

INTERNATIONAL FORUM OF VISUAL PRACTITIONERS BYLAWS

Ratified: May 16, 2018

Article 1.0 – NAME

The name of the Corporation shall be International Forum of Visual Practitioners, hereafter referred to as IFVP.

Article 2.0 – PURPOSE

The purpose of IFVP is to promote the visual practitioner profession, improve business conditions, and support and advance the common professional interests of IFVP members.

Article 3.0 – MEMBERSHIP & DUES

3.01 – Registered Members

- A. A Registered Member is one who is a practicing graphic recorder, graphic facilitator, or visual practitioner.

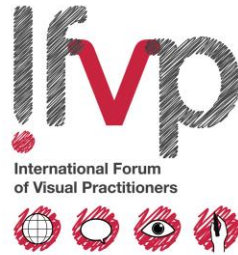
3.02 – Supporting Members

- A. A Supporting Member is one who supports Registered Members but does not practice as a graphic recorder, graphic facilitator or visual practitioner.

3.03 – Membership Terms

- A. Membership will be defined on (1) year and (2) year terms (rolling calendar).

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3.04 – Privileges of Membership

- A. All members are entitled to:
 - (1) Attend Annual and Special Membership Meetings;
 - (2) Serve on committees;
 - (3) Receive such information as the Board may direct from time to time;
 - (4) Vote at Annual and Special Membership Meetings; and
 - (5) Hold elected office in the IFVP.

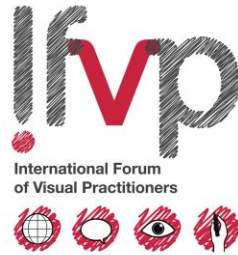
3.05 – Dues

- A. Dues of Members will be established and revised by the Board annually.
- B. Dues may be amended by the discretion of the Board.
- C. Dues shall be payable in advance upon invoicing.
- D. Membership dues shall be considered in arrears until the full invoiced amount has been received.
- E. Members who serve on the Board shall receive one-year complimentary IFVP membership for each Board term completed.

Article 4.0 – ANNUAL MEETINGS & CONFERENCE

- A. Subject to compliance with the Corporations Act, there will be a minimum of one **Annual General Membership Meeting**, held at a designated place or in whole or in part by means of electronic transmission by and to the IFVP, including by electronic video screen communication, as the Directors may by resolution determine.

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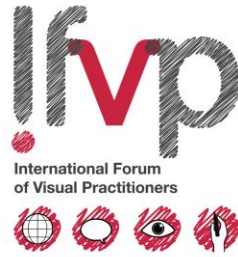


- B. Special Membership Meetings may be called by the Board with a quorum of 51% and held at a designated place or in whole or in part by means of electronic transmission by and to the IFVP or by electronic video screen communication. The membership may call a Special Membership Meeting with 51% of the members signing a petition to do so.
- C. Subject to compliance with the Corporations Act, at least 10 and no more than 45 days written notice of any Annual or Special Membership Meeting shall be given in the manner specified in this Bylaw to each voting Member.
 - (1) The notice shall state the place, date and time of the meeting, and the means of electronic transmission by and to the IFVP or electronic video screen communication, if any, by which members may participate in that meeting.
 - (2) Members shall be notified via e-mail and notice on the IFVP website as per the timelines above.
 - (3) Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- D. Quorum at any meeting of the Members shall be ten percent (10%) of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business. The provisions of these Bylaws with regard to notice shall apply to such adjournment.

Article 5.0 – BOARD OF DIRECTORS

- A. The Board of Directors shall control the business and affairs of the IFVP in accordance with the Articles of Incorporation and these Bylaws.
- B. Responsibilities of the Board:
 - (1) The Board shall be responsible for long- and short- range planning, setting policy, monitoring all operations, ensuring that adequate governing documents are in place and regularly reviewed and that IFVP Bylaws are upheld.

