

**International Association of
Audio Information Services (IAAIS)**

A 501(c)3, not-for-profit corporation, organized under the laws of Washington, D.C.

BYLAWS – July 2006

IAAIS BYLAWS

Table of Contents

ARTICLE 1 -	NAME	3
ARTICLE II -	PURPOSE	3
ARTICLE III -	ACCESSIBILITY	3
ARTICLE IV -	MEMBERSHIP	4
ARTICLE V -	MEETINGS OF THE MEMBERSHIP	5
ARTICLE VI -	BOARD OF DIRECTORS	6
ARTICLE VII -	MEETINGS OF THE BOARD OF DIRECTORS ...	8
ARTICLE VIII -	COMMITTEES	9
ARTICLE IX -	ELECTIONS	10
ARTICLE X -	COMPENSATION	11
ARTICLE XI -	PROCEDURE	11
ARTICLE XII -	AMENDMENTS	12
ARTICLE XIII -	DISSOLUTION	12

IAAIS BYLAWS

ARTICLE I - NAME

The name of the organization shall be the **International Association of Audio Information Services** (IAAIS). It is incorporated as a non-profit organization.

ARTICLE II - PURPOSE

The purposes of this organization are:

- to encourage and support the establishment and maintenance of radio reading and other information access services for individuals who cannot read conventional print because of blindness or any other visual, physical, or learning disability;
- to encourage radio reading and other information access services to operate within the guidelines for good practice as adopted by this organization;
- to promote sharing of programming and other information for the mutual benefit of member services;
- to promote the interests of member services with both governmental and private entities; and
- to increase public awareness so as to stimulate and facilitate the growth of radio reading and other information access services.

ARTICLE III – ACCESSIBILITY

It is the policy of the International Association of Audio Information Services that all facilities, activities, and publications of the association are to be accessible.

This means:

1. IAAIS will operate its business, or locate its activities, in facilities which are architecturally accessible to those using wheelchairs, crutches, canes, dog-guides, etc.

IAAIS BYLAWS

2. All publications, public communications, and informational materials produced by IAAIS will be available to print-handicapped people in their preferred accessible format.

IAAIS encourages its member services to adopt a like policy.

ARTICLE IV - MEMBERSHIP

4.1 Definition

For purposes of determining eligibility for membership in IAAIS, an Audio Information Service is defined as: a radio reading or other information access organization that provides electronic audio access to news and other information for the benefit of people who have print impairments.

4.2 Membership Classes

4.2.1

Full (voting) Membership is available to Audio Information Service organizations. Full Members are entitled to all services, rights and benefits of IAAIS.

4.2.2

Satellite (non-voting) Membership is available to an Audio Information Service organization that is a subsidiary of a Full Member or has as its parent organization a Full Member.

4.2.3

Associate (non-voting) Membership is available to any individual or organization sharing an affinity for the Purpose of IAAIS. Associate Member dues may not be greater than one-half the amount of dues for voting members.

4.2.4

Sustaining Membership is available to any individual or organization that financially supports IAAIS to a level in excess of the assessed dues for Full Membership. There shall be no ceiling on dues for sustaining members. Sustaining Members are granted all the rights and privileges for which they otherwise qualify.

IAAIS BYLAWS

4.3 Official Representative

Each Voting Member shall certify its Official Representative in writing to the Secretary of the IAAIS upon payment of membership dues. In the event that an Official Representative is unable to perform his or her duties, the Voting Member organization may certify a replacement Official Representative in writing to the Secretary of IAAIS. An Official Representative has one vote in any IAAIS deliberation.

ARTICLE V - MEETINGS OF THE MEMBERSHIP

5.1 Annual Meetings

The membership of this organization shall convene an annual meeting for the consideration of annual reports and for the transaction of business of the organization. The Annual Meeting must be held after April 15th and before July 1st.

5.2 Special Meetings

Special meetings of the Membership may be called at any time by the Board of Directors or shall be called at the request of one-third (33 1/3%) of the current Voting Membership. The purpose of a special meeting shall be indicated in the call for the meeting, and no other business may be transacted at such special meeting.

5.3 Transaction of Business

Meetings for the transaction of official business by the Voting Membership may employ any physical or electronic forum agreeable to the Official Representatives. Voting may be done in person (by voice vote, written secret ballots, or roll call vote), by mail, by fax or by any accessible technology that permits the signing of ballots by the Official Representatives.

5.4 Forum, Date and Time of Meetings

The forum, date and time of annual meetings and special meetings called by the Board of Directors shall be set by the Board of Directors.

