

By-Laws of the International Association for Impact Assessment

(as amended 17 June 1999, Glasgow, Scotland)

Article I. Name and Legal Status

Section 1: The name of the Association shall be "The International Association for Impact Assessment, Inc." When proof of corporate status is not necessary, it may be referred to as "International Association for Impact Assessment".

Section 2: The Association is incorporated under the laws of the State of Georgia, United States of America, as per the Association’s Articles of Incorporation signed on the 5th of February 1981, as amended.

Section 3: The location of the registered office of the Association shall be determined by the Board of Directors of the Association.

Article II. Purpose

The Association has as its primary purpose the betterment of society through the encouragement of improved policymaking processes concerning the analysis of the future consequences of present decisions. In furtherance of this purpose, the association may:

- publish, edit or otherwise disseminate to practitioners and the general public articles, journals, books, monographs, audiovisual materials, and newsletters concerning the practice of impact assessment;
- hold meetings, conferences, seminars, and other sessions at which information concerning the practice of impact assessment can be disseminated;
- prompt, enhance, and encourage the exchange of information among practitioners and users of impact assessment and the general public;
- improve the quality and professionalism of persons in the field of impact assessment;
- otherwise encourage the growth and development of the field of impact assessment, the development of techniques in the field of impact assessment, and the public understanding of and participation in the field of impact assessment; and
- undertake such other activities as will further the purposes of the Association.

Article III. Membership

Section 1. The IAIA Board of Directors shall establish categories of membership in the organization, including qualifications, fees, and other requirements for each category of membership. These categories and requirements may be changed by a vote of the Board.

Section 2. The IAIA Board of Directors shall extend voting privileges to members by category of membership, and the categories of eligible voting members shall be established by a vote of the Board.

Section 3. Applications for membership shall be submitted, together with payment of current dues to IAIA Headquarters. The acceptance of an application for membership by the designated administrative officer shall constitute formal recognition of membership.

Section 4. Annual dues for all categories of membership shall be fixed from time to time by the Board of Directors.

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Comment [u1]: This change is needed to allow the Board to establish new categories of membership and to remove categories that are underutilized.

Deleted: Membership in the Association shall consist of the following categories: ¶ Individual membership is available to any natural person.¶ Joint membership is available to two persons at the same address, receiving only one set of publications, with each having the status of individual membership.¶ Institutional/Corporate membership is available for institutions and corporations upon acceptance by the Board of Directors and payment of the prescribed fee. Institutional/corporate members are entitled to designate two representatives to IAIA who shall be granted the status of individual membership. Institutional/corporate members are entitled to two free registrations at annual meetings.¶ Sponsoring organizations are entitled to designate two representatives to IAIA who shall be granted individual membership. Sponsoring organizations are entitled to two free registrations at annual meetings.

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Deleted: Only individual members are entitled to vote.¶

Comment [u2]: The changes in Section 3 and Section 5 account for potential categories of members required or not required to sign the Code of Conduct and for appropriate business transactions of membership applications.

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Section 5. Members failing to pay dues shall cease to be members. If dues are paid within sixty days (or other time period as determined by the Board of Directors) of membership expiration, the membership shall be deemed continuous for purposes of computing years of membership.

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Section 6. Members deemed to be in breach of the Association’s Code of Ethics may, by resolution of the Board of Directors, be denied continuing membership in the Association.

Comment [u3]: Fyi: At the time these by-laws changes are being proposed, the Board recognizes the need to revise the IAIA Code of Ethics and expect that a Task Force appointed to draft the new Code will do so in the coming months.

Article IV. Board of Directors and Officers

Section 1. The affairs of the Association shall be conducted by a Board of Directors.

Section 2. Any voting member of the Association may serve as a Director or an Officer. Termination of membership shall automatically terminate eligibility to be a Director or an Officer.