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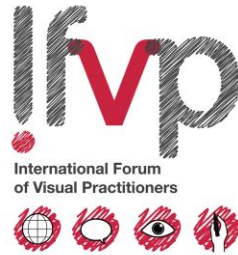


- (2) The Board approves and maintains an annual budget.
 - (3) The Board approves the agenda, is present at and participates in Annual and Special Membership Meetings.
 - (4) The Board participates in fundraising activities.
- C. The Board will meet a minimum of eight times per year prior to each Annual General Membership Meeting.
- (1) One of the Board meetings will be held for the purpose of annual planning and Board organization including, but not limited to:
 - a. Onboarding of new Board Directors;
 - b. Assigning Standing Committees and leadership of identified task forces;
 - c. Making, reviewing and updating long-range and annual plans.
- D. Board meetings may be held at any place or by means of electronic transmission or electronic video screen communication.
- E. The Board may appoint days for regular Board meetings at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.
- F. The number of Directors that form a quorum for the transaction of business shall be a simple majority, 51%. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

5.01 – Compensation

- A. No Director shall receive, directly or indirectly, any salary, or compensation for services rendered to the Board or to the IFVP unless such services have been specifically authorized in advance by a resolution of the Board, in accordance with the Conflict of Interest Policy, set forth in Article 6 of these Bylaws.

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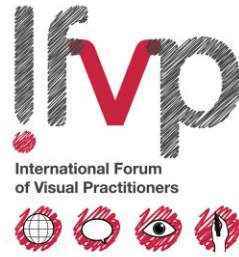
5.02 – Annual Meeting & Voting

- A. At any Annual or Special Membership Meeting, each Member shall be entitled to one vote on any motion.
 - (1) Voting shall be conducted by a show of hands of Members physically present and roll call vote of those present via means of electronic transmission or video screen communication.
- B. Special voting can be initiated by the Board throughout the year and will be conducted via email or other electronic means.
- C. Votes will be tallied by the Secretary and when he / she is not present, by the ranking Board member.

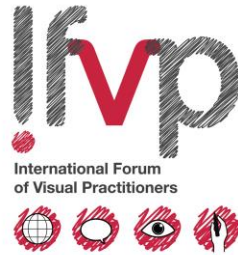
5.03 – Nominating Committee

- A. The Nominating Committee is responsible for coordinating a fair and transparent election process for the Board of Directors. Any IFVP Member in good standing can be nominated or self-nominate themselves to be a candidate for election.
- B. Candidates must present information a minimum of 30 days in advance of the election. Running from the floor is not permitted.
- C. The membership of the Committee is formed by three members of the Board of Directors who are not running for election, and two IFVP members. The President sits ex-officio unless he/she is up for election.
- D. The term of the Nominating Committee is two years, and Board of Director positions will be chosen at the same time as the election of Officers.
- E. The non-Board positions on the Nominating Committee are elected by the Board of Directors in advance of the nomination period. IFVP Members can self-nominate themselves to join the committee, or the Board may approach IFVP members to nominate.
- F. The Nominating Committee members will be approved by a vote of the Board.

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- G. Removal of members from the Nominating Committee for non-performance of duties is possible. New members will be solicited from the membership or Board of Directors by email and website notification.
- H. Duties for General Elections:
- a. The duties of the Nominating Committee are to notify the membership of vacancies on the Board, recruit Board members, interview members, clearly explain the process for nomination to the Board and post this information on the IFVP website and send via email to members, collect biographies and profiles to present to the membership electronically (and in-person where required), ensure that candidates are in good standing and eligible to run for election
 - b. The Nominating Committee is responsible for explaining the voting processes electronically or at the Annual/Special General Meetings.
 - c. Any IFVP member can also nominate themselves by following the election timelines and presenting the same information to the Nominating Committee.
 - d. The Nominating Committee will bring all names forward to the membership for election.
 - e. The Nominating Committee may choose to endorse some names, all names, or to remain silent about the candidates who are running for election. The Nominating Committee may elect to not endorse the candidacy of candidates who are actively campaigning against the interests of the IFVP, and the final decision rests with the membership.
- I. For internal elections when there is a Board vacancy (by-elections):
- a. The Nominating Committee will inform the membership of the vacancy within 30 days of the vacancy by email and a notification on the IFVP website. The Nominating Committee will collect biographies and profiles of interested parties to present to the membership and ensure that candidates are in good standing to run for election.
 - b. Members will have the opportunity to vote electronically on filling a vacancy on the Board. A Special/Annual General Meeting is not required.
 - c. By-elections can be approved by the Board of Directors.



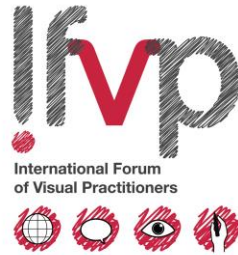
- d. A member of the Nominating Committee is responsible for explaining the voting processes for a by-election.
- e. In the case of by-elections, the Nominating Committee may choose to endorse the candidate, not endorse the candidate, or remain silent on the candidate, who is running for by-election. The Nominating Committee may elect to not endorse the candidacy of candidates who are actively campaigning against the interests of the IFVP, and the final decision rests with the membership.

