

BYLAWS of the
INTERNATIONAL LEADERSHIP ASSOCIATION, INC.

*(Passed April 1, 2011, amended: September 8, 2011, December 7, 2011, February 26, 2016,
June 12, September 4, 2019, January 31, 2020, and December 14, 2022.)*

ARTICLE I
NAME, IDENTITY, AND PURPOSE

Section 1.01 **Name:** The name of the organization is the International Leadership Association (hereinafter ILA or the Association).

Identity: The ILA is organized for educational purposes to serve as a global network for all those who practice, study, and teach multiple facets of leadership.

Section 1.02 **Mission:** Advancing leadership knowledge and practice for a better world.

Objectives:

1. To encourage leadership scholars, educators, and practitioners to work together for the purpose of generating new ideas and practices in the field of leadership studies.
2. To foster research and learning about leadership across intellectual, professional, cultural, ideological, and national boundaries.
3. To generate and disseminate interdisciplinary research and develop new knowledge and practices about leadership.
4. To increase worldwide understanding of the importance of leadership to the conduct of human affairs.

ARTICLE II
MEMBERS

Section 2.01. **Membership:** Any individual or group who subscribes to the mission of the Association shall be eligible to apply for membership. An applicant for membership shall submit to the ILA a completed membership application and payment of the appropriate dues, as established by the Board of Directors.

Section 2.02. **Membership Benefits:** Members in good standing are eligible to affiliate with and participate in member communities; nominate candidates for Board service; serve on the Board of Directors, ILA committees, and task forces; and receive additional benefits.

Section 2.03. **Membership Meetings:** Annual meetings of the membership will be held at times and places determined by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 3.01 Authority of Directors: The Board of Directors (hereinafter the Board) is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law. The Board shall oversee the Association's policies and procedures. Among its other powers, the Board of the Association shall have and may not delegate the power to:

- a) Adopt, amend, and repeal the Bylaws, Articles of Incorporation, and the mission statement
- b) Elect or remove Board members or Officers
- c) Hire or fire the President/CEO
- d) Adopt the budget
- e) Eliminate programs, approve mergers, dissolve the organization
- f) Obligate the organization to new debts, approve any application for and acceptance of any lines of credit or any other borrowing of funds in the name of the Association
- g) Sell, transfer, or buy a major asset.

Section 3.02 Board Quorum: A quorum shall consist of a simple majority of the total number of voting Board members then in office. Unless otherwise stated in these Bylaws, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.03 Ex-officio, emeriti, and other specially appointed Board members do not have voting rights and they shall not be counted towards quorum.

Section 3.04 Number of Board Members: Unless otherwise stated in these bylaws, the Board shall consist of a minimum of twelve (12) and up to twenty-one (21) voting members and one (1) statutory member who serves as a non-voting ex officio member: the President/CEO.

Upon approval of the Board, the Board Chair and the President/CEO may jointly appoint non-voting ex officio members of the Board to serve in important organizational roles such as the Conference Chair.

Section 3.05 Election and Term of Board Members:

Election: The initial Board of Directors of the Association shall consist of those individuals named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors. Thereafter, Directors shall normally be elected in April but the Board may elect Directors at regular or special meetings to fill a vacancy. Board members shall be elected by a two-thirds majority vote of the Board members present at a meeting at which two-thirds of the voting members are present.

Terms: Unless otherwise specified when elected (e.g. when filling a vacancy as provided in Section 3.06), Directors shall be elected for a term of three (3) years,

normally starting on July 1 after their election and ending on June 30 after their successor has been elected and qualified. Voting Members of the Board of Directors may serve no more than two (2) terms; however, a Director may remain on the Board subsequent to serving two regular Board terms for as long as the Director is also serving as an Officer. For purposes of this limit, a Director elected to fill a vacancy for a partial term will be considered to have served a full term if they serve two (2) years or more.

The Board of Directors shall be divided into three roughly equal cohorts. Members of each cohort shall begin and end their terms the same year, with the terms of one cohort expiring each year to create staggered board terms over three years.

Emeritus Members: The Board may elect non-voting emeritus members with lifetime terms in recognition of individual service.

