

Bylaws of the International Organization Development Association 13-1

**Bylaws of IODA**

**The International Organization Development Association**

**Article I Name**

The name of the corporation is the International Organization Development Association.

**Article II Purposes**

The corporation is organized and operated under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue law) primarily to conduct, support international organization and human resource development. The corporation shall seek to achieve its objectives by pursuing such activities which include but are not limited too:

1. Encouraging the development of students, professionals and other persons interested in the social sciences-organization development, human resource development, anthropology, sociology, etc.
2. Providing forums by sponsoring international meetings, exchanges of scientific papers, methodologies, processes and techniques; and encouraging the exchange and education of students, professors, consultants, and other personnel involved in the support and development of international social sciences.
3. Fomenting a closer collaboration between countries of the world in order to develop means for better international understanding and the advancement of human beings in all parts of the world.
4. Respecting and fomenting the integrity of all cultures while contributing to the advancement of the international human services related fields.
5. Serving as an information network with respect to organization development and related social sciences in the world as well as publishing and distributing newsletters, reports and studies relating to the field of international social sciences.

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6. Raising funds for fellowships, professional exchanges, travel and research to further the educational professional development of persons involved in the international social sciences.

This corporation shall have and exercise all powers necessary to affect any or all purposes to conduct any and all of the purposes and to conduct any and all activities for which it is organized.

### **Article III Prohibited Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or to be distributed to its members, directors or other private persons, except that the shall be authorized and pay reasonable compensation for services rendered to and for the corporation. Except as provided in Section 501 (h) of the internal revenue code, no substantial part of the activities of the corporation shall be to carry on propaganda, or otherwise to influence legislation, and the corporation may not participate in, or otherwise intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Bylaws or Articles of Incorporation, or any other provision of these Bylaws or of The Articles of Incorporation, or any pertinent provision of the laws of the District of Colombia, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article IV Seal**

The corporate seal of the corporation shall be circular in form and shall have inscribed thereon the name of the name of the organization, the year of its organization and words "Corporate Seal, District of Colombia". The corporation, by resolution of the Board of Directors, may alter said seal at its pleasure, said seal may be used by causing it, or a facsimile thereof, to be impressed on or reproduced or otherwise affixed to any document or paper requiring its affixation, after due authorization from the Board of Directors.

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**Article V Offices**

The principle offices of the corporation shall be located in such place as the Board of Directors shall from time to time designate. The corporation may maintain additional offices at such other places as the Board of Directors designate.

**Article VI Membership**

1. Classes

There shall be one class of members, all having equal voting rights.

2. Eligibility

Admission to membership shall be open to any and all legal and natural persons who make application thereof, are approved by a majority vote of the Board of Directors, and enter their names in the membership book.

Membership is not transferable and does not entitle a member to any property rights over any of the assets of the corporation.

3. Membership fees

Annual membership fees may be assessed and fixed by Resolution of the Board of Directors and adjusted, as necessary, from time to time.

4. Termination of Membership

Any member who fails to remedy a breach of the Articles of Incorporation of these Bylaws within 60 days of being so notified, shall forfeit all rights to membership.

Any member of the corporation may resign at any time delivering a written message to the corporation. Such resignation is effective upon its receipt by the corporation.

5. Meetings

Meetings of the members of the corporation may be held within or outside the District of Colombia.

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6. Annual Meeting

The annual meeting of the members of the corporation for the election of directors whose terms have expired and transaction of other business shall be held the third Thursday of September at the hour of 2:00 pm at 2501 M St, NW, No. 601, Washington, DC, 20037, or on a date and at a time otherwise specified in the notice for the meeting.

7. Special Meetings

Special meetings of the members of the corporation shall be called by the Chairman or by a meeting of the Board of Directors present and voting at the Board of Directors Meeting.

8. Quorum

Ten members of 10% of the members, whichever is less, shall constitute a quorum.

9. Voting

All matters shall be decided by a vote of a majority of the voting members present at the meeting, at which a quorum exists.

10. Proxies

Members may vote in person, or by proxy in writing by the absent member. No proxy shall for a period greater than eleven (11) months; absent members voting by valid proxy shall be considered present.

11. Powers

The powers of the members shall not extend beyond those expressly provided in these Bylaws.

**Article VII Board of Directors**

1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors ("Board"), which may exercise all powers of the corporation and perform lawful acts and things which are not by law, The Articles of Incorporation, or these Bylaws, directed or required to be exercised or performed by or are conferred upon or reserved to the members.

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### **2. Number, Election and Tenure**

- a) The first Board shall consist of the three persons nominated by the Incorporators, each of whom shall serve for a term of three years, or until a successor has been elected.
- b) The Board shall be composed of at least 3 and may be increased by a vote of the membership at any time up to and include a total of 25 members of the corporation, including the officers ex-officio. The term of the office of a director elected by membership shall be three years.
- c) Directors, except as otherwise provided in these Bylaws, shall be elected by the membership at its annual meeting.
- d) The Board may elect additional members to the Board if at the time of such election the number of directors on the Board is less than the maximum authorized number of elected directors. The term of a director so elected shall run to the annual meeting.
- e) All directors must be members of the corporation.

