2. International Organization

This chapter describes the organization of the association at the international level, including the responsibilities of the International Officers, the Executive Committee, and the Board of Directors. The International bylaws and standing rules are also included in this chapter.

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President
The president is the ranking officer of the association. The responsibilities of the president include the following:
- preside at all meetings of IAIP Board of Directors, and the Executive Committee;
- perform any duties directed by the Board or the Executive Committee, concentrating on supervising the business affairs of the association; and
- appoint and fill various committee vacancies.

Note: The president is an ex officio member of all committees except the Nominating Committee.

The President’s primary responsibility is leadership of the association. The president works directly with the Executive Director to accomplish the objectives of the association by achieving the short- and long-term goals set by the Board of Directors.

Appointments
The president makes the following appointments:
- a registered and/or certified parliamentarian;
- a chairman and members of any ad hoc or task force committee
  Note: These special committees have at least three members with the first named member serving as chairman unless otherwise specified.
- a committee to approve the minutes of each Board meeting and the minutes of the national convention; and
- a chairman of the National Nominating Committee.

National convention appointments
The president is responsible for appointing the following committees to serve during the national convention. Attendance at the business sessions during the convention is required.
- Credentials Committee
- Tellers Committee
- Pages Committee
- Timekeepers Committee
- Minutes Approval Committee

Note: For additional information, see “Convention Committees” on page 2-5

Miscellaneous presidential responsibilities
The miscellaneous responsibilities of the president are to:
- prepare an agenda for all Board of Directors and Executive Committee meetings;
- give an acceptance speech during the installation ceremony;
- prepare a president’s message to appear in each issue of Today’s Insurance Professionals;
- direct staff to provide the chairman and all members of the Nominating Committee with a list of candidates and their qualifications.; and

Note: Include the names, addresses, and phone numbers of the committee chairman, delegates, and alternates of the Nominating Committee.
- perform other responsibilities that pertain to the office.
President Elect

The President Elect must have served on the Board of Directors. The responsibilities of the President Elect include the following:

- learn about the industry and the association to prepare for term as president;
- ensure a smooth transition from one year to the next by maintaining close communication with the President through discussion and exchange of all correspondence;
- assume the office of President if a vacancy occurs in that office according to the IAIP bylaws, Article V. Section 4. A.;
- become familiar with all the responsibilities of the office and get to know as many members as possible;
- contact any members who display leadership potential and determine their interest in and availability to serve IAIP on an international level; and
- serve as chairman of the Budget and Finance Committee.

Awards

The President Elect has the following responsibilities related to awards:

- serve as liaison to the staff for all awards;
- serve as an advisor in the administration of awards; and
- appoint a panel of three judges for each of the following international awards: Rookie of the Year, Claims Professional of the Year, Insurance Professional of the Year, Risk Management Professional of the Year, Client Professional of the Year, and Professional Underwriter of the Year.

Miscellaneous President Elect responsibilities

The miscellaneous responsibilities of the President Elect are to:

- chair special committees;
- make appearances on the President’s behalf, at the request of the President;
- assist the President and perform duties delegated by the President, Executive Committee, or Board of Directors;
- assume the office and responsibilities of President at the end of term as President Elect; and
- establish a working relationship with the Executive Director by
  - meeting and attending a planning meeting with the Executive Director prior to becoming President
  - discussing the status of programs, the financial situation of the association, and finalizing a proposed operating budget for the coming fiscal year.

Budget and Finance Committee

The members of this committee are:

- the President Elect who serves as chairman;
- the Vice President; and
- at least two other members of the Board of Directors.
The President Elect as chairman of this committee:

- works with the Executive Director to carefully review the finances of the association to finalize a proposed budget;
- determines a date and time for the committee to meet, and informs the committee members; and
- reviews the proposed budget with the committee, makes any necessary adjustments, and presents the proposed budget at the pre-convention Board meeting for adoption.

**Note:** The committee may have to review and revise the budget again before the August Board meeting, and make recommendations at the August Board meeting for adoption.

### Vice President

The Vice President must have previously served on the Board of Directors. The responsibilities of the Vice President include the following:

- serve on the Board of Directors, the Executive Committee, and the Budget and Finance Committee;
- act as the public relations/programs officer, responsible for determining program content and providing IAIP staff with direction in that area, including activities related to education, public relations, and safety;
- serve as Chairman of the CWC Competition at the International Convention; and
- serve as a member of the *Today’s Insurance Professionals* editorial advisory committee.

