



International Leadership Association

BYLAWS OF THE INTERNATIONAL LEADERSHIP ASSOCIATION
(Amended November 13, 2009)

Article I. General

Section 1. Name: The name of the association is the International Leadership Association (hereinafter ILA or the Association).

Article II. Members

Section 1. Membership Categories: Membership categories shall be those established in Article III of the Constitution.

Section 2. Dues: Members of the Association must pay dues according to the approved dues schedule established by the Board of Directors (hereinafter Board) in order to be members in good standing. Failure to pay dues will result in a member no longer being a member in good standing entitled to the benefits, rights, and privileges of membership.

Article III. Board of Directors

Section 1. The affairs of the Association shall be managed by the Board of Directors. The Board shall serve as the policy-making agency of the association consistent with the Constitution and Bylaws and the policies of the University of Maryland. In addition to its policymaking duties, it shall review and recommend the annual budget, review periodic operating statements and audit reports, determine the time, place and agenda of the Annual Conference and Annual Board meeting.

Section 2. The Board shall consist of a minimum of twelve and up to eighteen ILA members nominated by the nominating committee and approved by a two-thirds majority of the board and a statutory board member who serves on the board *ex officio*: the President/Chair of the ILA.

Section 3. Full Members shall be elected to three-year terms. Members may be elected to two terms.

- Section 4: Upon approval of the board, the President/Chair may appoint non-voting ex officio members of the board to serve in important organizational roles such as the Conference Chair.
- Section 5. 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.
- Section 6. A simple majority of the Board shall be necessary to constitute a quorum for the transaction of business, except the filling of vacancies, and amending the constitution or by-laws, which require a 2/3 majority. If a quorum is present when a vote is taken, the affirmative vote of a majority of those present shall be the act of the Board, unless the act of a greater number is required by law, the Constitution or the Bylaws.
- Section 7. The Board may permit any or all of its members to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone, by which all members participating may simultaneously hear each other during the meeting. A person participating in a meeting by such means shall be deemed to be present in person at the meeting.
- Section 8. The Annual Meeting of the Board shall be held at the Annual Meeting/Conference. It is customary for the board to meet on the first and last day of the conference.

Article IV. Officers

- Section 1. The ILA shall have a President/Chair, a Vice President for Internal Affairs, and a Vice President for External Affairs, whose selections shall be approved by the Board.
- Section 2. The President/Chair, ILA Director and other staff of the ILA are employees of the University of Maryland.
- Section 3. The President/Chair shall be the chief executive officer of the Association and shall have general charge of, the authority over, the business and affairs of the Association. The President/Chair shall serve as chair of the Board. The President/Chair shall have the ultimate responsibility for carrying out the goals, policies, programs, and objectives determined by the Board. The President/Chair shall also, with the Board, develop an annual budget.
- Section 4. Criteria for ILA Officer Eligibility:
- a) Must be a current member in good standing of the International Leadership Association.
 - b) Knowledge of the ILA's mission, goals, history, constitution and by-laws.
 - c) Commitment to fulfill the volunteer responsibilities and term of office, attend ILA conferences and participate in teleconference planning and discussions.

- d) Three years of previous ILA involvement, including service in volunteer leadership positions.

Article V. Board Nominations and Elections

- Section 1. Nominations for membership on the Board shall be made by a Nominating Committee, as constituted by the Board.
- Section 2. No person shall be elected to the Board except by a two-thirds majority vote of the Board members present at a meeting at which a quorum is present.
- Section 3. The President will be an employee of the University of Maryland.
- Section 4. The Board may elect officers in addition to those specified in this Article of the Constitution.

Article VI. Committees

- Section 1. There shall be an Executive Committee, consisting of the President/Chair, Vice President for Internal Affairs, and a Vice President for External Affairs, and the ILA Director. The Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the Director in managing the affairs of the Association. All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.
- Section 2. There shall be a Nominations Committee, which shall consist of members of the Board selected for that duty.
- Section 3. The President/Chair shall 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.
- Section 4. The President/Chair shall determine and outline in writing the functions and duties of any committee, network, task force, or commission prior to its establishment, the appointment of a chairperson, or the selection of its members. Subsequent changes in the functions and duties of a committee, network, task force, or a commission shall be studied collaboratively with the specific committee, networks, task forces, and commissions, as well as their members. All such bodies shall be evaluated regularly and may be retained, revised, or eliminated by action of the Board.
- Section 5. Descriptions of the functions and duties of all committees, networks, task forces, and commissions shall be maintained by the Director and shall be made available to members upon request.
- Section 6. All members of Committees must be ILA members in good standing.

