

**BYLAWS OF  
INTERNATIONAL ASSOCIATION FOR STRATEGY PROFESSIONALS**  
A California Nonprofit Mutual Benefit Corporation

**ARTICLE I  
GENERAL INFORMATION**

**SECTION 1. NAME**

The name of this Corporation is the International Association for Strategy Professionals (IASP).

**SECTION 2. PRINCIPAL OFFICE**

The Corporation shall have a principal office at which, it shall maintain its official records and transact other business. The principal office shall be determined by the Board of Directors.

**SECTION 3. FISCAL YEAR**

The fiscal year of the Corporation shall be a period of twelve months from July 1 – June 30.

**ARTICLE II  
PURPOSES**

**SECTION 1. PURPOSE**

The primary purpose of the Corporation shall be to lead and support people and organizations through the promotion of a holistic approach to strategy management and by setting standards for strategy through thought leadership, professional development and certification .

**ARTICLE III  
MEMBERS**

**SECTION 1. QUALIFICATION AND CLASSES OF MEMBERSHIP**

- (a) Any person or organization interested in furthering the purpose of the Corporation is eligible for membership.
- (b) Membership shall be available in three classifications: individual, corporate and student, applicable to fulltime students in higher education institutions and Administrative Fellows. All classes of membership shall have the same rights, privileges, preferences, restrictions and conditions.
- (c) Initial membership shall be determined by the acceptance of a membership application and payment of such dues and fees as the Board may fix from time to time. Members may renew with payment of annual dues and an update to membership records, if any.
- (d) Corporate members may designate one or more individuals as key contacts, up to the maximum number of individual designees established by the Board. Individuals so designated shall complete membership applications forms which shall be attached and submitted with the organization application.
- (e) Lifetime membership may be awarded by the board when a member is inducted to

the IASP Hall of Fame. Upon passing, lifetime membership shall automatically cease.

## **SECTION 2. MEMBERS IN GOOD STANDING**

Members who have paid the required dues and fees and are not otherwise suspended, shall be members in good standing.

## **SECTION 3. RIGHTS OF MEMBERSHIP**

All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors and officers, the disposition of all or substantially all of the assets of the corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the corporation. Members also have the right to nominate individuals for service awards and cast votes for specified member awards. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

## **SECTION 4. MEMBER DUES, FEES AND ASSESSMENTS**

The requirements for membership and membership dues for all classifications shall be established by a 2/3 vote of the Board of Directors. Dues-free membership is not allowable at any level of the organization except for Hall of Fame and Lifetime Members so designated by the Board of Directors. All dues shall be paid to the Corporation and membership applications shall be on a form prepared by the Corporation.

## **SECTION 5. RESIGNATION, EXPIRATION AND SUSPENSION OF MEMBERSHIP**

- (a) A member may resign from membership at any time; however, such shall not relieve the resigning member from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation. The resigning member shall not be entitled to any refunds.
- (b) If a member terminates membership while owing dues or fees and then wishes to reinstate membership, all dues and fees in arrears must be paid in addition to the current rate of member dues before membership in good standing can be established.
- (c) Membership may be offered on an annual or multi-year basis. It shall expire upon the anniversary of term of membership unless renewed.

## **SECTION 6. TRANSFER OF MEMBERSHIP**

Individual and student memberships, and any rights arising therefrom, may not be transferred. The membership of a key contact designated by a corporate member may be transferred upon written notice to the Corporation.

## **SECTION 7. ANNUAL GENERAL MEETING (AGM) OF MEMBERS**

***The Corporation shall conduct an Annual General Meeting of the membership, on a date and at a place approved by the Board of Directors. Elected directors and officers shall be announced at this meeting. The date, location and agenda of the Annual General Meeting shall be announced at least 60 days in advance. The date of record for membership to be eligible for voting shall also be specified in the meeting notice. That date of record shall be no more than 30 days before the date of the Meeting. Members unable to attend the Annual Meeting shall be allowed to participate and vote by mail or electronic means as specified in the notice.***

## **SECTION 8. SPECIAL MEETINGS**

- (a) The Board, the President of the Board, or 5% or more of the voting power of the

members, may call a special members' meeting for any lawful purpose at any time.

