

BYLAWS of the  
INTERNATIONAL LEADERSHIP ASSOCIATION, INC.

*(Passed April 1, 2011, amended: September 8, 2011, December 7, 2011, and February 26, 2016)*

**ARTICLE I**  
**NAME, IDENTITY, AND PURPOSE**

Section 1.01 Name: The name of the organization is the International Leadership Association (hereinafter ILA or the Association).

Identity: The ILA is organized for educational purposes to serve as a global network for all those who practice, study, and teach multiple facets of leadership.

Section 1.02 Mission: To promote a deeper understanding of leadership knowledge and practices for the greater good of individuals and communities worldwide.

Objectives:

1. To encourage leadership scholars, educators, and practitioners to work together for the purpose of generating new ideas and practices in the field of leadership studies.
2. To foster research and learning about leadership across intellectual, professional, cultural, ideological, and national boundaries.
3. To generate and disseminate interdisciplinary research and develop new knowledge and practices about leadership.
4. To increase worldwide understanding of the importance of leadership to the conduct of human affairs.

**ARTICLE II**  
**MEMBERS**

Section 2.01. Membership: Any individual or group who subscribes to the mission of the Association shall be eligible to apply for membership. An applicant for membership shall submit to the ILA a completed membership application and payment of the appropriate dues, as established by the Board of Directors.

Section 2.02. Membership Benefits: Members in good standing are eligible to affiliate with member communities set forth in Articles VI-IX; nominate candidates for Board service; serve on the Board of Directors, ILA committees, and task forces; vote in Member Interest Group elections; and receive additional benefits, which may vary based on pricing levels.

Section 2.03. Membership Meetings: Annual meetings of the membership will be held at times and places determined by the Board of Directors.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 3.01 Authority of Directors: The Board of Directors (hereinafter the Board) is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law. The Board shall oversee the Association's policies and procedures. Among its other powers, the Board of the Association shall have and may not delegate the power to:

- a) Adopt, amend, and repeal the Bylaws, Articles of Incorporation, and the mission statement
- b) Elect or remove Board members or Officers
- c) Hire or fire the President/CEO
- d) Adopt the budget
- e) Eliminate programs, approve mergers, dissolve the organization
- f) Obligate the organization to new debts, approve any application for and acceptance of any lines of credit or any other borrowing of funds in the name of the Association
- g) Sell, transfer, or buy a major asset.

Section 3.02 Board Quorum: A quorum shall consist of a simple majority of the total number of voting Board members then in office. Unless otherwise stated in these Bylaws, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.03 Ex-officio, emeriti, and other specially appointed Board members do not have voting rights and they shall not be counted towards quorum.

Section 3.04 Number of Board Members: Unless otherwise stated in these bylaws, the Board shall consist of a minimum of twelve (12) and up to eighteen (18) voting members and one (1) statutory member who serves as a non-voting ex officio member: the President/CEO.

Upon approval of the Board, the Board Chair and the President/CEO may jointly appoint non-voting ex officio members of the Board to serve in important organizational roles such as the Conference Chair.

Section 3.05 Election and Term of Board Members:

Election: The initial Board of Directors of the Association shall consist of those individuals named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors. Thereafter, Directors shall normally be elected in September but the Board may elect Directors at regular or special meetings to fill a vacancy as provided in 3.06. Board members shall be elected by a two-thirds majority vote of the Board members present at a meeting at which two-thirds of the voting members are present.

Terms: Unless otherwise specified when elected (e.g. when filling a vacancy as provided in Section 3.06), Directors shall be elected for a term of three (3) years,

starting on January 1 after their election and ending on December 31 after their successor has been elected and qualified. Voting Members of the Board of Directors may serve no more than two (2) three-year terms; however, a Director may remain on the Board subsequent to serving two regular Board terms for as long as the Director is also serving as an Officer. For purposes of this limit, a Director elected to fill a vacancy for a partial term will be considered to have served a full term if they serve two (2) years or more.

The Board of Directors shall be divided into three roughly equal cohorts. Members of each cohort shall begin and end their terms the same year, with the terms of one cohort expiring each year to create staggered board terms over three years.

