



# International Advertising Association

## By-Laws

Revised as Approved by the IAA Board of Directors at  
their Meeting held virtually July 30 2020

For questions regarding the IAA By-Laws, please contact the IAA Global Office

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### **ARTICLE 1 - NAME & MEMBERSHIP REPRESENTATION**

The name of the organization is the INTERNATIONAL ADVERTISING ASSOCIATION INC., hereinafter referred to as the Association or the IAA. The Association is represented by members from the sectors of advertisers, advertising agencies, media as well as from the related services of the marketing communications industry (e.g. direct marketing, sales promotion, public relations...)



## ARTICLE 2 - PURPOSE

1. The IAA is a non-profit-making Association of members of good character and business reputation, united in a common bond of communications in advertising and marketing as related to the changing needs of the consumer and of the consumer market economy around the world.
  
2. In addition to those expressed in its Certificate of Incorporation, the purpose of the Association shall be to carry out the priorities of its mission. These are:
  - 2.1. **Value of Advertising.** To promote the critical role and benefits of advertising as the vital force behind all healthy economies and the foundation of diverse, independent media in an open society.
  
  - 2.2. **Advocacy.** To protect and advance freedom of commercial speech and consumer choice.
  
  - 2.3. **Advertising Self-Regulation.** To encourage greater practice and acceptance of advertising self-regulation.
  
  - 2.4. **Professional Development.** To take the lead in state-of-the-art professional development through education and training for the marketing communications industry and to encourage the interest of young individuals in the business.
  
  - 2.5. **Industry Forum.** To provide a forum, as the global partnership of marketing communications professionals, to debate emerging marketing communications issues and their consequences in the fast changing world environment.

## ARTICLE 3 - MEMBERSHIP

### Membership Categories

1. There shall be the following categories of membership:
  - 1.1. **Individual Members.** Persons elected upon approval of membership application by a Chapter or by the Executive Committee for admission as a member to IAA. Membership is not transferable.
  
  - 1.2. **National Company Membership.** A Company can apply for membership and nominate persons to represent it upon approval of membership application by a Chapter or by the Executive Committee. Nomination is transferable to other



persons in the same Company upon approval by the Chapter.

- 1.3. **Global, Regional, National Corporate Members.** Businesses - that is companies, corporations, partnerships, proprietorships etc., which have an interest in the marketing communications industry, believe in the principles of IAA and wish to support its work.

There are four categories of Corporate Membership - **Global Compass Membership, Global Corporate Membership, Regional Corporate Membership** and **National Corporate Membership** each with appropriate membership benefits. The Global Compass Members will nominate two Executives to represent them and other categories of members will each designate one Executive to represent them as their Official Representative in IAA affairs. These Official Representatives shall have the rights and privileges of an Individual Member of the Association. The Board will determine the Membership fee for these categories of members from time to time.

- 1.4. **Global Organizational Members.** Organizations - that is associations, societies, foundations, government bureaus etc. - which have an interest in the marketing communications field and wish to associate themselves with the work of IAA. They will each designate an elected official or a staff executive as their Official Representative in IAA affairs. The Board will determine the Membership fee to IAA from time to time.

This Official Representative shall have the rights and privileges of an Individual Member of the association.

- 1.5. **Young Professionals.** Chapters are encouraged to organize a special class of Young Professional Membership. This shall be for young people, of good character and reputation, active in the field of marketing communications, but who may not be in a position to join as Individual Members. The Board will determine the Membership dues to IAA from time to time.

Any Individual Member may propose a Young Professional Member, should they so wish. While there is no minimum age for Individual Membership, Young Professional Members must be less than 35 years of age, but may be lower, to be determined by, and at the discretion of, the local Chapter. They will then be required to pay established dues for Young Professional Membership to the concerned Chapter.

Young Professional Members will be entitled to a discount on registration fees for IAA Congresses and Conferences as determined by the authorities for the meetings. Individual Chapters will determine fees to be paid by Young



Professional members for attending Chapter meetings.

In order to become full Individual Members, Young Professional Members may be duly proposed, seconded and approved. They will then be required to pay established dues for Individual Membership. The membership application fee shall be waived for a Young Professional Member becoming Individual Members of the Association.

- 1.6. **Student Members.** Chapters are encouraged to organize a special class of Student Membership. This shall be for young people below the age of 25, enrolled in an academic program in a recognized tertiary institution.

Local dues, if any for Student Membership shall be determined by the Chapter and retained by them. No global dues will be collected for proven Student Members.

Student Members will be entitled to a discount on registration fees for IAA Congresses and Conferences as determined by the authorities for the meetings. Individual Chapters will determine fees to be paid by Student Members for attending Chapter meetings.

