

**BYLAWS OF  
INTERNATIONAL ASSOCIATION OF WORKFORCE  
PROFESSIONALS, INCORPORATED**

**ARTICLE I - MEMBERSHIP**

Section 1: **Qualification.** - IAWP membership shall be open to any person interested in the purpose of IAWP and who has paid the required annual membership dues.

Section 2: **Classes.** - There shall be two (2) membership classes - chapter affiliated and chapter unaffiliated. The Board of Directors may establish subcategories for all classes of membership.

Section 3: **Fees, Rights and Privileges.** - The Board of Directors shall determine the membership fees, rights and privileges applicable to each class and each subcategory of membership, and such fees, rights and privileges shall be published in the *Standing Rules, Policies and Procedures Manual (hereinafter "Manual")*. Any change(s) in the fees, rights and privileges shall not be applicable to the membership year in which such change(s) were adopted.

Section 4: **Chapters.** - Members in each state or territory of the United States, each province of Canada and each country may create a chapter of IAWP in accordance with the procedures established and published in the *Manual*.

Section 5: **Districts.** - For the purpose of representation on the Board of Directors and casting of certain designated votes, chapters shall be grouped into geographical districts as determined by the Board of Directors in accordance with procedures in the *Manual*. Any change in the geographical districts shall be with the advice and consent of the majority of the members in each chapter affected by such geographical groupings.

Section 6: **Meeting of Members.** - During an administrative year, a minimum of one meeting of the members of IAWP, designated as the annual meeting of the members, must be conducted. The primary purpose of the annual meeting shall be to provide an educational and training program and to complete the election and installation of the IAWP Board of Directors (excluding those directors elected by the districts) and Officers for the upcoming administrative year. Special meetings of the members may also be held, but need not be in-person meetings. The meetings of the members of IAWP shall be held at times and places to be selected by the Board of Directors. Written notice of all annual and special meetings of the members stating the place, day and hour of the meeting, and in the case of special meetings, the purpose or purposes of the special meeting, shall be published in any official publication of IAWP and distributed to all members at least thirty (30) days in advance of the date set for the meeting. Timely mailing of the notice to the last known address of a member shall constitute notice to the member.

Section 7: **Quorum.** - The Board of Directors shall announce at its first meeting after the Annual Meeting of the members the number of members in good standing necessary and entitled to cast votes that shall constitute a quorum at any meeting of the members. Such determination of quorum shall be based on the current membership roster as maintained by the IAWP Administrative Office and certified by the IAWP Secretary-Treasurer. The quorum shall not be less than one percent (1%) of the members in good standing and entitled to cast votes. Notice of the quorum determination shall be

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published in the first official IAWP publication after the Annual Meeting of the Board of Directors at which such quorum is announced.

Section 8: **Voting.** - The manner and method by which members shall cast votes regarding matters on which they are entitled to vote shall be as determined by the Board of Directors and published in the *Manual*. Notice of any change in the manner and method by which members shall cast votes must be given to all members entitled to vote at least thirty (30) days before the effective date of the change.

## **ARTICLE II - BOARD OF DIRECTORS**

Section 1: **Number.** - The Board of Directors (hereinafter "Board of Directors", "Board" or "Directors") shall be not more than thirty (30) members. The officers and directors designated as such shall constitute not less than three-fourths (3/4) of the directors. Individuals not duly elected or appointed to fill vacancies shall not be considered a director or a member of the Board of Directors.

Section 2: **Qualifications.** - Election; Appointment. - Directors shall be IAWP members in good standing and meet all qualifications as set forth in the *Manual*. Excluding directors designated as district directors, members of the Board of Directors shall be elected by a majority of the votes cast by IAWP members having the right to vote for directors. Individuals seeking IAWP offices as described in Article III of these Bylaws also shall be deemed to be seeking election as directors. As to the directors who shall serve as district directors, each director shall be nominated and elected by the district in a manner prescribed by the district being represented and shall be installed during the annual meeting of the Board of Directors. Directors may be appointed by the Board of Directors to fill vacancies occurring during a term in accordance with Section 5 of this Article. Election or appointment of a director shall not of itself create contract rights.

Section 3: **Tenure.** - Except as herein provided, each member of the Board of Directors shall serve until his or her successor is elected and qualified, or until his or her death, or until he or she resigns, or he or she is removed from office, whichever occurs first. The tenure of a Director elected as President-elect shall be for three (3) consecutive years solely for the purpose of his or her term of office as President-elect and automatic succession to the offices of President and Immediate Past President. As to those officers automatically succeeding to the offices of President and Immediate Past President in accordance with the bylaws in place before the adoption of these Bylaws, they shall be elected as Directors for a tenure consistent with their automatic succession.

Section 4: **Removal.** - (A) Action to remove a director elected by the members may be initiated by a majority vote of the Board of Directors, or by a petition signed by one thousand (1,000) members in good standing and entitled to vote on such matter. Unless the director has been elected to a multi-year term, no action to remove a director shall be initiated within sixty (60) days of the annual meeting of members. A director elected by the members may be removed, with cause, by a majority of the members entitled to cast a vote and voting on such removal. If an officer is removed with cause from his/her office, he/she shall automatically be removed as a director.