### Secretary

The responsibilities of the Secretary include the following:

- direct the recording of the proceedings of the annual convention, the Board of Directors, and the Executive Committee;
- approve bylaws and/or standing rules for NEWLY formed local association, councils, and regions that are submitted to IAIP;
- sign appropriate documents of IAIP;
- present proposed amendments to the Regional Vice Presidents;

**Note:** If a majority of the Regional Vice Presidents approve a proposed amendment, it is presented at the regional conferences for consideration. The votes are forwarded to the secretary within five days following the close of the regional conferences.

- act as the member services and internal communications officer, responsible for determining activities and providing direction to international staff in the areas of bylaws and membership benefits programs; and
- confirm any changes to Comprehensive Manual including bylaws and/or policies have been completed.
- transfer any files to the successor and serve as mentor to the incoming Secretary.
Executive Committee
The members of this committee are the following international officers:
- President;
- President Elect;
- Vice President; and
- Secretary.
Note: The Executive Director (and occasionally other IAIP staff) can attend the meetings but cannot make motions or vote.

The Executive Committee conducts the administrative business of IAIP between meetings of the Board of Directors. This committee is ultimately responsible to the Board of Directors and must act in accordance with the policies dictated by the Board.

The Executive Committee meets at least one day prior to each regularly scheduled meeting of the Board of Directors and whenever required by business needs.

Board of Directors
The members of the Board of Directors are:
- the Officers; and
- the Regional Vice Presidents.
Note: The Executive Director (and occasionally other IAIP staff) and the parliamentarian can attend the meetings but cannot make motions or vote.

The Board has the following responsibilities:
- conduct the business of IAIP;
- establish policies of the association;
- adopt an annual budget; and
- determine IAIP annual meeting locations.

The decisions of the Board are ultimately subject to the authority of the membership.

The Board will meet at least once during their term, date to be determined by President. The Board will meet in person or by electronic communication, conference call or webinar, etc. as requested by the President. The incoming President may elect to have a brief orientation with the newly elected Board. Before each board meeting, the members of the Board will be provided with the following to review:
- agenda;
- reports from each of the Regional Vice Presidents;
- reports from the International Officers;
- information from the Budget and Finance Committee; and
- other information to be discussed or decided upon at the meeting.

Convention Committees
Tellers Committee
The Tellers Committee is comprised of
- a chairman
- two to three members
The responsibilities of this committee are to:

- distribute and collect ballots when a ballot vote is necessary or requested by the certified delegates in attendance; and
- tally the ballots in the presence of the parliamentarian and discounts any blank or illegal ballots.

The chairman of the Tellers Committee has the following responsibilities:

- prepare the committee’s report, which must have the signatures of all the members of the committee;
- make a copy of the report for each of the following: President, Secretary, and Parliamentarian; and
- deliver the report to the membership during the business session.

Pages Committee
The Pages Committee is comprised of

- a chairman
- two to three members

The responsibilities of this committee are to:

- be easily accessible to all members to collect notes and messages;
- deliver notes and messages to appropriate persons; and
- distribute handouts.

Note: The committee is not allowed to distribute campaign materials for candidates running for elected office.

Minutes Approval Committee
The Minutes Approval Committee is comprised of

- a chairman
- two to three members

The responsibilities of this committee are to:

- take minutes during business meetings (copy of script will be provided)
- review and compare minutes of committee against minutes taken by Secretary
- submit any differences/changes resulting from comparison to the Secretary

Credentials Committee
The Credentials Committee is comprised of

- a chairman; and
- at least two members

The responsibilities of this committee are to:

- receive credential forms;
- certify delegate and alternates;
- register delegates and alternates; and
- hear any member who wishes to contest certification of a delegate or alternate.

Note: The International President makes the final decision concerning a contested certification.
The chairman of the Credentials Committee has the following responsibilities:

- prepare the committee’s report, which must have the signatures of all the members of the committee;
- make a copy of the report for each of the following: President, Secretary, and Parliamentarian; and
- deliver the report to the membership during the business session.
Bylaws of the National Association of Insurance Women (International),
dba: International Association of Insurance Professionals

Effective Date: June 2017
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ARTICLE I
Name

The name of this association shall be the National Association of Insurance Women (International), dba: International Association of Insurance Professionals, herein after referred to as 'the Association'.

