International Association of

Audio Information Services (IAAIS)

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

BYLAWS – FINAL DRAFT

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# **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 1 - NAME

The name of the organization shall be the International Association of Audio Information Services (IAAIS). The organization was established in April of 1977 and is incorporated as a not-for-profit organization.

# **ARTICLE II - PURPOSE**

The purposes of this organization are:

* to encourage and support the establishment, expansion and maintenance of audio information access services for individuals who cannot read conventional print because of blindness or any other visual, physical, or learning disability;
* to encourage audio 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 research and recommend technologies to all members for the purpose of helping to expand audio information to new audiences;
* to provide member employees and volunteers with professional development and networking opportunities;
* to promote the interests of member services with both governmental and private entities;
* to increase public awareness so as to stimulate and facilitate the growth of audio information 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:

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

**3.2** All publications, public communications, and informational materials produced by IAAIS will be available to individuals with print disabilities in their preferred accessible format.

**3.3** IAAIS encourages its member services to adopt a like accessibility policy.

# **ARTICLE IV - MEMBERSHIP**

**4.1 Definition**

For purposes of determining eligibility for membership in IAAIS, an Audio Information Service is defined as: an audio information or other information access organization that provides electronic audio access to news and other information for the benefit of people who cannot use print due to a medical condition; or a parent organization that provides such services through a department or subsidiary.

**4.2 Membership Classifications**

**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.

Change: Member: This membership level is limited to Audio Information Service organizations. Members are entitled to all services, rights, and benefits of IAAIS.

**4.2.2** Affiliate (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.

Change: This section and the Affiliate Membership will be removed.

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

Change: This section will now be 4.2.2. Partner (non-voting): This membership level includes individuals and organizations that are not Audio Information Services but support the work of IAAIS.

The second sentence will be deleted.

**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 will be held in conjunction with the annual conference if there is an annual conference. The annual conference, or lacking an annual conference, the annual meeting will commence April 15th or later and will conclude by June 15th or earlier.

Change: 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 will be held in conjunction with the in-person or virtual annual conference if there is an annual conference. The annual conference, or lacking an annual conference, the in-person or virtual annual meeting will commence April 15th or later and will conclude by June 15th or earlier.

**5.2 Special Meetings**

Special meetings of the Membership may be called at any time by a majority vote of 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 meetings.

**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, 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.

**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 meetings 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. Proxy voting is not permitted.

**5.7 Chairmanship**

The President or, in his/her absence, the Vice President, then Treasurer, 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 thirteen (13) and no fewer than ten (10) individuals

 (a) four (4) elected Officers

 (b) At least four (4) but no more than six (6) Member Directors

 (c) At least two (2) but no more than three (3) 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

(d) the Immediate Past President.

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 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. The Immediate past president shall serve a one (1) year term. 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).

Change: The officers of the organization shall consist of a President (serving as Chief Operating Officer), a 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. The President and Vice President may be elected to one additional consecutive term. The Treasurer and Secretary may be elected to an indefinite number of consecutive terms. The Immediate past president shall serve a one (1) year term. 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 member 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** A vacancy of a member director position will be appointed by the President, subject to approval by 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.

**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 to complete a term.

**6.5 Removal of a Director**

**6.5.1** Any member director 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.

**6.5.2** A Board member may be removed due to (a) a conflict of interest; (b) not representing the best interest of the IAAIS; (c) using a Board position for financial gain; (d) any other unethical behavior as deemed by a two-thirds (2/3) majority vote of the Board.

# **ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS**

**7.1 Regular Meetings**

Regular meetings of the Board of Directors shall be held at least twice per year, once in the spring immediately following the conclusion of the Annual Meeting, and once in the fall between September 15 and November 15. The board may hold additional meetings at such other times as it deems necessary.

**7.2 Special Board Meetings**

Special meetings may be called by the President or five (5) 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, e-mail or via the Board listserv.

Change: 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.

**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.

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 meetings of the Board of Directors. The President, or, in his/her absence, the Vice President, then Treasurer, 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 an invitation from the chair.

# **ARTICLE VIII – COMMITTEES**

**8.1 Standing Committees**

There shall be three (3) permanent standing committees: the Executive Committee; the Nominating Committee; the Finance Committee.

**8.2 Executive Committee**

The Executive Committee shall consist of the Officers plus one (1) member director 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. In addition, the Nominating Committee may be charged with vetting Public Directors, Member Directors or midterm appointees to fill a Board vacancy at the direction of the President.

**8.4 Finance Committee**

The President shall annually appoint a Finance Committee consisting of the Treasurer, at least two (2) other current Board members and one (1) at- large member to oversee the financial health of the IAAIS.

**8.5 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 a member service.

**8.6 Committee Charges**

Following the annual meeting, or whenever a committee is formed, the President, subject to the approval of the board, shall charge each standing and ad hoc committee with the duties being assigned that committee along with expected results.

**8.7 Committee Reports**

All standing and ad hoc Committees shall submit written progress reports to the full Board at least seven (7) days prior to any regular board meeting.

# **ARTICLE IX - ELECTIONS**

**9.1 Nominations**

During the month of January, 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.

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 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. In the event of a tie a run-off election will be held at the annual meeting. If a run-off election is not possible due to a lack of a quorum, or in the event of another tie vote, the Board shall break the tie through a ballot vote held at a special meeting of the board held at the end of 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 pre-approved expenses with documentation incurred in connection with authorized 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) or any other process mutually accepted by the Board.

# **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.

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President Date

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Secretary Date