



BYLAWS OF THE COUNCIL FOR INTERIOR DESIGN QUALIFICATION, INC.

Revised May 2025

ARTICLE I – NAME

The name by which this corporation shall be known in law is COUNCIL FOR INTERIOR DESIGN QUALIFICATION, INC. (herein “Council”).

ARTICLE II – OFFICES

The principal office of the Council shall be established and maintained at such place as the Council Board of Directors may from time to time determine. A statutory office of the Council shall be maintained in the City of Wilmington, County of New Castle, State of Delaware, at the office of the Council designated registered agent in Delaware.

ARTICLE III – TERMS & DEFINITIONS

The term for which this Council is organized is perpetual.

“NCIDQ Certificate” is defined as the document verifying the successful passage of the NCIDQ Examination in its entirety.

“Certificate Holder” shall mean any individual who has an approved application and has successfully passed the NCIDQ Examination in its entirety.

“Council” is defined as the legal corporate entity of the Council for Interior Design Qualification, Inc. Membership in the Council is defined in Article VI herein.

“Jurisdiction” shall mean any governmental or legislative subdivision of the United States, Canada, or other country including any state, province, commonwealth, territory, dependency, and the District of Columbia, which has a law regulating the title and/or practice of interior design.

“Jurisdictional Board” shall mean the local body legally authorized to examine, recognize, regulate, or discipline interior designers within its specified jurisdiction.

“Unregulated Jurisdiction” is defined as a jurisdiction that does not have laws or rules specifically regulating Interior Design.

“Member Board” shall mean a jurisdictional board regulating interior design whose CIDQ membership is in good standing.

“Member Board Member” is defined as a voting member of a jurisdictional Board who serves as a volunteer. In the United States, Member Board Members are generally appointed by the state Governor. In Canada, they come from the membership of the provincial regulatory body.

“Member Board Executive” is defined as an Administrative Director (usually paid) who oversees the administrative functions of the Boards they serve. They support and advise the Board they serve but are not voting members of the Board.

“Assembly of Delegates” is the body of the Member Board Delegates appointed by the Member Boards of the Council pursuant to Article VII herein.

“Council Board of Directors” is the governing body of the Council, and the Council Board of Directors shall manage the activities and affairs of the Council. The members of the Council Board of Directors are nominated and appointed pursuant to Article IX herein.

“Leadership Development Council (LDC)” is the body charged with building organizational leadership capacity and creating a slate of candidates to populate pending vacancies on the Council Board of Directors and to perpetuate the LDC. The members of the LDC are nominated and appointed pursuant to Article X herein.

"Examination" shall mean the examination(s) developed and administered by the Council to determine minimum competency in the practice of interior design.

“NCIDQ Exam” is a multi-part, minimum competency exam for interior designers. It assesses the exam taker’s ability to demonstrate sufficient professional practice knowledge in the areas of health, safety, and welfare as a means to provide reasonable protection of the public.

“Policies and Procedures” shall mean a set of operational guidelines supplemental and subordinate to the bylaws.

ARTICLE IV – PURPOSES AND POWERS

- A. To aid and assist the general public in safeguarding the health, safety, and welfare of the public.
- B. To aid and assist Member Boards and the general public by establishing and administering an examination to certify practitioners as competent to practice in the profession of interior design.
- C. To study and present new plans, programs, and guidelines for new legislation relative to the practice of interior design as well as plans, programs, and guidelines for recommended codes of conduct and recommended practices to be subscribed to by practitioners in the profession of interior design, and to make all of the same available to the public.
- D. To aid and assist the general public by establishing and administering an ongoing certification program for practitioners in the profession of interior design.
- E. To serve as a forum for Member Boards to compile, verify, and maintain records of

those persons who become licensed/registered/certified to facilitate reciprocal registration for interior designers in the various jurisdictions.

- F. The above enumeration of specific purposes shall not be construed as limiting or restricting in any way the undertaking of such functions as shall advance the general purposes enumerated.
- G. The Council shall have all powers conferred upon a non-profit, non-stock corporation by the laws of the State of Delaware.

ARTICLE V – NON-PROFIT STATUS

The Council shall not have authority to issue capital stock, is not organized for profit and no part of its net earnings shall inure to the benefit of any private member or individual. Upon any dissolution of the Council, all of its property and assets, tangible and intangible, after payment, satisfaction, and discharge of all its liabilities and obligations, shall be distributed as the Council Board of Directors may determine to such one or more organizations with objects and purposes similar to those of the Council in accordance with the laws of the State of Delaware.

