



promoting the power  
of facilitation worldwide

# International Association of Facilitators

## Bylaws

### Article I Name and Purpose

#### Section 1.01 – Name

The name of this organization is the International Association of Facilitators.

#### Section 1.02 – Registered Office

The Association's registered office is located in the state of Minnesota in the United States of America.

#### Section 1.03 – Purposes

The purposes of the International Association of Facilitators include:

- a. Giving credibility to and furthering the work of the field of professional group facilitation based on participatory technologies.
- b. Providing a network to foster interchange between professional practitioners in the field.
- c. Developing appropriate opportunities, methodologies, models, tools and modes that support the practice of exemplary participatory facilitation.
- d. Promoting international support and interchange among professional facilitators.

#### Section 1.04 – Restrictions

- a. As a non-profit corporation exempt under Section 501(c)(6) of the United States Internal Revenue Code, no part of the Association's property, assets, or net income shall inure to the benefit of any private person or individual except that the Association is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
- b. All policies and activities of the Association shall be consistent with all applicable legal requirements.

### Article II Members

#### Section 2.01 – Qualifications

Membership in the Association is available to persons anywhere in the world actively engaged in, related to or interested in the art and practice of the various forms of facilitation and their applications. Such persons become and remain members when their application for membership is submitted to and accepted by the Association so long as their dues are currently paid and they adhere to organizational policies.

## **Section 2.02 – Rights and Privileges**

1. Membership includes:
  - a. The ability to vote on all matters brought before the membership for a vote, including elections of Officers and Directors, amendments to these bylaws, and other matters brought before the membership.
  - b. The ability to serve as an Officer or Director of the Association and on committees of the Association.
  - c. Access to the members-only benefits established by the Board of Directors, such as the member-only section of the IAF-world website.
  - d. Any rights and privileges provided elsewhere in these bylaws or designated by the Board of Directors.
2. Membership does not include any right, title or interest in or to the property of the Association.

## **Section 2.03 – Dues**

Members shall pay annual dues in such amount as may be established by the Board of Directors. Members shall receive a renewal notice 30 days prior to membership expiration, and shall have 60 days in which to make payment.

## **Section 2.04 – Termination**

Membership and all rights of members shall automatically terminate upon voluntary resignation, death of the member, or failure to pay dues as required. A member terminated because of voluntary resignation or failure to pay dues may reapply at any time.

## **Article III Meetings**

### **Section 3.01 – Annual Meeting**

The Annual Meeting of the members shall be held during one of the Association's global conferences designated for that purpose by the Board of Directors.

### **Section 3.02 – Special Meetings**

A special meeting of the members, either face-to-face or by electronic means, may be called at any time by the Chair or by the Board of Directors for any purpose, unless otherwise prescribed by statute. A special meeting may also be called by 50 members in good standing. A special meeting shall be held within 30 days of receipt of a demand for a special meeting, at a time and place designated by the Board of Directors.

### **Section 3.03 – Notice and Waiver of Notice**

1. The Board of Directors must give Association members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.
2. Any required notice may be waived, at any time, in writing, by those persons entitled to the notice. A person's attendance at a meeting is considered waiver of notice of that meeting, unless that person has objected to the meeting, prior to its start because the meeting is not lawfully called or convened, and does not participate in the meeting.

### **Section 3.04 – Quorum**

At each member meeting, a minimum of fifteen percent (15%) of the membership present in person shall constitute a quorum for the transaction of business except where a greater percentage may be required by statute. For electronic voting, all current members with email addresses must be sent a ballot and a quorum is a minimum of fifteen percent (15%) of those members.

### **Section 3.05 – Procedures for Discussion and Decisions**

The Association shall use participatory processes, which reflect the values of the Association and as defined in policy by the Board of Directors, for the conduct of all meetings.

## **Article IV Board of Directors**

### **Section 4.01 – General Powers**

The governing body of the Association is the Board of Directors, which has authority and is responsible for the supervision, control and direction of the Association, consistent with the general directions provided by the membership.

### **Section 4.02 – Composition and Qualifications**

The Board of Directors consists of the four officers (see Article V), one coordinator for each strategic initiative, and one designated representative from each IAF Region. All Directors must be members in good standing, and must agree to support the purposes of the organization as stated in Section 1.03.

