

BYLAWS

**Last Revised by the IPGA
Board on June 20, 2014**

The name of the association shall be the International Policy Governance® Association. The association shall be a non-profit organization established under the laws of New York State. The location of the IPGA headquarters will be designated by the Board of Directors.

1. PURPOSE

1.1 The purpose of the association shall be to promote governance principles that lead to owner-accountable productive organizations.

2. MEMBERSHIP

2.1 There will be two classes of membership in the Association:

- I. Individual members are persons who are committed to the Association's Ends, and pay an annual membership fee. Individual members shall be entitled to vote on all matters before a meeting of members including the election of Directors.
- II. Organizational Members, are organizations that are committed to the Association's Ends and pay an annual fee. An Organizational Member may designate one person who will have the same voting rights as an Individual Member.

2.2 Honorary Membership may be awarded by the Board at its discretion for any period of time, in any class, to individuals who have provided outstanding contributions to the Association and/or towards the fulfillment of its Ends. Honorary membership does not require payment of dues.

2.3 The determination of membership eligibility according to these criteria will be at the sole discretion of the Board of Directors.

2.4 Annual membership will be effective upon payment of membership fees determined by the Board of Directors

3. MEMBERSHIP MEETINGS

3.1 There will be an annual meeting of the membership. Annual General Meetings of the membership may be scheduled in conjunction with other events that would likely attract members, in order to achieve efficiencies and maximize Member participation in the Annual General Meeting. Members will be given 60 day's notice of the Annual General Meeting.

3.2 Elections will be held at the Annual General Meeting. Prospective Board members may be proposed by an Individual Member, an Organization Member and the Board itself. Call for Nominations will be sent to all Members at least 60 days in advance of the Annual General Meeting. The list of candidates must be available to the membership two weeks in advance of the Annual General Meeting. Nominations from the floor will not be accepted. Proxy voting

will be accepted on the written authorization of the Member giving the proxy. If the number of candidates for Board positions is not greater than the number of positions open, the candidates will be considered elected by acclamation.

- 3.3 Special membership meetings may be called at the written request of a majority of voting members.
- 3.4 The Board shall present an Annual Report, including Financial Statements, to members for information at the Annual General Meeting.

4. BOARD OF DIRECTORS

- 4.1 There will be a Board of Directors made up of a minimum of five, and no more than seven, individuals qualified as defined in Section 4.2.
- 4.2 Individuals nominated for the Board of Directors shall be members who have completed the Policy Governance® AcademySM.
- 4.3 Members of the Board of Directors will be elected for a term of three years by IPGA members in good standing and present in person or by proxy at the Annual General Meeting. In the event there is a single candidate for an open position, election shall be by acclamation otherwise election shall be by a majority of votes cast.
- 4.4 Members of the Board of Directors may serve up to two consecutive terms and may be re-elected after one year has passed since their last term ended. Board member terms commence on July 1st, and conclude on June 30th, or when successors are duly elected, whichever is later. To the extent possible, the Board terms shall remain staggered, so that approximately one-third of Board members' terms end in any one year.
- 4.5 In the event that a Board member resigns before completing his or her full term, the Board will at its sole discretion appoint a replacement Board member to serve the remaining part of the term.
- 4.6 If the resignation causes the total number of directors to fall below five, the Board shall appoint a replacement Board member before the next Board meeting. The person so appointed, having served the remaining term, may choose to run for election for one additional term if their appointment was prior to or at the middle of the term. A replacement Board member coming in past half term, can complete that term and still be eligible for a full two terms thereafter

5. OFFICERS

- 5.1 The Board of Directors will have two officers, a Chair and a Secretary.
- 5.2 The Chair will be elected by the Board for a one-year term of office from among the Board members whose terms are continuing or who are eligible for re-election. This election shall be held at the meeting immediately preceding the Annual General Meeting. The Chair may be re-elected as long as his or her Board term lasts. In the event that a Board member standing for re-election is selected as Chair and is not re-elected to the Board, the Board shall hold a brief meeting immediately following the AGM to select a Chair.
- 5.3 The chair will be responsible to ensure the integrity of the Board's governance.

- 5.4 The Secretary will be elected by the Board for a one-year term of office from among the Board members whose terms are continuing or who are eligible for re-election. This election shall be held at the meeting immediately preceding the Annual General Meeting. The Secretary may be re-elected as long as his or her Board term lasts. In the event that a Board member standing for re-election is selected as Secretary and is not re-elected to the Board, the Board shall hold a brief meeting immediately following the AGM to select a Secretary.
- 5.5 The secretary will be responsible for the integrity of the Board's documents and will preside at meetings of the Board in the event of the chair's absence.
- 5.6 The CEO of the Corporation shall also be designated as the Corporation's Treasurer.

6. MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 The Board will meet as needed, but not less than three times per year.
- 6.2 A minimum of one month's notice must be given unless a majority of members of the Board of Directors agree to waive notice. Meetings will be attended in person unless the Board decides to permit virtual or telephonic attendance.
- 6.3 Decisions of the Board of Directors will be those that receive an affirmative vote by a majority of a quorum of the Board, except for those decisions noted in these bylaws a requiring a higher level.
- 6.4 The Board will govern the Association using the Policy Governance® model.

7. QUORUM

- 7.1 The participation of five Board Members is required for a quorum. Quorum is established at the beginning of the meeting.

8. ATTENDANCE

- 8.1 Failure to attend the entirety of 3 out of 4 consecutive, regularly scheduled Board meetings will be deemed to be a resignation. A Board member may be considered for reinstatement by the Board at his or her request, but only once per term.

9. REMOVAL

- 9.1 Upon a majority vote of the full Board, the Board of Directors will remove a Board member from office for inability or failure to perform the function of a Board member as determined by the Board
- 9.2 A Board member removes him or herself from office by failing to comply with the attendance requirements shown in 8.1 above.

10. FISCAL YEAR

- 10.1 The fiscal year of the Association shall be the calendar year.

11. DELEGABILITY OF BOARD RESPONSIBILITIES

- 11.1 The Board may delegate any responsibilities except its obligation as a body to a) create and maintain a linkage with the membership, b) create and maintain written governing policies and c) continually assure organizational performance.

12. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 12.1 The corporation shall indemnify each director and officer of the corporation from liability to the full extent permitted of directors, or an agreement providing such indemnification.

13. DISSOLUTION OF THE ASSOCIATION

- 13.1 In the event that the association is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets of the corporation by donating them to a charity of the Board's choice, having first ensured that outstanding debts are paid.

14. AMENDMENTS TO THE BYLAWS

- 14.1 The Board of Directors may amend these bylaws by an affirmative vote of five Board Members.
- 14.2 The membership will be informed of all bylaw amendments affirmed by the Board of Directors.
- 14.3 The membership may also amend these bylaws.
- 14.4 Members may call for an amendment to the Bylaws by a petition signed by 25% of members of the Association. The Board, on receipt of such petition shall either accept such amendment or shall organize a ballot on the proposed amendment. The amendment shall be approved if 70% of the Individual Members of the Association support it unless the amendment pertains to Article 14.5 in which case, the amendment is not approved unless it meets the standard stated in 14.5
- 14.5 Any change to Article 4.2 concerning eligibility for election to the Board of Directors shall require a unanimous vote of those entitled to vote and who are present in person or by proxy or an affirmative vote of 5 members of the Board of Directors.