

# International Visual Literacy Association | Bylaws

THE BYLAWS OF THE INTERNATIONAL VISUAL LITERACY ASSOCIATION, INC.

## ARTICLE I—THE NAME

The name of this organization is “The International Visual Literacy Association, Inc.”

## ARTICLE II—TERRITORY

The territory in which the Association’s operations are principally to be conducted is the State of New York, although most of the operations of the association are conducted virtually, and the Association is international in scope.

## ARTICLE III—PURPOSE

The purposes for which the Association was formed are:

- To provide education, instruction, and training for individuals, groups, and organizations, and to the public in general in modes of visual communication and the application thereof, through the concept of visual literacy that was defined as:

*the group of vision competencies a human being can develop by seeing and at the same time having and integrating other sensory experiences (Jack Debes, 1969).*

and more recently, as:

*. . . a set of abilities that enables an individual to effectively find, interpret, evaluate, use, and create images and visual media. Visual literacy skills equip a learner to understand and analyze the contextual, cultural, ethical, aesthetic, intellectual, and technical components involved in the production and use of visual materials. A visually literate individual is both a critical consumer of visual media and a competent contributor to a body of shared knowledge and culture (Visual Literacy Standards Task Force, ACRL, 2011).*

- To provide a multidisciplinary forum for promoting the development of visual literacy by holding national, regional, and/or international conferences, publishing and circulating a newsletter or social media posts and journal, collecting and disseminating information, publishing Selected Readings of its conferences and its research, providing speakers, and serving as a link between many diverse organizations and groups working in the field of visual literacy.
- To receive gifts or grants of cash, securities, and property, and to acquire by devise, gift, or otherwise real property to be held or expended for the purposes of the Association.
- To do such other things as are incidental or conducive to the carrying out of the purposes herein set forth, either alone or in conjunction with any other person, firm, organization, corporation, or governmental agency.
- To exercise any and all powers as may be required for the convenient conduct of the operation, provided that such powers be not inconsistent with the law under which the Association is organized.

#### **ARTICLE IV—MEMBERSHIP**

Membership in the Association may be secured by paying dues, the status and amount being determined by the Executive Committee and approved by the Board of Directors. Membership categories may include: regular, student, part-time/retired, life, and institutional. All regular, student, international, part-time/retired, and life Members in good standing who are in attendance at the Annual Meeting or a Special Meeting of the Association may vote on issues raised in those meetings. All Members in good standing may also vote in elections for IVLA Officers and in elections for Members of the Board of Directors. Members in good standing are those who are current with all IVLA Membership dues. An institutional Member gets one vote.

#### **ARTICLE V—BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of no fewer than seven and no more than 10 dues paid Members of the Association in good standing. The size of the board for each upcoming year will be determined by a majority decision of the Executive Committee, based on the number of nominations and needs.
1. The Board of Directors shall be elected from the Membership at the Annual Meeting of the Association or no more than one month prior to said meeting, from a slate of nominees that should be prepared by a Nominating Committee and chaired by the Immediate Past President.
  2. The term of office for Directors shall be for a period of three years, with approximately one-third being elected each year.
  3. Vacancies on the Board occurring during the year may be filled by the Executive Committee until the next Annual Election. The Executive Committee shall ask the first runner-up from the most recent Election to take up the vacant position until the position is filled at the next Annual Election. If the runner-up elects not to fill the position, or there is no runner-up, the Executive Committee shall appoint a Member in good standing for this position.
  4. Each Member of the Board of Directors should be active in all matters relating to the Association and must attend at least two Annual Conferences within each term of office, one of which may be attended virtually.
  5. Members of the Board who do not act in accordance with these Bylaws may be recalled, by majority vote of the Executive Committee, provided appropriate documentation is supplied that demonstrates cause.
- B. Duties of the Board shall be to:
1. Decide, based on majority vote, on policy recommendations from the Executive Committee.
  2. Approve, based on majority vote, the budget and the activities of the Association.
  3. Work with the Executive Committee to confirm smooth functioning of the Association.