- (b) A special members' meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, the President-Elect or the Secretary of the Corporation.
- (c) No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

#### **SECTION 9. NOTICE OF MEMBER MEETINGS**

- (a) Whenever members are required or permitted to vote at a meeting, a written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date, time and agenda of the meeting.
- (b) Notice of any members' meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given in writing, either by first-class mail or electronic means.
- (c) Notice of any general member meeting shall be executed by the Secretary or any designated agent of the Corporation.

#### **SECTION 10. QUORUM; ELECTRONIC MEETINGS**

- (a) Ten percent (10%) of the members connected virtually or 25 members face to face shall constitute a quorum for the transaction of business at any members' meeting. The Board may authorize members to participate by electronic means.
- (b) A meeting of the members may be conducted, in whole or in part, by electronic means.

#### **SECTION 11. VOTING**

- (a) All members in good standing on the date of record shall be entitled to vote at any members' meeting.
- (b) Any vote of the membership shall cast by electronic written ballot or in person. Written ballots may be transmitted to and from members by electronic means.
- (c) If a quorum is present, the affirmative vote of a majority shall be deemed the act of the members unless the vote of a greater number is required by California Law.
- (d) Proxies shall not be permitted for purposes of establishing a quorum or voting.

#### **SECTION 12. WAIVER OF NOTICE**

A member's attendance at a meeting shall constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

#### **SECTION 13. AWARDS**

Active members are eligible for nomination for annual service awards and Hall of Fame Membership. Recognition may be awarded at the Annual General Meeting for the awards below to members who demonstrate notable service:

- (a) Member of the Year for outstanding commitment and service to IASP during the prior year.
- (b) The Janice Lauren Outstanding Service Award, recognizing extraordinary effort on a particular IASP project or initiative or committee.

- (c) The Distinguished Service Award, recognizing demonstrated dedicated service and untiring commitment to furthering development of the organization and its members, influential leadership, and sustained service to IASP.
- (d) Membership into the IASP Hall of Fame is the highest award available from IASP for lifetime achievement in IASP and the profession.
- (e) The President may also designate Presidential Awards to dedicated volunteers for specific roles or results generated.

## **ARTICLE IV NOMINATIONS, ELECTION AND REMOVAL OF DIRECTORS**

### **SECTION 1. NOMINATIONS**

- (a) No later than January 1 each year, the President, with the consent of the Board, shall appoint a nominating committee of no less than five members, at least two of whom are not directors.
- (b) The Nominations Committee shall, in consultation with the Board, assess the leadership needs of the organization, establish criteria for suitable candidates, solicit or identify suitable candidates, scrutinize each candidate against the criteria to serve and offer a slate of vetted, qualified candidates for the expected open seats,
- (c) Members may nominate themselves for consideration through the call for nominations in the manner prescribed by the Nominations Committee.
- (d) The Nominations Committee shall make every effort to assure Board membership reflects the diversity and international nature of the Corporation.
- (e) No organization member shall be permitted to demand a seat on the Board.
- (f) Candidates that do not fully meet the desired criteria shall be notified and recommended for other service to IASP.
- (g) All slated candidates must submit in writing their willingness to serve in the positions for which they have been nominated, with relevant background information and qualifications for service.
- (h) The slate shall be reviewed by the Board prior to publication no later than 90 days prior to the Annual Meeting.
- (i) The final slate of nominees shall be communicated in writing to all members in good standing 45 days prior to the Annual General Meeting.
- (j) All voting for Officer and Board positions shall be done electronically and completed 10 days before the Annual General Meeting.

### **SECTION 2. ELECTION AND TERM OF OFFICE OF DIRECTORS**

- (a) Officers shall be elected to a two-year term. The elected officers may choose to run for re-election for one additional two-year term, serving a maximum of four years in a specific officer position. At-Large Directors shall be elected to three-year terms with one-third of those directors rotating off or running for re-election each year. Elected At-Large Directors may serve a maximum of two (2) three-year terms, totaling 6 years. A director may extend their service by being elected to an officer position, but in no case may a director/officer serve for more than a total of ten years.
- (b) Officers are not subject to “rotation of the chairs”. There shall be no automatic movement from one officer role to another with the exception of President-Elect. Incumbent directors and officers wishing to renew their service shall be scrutinized by the Nominating Committee to assure the incumbent meets the desired criteria established for that election year. There shall be no automatic renewals for any incumbent director or officer.