Emeritus Members: The Board may elect non-voting emeritus members with lifetime terms in recognition of individual service.

Section 3.06 Resignation and Removal: Resignations are effective upon receipt by the Board Chair of a written notification. The Board of Directors, at its discretion, may remove any Director by a two-thirds majority of the voting Board. Removal shall occur only after the Director complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 3.07 Vacancies: Any vacancy on the Board, from whatever cause arising, shall be filled by the procedures set forth in these Bylaws. Vacancies need not be filled immediately. If the number of Board Members remaining in office falls below eight (8), the Board may fill the vacancy by the affirmative vote of the majority of the Board Members remaining in office.

Section 3.08 Meetings: The Board shall hold at least four (4) regular meetings annually. The Board may hold meetings at such times and places as the Board shall determine. Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall send out email notices of special meetings to each Board member at least two (2) weeks in advance.

Meeting Attendance: Each Board Member must attend a minimum of two (2) Board meetings per year or be subject to removal under section 3.06.

Section 3.09 Action by Electronic Mail: Any action that may be taken in writing pursuant to these Bylaws may be taken through electronic mail so long as the mail is sent in a format that can be stored or printed by the Association in accordance with District of Columbia Code. Notwithstanding the foregoing, meetings of the Board may not be conducted by electronic mail.

- Section 3.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing (including communications transmitted or received by electronic means) to taking the action without a meeting and to approving the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- Section 3.11 Inspection: Every Board Member shall have the right for any proper corporate purpose at any reasonable time to inspect all books, records, and documents, and to visit the office.
- Section 3.12 Compensation of Board Members: Board Members shall not be compensated for serving on the Board; however, a Board member who also serves as an employee of the Association may be compensated for their service as an employee.
- Section 3.13 General Standards for Board Members: Each Board Member shall discharge the duties of a Board Member, including committee duties, in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board Member reasonably believes to be in the best interests of the Association.

#### **ARTICLE IV** **OFFICERS**

- Section 4.01 Officers: The elected officers of the Association shall be the Board Chair (herein after the Chair), Vice Chair, Secretary, and Treasurer. The President shall serve as an appointed Officer and shall be the Chief Executive Officer (CEO) employed by the Association. Two (2) or more elected offices may be held by the same person, except the offices of Treasurer and Chair. The Board may create additional officer positions to serve emergent needs of the organization.

Terms: Officers, other than the President/CEO, shall serve up to three two-year terms in any one office. Terms shall begin on January 1 and end on December 31.

Elections: The Board Development Committee shall coordinate the officer nomination and election process. Nominees for Board Chair shall be current Board members in good standing. Other officer nominees shall be current or prior Board members. Officers shall normally be elected in September; however, the Board may hold elections at a regular or special meeting to fill a vacancy.

Section 4.02 Duties: Subject to the control of the Board of Directors, all Officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An Officer shall discharge their duties in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of the Association.

Duties of the Board Chair: The Chair shall serve as the presiding officer at meetings of the membership, the Board, and the Executive Committee. The Chair shall perform all other duties customary to that office and have such other authority and powers as the Board of Directors may from time to time prescribe.

In consultation with the Board, the Chair shall prepare an annual review of the President/CEO and recommend salary for consideration by the Executive Committee. The Chair shall work with the President/CEO to optimize the relationship between the Board and management of the Association.

Duties of the Vice Chair: In the absence of the Board Chair, the Vice Chair shall perform the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the Chair and President/CEO may together from time to time provide, subject to the powers and supervision of the Board of Directors.

Duties of the Secretary: The Secretary works with a designated staff person to keep an accurate record of the proceedings of all meetings of the Board of Directors and other business meetings of the Association, give or cause to be given all notices in accordance with these Bylaws or as required by law, ensure the maintenance of the permanent records of the Association, and in general shall perform all duties customary to the office of Secretary.

Duties of the Treasurer: The Treasurer shall oversee the development and observation of the organization's financial policies; regularly inform the Board of key financial reports, events, trends, and concerns; provide financial leadership to the Board; chair the Finance committee and with it propose the annual budget and financial reports; The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of their duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 4.03 Resignation and Removal: Resignations are effective upon receipt by the Chair or Secretary of a written notification. The Board of Directors, at its discretion, may remove any Officer by a two-thirds majority of the entire voting Board. Removal shall occur only after the Officer complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term shall be filled by the Board. The term of an officer filling a vacancy shall begin immediately and shall end as originally scheduled.