- 1.7. **Global Education Institution Members.** These are academic institutions, which have an interest in the field of marketing and communications and wish to associate themselves with the work of IAA. There will be two categories of membership available: **Global Compass Education Institution Member** and **Global Education Institution Member**. The Global Compass Education Institution Members will nominate two Executives to represent them and Global Education Institution Members will designate one Executive to represent them, as their Official Representatives in IAA affairs. These Official Representatives shall have the rights and privileges of an Individual Member of the Association. The Board will determine the Membership fee to IAA for these categories of members from time to time.

- 1.8. **Academic Members.** Individuals affiliated with recognized educational/academic institutions as instructors in the field of advertising/marketing, elected upon approval of membership application by a Chapter or by the Executive Committee. Academic Membership is not transferable. These members shall have the rights and privileges of an Individual Member of the Association. Academic Members will be entitled to a discount on conference registration fees for IAA Congresses and Conferences as determined by the authorities for the meetings. Individual Chapters will determine fees to be paid for attending Chapter meetings.



- 1.9. **Senior Members.** Members retiring from their active business careers, or who reach the age of 60, whichever is later, who have been members for a minimum of five years preceding their retirement or reaching the age of 60 and whose qualifications as Senior Members are approved by their Chapters or by the Board of Directors.

Senior Members will be entitled to a discount on conference registration fees for IAA Congresses and Conferences as determined by the authorities for the meetings. Individual Chapters will determine fees to be paid for attending Chapter meetings.

- 1.10. **Honorary Life Members.** Individuals nominated by the Awards Committee and approved by the Board of Directors. Honorary Life Members will be entitled to a discount on conference registration fees for IAA Congresses and Conferences as determined by the authorities for the meetings. Honorary Life Members are exempt from paying global membership dues. Individual Chapters will determine fees to be paid for attending Chapter meetings.
- 1.11. The dues to IAA from various categories of Members are provided in Annexure A, which will be applicable from the financial year 2019-20, which could be revised by the Board based on inputs received from members from time to time.

## Membership Procedures

2. Applications for all categories of membership must be submitted as per the format required by the Association. Applications are required to be screened by the local Chapter and endorsed by two members in good standing, one of whom should be either an individual member or a corporate member, who thereby vouch for the eligibility of the applicant.
3. Applications from people living or working within the area of a Chapter shall be submitted for acceptance to the Chapter. Acceptance by the Chapter shall normally confer full rights of membership upon the applicant. However, the Executive Committee or Board of Directors may, at its discretion, deny membership to an applicant in special circumstances, stating reason.
4. Applications from people not living or working within the area of a Chapter shall submit their applications to the Global Office of the Association, which will promptly refer them to the Executive Committee for approval. The Executive Committee or the Board of Directors may, at its discretion, deny membership to any applicant, stating reason.



5. Credentials of Membership will be issued by the Global Office upon receipt from Chapters or from the Executive Committee of properly executed and approved application forms and remittances of parent Association initiation fees and dues.
6. Any applicant rejected by the Chapter or by the Executive Committee, may appeal to the Board of Directors.
7. Membership in the parent Association shall at all times be a pre-requisite for Chapter membership. Any member of the parent Association is automatically eligible to become a member of any Chapter.
8. Any parent Association member located within the area of a Chapter is required to become a member of that Chapter and pay local Chapter dues.
9. Subject to approval of the Chapters involved and to payment of each Chapter's dues, a parent Association member may belong to more than one Chapter.
10. A member may resign from the Association at any time. In the event a member's resignation is received at the Global Office of the Association more than four months after the beginning of its fiscal year, such member shall be charged for dues for the current fiscal year. The IAA's fiscal year is July 1 to June 30.
11. Resignation from the Parent Association shall automatically terminate Chapter membership. Resignations of Chapter members will be accepted at the Global Office only upon confirmation by the Chapter.
12. Members who fail to pay their dues after reasonable notice may be suspended or have their membership terminated.

### **Membership Dues**

13. Parent Association membership dues for Individual, Corporate, Organizational, Young Professional, Education Institution, Academic and Senior Members shall be established by the Board of Directors and are applied to the IAA's fiscal year of July 1 to June 30.
14. Local dues for Individual, National Company, Organizational, Young Professional, Student, Academic and Senior Members shall be determined by the Chapter.



