

BYLAWS OF THE INTERNATIONAL COMMUNICATION ASSOCIATION (Revised October 2017)

ARTICLE I

Name

The name of this organization shall be INTERNATIONAL COMMUNICATION ASSOCIATION (formerly NATIONAL SOCIETY FOR THE STUDY OF COMMUNICATION).

ARTICLE II Purposes and Rationale

The overall purposes of this Association are to advance the scholarly study of human and mediated communication and to facilitate the implementation of such study so as to be of maximum benefit to humankind. The Association seeks to achieve this purpose by: (1) encouraging the systematic study of theories, processes and skills of human and mediated communication, and (2) facilitating the dissemination of research through an organizational structure responsive to communication study areas, a program of organizational affiliates, regular sponsorship of international meetings, and a commitment to a program of scholarly publication.

ARTICLE III

Membership

SECTION 1. MEMBERSHIP CATEGORIES. Membership in this Association shall be divided into two categories: ACTIVE (including Regular, Employment Exception, Student, Sustaining, Family, Emeritus and Life); and INSTITUTIONAL. Only Active Members shall enjoy voting privileges, or be eligible for nomination, election or appointment to office in the Association, its Divisions, its Interest Groups or its Institutional Councils.

SECTION 2. ACTIVE MEMBERS. (a) **STUDENT.** Any student enrolled full time in a degree-seeking program, undergraduate or graduate, shall be duly accepted as a Student Member upon receipt of annual dues specified for such membership. Student Members shall have the same rights and privileges as Regular Members.

(b) **REGULAR.** Any person desiring to promote the purposes of this Association shall be duly accepted into its active membership as a Regular Member after payment of the annual dues specified for such membership. Regular Members shall have voting privileges, be eligible to hold office, and shall receive all regular publications of the Association.

(c) **EMPLOYMENT EXCEPTION.** This category refers to PhDs who are no longer students and do not have a permanent position but may be putting together a living wage by teaching part time in several universities during the same academic year; those who are only on a visiting appointment for one year but have no future employment at that or any other university or organization; those who are on a fixed term contract for less than three years such as research associates or research fellows; as well as other part time arrangements both within and outside academe.

(d) **SUSTAINING.** Any Active Member of the Association shall be designated a Sustaining Member after payment of the annual dues specified for such membership. Sustaining Members shall have the same rights and privileges as Regular Members, plus such additional rights and privileges as shall be designated by the Board of Directors.

(e) **FAMILY.** Any Active Member of the Association, the Member's Spouse, and one of their offspring, shall be eligible as a group for a Family membership after payment of the annual dues specified for

such membership. The Family Member unit shall have the same rights and privileges as Regular Members, plus such additional rights and privileges as shall be designated by the Board of Directors.

(f) EMERITUS. When Active Members reach the age of 65 years, a transfer to Emeritus status may be requested if they have been Active Members for at least 20 years immediately prior to making the request. Emeritus Members shall pay dues in the amount specified for such membership, and shall enjoy the same rights and privileges as Regular Members.

(g) LIFE. Any Active Member of the Association shall be designated a Life Member upon payment of an amount, and by a procedure, specified by the Board of Directors. Life Members shall have the same rights and privileges as Regular Members, plus such additional rights and privileges as shall be designated by the Board of Directors.

SECTION 3. INSTITUTIONAL MEMBERS. (a) Organizational - University departments from any nation with academic or professional goals consonant with those of the INTERNATIONAL COMMUNICATION ASSOCIATION shall be eligible to join ICA as Institutional members upon ratification of its application and payment of specified fees and shall identify one of its faculty—typically the Chair of the department—as the Designated Representative to the Association. The Representative will hold the departmental membership, shall be designated as an Active Member of ICA and have full voting and participation rights. That individual will receive the Association's publications. (b) Individual – University departments preferring group memberships may add faculty to be affiliated with the Institutional membership. The university department shall be billed for all members on one invoice. The department is billed the specified fees—equivalent to one Regular membership per additional member— above the initial Institutional fee. Each additional associate shall be designated as an Active Member of ICA and have full voting and participation rights and will receive the Association's publications.