Section 4.05 Duties of the President: The Board of Directors shall hire the President/CEO who shall serve as a non-voting ex officio member of the Board of Directors. The President will serve as the Chief Executive Officer of the Association and shall have general and active management of the programs, affairs, and employees of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President/CEO shall perform other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

## **ARTICLE V** **COMMITTEES**

Section 5.01 Executive Committee: The Association shall have an Executive Committee, comprised of the Officers of the Board, and the President/CEO, who shall serve as an ex officio member. Chaired by the Board Chair, the Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the President/CEO in managing the affairs of the Association. All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

Section 5.02 Authority of the Executive Committee: The Board delegates authority to the Executive Committee as specified in the following responsibilities:

- a) Implements and enforces decisions of the Board of Directors; advises the President/CEO, reviews major issues in-between meetings facing the organization; assists the Chair in developing the agenda for Board meetings;
- b) Keeps the full Board informed of its activities and actions in an appropriately timely manner through written minutes and verbal reports at Board meetings;
- c) Facilitates an annual evaluation of the Strategic Plan;
- d) The Board Chair conducts the annual performance review of the President/CEO and reports the results and recommendations to the Executive Committee and the full Board in executive session;
- e) Reviews and recommends approval of the organization's operating budget; and conducts a timely review of detailed financial reports provided by the COO in consultation with the Treasurer;
- f) Reviews contracts that are executed by the staff for \$100,000 or more;
- g) Coordinates the development of policies for presentation to the full Board;
- h) Serves as an advisory group to the President/CEO as needed
- i) Re-allocates resources if necessary in the Budget within the guidelines established by the Board.

Section 5.03 Standing Committees: In addition to the Executive Committee, there shall be four Standing Committees of the Board: the Board Development Committee, the Finance Committee, the Membership Committee, and the Fundraising Committee.

The Chair and President/CEO shall jointly nominate for Board approval the chairs of the standing committees, who shall be current members of the Board and shall serve one-year renewable terms. The Standing Committee chairs shall normally be

elected by the last Board meeting of the calendar year. However, the Board may fill vacancies at any regular or special meetings of the Board.

The Chair and President/CEO shall, in consultation with the chairs of the Standing Committees, jointly appoint the members of committees, all of whom shall be ILA members in good standing, and a majority of whom shall be members of the Board. The Chair and President/CEO may serve as ex officio members of any or all standing committees of the Board.

- Section 5.04 Other Committees: The Chair and President/CEO shall jointly establish, with the advice and approval of the Board, such other committees, networks, task forces, and commissions as are determined to be necessary to serve the goals of the Association and its members. All such bodies shall be evaluated regularly by the Chair and President and may be retained, revised, or eliminated by action of the Board.
- Section 5.05 Committee Records: Descriptions of the functions and duties of all Board committees, networks, task forces, and commissions shall be submitted to the Secretary and shall be made available to members of the Board upon request.

## **ARTICLE VI**

### **MEMBER INTEREST GROUPS**

- Section 6.01 The ILA shall have the following Member Interest Groups:  
 Member Interest Group for Leadership Scholarship  
 Member Interest Group for Public Leadership  
 Member Interest Group for Leadership Education  
 Member Interest Group for Business Leadership  
 Member Interest Group for Leadership Development
- Section 6.02 Formation: The Board has the authority to form and dissolve additional Member Interest Groups. A group of seventy five (75) or more Members of the ILA may petition the Board to establish a new Member Interest Group. In addition to the signatures of 75 or more ILA members, each petition to establish a Member Interest Group must contain a title for the group and be accompanied by a description of the unique constituency of the group, in contrast to existing Member Interest Groups.
- Section 6.03 Purposes and Responsibilities: The Member Interest Groups promote the common interest of Association members in specified areas of the leadership field; increase communication and interaction among persons of similar interests within the framework of the larger Association; advise the ILA Board of Directors and staff concerning the MIG's particular interests, member needs, and specialties; provide peer review of conference or other proposals; and organize conference programs and other Association events to provide added value to the members. Member Interest Groups facilitate relationships between and learning among persons with common interests; and they provide an opportunity for individuals to participate actively in their Association.

