



1899 Preston White Drive  
Reston, Virginia 20191-4367  
www.igaea.org

# the communicator

Official publication of the INTERNATIONAL GRAPHIC ARTS EDUCATION ASSOCIATION, INC.

## Message from the President

As the Spring Semester comes to a close here at the Western Illinois University, I begin to think about the summer ahead. It seems that I always have visions of relaxing and getting away from all my academic responsibilities, but it never seems to happen. It seems the summer months are the time I am able to get a fresh perspective on my classes and come up with new ideas for the Fall Semester. During the school year, I never seem to have time to just sit and think. I am always doing something: teaching a class, going to a meeting, hosting an open lab, installing a new software, or giving our old AB Dick press a tune-up. It really seems that January was just last week, and now I'm amazed how quickly the last few months flew by. I am sure many of you feel the same way.

So, as you start to think about the summer, please make sure

you try to attend the IGAEA conference in the wonderful setting of Reno, NV. Think of it as a time to connect with your peers, listen to some great presentations, and eat great food. If you can make it to Reno, please try to extend your stay for a day or two before or after the conference, because there is much to do in the area American history is around every corner. Also, Lake Tahoe is not too far away.



The conference itself is shaping up to be very memorable. We are working on having our presentation schedule up on IGAEA.org within the next few weeks. New information is being added to the conference site frequently, so please make sure to check it often.

While we work through the last few weeks of the semester, please remember that we are doing what we do for our students. True, every aspect of teaching may not be that much fun, but the joy in seeing a student graduate is well worth

all the politics of teaching. Our students are the future graphic communicators of the world, so let's work to make them the best they can be.

Hope everyone has a great end of the school year and a summer filled with happiness and relaxation!

Charles Weiss, IGAEA President

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### IGAEA MISSION STATEMENT

The International Graphic Arts Education Association (IGAEA) is an association of educators in partnership with industry, dedicated to sharing theories, principles, techniques, and processes relating to graphic communication and imaging technologies.

## All About IGAEA

Founded in 1935, the International Graphic Arts Education Association, Inc. (IGAEA) is a non-profit organization of educators in partnership with industry, dedicated to sharing theories, principles, techniques and processes related to graphic communications and imaging technology.

Among the activities sponsored by IGAEA are an annual conference, a comprehensive publication program, industry liaison programs, and resource networks. IGAEA fosters career awareness by promoting Graphic Communications Week, assisting Boy and Girl Scouts with their merit badges and interest projects and recognizing success through the Gutenberg Student Awards.

IGAEA members include over 700 educators representing approximately 40,000 students; future prospective employees!

There are five different membership categories in IGAEA:

**Regular Membership** is open to educators, supervisors, and others engaged or interested in graphic arts, graphic communications, graphic design, photography, journalism, communication technology, and/or related fields.

**Sustaining Membership** is open to business, industry, foundations, organizations, and educational institutions.

**Associate Membership** is open to retired persons interested in graphic communications and imaging technology education.

**Student Membership** is open to all full-time students interested in graphic communications and imaging technology education.

**Library Membership** is open to all libraries that wish to receive IGAEA publications.

**Sustaining Members** are invited to make presentations at IGAEA Conference and at regional meetings. As a result of this participation, graphic communications and imaging technology educators and industry representatives get to know each other on both a personal and professional level. Sustaining members receive a handsome wall plaque, an annual membership directory, and all publications of the Association.

Sustaining Members representing various graphic communications and imaging technology industries and organizations are vital. Through their involvement, there exists an active network of industry/education partnerships.

Sustaining members are included with each issue of *The Communicator* and are invited to contribute articles.

## IGAEA Board of Directors

<b>President:</b>	<b>Charles Weiss</b> Western Illinois University, Macomb, IL 61455 P: (309) 298-1488; E: CT-Weiss@wiu.edu
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<b>First Vice-President:</b>	<b>Monika Zarzycka</b> University of Houston, Houston, TX 77204 P: (713) 743-4077; E: mzarzycka@uh.edu
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<b>Treasurer:</b>	<b>Jerry Waite</b> University of Houston, Houston, TX 77204 P: (713) 743-4089; E: jjwaite@central.uh.edu
<b>Immediate Past President:</b>	<b>Shaun Dudek</b> College of DuPage, Glen Ellyn, IL 60137 P: (630) 942-2040; E: dudeks@cod.edu
<b>Sustaining Member Chair:</b>	<b>Shaun Dudek</b> College of DuPage, Glen Ellyn, IL 60137 P: (630) 942-2040; E: dudeks@cod.edu

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<b>Region 5 Southwest:</b>	<b>Ken Macro</b> AZ, CA, HI, NV, UT California Polytechnic State Univ., San Luis Obispo, CA 93407 P: (805) 756-2257; E: kmacro@calpoly.edu
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<b>Region 7 England &amp; Europe:</b>	<b>John Stephens</b> University of the Arts London, London, UK Phone: 0207 514 6000
<b>Region 8 Asia:</b>	<b>Yung-Cheng Hsieh</b> National Taiwan University of Arts, Taiwan P: +886-2-2272-2181 x2250; E: hsiehisu@ms23.hinet.net
<b>Region 9 Canada:</b>	<b>Tyler Nagel</b> SAIT Polytechnic, Calgary, Canada T2M 0L4 P: (403) 210-4473; E: tyler.nagel@sait.ca view it

# 2011 Annual IGAEA Conference

By Tom Loch

Greetings fellow Graphic Artisans,

The IGAEA strives to offer a lot of benefits to our members, and the best way to experience those benefits is to attend an annual conference. For the first time, this year's annual conference travels to Nevada, and will be held in "The Biggest Little City in the World"—Reno. Our conference will be held in the Eldorado Hotel from Sunday, July 24 until Thursday, July 28. Located on the California border near Lake Tahoe, the Reno area has a lot to see and do before or after the conference.

This year's conference is being officially "hosted" by the IGAEA Board, and my wife Carol and I are honored to be the "host couple" of the conference and oversee the work of the board. We already have a few presenters lined up, including a Night with Adobe, and everyone is working hard at building a great program for participants and spouses.

There is no other professional organization that is specifically designed and uniquely positioned to support graphic arts educators better than the IGAEA. If you want to find ways to improve yourself and your program, and to network and share the camaraderie and experiences of other graphic arts educators, your best bet is to join your

fellow graphic artisans at this year's 2011 IGAEA Annual conference in Reno, Nevada!

If you haven't done so, please register for the conference. **THE LAST DAY TO REGISTER IS JUNE 20, 2011. THE EARLY BIRD SPECIAL IS MAY 27.** The form can be filled-in or downloaded and printed from the following website: <http://igaea.org/2011-Registration/registration.html>.