SECTION 4. ASSOCIATION MEMBERS. (a) Organizational. The elected leaders of any scholarly organization whose goals are consonant with those of the INTERNATIONAL COMMUNICATION ASSOCIATION may petition the ICA Board of Directors to become an ICA Association Member. An application for Association membership must be accompanied by payment of specified fees for Association Membership and should include a list of the Board of Directors, a copy of the association's bylaws, the association's statement of purpose and a list of its current members. Once the petition for Association membership has been ratified by action of the ICA Board of Directors, the membership is immediately active. The highest ranking elected officer of the petitioning Association shall be designated as an Active Member of ICA and have full voting and participation rights. That individual will receive the Association's publications. Associations will be entitled to one panel program at ICA Annual Conferences, contingent on approval of the Program Chair. (b) Individual. Members of fully sanctioned Association Member organizations may become affiliate members of ICA by having the Association Designated Representative submit their names and contact information to ICA Member Services. Individual Association Members may attend ICA events by paying the fees required of ICA Active Members.

SECTION 5. MEMBERSHIP APPLICATIONS. Applications for membership shall be sent to the Executive Director of the Association, who shall accept and process such applications according to the provisions stated in Section 1, 2 and 3 above. When eligibility is in doubt, applications shall be sent to the Board of Directors, which shall have the power of final decision.

SECTION 6. MEMBERSHIP YEAR. The membership year shall be the same as the fiscal year.

SECTION 7. MEMBERSHIP DUES. The membership dues shall be determined by the Board of Directors. Failure of a member to pay dues automatically terminates the individual's membership in this Association, unless otherwise stipulated by the Board of Directors.

ARTICLE IV
Officers, Nominations, Elections

SECTION 1. OFFICERS. The officers of this Association shall be President, President-Elect, President-Elect Select (when applicable), Immediate Past President, Past President, General Secretary, Treasurer, and Executive Director.

SECTION 2. TERMS OF OFFICE. (a) The term of the office of the President and of the President-Elect shall be one year each. The President-Elect automatically becomes President at the expiration of the term. (b) A term of office shall begin on the last day of the Association's Annual Conference. If an emergency prevents the Annual Conference, a term of office shall begin on January 1 of the year following the normal date of the Annual Conference, and shall continue until a successor is entitled and prepared to take office. If an elected officer is not ready to take office within one month of the initiation of his term, the Board of Directors may declare the office vacant and appoint a substitute to complete the unexpired term. No elected officers nor Members-at-Large of the Board of Directors may immediately succeed themselves in office. (c) The Executive Director shall be appointed by the Board of Directors for a term not to exceed three years. The incumbent may be appointed to successive terms by decision of the Board of Directors.

SECTION 3. BOARD OF DIRECTORS. (a) The Board of Directors of the Association shall consist of the Executive Committee (as defined in Article IV, Section 4), the Chairperson of each Division, two Student Board Members-at-Large (Student and Early-Career Representatives, who must be regularly enrolled students at the time of their election), and three Regional Board Members-at-Large. The Student Board Members-at-Large will be elected to two-year staggered terms. The three Regional Board Members-at-Large will come from areas of the world that are underrepresented in the ICA membership and will be elected to three 3-year staggered terms with one elected each year. The Treasurer will be elected to a three-year term. In addition, the Executive Director and the Chairperson of each Interest Group will serve as non-voting members of the Board of Directors. (b) The Board of Directors shall be the legislative and policy-determining body for the Association. It shall have the power to approve the appointment of the Executive Director and the Editors of its publications; it shall also have the power to approve the budget and to direct and review the general affairs of the Association within the limits set forth in these Bylaws. (c) The Board of Directors shall hold a regular meeting each year immediately prior to the Annual Conference of the Association. The President of the Association may call additional meetings of the Board of Directors as necessary. (d) A majority of the members of the Board of Directors shall constitute a quorum for the official transaction of business. Unless otherwise specified herein, decisions shall be based on a simple majority vote. (e) Special votes by mail, telephone or electronic means may be conducted at the discretion of the President or by petition of the majority of the Board of Directors.

