

# International Ombuds Association Bylaws

*Revised on 16 November 2021*

## **Article I – Name**

The name of the organization is International Ombuds Association, to be referred to throughout these bylaws as “the Association.”

## **Article II - Mission of the Association**

The Association’s purposes are as set forth in the Articles of Incorporation.

## **Article III – Membership**

The Association shall have 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 shall be eligible to apply to be a Member.

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 person who has retired from practice as an ombuds and who, at the time of such retirement, was a Member of the Association and had practiced as an ombuds for at least the two consecutive years immediately preceding such retirement, shall be eligible to apply to be a Retired Member.

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 Board of Directors may recognize certain Retired Members who have served the Association and/or profession with distinction with the honorary title of Distinguished Emeritus.

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 currently enrolled student who agrees to support and advance the mission of the Association and its Standards of Practice and Code of Ethics shall be eligible to apply to be a Student Affiliate Member.

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. 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. Memberships are valid for one year from the date of joining or renewing membership with the Association.

3. Any person accepted as a member in any category may remain in that category for so long as the membership criteria for that category 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 30 days shall, after receiving written notice of same, have their membership terminated.
4. The Board of Directors shall prescribe the criteria and procedures applicable to the removal or suspension of a member for cause. Such criteria and procedures, which shall be made available to any member upon written request, shall provide for reasonable due process prior to a member's removal or suspension.

#### **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 15 Directors. Directors shall serve staggered three-year terms and may serve no more than two (2) consecutive three-year terms.
- B. To be eligible to be nominated to serve on the Board of Directors, an individual must have been a Member or Retired Member of the Association for at least the three years immediately preceding nomination and, except to the extent permitted in Section C. of this Article IV, must have had experience as a practicing organizational ombuds. For purposes of this Article IV, experience as a practicing organizational ombuds shall mean that the individual must have been an ombuds for an organization with a documented practice based on the principles of independence, neutrality or impartiality, informality, and confidentiality.
- C. No more than two (2) Members who have never practiced as an organizational ombuds may serve concurrently on the Board of Directors.
- D. The Board shall at all times include
  - i. at least one (1) Director who is either CO-OP certified or a candidate for CO-OP certification who has passed the CO-OP certification examination, and
  - ii. at least one (1) Director who has had experience as a practicing organizational ombuds and who is a resident of a country other than the United States of America.
- E. Elections will be held annually for Directors. Members and Retired Members shall vote for the election of Directors.
- F. After service of two (2) consecutive three-year terms, an outgoing Director may not be re-elected to the Board for a period of three years.
- G. No Director shall receive any dividend, profit, or compensation from the Association for their service as a Director, 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.
- H. A Director may resign at any time by submitting a written resignation to the President, or in the case of the resignation of the President, to the President-Elect. A Director will be deemed to have resigned from the Board, as well as from any Association office held, in the event that they are no longer a Member or Retired Member of the Association. A Director will also be deemed to have resigned from the Board, as well as from any Association office held, in the event that they are absent from three consecutive Board meetings, provided that the Board may waive this requirement in the event of extenuating circumstances. The Board of Directors may fill any vacancies on the

Board. A Director elected by the Board of Directors to fill a vacancy shall serve the balance of their predecessor's term. A Director so appointed by the Board of Directors must meet all the requirements for service on the Board.

- J. The Board of Directors shall consist of no more than one Member from any ombuds unit, as defined by the Board of Directors.
- K. 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, President-Elect, Secretary, Treasurer, Immediate Past President and such other officers and assistant 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 be Directors at the time of their election. 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. Officers shall be elected to one-year terms. Except as provided in Section E of this Article V, the President-Elect, President and Immediate Past President may serve no more than one year in each such office, and no person may be elected as President-Elect after the first year of their second consecutive three-year term as a Director. There shall be no limit upon the number of consecutive terms a person may serve as Secretary or Treasurer, provided that no such person may serve in either such office beyond the expiration of their second consecutive three-year term as a Director. The President-Elect shall, upon completion the one-year term in such office, automatically succeed to the office of President, and the President shall, upon completion of the one-year term in such office, automatically succeed to the office of Immediate Past President.
- C. Compensation: Officers shall not receive any compensation for their services to the Association as officers.
- 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 President-Elect will assume the duties of the President in the absence of the President 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. The Immediate Past President shall chair the Nominating Committee and serve as a resource to the President and President-Elect.
  6. In addition to their specifically assigned duties and powers, the officers 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: A vacancy in the office of President will be filled by the President-Elect, provided, however, that, in such event, the President-Elect shall serve both the remainder of their predecessor's term as President as well as their term as President the following year. The Board of Directors will fill any vacancy occurring in any other office from among the then current members of the Board. An individual appointed to fill an officer vacancy shall serve the balance of their predecessor's term.
- F. Removal/Resignation: Officers may be removed from office with or without cause by a two-thirds vote of the Board of Directors. An officer may resign at any time by submitting a written resignation to the President, or in the case of the President, to the President-Elect.
- 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 allows 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 in any manner permitted by the Virginia Nonstock Corporation Act ("the Act").
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, except that changes to the Code of Ethics or Standards of Practice shall require the affirmative vote of two-thirds of the Directors present at such a meeting. 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 in any manner permitted by the Act.