ARTICLE II
Purpose

Section 1. Purpose
The Association is a non-profit business league organized under U.S.C. § 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code (the "Code"), for the purpose of establishing an association of persons having common business interests in insurance and risk management and promoting this common business interest.

The Association shall not engage in any activity that is not allowed to an organization qualified under Section 501(c)(6) of the Code. The Association will serve its members and the business community by providing education, networking opportunities, career enhancement and leadership development. All policies and activities of the Association shall be consistent with the applicable federal, state and local regulations and other legal requirements and applicable tax-exemption requirements.

No part of the Association's net earnings shall inure to the benefit of any private individual, be organized for profit or engage in for-profit activities.

Section 2. Policy Against Discrimination.
No person shall be denied membership or be excluded from participation in, denied the benefits of, or be subjected to unlawful discrimination under any program or activity sponsored or conducted by the Association.

Section 3. Policy Against Exclusion From Membership.
Membership in the Association shall be limited only in accordance with these Bylaws and policy statements issued by the Association. Membership is limited to persons with a common business interest and the Association has reserved the right to limit membership to persons with this common business interest according to IRS guidelines governing 501(c)(6) tax exempt organizations.

Association membership is open to professionals in, or supporting the insurance industry, regardless of their career level, and who adhere to all Bylaws, codes of ethics, mission statements and policy statements issued by the Association.

The Association will foster and encourage diversity, and strive to offer a network for members in all career categories, all lines of insurance and all cultural and experiential backgrounds.
ARTICLE III
Members

Section 1. Classification.
A. Active. Active membership is open to persons, as defined in the membership eligibility policy. Active members are entitled to make recommendations and to hold office at all levels of the association.

Members-at-Large. Active members not belonging to a local association shall be known as “Members-at-Large.”

Retired Membership. Active members who have been a member for at least five (5) years, who are no longer employed in the Risk Management or Insurance Industry, and who are at least 65 years of age by the member’s annual renewal date, shall be known as “Retired members.”

B. Student or Recent Graduate.

Student Membership. Student membership is open to persons who are students enrolled in a minimum of twelve (12) credit hours per term in a college, university, or vocational school. Student members are entitled to make recommendations and to hold office at all levels of the association.

Recent Graduate Membership. Recent graduate membership is open to persons within 2 years of graduation who are seeking employment within, or supporting the insurance industry. Recent Graduate members are entitled to make recommendations and to hold offices at all levels of the association.

C. Limited. Limited membership is open to persons, as defined in the membership eligibility policy, and are only approved through partnership agreements. Limited members are entitled to all member benefits with the exclusion of the following:
   A. hold office at any level of the association;
   B. make recommendations;
   C. vote; and
   D. compete for awards.

Section 2. Membership.
A. Application. Application for and renewal of membership shall be made in accordance with the procedures of the Association, and accompanied by the required amount of dues. Membership is effective upon receipt by the Association of these items.

B. Revocation. The membership of any member may be revoked by a two-thirds (2/3) vote of the Association’s Governance Committee.

C. Reinstatement of Expired Membership. An individual eligible for Active membership whose membership has lapsed may reinstate within one (1) year of the original expiration date without a lapse in membership, by paying current annual dues plus a $50.00 reinstatement fee or may join as a new member, realizing a lapse in membership.

A Retired member whose membership lapses may rejoin by paying 125%, rounded off to the nearest half-dollar, of the annual Retired Member rate.
Section 3. Dues.

A. **Dues Adjustment.** Annual dues shall be increased by an annual inflation factor, not to exceed five percent (5%), based on the annual rate of inflation as of December 31 of the prior year, as published in the Consumer Price Index, using the Urban Wage Earners and Clerical Workers (CPI) table. The dues amount shall be rounded off to the nearest half-dollar. Notification of dues amount for the next fiscal year shall be communicated to the local association representative. Said dues amount shall become effective July 1.

B. **Dues Reduction.** Retired member dues shall be 50% of the current annual Active membership rate. Retired Lifetime memberships are available to Retired members at 700%, rounded off to the nearest half dollar, of the annual Retired membership rate. Student member dues shall be 75%, rounded off to the nearest half dollar, of the current annual Active membership rate.