SECTION 4. EXECUTIVE COMMITTEE. (a) A subcommittee of the Board of Directors consisting of the President, President-Elect, President-Elect-Select*, Immediate Past President, Past President, Past President from the prior year (now acting as General Secretary), Treasurer, and Executive Director shall be designated the Executive Committee. The Executive Director serves as a nonvoting member of the Executive Committee; all others are voting. *During certain parts of the year (from the end of conference until the completion of the election) there is no President-Elect-Select. (b) The Executive Committee shall implement and enforce the policies and decisions of the Board of Directors and assist the President in managing the affairs of the Association. (c) All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

SECTION 5. NOMINATIONS AND ELECTIONS. (a) The President-Elect (Select), Board Members-at-Large, Treasurer, and Student positions of the Board of Directors shall be chosen by written preferential ballot by the Active Members of the Association. (b) Active Members may nominate other

Active Members for Board positions by two methods: (1) through a Nominating Committee appointed by the incoming ICA President; or (2) by submitting a written petition containing signatures of at least 5% of the Active Members of the Association. (c) ICA's incoming President shall appoint a Nominating Committee of at least three but no more than five Active Members. The Committee members shall be appointed approximately 120 days prior to the Annual Meeting of the Board of Directors. The Nominating Committee shall present its list of nominees to the Board of Directors at its annual meeting. The list shall include the names of at least two nominees for each open position. (d) Write-in nominations may be presented until 30 days following presentation of the Nominating Committee's report to the Board of Directors. (e) Within 45 days following the close of all nominations, the ICA Headquarters staff shall prepare a ballot, which shall be sent to each Active Member. (f) Balloting shall close 45 days after being distributed to the membership by the Headquarters office. Ballots may be held by mail or by electronic means. A Teller's Committee (consisting of the Executive Director, Nominating Committee Chair, and President) shall certify results of the balloting, and this group shall announce results to the membership through an appropriate and timely medium.

SECTION 6. VACANCIES. (a) When a vacancy in the office of the President occurs within 90 days after assuming office, the President-Elect shall succeed to the office and serve to the end of the unexpired term. (b) When a vacancy in the office of the President occurs after 90 days have elapsed subsequent to assuming office, the President-Elect shall fill both the unexpired term of the previous President, and the normal term of the President-Elect. (c) When a vacancy occurs in the office of the Executive Director, the President shall assume the duties of the office until the position is filled by the usual procedure. (d) If an officer, elected or appointed, is unable or fails to perform satisfactorily over a period of time, the Board of Directors is authorized to declare the office vacant and assume that officer's duties until the position is filled by the usual procedure.

SECTION 7. DUTIES OF OFFICERS. (a) The President shall preside at all business meetings of the Association, its Board of Directors, and its Executive Committee. In addition the President shall create and appoint such temporary committees as deemed necessary; receive and analyze the annual reports of the officers and committees of the Association preceding the Annual Conference; submit an annual report of the status, program and needs of the Association; actively promote the Association's public relations; represent the Association at meetings of other educational and professional organizations when possible; and generally perform those duties usually associated with this office. (b) The President-Elect shall assume the responsibility for planning the Annual Conference program and any additional programs sponsored by the Association at meetings of other organizations, with the assistance of the chairpersons of the Divisions. The President-Elect shall also assist the President when requested, and assume the duties of the President in the event of the latter's absence, disability, or request. (c) The Executive Director shall direct the Central Office of the Association and is authorized to take all reasonable steps to maintain the continuity of the Association's operations. The Executive Director shall also serve as a member of the Standing Committee on Membership and Internationalization, keep the records of the Association's Annual Conference; collect all membership dues; and maintain an official and current membership file of the Association and its constituent Divisions and Interest Groups. In addition, the Executive Director shall submit an annual financial report to the Board of Directors; distribute the Association's official publications and notices; and ensure that minutes are recorded for all meetings of the Board of Directors and the Executive Committee. The Executive Director shall publish an annual report of duties and accomplishments and make copies available to all members of the Association upon their request. (d) The President-Elect Select shall be a voting member of the ICA Executive Committee and the ICA Board of Directors upon election. The President-Elect Select shall assist the President, name a Nominations Committee to serve during his or her year as President-Elect, decide upon the theme and theme chair for the next annual conference, attend board meetings and annual conferences, and manage special assignments.

