

**PROPOSED BYLAWS OF
THE INTERNATIONAL ASSOCIATION OF WORKFORCE PROFESSIONALS, INC¹**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name

The name of the organization shall be the International Association of Workforce Professionals, Inc., henceforth referred to as IAWP.

Section 2. Purpose

The purpose of IAWP is set forth in the Articles of Incorporation.

**ARTICLE II
MEMBERS**

Section 1. Classes and Voting

The Board of Directors shall establish classes or subcategories of members in the Association. Each member entitled to vote shall cast one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, the bylaws, or the Standing Rules.

Section 2. Eligibility and Requirements of Membership

The Board will set dues, fees, and requirements of membership for each class and subcategory of membership. Membership in the IAWP is open to individuals and organizations who advance the purpose and objectives of the association, subscribe to and are qualified under these bylaws and Board policies or actions.

A member in good standing is one who meets membership requirements and whose membership dues are current. All references to members in these bylaws refer to members in good standing.

Section 3. Termination of Membership

A member of any class and/or subcategory may be terminated, or other disciplinary action taken for cause, upon the by affirmative vote of two-thirds (2/3) of the Board of Directors. The member shall be afforded notice of the charges and given an opportunity to provide written comments to the Board in response to the allegations in accordance with the procedures established and published in the Standing Rules.

This is new language required to be included in our bylaws.

You can reference our Articles of Incorporation in the administration section of the IAWP website.

This broadens the ability for the Board to set the classes and subcategories without needing to change the bylaws. Currently limits to two classes (Article 1, Section 2)

This is similar language as to what is in the current bylaws (Article 1, Section 1 and 3)

New language to define member in good standing

New language to allow termination of membership for cause.

Section 4. Annual Meeting

The annual meeting of the members shall be held on a date set by the Board of Directors. At the annual meeting, the President or any officer that the Board or President may designate, shall report on the activities and financial condition of the corporation. The annual report shall include membership numbers, financial performance and progress toward annual goals.

Section 5. Special Meetings

The Board of Directors may choose to call a special meeting of the members. The meeting need not take place in person. Business at the special meeting shall be limited to the topic specified.

Section 6. Notice of Meeting

Notice of all meetings of the members shall be given by sending an e-mail to the member's e-mail address of record or mailing printed or written notice to the member's postal address of record and posting notification on the IAWP website at least 30 days prior to the meeting. Printed or written notice may be included in an association publication sent for general distribution to members.

Section 7. Quorum and Voting

The Board of Directors will set quorum for member meetings at the first meeting of the administrative year. The Board shall not set the quorum at less than one percent (1%) of members in good standing and entitled to cast votes. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

Section 8. Proxy Voting

There shall be no voting by proxy.

Section 9. Voting by Ballot

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 Standing Rules.

Section 10. Action by Consent

Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

Our current bylaws link the conference and business meeting. This break that link and requires a report be presented at the meeting. (Article 1, Section 6)

This is similar language to current bylaw. Specifies special meetings must be limited to specific topic. (Article 1, Section 6)

Retains 30 day notification. Allows for e-mail to be used for notification in addition to mailings and publications. (Article 1, Section 6)

This is similar language to current bylaws. (Article 1, Section 6)

New language to clarify there is no vote by proxy at member meetings.

This is language in the current bylaws (Article 1, Section 8)

New language that allows action to be taken if ALL members agree in writing to the action.

**ARTICLE III
CHAPTERS**

Section 1. 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 Standing Rules.

Language in the current bylaws (Article 1, Section 4)

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Duties

The affairs of IAWP will be managed by the Board of Directors, henceforth referred to as the Board.

New language to allow Board to manage the affairs of IAWP. Replaces General Power. (Article 2, Section 12)

Section 2. Board Positions

The Board shall include the elected Officers, Directors at Large, and additional positions as determined by the Board, henceforth collectively referred to as Directors. Each board position will have a position description listing the duties and responsibilities of that position in the Standing Rules.

Clarifies which positions serve on the board (Article 2, Section 12)

Section 3. Qualification and Number

Directors must be members in good standing and meet the qualifications approved by the Board and published in the Standing Rules. The number of Directors may vary between a minimum of nine and a maximum of twenty.