C. **Dues Payment.** Members shall pay dues directly to the Association.

D. **Dues Payment Dates.** Dues shall be due and payable annually, by the member’s renewal date. A membership lapse occurs if dues are not paid within 60 calendar days following the member’s renewal date.

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**ARTICLE IV**  
Divisions

Section 1. Divisions. The divisions of the association shall be Regions; Councils; and Local Associations.

Section 2. Regions. The association shall be divided into regions for the purpose of providing representation to the Board of Directors. Realignment of established regions must be presented to the members for a vote.

A. **Annual Meeting.** Regions shall hold an annual meeting for the purpose of transacting any business that may properly come before it. The voting body of the annual meeting shall consist of one delegate from each local association in the region. In addition, Members-at-Large from each state or province within the region shall meet and elect a delegate from each state or province in attendance at the Region’s annual meeting.

B. **Regional Vice Presidents.** Regional Vice Presidents are elected from each region and serve as the representative to the Board of Directors.

C. **Term of Regional Vice President.** The Regional Vice Presidents shall be elected for a term of two years and shall not serve more than 2 consecutive terms in office. They shall be elected to serve in an even or odd year, dependent upon their Region affiliations. Regional Vice Presidents assume office on July 1.

D. **Duties of the Regional Vice President.** The Regional Vice President shall preside over regional meetings and conferences, and perform such duties according to these bylaws, the region’s bylaws, or as assigned by the Board of Directors, by the Executive Committee, or by the President.
E. **Regional Nominating Committee.** The Regional Nominating Committee shall consist of a chairman without vote who has previously served on a nominating committee and three (3) members appointed by the Regional Vice President. The Committee shall consist of members from different local associations or members-at-large within the Region. The Regional Nominating Committee shall submit at least one name for each position to be filled.

F. **Election of Regional Vice President.** The Regional Vice President shall be elected at the region's annual meeting. The affirmative vote of a majority of delegates entitled to vote, who are present and voting shall elect. In the event the annual meeting is held virtually, the Regional Vice President may be elected through electronic means by the delegates. In the event there is no nominee for Regional Vice President, the unfilled office shall be filled by the Board of Directors.

G. **Vacancy of Regional Vice President.** Should a vacancy occur in the position of Regional Vice President, the Board of Directors shall appoint a successor from that region.

H. **Removal of Regional Vice President.** The Board of Directors, by a two-thirds (2/3) vote may remove a Regional Vice President from office, for cause.

I. **Bylaws of a Region.** A region shall adopt bylaws, provided they do not conflict with the Association Bylaws or Standing Rules. Before going into effect, a region’s bylaws must have been approved by the Board of Directors.

Section 3. **Councils.** Each state, province, commonwealth and territory within a region may, optionally form a council, under the guidance of a council director.

A. **Annual Meeting.** Councils shall hold an annual meeting for the purpose of transacting any business that may properly come before it. The site and date shall be determined in accordance with the council’s bylaws. The voting body of the council shall consist of one delegate from each local association in that council. In addition, Members-at-Large from the council shall elect a delegate. Councils may meet and conduct business as their needs require.

B. **Council Directors.** Council Directors shall be elected, in accordance with the council’s bylaws or until their successors are elected and assume office. The Council Director shall assume office on July 1.

C. **Duties of the Council Director.** The Council Director shall perform duties in accordance with these bylaws or the council’s bylaws.

D. **Council Nominating Committee.** The Council Nominating Committee shall consist of a chairman, without vote, who has previously served on a nominating committee and any number of members appointed by the current Council Director. The committee shall consist of members from the council.

The Council Nominating Committee shall consider the qualifications of all candidates for elected office. The Council Nominating Committee shall submit at least one name for
each position to be filled. Following the report of the committee, additional nominations may be made from the floor.

E. **Election of Council Director.** The Council Director shall be elected at the council’s Annual Meeting. The affirmative vote of a majority of delegates entitled to vote, who are present and voting shall elect. In the event the annual meeting is held virtually, the Council Director may be elected through electronic or telephonic means by the delegates. In the event there is no nominee for Council Director, the unfilled office shall be filled by appointment by the Regional Vice President.

F. **Vacancy of Council Director.** Should a vacancy occur in the position of Council Director or Council Director-Elect, the vacancy shall be filled in accordance with the council’s bylaws.