Section 6.04 Organization: Each Member Interest Group shall have a Chair, Chair-Elect, and Immediate Past Chair, who will serve one (1) year terms, with specific duties as outlined in the ILA Roles and Responsibilities document. The Chairs may create additional roles, committees, or teams to further the work of the community. After one year in the position, the Chair-Elect succeeds the Chair, and the Chair becomes the Immediate Past Chair. If a MIG leader cannot complete their term, the ILA President/CEO, in consultation with the MIG’s leadership will make a special appointment to finish the term.

Section 6.05 Member Interest Group Nomination and Election Process:

- (a.) ILA members may nominate themselves or others to run for the position of Chair-Elect by submitting a nomination to the ILA central office.
- (b.) Each nominee is responsible for submitting to the ILA office a written statement outlining their interest in the Chair-elect position and detailing their qualifications, ideas, and experience. This statement should include what they will do as Chair/Chair-elect and how it fits the ILA’s mission and goals. Nomination statements and, if submitted, a photo, will be posted to the Web site.
- (c.) The annual ILA conference should be used to explain the criteria for the position and the election process, solicit interest in the position, and make nominations.
- (d.) Online voting will take place annually for a period of at least 10 days. Only current ILA members affiliated with the particular Member Interest Group may vote.
- (e.) The candidate who wins a simple majority of votes shall be named Chair-elect.
- (f.) Chair-elects will serve one year in that position and the next year as Chair.
- (g.) Chairs will serve one year in that position and the next year as Immediate Past Chair.

**ARTICLE VII**  
**AFFINITY GROUPS**

Section 7.01 Purpose: An affinity group is intended to help members find others with mutual interests for peer support and networking. A group of thirty (30) or more Members of the ILA may petition the President/CEO to establish an Affinity Group. Petitions shall be routinely processed unless special circumstances warrant a review by the Board of Directors. Each petition to establish an Affinity Group must contain a title for the group and be accompanied by a description of the unique purpose of the group, in contrast to existing Member Interest Groups and Affinity Groups.

Section 7.02 Formation: The Board has the authority to form and dissolve Affinity Groups. An Affinity Group enrolling seventy-five (75) or more members for a period of two consecutive calendar years may petition the Board of Directors to become a Member Interest Group. An Affinity Group shall become a Member Interest Group, subject to the Bylaws of the ILA, upon the approval of its petition by a vote of two-thirds of the ILA Board of Directors present at a Regular or Special meeting.

**ARTICLE VIII**  
**LEARNING COMMUNITIES**

- Section 8.01 Purpose: Learning Communities provide an opportunity for ILA members to self-organize around topics of shared interests. Each learning community will have a unique focus, based around specific questions, that allows members to participate in, contribute to, and benefit from knowledge generated by collective learning that is not accessible through individual reflection alone.
- Section 8.02 Formation: The Executive Committee of the ILA shall have the authority to create the process for application and approval of new Learning Communities. Any member of the ILA may initiate a Learning Community by submitting a proposal to the Executive Committee for approval.

**ARTICLE IX**  
**CHAPTERS**

- Section 9.01 Purpose: Regional Chapters provide an opportunity for ILA members sharing a common geographic location to gather together for activities that further the mission of the Association. A Regional Chapter will be comprised of a group of fifty (50) or more ILA members in a geographically defined region.
- Section 9.02 Formation: The Board has the authority to form and dissolve Regional Chapters. A regional Chapter of the ILA may be created upon the approval of the Board of Directors, upon the petition of a minimum of fifty (50) members. The Board of Directors shall approve the geographical boundaries of each region. All Regional Chapters shall be evaluated regularly and may be retained, revised, or eliminated by actions of the Board of Directors.
- Section 9.03 Regional Representative: The President/CEO shall appoint, with the advice and approval of the Board of Directors, a Regional Representative from each region. The Regional Representative shall be responsible for organizing and coordinating regionally based programs, assisting the Officers and the Board of Directors in the development of the ILA, and advising on matters of policy.
- Section 9.04 Administration: A Regional Chapter of ILA shall be entitled to cooperation from the ILA administrative office in matters of mailings to its members, and from the Conference Committee in matters related to the Annual Meeting and from the ILA in such other ways as the Board of Directors may decide.