This is similar language to current bylaws. Sets minimum at 9 and reduced maximum from 30 to 20 (Article 2, Section 1)

Section 4. Removal

Directors must read and sign the *Board Code of Conduct* and other applicable policies approved by the Board and published in the Standing Rules. Any violation of the *Board Code of Conduct* or other policies may be sufficient cause for discipline or removal of a director. When discipline or removal from office is being considered, charges must be presented to the Director at least 14 days in advance and the Director must be allowed a sufficient opportunity to address and defend charges to the entire Board prior to any action being taken. Disciplinary action or removal from office must be approved by two thirds of the Directors in office.

Revised language to clarify how a director may be removed from office (Article 2, Section 4)

Section 5. Vacancies

Except as provided below, vacancies on the Board and newly created board positions will be filled by a majority vote of the Directors in office. If

Similar lanague as current bylaws (Article 2, Section 5 and Article 3, Section 2)

the President's office is vacated, the President-Elect will assume the position and its responsibilities. If both the President and President-Elect offices become vacant simultaneously, the Past President will assume the duties and responsibilities of the President until the expiration of the term.

Section 6. Quorum and Action

A quorum at a board meeting shall be a majority of the number of Directors set by the Board and filled. If a quorum is present, action may be taken by the Directors present.

Section 7. Voting

Only duly elected Directors or those appointed following a vacancy or resignation, shall have the right to vote on matters coming before the Board.

Section 8. Delegated Authority

The Board may delegate to any person or committee the authority the Board deems appropriate. The Board however, may not delegate to any person or committee its authority to amend the Articles of Incorporation or any other governing document.

Section 8. Regular Meetings

The Board shall meet at least once per quarter. Regular meetings of the Board shall be held at the time and place to be determined by the Board or President. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these bylaws.

Section 9. Special Meetings

Special meetings of the Board shall be held at the time and place to be determined by the Board or President. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director and member by sending e-mail to the e-mail address of record not less than five (5) days prior to the special meeting.

Section 10. Meeting by Telecommunication or Computer

The Board may conduct any regular or special meeting of the Board, through the use of any means of communication by which all of the Directors participating may hear each other during the meeting. A Director who participates in such a meeting by such means shall be deemed to be present in person at the meeting.

Similar language to current bylaws (Article 2, Section 11)

New language that clarifies who is a voting member of the Board

New language to allow Board to delegate authority

New language that requires the Board to meet at least once per quarter (Article 2, Section 7)

Similar language to current bylaws with changing notification to email (Article 2, Section 8)

New language to allow the Board to meet by phone or computer

Section 11. Action by Consent

Any action required or permitted by law, these bylaws, or other governing documents to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Language from current bylaws (Article 2, Section 10)

Section 12. Contents of Notice; Waiver of Notice

The business to be transacted and the purpose of any regular or special meeting of the Board shall be specified in the notice of such meeting.

Language from current bylaws (Article 2, Section 9)

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 13. Communications with Members

The Board will make its meeting minutes, annual operating budget and annual report available to the members in accordance with the disclosure policy as set forth in the Standing Rules. Notice of amendments to the bylaws that are adopted will be distributed to members within 60 days of adoption.

New language that requires board to report out to members.

Section 14. Prohibition Against Private Inurement

No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, officers, board members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

New language required to be in bylaws to prevent board members from profiting from their role on the board.

No director shall receive compensation for his or her service as a director. However, reasonable and authorized 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
OFFICERS**

Section 1. Officers

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

Similar language to current bylaws (Article 3, Section 1)

Section 2. Qualifications

Must be a member in good standing and meet the qualifications approved by the Board and published in the Standing Rules.

Language from current bylaws (Article 3, Section 1)

Section 3. Election

The President-Elect becomes President without an election. The President becomes the Past President without an election. The other officers are elected by the membership as prescribed in the Standing Rules.

Similar to language in current bylaws (Article 3, Section 2)

Section 4. Term

The term of office for the President, President-Elect, Vice President, and Past President is one year. The term of office for Secretary-Treasurer is two years. Officers may not be elected for more than two consecutive terms to the same position or office.

This simplifies the language and increases the term for Secretary-Treasurer to two years. It changes the amount of time someone can serve in one position to two consecutive terms. This is down from 3 years for President and President Elect and 4 terms for Secretary-Treasurer and VP (Article 3, Section 2)

Section 5. Duties

Section 5.1. President

The President manages IAWP according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents. The President presides at, and sets the agenda for, Board meetings and membership meetings, except as otherwise provided in these bylaws. The President also directly supervises any paid staff.

