and conduct a run-off election should the candidate receiving a plurality of votes fail to receive a number of votes exceeding 2 percent of the voting membership.

ARTICLE 8: DUES AND FEES

Dues and fees of WILD shall be determined by the Board of Directors with approval by the Chapter Liaisons Committee from time to time and shall remain in effect for not less than one (1) fiscal year.

ARTICLE 9: OTHER COMMITTEES

The Board of Directors may authorize the creation of additional Committees and may determine the titles, functions and objectives of such committees. To the extent permitted by law, the Board of Directors may delegate the powers and duties of the Board of Directors to such other Committees or persons and, to such extent, may otherwise determine their powers and duties. The Board of Directors may appoint the members of such committees or may authorize the President and/or any other officer or Director or the Committee Chair to appoint the members of any such committee.

ARTICLE 10: MEETINGS OF MEMBERS

10.1 ANNUAL MEETING

A meeting of members of WILD shall be held annually. At such meeting, the reports of the officers and the Board of Directors shall be presented. A meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

10.2 SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President or the Board of Directors, or when at least ten (10) percent of the voting membership petitions the Board of Directors in writing to call a special meeting. All requests for special meetings shall include a statement of purpose. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

10.3 NOTICE

Notice of each annual and special meeting of the members shall be in writing and shall comply with Virginia state law. The notices of meetings shall state the time, place and purpose of the meeting.

10.4 QUORUM

The presence of at least ten (10) percent of the total number of voting members (as of the record date for determining the membership list for entitlement to membership voting at such meetings) shall constitute a quorum. If a quorum is not met, the members present may adjourn the meeting provided that at least two weeks' notice of the new date shall be given to all members.

10.5 ACTION BY CONSENSUS

At all meetings of members, all motions (except as otherwise provided by statute or by these bylaws) shall be decided by consensus wherever possible.

- a. The spirit of consensus includes a shared understanding of why it makes sense to move ahead with a particular proposal. The process seeks to synthesize the wisdom of the group to produce the highest quality decision possible. Members may express Support or Stand Aside, indicating consent; or members may Block a decision, indicating that they believe the motion to be extremely unwise, irresponsible, or immoral, or one in conflict with the basic purpose for the group's existence.

Where the consent of all parties cannot be reached, the vote of a majority of the voting members present shall decide.

ARTICLE 11: INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any person made a party to any action, suit, or proceeding whether Civil or Criminal, by reason of the fact that they are or were a Director, Chapter Liaison, officer, elected official, or employee of WILD, shall be indemnified by WILD against judgments, fines, settlements, and the reasonable expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of such action, suit, or proceeding or in connection with any appeal therein, if such Director, Chapter Liaison, officer, elected official, or employee acted in good faith, for a purpose which they reasonably believed to be in the best interests of WILD and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, Chapter Liaison, officer, elected official, or employee may be entitled under any present or future law, statute, bylaw, agreement or otherwise. Whenever in this Article 11 reference is made to a Director, Chapter Liaison, officer, elected official, or employee, such reference shall be deemed to include the heirs, executors, and administrators of such Director, Chapter Liaison, officer, elected official, or employee. This section is intended to provide Directors, Chapter Liaisons, officers, and employees indemnification rights to the maximum extent permitted under Virginia law, as the same exists from time to time.

ARTICLE 12: LIABILITY OF MEMBERS, OFFICERS AND DIRECTORS

The private property of members, Directors and officers of WILD shall not be subject to the payment of Corporate debts or claims to any extent whatsoever.

ARTICLE 13: FISCAL YEAR

The fiscal year of WILD shall be determined, and may be changed, by the Board of Directors.

ARTICLE 14: AMENDMENTS TO THE BYLAWS

Except as limited by law, these bylaws may be adopted, amended or repealed by vote of the voting members. The polling of the voting membership shall be overseen by the Executive Committee. The voting membership shall be allowed six weeks to respond. An affirmation by two-thirds (2/3) of those members voting shall be necessary to approve a bylaws change.

ARTICLE 15: CORPORATE SEAL

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE 16: USE OF THE CORPORATE NAME OR INITIALS

Use of the name of Women in Lighting and Design, or its initials (WILD), in business affairs shall be as set forth in the Branding Guidelines and may be changed, by the Board of Directors.

ARTICLE 17: ASSOCIATED DOCUMENTS

The following documents are referred to in the bylaws, and should be read in conjunction with them. These documents that may be amended by a vote of the Board of Directors and Chapter Liaison Committee:

- a) The Mission and Vision Statements of WILD
- b) The Code of Ethics and Professional Conduct
- c) Chapter Charter