### **Section 4.03 – Election and Term of Office**

Directors serve staggered terms. They are elected annually by the members, by electronic voting in advance of a designated meeting. With the exception noted in Section 5.03, each Director shall hold office for two years and may be elected or appointed to two subsequent consecutive terms.

Regional Directors are selected by the members of their region during the annual election process.

### **Section 4.04 – Resignation**

A Director may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall take effect at the time specified in the notice; and, unless otherwise specified, acceptance of such resignation is not necessary to make it effective.

### **Section 4.05 – Removal of Directors**

Any Director may be removed, without cause, at any time by a vote of a majority of the Board of Directors, at a special meeting of the Board called for that purpose.

### **Section 4.06 – Vacancies**

A Board vacancy caused by any reason may be filled by a vote of the remaining Directors. A Director so chosen shall hold office for the remainder of the unexpired term of the replaced Director, or until his or her successor is duly elected.

#### **Section 4.07 – Meetings**

The Board shall meet at least four times per year at whatever time and place it selects. At least one meeting each year shall be held face-to-face; the remaining meetings may be conducted via electronic means as allowed by Minnesota state law. The presence of one-third of the Directors constitutes a quorum. The act of a majority of the Directors present at any meeting, at which a quorum is present, shall be the act of the Board. Voting by electronic means is allowed. Proxy voting by Board members is allowed under the following conditions:

- a. Only a Board member may be assigned the proxy vote of another Board member for use during a meeting of the Board of Directors.
- b. The conditions and time limit of the proxy vote must be specified in writing (electronic or paper) from the Board member who is assigning his or her proxy vote to the Board member who is to hold the proxy vote.
- c. The conditions and time limit of the proxy vote, along with the name of the Director who is to hold the proxy vote, must be communicated by the Board member who is assigning the proxy vote in writing (electronic or paper) to the Chair and Secretary of the Board no less than 24 hours before the proxy vote is to be first exercised.
- d. A proxy vote cannot be subsequently transferred without the written approval (electronic or paper) of the Board member who originally assigned the proxy vote, and the authorization of the transfer communicated to the Chair and Secretary of the Board no less than 24 hours before the proxy vote is to be first exercised by its new holder.
- e. It is understood that assignment of a proxy vote does not constitute attendance at a meeting of the Board of Directors for the purposes of Section 4.09.

#### **Section 4.08 – Executive Session**

Meetings of the Board of Directors are generally open to all IAF members. However, the Board shall have the right to go into Executive Session at its discretion and to prohibit attendance by anyone other than the members of the Board and at the Board's discretion, such contractors, employees, or others as the Board may authorize.

#### **Section 4.09 – Participation**

Directors are expected to participate in at least 75% of the Board meetings each year. Failure to meet the participation requirement during a twelve-month period is considered an automatic voluntary resignation from the Board.

#### **Section 4.10 – Conflict of Interest**

Directors will strive to avoid involvement in issues in which they have a conflict of interest or an appearance of such conflict. This includes doing business with third parties in which Directors' and key contractors' spouses, dependents, or other relatives are involved. Directors shall annually declare any potential conflicts of interest and will recuse themselves from voting on any issues that might relate to these declared conflicts.

#### **Section 4.11 – Compensation**

Directors do not receive compensation for their services.

## Article V Officers

### Section 5.01 – Positions

The officers of the Association are a Chair, Vice Chair, Secretary, and Treasurer.

### Section 5.02 – Qualifications

Officers must be members of the Association in good standing. No person may hold more than one office at the same time. Officers may serve consecutive terms.

### Section 5.03 – Election and Term of Office

With the exception of the Chair, Officers are elected by the Association's members in the same manner as Directors. Officers serve a two-year term or until their successors are duly elected and qualified. Terms of office shall be staggered so that one-half of the officers are elected in any given year. The Chair serves two years and is selected by the Board of Directors, from amongst the Board of Directors, one year prior to becoming Chair to hold the position of Vice Chair for one year prior to becoming Chair.

### Section 5.04 – Duties

The Officers perform those duties that are usual to their positions and that are assigned them by the board of Directors.