SECTION 8. REMOVAL OF AN OFFICER. Any elected officer of the Association may be removed from office by the following procedure: at least ten percent of the Active Members of the Association must sign a petition to the Executive Director requesting a special election, and including nominations for the office in question. The Executive Director then will arrange an extraordinary election within 60 days at the Association's expense, with the challenged officer(s) included on the ballot. The result of the election becomes effective immediately.

ARTICLE V

ICA Fellows

SECTION 1. SELECTION CRITERIA. Fellow status in the INTERNATIONAL COMMUNICATION ASSOCIATION is primarily recognition of distinguished scholarly contributions to the broad field of communication, as defined by the constituent interests of the ICA membership. Thus, the primary consideration for nomination to Fellow status is a documented record of scholarly achievement. Secondary consideration shall be given to such criteria as service to the INTERNATIONAL COMMUNICATION ASSOCIATION, and socially or professionally significant service to other publics such as business, government, education, etc.

SECTION 2. NOMINATION PROCEDURES. (a) At least six months prior to the date of the Annual Conference ICA members will be invited to submit their nominations to the Fellow Nominating Committee (FNC). Included in the invitation will be a statement of the selection criteria (Section 1 above), and a description of the general nominating procedures described in paragraph (b) of this section. (b) Any member of the Association or any collective group of member's may submit nominations to the Chairperson of the FNC. To be eligible for consideration for nomination, an individual must: (1) be an ICA member, and (2) be nominated formally by letter, which shall include supporting documentation. Nominations and supporting documents must be received by the Chair of the FNC at least four months prior to the date of the Annual Conference at which election is proposed. Nominations received after the deadline will be held for committee consideration in the following year before being discarded. (c) (1) The FNC shall consist of all members who have been elected ICA Fellows by action of the FNC and ICA Board of Directors. Chairperson of the FNC shall be appointed annually by the gathered Fellows at the Fellows Breakfast during the Annual Conference. Chairpersons may be reappointed but may not serve successive terms. (2) The FNC will screen Fellow nominees in terms of the criteria noted in Section 1 above, and will submit annually a list of nominees to the Board of Directors at least 30 days in advance of the Annual Conference. The number of nominees submitted shall not exceed one half of one percent (.5%) of the total membership figure for the membership year (October–September) immediately preceding the Annual Conference. For each Fellow nominee, the ballot options are YES, NO, and ABSTAIN. A nominee must receive more YES votes than NO votes from Fellows who return a secret ballot with one of the two YES or NO options marked. ABSTAIN would remain on the ballot, but not taken into account for the decision. (d) The FNC shall submit a statistical summary of the demographics of Fellow candidates as part of its annual report to the Board of Directors.

SECTION 3. ELECTION PROCEDURES. A majority vote (secret ballot) of the Board of Directors for each nominee recommended by the FNC shall be required for election to Fellow status, with the results to be announced at the Annual Conference.

SECTION 4. AMENDMENTS AND REPORTS. Amendments or changes in these procedures must be approved by a majority of members of the Board of Directors present and voting at a duly constituted meeting of the Board. The Fellow Nominating Committee will submit an annual report to the Board of Directors containing its list of Fellow nominees and any suggested changes it may wish to propose in selection criteria and procedures.

ARTICLE VI

Divisions

SECTION 1. ESTABLISHMENT. An Interest Group (IG) enrolling 5% or more of the Active Members of the Association for a period of two consecutive calendar years and a history of at least one formal IG review may become a Division upon the approval of its Bylaws by a vote of two-thirds of the members of the ICA Board present at a Regular or Special meeting.

SECTION 2. MEMBERSHIP. Membership shall be open to any Active Member of the Association who pays the Division's fee.

SECTION 3. OFFICERS. Each Division shall have a Chairperson, a Vice-Chairperson, a Secretary, and a Student and Early-Career Representative, who must be a student at the time s/he comes into office. The Vice-Chairperson and the Secretary shall be elected in alternate years, each for a term of two years. The Vice-Chairperson automatically succeeds the Chairperson for a two-year term. No officers may immediately succeed themselves in office. The Student and Early-Career Representative shall either be elected by the division members or appointed by the Division Chairperson for a two-year term, and shall remain a member of this Division during the entire term. Non-members of the Association may not hold office. Any elected officer of a Division may be removed from office by the following procedure: at least one-third of the listed members of the Division must sign a petition to the Executive Director of the Association requesting a special election, and including nominations for the office in question. The Executive Director arranges an extraordinary election within 60 days at the Division's expense, with the challenged officer(s) included on the ballot. The result of the election becomes effective immediately. The Chairperson for a qualifying Division (see Sections 1 and 6) shall be a member of the Board of Directors for the ensuing year.