## B. Meetings of the Members of the Association

1. Annual Meeting: There will be an Annual Meeting of the Members 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 Members of the Association may be called by the President, by the Board of Directors, 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. To the extent and in the manner permitted by the Act, the Board may determine that any meeting of the Members of the Association may be conducted in whole or in part by remote communications technology.
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 and not greater than sixty (60) 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 in any manner permitted by the Act.

## 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 a majority 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 Members of the Association: A quorum for the purpose of the legal transaction of business at any meeting of the Membership shall consist of twenty percent (20%) 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 Members 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 present 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 (a) all of the Members and Retired Members consent to the action in writing, or (b) to the extent permitted in the Articles of Incorporation, the number of Members and Retired Members necessary to approve the action at a meeting attended by all Members and Retired Members consent to the action in writing, and the written consents are filed with the records of the meetings of the Membership. Such consents, which may be communicated electronically, 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. Standing committees of the Association shall include a Nominating Committee, a Governance Committee and an Audit Committee.
- 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 shall nominate all eligible candidates for each position to be filled on the Board of Directors. The Nominating Committee shall submit a written report to the Board identifying both (a) all eligible candidates for each position, and (b) all potential candidates determined by the Committee not to be eligible, together with an explanation of the basis for the Committee's determination of non-eligibility.
  - 2. Any Member or Retired Member of the Association may contact the Nominating Committee in writing, including electronically, to suggest candidates (including self-nominations) 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). Any candidate determined by the Nominating Committee not to meet the eligibility requirements for Board service as set forth in Article IV(B) hereof shall be so advised by the Committee in sufficient time for any such candidate who wishes to do so to appeal the Committee's decision to the Board of Directors.
  - 4. The final list of nominees, which shall include the names of all candidates meeting the Board eligibility requirements, shall be posted on the Association's website and/or communicated by other means to all Members and Retired Members prior to being included on the election ballot.
  - 5. Prior to the submission of its report to the Board, the Nominating Committee shall obtain from each candidate a written consent to serve if elected and a written attestation of commitment to

support and advance the mission of the Association and its Standards of Practice and Code of Ethics.

**B. Elections**

1. Election of Directors shall be conducted by mail or electronic mail ballot at least forty-five (45) days prior to the Annual Meeting.
2. Those receiving the greatest number of votes for the positions to be filled shall be considered elected, provided, however, that, there shall be a runoff election among successful candidates in the event of a tie. Those elected as Directors shall be announced to the membership.

**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 which it believes will create an actual or perceived conflict of interest or is otherwise not in the best interest of the Association.

**C. Books and Records**

To the extent required by the Act, any Member or Retired Member, or their agent or attorney, may inspect the books and records of the Association, for a 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 bylaws may be adopted, by a majority vote of the Members and Retired Members of the Association, provided that the substance of any proposed amendment shall have been communicated to the Members and Retired Members sufficiently in advance of the vote. If the Bylaws are to be amended at a meeting of the members, the substance of any proposed amendment shall be communicated to the members at least ten (10) days prior to the meeting.

### **Article XIII – Indemnification of Directors, Officers, Employees and Agents**

The Association shall defend, including payment of the costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, and indemnify current and former officers, directors, employees and agents to the full extent permitted by law. The Association shall be permitted to purchase insurance for such defense and indemnification obligations, as determined by the Board of Directors.

### **Article XIV - 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 Act and with any provision of the Internal Revenue Code applicable to organizations described in Section 501(c)(6) of the Code.