- (c) In addition to the Vice President, a President-Elect shall be nominated in the second year of the President's term of office to assure a smooth transition of leadership. The President-Elect term shall be one year in duration, with automatic succession to the Presidency. A Vice-President may be nominated as President-Elect. In such cases, the Board may appoint a qualified member to fill the vacant seat.
- (d) Officers and At-Large Directors shall be elected by electronic ballot prior to each annual meeting to fill those terms that expire at the conclusion of the current fiscal year. Voting shall be open for 10 days and closed 10 days prior to the annual General meeting.
- (e) Each director, including directors appointed to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Terms of office shall run concurrent with the Corporation's fiscal year.
- (f) Ballots shall include a statement and profile for each nominee. In an election in which there are more candidates for At-Large Directors than such directorships to be elected, the candidates receiving the largest number of votes shall be elected. Members may not cumulate their votes.

### **SECTION 3. REMOVAL FROM OFFICE AND APPOINTMENT IN CASE OF VACANCY**

- (a) In the event that a director or officer is not actively participating in Board work or has exhibited unprofessional or unethical conduct, the Board may, by 2/3 majority, remove the director or officer from service.
- (b) The Board may, by 2/3 majority, remove a director or officer if the Board believes the best interest of the members would be served.
- (c) A vacant seat on the Board, regardless of reason, may be filled by nomination from the President and approved by the Board.

## **ARTICLE V BOARD OF DIRECTORS**

### **SECTION 1. POWERS**

The Corporation shall have a Board of Directors. All of the activities and affairs of the Corporation shall be governed by the Board or under its direction. The Board, acting collectively, shall bear accountability for the activities and affairs of the Corporation.

### **SECTION 2. NUMBER AND QUALIFICATION**

The Board shall have not less than 9 nor more than 18 voting directors, including the President, President-Elect, Vice-President, Secretary and Treasurer (collectively, the "Elected Officers") and the immediate Past President (the President who served prior to the current President). If the immediate Past President is unable to serve, that position will remain unfilled. The precise number of authorized directors shall be set for the next fiscal year within these limits prior to the annual election by an affirmative vote of a majority of the Board then in office. The directors other than the Elected Officers may be referred to as the "At-Large Directors."

### **SECTION 3. GENERAL DUTIES**

It shall be the duty of the directors to:

- (a) Govern the Corporation, set direction, establish policy, assure member relevance and plan for long-term financial sustainability.
- (b) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
- (c) Assure appropriate allocation of resources to achieve the mission of the Corporation, including employment of individuals or contractual arrangement(s) with contractors or association management service firms.

### **SECTION 4. PARTICIPATION**

- (a) Directors are expected to participate in all Board meetings. Directors who do not regularly participate may be subject to removal by the Board of Directors.
- (b) During their Board terms, Directors are also expected to actively serve on committees and/or directly or indirectly support financial/in-kind contributions beyond dues, and encouraged to attend the annual conference at least once every two years and other IASP sponsored events, and required to attend the IASP Annual General Meeting to further the cause of the Corporation.

### **SECTION 5. CONFLICTS OF INTEREST**

- (a) The Corporation shall not enter into any contract or transaction with any (1) director of the Corporation, (2) officer the Corporation, or (3) Corporation, firm, , or other entity in which one or more of this Corporation's directors or officers are directors, officers or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:
  - (1) The material facts regarding that director's or officer's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board, prior to consideration by the Board of such contract or transaction; and
  - (2) Such contract or transaction is authorized in good faith by a vote of the majority of the Board without counting the votes of the interested directors;
  - (3) Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
  - (4) At the time the transaction is entered into (1) the transaction is fair and reasonable to the Corporation and (2) the Corporation entered into it for its own benefit.
- (b) The director with the conflict of interest shall declare the conflict prior to discussion and shall absent himself/herself from the meeting to allow the Board opportunity to discuss the issue without undue influence. A director with a conflict may be awarded a contract by the Board following a fair and objective review process for value and quality of product.

### **SECTION 6. COMPENSATION**

Directors shall serve without compensation, although they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Directors may be compensated for rendering specific services to the Corporation only if such compensation is reasonable, allowable and has been authorized by Board approval through a transparent process.