5.04 - Qualifications of Directors

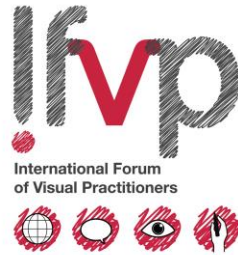
- J. Directors shall be at least eighteen (18) years of age. The Board will determine other qualifications of prospective Directors based on the needs of the IFVP, as they exist at the time that the prospective Director seeks appointment or re-appointment.
- K. Directors must be in agreement with the purpose of the IFVP and govern to fulfill the organization's mandate.

5.05 – Officers and Qualifications

- A. The Officers of the Board of Directors shall consist as follows:
 - (1) President;
 - (2) Secretary; and
 - (3) Treasurer.
- B. A Director may serve as an Officer of the Board at any time during his or her tenure as a Director.
- C. If there is a vacancy in the Office of President, a President will be elected by a majority vote of Directors present at the first Board meeting following the Annual General Membership Meeting.



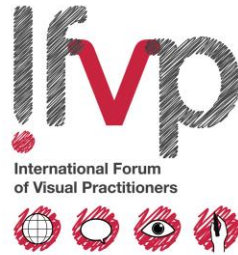
- D. An Officer, once duly elected, may seek re-election or re-appointment to his or her Officer position for each year that he or she is in active service as a Director.
- E. The Board of Directors may, from time to time, appoint such additional officers and agents as the Board deems necessary or desirable. Each of these appointed officers or agents shall hold their positions at the pleasure of the Board and shall have the authority to perform the duties specified by the Board.
- F. The President is responsible for ensuring the operation of the IFVP. The duties of the President are as follows:
- (1) shall be elected from among the Directors, by the Board;
 - (2) shall be the Chief Executive Officer of the IFVP;
 - (3) shall preside at all Annual, Special Meetings and Board meetings;
 - (4) shall, with the Secretary, sign all written contracts of the IFVP which have been approved by the Board;
 - (5) shall be a committee member of all committees "ex-officio";
 - (6) shall perform all other duties that may be prescribed from time to time by the Board.
 - (7) President may not be a member of the nominating committee
- G. The Secretary is responsible for tallying all votes and recording and distributing Annual General Membership Meeting Minutes.
- (1) shall be appointed from among the Directors by the President, with approval by the Board;
 - (2) shall keep a record of the proceedings of all Annual and Special Meetings, all proceedings of the Membership Committee, membership list, and all Board meetings and if requested in advance, furnish any party to such proceeding with a transcript thereof at the party's own expense;
 - (3) shall keep a record of affirmative and negative votes and abstentions on any motion;



- (4) shall give all notices and shall perform such other duties as may be prescribed by the Board;
- (5) shall advise all Members of all nominations at least 30 days prior to the date of the annual election, and arrange for election ballots;
- (6) shall publish minutes of the previous meeting of all Board, Annual and Special Meetings respectively;
- (7) shall ensure adopted minutes are entered into the record;
- (8) shall be responsible for the safekeeping of all books, records, papers and seals of the IFVP, which shall be kept in a secured area, or at a chartered bank.

H. The Treasurer is responsible for collecting and managing Dues and other contributions.

- (1) shall be appointed from among the Directors by the President, with approval by the Board;
- (2) shall oversee the receipt and disbursement of the funds of the IFVP and keep a true and accurate record of accounts;
- (3) shall oversee the deposit of all monies in the name of The IFVP in such banks or other registered financial institutions as may be designated by the Board;
- (4) shall make payments only in the manner prescribed by the Board, and make reports, as required by the Board, from time to time;
- (5) shall prepare an Annual Report of finances, in conjunction with the Auditors of the IFVP, to be forwarded to all Members at least fourteen (14) days prior to the Annual General Membership Meeting;
- (6) shall see that invoices for annual dues are sent to all Members no later than thirty (30) days prior to the expiration of their current membership;
- (7) All checks, notes and evidences of indebtedness of the IFVP shall be approved by the Treasurer and President;

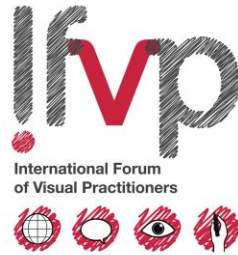


(8) The books of account of the IFVP shall be closed as of December 31st each year and audited by a Chartered Accountant.