#### **ARTICLE VI—OFFICERS**

- A. The Officers of this Association shall be the President, the Vice President, the Immediate Past

President (hereafter Past President), the Communications Director, the Membership Director, the Secretary, and the Treasurer.

1. The Officers shall be elected from the Membership at the Annual Meeting of the Association from a slate of nominees that should be prepared by a Nominating Committee appointed by the Executive Committee and chaired by the Immediate Past President.
2. Each Officer shall serve for two years or until a successor shall have been elected.
3. Vacancies occurring during the year may be filled by the Executive Committee until the next Annual Election.
4. Officers must be active in all matters relating to the Association, including participation in at least one Annual Conference during their term of office.
5. Officers shall serve as voting members at all meetings of the Board of Directors.
6. Officers who do not act in accordance with these Bylaws may be recalled by the Board, by majority vote, provided appropriate documentation is supplied that demonstrates cause.

B. The duties of the President shall be to:

1. Provide leadership for the Association by clearly communicating his or her vision for the future and continued growth of the Association. Communication may occur through the use of communication tools available on the IVLA website, through emails, or through other appropriate communication channels.
2. Require and review semi-annual or quarterly reports from the Officers, the Committee Chairs, and the Conference Chairperson.
3. Prepare a "State of the Association" report for the Board and Members, based on the semi-annual reports and other observations, which will be presented at the Annual Meeting.

C. The duties of the Vice President shall be to:

1. Serve as President if the President is unable to attend meetings or conduct duties. If the President leaves or is removed from office prior to the completion of his or her term, the Vice President shall become President and serve the completion of that term as well as the term for which he or she was elected.
2. Chair the Conference Committee and oversee the Annual Conference planning process.
3. Perform any additional duties assigned by the President.

D. The duties of the Immediate Past President shall be to:

1. Chair the Nominating Committee
2. Serve as a consultant to the President and other Officers.

E. The duties of the Communications Director shall be to:

1. Support and coordinate the work of the editors of the publications of the Association, and the work of the website manager, and manage social media platforms and posts. Solicit and review

website content from Officers, Board of Directors, and other Members. Provide the website manager with updated information, including, but not limited to, lists of newly elected officers and meeting minutes, as well as other relevant content when it becomes available.

2. Communicate all issues related to publications and the maintenance of the website to the Executive Committee for consultation, problem-solving, and resolution.

F. The duties of the Membership Director shall be to:

1. Promote and solicit Membership in the Association and provide contact and involvement to new Members.
2. Maintain up-to-date lists of individual Members, both individual and institutional, and provide them to the *Journal of Visual Literacy*, and to the Communications Director and the editors of the *Journal* upon request.
3. Certify current membership of Officers, Board of Directors and Committee Members and report discrepancies to the executive committee.
4. Respond to questions from members, including those regarding membership status, access to the *Journal of Visual Literacy*, and other benefits.

G. The duties of the Secretary shall be to:

1. Take minutes of Executive Committee meetings and distribute a synopsis of those minutes to the Board.
2. Take minutes of Board meetings, and distribute and create digital archives of those minutes for the Membership.
3. Send notice of Regular or Special Meetings to each Member of the Board of Directors at least ten days before the meeting.
4. Ensure correspondence is distributed to the IVLA membership and other constituents, as appropriate.
5. Monitor participation of board members and officers in required meetings and notify the President if anyone is out of compliance.

H. The duties of the Treasurer shall be to:

1. File all necessary federal government (IRS) and New York State reports to maintain not-for-profit status.
2. Ascertain that each person in a position of responsibility within the Association pays dues, and keep the terms of said persons up-to-date, communicating updates to the communications Director.
3. Work with the Membership Director to ensure financial information regarding membership is communicated to the membership Director.,
4. Coordinate all financial activities and sign all checks of the Association, making sure all expenditures fall within allotments authorized by the Board.
5. Place any and all membership dues and other income into Association accounts.
6. Submit financial reports semi-annually or upon demand of the Board, Executive Committee, or President.
7. Store securely the Association's business documentation, including but not limited to the

Certificate of Incorporation and amendments, Internal Revenue Service letter assigning the Employer Identification Number (EIN), authorization letter of approval of 501(c) (3) status, etc., and transfer those documents to the new Treasurer upon leaving this position.

