

## **INTERNATIONAL MENTORING ASSOCIATION BY-LAWS**

### **ARTICLE I — NAME**

Section 1 The name of the organization shall be the International Mentoring Association (IMA).

### **ARTICLE II — PURPOSE AND MISSION**

Section 1 The International Mentoring Association vision is to be the ultimate resource for the development of human potential through mentoring.

Section 2 The International Mentoring Association mission is to provide networking opportunities and share practices and research for the accreditation of mentoring programs and the development of mentoring relationships.

### **ARTICLE III — ASSOCIATION MANAGEMENT/LOCATION**

Section 1 The principal office of the IMA, at which the general business of the association will be transacted and where the records of the association will be kept, will be determined and approved by the board of directors.

Section 2 The board of directors of the IMA may contract and purchase space and administrative services to sustain the association. The location and the cost will be approved by the board of directors.

### **ARTICLE IV — MEMBERSHIP**

Section 1 Membership is open to all individuals and institutions who actively support the goals of the International Mentoring Association and who remain current in their membership fees.

Section 2 The IMA does not and will not discriminate on the basis of race, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, or sexual orientation in any of its activities or operations.

Section 3 There will be six categories of membership: individual, student, corporate/government, nonprofit, life, and emeritus. The board of directors will establish membership fees.

Section 4 A member is entitled to vote, hold offices for which otherwise eligible, participate in the affairs of the IMA, and to receive all benefits of membership provided by the association.

Section 5 Any individual or organization member that does not support the mission of the IMA or who misuses the IMA name or logo can have membership refused or rescinded by the board of directors.

Section 6 A meeting of the members will be held once a year during a conference and/or electronically to provide opportunities for member participation and voting. If a secret ballot is necessary during an electronic vote, confidentiality, not anonymity will be assured.

- Section 7 The quorum of a membership meeting will be a simple majority of the members present at the meeting.
- Section 8 Notice of meetings will be sent to each member at least 30 days prior to the meeting. Proxy voting will be allowed. Members who will be absent must inform an executive board member with the name of the person who will represent them.
- Section 9 Membership meetings will be chaired by the president of the IMA, or a board member designated by the president if a substitute is needed.

## ARTICLE V — BOARD OF DIRECTORS

- Section 1 The number of members of the board of directors of this association shall be no more than 20.
- Section 2 Directors will be representative of the membership and will espouse the IMA mission of the association. This association is committed to a policy of fair representation on the board of directors and will not discriminate on the basis of race, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, or sexual orientation in any of its activities or operations.
- Section 3 Candidates will have been a member of the Association for no less than two years. Candidates may also have served one year as a member and one year as an associate board member. Candidates for the board of directors will be recommended to the membership by the nominating committee and be elected by a simple majority of the members voting
- Section 4 No compensation will be paid to any member of the board of directors for services as a member of the IMA. By resolution of the board of directors of the IMA, reasonable expenses may be allowed for attendance at regular and special meetings of the IMA and for special initiatives as determined and approved by the board.
- Section 5 The roles and responsibilities of the board of directors will be to:
- formulate policies of the IMA
  - establish working groups to ensure fulfillment of the purposes and mission of the IMA
  - adopt an annual budget
  - approve an annual fiscal report
  - appoint individuals for unexpired terms
  - act on applications for affiliation
  - elect members of the board's Executive Committee
  - confer emeritus status for past board members who have served at least one complete elected term by a majority vote of the board
  - award honorary status to non-association individuals who have made a significant contribution to the field of mentoring

- strategically recruit potential board members
- sign and submit a conflict of interest statement
- serve on committees
- set goals and evaluate progress

Section 6 Should a board member be unable to complete his/her term, the vacancy may be filled by a majority vote of the board of directors for the unexpired portion of the term. Upon completion of the unexpired portion of the term, the replacement director must complete the nomination process and be elected by the membership. The unexpired term time does not count towards their maximum amount of time on the board.

## ARTICLE VI – TERM LIMITS OF THE BOARD OF DIRECTORS

Section 1 The term of each director will be four years. At the end of each term, a director may be re-elected by a simple majority of the association members voting.