Monetary assistance is available to first time IGAEA Annual Conference attendees! If you would be a first time IGAEA Annual Conference attendee, check out the Paul VonHolz Conference Incentive Award to see what monetary assistance (\$300–\$500) is available for you at this year's conference.

Also, please apply to be a presenter. The theme of this year's conference is: "A Sure Bet—Working Together to Improve Graphic Arts Education." Presentations are needed for sessions on Monday–Wednesday, July 25–27. The form can be filled-in online (or downloaded) at the following website: <http://igaea.org/call-for-presentations.html>. If you have any questions about being a presenter, contact Presentation Coordinator Charles Weiss for additional information at [ct-Weiss@wiu.edu](mailto:ct-Weiss@wiu.edu).

For additional information about other aspects of the 2011 Annual Conference please visit: <http://www.igaea.org/conferences/2011>.

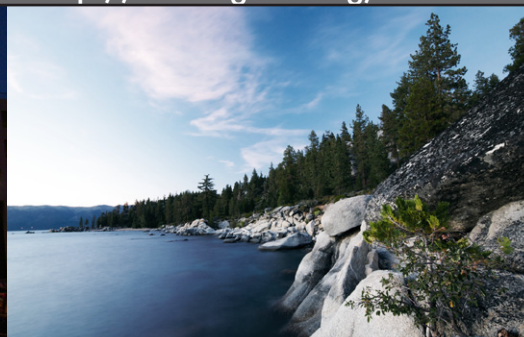
## 86th IGAEA Conference in Reno

Location:	Reno, Nevada
Dates:	July 24–28, 2011
Hosts:	Tom & Carol Loch
Accommodations:	Eldorado Hotel

**A Sure Bet**  
working together to improve  
graphic arts education



<http://www.igaea.org/2011>



# The Treasurer's Trove

By Jerry Waite

Now that the membership dues cycle has come to an end, I thought you might like to have an update on the Association's finances. This information will be of importance when you attend the annual IGAEA Business Meeting during our upcoming conference in Reno.

**Association Income:** A total of \$6,985 in dues has been paid by 174 regular members. In addition, we have received \$780 from 65 retired members and \$30 from student members. This represents a total membership of about 242. In addition, we received \$100 from IGAEA student chapters at two colleges/universities. These categories of membership receipts total \$7,895, which is far less than the \$12,860 approved by the IGAEA membership for the 2010–11 budget.

On the bright side, Immediate Past President Shaun Dudek has been very successful in obtaining sustaining memberships. To date, graphic-arts manufacturers, printers, and educational programs have contributed a total of \$6,050, which is \$4,050 more than budgeted for 2010–11. In addition, more libraries have paid memberships (\$650) than budgeted (\$120).

Overall, as of April 1, 2011, the Association has received a total of \$14,595 in membership dues. As compared to the member-approved 2010–11 budget, in which \$14,980 in membership dues were projected, we are currently running a deficit of \$385. That's reasonable. But, the only reason we have this modest shortfall is the generosity of our Sustaining Members and Shaun Dudek's success in attracting their support. Thank you, Shaun! We, as members of IGAEA, should be sure to support our Sustaining Members. You might even want to send them emails expressing your thanks. The contact information for each Sustaining Member is found in *The Communicator*.

**Other Cash Income:** The Association also received proceeds from the Illinois State Conference in the amount of \$5134.23. This money will be used to fund the Bob Cox Service Awards for the 2012 conference. Thus, it has no impact on the day-to-day operation of the Association.

**In-Kind Donations:** In addition to the pro bono work provided by all our dedicated Board and

Committee members, the Association has been very fortunate to receive the in-kind donation of the printing of the monthly *The Communicator* newsletters and bi-annual *Visual Communications Journals*. This gift, from the University of Houston, is due to the generosity of the Information and Logistics Technology Department. You may wish to direct your thanks to the chair of that department, Dr. Jerry Evans, at [jsevens2@Central.UH.EDU](mailto:jsevens2@Central.UH.EDU). This donation has saved the Association a budgeted \$2,700. The Association only pays for mail preparation and non-profit-rate postage.

**Investments:** The Association currently has a balance of \$74,064 in investments. Those investments have earned \$6731.85 since September 2010.

**Expenses:** The Association's primary expenses, to date, have been the cost of the Mid-Winter Board Meeting and postage costs. To mail invoices, ballots, newsletters, Graphic Communication Week Posters, and *VCJs* to you, we've spent nearly \$2,700. The Mid-Winter Board Meeting, including airfare, lodging, and meals, cost the Association about \$5,800. Lest you get the wrong idea, the Board Meeting was not lavish or in any way extravagant. As always, the Board members were housed two-to-a-room and yours truly (the ever-frugal Treasurer) made sure that no wasteful expenditures occurred.

Other major expenses included support for our annual booth at the Graph Expo show (nearly \$1,000) and our \$1,100 annual gift to the Print and Graphics Scholarship Foundation for the Jack Simich scholarship. In addition, the simple costs of doing business (liability insurance, bank fees, audit, website expenses, envelopes, printer cartridges, and so on) have consumed another \$3,000 or so.

**Commentary:** The IGAEA is currently in a sound financial condition due primarily to the foresight of previous boards that saved wisely and built up a nest egg of nearly \$75,000. We have also been blessed with very supportive Sustaining Members. But, we have to seriously consider whether or not the Association is sustainable in the long run.

For example, just two expenses...postage and Mid-Winter Board Meeting costs...exceed the entire

income received from our regular and sustaining members. Even if the Mid-Winter Board Meeting ceased to exist (that would require Bylaws changes), the income from dues could not pay for the Association's day-to-day operations...especially if the University of Houston stops donating the printing of *The Communicator* and the *Visual Communications Journal*.

In my mind, there are two alternatives. First, we can raise our annual dues to be in line with those charged by similar associations (most charge \$80 or more per year). Or, we can double our membership. Either of these choices would make the Association sustainable. There could also be other alternatives.

I ask you to think about this issue and come to the Reno Conference Business Meeting with your ideas. Or, even better, email me ahead of time at [jwaite@uh.edu](mailto:jwaite@uh.edu).

## QR Codes: It's All About Analytics

By Joe Marin, *Printing Industries of America*

Marketers are looking for ways to get more from their print budgets while tracking the success of print campaigns at the same time. Historically, printers have responded through the use of customized print and PURLS. Today and moving forward, QR codes represent a terrific way to extend the value of the printed page and provide the necessary analytics that marketers want.