Expands the language on the duties of the officers as required for bylaws (Article 3, Section 5)

Section 5.2. President-Elect

The President-Elect acts for the President in the President's absence, prepares to be President, and performs other duties according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents.

Section 5.3. Vice President

The Vice President acts for the President-Elect in the President-Elect's absence and performs other duties according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents.

Section 5.4. Past President

The Past President works on special projects for IAWP and serves in an advisory capacity to the President and Board as well as performs other duties according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents.

Section 5.5. Secretary-Treasurer

The Secretary-Treasurer has overall responsibility for all corporate funds, including signing checks and providing reports on IAWP's financial condition at Board meetings and at the President's request; for all recordkeeping, including recording board and membership minutes, provision of notice of board and membership meetings, authentication of records, maintenance of current and accurate membership lists; and other duties according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents.

**ARTICLE VI
DIRECTORS AT LARGE**

Section 1. Directors at Large

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

Section 2. Qualifications

Must be a member in good standing and meet the qualifications approved by the Board and published in the Standing Rules.

Section 3. Election

Directors at Large are elected by the membership as prescribed in the Standing Rules.

Section 4. Term

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

This replaces all references to District Directors

Outlines the number of directors at large and how the number is calculated

Similar to language for officers

Similar to language for officers

Staggeres the term to allow for consistency in the board.

Section 5. Duties

Directors at Large will interface with members, work on strategic projects, and perform other duties according to the Articles of Incorporation, these bylaws, the Standing Rules, and all other laws and Board approved documents.

**ARTICLE VII
COMMITTEES**

Section 1. Types of Committees

There shall be three categories of committees: Administrative, Standing, and Ad-Hoc.

Section 1.1. Administrative

The administrative committees shall be the Nominating Committee, Executive Committee, and others as determined by the Board and in accordance with the Standing Rules.

Section 1.2. Standing

The standing committees shall be determined by the Board and the names, descriptions, and duties outlined in the Standing Rules. Standing Committee Chairs will be appointed by the President in accordance with the Standing Rules.

Section 1.3. Ad-Hoc

The President or Board may appoint an ad-hoc committee to work on special projects in accordance with the Standing Rules.

Section 2. Composition of Committees Exercising Board Functions

Any committee that exercises any authority of the Board shall be chaired by a committee chair appointed by the President and approved by the Board by a majority vote.

Section 3. Quorum and Action

A quorum at a committee meeting exercising Board authority shall be a majority of all committee members on the committee immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of committee members present.

Section 4. Limitations on the Authority of Committees

No committee may enter into contracts; may commit or authorize expenditure of association funds; may approve dissolution, merger, or the

Outlines broad duties of the Director at Large position

New article that outlines the type and role of committees in the association

Broadly defines the three type of committees that the association may use

Provides a mechanism for the board to approve committee chairs on committees

Sets a quorum for decision making on committees (i.e. one person cannot make a unilateral decision)

Prevents committees from superseding the authority of the board

sale, pledge, or transfer of all or substantially all of the association's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, these bylaws, the Standing Rules, or any other Board approved documents

**ARTICLE VIII
FINANCIAL AFFAIRS**

Section 1. Fiscal Year

The fiscal year shall be the calendar year, January 1 thru December 31.

Similar language to current bylaws (Article 6)

Section 2. Signature Authority

The Board shall grant signature authority to sign checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of IAWP.

New language that allows board to grant signature authority to treasurer as well as staff

Section 3. Budget

The Board shall approve a budget by the beginning of each fiscal year. Should a budget not be approved, they Board may approve a resolution to continue operations at the current year's level until a budget is approved.

Makes a requirement the board must pass a budget. Removes the expenditure cap from the bylaws as it is now in the standing rules (Article 4, Section 1 and 2)

Section 4. Contracts

The Board 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.

Language from current bylaws (Article 4 Section 3)

Section 5. 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. Such authority may be general or confined to specific instances.

Language from current bylaws (Article 4, Section 4)

Section 6. 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 Standing Rules. 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.

Language from current bylaws (Article 4, Section 7 and 8)

**ARTICLE IX
CORPORATE INDEMNIFICATION**

Section 1. Indemnification

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

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.

**ARTICLE X
BOOKS AND RECORDS**

Section 1. Records

IAWP shall maintain accurate and complete books and records of

New article as required to indemnify board members and staff in case of lawsuit.

Simplifies language in current bylaws (Article 5)

account, keep minutes of the proceedings of its membership and Board, and maintain a record reflecting the names and addresses of the members, officers, and directors.