The forum, date and time of a special meeting called by one-third (33 1/3%) of the Voting Membership shall be set by those calling the meeting.

IAAIS BYLAWS

5.5 Notice of Meeting

The Secretary, at the direction of the President, shall be responsible for sending notice of annual and special meetings to the Voting Membership not less than thirty (30) days prior to the date of such meetings. Each meeting notice shall state the forum, date and hour of the meeting. The notice of a special meeting shall, in addition, state the purpose(s) for which the meeting is called.

5.6 Quorum

A majority of the Voting Membership shall constitute a quorum for the transaction of all business at any annual or special meeting of the Voting Membership. Any lesser number present at an annual or special meeting may discuss business put before the Voting Members present. Any resolution arising out of a meeting with less than a quorum must be distributed post-meeting to each Official Representative for ratification.

5.7 Chairmanship

The President or, in his/her absence, the First Vice President, shall preside over meetings of the Voting Membership.

ARTICLE VI - BOARD OF DIRECTORS

6.1 Authority

The Board of Directors shall be the governing body of this organization. It shall make no policy decision and take no official action in conflict with existing policies set by the Membership.

6.2 Classes of Directors

The Board of Directors shall consist of not more than twenty (20) individuals:

- (a) five (5) elected Officers and the Immediate Past President;
- (b) nine (9) elected Member Directors; and
- (c) up to five (5) appointed Public Directors representing entities not eligible for membership as audio information services, but deemed by the Board to be beneficial in furthering the goals of IAAIS.

IAAIS BYLAWS

No more than one representative from any organization may serve as a member of the Board of Directors at any given time, except for the Immediate Past President.

6.3 Elected Officers

The officers of the organization shall consist of a President (serving as Chief Operating Officer), a First Vice President, a Second Vice President, a Secretary, and a Treasurer elected from the roster of voting members in good standing. Officers shall serve a term of two (2) years commencing at the adjournment of the Annual Meeting and may serve no more than two consecutive terms in the same office. Any officer who ceases to represent a member service in good standing or fails to attend two meetings of the Board of Directors without valid reason accepted by the President, shall be thereby disqualified from continuing to serve as an officer. The Board of Directors shall elect a new officer to fill any vacancy for the unexpired portion of the term. All officers shall perform the usual functions of their offices as prescribed by Robert's Rules of Order, Revised (latest edition).

6.4 Member Directors and Public Directors

6.4.1

The term of office for all Directors shall be three (3) years. No Member Director or Public Director shall serve more than two (2) consecutive terms in the same position.

6.4.2

Member Directors shall be elected by a simple majority of ballots cast by the Voting Membership. Newly-elected Directors shall assume their duties immediately following adjournment of the Annual Meeting.

6.4.3

The Board of Directors shall fill a Member Director vacancy on the Board from the roster of voting members. A person appointed to fill a vacancy shall serve for the unexpired portion of the term of the Board member whose place he/she has been appointed to fill.

IAAIS BYLAWS

6.4.4

Public Directors shall be recommended for appointment by the President and ratified by the full Board by simple majority vote. Public Directors may be appointed at any time.

A member of the Board who ceases to represent his/her organization, or who fails to attend three (3) meetings of the Board of Directors without valid reason accepted by the President, shall be thereby disqualified from continuing to serve on the Board of Directors.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings

Regular meetings of the Board of Directors shall be held immediately after each annual meeting of the Voting Membership and at such other times as the Board of Directors may decide.

7.2 Special Board Meetings

Special meetings may be called by the President or seven (7) or more members of the Board of Directors.

7.3 Transaction of Business

Meetings for the transaction of official business by the Board of Directors may employ any physical or electronic forum agreeable to the Board of Directors. Decisions to be made by the Board of Directors may be voted in person (by voice vote, written secret ballots, or roll call vote), by mail, by fax or via the Board listserv.

7.4 Forum, Date and Time of Meetings

The forum, date and time of regular meetings of the Board of Directors shall be set by the President.

The forum, date and time of a special meeting of the Board of Directors called by the President shall be set by the President.

IAAIS BYLAWS

The forum, date and time of a special meeting called by other members of the Board of Directors shall be set by those calling the meeting.

7.5 Notice of Meetings

The Secretary, at the direction of the President, shall be responsible for sending written notice of both regular and special meetings to all members of the Board of Directors not less than ten (10) days before the dates of such meetings. A meeting notice shall state the forum, date, and time of the meeting and include an agenda of the meeting.