Until recently, the success of a print campaign was a difficult thing to track. With the exception of PURLs or a special URL that was specifically tied to a printed piece, there were not any other technologies to provide feedback on the effectiveness of a print campaign. QR codes, when read with a smart phone, have the capabilities of capturing much more information than a PURLs ever could. They can track the number of scans and the geographic location in which the scan took place.

Almost every smart phone has geo-location technology as a feature. These geo-location services are linked to many of the reader applications that the consumer uses to scan QR codes. Why is this

relevant? Not only can the analytics uncover the effectiveness of the printed piece from a “number of scans” perspective, but also where the printed piece was scanned. This is particularly interesting because, since print is often passed on from one person to another, it allows marketers to see how far—from a location standpoint—a print campaign has had an impact.

Creating QR codes is easy and free—just Google QR code generator and you'll see hundreds of sites that will allow you to create one. Just creating a QR code, however, is simply not enough. You need to be able to create a QR code using a solution that also tracks the analytics that marketers crave. These solutions will create the QR code from a URL, then link it to a web-based administrative “back-end” that will allow you (or the marketer) to see number of scans and (with some solutions) the geographic location of the scan.

There are many products on the market that provide these analytics. Some providers of these solutions are free and others charge a fee. Some examples of these products include (this is a sampling of solutions and by no means a complete list):

- [www.qrcodetracking.com](http://www.qrcodetracking.com) — QR code generator and analytics tracking solution. This solution tracks number of scans and geo-location information. Free to try, but no pricing information was published on the website.
- [www.greateandtrack.com](http://www.greateandtrack.com) — Generates QR codes for websites, landing pages, contact information, promotional codes, etc. Tracking includes number of scans per hour/per day, mobile device used for scanning, but no geo-location information. Plans start at \$19/month to track 5000 QR codes.
- [www.greatebuzz.com](http://www.greatebuzz.com) (beta)—QR code generator and analytics tracking solution. This solution is free and does not track geo-location, only number of scans.
- [www.qrtrace.com](http://www.qrtrace.com) — Free QR code generator and analytics. Free solution tracks only number of scans, not geo-location information.
- [www.scannation.com](http://www.scannation.com) — Create QR codes and track campaign success using the ScanNation campaign management system. No pricing information was published on the website.

The key to QR codes is the continued growth of smart phone use. Currently, 17% of all phones that have been sold worldwide are smart phones

and indications are that this trend will continue. As smart phones continue to gain market share, the demand for QR codes in print will also grow. For printers, QR codes are an easy technology to integrate with any job where analytics must be tracked. And for marketers, QR codes offer an additional bonus if they can get potential customers to interact with the printed page to gather additional customer information or sell a product.

## Common Mailing Mistakes

By Jim Workman, *Printing Industries of America*

While companies that have just started offering mailing services are prone to learn painful lessons, even experienced mailers will occasionally run afoul of USPS requirements. To help, we've put together a list of 10 fundamental mailing mistakes.

Of course, there are many ways to either lose postal discounts or fail to take advantage of them. Understanding postal requirements is crucial, despite the challenge of confusing and acronym-laden USPS language. There are many industry resources that can help you, including our mailing web pages (<http://www.printing.org/ mailing>).

Here's our list of 10 mistakes to avoid:

1. Mailing a job as a flat when it could have been mailed as a letter
2. Designing an unusually shaped piece without understanding the postage ramifications
3. Failing to check weight
4. Poor data quality
5. Personalization that Runs Afoul of USPS Regulations
6. Not checking the final folded thickness of the piece
7. Wrong permit number of language on indicia
8. Wrong service endorsement on piece
9. Failure to comply with Move Update requirements
10. Issues with the layout of the address block

To access additional detail about each mistake, visit <http://www.printing.org/page/9380>.

## A Fundamental Look at Plate Curves

By Joe Marin, *Printing Industries of America*

Printing to any industry standard such as ISO 12647-2 requires a discussion about plate curves. To print to any of these conditions on press, the plate must be adjusted—or “curved”—to achieve the desired results. Often, there are a variety of curves built for various presses and paper stocks, which can be a time-consuming process. The question is: Should the curves to print to these industry standards be built from plates in their “natural” state or from linear plates?

Building plate curves from their natural state refers to imaging the plate with no curves applied; the plate is placed into the platesetter and imaged as-is. The curves are then built from that condition. Alternatively, building plate curves from a linear state means “linearizing” the plate (i.e., 50% requested = 50% measured on plate) before building the plate curve for the desired printing condition.

What's the best method? Since changing plate manufacturers is common, building plates from their natural state can be dangerous. It is unlikely that a new plate will have the same characteristics as the previous one, causing all curves for specific presses and/or paper stock to be re-built.

However, for printers using a linear approach, all that is required when changing plate manufacturers is to re-linearize the new plate—the other curves can be retained. To learn more about the options with plate curves and process control considerations, watch our training video: *Tone Curve Considerations for CTP* at: <http://www.printing.org/page/5567>



# Standard Viewing Conditions

By Dillon Mooney, *Printing Industries of America*

Standard viewing conditions for evaluating color on proofs and press sheets are critical as the metamerism effect of inks will cause some color to appear differently under various lighting conditions. By using standard viewing conditions color will appear the same when viewed at different locations.

The light used should be D50, which has a specific spectral curve between 300 and 780 nanometers. D50 is 5000K, but there may be fluorescent bulbs that will claim to be D50 or 5000k that will not conform to the lighting specification (ISO 3664-2009). The bulbs that most closely match the D50 spectrum in the specification are those made specifically for the graphic arts industry and sold by viewing booth manufactures. There are other 5000K bulbs available, but they are not D50 and many of these would not be considered to be acceptable for ISO viewing as they fall outside the tolerance. The amount of light is another criterion for viewing compliance; for critical color viewing the requirement is 2,000 lux,  $\pm 250$  lux. The number of bulbs and distance from the viewing surface determine the amount of light. To obtain the correct lighting intensity it is not practical to put D50 bulbs in overhead light fixtures in a suspended ceiling and light an entire room to P-1 viewing standards. All color critical viewing should be done in a viewing booth.

Another overlooked requirement of ISO 3664 is the amount of light (non D50) that illuminates the print being examined in the viewing booth. This means that the viewing booth should be in a dark or dimly lit room. Viewing booths with backs and sides would help reduce room light contamination.

For more information about the impact of viewing conditions please read it at:

<http://www.printing.org/viewingconditions>.