### **3. Vacancies**

A vacancy in the Board may be filled by a majority vote of the remaining directors. The term of the director elected to fill a vacancy shall run until the annual meeting of the Board. If there are no directors in office, or should the number of directors shall fall below three, any officer or member may call a special meeting of the members in accordance with provision of the Articles of Incorporation or these Bylaws, at the meeting the vacancies shall be filled by a majority vote of the members present for that purpose.

### **4. Removal**

Before any director may be removed, written charges specifying the alleged cause for removal shall be filed with the Secretary and a copy thereof served upon the accused who shall have the opportunity, at a special meeting of the members duly called, to be heard on the subject charges. At that special meeting, the affirmative vote of at least two-thirds of the members voting shall be necessary to remove a director.

### **5. Resignation**

Any director may resign at any time by giving written notice to the Board, the Chairman, or Secretary of the corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the Board or the designated officer.

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### **6. Place of Meeting**

All meetings of the Board shall be held either at the office of the corporation in the City of Washington, District of Columbia, or at such other place as the Board shall from time to time order or direct.

### **7. Annual Meeting**

The first annual meeting of the Board shall be called by the directors named in Articles of incorporation. All subsequent meetings of members, and no notice of such meeting shall be necessary to the newly elected directors in order to constitute the meeting legally, provided a Quorum shall be present.

### **8. Regular Meetings**

Regular meetings of the Board shall be held at 2:00pm on the third Thursday of the ninth month of each year at 2501 M St., NW, No. 601, Washington, DC, or at any such other place and time as may be determined by the Board without further notice.

### **9. Special Meetings**

Special meetings of the Board shall be held at any time upon the call of the Chairman or of any two directors, as the case may be, by written notice served personally upon or mailed to the address to the address at least five days prior to the meeting.

### **10. Quorum Adjournments**

At all meetings of the Board, a majority of the number of directors then in office and actually present shall constitute a quorum for the transaction of business. In the absence of any provision to the contrary contained in the statutes of the District of Columbia or the Articles of Incorporation of these Bylaws, the actions, by resolution approved by the majority of those present at a meeting at which a quorum is present, shall be the acts of the corporation. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting until a quorum is present.

### **11. Action by Consent**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

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### **12. Meetings by Telephone**

The Board by means of conference telephone or similar communications equipment through which all directors participating in the meeting can speak and hear each other at the same time. Participation by such means shall constitute presence at such meetings.

### **13. Proxies**

As provided under the laws of the District of Columbia, proxies may not be used or otherwise considered at Meetings of the Board.

## **Article VIII Committees**

### **1. The Executive Committee**

#### a) Composition

The Board by resolution adopted by a majority of the Board, may appoint an Executive Committee consisting of at least three members of the Board together with the designated officers identified in Article X. Each member of the Executive Committee shall continue to be a member there of until the expiration of his term as director, or earlier resignation, or unless removed sooner as a member or director.

#### b) Powers

Except for filling the vacancies in the Board, the election and removal of officers and amendment of these Bylaws, the Executive Committee shall have and may exercise all the rights, powers and authority of the Board; however any actions of the Executive Committee must be reported to and approved by the Board.

#### c) Procedure: Meetings

The Executive Committee shall fix its own rules of procedures and shall meet at such times and at such places as may be provided by such rules or as members of the Executive Committee shall provide. The Executive Committee shall keep regular

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minutes of its meetings and deliver such minutes to the Board. The Chairperson of the Board shall preside at the meetings of the Executive Committee, and the Secretary of the Corporation shall act as Secretary to the Executive Committee.

### d) Quorum

A majority of the Executive Committee shall constitute a Quorum for the transaction of business, and the affirmative vote of a majority of members of the entire committee shall be required for any action of the Executive Committee.

## 2. Other Committees

The Board, by resolution adopted by a majority of its members, may appoint such other committee or committees as shall deem advisable and with such functions and duties as it shall prescribe.

## 3. Vacancies

The Board shall have the power to fill vacancies in any committee.

## 4. Action by Consent

Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

## 5. Meetings by Telephone

The members of any committee may participate in meeting of such committee by means of conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meeting.

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**Article IX Notice**

1. Form and Delivery

Whenever, under the provision of the law, the Articles of Incorporation or these Bylaws, notice required to be given to any director or member, such notice may be given in writing, by mail, addressed to such director or member, at his address as it appears on the on the records of the corporation, Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone or telegram.

2. Waiver

Whenever any notice is required to be given under the provisions of any statute or of any of the Articles of Incorporation or of these Bylaws, a waiver there of in writing signed by the person or persons entitle to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

In addition, any member who attends a meeting of members in person, or is represented to such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him, or any director who attends a meeting of the Board, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

**Article X Officers**

1. Designation

The officers of the corporation shall be chosen by the Board and shall be a Chairman, a Secretary and a Treasurer. The Board may choose a Vice-President or Vice Presidents and other officers and agents as it shall deem necessary and appropriate.

