

International Ombudsman Association Bylaws

Article I - Name

The name of the organization is International Ombudsman Association, to be referred to throughout these bylaws as "the Association."

Article II - Mission of the Association

The Association's purposes are to:

- A. Serve practicing International Ombudsman and others using Ombudsman skills in their work.
- B. Advance understanding of the profession internationally.
- C. Assist with the establishment of Ombudsman offices in the private and public sectors.
- D. Ensure the availability of effective training for Ombudsman professionals.
- E. Foster cooperation and exchange with other professional Ombudsman organizations and professionals engaged in dispute resolution.
- F. Establish educational standards, standards of practice and codes of ethics for Ombudsman practitioners.

Article III - Membership

The Association shall consist of the following categories of members:

- A. Member:
Any individual who agrees to support and advance the mission of the IOA and its Standards of Practice and Code of Ethics.

Members are entitled to vote on all matters that are presented to the Association, provided that they are current in their dues and other obligations to the Association.

- B. Retired Member:
A Retired Member is a person who has retired from the practice of ombudsmanship with a minimum of two years of service and was a Member of IOA at the time of retirement. Retired Members are entitled to vote on all matters that are presented to the Association, provided that they are current in their dues and other obligations to the Association.

The Association may recognize certain Retired Members who have served the Association and/or profession with distinction with the honorary title of Distinguished Emeritus. The Board will accept nominations from members and will select the recipients for the Distinguished Emeritus title.

Retired Members honored with the title of Distinguished Emeritus maintain all the rights of

Retired Members but are not required to pay dues to the Association.

C. Student Affiliate Member:

A student who agrees to support and advance the mission of the IOA and its Standards of Practice and Code of Ethics.

Student Affiliate Members are not entitled to vote on matters that are presented to the Association.

D. Acceptance of members and duration of membership.

1. Members of the Association shall consist of those persons whose applications for membership are accepted by the Association. Applications for membership may be submitted at any time to the Association, accompanied by a yearly membership fee in an amount to be determined by the Board of Directors.
2. The Board will establish yearly membership fees by November 1 of the preceding year. Memberships are valid from January 1 to December 31.
3. The Membership Committee is responsible for approval of new applications.
4. Membership qualifications shall be published in the Association's newsletter and/or on the website. Any person accepted as a member in any category may remain in that category for so long as the membership criteria are met and the member remains current in all dues and other obligations to the Association. Members delinquent in their dues or other obligations to the Association for 120 days shall, after receiving written notice of same, have their membership terminated. Any member whose membership has been so terminated and who desires to reapply for membership shall, as a condition of reapplication, be required to pay to the Association the amount due as of the date of termination.
5. Questions concerning membership category will be resolved by the Membership Committee and, if necessary, the Board of Directors.

Article IV - Board of Directors

- A. Responsibility for the operation of the Association shall be vested in the Board of Directors, which shall consist of not less than 13 or more than 17 Directors. Should the directorship of the Immediate Past President of the Association have terminated, that person shall be an ex officio, non-voting attendee at meetings of the Board for a period of one year.
- B. Directors of the Association shall meet the following qualifications at the time of their nomination and throughout their membership on the Board of Directors:
1. Member or Retired Member of the Association
And,
 2. At least one of the following sets of qualifications:
 - i) Currently hold active status as a Certified Organizational Ombudsman Practitioner and three years of confirmed organizational ombudsman work experience and three years of Association membership immediately prior to assuming office
 - ii) Completion of the IOA course Foundations of Organizational Ombudsman Practice and five years of confirmed organizational ombudsman work experience and three years of Association membership immediately prior to assuming office
 - iii) Seven or more years of confirmed organizational ombudsman work experience and three years of Association membership immediately prior to assuming office.
- C. No more than one (1) Director serving on the Board may be a Member or Retired Member who has retired from services as an ombudsman. A retired Director serving on the Board must have met the relevant work experience requirements listed above immediately preceding retirement.
- D. No more than two (2) Directors serving on the Board may be a Member who does not practice in full compliance with the IOA Code of Ethics and Standards of Practice as determined by the Nominations and Elections Committee at the time of their nomination to serve on the Board.
- E. All other Directors shall be CO-OP certified at the time of their nomination to serve on the Board or shall have been deemed to practice in compliance with the IOA Code of Ethics and Standards of Practice using criteria approved by the IOA Board as determined by the Nominations and Elections Committee at the time of their nomination to serve on the Board.
- F. A Director as described in Section E is responsible to disclose to the Board if he or she no longer practices in full compliance with the Code of Ethics and the Standards of Practice. A Director as described in section E. will be deemed to have resigned from the Board, as well as from any Association office held, in the event that he or she discloses that he or she no longer practices in full compliance with the Code of Ethics and Standards of Practice, provided that the Board may waive this requirement in the event of extenuating circumstances.
- G. Elections will be held annually for Directors. Members and Retired Members shall vote for the election of Directors.
- H. Directors may serve no more than two (2) consecutive 3-year terms of office.
- I. After service of two (2) consecutive 3-year terms, an outgoing Director may not be re-elected to the Board for a period of three years.