Section 2. Release of Records

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

**ARTICLE XI
WAIVER OF NOTICE**

Section 1. Waiver of Notice

Whenever any notice is required to be given under the provisions of an applicable statute, the Articles 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 XII
RULES AND POLICIES**

Section 1. Parliamentary Procedure

All meetings will be governed by the applicable revision of *Robert's Rules of Order, Revised*, and other rules of order as adopted by the Board.

Section 2. Standing Rules

The Standing Rules shall be the official organizational rules, policies and operating procedures to implement these bylaws. The Standing Rules may be amended by a two-thirds (2/3) vote of the Board or two-thirds (2/3) vote of the members entitled to cast a vote and casting a vote. No provision of the Standing Rules however may supersede or conflict with these Articles of Incorporation or these bylaws.

Section 3. Other Manuals

The Board may approve additional manuals, or handbooks or policies that are not in conflict with the Articles of Incorporation or these bylaws.

Similar to language in current bylaws and requires a disclosure policy in standing rules (Article 5)

Similar to language in current bylaws (Article 7)

Similar to language in current bylaws (Article 10)

Similar to language in current bylaws, replaces manual with standing rules (Article 8)

Similar to language in current bylaws (Article 8)

**ARTICLE XIII
DISSOLUTION**

Section 1. Dissolution

Upon the dissolution of the association, all assets and property held under the control of the Board for the use and benefit of the association and/or the members first shall be applied to satisfy any outstanding debts of the association, and the residue, if any, then shall be distributed by the Board of Directors to the various then existing chapters on the basis of the number of active members in each chapter as certified for the annual meeting of the members in the year preceding any such dissolution.

**ARTICLE XIV
AMENDMENT AND REPEAL**

Section 1. Non Substantive Editorial Changes

In the event there are non-substantive editorial changes, including but not limited to grammar, spelling, headers, footers, the Board may make the changes with a unanimous vote of the Board and notification to the membership.

Section 2. Repeal or Amend by Board of Directors

These bylaws may be repealed or amended after any such changes, approved by a majority of the Board, are submitted to eligible members for a vote. At least two-thirds (2/3) of the total number of members voting must vote in favor for the changes to be approved. The action to repeal or amend may not be in violation of the Articles of Incorporation.

Section 3. Repeal or Amend by Petition of Members

Action to repeal or amend these bylaws may be initiated by a petition submitted to the Board signed by 10% of members in good standing and entitled to vote on such matter. The Board shall verify the authenticity of the petition and signatures prior as well as ensure the proposed action is not in violation of the Articles of Incorporation prior to the presentation of the proposal to the membership for vote. At least two-thirds (2/3) of the total number of members voting must vote in favor for the changes to be approved.

Section 4. Voting

A vote on a repeal or amendment to these bylaws will take place in the method outlined in the Standing Rules.

New article as required to state what happens to funds should the association dissolve. This language comes from the Articles of Incorporation

New language to allow the board, on unanimous vote, to approve editorial changes to the bylaws i.e. spelling, grammar, and punctuation

Similar language to current bylaws, clarifies the Board may initiate a repeal or amendment (Article 9)

New language that allows for members to initiate a repeal or amendment to the bylaws (Article 9)

Clarifies how voting takes place (Article 9)

Section 5. Notice

Notice of a proposed repeal or amendment to these bylaws must be provided to members at least 60 days prior to the start of the election in which the vote is to take place.

Same length of time for notice (60 days) as current bylaws (Article 9)

**ARTICLE XV
MISCELLANEOUS**

Section 1. Effective Dates

Bylaw amendments will become effective July 1, 2018. District Directors and Committee Chairs serving in the 2018-2019 administrative year will continue to serve through their terms. Elections for Director's at-Large will be held in spring 2019, and those elected will assume office on July 1, 2019, in accordance with these bylaws.

Sets when the provisions of these bylaws will take affect

Section 2. Construction

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

Standard language in bylaws that we do not currently have, states that the Articles of Incorporation supersede bylaws

Section 3. Headings

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.

Standard language in bylaws to clarify headings are only for reference

Section 4. Notice to Members

Whenever these bylaws require notice be given to members of the association, such notice shall be given by sending e-mail to the member's e-mail address of record or mailing printed or written notice to the member's postal address of record. Printed or written notice may be included in an association publication sent for general distribution to members.

Standard language in bylaws to clarify how notice is provided to members