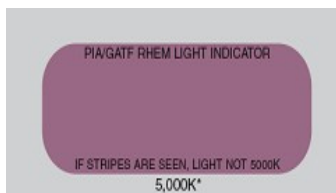


Figure 1 – Appearance with 5000 K standard light source

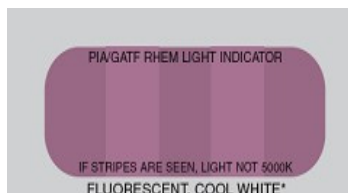


Figure 2 – Appearance with fluorescent light source

# Printing Past

By Hans Kellogg



Printing's Past is a feature of *The Communicator* in which visual teasers, interesting stories, and entertaining anecdotes delve into the colorful and expansive history of the graphic communication industry.

The last entry for Printing's Past was a series of photographic images taken during Graph Expo 2010 held October 3-6, at McCormick Place South, Chicago, IL. The photographs were 30" tall, terra-cotta shields that were affixed to the outside of R. R. Donnelly's Calumet printing plant.

Were you able to determine what they were or what was their purpose?

The colorfully painted terra-cotta shields were interpretations of printer's marks, e.g. signature marks of famous individual printers, such as Caxton, DeVenne, or Aldus. Intending to hinder their copying, these marks were extremely intricate. Shaw, the Chicago architect, took some artistic license but held to the spirit of the marks. An example was the shield with the three ink balls and the Chevron. While these were not together on any specific printers marks, they were found separately on many old printers marks.

The new mystery item for this Communicator is a steel tool that stands about 2 inches tall, is painted black with smooth machined edges. The three small marks on the edge are significant to the tools use.

Can you identify this tool? Do you know its use? Check the next Communicator for the answer to this historical mystery.



## List of Sustaining Members

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**University of Houston,**

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**Dynamic Printing Source,**

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**P I A S C,**

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**Performance Screen Supply,**

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Paul Foster, <http://www.pgama.com>

**Printing Industries Association, Inc. of AZ/NM,**

Sandi Neuman, [www.piaz.org](http://www.piaz.org)

**Quark Inc.,**

Geredith Gonzalez, <http://8.quark.com/education>

**Ulano Corporation,**

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**Chowan University,**

Mike Steczak, [www.chowan.edu](http://www.chowan.edu)

**College of DuPage Student Chapter,**

Shaun Dudek, [www.cod.edu/gat](http://www.cod.edu/gat)

**Eastern Kentucky Univ.,**

Dave W. Dailey, [www.technology.eku.edu/Academics/PrintMgt](http://www.technology.eku.edu/Academics/PrintMgt)

**Eastern Westmoreland Career & Technology Center,**

Brent Polinsky, [www.ewctc.net](http://www.ewctc.net)

**Illinois State University Student Chapter,**

Dan Wilson, [http://tec.illinoisstate.edu/graphic\\_communications/index.html](http://tec.illinoisstate.edu/graphic_communications/index.html)

**New York University,**

Bonnie A. Blake

**North Carolina A & T Univ.,**

Cynthia Carlton Thompson, [www.ncat.edu/~gcsts](http://www.ncat.edu/~gcsts)

**North Shore Technical High School,**

Mark Blanchette, [www.nsths.mec.edu](http://www.nsths.mec.edu)

**R I T School of Print Media,**

Patricia Sorce, <http://cias.rit.edu/printmedia/>

**University of Central Missouri,**

Dave Barabas, [www.ucmo.edu](http://www.ucmo.edu)

**University of Houston Student Chapter,**

Jerry Waite, <http://igaeauh.info/>

**Western Michigan University,**

Lois Lemon, [www.wmich.edu/pci](http://www.wmich.edu/pci)

### General Sustaining Members

**Flexographic Technical Assoc.,**

Shelly Rubin, [www.flexography.org](http://www.flexography.org)

**GAERF Graphic Arts Education & Research Found.,**

Eileen D. Cassidy, [www.npes.org](http://www.npes.org)

**NPES The Assoc. for Suppliers of Printing, Publishing, & Converting Technologies,**

Ralph Nappi, [www.npes.org](http://www.npes.org)

**Sales Directors Inc.,**

Whyman Douglas, [www.salesdirectors.com](http://www.salesdirectors.com)

**Specialty Graphic Imaging Association,**

Michael Robertson, [www.sgia.org](http://www.sgia.org)





# IGAEA Constitution and Bylaws

January 2009 July 2011

International Graphic Arts Education Association, Inc.  
1899 Preston White Drive  
Reston, VA 20191-4367

# IGAEA

## Constitution and Bylaws

Adopted: August, 1969

Revised: July, 1980

Revised: May, 1986

Revised: August, 1989

Amended Bylaw Article IX: 1990

Amended Bylaw Articles III and X: 1991

Amended Bylaw Article II: August, 1993

Amended Constitution Articles II and III: July, 1995

Amended Bylaw Articles I, II, III, IV, VII, VIII, IX, X, XII, and XIII: August, 1995

Amended Bylaw Articles I, II, III: August 1997

Amended Constitution Article V: May 1999

Amended Bylaw Articles III, IV, V, VII, X: May 1999

Amended Bylaw Article XIX: July 2001

Amended Bylaw Articles II, III, IV, V: May 2002

Amended Bylaw Article XI: July 2002

Amended Bylaw Article III: July 2004

Amended Bylaw Article III, VII: August 2005

Amended Bylaw Articles III, IV, VIII, IX: ~~August~~ **July** 2009

**Ammended Bylaws Articles I, II, III, IV, VII, XIX July 2011**

# International Graphic Arts Education Association, Inc.

# Constitution

## ARTICLE I

### *Name*

**Section 1.** The name of the organization shall be the “International Graphic Arts Education Association, Inc.” (IGAEA)

**Section 2.** IGAEA’s registered office in Delaware (State of incorporation) is at 100 West 10th Street, Wilmington, County of New Castle, Delaware 19801.

**Section 3.** The IGAEA business address is 1899 Preston White Drive, Reston, Virginia 20191-4367

## ARTICLE II

### *Mission and Goals*

#### **Mission**

The International Graphic Arts Education Association (IGAEA) is an association of educators in partnership with industry, dedicated to sharing theories, principles, techniques and processes relating to graphic communications and imaging technology.

#### **Goals**

To accomplish the IGAEA mission, the following goals are set forth. IGAEA will:

**Section 1.** provide leadership for professional growth and development in graphic communications education and related subjects;

**Section 2.** foster scholarship, research, and information sharing through partnership with educational and industrial associations, companies, and individuals; and

**Section 3.** promote a positive image of the graphic communications industry and its career opportunities.

## ARTICLE III

### *Membership*

The categories of membership shall be regular, associate, honorary life, student, sustaining, and library.

## **ARTICLE IV** ***Legal Status***

**Section 1.** IGAEA is a nonprofit organization established under the Internal Revenue Code 501(c)(3) category.

**Section 2.** No part of the net earnings of the Association shall inure to benefit any member.

**Section 3.** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempt to influence legislation.

**Section 4.** IGAEA shall neither participate nor intervene in any political campaign on behalf of any candidate for public office.