- J. No Director shall receive, by reason of such position, any dividend, profit, or compensation from the Association, provided that reasonable expenses incurred on behalf of the Association in the course of any activity for the Association may, as determined by the Board of Directors, be reimbursed by the Association.
- K. A Director may resign at any time by submitting a written resignation to the President, or in the case of the President, to the Vice President. A Director will be deemed to have resigned from the Board, as well as from any Association office held, in the event that he or she is absent from three consecutive Board meetings, provided that the Board may waive this requirement in the event of extenuating circumstances. The Board of Directors shall fill any vacancies on the Board. A Director elected by the Board of Directors to fill a vacancy shall serve the balance of his or her predecessor's term. A Director so appointed by the Board of Directors must meet all the requirements for service on the Board outlined in Article IV (B).
- L. The Board of Directors shall consist of no more than one Member from any ombudsman unit, as defined by the Board of Directors.
- M. A Director may be removed from the Board with or without cause by a majority vote of the Members and Retired Members at a meeting called for that purpose.

Article V - Officers

- A. Officers: The Officers of the Association shall include the President, Vice President, Secretary, Treasurer and Assistant Treasurer and such other officers as the Board of Directors may from time to time appoint or elect. Such officers, except any assistant officer appointed by the Board, shall maintain Member or Retired Member status. An individual may only serve in one Association office at a time.
- B. Terms: Officers shall be elected by and from among the Directors at the initial meeting of the Board following the annual election of Directors. The President, Vice President and Assistant Treasurer shall be elected to one-year terms, and there shall be no limit upon the number of consecutive terms a person may serve in the same office, provided that no person may serve as an officer of the Association beyond the expiration of his or her second consecutive three-year term as a Director. The Secretary and Treasurer shall serve two-year terms; however, the Secretary and Treasurer shall begin their terms in alternate years. The Immediate Past President shall, if his or her term as a Director has expired upon the conclusion of service as President, remain on the Board of Directors in an ex officio capacity for a period of one year thereafter.
- C. Compensation: Officers shall not receive any compensation for their services to the Association.
- D. Duties:
 - 1. The President, subject to the supervision of the Board of Directors, shall serve as the chief executive officer of the Association, shall preside at all meetings of the Association and the Board of Directors, and shall perform all duties customary to that office.
 - 2. The Vice President will assume the duties of the President in his/her absence and fulfill other duties as assigned by the Board of Directors or the President.
 - 3. The Treasurer shall keep or cause to be kept regular books of account which are to be available at all times for inspection by the Board and shall submit a report to the Board of Directors

whenever requested to do so by the Board. Subject to the supervision and control of the Board of Directors, the Treasurer shall oversee the receipt and disbursement of the Association's funds.