## **ARTICLE VI MEETINGS OF THE BOARD**

### **SECTION 1. REGULAR MEETINGS**

- (a) Regular meetings of the directors shall be held at least four times per year at such places and times to be determined by the directors. Meeting frequency shall be established at the first meeting of the fiscal year.
- (b) Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting.
- (c) Any director may participate in a meeting, and any meeting of the Board may be held by electronic means, provided the requirements specified below are met. A director who participates in a meeting by such means shall be considered present in person for that meeting.
- (d) In the case of a meeting held by electronic means, all directors participating in the meeting must be able to hear and communicate with all other members concurrently.
- (e) Directors may not attend meetings or vote by proxy.

### **SECTION 2. SPECIAL MEETINGS**

Special meetings of the Board may be called by the President, President-Elect, the Secretary, or by any two directors, with proper notice. Such meetings may be held by electronic means.

### **SECTION 3. NOTICE OF MEETINGS**

Notice and waiver of notice shall follow the same stipulations as notice and waiver of notice for member meetings found in Article III, Sections 9 and 12.

### **SECTION 4. QUORUM AND VOTING**

- (a) A simple majority of the Board membership shall constitute a quorum for the transaction of business.
- (b) The Board may take action or set policy by the affirmative vote of a majority of the directors present at a meeting, unless the bylaws stipulate otherwise.

### **SECTION 5. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action. All such consents shall be noted in the minutes of the next Board meeting.

## **ARTICLE VII OFFICERS**

In support of the Board's responsibilities, listed in Article V, Section 3, the officers listed below have specific duties to assure integrity, productivity, consistency and sustainability of the Corporation.

### **SECTION 1. DUTIES OF PRESIDENT**

The President shall:

- (a) Be the chief governing officer, assuring the integrity of governance for the Corporation.
- (b) Preside at all meetings of the Board and of the members.
- (c) Execute in the name of the Corporation such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board,

- (d) in alignment with applicable laws, the Articles of Incorporation, or by these Bylaws, Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.
- (e) Assure smooth transition of leadership to the successor.
- (f) Act as the chief executive officer of the Corporation, subject to the control of the Board and in consultation with the Executive Committee, unless the Board has hired a Chief Executive Officer. As acting CEO, the President shall work in partnership with the Executive Director and staff. The President shall oversee the Corporation's activities and affairs, empowering and delegating administrative oversight to committee chairs,
- (g) Work closely with the contracted association management firm to assure successful support and administration of the Corporation.

## **SECTION 2. DUTIES OF PRESIDENT-ELECT**

- (a) In the absence or disability of the President, the President-Elect shall assume the duties of the President. The President-Elect shall perform such other duties as from time to time may be prescribed by the Board or the President. The President-Elect shall succeed to the office of President should the President be unable to serve or complete his or her term, and shall serve for the duration of the President's term in addition to the original elected term of service.
- (b) The President-Elect shall assure the orientation of new Board members prior to their Board service and shall champion the Board's directional strategy.
- (c) The President-Elect shall lead the achievement of one significant IASP project as assigned by the Executive Committee in alignment with the President-Elect's skill set.
- (d) The one-year term of President-Elect shall be used to learn and prepare to lead the Corporation.

## **SECTION 3. DUTIES OF THE VICE-PRESIDENT**

- (a) The Vice-President shall assist the President in operational matters, with particular focus on assuring that all volunteer committees are functional and productive.
- (b) In the absence or disability of the President and President-Elect, the Vice President shall assume the duties of the President and shall serve until a proper election for the office of President is held.
- (c) The Vice President shall perform such other duties and lead special projects as from time to time may be prescribed by the Board or the President.

## **SECTION 4. DUTIES OF SECRETARY**

The Secretary shall:

- (a) Assure that key corporate records are complete, accurate and archived at the principal office of the Corporation.
- (b) Assure that minutes of the Board and membership meetings are recorded and accurately reflect proceedings
- (c) Assure an accurate, complete and up-to-date record of Board member contact information and membership lists.
- (d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (e) In general, perform all duties incident to the office of Secretary or which may be assigned to him or her from time to time by the Board.