G. **Removal of Council Director.** The Board of Directors, by a two-thirds (2/3) vote may remove a Council Director from office, for cause.

H. **Council Discontinuance.** A proposal to discontinue a council may be made upon petition to the Association’s Board of Directors. The petition must be signed by ten percent (10%) of the council's members or by the highest ranking elected officer serving the Council. A vote of the council's members shall be conducted according to the policy on council discontinuance/reformation. The council shall be dissolved if the vote for dissolution is approved by a majority of the total votes cast.

I. **Council Reformation.** A council wishing to reform may do so in accordance with procedures in place for the formation of new councils.

J. **Bylaws of a Council.** A council shall adopt bylaws, provided they do not conflict with the Association Bylaws or Standing Rules. A Council may not invoke dues or assessments upon the members or the local associations belonging to the Council.

Section 4. **Local Associations.** A local association may apply for a charter with a minimum membership of five (5) Active Members.

A. **Local Association Purpose.** The local association shall promote the objectives of the Association on a local level.

B. **Charter Withdrawal.** A local association may cease affiliation by writing the Regional Vice President, Council Director (if applicable), Association President, and IAIP Executive Director of its intention.

C. **Charter Revocation.** The charter of a local association may be revoked by a two-thirds (2/3) vote of the Governance Committee for any conduct injurious to the organization. The charter of a local association may be revoked by a two-thirds (2/3) vote of the Board of Directors for the failure to do one or more of the following:

   A. Maintain the required minimum membership for two consecutive years;
   B. Comply with the object and purpose of the association;
   C. Bring its bylaws into compliance with the International Bylaws;
   D. Comply with the membership eligibility policy;
   E. Hold regular meetings; or
F. Resolve financial indebtedness to the association.

Notice of intent to revoke a charter, with explanation of the cause for revocation, shall be sent to the local association president with a copy to all local association members at least ninety (90) days prior to the meeting of the Board of Directors at which such action will be considered. The local association may submit a written response to the Board of Directors.

D. Bylaws of a Local Association. A local association shall adopt bylaws, provided they do not conflict with the Association Bylaws or Standing Rules. A local association’s bylaws must be submitted to IAIP following approval by the members.

Section 5. Student Chapters. The Board of Directors may recognize a Student Chapter at any college, university or vocational school with a minimum of five (5) student members.

ARTICLE V
International Officers

Section 1. Officers. The Officers of the association shall be a President, President-Elect, Vice-President, and Secretary.

Section 2. Qualifications. To be eligible for association office, a person shall have served as a Regional Vice President. Such officers may complete their terms and ascend to subsequent international positions.

Section 3. Term of Office. The association officers, with the exception of the President, shall automatically succeed to the next office and serve for a term of one year or until their successors are elected and assume office. The position of Secretary will be elected each year. The association officers shall assume office on July 1.

Section 4. Vacancy in Office.
   A. President. In the case of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the term, and then serve the term for which elected.

   B. President-Elect. In the case of a vacancy in the office of President-Elect, the duties of President-Elect, except the right to succeed or assume the office of President, shall be carried out by a member or members of the Board of Directors as determined by the Board of Directors. The position of President shall be filled at the next regular election.

   C. Other Offices. A vacancy in the office of Vice-President or Secretary shall be filled by the Board of Directors.

Section 5. Duties of Officers. The association officers shall perform such duties as are prescribed for the office in these bylaws, by the Board of Directors, by the Executive Committee, by the President, or in the adopted parliamentary authority.

Section 6. Removal. The Board of Directors by a two-thirds (2/3) vote may remove an officer from office, for cause.
ARTICLE VI
International Nominations and Elections

Section 1. Nominating Committee.
A. Membership. The Nominating Committee shall consist of three (3) members chosen by the Board of Directors. Members seeking to serve on this committee must make application by the deadline communicated by the Board of Directors.

B. Duties. The Nominating Committee shall consider the qualifications of all candidates for elected office. The Nominating Committee shall submit at least one name for each office to be filled.

Section 2. Election of Officers. The International Secretary shall be elected each year via an electronic vote. At least 10% of the total membership shall constitute the voting body. The affirmative vote of a majority of the voting body shall elect.

Section 3. Plurality. In the event there are more than two (2) candidates for the position of International Secretary, the candidate receiving more votes than any other candidate, whether a majority of all votes or not, will be determined to be the winner of the election. Should a tie occur, subsequent votes will be held for the two (2) candidates receiving the highest number of votes until one candidate receives a simple majority.