15. Chapters shall be responsible for collecting all dues and fees for the Association within their territories, and for prompt remittance to the Global Office of the prescribed amounts as determined from time to time by the Board of Directors.
16. Membership lists and dues must be received by the Global Office no later than the last day of December, in order for that Chapter to qualify for any and all membership benefits, Board participation, and all voting rights and listing in that year's Annual Directory and database.
17. The Global Office pays to the appropriate Chapter the local dues of each Global and Regional Corporate Member representative.
18. Chapters shall also be responsible for remitting to their Area Secretariats, where applicable, prescribed amounts as determined by their Area Secretariats and authorized by the Board of Directors.
19. Chapters which would prefer to have billing and collecting handled by the parent Association may, with approval of the Executive Committee, delegate this responsibility to the Global Office.
20. Chapters may levy additional dues or assessments in accordance with their own statutes.
21. Members not belonging to a Chapter shall be invoiced directly by the Global Office for parent Association dues. The Global Office must receive individual dues by the last day of December in order for individual members to qualify for any and all membership benefits, all voting rights, and listing in that year's Annual Membership Directory and database.
22. Chapters and Area Secretariats, where applicable, shall maintain accurate records of dues collected and shall maintain a yearly audit in accordance with the Chapter's local laws. However, the Chairman and World President and/or the Treasurer and/or the Vice President/Area Director may call for an audit as per the Association's/Area's audit requirements and the Chapter will bear the cost of such Audit.
23. Funds due to the Global Office shall not be used or withheld to meet Chapter or Area expenses unless as specified under ARTICLE 5 - AREAS, Clause 4.
24. Chapters and Area Secretariats shall maintain a yearly audit and send one copy to the Global Office.



## ARTICLE 4 - CHAPTERS

1. Wherever feasible, IAA members shall be encouraged to group themselves into Chapters. A Chapter can be based on a city, a territory embracing more than one city, or a country.
2. The Chapter is the basic unit from which most of the Association's activities should spring. Chapters shall initiate and carry out their own programs, advancing the mission of the Association.
3. Five members may petition the Board of Directors for authority to organize a Chapter. Following receipt of a petition form carrying the requisite signatures and receipt of payment of the equivalent dues, the Chapter shall be recognized and inaugurated by a Charter issued by the Board of Directors.
4. Chapters will be categorized as A, B, C, D, E based on the number of Individual, Academic, Company nominee Members and National Corporate Members with voting rights as determined by the Board:
  - Category A: 150+, 4 votes
  - Category B: 76 to 150, 3 votes
  - Category C: 31 to 75, 2 votes
  - Category D: 15 to 30, 1 vote
  - Category E: "Start up", 5 to 14, no voting rights
5. The number of members for above determination will be based on Individual Members, Individual Academic Members (Article 1.8), and the cumulative number of nominees to the Chapter for National Company Members (Article 1.2) as well as National Corporate Members (Article 1.3).
6. The Parent organization will be paid annual dues or such amounts as determined by the Board from time to time for each of the membership categories.
7. The Statutes of Chapters shall be in harmony with those of the Association and shall be approved by the Board of Directors.
8. Election by Chapters of their Presidents and other officers shall, where practicable, be completed in January in even numbered years, which are the same years in which the Association's full elections are held.





9. Chapter Presidents shall be elected - or appointed - for a two-year term and may serve one further consecutive term. Further extension must have Executive Committee approval.
  
10. The Board of Directors shall have the right to suspend or revoke the Charter of a Chapter if its membership falls below five, or if its activity is not considered sufficient to justify use of the Association's name, or is in conflict with the purposes and policies of the Association, or if it fails significantly to meet agreed upon administrative and financial responsibilities to the parent Association.
  
11. Chapters are encouraged to form and foster Chapters of their Young Professional and Student Members.

## **ARTICLE 5 - AREAS**

1. The Board of Directors determines the number and boundaries of the Areas. These are Asia/Pacific, Europe, Latin America, Middle-East, Africa, US/Canada. With Board approval, any area will be allowed to split.
  
2. Each area shall be under the jurisdiction of a Vice President/Area Director, who shall be chosen within that specific Area for a two-year term.
  
3. The Vice President/Area Directors shall be responsible for encouraging and supervising all IAA activities within their territories. They will also be expected to establish whatever committee structures or further sub-regional breakdowns of their areas that may be necessary in order to achieve effective volunteer management subject to Board approval.
  
4. Areas may form and finance their own Secretariats, providing approval is obtained from the Board of Directors. Funds for financing such a Secretariat shall be sourced on a local basis, unless the Executive Committee deems it necessary for the Association to financially support the area for a specific period of time towards the welfare of the Association. In such cases, the Executive Committee will decide on the quantum and term of such funding which will be presented with the annual budget to the Board of Directors for approval.

## **ARTICLE 6 - THE BOARD OF DIRECTORS**

1. Chapter representatives as Board Members are principally responsible for running the Association. As Board Members they will act in the best interest of the Association



and will together build the Association as a strong global body to further the objectives of the Association.

