

# International Alliance for Invitational Education®

## The IAIE Bylaws

### Article I

#### Name, Purposes, and Description

**Section 1.01 Name.** The name of the organization is the International Alliance for Invitational Education. In organizational documents, business transactions, and other activities, the names “Alliance for Invitational Education,” “Alliance” and acronyms “IAIE” and “AIE” may be used in lieu of the full name “International Alliance for Invitational Education®.”

**Section 1.02 Purpose and Mission Statement.** A democratic society is ethically committed to seeing all people as *able, valuable and responsible*, to valuing cooperation and collaboration, to viewing *process as product in the making*, and to developing *untapped possibilities* in all worthwhile areas of human endeavor.

Because the International Alliance for Invitational Education® is dedicated to democratic principles, its mission is to enhance life-long learning, promote positive change in organizations, cultivate the personal and professional growth and satisfaction of educators and allied professionals, and enrich the lives of human beings personally and professionally. This mission is realized through the publication of invitational theory and practices, workshops to promote invitational learning, world conferences about Invitational Education®, ~~leadership institutes to prepare future leaders of the Alliance~~ and an array of related activities.

**Section 1.03. History/Development of the Alliance.** In 1982, a group of 14 educators and related helping professionals from the United States and Canada met on the campus of Lehigh University in Pennsylvania, USA and founded the Alliance for Invitational Education (AIE). From these twelve charter members, the association’s membership has grown to several hundred professionals representing countries across the globe. Because of this growth, the association’s name was officially changed to the International Alliance for Invitational Education® in 1992. IAIE became a registered Service Mark in 2007.

The International Alliance for Invitational Education® is chartered by the State of North Carolina as a nonprofit corporation. It is classified as a tax-exempt organization under section 501(c)(3) and a public charity by the US Internal

Revenue Service. Use of the official name of the Alliance® and the term Invitational Education® are registered marks and their use protected by laws of the United States of America.

## **Article II**

### **Membership**

**Section 2.01. Categories.** Membership in the Alliance is available in four categories: Individual, Institutional, Senior and Student. Members consist of an international network of educators, healthcare professionals, counselors and other professional helpers who seek to apply the concepts of Invitational Education® (also known as invitational theory and practice) to their personal and professional lives.

**Section 2.02. Qualifications.** Membership is available to those who pay the annual dues and maintain good standing.

**Section 2.03. Termination of Membership.** Membership can be terminated by an affirmative vote of the majority of the Board for non-payment of dues and “conduct unbecoming.”

**Section 2.04. Resignation.** Members may resign by sending a letter to the Executive Secretary; such resignation does not relieve the member of the obligation to pay any dues or charges owed the Alliance. Members who have unpaid dues for a current renewal period may be dropped from the membership roster.

**Section 2.05. Dues.** The annual dues and benefits are set by the Board of Trustees and reviewed annually. Other categories of membership may be created by the Board.

## **Article III**

### **Authority and Duties of Board of Trustees**

**Section 3.01. Co-Founders.** Drs. William Watson Purkey and Betty L. Siegel are co-founders of the Alliance and hold permanent positions on the Board of Trustees. The co-founders shall hold these positions until they choose to end service or until they are unable to fulfill the obligations and responsibilities of a Board of Trustee member. If at some time in the future, a permanent member’s chair becomes vacant, the Board will determine if and how that position will be filled.

**Section 3.02. Authority of Trustees.** The prime responsibility of the Board of Trustees for the International Alliance for Invitational Education is the governance of the Alliance. Authority is invested in the Board as a unit. No individual member has the authority to act for the Board, except for those powers given to the Chair to act as the official representative of The Board. The Board of Trustees has the authority to:

- (1) Act in the best interest of the Alliance and provide the ultimate governance of the Alliance;
- (2) Approve job descriptions for staff members;
- (3) Hire and fire staff members (i.e. Executive Director, Executive Secretary, Webmaster) and other independent contractors to carry out the functions, policies and activities of the Alliance;
- (4) Delegate management of the Alliance to the Executive Director;
- (5) Approve an annual budget;
- (6) Determine Alliance annual dues;
- (7) Approve location, theme and budget of Annual **Meetings** World Conferences and Board Retreats;
- (8) Create and disband Committees, Task Forces, Centers or Interest Groups;
- (9) Appoint Chairs and members of Committees as spelled out in the Bylaws;
- (10) Set guidelines and regulations for Centers and Special Interest Groups; and
- (11) Other functions it deems necessary to effectively operate the Alliance.