ARTICLE VI – MEMBERSHIP

Section 1. Member Boards and Assembly of Delegates

The membership of the Council shall be the legally constituted Member Boards in good standing with the Council. Membership in the Council shall be attained through approval by the Council Board of Directors. Application shall be made upon forms furnished by the Council. The applicant shall provide the name and address of the jurisdictional board and other required information and provide two copies of the applicable law relating to the examination, recognition, regulation, or discipline of the profession of interior design in its jurisdiction. All members in good standing shall have equal rights and powers.

Membership in the Council shall be confined to:

- A. Jurisdictional Boards and self-regulatory organizations duly established by law in the United States, Canada, or other countries for the licensing, certification, or registration of interior designers, provided such boards utilize, as part of their criteria for such licensing, certification, or registration, the examination produced and promulgated by the Council for testing persons practicing interior design.
- B. Qualifications of membership shall be limited to such organizations as are admitted to membership by majority approval of the Council Board of Directors. In considering any application for admission to membership, the Council Board of Directors shall give due regard to:
 - i. The aims and purposes of the Council.
 - ii. The prior and current activities of the Member Board applicant.
 - iii. The applicant's standards for admission of its interior design members.
 - iv. Whether such activities and standards of the applicant support the best interests of the Council.

Section 2. Removal

If, after written notification from the Council Board of Directors, a Member Board fails to pay its dues or other financial obligations to the Council or persistently refuses to abide by these Bylaws or the Policies and Procedures enacted by the Council, the Council Board of Directors may remove such Member Board from Council membership.

ARTICLE VII – ASSEMBLY OF DELEGATES

Section 1. Delegates and Credentials

- A. An Official Delegate shall be appointed to the Assembly of Delegates by each Member Board and shall serve until his/her successor is nominated and duly appointed by the Member Board. The Official Delegate should be a current board member of the Member Board.
- B. The Official Delegate appointed to the Assembly of Delegates must be a Certificate Holder. However, in the event a Member Board does not have a Certificate Holder available to appoint to the Assembly of Delegates, then a non-Certificate Holder would be allowed to participate on the Assembly of Delegates as the Member Board's Official Delegate.
- C. An Official Delegate may not serve concurrently as both an Official Delegate and a Director or Officer of the Council.
- D. Each Member Board admitted under Article VI, Section 1, Subsection A is entitled to be represented at meetings of the Council by one or more representatives of that Member Board. A Member Board may be represented by as many representatives as are able to attend, but only one vote may be cast by each Member Board in good standing and present in person, or to the extent allowed, and in the manner prescribed in the Council's Policies and Procedures, by proxy.
- E. Contemporaneously with the appointment of the Official Delegate, the Member Board may name an Alternate Delegate who qualifies pursuant to Article VII of these Bylaws.
- F. In the event that a voting Official Delegate is unable to be present for all or part of the Annual Meeting or Special Meeting, then the Alternate Delegate, if present, may vote on behalf of the Member Board.

Section 2. Annual Meeting

At the discretion of the Council Board of Directors, the Assembly of Delegates shall meet annually to discuss issues of common concern. The time and place shall be determined by the Council Board of Directors. Notice of the meeting shall be communicated to the Member Boards at least 90 days, but not more than 150 days before the scheduled date of such meeting and shall set forth the date, time, and place of such meeting.

Section 3. Special Meetings

Special meetings of the Assembly of Delegates may be called by the President, with the approval of the Council Board of Directors, or by a two-thirds majority of the Member Boards. The Bylaws pertaining to notification for and procedures and conduct of business of Annual Meetings shall apply to Special Meetings.

Section 4. Quorum

A quorum for the transaction of business at any meeting of the Assembly of Delegates shall be the majority of all Member Boards, as represented by their Official Delegate or Alternate Delegate.