The officers of the corporation shall have such power and duties as generally pertain to their respective officers and agents, as well as such power and duties shall be determined from time

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to time by the Board. Any number of offices (except those of President and Secretary) may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide, but no person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledge or verify by two or more officers.

### 2. Term of Office

At its annual meeting the Board shall choose a Chairman, a Secretary, a Treasurer, and such other officers it deems necessary and appropriate. The officers shall hold office for a term of no more than three years commencing on the date and time of their election and ending at such time their position comes up for election at the next annual meeting or at such time as they are otherwise separated from office, whichever occurs first.

### 3. Removal

Any officer elected by the Board may be removed at any time by the affirmative vote of a majority of the directors then in office, when, in their judgment, the best interest of the corporation will be served thereby. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the corporation may be filled for the unexpired portion of the term.

### 4. Resignations

Any officer may resign at any time by delivering a written resignation to the Board, the Chairman or the Secretary of the corporation. Such resignation shall be effective upon delivery.

### 5. The Chairman

The Chairman shall be the Chief Executive Officer of the corporation, and shall have general charge of the business, affairs and property of the corporation, and shall have general supervision over its officers and agents. He shall perform all duties incident to the office of Chairman and shall see that all resolutions of the Board are carried into affect. The Chairman shall use his discretion in determining the activities that will further the purposes of the corporation. He shall preside at all meetings of the Executive Committee and his supervision over the affairs of the corporation shall be subject to the review of the Executive Committee, which may by majority vote, overrule his decision. The Chairman shall also submit an annual report of the operations of the corporation to the Board at its annual meeting.

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### 6. The Vice-President(s)

The Vice-President(s), if any, shall, in the absence of the Chairman, or in the event of his disability, perform the duties and exercise the powers of the Chairman, and shall generally assist the Chairman and perform such other duties as from time to time may be assigned by the Chairman of the Board.

### 7. The Secretary and Assistant Secretary

The Secretary shall give, or cause to be given, notice of special meetings of members, to the Board and the Executive Committee. He shall keep record of the membership of the Corporation, and shall keep the minutes of meetings of the members, Board and the Executive Committee, and shall send copies of the minutes of all meetings to the Board and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. He shall perform such other duties as may be assigned to him from time to time to the Chairman of the Board.

The Board of Directors, at its discretion, may from time to time appoint an assistant secretary from its ranks to assist the secretary in carrying out his duties.

### 8. The Treasurer and Assistant Treasurer

The Treasurer shall have custody of the corporate funds and other valuable effects, shall keep funds and accurate accounts of receipts and disbursement in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board. He shall disburse the funds of the corporation, working in close cooperation with the Chairman, as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, whenever he may require it, an account of all his transactions as Treasurer and of the financial conditions of the corporation.

The Treasurer of the corporation shall present to the directors, at the annual meeting, a report showing of the whole amount of real and personal property owned by the corporation, where located and where and how invested, the amount and nature of the property acquired during the calendar year immediately preceding the date of the report, and the manner of the acquisition thereof, the amount applied, appropriated or expended during the year immediately preceding such date and the purposes and objects for which such applications, appropriations

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or expenditures have been made. Such report shall be filed with records of the corporation and an abstract thereof entered into the minutes of the proceedings of the annual meeting.

The Board of Directors, at its discretion, may from time to time appoint an assistant treasurer from its ranks to assist the Treasurer in carrying out his duties.

**Article XI Corporate Finances**

1. Deposit of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Board may determine.

2. Checks

All checks, drafts, notes and evidence of indebtedness of the corporation shall be signed by the Chairman or at least one other officer of the corporation as the Board from time to time may determine.

3. Membership Fees

The Board may determine any membership fees or other assessments imposed upon members of the corporation.

4. Fiscal Year

The fiscal year of the corporation shall commence on the first day January of each year.

**Article XII Compensation and Conflict of Interest**

1. Compensation

Any member, director or officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered to the corporation, when authorized by the Board. No member or director of the corporation may receive compensation merely by acting as a member or director.

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### 2. Contracts with Members, Directors and Officers

No member, director, or officer of the corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board and unless the fact of interest shall have been disclosed or known to the Board at the meeting at which such contract is so authorized.

## **Article XIII Amendments**

### 1. Bylaws

The Board shall have the power to make alter, and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of the majority of the entire Board, provided that such notice of the proposal to make alter, or repeal these Bylaws, or to adopt new Bylaws, was included to the notice of the meeting of the Board at which such action shall take place.

### 2. Articles of Incorporation

Amendments to the Articles of Incorporation shall be made in the following manner: The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a meeting of members. Notice as here in before described, shall be given to all members, setting forth the proposed amendment or a summary of the proposed changes. The proposed amendment shall be adopted upon receiving the affirmative vote of at least 2/3 of the voting members present or represented by proxy at such meeting.

Washington, 1986