(B) Any director appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever it is the judgment of the Board that the best interest of IAWP would be served thereby. In determining what constitutes a "majority of the Board of Directors"; vacant positions on the Board shall not be counted.

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(C) As to a director serving as a district director, said director shall be removed by the district in a manner prescribed by the district being represented, provided the manner prescribed was in effect at the time the director was elected.

(D) The removal of any director shall be without prejudice to the contract rights, if any, of the director so removed, unless such contract requires the individual to be a director to have and exercise such rights.

**Section 5: Vacancies.** - Subject to the succession of officers as described in Article III of these Bylaws, should a vacancy occur on the Board of Directors before the completion of a term, such vacancy shall be filled by an affirmative vote of the remaining voting members of the Board of Directors. Notwithstanding the foregoing, a vacancy occurring in a director position held by a district director shall be filled before the next scheduled meeting of the Board by the district in the manner prescribed by the district that is represented by said director.

**Section 6: Compensation.** - No director shall receive compensation for his or her services as a director; however, any expenses incurred by any director by reason of his or her duties or responsibilities as such may be paid by IAWP; provided, that nothing contained herein shall be construed to preclude any director from serving IAWP in any other capacity and receiving compensation therefor.

**Section 7: Annual and Regular Meetings of Board of Directors; Notice of Meeting.** - An annual and in-person meeting of the Board of Directors shall be held without notice other than by these Bylaws immediately after the annual meeting of the membership to address any business as may properly come before the Board of Directors. In addition to the annual meeting, during an administrative year, a minimum of one (1) in-person regular meeting of the Board must be held. The Secretary shall give to each director written notice of the time and place of a regular meeting of the Board of Directors and such notice shall be at least thirty (30) in advance of the meeting.

**Section 8: Special Meetings of Board of Directors; Notice of Meeting.** - Special meetings of the Board of Directors may be called by the President or a simple majority of the voting members of the Board of Directors. Notice of any special meeting shall be given at least five (5) days before the date of the meeting to each member of the Board of Directors by written notice delivered in-person, by mail, or other electronic transmissions to the director at his or her last known address for such notice, and shall state the time and place of the meeting. If the notice is mailed or transmitted electronically, notice shall be deemed to have occurred the date the notice was deposited, with appropriate postage affixed thereto, in a depository under the control of the United States Postal Service, or the date the notice was electronically transmitted. A special meeting of the Board need not be in-person.

**Section 9: Contents of Notice; Waiver of Notice.** - The business to be transacted and the purpose of any regular or special meeting of the Board of Directors shall be specified in the notice of such meeting. A director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 10: Manner of Acting; Informal Action.** - The act of the majority of the members of the Board of Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors, or any

action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the directors and included in the minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

**Section 11: Quorum; Adjournment.** - Notwithstanding Article II, Section 5, a majority of the members of the Directors which shall consist of US Directors and officers, shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 12: General Powers.** - The duly elected/or and appointed Board of Directors shall have the responsibility and all appropriate and necessary authority to conduct and manage the administrative, management, organizational, fiscal and other affairs of IAWP. This includes the establishing such committees as it may consider necessary or convenient for the conduct of the business and other affairs of IAWP, including an Executive Committee, comprised of the duly elected officers and six (6) other directors appointed by the Board, imbued with the appropriate delegated authority to conduct the business and other affairs of IAWP in the intervals between the meetings of the Board of Directors, subject to the direction and control of the Board. Only Directors shall have the right to vote on matters coming before the Board. The Board of Directors may delegate to any person or committee that authority the Board deems appropriate to carry out the established purpose and responsibility of the committee. The Board of Directors, however, may not delegate to any person or committee its authority to amend the Articles of Incorporation or any other governing document.

### **ARTICLE III - OFFICERS**

**Section 1: Officers; Qualifications.** - The officers of IAWP shall be as follows: a President, a President-elect, a Vice President, a Secretary/Treasurer, and an Immediate Past President and such other officers whose duties may be fixed from time to time by the Board of Directors. As to any officer not specifically identified herein, the Board of Directors may establish such office and appoint an individual to fill said office only for the term (administrative year) of the Board establishing such office. In order for the office to become a permanent office, the approval of the members in attendance at the Annual Meeting of the members is required, and such approval shall be by a majority of the members entitled to vote and voting on such matter. All officers must be IAWP members in good standing and be within a class and subcategory of membership that would entitle them to seek and hold office. Election or appointment of an officer shall not of itself create contract rights unless the contract requires that the individual be an officer to have and/or exercise such contractual rights.

**Section 2: Election; Appointment; Term of Office.**

Except as herein provided, the officers shall be elected every year by a majority of the votes cast by members having the right to cast such vote. The President-elect shall automatically succeed to the office of President and the President shall automatically succeed to the office of Immediate Past President without having to be elected to said offices. As provided in Section 4 of this Article, an individual may be appointed by the Board of Directors to fill a vacancy occurring in an office during the administrative year. Each officer shall hold office until a successor has been duly elected and qualified, or until his or her death, or until he or she resigns, or until he or she is removed in the manner hereinafter provided, whichever occurs first. No officer shall be elected or appointed to serve a term of office exceeding three

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(3) years, nor shall any person be elected to the offices of Vice-President or Secretary-Treasurer for more than four consecutive terms.

