

INTERNATIONAL ASSOCIATION FOR BUSINESS AND SOCIETY (IABS) BYLAWS

1. MEMBERSHIP

- a. Institutional membership will not be granted.
- b. Single memberships may be held by any individual meeting the membership qualifications as set forth in the constitution.
- c. Membership can be withdrawn upon request.
- d. Membership is attained by application and payment of dues.
- e. Membership cannot be transferred.
- f. All members in good standing shall have the right to attend meetings and to vote.

2. BOARD OF DIRECTORS

The Board of Directors is responsible for maintaining the legal status of the corporation, to include without limitation, the filing of all required federal and state forms, reports, returns or other documents, and replying to all official requests for information in regard to the corporation.

The Executive Committee shall have the sole authority to declare an emergency exists with respect to the business and affairs of the corporation. In the event of an emergency, the Executive Committee may act in the absence of the Board of Directors.

Any decision reached by the Executive Committee shall be promptly reported to the Board of Directors, and is valid until the next meeting of the Board of Directors or until the annual meeting, whichever comes first.

The Board of Directors shall consist of the following voting members: Immediate Past President, President, President-Elect, Conference Chair, Conference Chair-elect, Treasurer, six Representatives at Large and two Representatives of the Fellows. The following shall be non-voting members on the Board of Directors: Secretary, Managing Supervisor of the Operations Manager, Chair of the Membership Committee, Chair of the Communications Committee, and Editor(s) of Business and Society. In the event that an elected member of the board also serves in one of the non-voting positions listed, he or she shall have voting rights.

3. MEETINGS

a. Business Meetings

Sixty (60) days prior to the annual conference, the President will send a notification to all members that the annual business meeting will take place at the conference.

b. Special Meetings

Special meetings in addition to the annual business meeting provided for in the Constitution may be called by the Board of Directors. Notice of the time, place, and agenda of such special meetings shall be transmitted to the members of the Board of Directors at least 20 days prior to the meeting date.

c. Corporation Business

Corporation business may be conducted by regular mail, express mail, electronic mail, facsimile transmissions, telephone, or by other means as approved by the Board of Directors.

d. Parliamentary Authority

All official business of the corporation shall be conducted according to the Constitution, Bylaws, and latest edition of Roberts Rules of Order in that order of precedence.

4. DUTIES OF OFFICERS & OTHER BOARD MEMBERS

a. Immediate Past President

i. The Immediate Past President shall assist the President in the discharge of his/her duties.

ii. In the absence of the President and the President-Elect at a meeting of the Board of Directors, the Immediate Past President shall perform the presidential duties and shall be designated Acting President.

iii. In the absence of the President and the President-Elect at the annual business meeting of the corporation, the Immediate Past President shall perform the presidential duties and shall be designated Acting President.

b. President

i. The President shall preside at all meetings of the corporation and the Board of Directors.

- ii. The President shall be responsible for administrative direction of the corporation, supervising the functions of the other offices, and conducting elections.
- c. President-Elect
- i. The President-Elect shall assist the President in the discharge of his/her duties.
 - ii. In the absence of the President at a meeting of the Board of Directors, the President-Elect shall perform the presidential duties and shall be designated Acting President.
 - iii. In the absence of the President at the annual business meeting of the corporation, the President-Elect shall perform the presidential duties and shall be designated Acting President.
- d. Conference Chair
- i. The Conference Chair shall serve as the Conference Chair of the next annual meeting.
 - ii. The Conference Chair shall be responsible for drafting the procedures and developing the program for the annual meeting. The Board of Directors shall approve such procedures.
 - iii. The Conference Chair shall submit to the Board of Directors a budget for the annual meeting that she/he will chair. The Board of Directors must approve the budget before any expenditures can be made for this annual meeting, expenses for preliminary site visits notwithstanding.
- e. Conference Chair-elect
- i. The Conference Chair-elect shall begin preliminary efforts to secure a conference location and accommodations for the year following the current year, and, if needed, assist the Conference Chair in his/her responsibilities for the annual meeting.
- f. Representatives at Large (RALs)
- i. Representatives at Large shall vote on matters of business before the Board, propose new items of business before the Board and serve on standing committees and task forces as needed.
- g. Treasurer
- i. The Treasurer shall be appointed annually by the Board of Directors and must be a member of the corporation. The Treasurer may serve any number of consecutive terms but may be dismissed at any time by the President with the concurrence of the Board of Directors.