Section 3.06 Resignation and Removal: Resignations are effective upon receipt by the Board Chair of a written notification. The Board of Directors, at its discretion, may remove any Director by a two-thirds majority of the voting Board. Removal shall occur only after the Director complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 3.07 Vacancies: 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. If the number of Board Members remaining in office falls below eight (8), the Board may fill the vacancy by the affirmative vote of the majority of the Board Members remaining in office.

Section 3.08 Meetings: The Board shall hold at least four (4) regular meetings annually. The Board may hold meetings at such times and places as the Board shall determine. Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Vice Chair/Secretary shall send out email notices of special meetings to each Board member at least two (2) weeks in advance.

Meeting Attendance: Each Board Member must attend a minimum of two (2) Board meetings per year or be subject to removal under section 3.06.

Section 3.09 Action by Electronic Mail: Any action that may be taken in writing pursuant to these Bylaws may be taken through electronic mail so long as the mail is sent in a format that can be stored or printed by the Association in accordance with District of Columbia Code. Notwithstanding the foregoing, meetings of the Board may not be conducted by electronic mail.

- Section 3.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing (including communications transmitted or received by electronic means) to taking the action without a meeting and to approving the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- Section 3.11 Inspection: Every Board Member shall have the right for any proper corporate purpose at any reasonable time to inspect all books, records, and documents, and to visit the office.
- Section 3.12 Compensation of Board Members: Board Members shall not be compensated for serving on the Board; however, a Board member who also serves as an employee of the Association may be compensated for their service as an employee.
- Section 3.13 General Standards for Board Members: Each Board Member shall discharge the duties of a Board Member, including committee duties, in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board Member reasonably believes to be in the best interests of the Association.

ARTICLE IV **OFFICERS**

- Section 4.01 Officers: The three elected officers of the Association shall be the Board Chair (herein after the Chair), Vice Chair/Secretary, and Treasurer. The President shall serve as an appointed Officer and shall be the Chief Executive Officer (CEO) employed by the Association. Two (2) or more elected offices may be held by the same person, except the offices of Treasurer and Chair. The Board may create additional officer positions to serve emergent needs of the organization.

Terms: Officers, other than the President/CEO, shall serve up to three two-year terms in any one office. Terms shall begin on January 1 and end on December 31.

Elections: The Board Development Committee shall coordinate the officer nomination and election process. Nominees for Board Chair shall be current Board members in good standing. Other officer nominees shall be current or prior Board members. Officers shall normally be elected in September; however, the Board may hold elections at a regular or special meeting to fill a vacancy.

Section 4.02 Duties: Subject to the control of the Board of Directors, all Officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An Officer shall discharge their duties in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of the Association.

Duties of the Board Chair: The Chair shall serve as the presiding officer at meetings of the membership, the Board, and the Executive Committee. The Chair shall perform all other duties customary to that office and have such other authority and powers as the Board of Directors may from time to time prescribe.

In consultation with the Board, the Chair shall prepare an annual review of the President/CEO and recommend salary for consideration by the Executive Committee. The Chair shall work with the President/CEO to optimize the relationship between the Board and management of the Association.

Duties of the Vice Chair/Secretary: The Vice Chair/Secretary shall work with a designated staff person to keep an accurate record of the proceedings of all meetings of the Board of Directors and other business meetings of the Association, give or cause to be given all notices in accordance with these Bylaws or as required by law, ensure the maintenance of the permanent records of the Association, and in general shall perform all duties customary to the office of Secretary.

Duties of the Treasurer: The Treasurer shall oversee the development and observation of the organization's financial policies; regularly inform the Board of key financial reports, events, trends, and concerns; provide financial leadership to the Board; chair the Finance committee and with it propose the annual budget and financial reports; The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of their duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 4.03 Resignation and Removal: Resignations are effective upon receipt by the Chair or Vice Chair/Secretary of a written notification. The Board of Directors, at its discretion, may remove any Officer by a two-thirds majority of the entire voting Board. Removal shall occur only after the Officer complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term shall be filled by the Board. The term of an officer filling a vacancy shall begin immediately and shall end as originally scheduled.