**Section 5.** IGAEA shall not have the power to issue capital stock. It shall be a membership corporation.

## **ARTICLE V** ***Officers and Committees***

**Section 1.** The officers of IGAEA shall consist of President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past-President, and the Regional Vice Presidents.

**Section 2.** To carry on the business of IGAEA, there shall be a Board of Directors, which shall consist of the above named officers (excluding the Regional Vice Presidents).

**Section 3.** There shall be standing committees as designated in the Bylaws, and ad hoc committees as appointed by the President and approved by the Board of Directors.

## **ARTICLE VI** ***Meetings***

There shall be at least one annual international conference which shall include a business meeting. IGAEA may hold or sponsor as many other meetings as the Board of Directors may consider advisable.

## **ARTICLE VII** ***Amendments***

Amendments to the Constitution may be made only as set forth in the Bylaws of the Association.

End of IGAEA Constitution– Amended at Annual Business Meeting, July 25, 2003.

# International Graphic Arts Education Association, Inc.

## Bylaws

### ARTICLE I *Types of Membership*

**Section 1. Regular membership** shall be open to educators, supervisors, and others engaged or interested in graphic arts, graphic design, photography, journalism, communication technology, and/or related fields.

**Section 2. Associate membership** shall be open to retired educators, supervisors, and others engaged or interested in graphic arts, graphic design, photography, journalism, communication technology, and/or related fields.

**Section 3. Honorary life membership** may be bestowed upon persons whose long and distinguished contribution to graphic arts education is recognized by action of the membership at the Annual Business Meeting. Only the Board of Directors may nominate honorary life members. Honorary life members shall not pay dues.

**Section 4. Student membership** shall be open to all students interested in graphic arts, graphic design, photography, journalism, communication technology, and/or related fields.

**Section 5. Sustaining ~~business and industry~~ membership** shall be open to companies, foundations, **student chapters, educational institutions,** and organizations, **which that** desire to support the mission and goals of IGAEA.

**~~Section 6. Sustaining educational institution membership~~** shall be open to educational institutions which desire to support the mission and goals of IGAEA.

**Section 7. Library membership** shall be open only to educational institution libraries.

### ARTICLE II *Dues*

**Section 1.** The annual dues for **regular, associate** and **student** members will be recommended by the Board prior to the Annual Business meeting and approved by the membership at the Annual Business meeting by a 2/3 majority vote.

**Section 2.** Dues shall *not* be required of **honorary life** members.

**Section 3.** The board shall set the annual dues for all **sustaining members, and libraries.** ~~business and industry, educational institutions, and libraries.~~

### ARTICLE III *Officers*

**Section 1.** Only a regular or associate member shall be eligible to hold office. No person may be nominated for office who has not been a member in good standing for three

consecutive years prior to the year of nomination. No person shall be nominated for more than one office during an election. The President-Elect must have served previously on the Board of Directors or as a Regional Vice-President or attended 4 Annual IGAEA Conferences.

**Section 2.** A **President-Elect** shall be elected each year for a term of three years: the first year as President-Elect; the second as President; and the third year as Immediate Past-President.

**Section 3.** The **First Vice-President** shall be elected in even numbered years for a term of two years.

**Section 4.** The **Second Vice-President** shall be elected in odd numbered years for a term of two years.

**Section 5.** The **Secretary** shall be elected in odd numbered years for a term of two years.

**Section 6.** The **Treasurer** shall be elected in even numbered years for a term of two years.

**Section 7.** After serving for two consecutive terms, a person shall be ineligible to serve in the same office for a like period. The President-Elect may not repeat the office for a period of three years after completion of the term of office.

**Section 8.** There shall be nine **Regional Vice-Presidents**, each elected or appointed for a two-year term. A Regional Vice-President may serve up to three consecutive terms and may not serve in that capacity again until a period of two years has elapsed after completion of the term of office. In regions that have more than 25 members, a Regional Vice-President shall be elected by their regional membership for a two-year term. In regions with 25 or less members, a Regional Vice-President may be appointed by the Board of Directors for a two-year term if no nominations are received. To be eligible for Regional Vice-President, a candidate must have been a member for at least two years. Regional Vice-Presidents for odd numbered Regions shall be installed in even years and even numbered Regions in odd years.

**Area representatives** shall be appointed by each Regional Vice-President for a term of two years. Area representatives shall work with the Regional Vice-President on all membership promotion and meeting activities.

These nine regions are:

1. **North Central**—Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin
2. **Northeast**—Connecticut, Delaware, District of Columbia, Ohio, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, West Virginia, Vermont
3. **Southeast**—Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, **and Atlantic U.S. Territories**
4. **South Central**—Arkansas, Colorado, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, Texas
5. **Southwest**—Arizona, California, Hawaii, Nevada, Utah, **and Pacific U. S. Territories**
6. **Northwest**—Alaska, Idaho, Montana, Oregon, Washington, Wyoming
7. **Europe International**—U.S. Territories and other countries, except those included in Region 8:

8. ~~Far East~~—Asia.

9. ~~Canada~~—

**Section 9.** Elected and appointed officers shall assume the duties of their offices when officially installed during the annual banquet.

## ARTICLE IV *Duties of Officers*

**Section 1. President**—The president shall act as chairperson of the Board of Directors and shall be responsible for the promotion and advancement of IGAEA. The president shall preside at all meetings of the Board of Directors, Executive Assembly, and the Annual Business Meeting. The President shall act as chairperson of the current conference. The President shall act as an ex officio member of all committees.

**Section 2. President-Elect**—The President-Elect shall act as chairperson of the Administrative Handbook, Constitution & Bylaws, and Resolutions Committees. The President-Elect shall serve as mentor for the conference which occurs during his or her term as President. The President-Elect shall consult the President, other officers, and Conference Host in planning the conference program. In the event of resignation or removal from office of the President, for any reason whatsoever, the President-Elect shall automatically fill the office so vacated and assume all duties and responsibilities of that office. Such incumbency shall continue throughout the remainder of the unexpired term of office.

**Section 3. First Vice-President**—The First Vice-President shall act as chairperson of the Publications Committee. The First Vice-President shall gather, edit and prepare material for *The Communicator*, *Visual Communications Journal*, and other Association publications. The First Vice-President may appoint, with the approval of the Board of Directors, guest editors to assist in these duties.

**Section 4. Second Vice-President**—The Second Vice-President shall act as chairperson of the Membership Committee. The Second Vice-President shall promote regional meetings. The Second Vice-President shall maintain at all times a complete and accurate list of members and shall issue to the membership each year a list of current members in good standing. The Second Vice-President shall be responsible for billing current members each year for their current dues.