**Section 3.03. The Chair of the Board.** The Chair of the Board is the chief executive of the Alliance and shall be elected by a simple majority vote by members of the Board for a two-year term. The chair can be re-elected to another term, but shall not serve more than two consecutive terms. The Chair supervises and evaluates the Executive Director and makes recommendations to the Board.

**Section 3.04. Fiduciary Responsibility.** The Board of Trustees has responsibility to ensure that all its members, the Alliance staff, the Executive Director, the Executive Secretary and Webmaster, as well as other independent contractors behave in an ethical manner and according to the principles embraced by the Alliance regarding all activities, Alliance funds and research efforts.

**Section 3.05. Professional Responsibility.** The Board of Trustees will provide both leadership and service to the Alliance by contributing their time, talents and resources in such a way as to enhance the goals of the organization. During their tenure, Trustees will chair an IAIE committee, edit an IAIE publication, host an IAIE international conference, or provide another service deemed comparable by the Executive Director.

**Section 3.06. Number, Selection and Tenure.** The Alliance is governed by a nine-member Board of Trustees, consisting of two (2) permanent members, the co-founders, and seven (7) elected members. The elected members serve staggered two-year terms. Members may be elected for a maximum of two consecutive terms. After serving two consecutive terms, a Board member must sit out the next election, but may run again for office after one year. Elections are staggered one year apart in groups of three and four respectively. Special elections may be held when one or more seats are vacated before a scheduled election. No staff member or independent contractor of the Alliance may hold a seat on the Board of Trustees.

**Section 3.07. Elections.** Board members are nominated by members of the Alliance through a general call for nominations by the Executive Director. Nominees are voted on by the Advisory Council prior to the annual meeting at the World Conference ~~or Leadership Institute, whichever is held that year~~. Electronic voting is permissible.

**Section 3.08. Resignation.** Any Board member may resign at any time by giving written notice to the Chair of the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair of the Board.

**Section 3.09. Removal.** Any Board member may be removed by a two-thirds vote of the Board of Trustees at a regular meeting at which a quorum is present or through an electronic vote as determined by the Chair of the Board.

**Section 3.10. Regular Meetings.** At least one regular meeting of the Board shall be held each year. The time and place of such meeting will be designated by the Chair in consultation with the Board.

**Section 3.11. Special Meetings.** Special meetings may be called by the Chair of the Board or by any three members of the Board. Special meetings and votes may occur by electronic means.

**Section 3.12. Quorum.** A majority of the voting Board members shall constitute a quorum for transacting Board business if called together by the Chair or the Executive Director. If no quorum exists, a majority of the attending members may adjourn the meeting. A quorum may be reached by assembling the Board either physically or electronically.

**Section 3.13. Committees.** The Board of Trustees is responsible for ensuring that the committees have appointed Chairs and function according to their description and purpose. Committee Chairs shall not be staff members or independent

contractors. Chairs and members are volunteers and do not receive compensation other than expense reimbursements as approved by the Board of Trustees.

All contracts bearing the name of the Alliance must be approved by the Board. No individual can obligate the Alliance by contract for any goods or services without the permission of the Board, unless it falls in the category of a pre-approved expense, or it continues an existing contract, in which case the Chair of the Board and the Executive Director must approve. The Annual ~~Meetings-Chair~~ World Conference Director will be provided start-up funds as appropriated in the Alliance budget.

**Section 3.14. Reimbursement.** Members of the Board of Trustees shall not receive compensation or payment for service on the Board. Reimbursement for approved expenses for travel, lodging, communication or to carry out specific duties may be given, as long as such reimbursements are in accord with government regulations for non-profit organizations.

## **Article IV**

### **Authority and Duties of Staff, Contractors and Volunteers**

**Section 4.01. Staff.** The Staff of the Alliance includes any full-time and part-time employees. At present, the Alliance has three part-time staff positions that include an Executive Director, an Executive Secretary and a Webmaster. Current job descriptions are on file with the Executive Secretary.