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Section 3. The Board of Directors shall consist of nine members: the President, the immediate Past President, the President-Elect, and six Directors. In addition to regular meetings, actions of the Board of Directors may be taken by mail or electronic communication. Five of the members of the Board of Directors shall constitute a quorum for decisions taken at meetings of the Board of Directors. An absolute majority of all members of the Board of Directors shall be required for decisions taken by electronic communication.

Comment [u4]: Changes in Section 3 and 4 return the Board to pre-1999 when the Board of Directors was 9 members; the reason for this return is the increasing difficulty in finding members willing and able to serve. Reducing the number may also allow the subsidies for service to be slightly higher per person. The reason for the increase to 12 was to stimulate greater regional, ethnic, gender, experience and expertise balance. This pattern has been established as in expected to be continued with nine members and is retained in Section 5[a].

Section 4. Election of a President-Elect shall occur annually. The President-Elect shall serve one term in that capacity, one term as President, and one term as immediate Past President. Two Directors shall be elected annually, each for three-year terms. Official duties commence and cease at the commencement of the first meeting of the Board of Directors after each Annual General Meeting.

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Section 5.

[a] A Nominations Committee shall be appointed annually by the Past-President and shall comprise the President, President-Elect and three or more voting members; one of whom shall serve as Chair. The Committee shall seek suggestions of voting members to be considered as possible candidates for the offices to be filled. In preparation of slates of two or more candidates for each office, the Nominating Committee shall seek to ensure that the Board of Directors maintains a balance of regional, racial, ethnic, gender, experience and professional expertise.

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[b] In addition to those individuals who are included in the slates of candidates by the Nominating Committee, nominations signed by at least five nominators and by the nominee, all of whom must be voting members, shall be included on the ballot papers provided that the nomination is received by the designated administrative officer six months prior to the date of the next Annual General Meeting.

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[c] The Nominating Committee shall supervise preparation of a ballot and ensure that it is mailed to each voting member of the Association. Ballots received by the IAIA Headquarters Office thirty days prior to the next Annual General Meeting will be counted. Candidates on each slate receiving the highest number of votes will be declared elected.

Comment [u5]: Need to reduce this from sixty to thirty to accommodate annual conferences/AGMs held early in the years like the Perth meeting.

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Section 6. In the event that an Officer or Director resigns or is otherwise incapable of completing their term, the Board of Directors shall co-opt as necessary until the following election at which time they shall conduct an election to fill the office for the remainder of the original term.

Section 7.

[a] The immediate Past President shall serve on the Board of Directors of the Association and shall have such duties and powers as may be assigned by the Board of Directors.

[b] The President shall preside at all meetings of the members and the Board of Directors, and shall have other duties and powers as may be assigned by the Board of Directors.

[c] The President-Elect shall perform all of the duties of the President in the event of the absence or disability of the President, and shall have other duties and powers as may be assigned by the Board of Directors.

[d] A Secretary and a Treasurer shall be appointed ~~from amongst~~ the Board of Directors and shall have such duties and powers as may be assigned by the Board of Directors.

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Section 8. The financial accounts of the Association shall be reviewed by an external auditor annually. The fiscal year shall be determined by the Board of Directors.

Article ~~V~~. IAIA Headquarters Office and Other Offices

Section 1. ~~The IAIA Board of Directors shall appoint an administrative office (known at this time as IAIA Headquarters)~~ for such periods and under such conditions as they shall from time to time determine.

Section 2. ~~Other offices, groups or task forces may be appointed~~ to assist the Association in promoting its objectives to special interest groups or to non English speaking members of IAIA. Such ~~relationships~~ will only be established through a special Memorandum of Understanding governing ~~specific~~ activities.

Comment [u6]: The changes in Article V reflect actual practice and nomenclature and allow for flexibility under future scenarios.
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Article VI. Committees, Sections, Council and Organisational Structures

Section 1. The Board of Directors may establish such Committees, Task Groups, Sections and other organisational structures as may be necessary for the conduct of affairs of the Association. The Chair and members of committees and task groups shall be appointed as appropriate by the Board of Directors for specific periods.

