

Bylaws of the association Illustrators Switzerland

1 General provisions

1.1 Name

Illustrators Switzerland (Illustratorinnen und Illustratoren Schweiz) is a non-profit association (Verein) as defined in Article 60 ff. of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch ZGB), hereafter called association.

1.2 Place of business

The association's place of business is Zurich.

1.3 Purpose and aims

1 The association

- a maintains a website on which members present their own works;
- b promotes the professional and economic interests of its members;
- c promotes the exchange of information and experience among its members, especially through the regular publication of newsletters;
- d strives to improve the professional conditions of illustrators.

2 The association is politically and religiously independent.

1.4 Funds

The association is funded by

- a membership dues;
- b patrons' contributions;
- c revenue from the association's events and activities;
- d donations and contributions of all kinds.

2 Membership

2.1 Members

The association consists of active members and honorary members.

1 Active members

Active membership is open to professional illustrators based in Switzerland or with a strong reference to Switzerland. The admission process is set forth in the regulations.

2 Honorary members

- 1 Honorary membership may be granted to any natural person or corporate entity that has made an extraordinary contribution to the association.
- 2 Honorary members are proposed by the board of directors and elected by the affirmative vote of the general assembly.

2.2 Membership dues

- 1 The membership dues are set forth in the regulations.
- 2 Honorary members and current board members are exempt from paying the dues.

2.3 Members' rights

1 Each member has the right

- a to vote in the general assembly;
- b to attend the association's events for members;
- c to use the association's facilities and resources for members.

2 Members are entitled to use the designation "member of Illustrators Switzerland."

2.4 Termination of membership

- 1 Membership may be terminated by giving four weeks' notice to the board of directors in writing.¹
- 2 With the termination of membership, the member shall forfeit all rights and benefits of membership. There shall be no refund of the membership dues paid for the calendar year.

2.5 Expulsion

- 1 The board of directors may expel any member who
 - a severely violates the interests of the association;
 - b contravenes the bylaws or the regulations;
 - c has failed to pay the membership dues despite two reminders.
- 2 The member shall be allowed reasonable time to comment on the expulsion.
- 3 The expulsion is not appealable.
- 4 The expelled member has no claims to the association's assets.
- 5 There shall be no refund of the membership dues paid for the calendar year.

2.6 Readmission

- 1 An expelled member may apply for readmission at the next regular general assembly.
- 2 A written request for readmission must be submitted to the association's office no later than five weeks prior to the general assembly.
- 3 Readmission is granted by the affirmative vote of the general assembly.

3 Patronage

3.1 General provisions

Patronage is open to any natural person or corporate entity paying the minimum patrons' contribution as set forth by the regulations.

3.2 Patrons' rights

Each patron has the right

- a to attend the general assembly, but without a vote;
- b to use the designation "patron of Illustrators Switzerland";
- c to attend the association's events for patrons;
- d to use the association's facilities and resources for patrons.

3.3 Termination of patronage

Patronage ends automatically at the end of the calendar year, unless it is renewed.

4 Governing bodies

The association's governing bodies are

- a the general assembly;
- b the board of directors, hereafter board.

5 The general assembly

5.1 General provisions

- 1 The general assembly (members' meeting) is the association's highest governing body.
- 2 A regular general assembly is held annually in the first quarter.
- 3 An extraordinary general assembly may be requested at any time by the board or by one fifth of active members indicating the relevant reasons.

¹ Whenever these bylaws require written communication, such communication may also be delivered by email.

- 4 The board shall invite members to the general assembly and communicate the agenda items no later than three weeks prior to the meeting.
- 5 Members may submit proposals for agenda items to the board up to five weeks prior to the general assembly. Proposals supported by at least 5% of members must be put on the agenda.
- 6 The general assembly shall not vote or make decisions on issues that are not on the agenda.

5.2 Rights and responsibilities of the general assembly

The general assembly

- a elects the president and all other members of the board;
- b approves the minutes of the previous meeting;
- c approves the annual report and the financial statement and discharges the board;
- d approves the budget and the program of activities for the coming year;
- e determines the membership dues and the minimum patrons' contribution as proposed by the board;
- f votes on agenda items;
- g discusses appeals of persons whose application for membership was denied;
- h votes on the readmission of members who have been expelled by the board;
- i votes on the liquidation of the association and on the use of the proceeds of liquidation.

5.3 Quorum

- 1 Any duly convened general assembly constitutes a quorum, regardless of the number of members present.
- 2 Each member has one vote. There shall be no voting by proxy.
- 3 Votes are decided by a simple majority. In the event of a tie, the chairperson shall have the deciding vote.
- 4 Elections and votes are held openly. At the request of at least 10% of members present, they can be held secretly.

5.4 Minutes

- 1 The general assembly's decisions shall be documented in the meeting's minutes.
- 2 On issues of greater importance, the minutes shall summarize the main opinions presented during the meeting.

6 The board of directors

6.1 General provisions

- 1 The board shall have all the responsibilities that are not conferred to another governing body by law or by these bylaws.
- 2 The board consists of the following sections:
 - a presidency
 - b vice-presidency
 - c finances
 - d administration
- 3 The board consists of at least three members who are elected by the general assembly for a term of two years. Reelection is possible.
- 4 With the exception of the presidency, the board is autonomous in assigning the sections to its members.
- 5 The board shall meet as often as is required by the association's business. Any board member can request a meeting by indicating the reasons.
- 6 Unless a board member requests verbal discussion, resolutions may be passed by written consent.
- 7 The board works in an honorary capacity. Board members are entitled to reimbursement of the respective expenses.

6.2 Rights and responsibilities of the board

The board

- a conducts the association's affairs, implements the decisions of the general assembly, and represents the association before third parties;
- b pursues the association's long-term goals and their realization in the interest of its members;
- c prepares the agenda for the general assembly;
- d may assign tasks to a committee selected by the board and may appoint work groups or expert groups;
- e may employ or appoint persons for the purpose of attaining the association's goals, paying them adequate compensation within the budget.

7 Fiscal year

The association's fiscal year is the calendar year.

8 Finances

The association's liabilities are limited to its assets. There shall be no personal liability of members for the association's obligations.

9 Signing authority

The joint signature of two board members is required to enter into agreements. Signing authority is granted by the board.

10 Amendment of the bylaws and regulations

Any amendment of the bylaws or the regulations requires the affirmative vote of a two-third majority of voting members present at the general assembly.

11 Liquidation of the association

- 1 The general assembly may decide on the liquidation of the association during an ordinary or an extraordinary meeting.
- 2 The decision is valid if approved by a three-quarter majority of voting members present at the general assembly.
- 3 In the event of liquidation, the association's assets shall be transferred to a tax-exempt non-profit organization. There shall be no distribution of assets among members. The general assembly shall determine the organization to which the association's assets are transferred.
- 4 The liquidation shall be performed by the board, unless the general assembly appoints one or several special liquidators.

12 Effective date

These bylaws were approved at the founding meeting on 2 July 2014 in Zurich and took effect on that date.

Changes approved by general assembly on 13 Feb. 2020 and took effect on 13 Feb. 2020.

The founding members:

Anna Haas

Regina Vetter

Corina Vögele