Section 4.05 Duties of the President: The Board of Directors shall hire the President/CEO who shall serve as a non-voting ex officio member of the Board of Directors. The President will serve as the Chief Executive Officer of the Association and shall have general and active management of the programs, affairs, and employees of the Association and shall see that all orders and resolutions of the Board are carried into

effect. The President/CEO shall perform other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE V

COMMITTEES

Section 5.01 Executive Committee: The Association shall have an Executive Committee, comprised of the Officers of the Board, the chairs of the four Standing Committees, and the President/CEO, who shall serve as an ex officio member. Chaired by the Board Chair, the Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the President/CEO in managing the affairs of the Association. All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

Section 5.02 Authority of the Executive Committee: The Board delegates authority to the Executive Committee as specified in the following responsibilities:

- a) Implements and enforces decisions of the Board of Directors; advises the President/CEO, reviews major issues in-between meetings facing the organization; assists the Chair in developing the agenda for Board meetings;
- b) Keeps the full Board informed of its activities and actions in an appropriately timely manner through written minutes and verbal reports at Board meetings;
- c) Facilitates an annual evaluation of the Strategic Plan;
- d) The Board Chair conducts the annual performance review of the President/CEO and reports the results and recommendations to the Executive Committee and the full Board in executive session;
- e) Reviews and recommends approval of the organization's operating budget; and conducts a timely review of detailed financial reports provided by the COO in consultation with the Treasurer;
- f) Reviews contracts that are executed by the staff for \$100,000 or more;
- g) Coordinates the development of policies for presentation to the full Board;
- h) Serves as an advisory group to the President/CEO as needed;
- i) Re-allocates resources if necessary in the Budget within the guidelines established by the Board.

Section 5.03 Standing Committees: In addition to the Executive Committee, there shall be four Standing Committees of the Board: the Board Development Committee, the Finance Committee, the Membership Committee, and the Fund Development Committee.

The Chair and President/CEO shall jointly nominate for Board approval the chairs of the standing committees, who shall be current members of the Board and shall serve one-year renewable terms. The Standing Committee chairs shall normally be elected by the last Board meeting of the calendar year. However, the Board may fill vacancies at any regular or special meetings of the Board.

The Chair and President/CEO shall, in consultation with the chairs of the Standing Committees, jointly appoint the members of committees, all of whom shall be ILA members in good standing, and a majority of whom shall be members of the Board.

The Chair and President/CEO may serve as ex officio members of any or all standing committees of the Board.

Section 5.04 Other Committees: The Chair and President/CEO shall jointly 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. All such bodies shall be evaluated regularly by the Chair and President and may be retained, revised, or eliminated by action of the Board.

Section 5.05 Committee Records: Descriptions of the functions and duties of all Board committees, networks, task forces, and commissions shall be submitted to the Vice Chair/Secretary and shall be made available to members of the Board upon request.

ARTICLE VI

MEMBER COMMUNITIES

Section 6.01 Definition: ILA Member Communities are officially-recognized groups focused on specified areas of the leadership field, professional roles, sectors, areas, or a specific topic. Facilitated by a volunteer leaders, Member Communities engage ILA members in teams, projects, and tasks to enhance the member experience and serve the global needs of their community.

Section 6.02 Formation: ILA Members are encouraged to organize Member Communities to further their interests and professional development. The Membership Committee of the Board of Directors has the authority to approve applications for new Member Communities.

An application to establish a Member Community must contain a name for the group, a description of the unique constituency of the group in contrast to existing ILA Member Communities, the community’s purpose and goals, an outline of the proposed activities, and a description of the target members. This application must be signed by at least 35 ILA members whose interests align with the proposed Member Community. The proposed community must have a designated key contact person (community chair) and at least 2 ILA members committed to serving with the Community Chair on the Core Leadership Team.

Section 6.03 Purpose: Member Communities are formed by members of the ILA with the desire to pursue significant long-term activities that benefit members while supporting the ILA’s mission. Member Communities engage ILA members in teams, projects, and tasks to enhance the member experience, serve the needs of their constituencies, further collective and individual online and in person learning, and identify strategies for collaboration to move the field forward. Member Communities extend the association’s impact and capacity by supporting and advancing the ILA’s mission, organizational values while helping to further the Strategic Plan. ILA’s Member Communities:

- a) Create trusted spaces within the larger organization where members

- can meet others with similar professional needs or interests;
- b) Develop and share resources and pertinent information;
- c) Organize conference sessions, networking events, webinars, and other programming that facilitate relationships, learning, and professional development;
- d) Advise the ILA Board of Directors and staff concerning the community's particular interests, member needs, and specialties;
- e) Provide an opportunity for individuals to participate actively in their association.

