

PROPOSED BYLAWS OF THE INTERNATIONAL ASSOCIATION OF WORKFORCE PROFESSIONALS, INC.

PREAMBLE

MISSION STATEMENT

The International Association of Workforce Professionals (IAWP) is a worldwide education association providing its members with training and learning opportunities to help them better serve their customers.

GUIDING PRINCIPLES

1. Enhance the individual competence, knowledge and proficiency of members interested in all occupations in the workforce development field.
2. Provide an international forum for the exchange of information.
3. Support administrators in carrying out programs and assist in the continued improvement of the administration of programs and services.
4. Promote public awareness of the skillful services provided by the personnel of workforce development programs.
5. Provide information to members on proposed policy matters affecting workforce development programs.
6. Foster a closer working relationship with organizations that have common concerns regarding the improvement of the Workforce Development field.
7. Contribute to the advancement of peace, goodwill, and international understanding through world fellowship among persons interested in workforce development programs.
8. IAWP shall not participate or intervene in any political campaign, on behalf of or in opposition to, any candidate for public office (including the publishing or distribution of statements).

ARTICLE I MEMBERSHIP

SECTION 1. QUALIFICATION

IAWP membership shall be open to any person who supports the mission of IAWP and who has maintained membership in the IAWP for a minimum of one year.

SECTION 2. MEMBERSHIP CLASSES

The Board of Directors may establish all classes of membership as set forth in the Standing Rules, Policies and Procedures Manual (hereinafter "Manual").

SECTION 3. FEES, RIGHTS & PRIVILEGES

The Board of Directors shall determine the membership fees, rights and privileges applicable to each class and subcategory of membership. Said fees, rights and privileges shall be published in the Manual and any change(s) to the fees, rights and privileges shall not be applicable to the membership year in which said 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.ⁱ

SECTION 5. 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 education and training program and complete the election and installation of the IAWP Board of Directors and Officers for the upcoming administrative year. Special meetings of the members may also be held, but need not be in-person.

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 stating the place, day and hour of the meeting shall be published in any official publication of the IAWP and distributed to all members at least thirty (30) days in advance of the date set for the meeting. Written notices regarding any special meeting shall include the purpose or purposes of the special meeting.

Timely mailing of the notice to the last known address of a member shall constitute notice to the member.

SECTION 6. 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 Executive Director 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 published in the first official IAWP publication after the annual meeting of the Board of Directors, at which such quorum is announced.

Section 7. 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 OFFICERS

SECTION 1. OFFICERS

The officers of IAWP shall be President, President-Elect, Vice President, Secretary/Treasurer and Immediate Past President.

SECTION 2. QUALIFICATIONS

Officers shall be IAWP members in good standing and meet all qualifications set forth in the Manual.

SECTION 3. ELECTION, APPOINTMENT, TERM OF OFFICE

Except as herein provided, officers shall be elected every year by a majority of the votes cast by members having the right to cast such vote. Election or appointment of an officer shall not of itself create contract rights. 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 5 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. No officer shall be elected or appointed to serve a term of office exceeding three (3) years, nor shall any person be elected to the offices of Vice- President or Secretary-Treasurer for more than four (4) consecutive terms.

SECTION 4: REMOVAL

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.

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. In determining what constitutes a "majority of the Board of Directors," vacant positions on the Board shall not be counted.

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 5. VACANCIES

Should a vacancy occur in the office of President before the completion of a term, the President- elect shall succeed to 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 6. DUTIES OF OFFICERS

The duties of the officers shall be as set forth in the Manual.

ARTICLE III
DIRECTORS AT LARGE

SECTION 1. DIRECTORS AT LARGE

Directors at Large serve on the Board Directors representing the views of the entire membership and making decisions that are in the best interest of the association. For the purpose of representation on the Board of Directors and casting of certain designated votes, one Director at Large shall be elected per 1,000 members, with a minimum of four Directors at Large and a maximum of ten Directors at Large (based on total full and retiree memberships), as of December 31 of the preceding year.

Directors at Large serve a staggered two year term, with half the directors being elected in even years and half in odd years.

SECTION 2. QUALIFICATIONS

Directors at Large shall be IAWP members in good standing and meet all qualifications for Directors at Large as set forth by the Manual.ⁱⁱ

SECTION 3. ELECTION, APPOINTMENT, TERM OF OFFICE

Except as herein provided, the Directors at Large shall be elected in a staggered manner with half being elected in odd years and half being elected in even years by a majority of the votes cast by members having the right to cast such vote. Only one Director at Large will be elected to serve on the Board of Directors from each state or chapter, as set forth in the Manual.