Section 5. Resolutions & Other Motions

Resolutions are the substantive matters placed on the agenda for a meeting of the Assembly of Delegates in accordance with this section. All resolutions to be considered at a meeting of the Assembly of Delegates shall be submitted to the Council Board of Directors not less than 90 days prior to the Annual Meeting. The Council Board of Directors shall review each resolution for conformity with the Council Bylaws and may recommend to the author of any resolution such changes as are deemed advisable for the purpose of compliance, consistency or clarity, and to avoid duplication. The Chief Executive Officer (CEO) shall publish and distribute all resolutions to the Member Boards not less than 75 days prior to the Annual Meeting. If the Council Board of Directors takes a position on any resolution, they shall provide a position statement to be published with the resolution.

Member Boards and the Council Board of Directors may offer or amend resolutions at the Assembly of Delegates Meeting. All other motions permitted under *Robert's Rules of Order* may be made by any Official Delegate, Alternate Delegate, or the Council Board of Directors.

Section 6. Order of Business

An agenda outlining the order of business shall be prepared for all Assembly of Delegates meetings. The agenda shall be prepared under the direction of the Council Board of Directors and sent to all Member Boards at least 45 days before the date set for the particular meeting.

Section 7. Rules of Order

Meetings of the Assembly of Delegates shall be governed by *Robert's Rules of Order* when not in conflict with the Bylaws of the Council.

Section 8. Voting

Amendments to these bylaws shall be made in accordance with Article XV. Voting by the Member Boards, as noted in these Bylaws, or as otherwise required by law, will require a two-thirds vote of the Member Boards at a physical meeting where quorum is present. Outside of a physical meeting, member boards may vote in any manner applicable by law, including through electronic transmission, and require the affirmative vote of two-thirds of all Member Boards.

Section 9. Other Participants

Council Officers and Directors, Member Board staffs, when designated by their Member Boards, persons designated by the Council Board of Directors, and persons designated by the presiding officer shall have the privilege of the floor at Council meetings and may take part in the discussion except to vote, or, except as provided in Article VII, Section 5, with respect to Officers and Directors, to initiate action.

ARTICLE VIII – OFFICERS

Section 1. Officers

The Officers of the Council shall be a President, President Elect, and Past President. As needed for business and governmental purposes, the President Elect may also be identified as the Treasurer and the Past President may be identified as the Secretary of the organization and shall have the responsibility to ensure a record of the proceedings of the meetings of the Board of Directors is preserved for reference and historical record.

Section 2. Qualifications

To be eligible to serve as an Officer on the Council Board of Directors, all individuals shall:

- A. Be a licensed, certified, or registered interior designer if domiciled or employed in a jurisdiction where interior design is regulated.
- B. Be an Active Certificate Holder in good standing.

Section 3. Selection of Officers

The CIDQ Board will select a current or previous Board Member to fill the President Elect position. That individual will subsequently advance to serve President, and Past President positions on the Board as described in Section 5.

Section 5. Terms of Office

The President shall serve for a term of one year commencing on the first day of the Council's Administrative Calendar year and ending on the last day of the Council's Administrative Calendar year for the ensuing year. The President may not be elected to serve consecutive terms; however, an individual may serve for more than one term.

The President Elect is the successor to the President and shall serve as President Elect for a one-year term before taking the office of the President.

The Past President shall serve for a one-year term immediately after completing his/her term as President.

Section 6. Vacancies

A vacancy in the office of the President shall be filled by the President Elect who shall complete the remaining term and fulfill his/her scheduled term the following year. In the event of a vacancy in the office of President Elect, the CIDQ Board shall provide a candidate for President Elect for election by the Assembly of Delegates, who meets the established criteria set forth in Section 2 above, to serve as President Elect for the remaining term. In the event of a vacancy in the office of Past President, the Council Board of Directors shall, by vote, elect one of the previous Past Presidents to complete the term.

The Council Board of Directors, by unanimous vote, may remove a President, President Elect, or Past President from office with or without cause.

Section 7. The President

The President shall:

- A. Preside at all meetings of the Council Board of Directors and of the Assembly of Delegates.
- B. Be charged with the general supervision of the affairs of the Council.
- C. Be an ex-officio member of all committees of the Council except the Leadership Development Council (LDC).
- D. Ensure that all orders and resolutions of the Council Board of Directors are carried into effect.
- E. Interpret these Bylaws and the Rules of Order in the conduct of meetings and the ruling shall govern.
- F. Not serve as President while concurrently holding any national board or governing body position in any organization which operates on a national or international basis, whose purpose involves or focuses on advocating for the practice or profession of interior design.
- G. At the discretion of the Council Board of Directors, and the finances of the Council permitting, be paid an honorarium in recognition of service as an Officer of the Council.
- H. Be a voting member of the Council Board of Directors

Section 8. The President Elect

The President Elect shall:

- A. In the absence or incapacity of the President, exercise the duties of and possess all the powers of the President.
- B. Oversee the receipt and disbursement of all funds of the Council.