SECTION 4. BYLAWS. Divisional Bylaws may not conflict with the Articles of Incorporation or the Bylaws of the Association. Power for determining whether or not conflicts occur rests with the Board of Directors.

SECTION 5. FEES. As part of the process of establishing a new Division, dues shall be set by the Board of Directors. The Division's budget for each fiscal year shall be set by multiplying the number of members by the amount of dues per member, plus any budget surplus from the prior year, plus any subsidy from the Association. By majority ballot, the members of the Division may assess themselves additional dues for purposes consistent with the Division's Bylaws. Any such dues shall be collected by the Association but made available for the Division's use. A Division accruing more than a year's dues shall indicate the purpose of such accrual and annually receive approval from the Board of Directors to continue collecting its self-assessed dues.

SECTION 6. REDESIGNATION. Any division that drops below 4% of the membership over a two-year period, has a history of repeated unsuccessful division review, and has not received enough submissions to gain four session/panel slots (in addition to the business meeting) within the ICA Annual Conference for two years in a row shall be redesignated as an interest group and will not have voting privileges on the ICA Board in the ensuing year. The Board can delay or overturn this decision for a fixed period of time by a majority vote. Additionally, a Division may be dissolved by the Board of Directors for good and sufficient reasons on the vote of two-thirds of the members of the Board of Directors at a Regular or Special meeting.

ARTICLE VII

Interest Groups

SECTION 1. ESTABLISHMENT. The threshold for interest group formation will be based on two criteria: (1) a petition including the signatures of 3% of ICA membership and (2) demonstration of emerging scholarly interest in the topic through successful pre and postconferences for three consecutive years or through a record of publications on the topic in scholarly books and journals. The

passage to interest group requires a majority vote of the board of directors. Each petition to establish an Interest Group must contain a title for the group and be accompanied by a description of the unique purpose of the group, as distinct from existing Interest Groups and Divisions.

SECTION 2. MEMBERSHIP. Membership shall be open to any Active Member of the Association who pays the Interest Group's fee.

SECTION 3. OFFICERS. Each Interest Group shall have a Chairperson, a Vice- Chairperson, a Secretary, and a Student and Early-Career Representative, who must be a student at the time s/he comes into office. Each officer is elected bi-annually and registered with the Executive Director. Non-members of the Association may not hold office in an Interest Group. The Student and Early-Career Representative shall either be elected by the division members or appointed by the Division Chairperson for a two-year term, and shall remain a member of this Division during the entire term.

SECTION 4. BYLAWS. Interest Group Bylaws and activities may not conflict with the Articles of Incorporation or the Bylaws of the Association. Power to determine whether conflicts occur rests with the Board of Directors.

SECTION 5. FEES. Following the calendar year in which an Interest Group is established, dues shall be a minimum fee set by the Board of Directors. By majority ballot, the members of an Interest Group may assess themselves additional dues for purposes consistent with the group's Bylaws. Any such dues shall be collected by the Association, but made available for the Interest Group's use. An Interest Group accruing more than a year's dues shall indicate the purpose of such accrual and annually receive approval from the Board of Directors to continue collecting its self-assessed dues.

SECTION 6. REDESIGNATION. An interest group with less than 2% of the total membership over a two-year period and not receiving enough submissions to gain two panel slots (in addition to the business meeting) within the ICA conference for two years in a row, or for other good and sufficient reason determined by the board of Directors, shall be dissolved. Such action must be taken with two-thirds vote of the Board of Directors. The Board can delay or overturn this decision for a fixed period by a majority vote.

ARTICLE VIII

Committees and Task Forces

SECTION 1. COMMITTEE STRUCTURE. The committee structure of this Association shall consist of (a) Standing Committees and (b) Task Forces. All committees and task forces shall be accountable to the Board of Directors. The President shall appoint the Chairperson of each committee or task force.

