

# INTERNATIONAL ASSOCIATION FOR LEARNING ALTERNATIVES BYLAWS

## ARTICLE I - NAME/PURPOSE

**Section 1.** The *name* of the organization shall be “**International Association for Learning Alternatives**”, noted hereafter as **IALA**.

**Section 2.** The *mission* of IALA is to lead, promote and support learning alternatives and choice options.

**Section 3.** The *purpose* of IALA is to meet the needs of students, parents/guardians, teachers, future teachers, administrators, and the general citizenry through a professional organization dedicated to the improvement of learning alternatives and choice options by:

- 3.1. Conducting an annual forum for professional growth, technical and educational support, networking opportunities, and the dissemination of best practices.
- 3.2. Serving as a change agent for the conventional educational system.
- 3.3. Representing the interests of learning alternatives and choice options practitioners.
- 3.4. Providing ongoing dissemination of information, research, publications and resources through clearinghouse contact centers, websites, and other means of information sharing.

## ARTICLE II - MEMBERSHIP

### Section 1. *Membership.*

- 1.1. Membership shall consist of any person involved or interested in learning alternatives and choice options who has paid dues to IALA. IALA members are eligible to attend the Annual Meeting, vote on business brought before that meeting and be considered for nomination to the governing Board of Directors.
- 1.2. Organizational membership shall consist of any organization determined by the Board to have purposes and activities consonant with those of IALA, upon payment of dues. Member organizations are eligible to be part of the Representative Assembly.

**Section 2.** *Representative Assembly.* The Board shall establish a body of representatives, including state association presidents/designees, and operating procedures to serve in an advisory capacity to IALA Board.

**Section 3.** *Dues.* The annual dues for membership shall be established at the Annual Meeting by the Board of Directors. Dues shall be used for normal operating expenses.

**Section 4.** *Property Owned.* All property of IALA shall be subject to the control and management of the Board of Directors. Upon dissolution of IALA, none of its property shall be distributed to any of the members. All such property shall be transferred to another organization or organizations that the Board determines to have purposes and activities most nearly consonant with those of IALA, provided that the organization(s) be exempt under Internal Revenue Code of the internal revenue laws.

## ARTICLE III - ANNUAL MEETING

**Section 1.** The *Annual Meeting* shall be held yearly as part of the Annual Conference at a site established by the Board of Directors at least one year in advance. It shall provide members of IALA the opportunity to hear Board and Committee reports, as well as voice concerns and interact with the Board of Directors as it sets goals and plans for the future.

**Section 2.** *Voting.* At regularly scheduled IALA meetings one vote over half of the membership present shall constitute a majority vote. The Board of Directors may call for a written ballot when they deem necessary. All such voting will be on ballots provided to members only by the Board and will be counted by the Board or their designee. The Executive Director shall submit a copy of the official ballot to the Board for approval before the Annual Meeting of the full IALA membership.

**Section 3.** *Quorum.* As provided by statute, a quorum shall consist of 50 members or 10% of membership in attendance, whichever is less.

**Section 4.** *Debate.* At the Annual Meeting, IALA shall be governed by the ruling that in debate, each speaker shall be limited to three minutes unless otherwise ordered.

## ARTICLE IV - BOARD OF DIRECTORS

**Section 1. *Role, Size, Compensation.*** The Board, guided by these laws and the spirit of service leadership, is responsible for overall policy and direction of IALA, and may delegate responsibility to committees and the Executive Director at its discretion. The Board shall have up to eleven and not fewer than five members, including officers. The Board receives no compensation other than reasonable expenses approved by the Board.

**Section 2. *Meetings.*** The Board shall meet at the discretion of the Chair to conduct official business.

**Section 3. *Quorum.*** Two-thirds of Board members must be present to conduct official business or have motions made or passed.

**Section 4. *Board Elections, Terms.*** IALA membership shall be designated into geographic Regions, established by the Board. Each region will select a Director according to procedures designated by the Board. In accepting a Board position, the individual must commit to attendance at the Annual Meeting during his/her term. Terms will be for three years, with the exception of the initial year where the Board will establish an election procedure to ensure that not more than one-third of members are elected in any year. The Board will establish expectations for members and have the power to remove any member not meeting expectations by a two-thirds vote. The Board shall elect the officers. Any Director or Officer may be re-elected. During the initial years and until regions are in operation, the Board may determine the means for Board membership that provides for broad representation.

**Section 5. *Officers and Duties.*** The officers shall consist of a Chair, Associate Chair, Secretary and Treasurer, that will also constitute the Executive Committee.

**5.1.** The Board Chair shall preside at all meetings of IALA and of the Board, submit names of recommended committee appointees to the Board of Directors for approval, and perform all other duties as needed, including the delegation of the responsibilities of the officers and the Board.