- C. Work with the CEO in the development of a proposed budget for the Council Board of Directors review and approval.
- D. Make recommendations regarding investments for the Council's funds.
- E. Ensure accurate record keeping of the Council's accounts and financial activities.
- F. Oversee the strategic planning process for the Council.
- G. Attend all Council Board of Directors and Assembly of Delegates meetings.
- H. Be a voting member of the Council Board of Directors.

Section 9. The Past President

The Past President shall:

- A. Serve as an advisor to the President and Council Board of Directors.
- B. Provide historical knowledge and guidance.
- C. Be a voting member of the Council Board of Directors.

Section 10. Contracts and Disbursements

The Council Board of Directors may authorize any Officer(s) or agent(s) to enter into any contracts to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Council. Such authority may be general or confined to specific instances, but the appointment of any person other than an Officer should be made by instrument in writing. When the Council Board of Directors authorizes the execution of any other instrument in the name of and on behalf of the Council, without specifying the executing Officers(s), the President, President Elect, or the CEO may execute the same.

All checks, drafts, or other orders for the prompt payment of money, notes, or other evidence of indebtedness issued in the name of the Council, shall be by such Officer(s) of the Council and in such manner as shall from time to time be determined by resolution of the Council Board of Directors.

ARTICLE IX – THE COUNCIL BOARD OF DIRECTORS

Section 1. Membership

At least six (6) of the nine (9) Directors must be active NCIDQ Certificate holders; two (2) At-Large Board members are not required to be NCIDQ Certified, and there must be one Public Member. Of the six (6) seated certificate holders (minimum), at least five (5) must be licensed/certified/registered in a CIDQ Member Board jurisdiction.

Section 2. Qualifications

- A. To be eligible to serve as an At-Large Director on the Council Board of Directors, individuals, excluding the Public Member and the two (2) At-Large Directors as described in

CIDQ Bylaws

paragraph B below, must be NCIDQ certified

B. Two (2) of the At-large Directors, in addition to the Public Member, are not required to be NCIDQ Certified. For example, these directors could include, but are not limited to:

1. a Member Board Executive
2. an International Practitioner
3. a Lobbyist
4. an Expert in a field related to the interior design profession or current/existing technologies relevant to the organization

C. One of the At-Large Directors shall be a Public Member Director, who serves as representative of the public. This Public Member Director shall be charged to represent the public's health, safety, and welfare interest in the interior design profession. To be eligible for election to serve as the Public Member Director, the applicant shall:

1. Not be, nor have been, a practitioner or educator of interior design or architecture.
2. Not be, nor have been, the spouse, child, parent, or significant other of a practitioner or educator of interior design or architecture.
3. Be unaffiliated with any Officer, Director, Council Delegate, member of a Member Board (present, incoming, or immediately outgoing), or Council staff member. "Unaffiliated" shall be herein interpreted as currently not in, nor anticipated to be in, a contractual business relationship. "Business" shall be defined herein, as including, but not limited to acting as a client, partner, employer, or employee in any endeavor for business and profit.

Section 3. Terms of Office

At-Large Directors shall serve for a two-year term unless terminated or unable to fulfill his/her term or to complete a term of office to replace a Director prior to completion of a full term of office. At-Large Directors may be elected to serve on the Council Board of Directors for multiple terms, two of which may be consecutive.

At-Large Directors' terms shall be staggered. Two (2) At-Large Directors' terms will expire in one year and three (3) At-Large Directors' terms, one of which is the Public Member, will expire the next year, ensuring continuity to the Council Board of Directors.

Section 4. Nomination of At-Large Directors

The Leadership Development Council (LDC) shall identify a single slate of candidates and shall follow established procedures for selecting candidates pursuant to the Council's Policies and Procedures.

Section 5. Election of At-Large Directors

The Assembly of Delegates, by the affirmative vote of two-thirds of all Member Boards, must elect At-Large Directors for the Council Board of Directors. In the event that one or more candidates is not elected, the Leadership Development Council (LDC) shall resubmit alternate candidates until the requisite number of At-Large Directors are approved by two-thirds of the Assembly of Delegates.