5.06 – Resignations, Removal and Replacement of Directors & Officers

- A. The office of a Director shall automatically be vacated:
- (1) if the Director resigns office by notice in writing to the IFVP. Resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - (2) if a resolution is passed by a majority of Members removing the Director before the expiration of the Director's term of office;
 - (3) if the Director fails to attend at least seventy-five percent (75%) of the meetings of Directors held in any year during such Director's term of office;
 - (4) if the Director dies.
- B. An Officer may resign at any time by providing written notice to the Directors then in office and will be deemed effective upon receipt. The resigned Officer may retain his or her position as a Director, subject to the other provisions of these Bylaws.
- C. A vacancy occurring in the Board shall be filled as follows:
- (1) If the vacancy occurs as a result of the removal of any Director by the Members in accordance with paragraph 5.05 A(2) above, it may be filled upon the vote of a majority of the Members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
 - (2) Any other vacancy in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so, so long as there is a quorum of Directors in office. Provided that there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Board Member;
 - (3) Otherwise such vacancy shall be filled at the next Annual General Membership Meeting at which the Directors for the ensuing year are elected.

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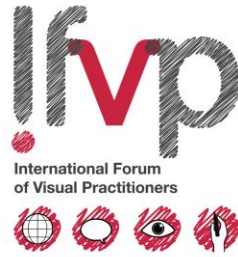
- (4) If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above.
- (5) A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

5.07– Indemnification

- A. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the IFVP, against expenses, including attorneys’ fees (and in the case of actions other than those by or in the right of IFVP judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, Officer, employee, trustee, or agent of IFVP, or is or was serving at the request of the corporation as a Director, Officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, IFVP shall determine, or cause to be determined, in the manner provided under California law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in California law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by California law.

5.08 – Indemnification Not Exclusive of Other Rights

- A. The indemnification provided in Section 5.06 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, Bylaws, or any agreement, vote of the Board of Directors or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.



5.09 – Insurance

- A. To the extent permitted by California law, IFVP may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, trustee, or agent of IFVP or is or was serving at the request of IFVP as a Director, Officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise. ***General liability insurance and director and officer insurance coverage, in adequate amounts, shall be purchased annually by IFVP.***

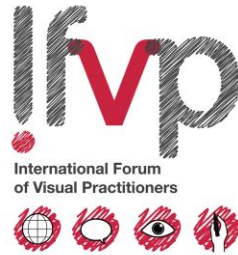
ARTICLE 6.0 – CONFLICT OF INTEREST

6.01 – Fairness to IFVP

- A. Factors to be considered in determining whether the contract or transaction is “fair” to IFVP may include an examination of the following:
 - (1) The price and terms of the contract or transaction (the price and terms of the contract or transaction may vary, but must be on a level which the Board of Directors would accept in an arm's-length negotiation, in light of the knowledge that the Board of Directors would reasonably have acquired in the course of such negotiation); and
 - (2) Whether the Board of Directors would reasonably determine that the contract or transaction was in the best interests of IFVP.

6.02 – Remedies for Violation of Conflict of Interest Requirements

- A. If the Conflict of Interest Policy is violated, the Board of Directors may, at its sole discretion:
 - (1) Void the contract or transaction in its entirety and may seek to recover any damages and expenses suffered or incurred by the corporation as a result of the contract or transaction; and
 - (2) Modify the price and terms of the contract or transaction so that IFVP receives a price and terms comparable to what the corporation would receive in an arm’s-length negotiation.



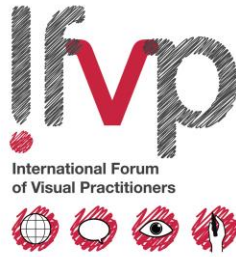
6.03 – Education and Supplemental Procedures

- A. The Board of Directors may, in its discretion, require Directors, Officers, staff and volunteers to follow additional procedures, to ensure the adherence to the Conflict of Interest Policy and to preserve the interests of the IFVP.

ARTICLE 7.0 – COMMITTEES

7.01 – Committees

- A. There shall be standing committees appointed by the Board, as described in this Article, on each of which there shall be a Director.
- B. The Board shall appoint such other committees as required from time to time.
- C. The Board reserves the right to limit the powers of all committees.
- D. The President can sit as ex-officio on any committee except Nominating.
- E. The Standing Rules/Policies will define the roles of each Committee.
- F. Vacancies on committees can be by self-nomination or by appointment, as per the standing rules for that committee.
- G. When requested to implement Board policy, committees will only accept responsibility to do so provided that they report their plans, progress, evaluation and funding requests to the Board for approval.
- H. Directors will serve on Committees for a term of one (1) year, ending in June of each year. In May of each year, the Directors shall report to the President of the Board of Directors whether that Director wishes to remain with his or her current Committee or whether he or she wishes to instead join another Committee. In June of each year, the Board will, by majority vote, confirm the membership of each Committee.