2. The management of the Association shall be vested in a Board of Directors constituted in accordance with the procedure described in Article 8. The total strength of the Board will be determined by its composition as follows:
  - Chapter representatives nominated by each Chapter with 15 or more members (excluding Young Professional Members and Student Members) in good standing, based on the size of the Chapters as indicated in Article 4.
  - The A Category Chapter could nominate up to 4 Board Members to account for their 4 voting rights; and similarly B Category Chapter, 3 Board Members; C Category Chapter, 2 Board Members; D Category Chapter, 1 Board Member; E Category Chapter, no Board nomination. In case the number of nominees is less than the prescribed maximum, the number of votes from the Chapter will be counted as per their eligibility irrespective of the nominees provided.
  - Each Global Compass Member will be eligible for two Board positions, while one Board position will be available for every Global Corporate Member. The VP Corporate Members in consultation and agreement with the Chairman and World President will appoint up to two Regional Corporate Members and one National Corporate Member on the Board from the Members available in these categories.
  - Each Global Compass Education Institution Member will be eligible for one Board position; while for every five Global Education Institution Members or part thereof one Board position will be available, and the Chairman and World President will select and appoint the Board member(s) based on what he/she considers is in the best interests of IAA.
  - 4 Officers - Chairman and World President, Senior Vice President, Secretary and Treasurer, elected by the outgoing Board.
  - Vice President/Corporate Members elected by all Corporate Members.
  - Vice President/Area Directors elected by the Chapters of their areas.
  - Vice Presidents for specified portfolios nominated by the incoming Chairman and World President, in consultation with the Executive Committee, and confirmed by the incoming Board.
  - 2 Directors-at-Large selected by the incoming Board.
  - 2 Ex-Officio Members - the Immediate Past Chairman and World President, and the Managing Director (the Managing Director will be a non-voting Director).



- Young Professionals will be represented by region in the elected capacity of Area Directors.
  - These elected Young Professional Regional Area Directors will hold non-voting seats on the Board of Directors.
  - One Voting right and privilege will be held by the Vice President Young Professionals appointed by internal election between the Young Professionals Area Directors and approved by the Chairman and World President.

The process for election or nomination of Directors shall be governed by the rules set out in Article 8 - Elections.

3. Whenever a Chapter has 15+ Members in good standing, it is entitled to have representative Board Member/s based on the size of the Chapters, as indicated in Article 4, to attend the next scheduled meeting. Whenever a Chapter's number of Members in good standing falls below 15 and/or its category level, it should be allowed to retain its Board seat/s for the rest of the fiscal year.
4. Sixteen weeks (16) prior to the Elections, each Chapter designates its Board Representative/s and informs the Global Office by letter, with copies to the Chairman and World President, the Chapter's Area Director and the Managing Director. These Representatives can be the Chapter President or any other member designated by the Chapter and automatically becomes the Chapter's Board Member. Alternates may attend Board meetings, except for Election Meetings, where a proxy must be sent to a person physically attending the meeting.
5. A Chapter may at any time designate a new appointee as its Board Representative. The Chapter must inform by letter the Global Office, with copies to the Chairman and World President, Senior Vice President, Secretary, Treasurer and the relevant Vice President/Area Director.
6. Directors-at-Large need not be chosen until the first full Board meeting of the new term. They should be selected by the Chairman and World President and confirmed by the incoming Board.
7. The Board shall elect three officers, Senior Vice President, Secretary and Treasurer in accordance with the procedure described in Article 8.
8. The Board of Directors shall prescribe such rules affecting the affairs and conduct of the Association and its subordinate units as may, in its judgment, from time to time become necessary.



9. The Board of Directors will be elected for a period of two years. The Board of Directors shall have the power to appoint such Committees and prescribe their responsibilities. The Members of such committees will serve without compensation. Standing Committee appointments shall be for two-year terms in even numbered years. The Chairman and World President, the Senior Vice President and Managing Director shall be ex-officio Members of all Committees, except the Elections Committee.
10. The Executive Committee shall appoint a Managing Director, and such appointment shall require the ratification of the Board of Directors.
11. Health of Chapters will have to be constantly monitored by the Board and in this regard, the Global office or the Treasurer would seek data from time to time on various parameters and the Chapters are expected to share such information. Further the Chapters would need to follow “The Chapter Health Criteria” prescribed by the Treasurer or the Global Office from time to time so as to ensure that some corrective steps are taken should the Chapter’s financial health appear to deteriorate.
12. The failure to comply with the requirements will result in the Executive Committee suspending the rights and privileges to use the IAA Name/Trademark until the local Chapter provides evidence to the association of its ability to mend its ways and the IAA Global dues are paid. This will have to be done in a time bound manner as determined by the Executive Committee, which in normal circumstances will not exceed four months and could include appointment of a new Chapter President and team of office bearers, and also payment of the requisite dues as determined by the Executive Committee. If no concrete action is evident, the Executive Committee has full authority to permanently withdraw the failing Chapter’s IAA license to use its trade name and mark and formally order closure of the said Chapter. However, at a future date another Chapter in the same country or city could be opened by IAA as determined by the Executive Committee without any reference or consultation with the earlier people involved in the erstwhile Chapter.
13. The Board of Directors shall serve as a Court of Appeals to decide all questions affecting the Association and its activities, and its decisions shall be final.
14. The Board of Directors shall have the accounts of the Treasurer audited at least once every year by an independent authority.
15. The Board of Directors shall have the power to suspend or expel from the membership of the Association any elected Officer, Vice President, Executive Committee Member or Director who is incapacitated or unable to perform his/her duties, or whose conduct as an Officer or Director may be deemed prejudicial to the welfare of the Association.