7.6 Quorum and Chairmanship

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business at any regular or special meeting of the Board of Directors. The President, or, in his/her absence, the First Vice President, shall chair each meeting of the Board of Directors.

7.7 Voting and Proxies

Each member of the Board of Directors participating at a regular or special meeting where a quorum is present shall be entitled to a single vote on each item of business requiring a vote. Proxy voting shall not be allowed.

7.8 Participation in Meetings

Meetings of the Board of Directors are open to the public. Only members of the Board of Directors shall be entitled to participate in the business of the meeting without invitation from the chair.

ARTICLE VIII – COMMITTEES

8.1 Standing Committees

There shall be two permanent standing committees, the Executive Committee and a Nominating Committee.

IAAIS BYLAWS

8.2 Executive Committee

The Executive Committee shall consist of the Officers, the Immediate Past President, and two (2) Directors selected annually by the Board of Directors. The Executive Committee shall be empowered to act on urgent business when and if convening the entire Board of Directors is impossible, or when a delay in action could be detrimental for the organization. All decisions of the Executive Committee must be ratified by the Board at a date no later than that of its next regularly scheduled meeting.

8.3 Nominating Committee

The President annually shall appoint a Nominating Committee consisting of three individuals, at least one of whom shall be on the current Board and at least one of whom shall be an Official Representative of a member service and not a member of the current Board. The President is not eligible to serve on the Nominating Committee.

The Nominating Committee shall preside over the election process.

8.4 Other Committees

The President is authorized to appoint other standing committees and ad hoc committees as necessary to further the purposes of this organization, subject to approval by the Board. Each committee shall have a roster of no fewer than three individuals, including the Chair of the committee, selected from the audio information, or related, industry.

ARTICLE IX - ELECTIONS

9.1 Nominations

During the month of December the Nominating Committee shall distribute to all voting members, in their preferred accessible format, a proposed slate of Officers and Member Directors. Along with its submission of a slate of nominees, the Committee shall issue a call for nominations from the Voting Membership. Only Voting Members in good standing may submit nominations.

IAAIS BYLAWS

To be eligible for nomination, a person must be associated with a Voting Member service in good standing. A nominee for the position of Officer or Member Director must give his/her consent to the nomination prior to his/her name being placed in nomination. If a potential nominee is someone other than the chief professional officer of the Member Service, the nomination must be approved by the chief professional officer. Nominations shall be closed on February 15th and all nominations must be received by the Nominating Committee by that date.

9.2 Voting

No later than March 15th, the Nominating Committee shall publish a ballot listing the nominees with a brief summary of their qualifications and position statements. This ballot will be sent to the Official Representative of each Member Service in good standing. Completed ballots must be received by the Chair of the Nominating Committee by April 15th.

9.3 Election Results

Election results will be announced at the Annual Meeting.

ARTICLE X - COMPENSATION

No officer, Director, or member of any committee of this organization shall receive any salary, fee, or other emolument from this Association, but may be reimbursed for actual expenses incurred in connection with meetings or other business of the organization.

ARTICLE XI - PROCEDURE

In the absence of provisions contained herein, all proceedings of this organization shall be governed by Robert's Rules of Order, Revised (latest edition).

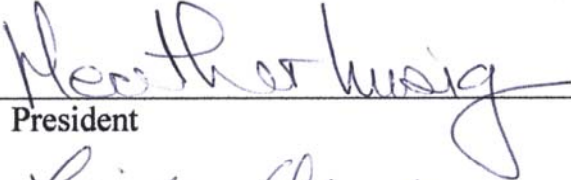
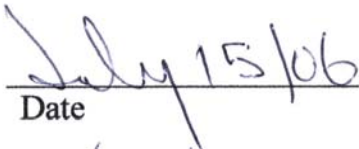

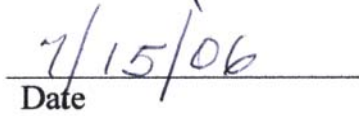
IAAIS BYLAWS

ARTICLE XII - AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the affirmative vote of two-thirds (66 2/3%) or more of the current Voting Membership present at an annual or special meeting. Proposed amendments to these bylaws must be sent to each Official Representative in his/her preferred accessible format at least 30 days prior to the convening of the Voting Membership at an annual meeting or any special meeting at which the proposed amendments are to be voted upon.

ARTICLE XIII - DISSOLUTION

In the event of dissolution, any remaining assets of IAAIS shall be distributed to one or more non-profit organizations to be used for purposes consistent with the purposes and objectives of IAAIS.

 _____ President	 _____ Date
 _____ Secretary	 _____ Date