**ARTICLE X**  
**FINANCIAL ADMINISTRATION**

- Section 10.01 Fiscal Year: The fiscal year of the Association shall be July 1 to June 30 but may be changed by resolution of the Board of Directors.

- Section 10.02 In order to maintain its U.S. federal tax exemption, the association must engage primarily in activities which accomplish one or more of its tax-exempt purposes. All revenue derived from dues, assessments, sale of publications, grants or any other source shall be used entirely for the work of the Association. Such funds shall be expended in accordance with Association purposes consistent with its charitable tax-exempt purposes, budget, or with the special terms of a grant or bequest consistent with Association purposes. No part of the incomes of the Association shall be paid to any member as a share or dividend, but Officers, Directors, committee members, members, and employees may be reimbursed for necessary pre-approved expenses related to their duties, and employees may be paid wages and salaries consistent with the Board approved budget. No loan shall be made or contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.
- Section 10.03 Checks, Drafts, and Contracts: All contracts, check, drafts, or other orders for payment of money by the Association shall be authorized and paid in accordance with the relevant financial policies adopted by the Board of Directors.
- Section 10.04 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

## **ARTICLE XI**

### **RECORDS**

- Section 11.01 Books and Records: The Association shall keep correct and complete books and records of accounts, and minutes of the proceedings of the Board of Directors, standing committees, and other established Board entities.
- Section 11.02 Public Disclosure: After receiving IRS recognition of its federal tax-exemption, the Association shall keep available for public inspection at its principal place of business copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 filed within the past three years. As required by the tax code and regulations, the Association shall either (i.) make such materials widely available to the public, such as by posting on the Internet, or (ii.) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing.

## **ARTICLE XII**

### **BYLAW AMENDMENTS**

- Section 12.01 Amendments: The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. Proposed amendments will be introduced at one Board meeting and voted upon at a subsequent Board meeting. Any such action shall be upon approval of a two-thirds majority vote at a meeting at which two-thirds of the voting members are present.

**ARTICLE XIII**  
**CONFLICT OF INTEREST POLICY**

- Section 13.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of interest policy applicable to officers, Directors, members of committees of the Board, and employees that shall (i.) define conflicts of interest (including competing financial interests or fiduciary duties); (ii.) require that conflicts be disclosed; and (iii.) require that the conflicted person be recused from any decision-making with regard to the matter.
- Section 13.02 Annual Statements: Each Director, Officer, employee, and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person: (i.) has received a copy of the conflict of interest policy; (ii.) has read and understands the policy; and (iii) acknowledges compliance with the policy.

**ARTICLE XIV**  
**INDEMNIFICATION**

- Section 14.01 Definitions: “Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Association.
- Section 14.02 Right to Indemnification: Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which .i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, (ii.) in the case of a criminal Matter, the person had reasonable cause to believe that their conduct was unlawful, or (iii.) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.
- Section 14.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i.) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 14.02 above; or (ii.) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 14.02 above.
- Section 14.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the

indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors, or other lawful representative.

Section 14.05 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

## **ARTICLE XV** **EMERGENCY POWERS**<sup>1</sup>

Section 15.01 Definition: An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 15.02 Notice: During an emergency, unless the articles of incorporation or bylaws provide otherwise notice of a meeting of the board of directors need be given only to those directors it is practicable to reach and may be given in any practicable manner.

Section 15.03 Authorization: In the event of an emergency, the Board of directors may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.
- (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.
- (3) One or more officers of the nonprofit corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority.
- (4) Corporate action taken in good faith during an emergency to further the ordinary affairs of the nonprofit corporation: Binds the corporation; and shall not be used to impose liability on a director, officer, employee, or agent.

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<sup>1</sup>This Article adopts the provisions of the DC Nonprofit Corporation Act, § 29-403.03.