Section 2. The Council of the Association is advisory to the Board of Directors and ~~includes~~ Committee Chairs; representatives of Branches, Affiliates and Associated Organisations, and representatives of Sections and such other members of the Association as the Board of Directors shall from time to time appoint.

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Section 3. The Board of Directors shall recognize the existence of Sections within the Association that have specific defined interests related to the overall purposes of the Association. There shall be a Sections Coordination Committee which shall be charged with coordinating communication between Sections, and advising the Board of Directors on additional Sections to be recognized.

Section 4. Three additional forms of organisational structure shall be recognized by the Association:

Branches - geographically-based groups comprised completely of Association members.

Affiliates - ~~geographical, member-based~~ groups that accept the Association's purpose and include a proportion of Association members.

Associated Organisations - independent organisations which have a purpose similar to that of IAIA and with which a mutually beneficial relationship may result.

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Section 5. Recognition of affiliates and associated organizations by IAIA shall be conferred by the Board of Directors on the basis of a Memorandum of Understanding with a renewal agreement negotiated on a fixed and agreed time period. Recognition and continued recognition of branches shall be conferred by the Board based on guidelines set by the Board of Directors.

Comment [u7]: This change is in keeping with current practice and policy.

Deleted: Designation as a Branch, Affiliate or Associated Organization shall be conferred by the Board of Directors on the basis of an application according to the guidelines announced by the Board of Directors. Application for renewal of that designation must be made annually. Applications will be assessed for consistency of purpose with the objectives of IAIA, statement of past and intended activities, and agreement to conform with the Code of Ethics and other such regulations as the Board of Directors may impose from time to time.¶

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Section 6. The Board of Directors may establish a prescribed fee for registration as a Branch of IAIA, or as an Affiliate of IAIA, or as an Associated Organisation.

Article VII. Meetings

Section 1. There shall be an Annual General Meeting of the voting members of the Association as determined by the Board of Directors so as to maximize attendance by the se members. The date, time and place of the Annual General Meeting shall be announced to the members at least sixty days in advance.

Section 2. In addition to an Annual General Meeting, Special Meetings of the Association may be called by the Board of Directors or by a special petition signed by at least fifty voting members from at least five countries by giving ninety days notice to the CEO or equivalent administrative officer and indicating the purpose and the business of such Special Meeting.

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Section 3. The voting members present at a meeting of the Association called pursuant to Article VII Section 1 or Article VII Section 2 shall constitute a quorum. Acts of the majority of voting members present at a meeting shall be deemed acts of the members of the Association unless the Board of Directors has previously indicated that a mail or electronic ballot of the voting membership should be taken on a particular issue.

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Section 4. All records of the Association shall be open to inspection by any member at any reasonable time, provided reasonable notice is given.

Section 5. The Annual General Meeting and all Section Meetings are open to all members. Access to all other business and committee meetings are at the invitation of the President or Chair of each meeting.

Comment [u8]: This change reflects current practice and acknowledges IAIA Section Meetings.

Deleted: All meetings of the Association including business meetings and committee meetings shall be open to all members except those meetings that are specifically designated by the Chair of that meeting as being ‘in camera’.¶

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Article VIII. Amendment of By-Laws

Section 1. The by-laws of the Association may be amended by:

1. A two-thirds majority vote of the voting members present at an Annual General Meeting of the association or at a special meeting of the Association called for this purpose; or
2. A two-thirds majority vote of the eligible voting members responding to a mail ballot held for this purpose.

Section 2. Proposals for amendments must be submitted to members at least sixty days prior to a meeting described in Article VIII Section 1 or mail ballot. Amendments may be proposed by the Board of Directors or by a petition signed by at least fifty members of the Association representing at least five countries.

Article IX. Dissolution

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Section 1. Any proposal for the dissolution of the Association shall be treated as an amendment of the By-Laws and shall comply with the provisions of Article VIII.

Section 2. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities, dispose of all assets in the manner stipulated in the Articles of Incorporation of the Association.

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Dates of Change (2/81, 5/93, 6/99)