Section 6. Vacancies

In the event an At-Large Director is terminated with or without cause or is unable to fulfill his/her term, the Council Board of Directors shall direct the Leadership Development Council (LDC) to provide a candidate for election by the Assembly of Delegates. If the At-Large Director is the Public Member, the Council Board of Directors shall appoint a qualified Public Member to serve the remaining term. Qualifications as identified in Article IX, Section 2 shall apply to persons filling vacancies. Elections must be held within 80 days from the date of vacancy.

Section 7. Removal

The Council Board of Directors, by two-thirds vote, may remove an At-Large Director, with or without cause.

Section 8. Duties

The activities and affairs of the Council shall be managed by the Council Board of Directors, which shall have the right and authority to manage the affairs, property and funds of the Council and all policies and procedures of the Council. All actions taken by the Council or activities undertaken by the Council, except for Bylaw amendments and the election of At-Large Board Directors and elected LDC members, require the approval of the Council Board of Directors.

The Council Board of Directors shall exercise all authority, rights, and powers granted to it by the laws of the State of Delaware and shall perform all duties required by said laws and these Bylaws, in accordance therewith. It shall not delegate any of the authority, rights, or power or any other duties imposed upon it by these Bylaws or otherwise unless said delegation is specifically provided for in these Bylaws.

Section 9. Meetings of the Council Board of Directors

The Council Board of Directors shall meet in regular or special meetings to transact business in any manner allowed applicable by law, including through electronic transmission and telephonically by means in which all persons participating in the meeting can hear each other. Any agreement made, or action taken by the Council Board of Directors unanimously or otherwise, outside of such a meeting, shall not constitute or be an action of the Council Board of Directors or the Council, nor shall it be binding on any Director unless such action is taken by the unanimous written consent of all Board Members.

Regular meetings of the Council Board of Directors shall be held at such time and place as the Board may determine. Special meetings of the Board of Directors may be called by the President at his/her discretion at any time, but it shall be the duty of the President to call such a meeting at any time that he/she is requested to do so by the written request of five members of the Council Board of Directors who shall specify therein the purposes of such special meeting. Notice of any special meeting shall state the purpose or purposes thereof and no other business shall be transacted at any such special meeting. All Directors shall be given due notice in writing of the time and place of all meetings.

The Council Board of Directors must meet to act on behalf of the Council. The President and/or President-Elect and three (3) At-Large Directors must be present for any regular or special meeting of the Council Board of Directors for there to be a quorum. The CEO shall ensure that the minutes of all meetings of the Council Board of Directors are recorded. In the absence of the

CEO, the President shall designate one of the Directors to ensure that the minutes of all meetings of the Council Board of Directors shall be recorded.

Each At-Large Director and voting Officer shall be entitled to one vote at any meeting of the Council Board of Directors, and any action taken by the Council Board of Directors where a quorum is present shall require the affirmative approval of three (3) Directors who are present and voting.

At all meetings of the Council Board of Directors, the President, or in his/her absence, the President Elect shall preside.

ARTICLE X – COMMITTEES AND TASK FORCES

Section 1. Authorization and Appointment of Committees and Task Forces

Committees and task forces may be established to perform services for the Council. The Council Board of Directors, upon a majority vote, shall create such committees and task forces that it deems in its own discretion appropriate; however, there shall always be a Leadership Development Council (LDC). Such committees or task forces may be appointed from time to time to perform special and limited functions as assigned.

The Council Board of Directors may delegate to any of its members the authority to supervise the work of any of the committees or task forces.

The Council Board of Directors may at any time discontinue a committee or task force, other than a standing committee established in the Bylaws, or make any changes in a committee's or task force's personnel without regard to the terms of appointment of the committee or task force members.

Section 2. General Procedure of Committees and Task Forces

Every committee or task force shall perform in accordance with these Bylaws and with the directions of the Council Board of Directors. With the approval of the Council Board of Directors, every committee or task force may call and hold meetings and meet with other organizations or their representatives.

No committee or task force member shall incur financial obligations unless funds have been properly appropriated therefore and specific authorization has been given by the Council Board of Directors. No chair, or any committee or task force member, shall contract, bind, commit, encumber, or represent the Council orally or otherwise to any matter unless specifically authorized to do so.