**Section 5. Secretary**—The Secretary shall act as chairperson of the Web Media Committee. The Secretary shall record the minutes of all meetings of the Board of Directors, the Executive Assembly, and the Annual Business Meeting. The Secretary shall be responsible for notifying members of meetings and proposed changes in the Constitution and Bylaws. The Secretary shall be responsible for all general ~~mailings~~ **communications** to the membership.

**Section 6. Treasurer**—The Treasurer shall be responsible for the receipt of all funds and shall at all times be under bond sufficient to protect the assets of IGAEA. All assets shall be in the name of IGAEA and co-signed by ~~the President-Elect~~ **one additional board member**. The methods used by the Treasurer in all matters related to the payment of bills, deposition of funds, keeping of records, etc., shall be approved by the Board of Directors. The Treasurer shall prepare a proposed budget for the next year to be presented to the Board of Directors at the annual conference. The Treasurer shall arrange for an annual review of all IGAEA funds by a nonaffiliated CPA.

**Section 7. Regional Vice-Presidents**—Regional Vice-Presidents shall be responsible

in their areas for promoting membership, publicizing activities of IGAEA, providing material about their area to the Publications Committee, and promoting regional meetings and other graphic arts activities.

**Section 8. Immediate Past-President**—The Immediate Past-President shall be chairperson of the Advisory Council, Nominations and Election, and Sustaining Member/ Industry Liaison Committees.

**Section 9. Removal from office**—Should any officer of IGAEA fail to carry out the assigned duties of that office, that officer may be removed from that office by a majority vote of the Board of Directors. Written notice and the result of the vote must be sent to the officer so removed by registered mail. The reasons for the removal must be stated in the letter of notification.

## ARTICLE V *Executive Assembly*

**Section 1.** The Executive Assembly shall consist of the Board of Directors and the Regional Vice-Presidents. It shall deal with all matters of policy which affect IGAEA operations not covered by the Bylaws or which the Board of Directors deems sufficiently broad in scope and meaning to demand action of a larger group.

**Section 2.** The Executive Assembly is a body, legislative in character, whose purpose is to broaden the basis of executive action yet assigned definite administrative tasks and responsibilities. It is conceived as an extension of policy determination under general control of the Board of Directors, and as an agency for action on vital problems and issues not covered by the Bylaws.

## ARTICLE VI *Advisory Council*

An Advisory Council shall be appointed by the President and approved by the Board, for a term of one year. Membership shall consist of five Past-Presidents and two sustaining members. This council shall advise the officers of IGAEA in all matters pertaining to the welfare of the Association. The Immediate Past-President shall serve as chairperson of the Council.

## ARTICLE VII *Election of Officers*

**Section 1.** Only regular, associate and honorary life members are eligible to vote.

**Section 2.** The election of all officers shall be conducted by mail ballots as provided for in Section 3. This election shall be completed at least two months prior to the annual conference.

**Section 3.** A Nominations and Election Committee consisting of the Immediate Past-President, who shall serve as chairperson, and four regular, associate, or honorary life members shall be appointed by the current President-Elect with approval by the Board of Directors during the midyear Board meeting. These appointments run for a two-year term, alternating two positions each year. It will be the duty of the Nominations and Election Committee to conduct the election according to the following procedures:

- a. A slate of ~~at least two and not no~~ more than three nominees for each Board office and ~~no more than~~ two nominees for each regional vice-presidency being vacated will be selected by the committee. This slate will be presented to the Board at the ~~close of the annual conference for approval~~ **midyear board meeting**.



- b. The committee shall receive written confirmations from each all nominees stating their willingness to have their names appear on the ballot for a given position, and that they will serve if elected.
- c. Professional resumesstatements of all candidates for open Board offices and each open Regional Vice-President position will be mailed to all voting members by ~~March~~ April 15. Appropriate ballots will be mailed to all voting members simultaneously. The membership of IGAEA shall be notified by the Immediate Past-President, and a new election conducted, in the event of the withdrawal of a nominee whose name has been placed upon the ballot and distributed to the membership in the conduct of the election. Ballots are to be postmarked by ~~April~~ May 15. Elections may be held electronically at the discretion of the board.
- d. The ballot with the names of candidates for each Board office will be a single-selection-vote ballot. The single- selection-vote ballot asks the membership to select a single candidate for each office.
- e. The Regional Vice President’s ballots for each open region will be prepared with the names of two candidates. These ballots will be sent only to those voting members in the region for which the Regional Vice-President will serve.
- f. The ballots will be tabulated by the Immediate Past-President and verified by the Auditing Committee. The results will be sent to the President, who will contact the newly elected officers, and report the results in *The Communicator* as well as at the Annual Business Meeting. In the case of a tie, decision shall be by lot, directed by the President with at least two other IGAEA members present.
- g. Any member of the Nominations and Election Committee or Auditing Committee who is considered for nomination will immediately terminate his or her participation in these committees.

## ARTICLE VIII

### *Board of Directors*

**Section 1.** The administrative body of IGAEA shall be the Board of Directors composed of the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past-President.

**Section 2.** The administration of the affairs of IGAEA shall be vested in the Board of Directors, which shall be further authorized to take whatever action it deems necessary for IGAEA, providing that none of these actions conflict with either the Constitution or Bylaws of IGAEA.

**Section 3.** In the event of the resignation or vacancy of the office of President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, or Immediate Past-President for any reason whatsoever, the vacancy shall be filled by vote of the Board of Directors. Such appointment shall be made within one month and shall be effective until the end of the unexpired term of office.

**Section 4.** Meetings of the Board of Directors shall be called by the President. As much business as possible shall be carried on by correspondence. A summary of such correspondence shall be kept by the Secretary as part of the records of IGAEA.

**Section 5.** The President shall act as the chairperson of the Board of Directors. The President-Elect shall act as the chairperson in the absence of the President.

## ARTICLE IX

### *Committees*

**Section 1.** List of Standing Committees:

- Administrative Handbook
- Associate Members
- Auditing
- Paul D. Von Holtz Conference Incentive Award
- Conference Planning
- Conference Site
- Constitution and Bylaws
- Graphic Communications Week
- Gutenberg Awards
- History & Archives
- Membership
- Nominations and Election
- Project/Idea Exchange
- Publications
- Resolutions
- Scout Merit Badge
- Sustaining Member/Industry Liaison
- Web Media Committee

**Section 2.** Chairpersons of standing committees, other than those designated by officer assignments, shall be appointed by the President with the approval of the Board of Directors. Only regular, associate and honorary life members may serve as committee chairpersons.

