



## PROPOSALS TO AMEND IOA ARTICLES OF INCORPORATION AND BYLAWS

### Important documentation for reference:

- [Red-Lined Version of the Bylaws Outlining All Changes](#)
- [Clean Version of the Proposed Bylaws](#)
- [IOA's Existing Bylaws](#)

### PROPOSAL NO. 1 – Name Change and Pronoun Reference Change

PROPOSED, that

- (a) Article First of the Articles of Incorporation, which currently provides as follows:

The name of the Corporation is International Ombudsman Association.

shall be amended to provide as follows:

The name of the Corporation is International Ombuds Association.

and that

- (b) Article Second of the Articles of Incorporation, which currently provides as follows:

The Corporation is organized exclusively for non-profit purposes. More specifically, in an effort to promote the common business and professional interests of ombudsman professionals and to enhance the quality and value of the organizational ombudsman function, the Corporation shall serve practicing international ombudsman and others using ombudsman skills in their work; advance understanding of the profession internationally; assist with the establishment of ombudsman offices in the private and public sectors; ensure the availability of effective training for ombudsman professionals; foster cooperation and exchange with other professional ombudsman organizations and professionals engaged in dispute resolution; and establish educational standards, standards of practice and codes of ethics for ombudsman practitioners.

shall be amended to provide as follows:

The Corporation is organized exclusively for non-profit purposes. More specifically, in an effort to promote the common business and professional interests of ombuds professionals and to enhance the quality and value of the organizational ombuds function, the Corporation shall serve practicing international ombuds and others using ombuds skills in their work; advance understanding of the profession internationally; assist with the establishment of ombuds offices in the private and public sectors; ensure the availability of effective training for ombuds professionals; foster cooperation and exchange with other professional ombuds organizations and professionals engaged in dispute resolution; and establish educational standards, standards of practice and codes of ethics for ombuds practitioners.

and that

(c) Article I of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws.

and that

(d) References in the Bylaws to “he or she” or “his or her” shall be amended to “they” and “their,” as appropriate, including without limitation in Article IV, Section H and Article X, Section C of the Bylaws.

**PROPOSAL NO. 2 – Membership Meeting Quorum Requirement**

PROPOSED, that

Paragraph 1 of Article VI.C.2 of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws to provide that the quorum for a meeting of the members shall be reduced from twenty-five percent (25%) to twenty percent (20%) of the Members and Retired Members.

**PROPOSAL NO. 3 – Member Action by Written Consent**

PROPOSED, that

(a) The following new Article Fourteenth shall be added to the Articles of Incorporation:

FOURTEENTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as may be amended from time to time, corporate action required or permitted to be taken at a meeting of the members may be taken without a meeting, including without limitation by the written consent of at least the number of voting members that would be necessary to take the corporate action at a meeting at which all voting members entitled to vote thereon were present and voted.

and that

(b) Paragraph 5 of Article VI.C.2 of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws to permit the members to act other than at a meeting by less than unanimous written consent, as permitted by the Virginia Nonstock Corporation Act.

**PROPOSAL NO. 4 – Composition of Board of Directors**

PROPOSED, that

(a) Article Fourth of the Articles of Incorporation, which currently provides as follows:

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist of not less than thirteen (13) or more than seventeen (17) Directors; Directors shall be elected to staggered, three-year terms in the manner provided in the Bylaws of the Corporation. There shall be at least one non-voting Associate Member Representative to the Board, and the Corporation’s Immediate Past President shall serve for one year in an ex officio capacity should his or her term as a Director have expired. The exact number of Directors (within such limits) constituting the Board of Directors shall be fixed from time to time by the Members or by the Board of Directors. The qualifications for Directors are as prescribed in the Bylaws of the Corporation.

shall be amended to provide as follows:

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist of fifteen (15) Directors; Directors shall be elected to staggered, three-year terms in the manner provided in the Bylaws of the Corporation. The qualifications for Directors are as prescribed

in the Bylaws of the Corporation.

and that

(b) Article IV of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws.

**PROPOSAL NO. 5 – Officer Positions and Succession**

PROPOSED, that

Article V of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws to provide, among other things, for a President-Elect and Immediate Past President and for the automatic succession of the President-Elect to the office of President, as well as for the automatic succession of the President to the office of Immediate Past President.

**PROPOSAL NO. 6 – Nominations and Elections**

PROPOSED, that

Article VIII of the Bylaws shall be amended as set forth in the Proposed Amended Bylaws to clarify the nominations and election process for directors of the Association.

**PROPOSAL NO. 7 – Balance of Proposed Bylaw Amendments**

PROPOSED, that

the balance of the Bylaws shall be amended as set forth in Articles II (association mission), III (membership definitions and requirements), VI (Board and membership meetings), VII (standing committees), X (gifts received and books and records), XII (Bylaw amendments), XIII (indemnification of directors, officers, employees and agents to the extent permitted by Virginia law) and XIV (dissolution) of the Proposed Amended Bylaws.