### Section 5.05 – Resignations

An Officer may resign at any time by giving written notice of the resignation to the Chair, or Secretary. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified, acceptance of such resignation is not necessary to make it effective.

### Section 5.06 – Removal

An Officer may be removed, without cause, by a majority of the Board of Directors at a meeting called for that purpose. Such purpose shall be stated in the meeting notice.

### Section 5.07 – Vacancies

A vacancy in the Chair position shall be filled by the Vice Chair. A vacancy in any other office for any reason shall be filled by a vote of the Board of Directors. An Officer so chosen shall hold office for the remainder of the unexpired term of the replaced Officer, or until his or her successor is duly elected.

### Section 5.08 – Compensation

Officers do not receive compensation for their services.

## Article VI Committees and Workgroups

### Section 6.01 – Executive Team

The Executive Team is composed of the Officers of the Association, plus the Executive Director, as a non-voting member. It may act in the place of the Board of Directors when that authority is designated by the Board, or in emergency matters where its action is temporary and subject to subsequent approval by the Board at its next meeting.

## **Section 6.02 – Nominating Committee**

The Nominating Committee is chaired by an IAF member chosen by the Board, and is composed of 3 to 7 people who represent the diversity of the membership and who are appointed by the Committee Chair. The Nominating Committee prepares a slate of candidates for Director and Officer positions, based on:

- Succession planning from current Board members
- Solicitation of the general membership asking them to submit qualifications and experiences.

The slate is presented to the Board by October of each year to be voted on at the annual meeting or via an electronic ballot as determined by the Board.

## **Section 6.03 – Strategic Initiatives and Projects**

Strategic Initiative Directors may appoint members to work groups to help accomplish the goals of the Association.

## **Section 6.04 – Other Committees and Work Groups**

Other committees and work groups may be appointed or disbanded by the Board of Directors as necessary to accomplish the work of the Association. The Board is responsible to assure that appropriate structures about team membership, authority and procedures are developed and implemented for each committee.

## **Article VII Executive Director**

### **Section 7.01 – Designation**

The Board may select and contract for or employ the services of an Executive Director. It is responsible for monitoring the Executive Director's performance, and for setting compensation.

### **Section 7.02 – Duties**

The Executive Director shall serve as the chief administrative officer of the Association, and have the responsibility and authority to make the operational decisions required to execute the work of the Association, and shall have such other powers as may be delegated by the Board of Directors.

## **Article VIII Miscellaneous Provisions**

### **Section 8.01 – Books and Records**

All official documents shall be kept at the Association's registered office.

### **Section 8.02 – Audit**

The Board of Directors shall cause the records and books of account of this corporation to be audited by an independent certified public accountant at least every three years.

### **Section 8.03 – Fiscal Year**

The Association's fiscal year is the calendar year.

### **Section 8.04 – Chapters**

The Board may determine rules and procedures for the creation of local chapters within the Association.

## Article IX Dissolution

### Section 9.01 – Process

Should dissolution of the Association become necessary, the Association shall be dissolved pursuant to the relevant provisions of the Minnesota state statutes.

### Section 9.02 – Distribution of Assets

After paying or adequately providing for the payment of all of its liabilities, the remaining assets of the Association shall be distributed to one or more non-profit corporations that are engaged in activities substantially similar to those of the Association, following a plan of distribution adopted as provided in the relevant sections of the Minnesota state statutes.

## Article X Amendments

### Section 10.01 – Proposals

Amendments to the bylaws may be proposed by the Executive Director working with the Executive Team, by any standing committee of the Association, or by a petition signed by at least fifty members in good standing.

### Section 10.02 – Procedures

An amendment proposed by the Executive Team shall be voted upon by Association members after it has been approved by a majority of the Board of Directors. A petition from the members to amend the bylaws shall be subject to legal review prior to being voted upon by Association members. Written notice of the text of any bylaws amendments shall be provided to members at least 30 days before consideration.

### Section 10.03 – Voting

Amendments may be voted on by members, at the annual business meeting, by a special meeting called for that purpose, or through an electronic poll as stated in Section 3.04.

### Section 10.04 – Adoption

Unless otherwise specified, a proposed amendment becomes effective as soon as it has been approved by the members.

## Document history

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