Article 8.0 - FINANCE

8.01 – Fiscal Year

- A. The IFVP fiscal year shall commence on the first day of January each year and terminate on the last day of December.

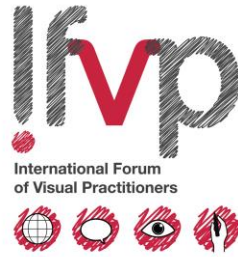
8.02 – Banking

- A. The Board shall designate the Officers and any other persons who are authorized to transact the banking affairs of the IFVP. The resolution shall provide to the designated Officer or other persons the power:
 - (1) To operate the IFVP's accounts with the financial institution;
 - (2) To make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any checks, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (3) To issue receipts for and orders with respect to the property of the IFVP;
 - (4) To execute any agreements with respect to the banking affairs of the IFVP; and
 - (5) To authorize any Officer of the financial institution to act on the IFVP's behalf to facilitate the banking affairs.

8.03 – Execution of Contracts and Instruments

- A. Contracts, documents or instruments in writing requiring the signature of the IFVP shall be approved by an Officer and any Director:
 - (1) The President together with either the Secretary or the Treasurer.
 - (2) Any two Directors; or

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- (3) Any one of the aforementioned Officers together with any one Director;
- B. All contracts, documents and instruments in writing so signed shall be binding upon the IFVP without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the IFVP either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- C. The term “contracts, documents or instruments in writing” as used in this Bylaw shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- D. The seal of the IFVP when required may be affixed to any instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

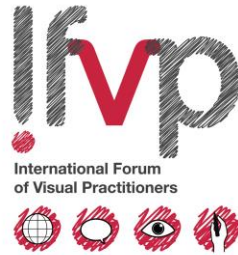
Article 9.0 – DISSOLUTION

- A. The IFVP may be dissolved in accordance with the laws of the State of California. Upon dissolution of the IFVP, and after the payment of all liabilities and obligations of the IFVP and all costs and expenses incurred by the IFVP in connection with such dissolution, all remaining assets shall be distributed to and among such one or more organizations as are then exempt from federal income taxes under Section 501 (c)(6) of the Internal Revenue Code of 1954 and as from time to time amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 10.0 – MISCELLANEOUS PROVISIONS

10.01 – Books and Records

- A. IFVP shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. IFVP shall maintain its corporate registration with the State of California, ***including prompt and timely payment of all related fees***, and shall maintain a record



of the names and addresses of all Directors and any other information required under California law.

10.02 – Corporate Seal

- A. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may determine.

10.03 – Electronic Signatures and Records

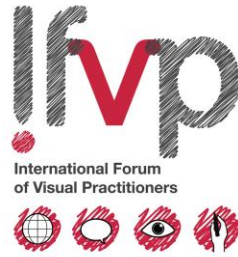
- A. Any document that is required to be signed may be submitted and signed electronically, and any document or record that is required to be maintained may be maintained in electronic form. For all purposes under this Bylaw, references to a “writing” or anything to be written include e-mail and similar forms of electronic communication.

Article 11.0 – AMENDMENT OF BYLAWS

11.01 – Enactment

- A. Bylaws of the IFVP may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.
- B. The IFVP will give 60 days’ notice of changes to the bylaws by informing members by email and website notice, which will happen at an Annual General Meeting or a Special General Meeting.
- C. The Board may enact the Bylaws consistent with this Bylaw, and every repeal, amendment or re-enactment thereof, is effective only until the next Annual General Membership Meeting and unless confirmed thereat, with or without variation, ceases to have any effect.
- D. A quorum and a 2/3 majority are required to take a vote on an amendment at the Annual General Membership Meetings (instead of only 51% majority for regular AGM/SGM).

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Article 12.0 – REPEAL OF PRIOR BYLAWS

12.01 – Repeal

- A. Subject to hereof, all prior Bylaws, resolutions and other enactments of the IFVP heretofore enacted or made are repealed.

12.02 – Exception

- A. The provisions of section 13.01 shall not extend to any Bylaw or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

12.03 – Proviso

- A. Provided however that the repeal of prior Bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

Article 13.0 – EFFECTIVE DATE

13.01 – Effective on Passing

- A. This Bylaw shall come into force without further formality upon its enactment.