MEMORANDUM

TO: IAIA Membership
FROM: David Bancroft
Executive Director
RE: IAIA Bylaws
DATE: 15 April 2020

IAIA began a nonprofit governance analysis in 2019. This is consistent with Tapping Our Roots – Reaching the Sky, 2019-2021 Strategic Plan, Goal 5.4 to strengthen IAIA internal governance structure. To perform the analysis, IAIA retained nonprofit governance attorney Andrew Morton with the firm Handler Thayer. He reviewed IAIA governance documents and worked with the Board and staff to develop a number of recommendations. One was the updating the IAIA bylaws.

In late 2019 and early 2020, Andrew Morton completed his re-write of the IAIA bylaws to conform with applicable law and nonprofit best practices. While I will not indicate every change to the attached bylaws revision, such as movement of sentences and paragraph, I will indicate where the text is different.

1. These are titled the Fourth Amended and Restated Bylaws. Andrew and Bridget worked to determine how many times the Bylaws had be revised in the past, and this is the number they determined.
2. IAIA is referred to as an Organization throughout rather than an Association, because Association has another legal connotation.
3. Article II Purpose includes language required by the US Internal Revenue Service for 501(c)(3) nonprofits.
4. The role of Directors and Officers have been separated into different Articles, because their functions are different. Directors are typically elected by the members to provide trustee-type governance to an organization. The Directors are hire/appoint the officers (President, Treasurer and Secretary) who run the organization and report to the Board. These revised bylaws retain the IAIA custom of the Director/President being elected by membership.
5. The number of Directors has been changed from nine to a range of seven to nine, to allow the Board to function if a member is suddenly not able to serve in that role.
6. It specifically permits video conference meetings of the Board as an in-person meeting.
7. Electronic voting between in-person meetings requires a signed ballot or an electronic signature service.
8. Directors may not serve three consecutive terms.
9. A paragraph has been added to detail the process to remove a Board member.
10. A paragraph has been added to detail the process of filling unexpected openings on the Board.
11. For Officers, the President is still elected by the membership, and the Treasurer and Secretary are selected by the Board, but this can be either from the Board or from the membership.
12. Roles of President, Secretary and Treasurer are outlined.
13. The Article on IAIA offices has been made more generic since now there is more than one office.
14. The Nominations Committee and its Chair are now appointed by the Board, not the past president.
15. The Board has oversight on who can appear on the Board ballot both from those recommended by the Nominations Committee and those who self-nominate.
16. Notice of an AGM called by the Board is reduced from 60 to 30 days. An AGM called by the members still requires 90 days.
17. It specifically permits video conference meetings of the AGM as an in-person meeting.
18. A New Article IX on Restrictions dealing with payments to individuals beyond services and reimbursement of expenses, excess lobbying not being a foundation, other financial restrictions are included.
19. A new Article X on indemnification of the Directors, Officers, employees, agents has been added.
20. A new Article XI has been added to authorize signing of contracts, restricts loans being taken out, defines financial drafts requirement, allows for acceptance of contributions and includes new language on the review of financial record by the finance committee and others as determined by the Board.
21. Article XII has a new Section 2 in conformance with US law.

Let me know if you have any questions. david@iaia.org