4. The Secretary shall be responsible for the minutes of all meetings of the members and Board, shall give or cause to be given notice of meetings of members and of the Board of Directors and shall perform all duties commonly incident to such office or which may be required of the Secretary by the Board or the President. The Secretary shall have the authority to attest to the signature of the President or any other officer on any documents as to which such attestation is required.
 5. In addition to their specifically assigned duties and powers, the President, Vice President, Secretary and Treasurer shall be charged with such other duties and shall have such powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any Officer herein authorized to do so or as may be imposed on them by law.
- E. Vacancies: The Board of Directors will fill any vacancy occurring in Officer position(s). An individual appointed to fill an Officer vacancy shall serve the balance of his or her predecessor's term. An Officer so appointed by the Board of Directors must meet all the requirements for service on the Board outlined in Article IV (B)
- F. Removal: Officers may be removed from office with or without cause by a two-thirds vote of the Board of Directors.
- G. Agents and Employees: The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

Article VI - Meetings

A. Meetings of the Board of Directors

1. Regular meetings: A regular meeting of the Board of Directors shall be held, without other notice than these Bylaws, either before or after and in the same location as the Annual Meeting, unless the Board of Directors agrees to and establishes a different time or place for such annual meeting.

Any other regular meeting of the Board of Directors may be held at such time and place as may be established from time to time by the Board of Directors.

At any meeting of the Board of Directors, Directors may participate by means of a conference call or other communications technology which allow simultaneous participation/communication.

2. Special Meetings: Special meetings of the Board may be called by the President or one-third (1/3) of the Directors, provided that a minimum of three (3) days' notice is given stating the purpose for which the meeting is being called. Notice may be given by telephone, mail, facsimile, or electronic media.
3. Action by the Board of Directors: The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the Board. Any action required or permitted to be taken at a meeting

of the Board may be taken without a meeting if it is consented to in writing by the entire Board; for purposes hereof, any such written consent may be communicated by mail, facsimile, and electronic media.

B. Meetings of the Association

1. Annual Meeting: There will be an Annual Meeting of the Association. At the Annual Meeting, the members will hear the report of the Treasurer, and transact such other business as may otherwise properly come before them.
2. Special Meetings: Special meetings of the Association may be called by the President, or one-third (1/3) of the Board Members, or by the Secretary or any other Officer upon written request of at least one-fifth (1/5) of the voting Members.
3. Place of Meeting: The Board may designate the location for any Annual Meeting or for any special meeting called by the Board.
4. Notice of Meetings: Unless otherwise required by law, written notice stating the location, date, and time of any meeting of the Association shall be delivered to each Member not less than ten (10) days before the date of such meeting. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. Written notice may be given by mail, facsimile, and/or electronic media.

C. Quorum

1. Meetings of the Board of Directors: A quorum for the purpose of the legal transaction of business at any meeting of the Board shall be fifty percent (50%) of the Members of the Board, including at least one Officer. If a quorum is not present at any meeting of the Board of Directors, a majority of the Board present may recess the meeting, and may also set a time and place to reconvene the meeting, or may adjourn the meeting.
2. Meetings of the Association: A quorum for the purpose of the legal transaction of business at any meeting of the Membership shall consist of a twenty-five percent (25%) of the total number of Members and Retired Members, as determined by the number of Members and Retired Members present and Members and Retired Members duly represented by proxy.

If a quorum is not present at any meeting of the Association, a majority of the Members and Retired Members present may recess the meeting and may set a time and place to reconvene the meeting, or may adjourn the meeting.

If a quorum is represented at a meeting, the affirmative vote of a majority of the Members and Retired Members who are present or duly represented by proxy at the meeting shall be sufficient to transact any business unless the matter is one upon which, by express provision of law or the Bylaws of the Association, as amended from time to time, a different vote is required, in which case such express provision shall govern. Any election by Members and Retired Members shall be determined by a plurality of the votes cast by all.

Each Member and Retired Member of the Association shall be entitled to one vote at any meeting of the Membership or at any adjournment thereof. Any Member and Retired Member not physically present at any such meeting of the Membership may vote by a proxy signed by such Member or Retired Member and filed with the Secretary prior to the commencement of the meeting, but no such instrument which is dated more than six months before the meeting specified therein shall be accepted. Proxies may be submitted electronically. Except as

otherwise limited therein, proxies shall entitle the Member and Retired Member to vote at any such meeting or adjournment, but no such proxy instrument shall be valid after the final adjournment of the meeting specified therein.

Any action required or permitted to be taken at any meeting of Membership may be taken without a meeting if all of the Members and Retired Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Membership. Such consents shall be treated for all purposes as a vote at a meeting.

