

INTERNATIONAL OMBUDSMAN ASSOCIATION
BOARD OF DIRECTORS RESOLUTIONS REGARDING
AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

September 23, 2021

RESOLUTION NO. 1 – Name Change and Pronoun Reference Change

RESOLVED, 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.

RESOLUTION NO. 2 – Membership Meeting Quorum Requirement

RESOLVED, 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.

RESOLUTION NO. 3 – Member Action by Written Consent

RESOLVED, 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.

RESOLUTION NO. 4 – Composition of Board of Directors

RESOLVED, 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.

RESOLUTION NO. 5 – Officer Positions and Succession

RESOLVED, 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.

RESOLUTION NO. 6 – Nominations and Elections

RESOLVED, 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.

RESOLUTION NO. 7 – Balance of Proposed Bylaw Amendments

RESOLVED, 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.

RESOLUTION NO. 8

RESOLVED, that

(a) All resolutions approved by the Board of Directors this 23rd day of September, 2021 (“Board-Approved Resolutions”) shall be distributed to Members at least ten days prior to one or more virtual member town halls to which all Members will be invited to discuss and consider the Proposed Amended Bylaws and the Proposals that will be submitted to Members for a vote.

and that

(b) The virtual town halls will not be Special Meetings of Members subject to a quorum requirement, and no vote on the Proposed Amended Bylaws or Proposals will be taken at any such town hall. The sole purpose of the town halls is to allow for a full discussion of the Proposed Amended Bylaws and the Proposals. Members may inquire of the Board about the Proposed Amended Bylaws and the Proposals, express their support for or opposition to the Proposed Amended Bylaws and Proposals and listen to the inquiries and expressions of support or opposition of other Members. The virtual town halls will be the opportunity for all Members to discuss the Proposed Amended Bylaws and Proposals that are being submitted to Members for a vote since the entirety of the Special Member Meeting will be needed to complete the voting on the seven separate Proposals. Therefore, no discussion of the Proposed Amended Bylaws or the Proposals will be permitted at the Special Member Meeting described in the following resolution because there will not be sufficient time for both discussion and voting.

RESOLUTION NO. 9

RESOLVED, that

(a) Board-Approved Resolutions 1 through 7 shall be submitted to a vote of the members of the Association at a virtual special membership meeting called for the purpose of voting on Proposed Amended Bylaws.

and that

(b) Members shall be asked to cast a separate vote on each of those seven resolutions.

and that

(c) The notice of special membership meeting shall be accompanied by an appropriate Member Proxy for those members unable to attend the special meeting, as well as by the Special Rules of Order for the meeting adopted by the Board of Directors.

RESOLUTION NO. 10

RESOLVED, that the Board of Directors hereby authorizes the Association to engage Matthew Schafer to serve as parliamentarian and advise the chair of the special meeting of the members to be called to vote on the Proposed Amended Bylaws.

RESOLUTION NO. 11

RESOLVED, that, as permitted by Article XI in the current Association Bylaws, the Board hereby adopts the following Special Rules of Order to be applicable solely to the special meeting of the members (“the Special Meeting”) to be called for the purpose of voting on the proposals (“the Proposals”) incorporating the proposed amendments to the Articles of Incorporation and the Proposed Amended Bylaws:

Special Rules of Order for the Special Meeting of Members

Attendees

1. Attendance during the meeting is limited to members who have registered, guests approved by the president, staff, and those who are assisting in running the meeting.
2. Those attending the electronic meeting must provide their full names as they sign into the meeting. Those failing to do so may be barred or ejected from the meeting.
3. Attendees may join the meeting on any computer or smart device with an internet connection.
4. All attendees must mute their microphones whenever they are not speaking.
5. Each member is responsible for their connection to the internet; no action will be invalidated on the grounds that the loss of, or poor quality of, a member’s individual connection prevented them from participating in the meeting, provided that at least a quorum of members was connected and adequately able to participate.

6. The chair may cause or direct the temporary disconnection or muting of an attendee's connection if it is causing undue interference with the meeting. The chair's decision to do so will be announced during the meeting.
7. To provide a safe, welcoming, and harassment-free event, all attendees will behave with decorum and civility. Incivility, harassment, or discrimination of any kind will not be tolerated. The chair has the authority to take any necessary disciplinary measures and may impose a penalty prohibiting attendance at the meeting or any lesser penalty.
8. The chair may adjust these rules to accommodate limitations in the technology used to conduct the meeting.

Assignment of the Floor, Debate, and Motions

9. To seek recognition, a member or retired member will use the "raise hand" feature in Zoom and may unmute and speak after recognized by the chair.
10. Debate is not allowed on any resolution.
11. The following motions are not in order during the meeting:
 - a. Postpone Indefinitely
 - b. Amend, when applied to a resolution directly or to a proposed bylaws amendment referenced by a resolution
 - c. Commit (or Refer), when applied to a resolution
 - d. Postpone Definitely, when applied to a resolution
 - e. Extend Limits of Debate
 - f. Lay on the Table
 - g. Adjourn
 - h. Appeal
 - i. Suspend the Rules
 - j. Objection to the Consideration of a Question
 - k. Division of a Question
 - l. Consideration by Paragraph or Seriatim
 - m. Reconsider

Voting

12. Members and retired members will vote using the polling feature in Zoom. A different method of voting may be used at the chair's discretion. A vote is treated as a rising vote if the chair announces the vote counts on each side.
13. The polls will remain open at least 30 seconds for each vote.

Communication and recording devices

14. The meeting will be recorded and shared with the members following the meeting. Live streaming of the meeting outside of Zoom is prohibited.

Minutes

15. The minutes of the meeting will be approved by the Board of Directors.