16. The Chairman and World President of the Association shall preside at all meetings of the Board of Directors and Executive Committee. In the absence of the Chairman and World President of the Association the Senior Vice President will preside.
17. The Senior Vice President shall assume the office and title of Chairman and World President-elect only 90 days before the Business Meetings held at the end of his/her term. The Senior Vice President shall assume the office and title of Chairman and World President at the inaugural Board meeting of his/her term.
18. In the event of the incapacitation or death of the Chairman and World President, the Senior Vice President shall assume the office of the Chairman and World President for the remainder of the unexpired term and shall remain in office through the following term.
19. In the event of the incapacitation, expulsion, suspension or death of any of the elected positions, the Board of Directors shall set up a process for an alternative who shall serve in that position for the remainder of the unexpired term; and who, in the case of the Senior Vice President, will assume the office of the Chairman and World President on the subsequent Board.
20. The Board of Directors shall hold an Annual meeting; and specifically an organizing meeting shall be held as soon as feasible following the election and appointment of Directors. Additional regular meetings may be scheduled by the Chairman and World President at the suggestion of the Managing Director or the Executive Committee. In circumstances, when physical meetings are not possible or not warranted, Board meetings can be held in virtual e-platforms or through video conferencing, provided that the meetings are convened with regular notice and agenda of such meetings are circulated in advance. All Board meetings will be convened with three weeks-notice along with agenda items to be discussed.
21. Special meetings shall be called by the Chairman and World President upon written request of 25% of the Members of the Board of Directors, or at the discretion of the Executive Committee.
22. One third of the Board of Directors, present in person or virtually, constitutes a quorum for a Board meeting. Directors may not be represented by alternates or proxies, except for elections of Officers and Directors at Large and amendments to the By-Laws and Certificate of Incorporation of IAA, when proxies are permitted.
23. In the event that fewer than one half of the total number of Directors are present during consideration of a possible reversal of a substantive decision made at a previous Board meeting, or a radical change of policy, or the replacement of an



elected position, the views of absent Directors shall be sought in writing, either prior to, or after, the Board meeting, and taken into account in final determination of the issue. A minimum of 21 days shall be allowed for expression of the views of absentee Directors.

The proposal shall be considered as accepted when at least one half of the Board has thus approved it.

## **ARTICLE 7 - THE EXECUTIVE COMMITTEE**

1. While the Board is the top decision making body, the planning and implementation of various initiatives of the Association rest with the Officers of the Association, who constitute the full voting Members of the Executive Committee. These are:
  - Chairman and World President
  - Senior Vice President
  - Secretary
  - Treasurer
  - Vice President Corporate Members
  - Vice President/Area Director Asia-Pacific
  - Vice President/Area Director Europe
  - Vice President/Area Director Latin America
  - Vice President/Area Director Middle East
  - Vice President/Area Director Africa
  - Vice President/Area Director USA/Canada
  - Immediate Past World President
  - Managing Director (non-voting)
  
2. Members of the Executive Committee shall have the duties, responsibilities and privileges customary to their titles. Each member of the Executive Committee will report to the Chairman and World President, and in his/her absence to the Senior Vice President. They will be accountable to the Board of Directors. The Chairman and World President, in consultation with the Senior Vice President, will determine their tasks and responsibilities, and will set the goals to be achieved by them during their term.
  
3. The Executive Committee will have the support and advice of Past World Presidents of the Association, who have contributed immensely to the growth and well-being of the Association and they represent the reservoir of past experience and knowledge of the Association. This Past World Presidents Committee will be called Presidents'



Council of the Association. Past World Presidents who have not demonstrated their continued involvement in IAA by continuing to be members of IAA, will not qualify to be part of the Presidents' Council. The Presidents' Council will be headed by the Immediate Past World President and will act as its Chairman. The Chairman of IAA Presidents' Council will convene such meetings as needed to advise the Executive Committee from time to time. The Chairman and World President, Senior Vice President, Secretary and Treasurer are also Members of this Presidents' Council. All Members are expected to meet their travel and other expenses to take part in such meetings. The Presidents' Council Members are invitees to all Executive Committee and Board Meetings but without voting rights, unless otherwise they are eligible to vote.