## **SECTION 5. DUTIES OF TREASURER**

The Treasurer shall:

- (a) Assure a proper and timely budgeting process in alignment with the Corporation's strategic plan and in consultation with Committee Chairs and the association manager

- (b) Assure adequate and accurate books and accounts of the Corporation's properties and business transactions.
- (c) Assure financial statements and reports are shared with and reasonably understood by the Board.
- (d) Assure all funds and securities are properly deposited and accounted for.
- (e) Assure that corporate finances are safeguarded with proper internal controls.
- (f) Assure the timely and accurate filing of the corporate tax forms, including chapter information.
- (g) Lead efforts to establish long-term financial sustainability.
- (h) In general, perform all duties incident to the office of Treasurer or which may be assigned to him or her from time to time by the Board.

#### **SECTION 6. DUTIES OF THE IMMEDIATE PAST-PRESIDENT**

The Immediate Past President shall:

- (a) Assure continuity between successive Presidential terms.
- (b) Champion and complete selected project initiatives that began during his/her Presidential term.
- (b) Serve as a voting member of the Executive Committee for one year immediately following service as President, and may concurrently continue to serve on the board as an ex officio member.

### **ARTICLE VIII LIABILITY OF DIRECTORS**

#### **SECTION 1. INSURANCE FOR CORPORATE AGENTS**

To assure that directors are not personally liable for the debts, liabilities, or other obligations of the Corporation, the Corporation shall maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

#### **SECTION 2: INDEMNIFICATION**

- (a) To the fullest extent permitted by law, this Corporation may indemnify its directors, officers, employees, and other persons (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding."
- (b) Upon written request to the Board by any person seeking indemnification, the Board shall promptly decide whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification.

### **ARTICLE IX COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE**

- (a) The elected officers of the Board constitute the Executive Committee and are responsible for management oversight of the business and affairs of the Corporation.
- (b) The Executive Committee is accountable to the Board of Directors for its actions and decisions.
- (c) The Executive Committee may make operational decisions on behalf of IASP; however, its unilateral authority is limited to usual and regular business decisions. Decisions outside of this scope must be in consultation with the Board.

- (d) The Executive Committee may be expanded by approval of the Board to include individuals responsible for specific operational roles such as marketing, certification, domestic or international chapter development. Individuals in this capacity, when elected by the Board to serve on the Executive Committee, shall be titled *Vice President of \_\_\_\_\_* and shall act in the capacity of a Corporate department head.
- (e) On at least an annual basis, committee chairs and program and project initiative owners will be accountable to join the Executive Committee to report on progress on the strategic plan, consider the financial and interdependent impacts of the project initiatives in play, assess volunteer performance and other key areas of operational concern. A written report may be submitted; however, the dialogue with the Executive Committee is highly desirable.

## **SECTION 2. CERTIFICATION COMMISSION**

- (a) The IASP Board is responsible for certification budgeting and be informed in advance of any major changes in the certification program to allow for Board input.
- (b) A seven to nine member Certification Commission will govern the certification program. The Chair of the Certification Commission, who must be both IASP Certified and an active IASP member, will be appointed by a vote of IASP Board of Directors. The panel shall at least include one IASP certified Board member, four IASP Certified professionals, two public members and the support of the Director of Certification from IASP staff, ex officio with no vote and should not include individuals involved in broad strategy education who prepare candidates for certification.
- (c) The Certification Commission is responsible for recruiting, appointing and orienting Commission members to assure a robust cohort is overseeing the program.
- (d) The Certification Commission shall have decision-making authority for essential operational decisions related to certification including the examination content, process and qualifications, Standard Operating Procedures, fees, policy, appointment of sub-committees, application assessments, recruiting and communicating with potential Approved Learning Providers and Certification Preparation Providers, and relationship with the examination vendor, recertification and appeals.

## **SECTION 3. CONFERENCE COMMITTEE**

- (a) A Conference Committee shall be in place at least one year prior to the event for each Global Conference.
- (b) Three Conference Committee co-chairs shall be appointed by the Executive Committee to allow for built-in succession planning and continuity year on year. Each year, one co-chair will roll off the Conference Committee and a new co-chair appointed, allowing a three year-term for each.
- (c) The Conference Committee membership shall be by invitation of the Conference Co-Chairs. The Corporation is available to assist in identifying additional volunteers if requested.
- (d) The Conference Co-Chairs are accountable to the Board of Directors for budget results, delivering member value, maximizing attendance and complying with IASP Policy related to the annual conference. The committee shall have control over the theme selected and speaker selection. The Board approves the selection of geographic location and the Executive Committee controls all contracts related to the conference and assures appropriate committee interface with the Conference Committee for optimal communication.
- (e) The Conference Co-Chairs are accountable to operate within established Board policy.