**Section 3.** Members of the standing committees shall be appointed by the President with the approval of the Board of Directors. The President may delegate this responsibility to the committee chairpersons.

**Section 4.** Members of the standing committees shall be appointed for a two-year period. Appointments are made each year to replace one-half of the committee.

**Section 5.** Ad hoc committees may be appointed by the President with the approval of the Board of Directors for a one-year term.

## ARTICLE X

### *Duties of Committees*

**Section 1. Administrative Handbook**—The chairperson shall be the President-Elect. The committee shall be responsible for reviewing and keeping the *Administrative Handbook* current.

**Section 2. Associate Members**—The chairperson shall be appointed by the President and approved by the Board. The committee shall maintain a list of retired and deceased members for the current year who have supported IGAEA. The committee shall also

assist the Conference Host in planning the Memorial Service at the annual conference.

**Section 3. Auditing**—The chairperson shall be appointed by the President and approved by the Board. The committee shall audit the election results as per the Bylaws, and conduct any other audits deemed necessary by the Board of Directors.

**Section 4. Paul D. Von Holtz Conference Incentive Awards**—The Chairperson shall be appointed by the President and approved by the Board. The committee shall offer to new members, or members who have not attended an IGAEA Annual Conference, an inducement to attend their first Annual Conference. Eligibility and the selection process shall be determined by the committee and approved by the Board of Directors.

**Section 5. Conference Planning**—The chairperson for the current Conference Planning Committee shall be the President. The Board of Directors shall approve a Conference Host and appoint that person Conference Program Chairperson, who in turn shall appoint a local Conference Planning Committee. The President shall work with the Conference Host and the local planning committee to work out details for the Annual Conference of IGAEA. The Conference Host shall report frequently to the President the progress of the local arrangements. The *Conference Planning Guide* shall be utilized by the committee.

**Section 6. Conference Site**—The chairperson shall be appointed by the President and approved by the Board. The committee shall seek future annual conferences and sites for those conferences. Recommendations shall be made to the Board of Directors at least three years in advance. The *Conference Planning Guide* shall be utilized by the committee.

**Section 7. Constitution and Bylaws**—The chairperson shall be the President-Elect. The Constitution and Bylaws Committee shall be responsible for reviewing, updating, and proposing amendments to the current Constitution and Bylaws.

**Section 8. Graphic Communications Week**—The chairperson shall be appointed by the President and approved by the Board. The committee shall promote Graphic Communications Week, to be held each year during the week of Benjamin Franklin's birthday. The committee shall be responsible for the preparation of materials to be distributed to teachers and other interested persons in their preparation for activities during this week.

**Section 9. Gutenberg Awards**—The chairperson shall be appointed by the President and approved by the Board. The committee shall promote student graphic arts activities at all levels of instruction. The committee shall also arrange for and promote a student graphic arts exhibit at the annual conference.

**Section 10. History and Archives**—The chairperson shall be appointed by the President and approved by the Board. The committee shall be responsible for depositing archival materials of IGAEA with a depository approved by the Board of Directors.

**Section 11. Membership**—The chairperson shall be the Second Vice-President. Members will include the Regional Vice-Presidents and the area representatives. Regional Vice-Presidents shall serve as chairpersons of the seven subcommittees composed of the area representatives from their respective regions. Area representatives shall be nominated by members of their respective area. The committee shall prepare membership materials and carry out membership drive activities.

**Section 12. Nominations and Election**—The chairperson shall be the Immediate Past-President and the Nominations and Election Committee shall be responsible for the election of officers as specified in Article VII.

**Section 13. Project/Idea Exchange**—The chairperson shall be appointed by the

President and approved by the Board. The committee shall encourage the membership to exchange project ideas, and ideas for activities to improve teaching, learning, and public relations. The committee shall also promote the exchange of same at the Annual Conference and through Association publications.

**Section 14. Publications**—The chairperson shall be the First Vice-President. The function of this committee shall be to gather, select, edit and prepare materials for *The Communicator*, *Visual Communications Journal*, and *Research and Resources Reports*. This committee shall also provide advice and suggestions regarding any other material to be published by IGAEA.

**Section 15. Resolutions**—The chairperson shall be the President-Elect. The committee shall develop appropriate resolutions to be presented to the membership at the Annual Business Meeting.

**Section 16. Scout Merit Badge**—The chairperson shall be appointed by the President and approved by the Board. The committee shall work with scouting organizations in keeping their merit badge programs in graphic arts and related subjects up to date.

**Section 17. Sustaining Member/Industry Liaison**—The chairperson shall be the Immediate Past-President. The chairperson may appoint, with Board of Directors' approval, a person to be responsible for recruiting and retaining sustaining members. The committee shall strive for a mutually beneficial relationship with industry and its representatives.

**Section 18. Web Media Committee**— The chairperson shall be the Secretary. The chairperson may appoint, with Board of Directors' approval, persons to be responsible for updating and maintaining the site. The committee shall manage the IGAEA's web presence including, but not limited to the IGAEA's web site.

## ARTICLE XI

### *Meetings*

**Section 1.** The Annual Business Meeting shall take place at the Annual Conference of IGAEA.

**Section 2.** The dates for the Annual Conference of the IGAEA shall be determined by the Conference Host and approved by the Board. Conferences are held in the summer.

**Section 3.** During the Annual Conference, the Board of Directors shall meet at least once before and once after the Annual Business Meeting.

**Section 4.** During the Annual Conference, the Board of Directors shall meet with the Advisory Board in a formal meeting.

**Section 5.** During the Annual Conference, a date will be decided upon, by the newly installed Board, for a Midyear Board of Directors' meeting.

**Section 6.** Other meetings may be arranged and held as deemed necessary by the Board of Directors.

## ARTICLE XII

### *Membership and Fiscal Year*

**Section 1.** The membership and fiscal year shall be from January 1 through December 31, including that of the sustaining membership. The Treasurer shall present a preliminary financial report at the Annual Business Meeting.

## **ARTICLE XIII**

### ***Order of Procedure***

The following order of business shall be observed at Board of Directors' Meetings and the Annual Business Meeting of IGAEA:

1. Reading of minutes
2. Treasurer's budget report
3. Board of Directors' reports
4. Regional Vice-Presidents' reports
5. Committee reports
6. Ad Hoc Committee reports
7. Unfinished business
8. New business
9. Adjournment

## **ARTICLE XIV**

### ***Affiliation***

IGAEA may grant affiliation to any State or Regional group having similar purposes. The Executive Assembly shall approve the affiliation. The Secretary shall prepare and mail a suitable certification of affiliation to the new affiliate.