SECTION 2. STANDING COMMITTEES. Standing Committees may be established or discontinued by the Board of Directors through majority vote. A Standing Committee shall have no less than three members appointed by the President with the advice and consent of the Board of Directors. The duties and responsibilities of each Standing committee, its structure, procedures for selection of its Chair, and terms of office of its Members, shall be determined by the Board of Directors when the Standing Committee is established. The charge of a Standing Committee may be changed or removed by the Board of Directors through majority vote.

SECTION 3. TASK FORCES. Task Forces may be appointed by the President to carry out particular tasks designed to make a substantive contribution to the mission of the Association. The size of a given task force shall be in proportion to the duties to be performed. The President shall designate the term of the task forces, but they may be discharged earlier if, in the judgment of the President, they are not making substantial progress toward their assigned goal or if they have completed the task assigned to them and have delivered a recommendation to the Board of Directors.

ARTICLE IX

Publications

SECTION 1. The Association engages in the preparation, production, sale and distribution of such occasional or regular publications as the Board of Directors shall determine.

SECTION 2. The Board of Directors shall arrange for the preparation and publishing of the Association's publications and shall determine the financial and organizational terms of the agreement.

SECTION 3. No regular publication shall be discontinued nor a regular publication added without two-thirds majority of the entire Board of Directors approving such action.

SECTION 4. The editors of ICA publications are to be selected under procedures established by the ICA Board of Directors.

ARTICLE X

Finances

SECTION 1. Annual dues of all classes of membership shall be set by the Board of Directors in accordance with the Association's financial needs. Upon the petition of ten percent of the Active Members, however, the Board of Directors must submit to the Active Members for their approval by mail or electronic ballot any decision to change the dues structure. A simple majority of those responding within 30 days shall then decide the issue.

SECTION 2. The Executive Director shall receive dues and other payments, keep accounts, authorize outgoing checks, and render reports as provided in Article IV, Section 7 above.

SECTION 3. The financial accounts prepared by the Executive Director shall be reviewed and approved by the Treasurer, audited annually by a certified public accountant, and reviewed by the Board of Directors.

SECTION 4. Unless otherwise stipulated, funds received by the Association shall be handled and deposited by the Executive Director in an appropriate financial institution approved by the Board of Directors.

SECTION 5. By affirmative vote of a simple majority of voting members of the Board of Directors, the Executive Director shall invest stated amounts of the funds of the Association from time to time, as guided by the input of the elected Treasurer.

SECTION 6. All revenue derived from dues, assessments, sale of publications, grants or any other source shall be used entirely for the work of the Association. Such funds shall be expended in accordance with Association purposes consistent with its budget, or with the special terms of a grant or bequest consistent with Association purposes. Funds from division budgets may be given as cash awards for scholarly paper competition. No part of the incomes of the Association shall be paid to any member as a share or dividend; but officers, committee members and employees may be reimbursed for necessary expenses related to their duties; and employees may be paid wages and salaries as authorized by the Board of Directors.

SECTION 7. The Board of Directors shall present to the Association at its Annual Business Meeting the budget adopted for the next fiscal year.

SECTION 8. No member or group of members shall commit the funds or other assets and resources of the Association in any way except as stipulated in these Bylaws.

SECTION 9. The Association may receive grants for special purposes, which are consistent with the Association's objectives, and may deposit and expend these funds according to terms specified by the grantor and accepted by the Association's Board of Directors. According to the terms of such grants and the recommendation of the Board of Directors, such grants may or may not become a part of the budget approved by the Association. If they are not part of the budget, a disbursing agent and conditions for disbursement shall be especially established by the Board of Directors in terms agreeable to the granting agency. Such funds shall be kept inviolate for the purposes for which granted, and received with a special accounting. They may be accepted with the agreement to preserve and use them for as many years in the future as is reasonable and desirable.

SECTION 10. DISPOSAL OF ASSETS. (a) In the event the Association is dissolved, the Board of Directors shall remain in existence for not more than 12 months to terminate the affairs of the Association in accordance with the provisions of this section. (b) After payment of debts and obligations, the Board of Directors shall transfer the net assets of the Association to an organization having similar goals to ICA. (c) Should the authorized transfer of funds not have been completed by the end of the twelfth month after dissolution of the Association, the Executive Committee of the Association shall have authority to complete the provisions of this section.