## **SECTION 4. OTHER COMMITTEES**

- (a) The Board may create one or more committees, task forces, or advisory committees, each consisting of two or more members, to serve at the pleasure of the Board and have such authority as is delegated by the Board.

- (b) Only the Board may take action or make decisions on behalf of the Corporation. Committees may only act inside the scope of their delegation from the Board.
- (c) By a majority vote of the directors, the Board may at any time revoke or modify any or all of the authority so delegated.

#### **SECTION 5. MEETINGS AND ACTION OF COMMITTEES**

- (a) Meetings of all committees shall be organized by the committee chair in consultation with committee members.
- (b) Committee chairs may invite additional committee members to participate in project management. All such appointments shall be reported to the President on an annual basis.

### **ARTICLE X CHAPTERS AND OTHER SANCTIONED COMMUNITIES**

#### **SECTION 1. CHAPTERS**

Chapter development is important for the growth of IASP and delivery of member value. The Board shall adopt policies, procedures, guidelines, rules and tools for the establishment and support of Chapters. All Domestic US Chapters shall be constituent parts of this Corporation. All International Chapters shall be separate legal entities representing IASP in accordance with a separate International Affiliation Agreement. Chapters are subject to rules and authority of the Corporation's Board of Directors. Chapters outside of North America must conform to local laws and the authority from the Board of Directors.

#### **SECTION 2. FORMATION AND DISSOLUTION OF CHAPTERS**

- (a) Chapters may be formed or dissolved by the Board and in accordance with the guidelines included in the IASP Combined Policy Manual in effect at the time of formation or dissolution. The constitution and the election procedures shall be based on the requirements set forth in models supplied by the Corporation. Such application shall include all information required by the Corporation to confirm eligibility of the new Chapter. Upon receipt of an application for a formal charter, the Board shall, within 30 days, either grant the Chapter Charter, advise the representatives of the group of the actions or information required to perfect the application or deny the Chapter Charter.
- (b) The area over which a chapter may have jurisdiction cannot conflict with the area of any existing chapter. In the event of a conflict, it must be resolved by (1) a revision of the area described in the petition to become a chapter in order to eliminate the conflict, or (2) written consent of the existing chapter with which there is a conflict to a revision of its area of jurisdiction, together with a description of the area as it would be established after revision. The IASP Board of Directors must approve any jurisdictional change to an existing chapter to ensure it remains consistent with its overall chapter strategy.
- (c) Should a Chapter cease operation or forfeit its charter, the balance of funds remaining in the treasury of the Chapter, after the payment of all liabilities, shall remain with or be transferred to the Corporation unless the Corporation agrees to some other disposition. No director, officer, employee, or other person connected with Chapter, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the Chapter's assets upon dissolution.

#### **SECTION 3. CHAPTER GOVERNANCE**

- (a) Each Chapter shall have written bylaws (constitution) approved by the Corporation

through its chapter members that are in alignment with these bylaws and the model bylaws provided.

- (b) Upon receipt of an application from a Chapter for a charter, together with a copy of its constitution and a list of its elected officers and members, as specified above, the Board may issue a charter to that Chapter by entering into an Affiliation Agreement or a formal Charter Agreement with the Chapter.
- (c) After receipt of a charter, a Chapter shall promptly advise the Board of the Corporation of any changes to its constitution and its roster of officers.

#### **SECTION 4. ALIGNMENT**

- (a) To develop an appropriate and uniform brand, Chapters shall comply with branding standards on the name, logo, signage, promotional materials and activity that the Board may establish.
- (b) Domestic Chapters shall manage Chapter finances in accordance with their Constitution and the IASP Chapter Policies then in effect. International Chapters shall manage Chapter finances in accordance with their Affiliation Agreement, Bylaws, and the IASP Chapter Policies then in effect. Chapters shall not run a deficit.