4. The Chairman and World President, in consultation with the Executive Committee, may at their discretion, invite other Vice Presidents and Directors to attend Executive Committee meetings, but without the right to vote on the Executive Committee. Such Vice Presidents, if not already Board Members, will however become full voting Members of the Board.
5. Vice Presidents shall have the duties, responsibilities and privileges customary to their titles. They will report to the Chairman and World President, and in his/her absence to the Senior Vice President; and will be accountable to the Board of Directors. If any Vice President so appointed is not performing well the tasks assigned, the Chairman and World President in consultation with the Executive Committee can annul this appointment and appoint someone in this place if so needed, which could be ratified at the next Board meeting. On such annulment by the Executive Committee, the concerned Vice President will lose his/her right to vote at the Board meeting, if he/she otherwise is ineligible.
6. Executive Committee meeting must be held physically as much as possible. When circumstances dictate these meetings can be held over virtual electronic platforms or video conferencing. 50% of the total number of full voting Members of the Executive Committee constitutes a quorum either physically or through virtual platforms. In the event, a voting member of the Executive Committee is unable to attend a meeting where a vote will take place, that member of the Executive Committee may in writing authorize that his/her vote be cast by his/her appointed proxy, who is another member in the Executive Committee, on that issue.
7. The Executive Committee shall have the authority to act on behalf of the Association when the Board of Directors is not in session, subject, however, to the ratification of its actions by the Board of Directors at its next Regular or Special meeting.
8. The Executive Committee shall not have the power to reverse or alter a decision of the Board of Directors taken within the current fiscal year nor to suspend any Officer or Director, without submitting the issue to the Board: nor shall the Executive Committee have the power to authorize the expenditure of any monies over the



amount budgeted and approved for that category of expense, except as may be authorized from time to time by the Board of Directors.

## ARTICLE 8 - ELECTIONS

1. An Elections Committee shall be established as a standing committee of the Board. The Vice President Elections and Chairman of the Elections Committee, a Board member, not holding any elected office, shall be appointed by the Chairman and World President and confirmed by the Executive Committee at the Incoming Board Meeting every two years.
2. The term of the Elections Committee will commence with the incoming Board every two years. The Chairman of the Elections Committee and the Senior Vice President will propose other Members to the Committee, not holding any elected office, one from each of the IAA areas, who will be put to the Executive Committee for ratification.
3. The fundamental role of the Elections Committee is to provide up to three candidates from the current Board membership for the offices of Senior Vice President, Secretary and Treasurer.

The Vice-President Elections and Chairman of the Elections Committee will consult widely with the IAA leadership and membership. This, together with their representation on the Committee will ensure that the views of all the areas are taken as much as possible into consideration.

4. The Chairman of the Elections Committee will request from all Board Members nominations by a specified date for candidates for the office of Senior Vice President, Secretary and Treasurer. This deadline will be strictly enforced and nominations received after the deadline will be disqualified. Each Board member may only nominate one candidate for each of the above offices.
5.
  - 5.1. The Chairman of the Elections Committee will consolidate the nominations and distribute to the Committee Members for deliberation and consultation.
  - 5.2. Each candidate must receive at least 3 nominations to qualify for consideration by the Elections Committee for the officer of Senior Vice President, Secretary and Treasurer.
  - 5.3. In addition each candidate must receive nominations from at least two of the IAA geographic regions.



5.4. In the event that no nominee, for any of the above posts, meets either or both of the criteria as spelt out in 5.2 and 5.3 above, the Elections Committee will consult the IAA Executive Committee for its guidance and will modify these requirements, for that one year only, as per the decision of the IAA Executive Committee.

6.

6.1. The mission of the Elections Committee is to use its best judgement in choosing the most qualified candidates for the three offices. The Elections Committee will support each candidate that it presents for the slate (up to 3 for each position) with a CV and rationale submitted to the Board prior to the elections. (The most references will not necessarily be the qualifying criteria).

6.2. Upon the receipt of qualified nominations and prior to the committee's deliberations, the Chairman of the Elections Committee will seek a 'no objection letter' from each of the shortlisted candidates so as to determine if the candidate is willing to stand for election. It will be clarified to each nominee that the 'no objection letter' is not a confirmation of a position on the slate.

6.3. The Elections Committee will support each candidate nominated (up to 3 for each position) with a CV and rationale submitted to the Board prior to the elections.

6.4. If the VP Elections or any member of the Elections Committee is a qualified nominee for any of the 3 offices to be elected, and if he/she has sent in a 'no objection letter', then he/she is to stand down from the Elections Committee and an alternative appointed by the Chairman and World President and confirmed by the Executive Committee.

7.

7.1. The Elections Committee will collect, up to sixteen (16) weeks prior to the elections, candidacies for the positions of:

- Senior Vice President (Chairman and World President after two years)
- Secretary
- Treasurer

They will be elected/voted by the outgoing Board at its last meeting.