- ii. The Treasurer shall be responsible for the financial records and the corporation's funds.
- iii. The Treasurer shall supervise the preparation of all financial statements.
- iv. The Treasurer shall be responsible for sending an annual report to the members.
- h. Managing Supervisor
 - i. The Managing Supervisor shall be responsible for the performance of the Operations Manager.
 - ii. The Managing Supervisor shall be appointed by the President and must be a member of the corporation. The Managing Supervisor may serve any number of consecutive terms but may be dismissed at any time by the President with the concurrence of the Board of Directors.
 - iii. To the extent possible, the Managing Supervisor must be co-located at the same institution as the Operations Manager.
 - iv. The duties of the Managing Supervisor shall be determined by the Board of Directors and in accordance with any contract for provision of services by the Operations Manager.
- i. Operations Manager
 - i. The Board may assign certain duties enumerated below to a paid Operations Manager acting on behalf of the corporation under the direction of the Managing Supervisor.
 - ii. The Operations Manager shall be responsible for maintaining membership records, financial records, conference registrations, and storage of archived records of the corporation. Additional duties may be assigned by the Board of Directors with the concurrence of the Managing Supervisor.
 - iii. In addition to other duties, the Operations Manager will assist the Conference Chair by managing records and payments for the annual conference; will assist the Treasurer in the preparation of financial reports and execution of financial reviews; will assist the Membership Director in preparation of an annual membership directory; and will assist the corporation archivist in storage of corporation records.
 - iv. The Operations Manager is not a member of the corporation.
- j. Acting President
 - i. In the event that the President, President-Elect and Immediate Past President are absent from a meeting of the Board of Directors or of the

corporation, the Conference Chair shall act as Acting President provided that she/he has written permission to do so from the President or President-Elect.

- ii. In the event that the President, President-Elect, Immediate Past President and Conference Chair are absent from a meeting of the Board of Directors or of the corporation, the Conference Chair-elect shall act as Acting President provided that he/she has written permission to do so from the President or President-Elect.

k. Vacancies

- i. In the event of a vacancy on the Board of Directors the position will be filled by appointment of the Board of Directors.
- ii. Persons so appointed to fill vacancies shall serve the remainder of the open term of office.

l. Financial Authority

- i. The Operations Manager may expend corporation funds up to \$500 acting on behalf of the corporation and only for corporation purposes.
- ii. The Operations Manager must get approval from the Treasurer for expenses in excess of \$500. All payments and reimbursements must be approved by the following individuals: the Operations Manager, the Treasurer, or if the Treasurer is unavailable a member of the Executive Committee. Expenses paid to the Operations Manager or Managing Supervisor must be approved by the Treasurer and documented.
- iii. The Treasurer shall give the President bi-annual unaudited financial statements. The President shall transmit such reports to the other members of the Board of Directors.
- iv. Comprehensive financial reviews shall be conducted on an annual basis and reported to the membership at the annual meeting. Financial review procedures and processes shall be drafted by the Audit Committee and approved by the Board of Directors.
- v. No officer of the corporation shall make a check payable to himself/herself.
- vi. At the discretion of the Board of Directors, the corporation may establish an endowment account. Minimum balances held in the endowment account must be approved by the Board of Directors annually. Withdrawals and transfers from the endowment account require the signatures of two of the following three officers: Immediate Past President, President, Treasurer.

5. ELECTIONS

a. Ballots

- i. The outgoing President shall automatically become the Immediate Past President.
- ii. The ballot for the office of President shall include the name of the President-Elect who shall automatically be nominated and a line for a write-in candidate.
- iii. The ballot for the office of President-Elect shall include the name of the Conference Chair who shall automatically be nominated and a line for a write-in candidate.
- iv. The ballot for the office of Conference Chair shall include the name of the Conference Chair-elect who shall automatically be nominated and a line for a write-in candidate.
- v. The ballot for Conference Chair-elect shall consist of a nominee or nominees and a line for a write-in candidate.
- vi. The ballot for Representatives at Large shall consist of the nominees and an equal number of lines for write-in candidates.
- vii. In the event that any of these officers declines to or otherwise does not stand for election, the Nominating Committee shall nominate one or more persons for said office. In such an event the ballot shall include the names(s) of the nominee(s) and a line for a write-in candidate.

b. Elections

- i. Ballots shall be distributed to the membership prior to the Annual Meeting so that the results can be announced at the annual meeting. Distribution can be via mail, secure e-mail, or secure web site.
- ii. The particular election procedures shall be drafted by the Board of Directors and shall be included with the distributed ballot.

c. Terms of Office

- i. The terms of offices of Immediate Past President, President, President-Elect, Conference Chair, and Conference Chair-elect shall be one year.
- ii. The term of office of Representatives at Large shall be three years, with two new members elected annually.
- iii. The term of office of the Fellows Representatives shall be two years, with one new member appointed annually by the Fellows.