Directors at Large may be appointed by the Board of Directors to fill vacancies occurring during a term in accordance with Section 5 of this Article.

The term of office for a Director at Large shall be for two (2) consecutive years.

SECTION 4. REMOVAL.

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.

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. In determining what constitutes a "majority of the Board of Directors," vacant positions on the Board shall not be counted.

SECTION 5. VACANCIES

Should a vacancy occur in a Director at Large position 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.

SECTION 6. DUTIES

The duties of the Directors at Large shall be as set forth in the Manual.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. VOTING MEMBERS

The voting members of the Board of Directors (hereinafter "Board of Directors", "Board" or "Directors") shall be the duly elected Officers and Directors at Large.

SECTION 2. GENERAL POWERS

The duly elected and/or 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.ⁱⁱⁱ This includes 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 one (1) Director at Large on a rotating basis 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.

SECTION 3. VOTING

Only elected Officers and Directors at Large 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.

SECTION 4. 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 written consent, setting forth the action so taken, is 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 5. ANNUAL & 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, a minimum of one (1) in-person regular meeting of the Board must be held, during an administrative year.

The Secretary shall give to each director written notice of the time and place of any regular meetings of the Board of Directors and such notice shall be at least thirty (30) days in advance of the meeting.

SECTION 6. 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 transmission to his/her last known address for such notice. The notice shall state the time and place of the meeting.

If the notice is mailed or transmitted electronically, notice shall have 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 7. 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.^{IV}

SECTION 8. QUORUM, ADJOURNMENT

Notwithstanding Article II Section 5, a majority of the members of the Board of Directors, which shall consist of U.S. 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 9. COMPENSATION

No director shall receive compensation for his or her service as a director. Any expenses incurred by a director, by reason of his or her duties or responsibilities as such, may be paid by IAWP provided nothing contained herein shall be construed to preclude any director from serving IAWP in any other capacity and receiving compensation.

ARTICLE V
FINANCIAL AFFAIRS

SECTION 1. BUDGET & 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 & 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. 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 contribution, gift, bequest, or devise for the general purposes of or for any special purpose of IAWP will be handled in accordance with Gift Policy as set forth in the Manual. No officer or director shall make charitable contributions in the name of, from the funds of, or on behalf of IAWP without prior authorization from the Board of Directors.^v

SECTION 8. INDEMNIFICATION & INSURANCE

Authorization - The association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors and Officers who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affect the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of

an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Insurance - IAWP, to the extent permitted by the laws of Kentucky, must purchase and maintain insurance on behalf of any person who is a director or officer of IAWP.

ARTICLE VI **BOOKS RECORDS AND CORPORATE SEAL**

IAWP shall maintain accurate and complete books and records of account, keep minutes of the proceedings of its membership and Board of Directors, and maintain a record reflecting the names and addresses of the members, officers, and directors.

IAWP will release records, documents, or information to its members or third parties in accordance with the disclosure policy as set forth in the Manual.

The Board of Directors may provide a seal for IAWP, which shall be affixed to such documents that may require the IAWP corporate seal. The IAWP corporate seal shall be in the charge of the Secretary/Treasurer or such other officer as the Board of Directors may from time to time direct.,~~and~~

ARTICLE VII **FISCAL YEAR**

The fiscal year of IAWP shall be the calendar year.^{vi}

ARTICLE VIII **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of an applicable statute, the Certificate of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person or persons entitled to such notice, in each case either before or after the time state therein, shall be deemed equivalent to the required notice.

ARTICLE IX **DISSOLUTION**

In the event of the dissolution of the association, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Board of Directors, and reflective of the IAWP's mission.

ARTICLE X **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.

ARTICLE XI 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.

ARTICLE XII EFFECTIVE DATES

Bylaw amendments will become effective July 1, 2017. District Directors and Committee Chairs serving in the 2017-2018 administrative year will continue to serve through their terms. Elections for Director's at-Large will be held in spring 2018, and those elected will assume office on July 1, 2018, in accordance with these bylaws.

ARTICLE XIII AMENDING 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. Such prior written notice and opportunity shall not be less than sixty (60) days before the annual meeting of the members.

The invalidity of any part of these Bylaws shall not impair or otherwise affect in any manner the validity, enforceability or intent of the balance these Bylaws. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.^{vii}

ⁱ (Adopted 7/10/02 - Salt Lake City) (Amended: 6/27/03 – Palm Springs) (Amended: 6/10/05 – Albuquerque) (Amended: 6/19/06 – Louisville) (Amended: 6/18/17 – Costa Mesa)

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