Section 2 During a term of office, a board member may make a written request to the board of directors requesting a leave of absence for up to, but not more than six months. Approval of the request does not lengthen the member’s term on the board.

Section 3 A director may be subject to removal if a majority of the directors affirms the request for removal. Any member of the board of directors can elect for another director to be considered for removal by presenting their case to the elected officers of the board, who will review the validity of the reasoning behind the petition for removal. If approved, the elected officers will call a meeting into session, and the petition for removal will go to a vote. In the case that a member of the elected officers is petitioned for removal, the board of directors and all current members of the association will cast a vote.

## ARTICLE VII — MEETINGS OF THE BOARD OF DIRECTORS

Section 1 At least one annual meeting of the board of directors will be held at the discretion of the president.

Section 2 Additional meetings of the board of directors may be called at any time by the president of the association or, in his or her absence by the president-elect, or upon receipt of a request signed by a majority of the board of directors. Meetings of the board of directors may be held by conference call.

Section 3 Notice of board meetings will be sent at least 10 days prior to the day such meeting is to be held.

Section 4 At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a simple majority of the membership of the board of directors will constitute a quorum at any meeting.

Section 5 At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6 At the discretion of the president, a vote by telecommunications will be permitted.

## ARTICLE VIII — ELECTED OFFICERS OF THE BOARD OF DIRECTORS

- Section 1 The elected officers of this board will be a president, president-elect and secretary treasurer. Individuals serving as officers will hold seats on the Board of Directors and also serve as officers of the corporate board.
- Section 2 The officers of the board will be nominated and elected by the board of directors. The term of each office of the Association will be two years. Each officer may be re-elected by majority vote of the board of directors. No officer may serve more than two consecutive terms in any one office.
- Section 3 The president will be the chief executive officer of the association. It will be the duty of the president to preside at all meetings of the association and the board of directors and to have general supervision of the affairs of the association. He or she will execute on behalf of the association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of the business of the association. At the conclusion of his or her term as president, he or she will serve one year as past-president in an advisory capacity to the president.
- Section 4 It will be the duty of the president-elect to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the president-elect on behalf of the association of any instrument will have the same force and effect as if it were executed on behalf of the association by the president.
- Section 5 It will be the duty of the Secretary Treasurer to serve as the chairperson of the finance committee to work with IMA staff to report on finances and membership of the organization. The secretary treasurer and/or president will present at each annual meeting of the board of directors a full report of the transactions and affairs of the association for the preceding year and will also prepare and present to the board of directors financial membership reports. He or she will give all notices of meetings of the board of directors and all other notices required by law or by these by-laws.
- Section 6 Any officer of the IMA, in addition to the powers conferred upon him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the board of directors.
- Section 7 Any officer may be removed from office by a vote of a majority of the board of directors. The matter of removal may be acted upon at any meeting of the board of directors, providing that notice of intention to consider said removal has been given to each board member and to the officer affected at least 30 days prior to the day such meeting is to be held.
- Section 8 Should an officer be unable to complete his/her term, the vacancy may be filled by a majority vote of the board of directors for the unexpired portion of the term. The unexpired term time does not count towards their maximum amount of time as an officer.

## ARTICLE IX — COMMITTEES

- Section 1 The board of directors will have the following Standing Committees.
1. Executive Committee: This committee will be chaired by the president of the association

and will also consist of

- the president
- the president-elect
- secretary treasurer

This committee will

- implement policies for the IMA
- assume responsibility for annual meetings and conferences
- establish working groups for program development and appoint members and chairpersons to oversee their operation
- review and recommend to the board of directors applications for affiliation
- interpret and communicate the position of the IMA on mentoring issues related to the mission of the association
- implement priorities determined by the board of directors
- the committee will routinely review progress of standing committees to ensure alignment with the IMA mission.
- routinely review the finances and membership of the organization and provide an annual budget and report for the association at the beginning of the fiscal year.

