



International
Association for
Volunteer
Effort

IAVE Bylaws

As Revised July 2022

Article I. Organization

Section A. Name. The name of this organization shall be IAVE, the International Association for Volunteer Effort.

Section B. Offices. The principal office of IAVE shall be located at such place as the Board of Directors shall determine.

Article II. Purpose and Policies

Section A. Purpose. The mission of IAVE is to enable volunteers and leaders of volunteering worldwide to stand in solidarity with one another to promote, support and celebrate volunteering in all of the many ways it happens throughout the world.

Section B. Policy. The guiding principles of IAVE are:

- 1. Diversity** – IAVE seeks to develop and sustain a global perspective on volunteering. We recognize and honor the variety of ways people engage as volunteers – from individual acts of helping to large-scale collective action, from spontaneous response to needs and issues to structured formal volunteer programs; from programs created and sustained by NGOs, business and government to those that are powered by the energy and leadership of concerned, committed individuals.
- 2. Inclusion** – IAVE’s work seeks to recognize, value and support the participation of volunteers without regard to their cultural and ethnic origin, religion, age, gender and physical, social and economic position and citizenship status. We have a particular interest in ensuring that opportunities for marginalized or vulnerable groups are available and valued.
- 3. Partnership** – IAVE places high value on developing strong, sustained, mutually beneficial partnerships with NGOs, businesses, multilateral organizations and

governments and all others that our belief of the power of volunteering to change the world. By making this a primary way of work, it enables us to leverage limited resources into significant global impact.

4. **Impact** – IAVE recognizes the vital importance of the United Nations’ Sustainable Development Goals (SDGs) as a means to address the world’s most critical challenges. We are committed to helping realize the effective, impactful engagement of volunteers in the effort to achieve them.

Article III. Membership

Section A. Classifications. The Board of Directors may establish such classifications of membership as it may see fit.

Section B. Individual. Any individual who shares a commitment to the purposes and policies of IAVE may become a member of IAVE.

Section C. Organization. Any organization or agency that shares a commitment to the purposes and policies of IAVE may become a member of IAVE. Each organization or agency shall specify the person who shall be its designated representative at the time of payment of membership dues.

Section D. Good Standing. In order to be in good standing, a member shall pay current dues and fulfill all requirements of membership as approved by the IAVE Board of Directors.

Article IV. Officers

Section A. Officers. The officers of IAVE shall be Chair (World President), Vice Chair, Secretary and Treasurer. The Board shall establish criteria for the election of each position.

Section B. Terms.

1. The Chair shall serve for a term of two (2) years and may be re-elected for an additional term of two (2) years for a total of four (4) years and shall take office at the first board meeting after the election.
2. Officers other than the Chair shall serve for a one (1) year term and may be re-elected for up to five (5) additional terms or until they rotate off the Board, their regular board term(s) having expired.

Section C. Duties of Officers.

1. Chair:
 - a. Shall call for and preside at all meetings of the Board of Directors and Members' Meetings of the Association.
 - b. May be an ex-officio member of all committees.
 - c. Shall have the power to call special meetings of the Board of Directors and Members' Meetings.
 - d. Shall notify newly elected board members of their elected position immediately after the election.
 - e. Shall represent IAVE in external relationships when required.

2. Vice Chair:
 - a. Shall perform the duties of Chair in the absence or inability of the Chair.
 - b. Shall perform any duties related to the office and assigned by the Chair.

3. Secretary:
 - a. Shall keep the records and minutes of all meetings of the Board of Directors and the Association.
 - b. Shall perform all duties related to the office and other duties assigned by the Chair.

4. Treasurer:
 - a. Shall have oversight of the collection and disbursement of the funds of IAVE and of all records thereof.
 - b. Shall submit an annual financial report to the Board of Directors.
 - c. Shall perform all duties related to the office and other duties assigned by the Chair.

Section D. Removal and Resignation. An Officer may be removed from office upon a vote of two-thirds (2/3) of Directors. Any Officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Article V. Board of Directors

Section A. General Powers. The Board is responsible for approving/setting overall policy and the strategic direction of IAVE, and delegates responsibility for making operational policy and decisions to the Executive Director and committees. The Board shall have the power to act in a manner consistent with law, with Articles of Incorporation, and with these bylaws. The Board receives no compensation other than reimbursement for reasonable expenses.

Section B. Composition. The Board shall be comprised of a minimum of seven (7)

and a maximum of fifteen (15) voting members. Within these limits, the number of directors shall be determined from time to time by vote of a majority of directors then in office, provided that no decrease in the number of directors shall shorten the term of any incumbent director. The Board of Directors, entitled to vote, shall be: the Chair, six (6) Regional Representatives (Africa, Arab Nations, Asia/Pacific, Europe, North America and the Caribbean, Latin America), and up to nine (9) at-large board members nominated by the Nominations Committee and approved by the Board of Directors by majority vote. The Chair may, at his/her discretion, appoint honorary non-voting Board members upon approval by the Board of Directors.