Section 6.04 **Organization:** Within 18 months of formation, each Member Community shall have a Chair and Chair-Elect with specific duties as outlined in the ILA Member Community Handbook. Thereafter, the Core Leadership Team will also include the position of Past Chair. This Core Leadership Team may create additional roles, committees, or teams to further the work of the community.

Section 6.05 **Dissolution:** A Member Community may opt to dissolve when interest in that community fades, subject to the approval of the Board of Directors. Alternatively, if a Member Community does not meet the minimum requirements outlined in the Member Community Handbook, the Board of Directors has the authority to dissolve the community.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01 **Fiscal Year:** The fiscal year of the Association shall be July 1 to June 30 but may be changed by resolution of the Board of Directors.

Section 7.02 In order to maintain its U.S. federal tax exemption, the association must engage primarily in activities that accomplish one or more of its tax-exempt purposes. 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 charitable tax-exempt purposes, 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, Directors, committee members, members, and employees may be reimbursed for necessary pre-approved expenses related to their duties, and employees may be paid wages and salaries consistent with the Board approved budget. No loan shall be made or contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.

Section 7.03 **Checks, Drafts, and Contracts:** All contracts, check, drafts, or other orders for payment of money by the Association shall be authorized and paid in accordance with the relevant financial policies adopted by the Board of Directors.

Section 7.04 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

ARTICLE VIII RECORDS

Section 8.01 Books and Records: The Association shall keep correct and complete books and records of accounts, and minutes of the proceedings of the Board of Directors, standing committees, and other established Board entities.

Section 8.02 Public Disclosure: After receiving IRS recognition of its federal tax-exemption, the Association shall keep available for public inspection at its principal place of business copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 filed within the past three years. As required by the tax code and regulations, the Association shall either (i.) make such materials widely available to the public, such as by posting on the Internet, or (ii.) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing.

ARTICLE IX BYLAW AMENDMENTS

Section 9.01 Amendments: The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. Proposed amendments will be introduced at one Board meeting and voted upon at a subsequent Board meeting. Any such action shall be upon approval of a two-thirds majority vote at a meeting at which two-thirds of the voting members are present.

ARTICLE X CONFLICT OF INTEREST POLICY

Section 10.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of interest policy applicable to officers, Directors, members of committees of the Board, and employees that shall (i.) define conflicts of interest (including competing financial interests or fiduciary duties); (ii.) require that conflicts be disclosed; and (iii.) require that the conflicted person be recused from any decision-making with regard to the matter.

Section 10.02 Annual Statements: Each Director, Officer, employee, and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person: (i.) has received a copy of the conflict of interest policy; (ii.) has read and understands the policy; and (iii.) acknowledges compliance with the policy.

ARTICLE XI

INDEMNIFICATION

- Section 11.01 Definitions: “Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Association.
- Section 11.02 Right to Indemnification: Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which .i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, (ii.) in the case of a criminal Matter, the person had reasonable cause to believe that their conduct was unlawful, or (iii.) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.
- Section 11.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i.) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 14.02 above; or (ii.) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 14.02 above.
- Section 11.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors, or other lawful representative.
- Section 11.05 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person’s status in such capacity or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE XII **EMERGENCY POWERS¹**

¹This Article adopts the provisions of the DC Nonprofit Corporation Act, § 29-403.03.

Section 12.01 Definition: An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 12.02 Notice: During an emergency, unless the articles of incorporation or bylaws provide otherwise notice of a meeting of the board of directors need be given only to those directors it is practicable to reach and may be given in any practicable manner.

Section 12.03 Authorization: In the event of an emergency, the Board of Directors may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.
- (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.
- (3) One or more officers of the nonprofit corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority.
- (4) Corporate action taken in good faith during an emergency to further the ordinary affairs of the nonprofit corporation: Binds the corporation; and shall not be used to impose liability on a director, officer, employee, or agent.