**5.2.** The Associate Chair shall act in place of the Chair at all Board meetings, when the Chair is unable to attend.

**5.3.** The Treasurer, in collaboration with the Executive Director, shall collect dues and dispense funds of IALA, subject to the approval of the Board. The Treasurer shall keep a complete financial record, to ensure responsible fiscal operation, and shall submit financial reports to the Board at all regular meetings and to members at the Annual Meeting. The Fiscal Year and Annual Financial Report shall be from January 1 to December 31. A committee of no less than three persons appointed by the Board Chair will conduct a financial review by August 31 of every even-numbered year. The Treasurer, in collaboration with the Executive Director, shall submit a proposed budget to the Board at the Annual Meeting. All expenses charged to budgets of IALA shall be paid from funds appropriated therefore, and any liability incurred by an individual or unit of IALA in excess of the funds appropriated therefor shall be the personal liability of the person or persons responsible for incurring such liability.

**5.4.** The Secretary shall keep minutes of all Board meetings and in collaboration with the Executive Director, shall keep the records of the current activities of IALA, submit an annual report to the membership summarizing the work of the Board, be responsible for the maintenance of the membership roles of IALA, and assist with member mailing lists.

**5.4.** The Executive Committee may meet as needed for urgent matters.

**Section 6. *Board Duties.***

**6.1.** The Board shall formulate the agenda for the annual meetings of the Association and may annually formulate goals and objectives to be presented to the membership at the Annual Meeting for approval.

**6.2.** The Board may authorize expenditures to conduct the general business of the Association and oversee all matters of budget and finance.

**6.3.** The Board shall recognize and issue charters to organizations, thereby establishing the organization as an official part of IALA. The organization in turn will provide a written "Annual Organization Report" to the Board immediately following the IALA Annual Meeting each year.

**6.4.** The Board shall recognize and issue charters to STARS Youth Organizations, thereby establishing them as an official member of IALA STARS. (Success, Teamwork, Achievement,

Recognition and Self-Esteem)

**6.5.** The Board shall select the site of the Annual Conference from proposals presented by organizations and provide oversight for the planning two years in advance of each conference.

**Section 7. Indemnity.** IALA shall indemnify and hold harmless any Director, Officer or employee from any suit, damage, claim, judgement or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as Director, Officer or employee except in cases involving willful misconduct.

Indemnification provided under this section shall comply with and follow the requirements as provided by statute. IALA shall have the power to purchase or procure insurance for such purposes.

**Section 8. Vacancies.** In the event a Director is unable to fulfill the term of office, the Region that selected the Director will appoint an interim to fill the unexpired term with a person who is currently a member of IALA. This choice must be approved by a majority vote of the Board.

**Section 9. Other Members.** The Board may add additional ex-officio members. They will not have voting authority on the Board.

#### **ARTICLE V – EXECUTIVE DIRECTOR**

**Section 1.** The position of Executive Director shall be a salaried position hired at the will of the Board.

**Section 2.** The Executive Director shall be present at all meetings of IALA and of the Board and perform all other duties as needed, including the delegation of responsibility.

**Section 3.** The Executive Director shall be an ex-officio member of the Board.

**Section 4.** The Executive Director shall be an ex-officio member of all committees, and assume the responsibility to ensure that the committees convene as needed to establish and achieve objectives that fulfill the mission and purpose of IALA.

**Section 5.** The Executive Director shall, in collaboration with the Treasurer and Secretary, submit an Annual Report on the accomplishments of IALA.

#### **ARTICLE VI - COMMITTEES**

**Section 1.** IALA, through its Board of Directors, may establish such committees as may be desirable. The Board Chair with confirmation of the Board will appoint chairpersons of the committees who may participate in Board meetings as non-voting members. Chairpersons and committee members shall serve in the spirit of service leadership; committees may be delegated funds and decision-making authority by the Board

**Section 2.** Committees.

**2.1 Conference**

**2.2 Membership**

**2.3 Publications**

**2.4 Development**

**2.5 Federal and State Policy**

**2.6 STARS Youth organization**

**2.7 Definitions**

**2.8 Website**

**2.9 Nominations**

**2.10 Research**

#### **ARTICLE VII - AMENDMENTS**

**Section 1.** An amendment to the Bylaws may be proposed in writing by a member or members of IALA. A proposed amendment must be submitted to the Board of Directors at least ninety (90) days prior to the Annual Meeting. The Board must publish proposed amendments via the official IALA membership communication medium a minimum of thirty (30) days prior to the Annual Meeting.

**Section 2.** Adoption of a proposed amendment of the Bylaws shall be by a two-thirds vote of those members attending the Annual Meeting or responding with a signed absentee ballot received at least seven days prior to the annual meeting.

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