**Section 4.02 Executive Director.** The Executive Director of the Alliance is employed as an independent contractor by the Board of Trustees by renewable contract to provide administrative leadership in the implementation of Board policy, supervision of IAIE headquarters' staff and operations and the work of independent contractors. The Executive Director is an *ex-officio non-voting* member of the Advisory Council and attends Board meetings as a resource.

**Section 4.03. Executive Secretary.** The Executive Secretary is employed as an independent contractor by the Board by renewable contract to provide administrative assistance and clerical support to the Alliance. The Executive Secretary reports to and is evaluated by the Executive Director. Duties of the Executive Secretary will include: the day to day operation of the IAIE; management of financial and membership records for the Alliance; and other duties, including paying the bills. The Executive Secretary will attend and take minutes for the Board of Trustees.

**Section 4.04. Webmaster.** The webmaster is employed as an independent contractor by the Board by renewable contract to provide technical assistance and development of ~~for the Alliance~~ the IAIE website. The Webmaster reports to and is evaluated by the Executive Director. Duties of the Webmaster will include: ~~management of~~ managing the website and all included links ~~included~~, updating the site as requested by the Executive Director and/or the chair of the Marketing Committee and suggesting developments to enhance the website.

**Section 4.05. Hong Kong Project Coordinator.** ~~A coordinator for the Hong Kong Project is recommended by the Hong Kong Center and the Executive Director to the Board of Trustees.~~ The Hong Kong Project Coordinator is employed as an independent contractor to coordinate all training, visits and other activities funded by the IAIE Hong Kong center through the Alliance. The Coordinator will provide the Board, through the Executive Director, a full accounting of the activities and budget of the Hong Kong Project.

**Section 4.06. Independent Contractors.** The Board of Trustees may decide to hire independent contractors to provide specific services to the Alliance. Such contracts are established by the Board with particular individuals or agencies for a stated period of time and remuneration. All independent contractors will be under the direct supervision of the Executive Director. The Webmaster will serve as an independent contractor to the Alliance to handle all aspects of the website development and maintenance. In the absence of a Webmaster, the Executive Director shall oversee management of the website with the assistance of the Executive Secretary, securing the services of a firm or experienced individual as needed, provided the costs stay within the budget.

**Section 4.07. Advisory Council.** The Advisory Council of the Alliance consists of no more than 50 volunteers, who are members in good standing, nominated by the membership and ~~approved~~ voted on by the Board of Trustees. The Council meets once a year at the Annual ~~meeting~~ World Conference to advise the Board of Trustees regarding the direction of the Alliance. The Council votes on recommendations to send forward to the Board of Trustees. Council members serve a two-year term and ~~can serve more than one term~~ may serve a second term if nominated by the Board. The Chair of the Advisory Council is named by the Board of Trustees for a two-year term. A secretary will be selected by the Council members at the annual meeting to take minutes. Advisory Council members will also provide service to the Alliance by contributing their time, talents and resources in such a way as to enhance the goals of the organization. During their tenure, Advisory Council members will either serve on an IAIE committee, invite and mentor new members, provide training on Invitational Theory and Practice, host international exchanges between IAIE schools, research and/or write on

Invitational Theory and Practice or provide another service deemed comparable by the Chair of the Council.

**Section 4.08. IAIE Coordinators.** IAIE Coordinators are volunteers appointed by the Board of Trustees for a two-year renewable term to provide leadership and give visibility to Alliance activities in their respective regions, provinces or states. The Chair of the Coordinator's group serves a two-year renewable term. The Chair will be responsible for communicating with Coordinators, providing the Board with periodic reports, and facilitating a meeting of the Coordinators at the ~~annual meeting~~ Annual World Conference. IAIE Coordinators are responsible for maintaining their membership in IAIE, communicating their activities to the Chair, corresponding with new and renewing members from their province, region or state, and keeping the IAIE Executive Director informed of their activities, including workshops, presentations and other events. Coordinators may request reimbursement for annual expenses involving postage, telecommunications and printing for work they do on behalf of the Alliance. The Board of Trustees sets the maximum for reimbursement each year.