7.2. In order to give all Areas the chance to participate in the management of the IAA, motivating thus their participation in international affairs, the following measures apply henceforth:

- No Area can succeed itself in the position of Chairman and World President



- The Chairman and World President and the Senior Vice President cannot hold office for more than one two-year term
- With the exception of the positions of Chairman and World President and Senior Vice President, all the elected positions of Treasurer, Secretary, Vice Presidents/Area Directors and Vice President/Corporate Members have a term- limit of three successive two-year terms
- All appointed positions of Vice Presidents have a term-limit of three successive two-year terms

Extensions of terms of any of the above are subject to approval of the Board.

- 7.3. The Elections Committee will vote up to twelve (12) weeks to the Elections and the Chairman will present a list of up to three qualified candidates within fourteen (14) days of the Committee vote for each of the positions to the Chairman and World President, Senior Vice President, Secretary, Treasurer and the Global Office.
- 7.4. Each Board Member will have received from the Global Office bio details of all qualified candidates, together with voting instructions and proxy forms, in advance of the Elections meeting. The Members present at the meeting in person or virtually or by proxy will vote for their candidates by secret ballot. When voting is completed, the counting will be carried out by the Chairman of the Elections Committee and its Members, in the presence of the World Secretary. When voting takes place virtually through e-platforms, sanctity of secret ballot will be maintained making use of technology available. Voting shall be decided by simple majority of the votes properly cast.
- 7.5. In the case where there are two or three candidates, the winner is the candidate obtaining a majority of the number of votes cast.
- 7.6. In case of a tie vote between the candidates, another round will be necessary after each candidate makes a personal presentation of five minutes on his/her program, in the absence of other candidates.
- 7.7. If there is still a tie, a High Committee of the outgoing Board will be formed out of the Chairman and World President, Senior Vice President, Secretary, Treasurer, the Vice President/Area Directors and the Vice President/Corporate Members. They will meet and vote, with no abstentions permitted. If one of the Members of this High Committee is also a candidate and is already in a tie, or is absent from the meeting, he/she will be replaced by a member of his/her Chapter and/or Area. The winner from those who are present is the candidate obtaining more than five of the votes. In the event of a tie once again, the Chairman and World President will make the deciding vote.



8.

8.1. The Vice President/Area Directors are elected by the Chapters of their own area. In even years, thirteen (13) weeks to the Elections, the Global Office announces to the Chairman of the Elections Committee and to each Vice President/Area Director the number of Chapters that are valid in the Area (15 or more Members in good standing.)

The voting power of each Chapter is:

- Category A: 150+, 4 votes
- Category B: 76 to 150, 3 votes
- Category C: 31 to 75, 2 votes
- Category D: 15 to 30, 1 vote
- Category E “Start up”, 5 to 14, no voting rights

This power can be exercised by the Chapter irrespective of the number of nominees that may have been formally brought in to the Board under Article 6.2.

8.2. Twelve (12) weeks prior to the Elections, the Chairman of the Elections Committee addresses a letter to all validated Chapter Presidents with copies to the Managing Director and Vice President/Area Directors, and asks the Chapter Presidents to nominate a candidate for the next Vice President/Area Director for their respective region with a time limit of two (2) weeks for submission of nominations. Upon receipt of nominations by the stipulated deadline, ten (10) weeks prior to the Elections, the Chairman of the Elections Committee sends the list of nominations so received to all Chapter Presidents for their region, with copies to the Managing Director and Vice President/Area Directors, asking for a vote by eight (8) weeks prior to the Elections date.

8.3. The Chapters cast their votes and send them to the Chairman of the Elections

Committee along with a copy to the Managing Director. The candidate with the largest number of votes per region is elected Vice President/Area Director for the region and the results are announced by the Chairman of the Elections Committee to the Board of Directors and Chapter Presidents, by mail, within a week of the elections.

8.4. In case there is a tie between two candidates, the winner will be the member with the greatest length of IAA membership. If a Vice President/Area Director resigns before the end of the mandate, there must be new elections.



9.

9.1. The Vice President/Corporate Members is elected by all Corporate Members in good standing (Article 6.2).

9.2. In even years, sixteen (16) weeks to the Elections, the Global Office, having checked the number of fully paid Global, Regional and National Corporate members, establishes the Corporate Members valid to vote. It sends this list to the Chairman of the Elections Committee, the current Corporate Member Board Representatives and to the Chairman and World President, Senior Vice President, Secretary and Treasurer.

9.3. The voting power of each Corporate Member is:

- Global Compass Members: 2 votes each
- Global Corporate, Regional Corporate and National Corporate: 1 vote each

This power can be exercised by the Corporate Member irrespective of the number of nominees that may have been formally brought in to the Board under Articles 4.4 and 6.2.