8. Review the budgets of conference hosting proposals and make recommendations to the conference committee.

## **ARTICLE VII—COMMITTEES**

### A. Executive Committee (Standing)

1. The Executive Committee shall consist of officers of the Association: the President, who shall be Chairperson, the Vice President, the Past President, the Communications Director, the Membership Director, the Secretary, and the Treasurer.
2. The Executive Committee shall have the power between meetings of the Board of Directors to transact any business within the Association's accepted policies. It shall report any business transacted by it at the succeeding meeting of the Board of Directors. A quorum of the Executive Committee shall consist of three Members.
3. The Executive Committee shall appoint committee chairs and publication editors.
4. Meetings of the Executive Committee may be called by the President or by a majority of the Executive Committee by notifying all Members of the Executive Committee via electronic communication that a meeting is being scheduled and requesting that all Executive Committee Members indicate their availability based on several possible meeting date and time options. Once the optimal date and time are determined, the President will notify all Members of the Executive Committee via electronic communication of the date and time of the meeting, at least five days before the meeting, or earlier if all executive committee members agree.

### B. Nominating Committee (Standing)

1. The Nominating Committee shall consist of no fewer than three Members of the Association appointed by the Executive Committee and chaired by the Past President. In cases in which the Past President cannot perform his or her duties, the Vice President will assume this responsibility.
2. The duties of the Nominating Committee shall be to seek candidate(s) for each elective office and prepare a slate of Nominees for the Board of Directors and Officers for election at the Annual Meeting. The Committee shall also collect brief biographical sketches for each candidate, which will be submitted to the Past President along with the slate.
3. Prior permission must be obtained from each Nominee before adding that Nominee to the slate.
4. The slate shall be distributed to the Membership in advance of the Annual Meeting. Additions to the slate may be made during the Meeting.

### C. Conference Committee (Standing)

1. The Conference Committee shall consist of no fewer than three Members and will be chaired by the Vice President; the Conference Committee is distinct from the organizing committee that is formed for each Annual Conference.
2. The duties of the Conference Committee shall be to solicit and review proposals for upcoming conferences two or more years in advance and to oversee each Annual Conference. The committee shall also convey conference proposals and recommendations to the Executive Committee and the Board of Directors for consideration. Decisions on conference locations shall

be made by a vote of the Board of Directors based on recommendations of the Conference Committee and the Executive Committee

3. The Conference Committee shall be responsible for maintaining a conference planning guide to be supplied to the Annual Conference chair and organizing committee each year. In addition, the Conference Committee shall provide oversight and support for the organizing committee.

D. Awards Committee (Standing)

1. The Awards Committee shall consist of a Chairperson appointed by the President and no fewer than three Members of the Association.
2. The duties of the Awards Committee shall be to solicit nominations for the various awards of the Association, to research and select candidates, to procure the certificates and awards, and to present them at the Awards Banquet of the Annual Conference.

The length of term of the Awards Committee Chairperson shall be determined by the Executive Committee, but it should not be limited to only one year, in order to provide the continuity required by this Committee.

E. International Presence Committee (Standing)

1. The International Presence Committee shall consist of a Chairperson appointed by the President and no fewer than three Members of the Association.
2. The duties of the International Presence Committee are to maintain an inclusive and dynamic presence within IVLA for Members across all cultures and to promote a supportive environment for diversity within the Membership. The Committee shall build, support, and maintain an international network of visual literacy professionals through cross-institutional affiliations and collaborative research projects.
3. The length of term of the International Presence Committee Chairperson shall be determined by the Executive Committee, but it should not be limited to only one year, in order to provide the continuity required by this Committee.