**Section 4.09. Editors.** Editors for IAIE publications, including the FORUM and the Journal of Invitational Theory and Practice, are volunteers appointed by the Board of Trustees for three-year renewable terms. Editors are responsible for soliciting and selecting articles and material for the respective publications and for the final publication of each issue. A publication schedule and budget is approved by the Board. Editors are responsible for selecting editorial board members and sending their names forward to the Board for final approval.

## **Article V**

### **Indemnification**

The International Alliance for Invitational Education® shall indemnify any Trustee, Executive Secretary, Executive Director, Webmaster, Advisory Council member or independent contractor against all liabilities and reasonable litigation expenses incurred in connection with any action, suit or proceeding in which he or she has been made a party because of activity or duties performed on behalf of the Alliance. Such indemnification does not apply in cases where a Trustee, Executive Secretary, Executive Director, Webmaster or independent contractor shall be adjudged in an action, suit or proceeding to have acted in bad faith or to have been liable or guilty of willful misconduct in the performance of a duty.

## **Article VI**

### **Standing Committees**

**Section 6.01. Bylaws.** The Bylaws Committee is responsible for performing an annual review of the bylaws of the Alliance and making recommended changes, if any, to the Board of Trustees. The Committee will also act upon changes requested by the Board. The Bylaws Committee shall be chaired by the Executive Director and will include the President of the Board of Trustees and the Chair of the Advisory Board. Other committee members may be selected as needed by the Executive Director. ~~consist of a Chair appointed by the Board and a minimum of two regular members in good standing with the Alliance. The committee members are selected by the appointed Chair.~~

**Section 6.02. Membership Committee.** ~~The Membership Committee is responsible for designing and developing membership recruitment strategies as recommendations to the Board of Trustees. The Membership Committee shall consist of a Chair appointed by the Board and a minimum of three regular members in good standing with the Alliance~~ minimally of 3 to 5 members including the Director of State Coordinators, a Member of the Board of Trustees and a member of the Advisory Council enrolled either by the Chair of the Board of Trustees or the Executive Director. Other committee members may be selected by the appointed Committee Chair. The committee will develop recruitment materials, affirm IAIE's human resources, promote scholarships for selected members, standardize the membership list and identify members covered by institutional memberships in IAIE.

**Section 6.03. Budget and Finance Committee.** The Budget and Finance Committee shall consist of the Chair of the Board of Trustees, the Executive Director, the Executive Secretary, and one other Board member selected by a vote of the Board. The Committee is responsible for monitoring banking and expenditure procedures and acts independently from the Board and staff as an internal auditing body. The Committee is responsible for planning an annual budget for the coming year, including line items for each standing committee as needed, and submitting the complete budget along with their findings and recommendations to the full Board for approval.

~~**Section 6.04. Finance.** The Finance Committee consists of a chair and a minimum of two members in good standing all appointed by the Board of Trustees for a two-year term. The Finance Committee is responsible for monitoring banking and expenditure procedures and acts independently from the Board and staff as an internal auditing body. The Finance Committee provides an annual report to the Board with findings and recommendations.~~

**Section 6.04. Marketing Committee.** The Marketing Committee shall consist minimally of 3 to 5 members including a member of the Board of Trustees and a

member of the Advisory Council enrolled by the Chair of the Board of Trustees or by the Executive Director. Other committee members may be selected by the appointed Committee Chair. The Committee is responsible for marketing the benefits of membership, the international exchange program, IAIE's publications, IAIE awards and IAIE linkages with other organizations. The Committee is also responsible for protecting ~~the branding of~~ the Alliance brand, ~~advising the Executive Director, concerning avenues of communication,~~ and providing an annual report to the Board of Trustees regarding marketing initiatives. ~~is responsible for developing and reviewing various avenues of marketing the Alliance, including the website. The Marketing Committee consists of a minimum of three members in good standing including the Chair who is appointed by the Board for a two-year term.~~

**Section 6.05. Communication Committee.** The Communication Committee shall consist minimally of 3 to 5 members including the Webmaster, a member of the Board of Trustees and a member of the Advisory Council enrolled by the Chair of the Board of Trustees and/or Executive Director. Other Committee members may be selected by the appointed Committee Chair. The Committee is responsible for investigating communication technology options and overseeing the IAIE website. The Committee will provide an annual report to the Board of Trustees recommending communication improvements.

