

# Bylaws of the Information Architecture Institute

Updated February 2015

## Article 1. Name and Location

**1.1. Name.** The name of the corporation is the Information Architecture Institute.

**1.2. Location.** The Institute is a nonprofit corporation incorporated in the State of Michigan. The principal office of the Institute is located in Ann Arbor, Michigan, USA. The Institute may have such other offices and chapters as the Board of Directors may determine or as the affairs of the Institute may require.

## Article 2. Purposes and Goals

**2.1 Purposes.** The purposes of the Institute include:

**2.1.1** To receive and administer funds and to operate exclusively for purposes within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"), and in particular to empower individuals and local communities to shape the global practice of information architecture

**2.1.2** To acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds thereof in furtherance of the purposes of the corporation.

**2.1.3** To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(6) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

**2.2 Goals.** The goals of the Institute include:

**2.2.1** Empower local communities to shape the global practice of information architecture

**2.2.2** To provide opportunities for leaders of information architecture to bring knowledge of the practice to their local community

**2.2.3** To promote excellence within our field and build bridges to related disciplines and organizations through research, education, advocacy and community service.

**2.2.4** To preserve and make accessible the current and historical thought record of the practice for use by everyone for free in as many languages as possible

**2.2.5** To provide such services to members and the community as are approved by the Board of Directors.

### **Article 3. Restrictions and Non-Discrimination**

**3.1 Nonprofit Operation.** The corporation shall be operated exclusively for purposes within the meaning of section 501(c)(6) of the Code as a nonprofit corporation. No Director of the corporation shall have any title to or interest in the corporate property or earnings in the Director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any Director, Officer or any Member or individual.

**3.2 Non-Discrimination.** The Members, Directors, Officers, Committee Members and Employees of the Institute shall be selected in a nondiscriminatory basis with respect to race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

**3.3 Dissolution.** Upon dissolution of the corporation or the winding up of its affairs, the assets of the Institute shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **Article 4. Members**

**4.1 Membership Qualifications.** Membership in the Institute is available to persons or firms involved in, associated with, or interested in information architecture. Regular and non-voting membership classes are established by the Board of Directors.

**4.2 Regular Membership.** Regular voting membership in the Institute is limited to individuals who pay regular dues or have dues paid for them as part of a regular corporate or group membership.

**4.3 Non-Voting Membership.** The following membership classes have no vote nor are they eligible to serve as Directors or hold office in the Institute.

**4.3.1 Honorary Membership.** Honorary membership is conferred upon individuals according to terms specified by the Board of Directors. No dues

are paid by the Honorary Members.

#### 4.3.2 Free Membership

**4.4 Membership Basis.** The corporation is organized on a non-stock membership basis.

**4.5 Removal of Members.** Any regular or non-voting Member may be removed by a majority vote of the Board of Directors. Removal of a member will result in automatic removal of that person from all initiatives and committees within the organization.

**4.6 Resignation.** Any Member may resign by filing a written notification with the Board of Directors. However, resignation does not relieve a Member from liability for dues or assessments accrued and unpaid as of the date of resignation.

### Article 5. Dues

**5.1 Dues.** Dues are established by the Board of Directors.

**5.2 Delinquency.** Any Member of the Institute who is delinquent in dues for a period of sixty (60) days is notified of the delinquency and suspended from membership. If dues are not paid within the succeeding thirty (30) days, the delinquent Member forfeits all rights and privileges of membership and is expelled.

**5.3 Refunds.** No dues will be refunded.

### Article 6. Directors

**6.1 Directors.** The business and affairs of the corporation shall be managed by the Board of Directors.

**6.2 Composition of the Board.** Directors shall be elected by and from the regular membership. The Board of Directors will consist of no less than five and no more than nine persons. Within this framework, the Board will determine the number of Directors for the upcoming year in advance of annual elections.

**6.3 Election and Term of Office.** Except for the initial Board of Directors, the Board shall be elected by the Members before new terms begin on April 1st of each year. Directors serve staggered terms of two years. Directors may not serve more than two consecutive terms in office.

**6.4 Annual Meeting.** The annual meeting of the Board of Directors shall be held immediately following the conclusion of the annual meeting of the Members each year. At the annual meeting, the Board of Directors shall consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appears for an annual meeting of the Board, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

**6.5 Action Without a Meeting.** Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice, and without a vote, if all of the Directors or Committee Members entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

**6.6 Removal.** Any Director may be removed from office with or without cause at any annual or special meeting of the regular Members by the affirmative two-thirds (2/3) majority or by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

**6.7 Vacancies.** Vacancies occurring on the Board for any reason shall be filled by a vote of the Members in a special election if the remaining Directors decide to proceed to special elections in the interest of the Institute. A Director elected to fill a vacancy shall serve for the unexpired portion of the term.