Section 3. Terms of Committee and Task Force Appointments

The term of committee appointments shall expire at the end of the calendar year during which the appointment was made, except as otherwise directed by the Council Board of Directors.

Section 4. Standing Councils and Committees

The following committees are hereby authorized as basic to proper functioning of the Council:

A1. Leadership Development Council (LDC)

The Leadership Development Council (LDC) shall be composed of:

- i. The most Immediate Past President, defined as the most recent Past President whose term has been completed on the Council Board of Directors, who serves as chair,
- ii. One current sitting At-Large Director,
- iii. Five (5) Member Board representatives who are either NCIDQ Certified interior designers who have served or are serving on a Member Board **OR** a Member Board Executive (maximum of one Member Board Executive),
- iv. All members of the Leadership Development Council (LDC) shall be voting members.
- v. Be ineligible for nomination to office and ineligible for nomination to the Council Board of Directors.
- vi. Be responsible for providing a slate of At-Large Board Directors, and successor LDC candidates as required in these Bylaws and pursuant to the Leadership Development Council (LDC) policies and guidelines.

A.2. Nomination of Elected LDC Members

The Leadership Development Council (LDC) shall identify a single slate of candidates and shall follow established procedures for selecting candidates pursuant to the Council's Policies and Procedures.

A.3. Election of LDC members

The Assembly of Delegates, by the affirmative vote of two-thirds of all Member Boards, must elect non-appointed LDC members. In the event that one or more candidates is not elected, the Leadership Development Council (LDC) shall resubmit alternate candidates until the requisite number of LDC members are approved by two-thirds of the Assembly of Delegates.

A.4. Vacancies

In the event an elected LDC member is terminated with or without cause or is unable to fulfill his/her term, the Council Board of Directors may appoint a qualified individual to complete the term of the vacated LDC seat.

A.5. Removal

The LDC, by a two-thirds vote, may remove an elected member, with or without cause.

B. Exam Committee(s)

The Examinations Committee(s) shall:

1. Be responsible for the development and grading of the examinations.
2. Be responsible for the improvement of the process and other duties as determined by the Council Board of Directors.
3. Consist of a chair that is a Certificate Holder and if domiciled or employed in a

jurisdiction where interior design is regulated by a licensed, registered, or certified interior designer.

C. Finance Committee

The Finance Committee shall:

1. Review the strategic plan of the Council and develop the annual work plan and budget for presentation to the Council Board of Directors.
2. Monitor all financial matters, including investments.
3. Perform other duties as determined by Council Board of Directors.

ARTICLE XI – COUNCIL SERVICES TO MEMBER BOARDS

To accomplish the objectives of this Council, as stated in Article IV of these Bylaws, as recognition of the privilege and responsibility of membership in the Council, every Member Board shall be required to accept the actions and decisions of the Council and Council Board of Directors. This acceptance shall extend to all of the following Council services provided to Member Boards to the greatest extent permitted within the context of their individual jurisdictional laws.

A Member Board that does not adhere to the Council Bylaws, upon action taken by the Council, may have its membership rights revoked and no longer be entitled to any Council services or other rights and privileges of membership in the Council. The Council shall retain all membership dues paid by such Member Board.

Section 1. Examination

The Council shall produce examinations designed to test the knowledge, skills, and abilities required for the competent practice in interior design and shall issue appropriate description material on the examination for use by the Member Boards and candidates. The procedures and fees shall be established by the Council Board of Directors.

Section 2. NCIDQ Certificates

The NCIDQ Certificate carries the recommendation that an applicant, because of having demonstrated minimum competency by passing the Examination, be accorded favorable consideration by any Member Board to which that person may apply for registration, licensing, certification, or membership. CIDQ will provide representatives of Member Boards verification for any Certificate Holder, active or inactive.

Section 3. Forms and Documents

To ensure uniformity in the reporting of an applicant's education, experience, registration (if applicable), and other necessary supporting examination data for determining eligibility for examination or reciprocal licensure, the Council shall study, prepare, and distribute forms and documents appropriate for use by the Council, Member Boards, and applicants.