**Section 6.06. Inviting School Awards Committee.** The Inviting School Awards Committee is responsible for seeking nominations, reviewing applications and selecting award-winners to be announced at the Annual World Conference during even numbered years. The Awards Committee shall consist of a Chair appointed by the Board and a minimum of two regular members in good standing with the Alliance. The committee members are selected by the Chair.

**Section 6.06.a ~~Inviting School Alumni~~ Paula Helen Stanley Fidelity Award.** This subcommittee is responsible for maintaining contact with past recipients of the Inviting School Award and for ~~suggesting~~ encouraging ~~research projects connecting~~ schools to continue their efforts to build upon and be recognized for sustaining the Inviting School ~~program~~ principles at the Annual World Conference during odd numbered years. The Chair is appointed by the Board and selects a minimum of two members in good standing to also serve on the subcommittee. The Chair of this subcommittee must work very closely with the Inviting School Awards Chair.

**Section 6.06.b. Stafford Leadership Award.** ~~The Stafford Leadership Award~~ This subcommittee is responsible for seeking nominations and selecting award-winners to recognize at the Annual World Conference ~~Meeting~~. The Stafford

Leadership Award subcommittee shall consist of a Chair appointed by the Board, a representative of the Stafford family if available, and no more than two past recipients of the Stafford Award who remain in good standing with the Alliance. Committee members are selected by the Chair from the list of past recipients.

**Section 6.07 Research Committee.** The Research Committee is responsible for setting the research agenda for the Alliance. It shall work very closely with the AERA SIG, the FORUM and the *Journal of Invitational Theory and Practice* editors, the Inviting School Award and the Alumni Paula Helen Stanley Fidelity Committees ~~to be sure that we are gathering and publishing~~ to gather and publish strong data supporting Invitational Theory and Practice. ~~to support our theory and document its effectiveness.~~ The Research Committee consists of no less than three members, including the Chair appointed by the Board for a two-year term.

**Section 6.07.a. Outstanding Research Award.** This subcommittee is responsible for seeking nominations and selecting award winners who have demonstrated outstanding research in the theory and practice of Invitational Education to be recognized at the Annual World Conference. The Chair of this subcommittee shall be appointed by the Board with recommendation of the Chair of the Research Committee.

**Section 6.08. Annual ~~Meeting~~ World Conference Committee.** The Annual ~~Meetings~~ World Conference Committee shall be responsible for planning of the Annual World Conference ~~and Leadership Institutes in alternating years,~~ establishing a budget to submit to the Board of Trustees for approval, advertising the event and carrying out all other functions necessary to hold a successful Conference ~~or institute.~~ The Chair of the Annual ~~Meetings~~ World Conference Committee is appointed by the Board of Trustees for a two-year term in accordance with plans for these meetings as outlined in the Articles of the International Alliance for Invitational Education. The Annual ~~Meeting~~ World Conference Committee Chair selects members in good standing to serve as chairs of the conference subcommittees. The following are suggested subcommittees: Program; Registration; Publicity; Hospitality; Awards; Bookstore; Proposals/~~Posters~~; Transportation; Donations; Exhibits; and Technology.

**Section 6.09. Liaison Committee.** The Liaison Committee is responsible for evaluating, encouraging and maintaining mutual understandings with other organizations and professional development affiliates. The Committee consists of no less than three members, including the Chair appointed by the Board for a two-year term.

## **Article VII**

### **Ad Hoc Committees**

**Section 7.01. Establishment.** The Board of Trustees has the authority to establish ad hoc committees when necessary and to configure and empower such committees in ways that will accomplish Alliance goals. The Board can delegate the same authority to the Executive Director to get short-term goals and projects met.

## **Article VIII**

### **Affiliated Centers and Groups**

**Section 8.01. Establishment.** The Board of Trustees may establish Centers and Interest Groups in accordance with the following definitions and descriptions.

**Section 8.02. International Centers.** An International Center carries out a specific function of the Alliance or represents a particular geographic area of the world. An International Center may operate as an independent entity that has a financial relationship with the Alliance and has permission to use the registered mark, Invitational Education®, in its activities. International Centers that represent geographic areas must maintain a membership of fifteen (15) regular members or three (3) institutional members. Annual dues paid by Centers to IAIE are set by the Board, which also sets guidelines for operation. International Centers that operate in this manner are responsible for obtaining all their own licenses, charters and government permissions.