ARTICLE VII
International Meetings

Section 1. Annual Meeting. An Annual Meeting shall be held each year at a place, date, and time determined by the Board of Directors for the purpose of receiving reports and transacting such business as may properly come before it. Any active member of the association has the right to attend the annual meeting and to speak. The meeting may be conducted virtually.

Section 2. Call to Annual Meeting. The call to Annual Meeting, giving notice of the place, date, and time, shall be communicated to the members at least forty-five (45) days prior to the meeting.

Section 3. Voting Body.
A. Annual Meeting. The voting body of any annual meeting shall be composed of the following delegates:
   i. One delegate from each local association; and
   ii. One delegate from the Members-at-Large from each state or province in attendance at the Annual Meeting.

B. Election of International Secretary. The voting body for election of the International Secretary shall be the entire membership, where each member can cast one vote.

Section 4. Quorum.
A. Annual Meeting. The quorum at any meeting shall be a majority of the voting delegates who have been registered as in attendance.

B. Election of International Secretary. The quorum for the election of the International Secretary will be 10% of the total membership.
Section 5. Postponement. In the event of an emergency, the Board of Directors by a two-thirds (2/3) vote may postpone any meeting. All members shall be notified of the postponement in a manner determined by the Board of Directors to be fair and reasonable under the circumstances.

Section 6. Special Meetings. A special meeting may be called upon a two-thirds (2/3) vote of the Board of Directors with notice given to the members at least thirty (30) days prior to the meeting.

ARTICLE VIII
International Board of Directors

Section 1. Composition. The members of the Board of Directors shall be the President, President-Elect, Vice President, Secretary, and Regional Vice Presidents.

Section 2. Duties.
A. Power and Authority. The Board of Directors shall have full power and authority over the affairs of the association except as otherwise provided in these bylaws. The Board may adopt rules of order and standing rules to govern its proceedings and the affairs of the association over which it has power and authority.

B. Duties. The Board of Directors shall:
1. Establish policies and determine the strategic direction of the Association;
2. Adopt an annual budget;
3. Approve audit reports;
4. Determine the registration fee for any convention or association meeting;
5. Publish a summary of the Board's actions, accessible to all members; and
6. Perform other duties as prescribed in these bylaws, by the association delegates, or in the adopted parliamentary authority.

Section 3. Meetings. The Board of Directors shall meet at least once during their term to be determined by the President. The Board of Directors will meet in person or by electronic communication, conference call, webinar, etc. as requested by the President.

Section 4. Quorum. A majority of the Board members, including at least two (2) members of the Executive Committee, shall constitute a quorum.

Section 5. Conflict of Interest. Any Director who may have a personal interest in the outcome of any vote shall disclose the matter to the Board of Directors to determine the course of action.

ARTICLE IX
International Executive Committee

Section 1. Composition. The members of the Executive Committee shall be the President, President Elect, Vice-President, and Secretary.

Section 2. Duties.
A. Power and Authority. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board.
B. Duties. The Executive Committee shall:
   1. Be accountable to the Board of Directors;
   2. Make recommendations to the Board of Directors;
   3. Send a summary of the Executive Committee’s actions to the Board of Directors; and
   4. Perform other duties as prescribed for the Executive Committee in these bylaws or by the Board of Directors.

Section 3. Meetings. Meetings of the Executive Committee shall be held at such times as called by the President or any two (2) members of the Executive Committee with at least 24 hours notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE X
Committees

Section 1. Standing Committee. The Budget and Finance Committee shall be composed of the President-Elect as Chairman, the Vice President, and two (2) Regional Vice Presidents appointed by the President. The committee makes recommendations to the Board of Directors on the financial policies of the association.

Section 2. Special Committees. Committees, including but not limited to the Governance Committee, can be recommended and created upon the approval of the Board of Directors, the Executive Committee or the President.

ARTICLE XI
Electronic Meetings

At all levels of the Association officers and committees are authorized to meet by telephone or through other electronic communications media as permitted by law.

ARTICLE XII
Administrative Operations

Section 1. Administration. The association shall operate under the direction of an Executive Director or through a management firm who shall be selected by the Board of Directors.