2. Finance Committee: this committee will monitor the fiscal operations of the organization, prepare and present a report to the Executive Committee.
3. Membership Committee: this committee will be responsible for retaining and expanding membership through various initiatives.
4. Nominating Committee: this committee will be responsible for identifying and processing prospective candidates for vacancies within the board of directors
5. Publications Committee: this committee will be responsible for (a) development and distribution of all IMA publications, including website, brochures, and newsletters, and (b) implementation of an editorial review board for materials published by the IMA that have an ISBN.
6. Governance Committee: this committee will assume responsibility to ensure that the IMA adheres to the association's By-Laws and will implement this responsibility through strategic planning and policy development in ways that support its mission.
7. Marketing Committee: this committee will develop and execute efforts to promote the IMA by fulfilling such responsibilities as providing oversight of IMA branding, including use of the IMA name, logo, and other IMA identifiers.
8. Conference Planning Committee: this committee will assume responsibility for the planning and implementation of the International Mentoring Conference and will provide

oversight of the regional conferences and conference partnerships in the United States.

9. International Committee: this committee will assume responsibility for developing alliances and affiliations with international organizations and/or individuals and will provide oversight of conference partnerships outside the United States.

Section 2 The President may designate ad hoc committees, each of which will consist of at least three members. The IMA president will appoint the chair of the committee. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and or action. Committees will be added or abolished based on the mission of the IMA.

## ARTICLE X—CONFERENCES

Section 1 An International Mentoring Conference will be held at a location approved by the IMA Board of Directors. Files and conference information will be maintained by the association management and be accessible to the conference coordinator and accessible as authorized by the board of directors. The design, implementation and assessment of the conference will be the responsibility of the conference committee chairperson in collaboration with the conference coordinator.

Section 2 Regional Conferences may be held at the discretion of the board of directors. The decision, implementation and the assessment of the regional conference will be by the designated board member in collaboration with the regional planning team.

## ARTICLE XI— APPOINTED ASSOCIATE BOARD MEMBERS

Section 1 Any board member may refer a potential associate board member to the board of directors for approval. The board of directors will select, through an application process, associate board members.

1. The term of the associate board membership will be at the discretion of the executive committee, but not for less than one year.
2. The associate board members' responsibilities include supporting specific committee or IMA work as deemed necessary by the executive committee.
3. The associate board member is not required to attend the regular board meetings unless requested by the board president.
4. Associate board members do not have voting rights.
5. The associate board member is required to have been an IMA member for at least one year.
6. Associate board members may be considered for regular board membership after one year of service to the IMA and completion of the application process.
7. Associate board members can continue on the board per an annual review of services performed and a majority affirmative vote of the directors.

## ARTICLE XII — AMENDMENTS

The governance committee of the board of directors will recommend amendments at any meeting of the board of directors. If approved by the board, changes to the by-laws will be taken to the membership. The membership may amend these by-laws at the annual meeting of the association or electronically. Written notice of the amendments must be sent to the IMA membership at least 30 days prior to the vote. Each amendment must receive a two-thirds majority vote of those voting members at such meeting for approval.

## ARTICLE XIII — DISSOLUTION

Upon the dissolution of the association and after the payment or the provision for payment of all the liabilities of the association, the board of directors will disperse the remaining assets of the association to individuals and/or organizations whose purposes support the goals of the association.

## ARTICLE XIV — PARLIAMENTARY PROCEDURE

A modified version of Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the association.

## ARTICLE XV — MISCELLANEOUS

Section 1 The association will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The association will have the power to purchase or procure insurance for such purposes.

Section 2 The board of directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the association. Such authority may be general or confined to specific instances.

Section 3 All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the board of directors may from time to time designate.

Section 4 The association will keep minutes of all meetings and keep records of all financial transactions. Any member or his or her agent may inspect all books and records of the association for any proper purpose at any reasonable time. A fiscal report will be presented to the membership on a regular basis, at least annually.

Section 5 The fiscal year of the association will be January 1 through December 31.

Section 6 The duties of board member emeritus and past presidents will be determined by the Board of Directors.

**Revised 04/01/2013**

**Revised 07/21/2014**

**Revised 10/13/15**

**Revised 9/1/18**