#### **SECTION 5. DISCIPLINARY ACTION**

- (a) Disciplinary actions may be imposed by the Executive Committee on a Chapter for a failure to comply with the requirements of the Bylaws of the Corporation, its own Chapter bylaws, or the Policies and Procedures. Disciplinary actions may range from a requirement for changes in the Chapter's bylaws, organization, or practices, to the forfeiture of the Chapter's Charter.
- (b) The Chapter may appeal any disciplinary action proposed by the Executive Committee to the full Board to review and recommend disposition of the proposed disciplinary action. The Board may consult with the Council of Chapter Representatives prior to recommending a disposition if it deems appropriate.

#### **SECTION 6. CHAPTER MEMBERSHIP**

- (a) Chapter membership requirements shall be identical to those of the Corporation as provided in Article III of these Bylaws. Every member of a Chapter must be a member of the Corporation. The composition of the Board of Directors of a Chapter shall be generally representative of the membership of the Chapter. The Corporation, based on membership applications, and dues received from members, and the IASP Chapter Policies, shall establish Chapter membership rosters.
- (c) Members shall have an opportunity to designate a Chapter to which they wish to be affiliated. Such designation shall be based on geographic location. An exception can be made for members who frequent another chapter area. Members not resident or active in an area with a chapter shall be considered to be "members-at-large"

#### **SECTION 7. COUNCIL OF CHAPTER REPRESENTATIVES**

- (a) A Council of Chapter Representatives shall be established. Its primary purpose is information sharing among chapters. Additionally, it shall serve in an advisory capacity to the Board on matters of Chapter relationships, and to assist in forming an appeals committee in matters of Chapter discipline.
- (b) The Council shall consist of one delegate from each Chapter. However, a Chapter may designate an alternate delegate who would serve if the primary delegate were not available.
- (c) Unless specifically authorized by the Board, the Council shall have no authority to incur

any liabilities in the name of the Corporation, or to act on behalf of the Corporation in any way.

## **ARTICLE XI COMMUNITIES OF PRACTICE**

Members shall have opportunities to form Communities of Practice for the purpose of segment-specific information sharing or research/exploration on a specific area of practice. Organizers of Communities of Practice must submit a proposed charter to the Board for official sanctioning as an ASP entity. The existence and sustainability of Communities of Practice are the responsibility of those who wish to convene and sustain activity. If a Community of Practice is no longer active, the conveners shall notify IASP of its termination. Communities of Practice are not the responsibility of IASP to sustain.

## **ARTICLE XII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board may by resolution authorize any officer or agent of the Corporation to enter into a contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

### **SECTION 3. GIFTS**

The Board may accept on behalf of the Corporation any contribution, gift, or bequest for the purposes of this Corporation. The Board may also decline to accept gifts that come from sources that might damage the reputation of the organization or cause the Corporation to be diverted from its mission. Monetary gifts automatically go into the general fund unless otherwise specified by the donor or donor's estate.

## **ARTICLE XIII TRANSPARENCY & INSPECTION RIGHTS**

### **SECTION 1. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation.

### **SECTION 2. MEMBERS' INSPECTION RIGHTS**

Any member may inspect the corporate tax filings.

### **SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **SECTION 4. ANNUAL REPORT**

The Board shall cause an annual report (Statement of Information) to be furnished to the California Secretary of State as required by law. Additionally, all directors and members of the Corporation shall receive an annual report at the AGM that summarizes the achievements and activities of the past year.

#### **SECTION 5. MEMBERSHIP RECORDS**

Except as required by law, membership records or mailing lists shall not be sold or provided to anyone except in accordance with procedures specifically approved by the Board.

### **ARTICLE XIV AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENTS**

- (a) These Bylaws may be altered, amended or repealed, and new bylaws adopted by approval of:
  - (1) A majority of the Board then currently in office; and
  - (2) A majority of the voting power of the Corporation.
- (b) The Board, however, may independently approve “clean up” provisions such as typographical, spelling and grammatical errors.
- (c) Bylaw amendments may be approved by electronic vote of the members or in person at the Annual General Meeting.

### **ARTICLE XV DISSOLUTION**

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of the Corporation. Upon dissolution of the Corporation, after all debts are paid, the remaining corporate assets shall be awarded to another non-profit Corporation with similar focus.