**6.8 Compensation.** Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the Institute from purchasing insurance as provided in Article 11 or prevent the Board of Directors from providing reasonable compensation to a Director for services that are beyond the scope of the Director's duties as a Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of the Director's duties as a Director.

**6.9 Execution of Conveyances, Mortgages, and Contracts.** The Board of Directors may in any instance designate one or more Officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the Institute, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing Officers or agents, any of the following Officers may execute such instrument on behalf of the corporation: the President, the Secretary, or the Treasurer.

## Article 7. Officers

**7.1 Officers.** The Officers of the Institute shall be a President, a Secretary, and a Treasurer. There may also be such other Officers, such as an Executive Director, as the Board of Directors deems appropriate.

**7.2 Qualifications.** Officers, except for the Executive Director, must be regular Members of the Institute who have been elected Directors. No person may hold more than one office at the same time. Officers may serve consecutive terms.

**7.3 Election and Term of Office.** All Officers, except for the Executive Director, shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more Officers.

**7.4 Removal.** Any Officer, except for the Executive Director, may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

**7.5 Vacancies.** In the event of the death, resignation, removal, or other inability to serve of any Officer, except for the Executive Director, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected.

**7.6 Compensation.** No officers or directors shall receive compensation of any sort for performing their services.

**7.7 President.** The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute Bylaws of the Information Architecture Institute (<http://iainstitute.org>) 15 August 2008 6 and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

**7.8 Secretary.** The Secretary shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the Institute (except as otherwise provided in these

Bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

**7.9 Treasurer.** The Treasurer shall have charge of the funds of the Institute, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Institute; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the Institute. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

## **Article 8. Meetings and Voting Requirements**

**8.1 Notice of Meetings.** Reasonable notice of the time and place of all meetings of the Board or of Committees appointed by the Board shall be given to each Director or Committee Member respectively. Notice of the time and place of membership meetings will be given to all Members no less than 10 days and no more than 60 days in advance.

**8.2 Quorum and Voting Requirements.** A majority constitutes a quorum for the transaction of business. The vote of a majority of Directors, Members, or Committee Members present at any meeting at which there is a quorum shall be the act of the Board, Members, or Committee, except as a larger vote may be required by the laws of the State of Michigan, these Bylaws, or the Articles of Incorporation. Proxy voting is not permitted. A Member may participate in a meeting by conference telephone or other remote communications equipment by means of which all persons participating in the meeting can interact with one another if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

**8.3 Membership Meetings.** The Institute will hold an annual meeting of the regular membership at the place and on the date that the Board of Directors determines. Special meetings of the regular membership may be called at any time by the Board of Directors, or by twenty percent (20%) of the regular Members acting in concert by petition.

## **Article 9. Committees**

**9.1 Advisory Board.** The Advisory Board is a permanent committee of the Institute, intended to provide advice and feedback to the Board of Directors. Members of the Advisory Board are appointed to one-year terms by the Board of Directors. The Advisory Board will consist of no less than five and no more than thirty individuals. In the interest of diversity, members of the Advisory Board do not need to be Members of the Institute.

**9.2 Committees.** The Board of Directors may appoint other committees and committee chair(s) as necessary and shall define the powers and responsibilities of such committees within the limits prescribed by law.

## **Article 10. Rules and Records**

**10.1 Rules and Guidelines.** The Board of Directors may establish rules and guidelines that are consistent with these Bylaws for the policies, procedures, and programs of the Institute.

**10.2 Books and Records.** The Institute will maintain correct and complete books and records of account of the activities and transactions of the Institute including a minute book which shall contain a copy of the Institute's application for tax-exempt status, copies of the IRS information return, and a copy of its Articles of Incorporation, Bylaws, and all amendments thereto.

The Institute shall also keep minutes of the proceedings of its Board of Directors meetings, and any committees having the authority of the Board or Bylaws. All books and records of the Institute may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

## **Article 11. Indemnification**

**11.1 Indemnification.** The Institute shall indemnify each person who is or was a Director, Officer, or Committee Member and each person who serves or has served at the request of the Institute as a Director, Officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee, non-director volunteer, or agent of the

Institute to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

**11.2 Insurance.** The Institute may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding two sentences.

## **Article 12. Amendments and Interpretation**

12.1 Amendments to Bylaws. These Bylaws may be amended by an affirmative vote of a majority of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

12.2 Interpretation of Bylaws. In the event of any ambiguity or dispute in the interpretation of these Bylaws, such ambiguity or dispute shall be resolved by majority vote of the Board of Directors.