Section C. Authority. The IAVE Board of Directors shall oversee the affairs of the organization in accordance with the articles of incorporation, by-laws, standing rules, and directives adopted by the Members voting in a Members' Meeting, and/or as approved by the Board of Directors in a Board of Directors' meeting. The IAVE Board of Directors shall be responsible for:

- a. approving the operating policies and practices of the organization;
- b. fiduciary oversight including but not limited to approving the annual budget and overseeing the approval of contracts and agreements;

The action of the IAVE Board shall be conclusive and final and shall bind the organization for any and all purposes.

Section D. Qualifications of Directors. The Board shall determine the qualifications of directors, in accordance with policies formulated and adopted by it for this purpose. The Board shall be comprised of individuals who have a stated interest and knowledge in volunteering throughout the public, private, and nonprofit sectors. Each director is expected to attend Board and committee meetings and otherwise faithfully discharge those responsibilities specified or otherwise implied by these bylaws.

Section E. Terms

1. The regional Board Members shall be elected for a term of three (3) years and may be re-elected for a further term of three years.
2. The Board of Directors shall take office at the first board meeting following their election.
3. At-large Board Members shall serve for a term of no more than three (3) years and may be re-nominated by the Nominations Committee and re-elected by the Board of Directors for an additional three (3) year term.

5. No Board Member may serve for more than two consecutive terms, or a maximum of 7.5 years in cases in which a Board member is first elected to the Board to fill less than 50% (1.5 years) of the remaining term of a departing Board member. Individuals who remain off the Board of Directors for a minimum of one (1) year, may be eligible for re-nomination and election.

Section F. Board Meetings

1. **Dates and Site:** Shall be at the time and place voted by the Board of Directors.
2. **Meeting Notice.** Notice of a regular and special meetings may be given by e-mail or any other such communication technology as the board may approve and must occur at least one week before the meeting. Special meetings of the Board shall be called upon the request of the Chair or one-third of the voting members of the Board.
3. **Remote participation.** Any Director may participate in a meeting of the Board by means of a conference telephone call or any other such communications technology which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting and shall be counted toward the required quorum.
4. **Voting at Meetings.** Votes may be cast at regular or special Board meetings by voice, by a show of hands, or by written ballot. A vote may also be cast by e-mail or any other such communication if the voting Director is participating remotely in a meeting in such a manner which allows all those participating to hear each other synchronously. For purposes hereof, a written consent and the signing thereof may be accomplished by one or more forms of electronic transmission. In the case of no response in voting through an electronic means, this vote is counted as abstention.
5. **Action Without Meeting.** The Board of Directors may take action without a meeting if reasonable effort is made to inform all members of the Board. The action shall be documented by one or more written consents stating the action taken, signed by each Director who has accepted the action, either before or after the action is taken, and included with all other Board minutes or filed with the corporate records reflecting the action taken. Email communication shall be considered as written consent.

Action taken under this section shall be effective only when a majority of the Board shall have indicated in writing their agreement on the question.

Action taken by written consent shall have the same effect as a vote taken at a

meeting of the Board.

6. **Conflicts of Interest.** In the event any Director or staff has a personal or business interest in or is involved with an organization with whom IAVE is considering a business transaction, such interest or involvement shall be disclosed to the Board of Directors. In such event, the Director or staff member may answer pertinent questions of other Directors, staff or committee members when knowledge regarding the matter will assist the Board. However, the Director shall not vote on any such proposed business transaction where such an interest exists. No such transaction shall be approved except by the majority consent of those present after being fully advised of the interest of the disqualified Board member. Failure to reasonably disclose a potential conflict of interest or other violation of this policy may result in immediate removal from the Board, per Article IV Section D of these by-laws or staff. Directors and staff shall be periodically required to sign a potential conflicts of interest disclosure form.

Section G. Quorum. Fifty percent plus one of the voting members of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business. The vote of a majority of the board members present at a meeting shall be the act of the Board of Directors. A meeting, at which a quorum is initially present, may continue to transact business notwithstanding the withdrawal of Board Members if any action taken is approved by at least a majority of the required quorum for such meeting. In the absence of a quorum, the majority of the Board of Directors present may adjourn to another day certain or without setting such date or may set the time for conducting business by e-mail or any other such communication mechanism.

Article VI. Elections

Section A. Elections.

1. Board Elections.

- 1.1 **Officers:** The Chair shall be elected by the Board of Directors. The Vice Chair, Secretary and Treasurer shall be elected by the board from its membership under such procedures as the board may establish.
- 1.2 **Member-Elected positions:** Only members in good standing, as defined by the Board of Directors, may vote in elections of Regional Representatives of the Board of Directors. The Nominations Committee shall work to ensure as diverse and strategic a candidate pool as possible.

- 1.3 **Board-Elected positions:** Nominations for board-elected positions are collected by the Nominations Committee, vetted, and proposed to the full board for election by simple majority.
2. **Voting.** Members shall have the right to one vote for each board position for which they are eligible to vote.
3. **Ballot.** Elections for Regional Representatives shall be by electronic balloting system as established by the Nominations Committee and as approved by the Board of Directors.
4. **Counting.** The electronic ballots shall be collected and counted by the tellers appointed by the Nominating Committee, and the results shall be certified by the Nominations Committee.
5. **Disposition of Ballots and/or Voting Records.** In the case that paper Ballots shall be required for any voting purpose among the IAVE membership, such ballots shall be held in safekeeping until the adjournment of the conference or meeting at which the voting took place, immediately following the election. After adjournment the ballots shall be destroyed by the Secretariat with the permission of the Chair and the Nominating Committee Chairperson.