SECTION 11. No member or group of members shall use the name of the Association or its logo in any activity without the prior written permission of the Executive Director acting with the advice and consent of the Board of Directors.

ARTICLE XI

Meetings and Reports

SECTION 1. The Board of Directors of the Association shall have the authority to set the time and place and registration fees for the meetings of the entire Association. On the petition of ten percent of the Active Members, however, the Board of Directors must call a meeting to be held within three months from the date of the petition.

SECTION 2. Except for sufficient reason, there shall be an Annual Conference of the Association. One general session of the annual Conference shall be arranged for and designated as the Annual Business Meeting for the purposes of reporting and reviewing all decisions of the Board of Directors. All decisions of the Board of Directors shall be reported to the Association membership at the Annual Business Meeting of the Association.

SECTION 3. Announcement of the time and place of any meeting of the entire Association shall be made as far ahead as is reasonably possible; in every case, notice shall be sent in time to reach Active Members at least 30 days in advance of the meeting date. Announcements of program meetings will also be sent to Affiliate Members.

SECTION 4. Active Members of the Association may vote on matters referred to the Association at the Annual Business Meeting, and may initiate business at such meetings. Motions passed at the Annual Business Meeting shall be acted upon by the ICA Board of Directors.

SECTION 5. Items of business requiring the vote of the Active Members may be transacted by mail or electronic means when the Board of Directors considers such action desirable.

SECTION 6. By a petition of ten percent of the Active Membership, any business of the Board of Directors may be mandated to the entire membership for a vote by mail or electronic means.

SECTION 7. Minutes of the preceding Annual Business Meeting, with a summary of any other material, which concerns a program of the Association or its membership, shall be included in the annual report by the Executive Director.

SECTION 8. A copy of the budget as approved by the Board of Directors shall be made available to the membership on the website.

SECTION 9. At least 30 days before the Annual Business Meeting the elected officers, committee chairpersons and appointed officers shall submit to the President an annual report (including a minority report, if produced) covering the work of that particular office, committee, or agency for the preceding year, and the proposed or suggested plans for the following year. The President's report shall be presented to the Board of Directors prior to the opening of the Annual Conference, and to the rest of the membership at the Annual Business Meeting. In addition, a summary of actions of both the Executive Committee and the Board of Directors shall be reported in writing to the members of the Association at the Annual Business Meeting.

ARTICLE XII

Amendments and Revisions

SECTION 1. INITIATION OF CHANGES. Amendments to, or other changes in, these Bylaws may be initiated in any of the following ways: (a) The Board of Directors may formulate proposals for amendment of these Bylaws and submit them, with any arguments it chooses, to the Active Membership for vote. (b) The President may appoint a committee to consider revising the Bylaws in general or in particular, and subsequently submit to the membership of the Association the committee report, together with recommendations of the Board of Directors for or against the proposals. (c) Twenty-five Active Members of the Association may submit to the Board of Directors a proposed amendment or amendments in writing and signed by the sponsors. The Board of Directors shall then submit the proposed amendment(s) with any arguments advanced by its sponsors, and with the Board of Directors' recommendation for or against the proposed change, to the members of the Association for action. An amendment formulated in this manner may not be submitted to the Board of Directors within a period of 60 days preceding and 60 days following the date of the Annual Business Meeting.

SECTION 2. Amendments or revisions to this document may be considered formally by the Active Members of the Association as follows: (a) The Executive Director shall send the proposed changes with explanations and arguments, a ballot, and a request for a mail or electronic vote to the Active Members. An affirmative vote of at least two-thirds of the ballots returned shall be required for acceptance of the amendment(s). The results of the vote shall be reported to the membership following the vote.

SECTION 3. Unless otherwise specified, an amendment approved by the Active Members becomes effective on the date selected by official action of the Board of Directors, but in no case later than the next Annual Business Meeting.

ARTICLE XIII

Parliamentary Authority

In the absence of any provision to the contrary in these Bylaws, all business meetings of the Association and its various components shall be governed by the parliamentary rules and usages contained in the current edition of Roberts Rules of Order, Revised.