**Section 8.03. Interest Groups.** Interest Groups (sometimes referred to as ‘Connectors’) are informal organizations that focus on research, career or other interests related to Invitational Theory and Practice. Any member can request that an interest group be established by the Board of Trustees. If a minimum of ten (10) members expresses a willingness to participate in the group, the Board may vote to establish. All financial activities of an Interest Group are processed by the Alliance headquarters.

**Section 8.04. Chapters.** An IAIE Chapter is a member group of the Alliance that operates as an independent entity to promote Invitational Theory and Practices, and has permission to use the registered mark, Invitational Education®, in its activities. Chapters that represent a province, state, or other locale must maintain a membership of five (5) regular members or one (1) institutional member of IAIE. Chapters may establish their own rules of operation, but must also function according to guidelines set by IAIE.

**Section 8.05. Affiliates.** Under the umbrella of IAIE, independent organizations may submit a Request for Affiliation with IAIE to become a Professional Development Affiliate. Affiliates are required to pay an annual fee of \$500 and submit documentation that they are qualified to provide professional development services for teachers, educational leaders and/or health service providers that align with IAIE theory and practice. Affiliates would be recognized and identified in IAIE informational publications, as well as linked on the IAIE website. Affiliates would likewise link their websites with IAIE and prominently promote their affiliation on their home page and publications.

## **Article IX**

### **General Provisions and Financial Procedures**

**Section 9.01. Management of Alliance Funds.** All funds handled by the Alliance will be processed through a central account and monitored by the Executive Secretary. All funds shall be handled in accordance with governmental regulations regarding non-profit, charitable organizations.

**Section 9.02. Property of the Association.** In the event the Association should be dissolved, none of its property shall be distributed to any of the members. Instead, all of its property shall be transferred to such organizations as the Board of Trustees shall determine to have purposes and activities most nearly consonant with those of the Association provided, however, that such organizations shall be exempt under Section 401(c) (3) of the Internal Revenue Code of corresponding provisions of the Internal Revenue Laws.

**Section 9.03. Limitation on Activities.** No part of the net earnings of the Alliance shall inure to the benefit or be distributed to members of the Board of Trustees or other persons or organizations except where contracts for services have been rendered.

**Section 9.04. Amending Bylaws.** Following a recommendation from the Bylaws Committee, these bylaws may be amended by a majority vote at any regular meeting or special electronic meeting of the Board of Trustees. Amendments passed by the Board will be effective immediately unless an effective date is adopted at the time the amendment is passed by the Board.

**Section 9.05. Fiscal Year.** The fiscal year of the Alliance will begin January 1 of the year and terminate December 31 of that year.

**Section 9.06. Rules of Order.** All meetings of the Board of Trustees shall be conducted in accordance with the current version of Robert's Rules of Order.

WORKING DOCUMENT DRAFTED BY EXECUTIVE DIRECTOR: August 31, 2006

WORKING DOCUMENT APPROVED BY THE BOARD: September 21, 2006

BYLAWS DRAFTED BY THE BYLAWS COMMITTEE: January 29, 2007

BYLAWS APPROVED BY THE BOARD: November 20, 2008

BYLAWS REVISION APPROVED BY THE BOARD: November 20, 2008

BYLAWS REVISION APPROVED BY THE BOARD: October 1, 2009

IAIE BYLAWS – OCTOBER 8, 2009-10 ?????

BYLAWS DRAFTED BY THE BYLAWS COMMITTEE: July 2, 2011

BYLAWS REVISION APPROVED BY THE BOARD: October 26, 2011

As signified by the Board Members named below, this document was formally adopted by a majority vote of the Alliance Board of Trustees on this, ~~the 1<sup>st</sup> day of October 2009~~, the twenty-sixth day of October, 2011 by a vote at the annual meeting of the Board at the World Conference.

Bryan Blankenship

Clio Chan

Jenny Edwards

John M. Novak

William Purkey

Tommie Radd

Phil Riner

Betty Siegel

Peter Wong

The physical document was signed by the Chair of the Board of Trustees and the Executive Director as indicated below.

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Peter Wong, 10/26/11

Chair of the Board of Trustees

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David Chapman, 10/26/11

Executive Director