F. Other Committees (Ad Hoc)

The President or Executive Committee may appoint such other Committees as may be required. The Members of the Committees must be IVLA Members but need not be Members of the Board, except as otherwise provided. A Member of the Executive Committee shall be nominated as an ex-officio Member in any committee.

## **ARTICLE VIII—MEETINGS**

A. Meetings of the Association

1. The Annual Meeting of the Association shall be held at the Annual Conference during the last half of the year at such time and place as the Board of Directors determine.
2. The State of the Association report shall be presented at the Annual Meeting.
3. At the Annual or Special Meetings of the Membership of this Association, a quorum shall consist of those current Members present.

## B. Meetings of the Board of Directors

1. The Board shall meet at least four times per year (at least one meeting at the time of the annual conference and the remainder during the year). Board meetings may be held virtually and may utilize any synchronous and/or asynchronous tools necessary to conduct IVLA business.
2. Notice of Regular or Special Meetings shall be sent by the Secretary to each Member of the Board of Directors at least ten days before the meeting.
3. Special Meetings of the Board of Directors may be called by the President upon written/electronic request of twenty percent or more of the Members of the Board to the President three days in advance of said meeting or at an earlier date if the majority of the board agrees to the meeting date and time.
4. Under very special circumstances, emergency meetings may be called by the President when warranted due to unanticipated conditions or situations that need to be addressed in a timeframe that does not conform to the normal 10-day notification of said meeting. A unanimous vote of the Executive Committee must be obtained prior to such meetings. Emergency meetings will be limited to two meetings a calendar year.
5. Fifty-one (51%) percent of the combined Members of the Board of Directors and Executive Committee shall constitute a quorum for the conduct of the business at any Regular, Special, or Emergency Meeting of the Board of Directors.

## **ARTICLE IX—ELECTIONS**

- A. The Nominating Committee shall seek candidate(s) for each elective office. Self-nominations are allowable. Candidates must be dues paid Members. After obtaining the consent of those nominated, the Immediate Past President shall prepare and submit the slate and brief biographical sketches for the Annual Election in time to communicate it to all Members.
- B. The Past President shall electronically disseminate information about the candidates for elective office, and directions for voting, to all Members at least four weeks prior to the Annual Meeting.
- C. Voting may take place electronically through an online survey instrument that allows anonymous participation or if necessary, in written form at the annual conference. The Past President and at least one volunteer from the Membership shall independently compile the voting results from the survey and shall convey those results via email to the Executive Committee and Board of Directors by a date and time specified by the President.
- D. Candidates receiving the highest number of votes shall be declared elected. If there is a need for a run-off election, Members shall be notified electronically, and voting shall take place electronically through an online survey instrument that allows anonymous participation.
- E. The Executive Committee shall keep track of election results so that there is a list to refer to in order to determine a first runner-up when necessary. Disputes over election results will be resolved by the Executive Committee and the Board before the President announces the winners.
- F. The IVLA President shall announce the names of those elected for specific posts at the Annual Meeting of the Association.

## **ARTICLE X—STAFF**

The Staff of the International Visual Literacy Association shall consist of such personnel as may from time to time be authorized by the Board of Directors and supervised by the Executive Committee.

### **ARTICLE XI—FISCAL YEAR**

The Fiscal Year for this Association shall be the Calendar Year.

### **ARTICLE XII—AMENDMENTS**

In the event that the Board of Directors determines the bylaws should be reviewed and possibly revised, they will appoint an ad-hoc committee for this purpose. Proposed amended bylaws shall be reviewed by the Board of Directors. If they are approved by a two-thirds vote, then they shall be sent to the membership for ratification via electronic vote. Proposed amended bylaws shall be provided electronically for review by all IVLA Members at least 10 days prior to the ratification vote. In order to be ratified, the amended bylaws must be approved by a majority of the members who voted.

### **ARTICLE XIII—PARLIAMENTARY AUTHORITY**

The principles contained in *Democratic Rules of Order* should govern this Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or Special Rules of this Association.

As amended and approved by the IVLA Board of Directors  
(1/8/2024) and approved by the Membership  
(1/26/2024).

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