Article VII. Member Interest Groups

- Section 1. **Member Interest Group Formation**
The Board has the authority to form 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 2. The purposes and responsibilities of a Member Interest Group are to: promote the common interest of Association members in specified areas of the leadership field; to increase communication and interaction among persons of similar interests within the framework of the larger organization; to advise the ILA board of directors and staff concerning the constituency's particular interests, needs and specialties; to provide peer review of conference or other proposals; to organize conference programs and other association events to provide added value to the members. Member Interest Groups facilitate relationship and learning among persons with common interests; and they provide an opportunity for individuals to participate actively in their association.
- Section 3. **Member Interest Group Dissolution**
The Board has the authority to dissolve a Member Interest Group. Should the number of ILA members affiliated with a Member Interest Group fall below seventy five for a period of twenty-four months, the board may vote to dissolve it.
- Section 4. 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 5. Each Member Interest Group shall have a Chair and a Chair-Elect with specific responsibilities 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. If the Chair cannot complete their term, the Chair-Elect automatically becomes the Member Interest Group Chair. If the Chair-Elect cannot complete their term, the ILA president/chair, in consultation with the Member Interest Group's Chair, will make a special appointment.

Section 6: 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.

Article VIII. Affinity Groups

Section 1. An affinity group is intended to help members find others with mutual interests for a more sustained conversation. A group of thirty (30) or more Members of the ILA may petition the President/Chair to establish an Affinity Group. Petitions shall be routinely processed unless special circumstances warrant a review by the Board. 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.

Section 2. An Affinity Group enrolling seventy-five (75) or more members for a period of two consecutive calendar years may petition the Board to become a Member Interest Group. An Affinity Group shall become a Member Interest Group, subject to the Constitution and Bylaws of the ILA, upon the approval of its petition by a vote of two-thirds of the ILA Board present at a Regular or Special meeting.

Article IX. Learning Communities

Section 1. 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 2. 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 X. Chapters of the ILA

Section 1. A regional Chapter of the ILA may be created upon the approval of the Board, upon the petition of a minimum of fifty (50) members. There shall be a Regional Representative for each chapter who shall be responsible for organizing and coordinating regionally-based programs, assisting the officers and the Board in the development of the ILA and advising on matters of policy.

Section 2. A chapter will be comprised of a group of fifty (50) or more ILA members in a geographically defined region. The geographical boundaries of each region shall be approved by the Board.

Section 3. The President/Chair shall appoint, with the advice and approval of the Board, a Regional Representative from each region.

Section 4. 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 may decide.

Section 5. All Regional Chapters shall be evaluated regularly and may be retained, revised, or eliminated by actions of the Board.

Article XI. Publications

Section 1. The ILA or its Member Interest Groups and/or Affinity Groups and/or Chapters and/or Learning Communities may engage in the preparation, production, sale and distribution of such occasional or regular publications, as the Board shall determine.

Section 2. The President/Chair shall arrange for the preparation and publishing of the Association's publications and shall determine the financial and organizational terms of the agreement.

Article XII. Finances

Section 1. 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 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, committee members and employees may be reimbursed for necessary expenses related to their duties; and employees may be paid wages and salaries as recommended by the Board of Directors and in accordance with the rules and regulations of the University of Maryland.

Section 2. The University of Maryland bears full financial responsibility for the International Leadership Association.

Section 3. The fiscal year of the ILA begins the first day of July and ends on the last day of the following June.

Section 4. All contracts, check, drafts, or other orders for payment of money by the Association shall be signed by the Director of the ILA in accordance with the rules and regulations of the University of Maryland, and state and federal laws.

Section 5. No loan shall be made or contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.

Article XIII. Meetings

Section 1. There shall be an Annual Meeting of the Association at a time and place to be determined by the Board. Joint meetings with related societies shall be subject to the approval of the Board.

Section 2. With the approval of the President/Chair, Member Interest Groups, Affinity Groups, Learning Communities, and Chapters, may hold meetings at times and places to be determined.

Article XIV. Parliamentary Procedure

Section 1. In the absence of any provision to the contrary in these Bylaws, all business meetings of the Association and its various components shall be governed by the parliamentary rules and usages contained in the current edition of *Roberts Rules of Order, Revised*.

Article XV. Amendments

Section 1. The power to make, alter, amend, or repeal these Bylaws is vested in the Board. Any such action shall be upon approval two-thirds of the Board members.