**Section 3: Removal.** - (A) Action to remove an officer elected by the members may be initiated by a majority vote of the Board of Directors, or by a petition signed by one thousand (1,000) members in good standing and entitled to vote on such matter. Unless an officer has a right of automatic succession, no action to remove an officer shall be initiated within sixty (60) days of the annual meeting of members. An officer elected by the members may be removed, with cause, by a majority of the members entitled to cast a vote and voting on such removal. If an officer is removed as a director, with cause, he/she shall automatically be removed as an officer.

(B) Any officer appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever it is the judgment of the Board that the best interest of IAWP would be served thereby. In determining what constitutes a "majority of the Board of Directors", vacant positions on the Board shall not be counted.

(C) The removal of any officer shall be without prejudice to the contract rights, if any, of the officer so removed, unless such contract requires the individual to be an officer to have and exercise such rights.

**Section 4: Vacancies.** - Should a vacancy occur in the office of President before the completion of a term, the President-elect shall succeed to and fill said vacancy. Should there be a vacancy in the office of President-elect at the time the office of President becomes vacant, the Vice President shall succeed to and fill the office of President. Should a vacancy occur in the office of President-elect before the completion of a term, said office shall remain vacant until a successor is duly elected and qualified. While such vacancy exists, the Vice President shall perform all duties of the position of President-elect. Should a vacancy occur in the office of the vice-president or secretary/treasurer before the completion of a term, such vacancy shall be filled by a majority vote of the members of the Board of Directors present at the meeting where such action is being taken. This succession shall apply regardless of the reason for the occurrence of the vacancy.

**Section 5: Duties of Officers.** - The duties of the officers shall be as set forth in the *Manual*.

#### **ARTICLE IV - FINANCIAL AFFAIRS**

**Section 1: Budget and Expenditure Cap.** - The Board of Directors shall have the authority to budget and expend, each year, up to one hundred percent (100%) of the income during the most previously completed administrative year.

**Section 2: Exceeding Budget and Expenditure Cap.** - If, in the opinion of the President, an emergency arises that will require expenditure in excess of the limits set in Section 1 of this Article, the Board of Directors, by a two-thirds (2/3) vote, may approve the expenditure from the reserve fund or extend the credit of IAWP beyond the current administrative year.

**Section 3: Contracts.** - The Board of Directors may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instruments in the name of and on behalf of IAWP, and such authority may be general or confined to specific instances.

Section 4: **Loans.** - No loans shall be contracted on behalf of IAWP, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5: **Checks; Drafts; Orders; Etc.** - All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of IAWP shall be signed by such officer, officers, agent or agents of IAWP and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6: **Deposits.** - All funds of IAWP not otherwise employed shall be deposited from time to time to the credit of IAWP in such banks, trust companies as shall from time to time be determined by the Board of Directors.

Section 7: **Gifts.** - Any director or officer may accept on behalf of IAWP any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of IAWP.

Section 8: **Charitable Contributions.** - No officer or director shall make charitable contributions in the name of, from the funds of, or on behalf of IAWP without prior authorization by the Board of Directors.

#### **ARTICLE V - BOOKS AND RECORDS**

IAWP shall maintain accurate and complete books and records of account and shall also keep minutes of the proceedings of its membership and Board of Directors, and shall keep at its Administration Office a record reflecting the names and addresses of the members, officers and directors. All books and records of IAWP may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE VI - FISCAL YEAR**

The fiscal year of IAWP shall be the calendar year.

#### **ARTICLE VII - WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE VIII - RULES, POLICIES AND PROCEDURES**

The *Standing Rules, Policies and Procedures Manual* shall be the official organizational rules, policies and operating procedures to implement these Bylaws. The *Manual* may be amended by a two-thirds (2/3) vote of the Board of Directors, or two-thirds (2/3) vote of the members entitled to cast a vote and casting a vote. No provision of the *Manual*, however, may supersede or conflict with these Bylaws or the Articles of Incorporation in effect. IAWP may also maintain and/or issue other publications for informational and/or instructional purposes.

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**ARTICLE IX - AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed by the affirmative vote of two thirds (2/3) of the members entitled to cast such vote and voting. No amendment or revocation may be voted upon by the membership at an annual meeting unless prior written notice of such action has been provided to the membership and a reasonable opportunity to vote on the proposed change has been afforded to every member entitled to vote by mail or electronic ballot, and such prior written notice and opportunity shall not be less than sixty (60) days before the annual meeting of the members.

**ARTICLE X - PARLIAMENTARY PROCEDURE**

The proceedings of all meetings of IAWP shall be governed by the applicable revision of *Robert's Rules of Order, Revised*, and other rules of order as adopted by the Board of Directors.

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