Section 4. Research

The Council may engage in research pertinent to all matters relating to legal recognition of

interior designers and the practice of the profession of interior design

ARTICLE XII – COUNCIL SERVICES TO MEMBERS OF THE INTERIOR DESIGN PROFESSION

Section 1. Council Record Maintenance

The Council shall maintain an active data bank of Certificate Holders. Fees for this record maintenance are established by the Council Board of Directors and are due on a schedule established by the Council Board of Directors. Applicants neglecting to remit annual maintenance fees waive the right to be maintained in the current record.

Section 2. NCIDQ Certificate

Candidates with an approved application on file who successfully complete the Examination receive a certificate attesting to same. Upon subsequent request by the active Certificate Holder, the Council will forward Certificate Holder confirmation to any party requested. If the Certificate Holder has not maintained a current record, payment of the stipulated fee must occur prior to receiving the NCIDQ Certificate confirmation.

ARTICLE XIII – FINANCES, FUNDS, ACCOUNTING AND INVESTMENTS

Section 1. Dues and Fees

- A. Membership Dues. The annual membership dues from each Member Board shall be established by the Council Board of Directors.
- B. Fees. The fees for Council services and products shall be established by the Council Board of Directors.

Section 2. Operating Fund

- A. All dues from Member Boards and all other receipts from activities of the Council shall be placed in the operating fund of the Council. The operating fund of the Council shall be administered by the President Elect who, with the approval of the Council Board of Directors, may delegate certain responsibilities.
- B. General Budget. At the Council Board of Directors Meeting concurrent with the Annual Meeting, the Council Board of Directors shall adopt a general budget, which shall document the anticipated income and expenditures for the next fiscal year. Financial statements will be provided by the Finance Committee and reviewed regularly by the Council Board of Directors and audited annually by an independent auditor for accuracy. The budget shall show in detail:
 - 1. The anticipated gross income and net income from all sources during the fiscal year; and
 - 2. The expenditures estimated as incidental and necessary to carry on the activities and affairs of the Council in a proper, diligent, and efficient manner.
- C. Authority to Expend and Disburse Money. No Officer, At-Large Director, committee or

task force chair or member, or employee of the Council shall have the right, authority, or power to expend any money of the Council, to incur any liability for and on its behalf, or to make any commitment which will or may be deemed to bind the Council in any expense or financial liability, unless such expenditure, liability or commitment has been properly incorporated into the budget and authorized by the Council Board of Directors in the manner herein set forth, and the Council Board of Directors has made an appropriation to pay the same. All checks shall be signed by an authorized representative or representatives as directed by the Council Board of Directors.

- D. Fiscal Year. The fiscal year and the administrative year of the Council, which may or may not be concurrent, shall be determined by the Council Board of Directors.

Section 3. Securities and Investments

The Council Board of Directors shall have charge of the investment of all funds of the Council not held in its operating fund. It shall sell, purchase, transfer, and convey securities and exercise all rights of proxy, or participation in reorganizations, of depositing securities and similar rights of the Council with respect to its securities, or it may authorize such purchase, sales, transfers, conveyances and the exercise of any or all of said right.

The members of the Council Board of Directors shall not be personally liable for any decrease of capital, surplus, income, balance, or reserve of any fund or account resulting from any of their acts performed in good faith. The accounts of such investments shall be incorporated into the annual report to the Council.

ARTICLE XIV – INDEMNIFICATION

- A. Any present or former At-Large Director, Officer, employee, or agent of the Council, or other such persons so designated in the discretion of the Council Board of Directors, or the legal representatives of such person, shall be indemnified (including advances against expenses) by the Council against all judgements, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, Officer, employee, or agent if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful and to the extent authorized by the Council Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Council until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.
- B. As a condition precedent to any defense and/or indemnification the individual seeking indemnification must provide written notification to the Council within 15 calendar days after notice of said action, suit, proceeding, or claim. At the time of written notice to the Council, the Council shall, in its sole discretion, have the right to either appoint an independent counsel to take over the defense of the claim, pursuant to the approval by the Council Board of Directors and any insurance carrier, or deny a defense to the individual at that time and reimburse the individual after final judgment, if so required.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended at any special or annual meeting of the Assembly of Delegates by resolution submitted to the Member Boards not less than 90 days prior to its vote. Outside of a physical meeting, Member Boards may vote in any manner applicable by law, including through electronic transmission. An affirmative vote by not less than two-thirds of all the Member Boards shall be required to secure adoption of any amendment to these Bylaws. All amendments so adopted shall become effective immediately unless otherwise specified.