9.4. Fourteen (14) weeks prior to the Elections, the Chairman of the Elections Committee and the Executive Committee, with the assistance of the Managing Director, will solicit nominations from Corporate Members' Board Representatives for the election of Vice President/Corporate Members.

9.5. The process of election of the Vice President/Corporate Members will be under the responsibility of the Chairman of the Elections Committee with the assistance of the Managing Director. The Vice President/Corporate Members must be elected by eight (8) weeks prior to the date of the Elections.

The result of the election of Vice President/Corporate Members is announced by the Chairman & World President to the Board of Directors and the Corporate Members, by mail, within a week of the completion of this process.

In case there is a tie between two candidates, the winner will be the Corporate Member with the greatest length of IAA membership. If the Vice President/Corporate Members resigns before the end of the mandate, there must be new elections.

10. Appointments to additional Vice-President positions will be made by the in-coming Chairman and World President, in consultation with the Executive Committee, and they will be put to the in-coming Board of Directors for their confirmation. Once approved by the Board, appointed Vice Presidents shall serve on the Executive



Committee as non-voting Members. However, they will serve on the Board of Directors as voting Members.

11. The election of the three Officers, for the positions of Senior Vice President, Secretary and Treasurer, shall take place by secret ballot at the final meeting of the outgoing Board.
12. Upon verification of each voting card, votes will be cast in the ballot box provided. When voting is completed, the ballot box shall be removed for the counting, which will be carried out by the Chairman of the Elections Committee and its five Members in the presence of the World Secretary. Voting shall be decided by simple majority of the votes properly cast.
13. Elected Officers may serve up to three two-year successive terms. Any extension is subject to Board Approval. However, the Chairman and World President shall not serve more than one term. All appointed Vice Presidents may serve up to three successive two-year terms in the same position and in any case no more than five two-year terms. They shall all serve without compensation.
14. Directors shall be elected or appointed for two-year terms, and may serve successive terms. They shall serve without compensation as Directors, with the exception of the IAA Managing Director.
15. The Board of Directors, or the Executive Committee when the Board is not sitting, shall have the power to fill any vacancy in the ranks of Officers and Directors. Any Officer or Director so appointed, shall serve until the regular election or appointment of his/her successor.

## **ARTICLE 9 - DUTIES OF EXECUTIVE STAFF**

1. Appointed and remunerated executive staff shall serve at the discretion of the Executive Committee
2. The IAA staff shall have the duties, responsibilities and privileges customary to their titles and as determined by the Managing Director in consultation with the Chairman and World President. These duties may be reviewed from time to time by the Executive Committee.
3. The Managing Director, appointed by the Executive Committee and confirmed by the Board of Directors, shall be responsible for the work and administration of the Global Office.



4. The Managing Director will report to the Chairman and World President and in his/her absence to the Senior Vice President. He/She will be accountable to the Board of Directors and the Executive Committee. The Chairman and World President, in consultation with the Senior Vice President, will determine the Managing Director's tasks and responsibilities, and will set the goals to be achieved during the term.
  
5. The salaries and terms of employment of staff executives of the Global Office shall be determined by the Executive Committee, or by the Board of Directors on any aspects beyond the Executive Committee's authority.

## **ARTICLE 10 - AMENDMENTS**

1. The Certificate of Incorporation or these By-laws may be amended at any Regular or Special meeting of the Board of Directors, by the affirmative vote of a minimum of one half of the Directors, either in person or by proxy as described in Article 6, Clauses 22/23 above.

## **ARTICLE 11 - INDEMNIFICATION**

1. Each Director and Officer of the Association, including any paid Officers, shall be indemnified by the Corporation against all judgments, costs and expenses reasonably incurred by or imposed upon him/her, in connection with any actions or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or Officer of the Association, unless it be adjudged by the Board of Directors that he/she was derelict in the performance of his/her duties as such Director or Officer, either paid or serving without compensation.



## ANNEXURE A

The Board at its meeting on 19th February 2019 in Kochi, has determined the following dues as payable for various categories of membership:  
(all amounts mentioned in US\$)

1. Individual Member: 200
2. Chapters dues based on Categories:
  - A: (150+ members) 25,000
  - B: (76 -150 members) 15,000
  - C: (31-75 members) 8,000
  - D: (15 -30 members) 3,000
  - E: (5 -14 members) 1,000
3. For each Young Professional Member: 25 (payable by Chapter)
4. Corporate Members:
  - Global Compass Members: 50,000
  - Global Corporate Members: 20,000
  - Regional Corporate Members: 10,000
  - National Corporate Members: 5,000
5. Global Organizational Members: 5,000
6. Education Institution Members:
  - Global Compass Education Institution Member: 20,000
  - Global Education Institution Member: 10,000
  - Academic Member (Individual): 200

Valid from the financial year 2019-2020, unless further modified by the Board.