Section 2. Fiscal Year. The fiscal year shall be from July 1 through June 30.
ARTICLE XIII
Indemnification

Any director, officer, employee or agent of the association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by law, provided that they acted in good faith and in a manner reasonably believed to be in the best interest of the association and, as to criminal proceedings, had no reasonable cause to believe their conduct was unlawful.

ARTICLE XIV
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take effect.

ARTICLE XV
Amendment of Bylaws

Section 1. Amendment. With the exception of a change in the name of the Association, a change in the dues structure, realignment of the regions, or a change in the composition of the voting body in Article VII, any member or group of members may propose an amendment to these bylaws through their elected representative on the Board of Directors. Proposed amendments shall be approved by a two-thirds (2/3) vote of the Board of Directors at any Board meeting.

Section 2. Name Change, Change in Dues Structure, Realignment of the Regions, or Change in Composition of Voting Body.
A change in the name of the association, a change in dues structure, realignment of the regions, or change in composition of the voting body will be considered at the International annual meeting. Notice of the proposal will be submitted to all members by January 31 immediately preceding the International annual meeting for review at the regional annual meeting. Final voting shall take place at the next International annual meeting, if the proposal has been approved by a majority of the delegates casting votes at the regional annual meeting held immediately preceding the International annual meeting. The total votes of each region shall be forwarded to IAIP within five (5) days of the close of the regional annual meeting and all members notified of the results of the voting at the regional annual meeting within fifteen (15) days following the last meeting held.

Section 3. Effective Date. Bylaws amendments shall take effect immediately following adoption, unless the motion to adopt specifies another date for it to become effective.

Section 4. Corrections. Changes in grammar and punctuation in these bylaws and standing rules and/or amendments which in no way alter their intent may be effected by the Board of Directors without a vote.
Standing Rules

1. **Power and Authority.** On any association matter on which the association has no established policy, actions taken by any member on behalf of the association must be approved by the Board of Directors.

2. **IAIP Week.** IAIP Week shall begin on the third Sunday in May.

3. **Registration Fee.** The registration fee for members and guests at a regional conference and/or regional annual meeting shall be determined by the host association, based on the anticipated budget. The host association shall provide the international representative, Regional Vice President, and Regional Vice President’s assistant complimentary registration, meals, private hotel accommodations, and round trip travel to the conference site.

4. **Allowed Expenses**
   A. **Meetings of the Board of Directors and Executive Committee.** The association shall pay round-trip airfare, train fare or mileage (if driving) as well as hotel. Parking, cabs, shuttles, tips and other similar expenses will be the responsibility of the individual member. Hotel rooms will be shared by 2 RVPs unless they request otherwise. If so requested, ½ of the room cost will be the responsibility of the RVP. Food purchased at the discretion of the individual Board or Executive Committee member (outside what is provided for the Board) will be at their own expense.
   B. **Annual Convention**
      I. The association shall pay round-trip airfare, train fare or mileage (if driving) as well as hotel and registration fee for members of the Board of Directors attending the convention. Parking, cabs, shuttles, tips and other similar expenses will be the responsibility of the individual member. Hotel rooms will be shared by 2 RVPs (or RVP and RVP elect) unless they request otherwise. If so requested, ½ of the room cost will be the responsibility of the RVP. Food purchased at the discretion of the individual Board or Executive Committee member (outside what is provided for the Board) will be at their own expense.
      II. Regional Vice Presidents-elect shall be reimbursed for registration, transportation, and hotel expenses to attend the annual convention at which installed.
      III. Regional winners of the Confidence While Communicating Speak-off shall receive complimentary registration for the annual convention.
   C. **Postage and Photocopying.** The association shall reimburse the cost of postage and photocopy material, subject to the approved fiscal year budget, for members of the Board of Directors.

5. **Annual Meeting.** An International annual meeting shall be held in June unless otherwise specified by a two-thirds (2/3) vote of the Board of Directors.

6. **Transfer of Affiliation or Membership Category.** In the event of a transfer of local association membership, no further dues shall be required for the remainder of the fiscal year. Membership category changes may be made effective only at renewal time.
7. Amendments to the Standing Rules.
   A. Proposed amendments may be recommended by an active member or group of members.
   B. These standing rules may be amended by a two-thirds (2/3) vote of the Board of Directors.
   C. Approved standing rule amendments shall take effect immediately upon adoption, unless the motion to adopt specifies another date for it to become effective.