## **ARTICLE XV**

### ***Amendments***

**Section 1.** Constitution and/or Bylaws—Amendments to the Constitution and Bylaws may be proposed by the Board of Directors and by members in good standing. For a member to propose a Constitutional or Bylaws change it must be presented to the Board of Directors in writing. If the Board does not wish to suggest this proposed change to the membership but the member making the proposal wishes it to be brought to a vote, the individual can force the proposal to a vote by presenting a petition to the Board with signatures of fifty members of IGAEA. The Secretary shall send a copy of each proposed amendment to all regular, associate and honorary life members on the IGAEA mailing list. The membership shall have thirty days from the date of the mailing to propose changes, additions, and/or alternatives to the proposal following the procedure stated above.

A ballot will then be mailed to all regular, associate and honorary life members whose dues have been received by the Second Vice-President on or before the date of the ballot mailing.

A two-thirds majority of the ballots received, which have been postmarked within twenty days of the date of the ballot mailing, is required for an amendment to become a part of the Constitution and/or Bylaws.

**Section 2.** The Bylaws of IGAEA may also be amended at the Annual Business Meeting by a two-thirds majority vote of the members present.

## ARTICLE XVI

### *Parliamentary Authority*

**Section 1.** *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and Bylaws of IGAEA.

**Section 2.** The President shall appoint a parliamentarian at all business meetings.

## ARTICLE XVII

### *Indemnification of Officers and Other Persons*

**Section 1.** Directors and officers of the Association or of a subsidiary of the Association shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action, suit or proceeding, civil, criminal, administrative, investigative, or other (whether brought by or in the right of the Association or a subsidiary or otherwise), arising out of their service to the Association or a subsidiary or to another organization at the request of the Association, or because of their positions with the Association. Persons who are not directors or officers of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Association. The Association may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability, cost, or expense incurred in respect of such service, whether or not the Association would have the power to indemnify him or her against such liability, cost, or expense by law or under the provisions of this article. The provisions of this Article shall be applicable (1) to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, (2) to persons who have been directors or officers of a constituent corporation absorbed in a consolidation or merger, and (3) to persons who have ceased to be directors or officers, and shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnity hereunder.

**Section 2. Officer Liability**—To the fullest extent that the law of the State of Delaware as the same exists or may hereafter be amended, permits elimination of personal liability of officers, no officer of this Association shall be personally liable to this Association or its members for monetary damages for breach of fiduciary duty as an officer.

**Section 3. Provisions**—The provisions of this Article XVII shall be deemed to be a contract with each director of this Association who serves as such at any time while this Article XVII is in effect, and each such officer shall be deemed to be serving at such in reliance on the provisions of this Article XVII. Any amendment or repeal of this Article or adoption of any Bylaw of this Association or other provision of the Certificate of Incorporation of this Association which has the effect of increasing officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by an officer of this Association prior to such amendment, repeal, Bylaw, or other provision becoming effective.

## ARTICLE XVIII

### *Regarding Indemnification and Advancement of Expenses*

**Section 1. Right to Indemnification**—Except as prohibited by law, every officer of the Association shall be entitled as of right to be indemnified by the Association against all

expenses and liability (as those terms are defined below in this Section 1) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Association or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been an officer of the Association or of a subsidiary of the Association or by reason of the fact that such person is or was serving at the request of the Association as an officer, employee, fiduciary, or other representative of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity (such claim, action, suit, or proceeding hereinafter being referred to as “Action”); provided however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Association (an “Indemnitee Action”) except as provided in the last sentence of this Section 1. Persons who are not officers of the Association may be similarly indemnified in respect of service to the Association or to another such entity at the request of the Association to the extent the Board of Directors of the Association at any time designates any of such persons as entitled to the benefits of this Article XVIII. As used in this Article XVIII, “indemnitee” shall include each officer of the Association as entitled to the benefits of Section 1; “expenses” means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and “liability” means all liability incurred, including the amounts of any judgments, excise taxes, fines, or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section 1 against expenses incurred in connection with an Indemnitee Action only if (1) the Indemnity Action is instituted under Section 3 of this Article XVIII and the indemnitee is successful in whole or in part in such Indemnitee Action, (2) the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (3) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

**Section 2. Right to Advancement of Expenses**—Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnitee Action under Section 3 of this Article XVIII paid in advance by the Association prior to final disposition of the Action or Indemnitee Action provided that the Association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

**Section 3. Right of the Indemnitee to Bring Action**—If a written claim for indemnification under Section 1 of the Article XVIII or for advancement of expenses under Section 2 of this Article XVIII is not paid in full by the Association within 30 days after the claim has been received by the Association, the indemnitee may at any time thereafter bring an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnitee Action. The only defense to an Indemnitee Action to recover on a claim for indemnification under Section 1 of this Article XVIII shall be that the conduct of the indemnitee was such that under Delaware law the Association is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Directors, independent legal counsel and members) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal

counsel and members) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnitee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Section 2 of this Article XVIII shall be a failure by the indemnitee to provide the undertaking required by Section 2 of this Article XVIII.

**Section 4. Funding and Insurance**—The Association may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Association to effect indemnification as provided in this Article XVIII. The Association may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Association would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article XVIII.

**Section 5. Non-Exclusivity; Nature and Extent of Rights**—The rights to indemnification and advancement of expenses provided for in this Article XVIII shall (1) not to be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or Bylaws of the Association, vote of members or disinterested directors or otherwise, (2) be deemed to create contractual rights in favor of each indemnitee who serves the Association at any time while this Section 5 is in effect (and each indemnitee shall be deemed to be so serving in reliance on the provisions of this Section 5), (3) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was denominated as entitled to indemnification under this Article XVIII and shall inure to the benefit of the heirs and legal representatives of each indemnitee and (4) be applicable to Actions commenced after this Article XVIII becomes effective, whether arising from acts or omissions occurring before or after this Article XVIII becomes effective. Any amendment or repeal of this Article XVIII or adoption of any Bylaw of this Association or other provision of the Certificate of Incorporation of this Association which has the effect of limiting in any way the rights of indemnification or advancement of expenses provided for in this Article XVIII shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, Bylaw or other provision becoming effective.

**Section 6. Partial Indemnity**—If an indemnitee is entitled under any provision of this Article XVIII to indemnification by the Association for some or a portion of the expenses or liabilities incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action but not, however for the total amount thereof, the Association shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

## **3**ARTICLE XIX *Association Reserve Funds*

**Section 1.** The Board will establish a minimum amount of reserve funds each year equal to operating costs plus 12%. A 2/3 or more vote by the board would be required to spend the reserve funds below 112% of budgeted operating costs.