- iv. For the purposes of this section a “year” is the period between annual meetings and may not precisely correspond to a calendar year.

6. COMPENSATION

- a. All work for the corporation by its members shall be considered voluntary and with the exception of the Journal Editor, no office shall receive any pay for work performed for the corporation.
- b. The Board of Directors shall determine the level of pay of the Journal Editor.
- c. At the discretion of the Board of Directors, the corporation may bond the President, Treasurer, Conference Chair, Membership Director, Journal Editor(s), Proceedings Editor(s), Managing Supervisor, and Operations Manager.

7. STANDING COMMITTEES:

- a. The terms of office of the chairs of the Standing Committees shall be for one year. Chairs of the Standing Committees except for the Executive Committee and Nominating Committee may serve any number of consecutive terms, but may be dismissed at any time by the President with the concurrence of the Board of Directors.
- b. The chairs of the Standing Committees except for the Executive Committee and Nominating Committee may appoint the members of their committees with the concurrence of the President. The terms of office of the members of Standing Committees shall be one year. Members may serve any number of consecutive terms, but may be dismissed at any time by the President with the concurrence of the Committee Chair and the Board of Directors.
- c. The President or her/his designee shall be an ex-officio member of all Standing Committees.
- d. There shall be six Standing Committees:
 - i. Executive Committee: This committee shall consist of the Immediate Past President, President, President-Elect, Conference Chair, and Conference Chair Elect. The purpose of the Executive Committee is to engage in strategic planning, develop proposals and recommendations to the board, and make emergency decisions for the corporation until such time that the Board of Directors can meet
 - ii. Nominating Committee: This committee shall consist of the Immediate Past President, President, President-Elect and two members

elected by secret ballot by the members in attendance at the annual business meeting. The chair of the Nominating Committee shall be the President. The role of the nominating committee is to nominate one or more members for the offices of Conference Chair-elect and Representative at Large.

- iii. Communications Committee: The President shall appoint the chair of the Communications Committee with the concurrence of the Board of Directors. Members will include the Newsletter Editor and other individuals who oversee content development of the website, listserv (IABS-L) and social media. The role of the Communications Committee is to facilitate effective communication about IABS and its activities among current IABS members, as well as with other organizations. It will also work in conjunction with the Membership Committee to help promote IABS to those who are interested in IABS' domain but are not currently IABS members, and in conjunction with the Editor(s) of the journal to promote awareness of the journal.
- iv. Audit Committee: The chair of the Audit Committee shall be appointed by the President with the approval of the Board of Directors. The role of the Audit Committee is to receive the comprehensive financial review and report the results to the members.
- v. Membership Committee. The chair of the Membership Committee shall be appointed by the President with the approval of the Board of Directors. The role of the Membership Committee shall be to propose means of increasing and retaining membership and to advise the Board on dues structure.
- vi. Awards Committee. The chair of the Awards Committee shall be appointed by the President with the approval of the Board of Directors. The role of the Awards Committee shall be to recognize outstanding scholarship and other contributions to the field. Awards may be given for outstanding dissertations, best papers at the annual meeting, best papers published in the corporation's journal, and other contributions to the field.

8. NOMINATIONS AND ELECTIONS

- a. The Nominating Committee shall solicit nominations for Conference Chair-elect and Representatives at Large following the annual meeting.
- b. The President shall be responsible for distributing the ballots to all members in good standing, for counting the ballots, for determining the results, for alerting the candidates on the results, and for announcing the results to the membership at the annual meeting.

9. CHANGES IN BYLAWS:

The Board of Directors shall be responsible for proposals of changes in the Bylaws and approval of such changes shall be determined by a majority of the votes cast by the membership in response to a ballot initiative. The ballots can be distributed via regular mail, secure e-mail, or secure web site.

10. FISCAL YEAR

The fiscal year shall end on December 31.