

## Draft Bylaws of the International Association of Workforce Professionals

### ARTICLE I – NAME, LOCATION, AND PURPOSE

**Section 1. Name** The organization shall be known as the International Association of Workforce Professionals, Inc., hereinafter referred to as IAWP.

**Section 2. Location** The principal office of the corporation shall be determined by the Board of Directors.

**Section 3. Purpose** IAWP is established exclusively for charitable, educational, religious, and scientific purposes as outlined in its Articles of Incorporation; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

### 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 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.

**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 email to the member's email 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.

### **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.

### **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.

**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.

**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.

**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.

**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 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 an email to the email 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.

**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.

**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. 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.

**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. 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, Secretary-Treasurer, and Immediate Past President.

**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** 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.

**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.

### **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.

**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. 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 5.4. 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.

**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 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.



**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.

**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.

**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.

**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.

**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.

## **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 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 stated 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.

## **ARTICLE XIII DISSOLUTION**

**Section 1. Dissolution** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIV AMENDMENTS**

**Section 1. Amendments** These bylaws may be amended at a regular or special meeting of the members by a two-thirds vote of those members present and voting, provided that written notice of the proposed amendment has been sent to all members at least 30 days before the meeting. The proposed amendment must be approved by the Board before being sent to the membership for a vote. The proposed amendment, if approved by the membership, becomes effective on the date of the meeting at which it is approved, unless otherwise provided in the amendment.

## **CERTIFICATE OF ADOPTION OF BYLAWS**

The foregoing bylaws were adopted by the members of the International Association of Workforce Professionals, Inc., on the [date] day of [month], [year], and supersede all previous bylaws of the corporation.