Article VII - Committees

- A. Standing Committees: The Board of Directors or the President, with the approval of the Board of Directors, may create standing committees of the Association as needed and appoint their chairs and members. Any Member, or Retired Member of the Association is eligible to serve on standing committees. Student Affiliate Member participation in a Standing Committee is at the discretion of the Board.
- B. Ad hoc Committees and Task Forces: Both the Board of Directors and the President, with the approval of the Board of Directors, have the authority to create ad hoc committees and task forces and to appoint their members. Ad hoc committees and task forces may include Members and Retired Members of the Association, including Board members. Student Affiliate Member participation in an Ad hoc Committee or Task Force is at the discretion of the Board.
- C. Annual Report: The Board of Directors or the President will issue an annual report informing the Association of the activities of the Standing Committees and the names of the committee members.

Article VIII - Nominations and Elections

- A. Nominations
 - 1. The Nominating Committee(s) shall nominate one or more candidates for each position to be filled on the Board of Directors. The Nominating Committee report identifying all such nominees shall be submitted to the Board of Directors for approval prior to conducting elections.
 - 2. Any Member or Retired Member of the Association may contact the Nominating Committee in writing, including electronically, to suggest candidates for the Board of Directors prior to the close of nominations.
 - 3. Any Member or Retired Member nominated for the Board of Directors must meet the eligibility requirements as defined in Article IV (B).
 - 4. The final list of nominees shall be posted on the Association's website and/or communicated by other means to all Members and Retired Members prior to the election.
 - 5. Prior to the preparation of ballots, the Nominating Committee shall obtain the nominees' consent to serve if they are elected.

B. Elections

1. Election of Directors shall be conducted by mail or electronic mail ballot in accordance with Article IV (B) of these Bylaws at least forty-five (45) days prior to the Annual Meeting.
2. Those receiving the greatest number of votes for the number of positions to be filled shall be considered elected.

Article IX - Offices and Registered Agent

The Association shall maintain within the Commonwealth of Virginia a registered office and, at such office, a registered agent. The Association may also have other offices in any other locations specified by the Board of Directors.

Article X - Finances

A. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Association shall end on the thirty-first day of December in each year.

B. Contracts, Checks, Deposits, and Funds

1. Contracts: In addition to the Officers authorized by these Bylaws, the Board of Directors may authorize any other Officer(s) or agent(s) of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be limited to specific matters or occasions.
2. Checks, Drafts, and other Orders for Payment: The Board of Directors shall determine who is authorized to sign all checks, drafts, or other orders for the payment of money, including any instruments of indebtedness of the Association. The Treasurer will provide an outside accounting firm with the necessary records and documentation for a yearly audit, review or compilation of the Association's financial statements, as determined by the Board of Directors.
3. Deposits: The Treasurer shall deposit or cause to be deposited all funds of the Association to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
4. Gifts: On behalf of the Association, the Board of Directors may accept any contribution, gift, bequest, or devise for the benefit of the Association. The Board may refuse, by majority vote, any such gift it believes to be an actual or perceived conflict of interest.

C. Books and Records

Any Member or Retired Member, or his/her agent or attorney, may inspect all books and records of the Association, for any proper purpose, at any reasonable time, with sufficient notice (at least 30 days) to the designated custodian of the record. Any Director may inspect all books and records at any time.

Article XI - Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the proceedings of the Association in all situations for which no provision is made in these Bylaws or in policies and procedures adopted by the Board of Directors.

Article XII - Amendment of Bylaws

These Bylaws may be repealed or amended, and/or additional by-laws may be adopted, at any meeting of the Members and Retired Members of the Association at which a quorum shall be present, by a majority vote of the voting Members and Retired Members present in person or represented by proxy, provided that the substance of any proposed amendment shall have been set forth in the notice of the meeting.

Article XIII - Dissolution

In the event of dissolution of the Association, all remaining assets of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association and for the necessary expenses thereof, be distributed according to a plan of distribution of assets adopted by the Board of Directors and approved by the Members and Retired Members, provided that such plan of distribution of assets is consistent both with the Virginia Nonstock Corporation Act and with any provision of the Internal Revenue Code applicable to organizations described in Section 501(c)(6) of the Code.