Section B. Nominating Committee.

1. **Composition.** One Board Member shall chair the Nominating Committee. The Committee will consist of members recommended by the Regional Representatives and/or Chair or Vice-Chair.
2. **Term.** Nominating Committee Members shall serve for a term of two (2) years.
3. **Duties.** The Nominating Committee shall:
 - a. Work to create a qualified pool of candidates for member-elected and board-elected positions.
 - b. Instructions for the nominating procedure and nomination forms will be sent to all members in good standing by e-mail or any other equivalent communication channel.
 - c) Review the nominees for the purpose of confirming their eligibility.

d) Send electronic balloting instructions to all members in good standing in the relevant region.

e) Collect and count ballots, and certify the election results.

4. **Chair.** The Chair of the Nominating Committee shall be appointed by the Board Chair and confirmed by the Board of Directors.

Section C. Vacancies. If there is a vacancy occurring on the Board of Directors, the position will remain vacant until an appropriate election process can be held for a membership-elected position (Regional Representative) or board-elected (At Large) position. If the remaining months of the term being filled are less than half the total months of the term, then the person filling it, whether member- or board-elected, can complete that term and be elected to two full terms in their own right.

Section D. Resignation, Termination and Absences. Any Board member may resign at any time by giving written notice to the Chair. 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 Board. A Board member may be dropped after three (3) unexcused absences in a year. Excused absences may only be granted by the Chair. A Board member may be removed for other reasons by a two-thirds (2/3) vote of the remaining Directors.

Article VII. Executive Committee

Section A. Composition. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and up to one additional board member appointed by the Chair in consultation with members of the Board. This Committee shall be chaired by the Chair of the Board. The Executive Director may serve as an ex-officio member of the Executive Committee.

Section B. Authority. The Executive Committee shall have general supervision of the affairs of the organization between business meetings of the Board of Directors, make recommendations to the Board of Directors, and shall perform such other duties as prescribed by the by-laws, and those assigned by the Board of Directors. The Executive Committee shall be subject to the orders of the Board of Directors and none of its acts shall conflict with the action of the Board of Directors of IAVE.

Section C. Meeting. The Executive Committee shall meet between Board Meetings and may do so at a time and place agreed or through telephone or video conference or through other means.

Section D. Reports. Transactions of business in which the Executive Committee

must act for the Board of Directors shall be reported at or before the next meeting of the Board of Directors.

Section E. Quorum. A quorum shall consist of 50% plus one of the Committee.

Section F. Limitations on Authority of Committees. No committee of the Board shall have sole authority as to the following matters:

- a. Elect or remove Directors or Officers
- b. Hire or terminate the Executive Director
- c. Approve or change the total expenses of the budget
- d. Dissolve the organization or merge the organization with another
- e. entity
- f. Change the mission or the organizational structure

Article VIII. Committees

Section A. Authority. The Chair of the Board may create *ad hoc* committees as needed. The Chair appoints all committee chairs. Committee chairs must be members of the Board. The Chair recommends and the Board approves the membership of all committees each year.

Article IX. Members Meetings

Section A. Purpose. Receive reports, including biennial report and accounts, as well as information from the IAVE Board of Directors, the organization, and membership.

Section B. Meetings. The regular Members Meeting shall be during each World Conference.

Section C. Special Meetings. Special meetings may be called by the Chair, the Board of Directors, or by 40 members in good standing, representing a minimum of three regions, should the Board of Directors refuse to do so.

Section D. Virtual Meetings. In the event that a meeting cannot be held, elections and amending of the by-laws may be transacted by e-mail or electronic written transmission and shall be called "Virtual Members Meetings."

Section E. Voting Rights. Voting Rights will be held by IAVE members in good standing at the time of the meeting. Each member shall have one vote.

Section F. Quorum. The presence of 50 or more of voting members from at least 10 different countries and 3 different regions shall constitute a quorum of the IAVE Members Meeting for the transaction of business. The vote of a majority of the voting

members present at a meeting shall be the act of the Members Meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members if any action taken is approved by at least a majority of the required quorum for such a meeting. In case of a tied vote, the vote of the President decides.

Section G. Minutes. Minutes of all Members Meetings shall be filed by the Secretary of the IAVE Board and copies distributed before or at the next Meeting.

Article X. Regions

Section A. Purpose.

1. To provide an opportunity for members within each region to participate in activities of IAVE. The regions are: Africa, Arab Nations, Asia/Pacific, Europe, North America and the Carribean, Latin America.
2. To encourage, facilitate and promote the purposes of IAVE.
3. To actively identify and recruit membership in IAVE.

Section B. Meetings. Meetings may be called to address issues of priority to members of IAVE in the region, to promote exchange of information among members, and for other reasons of importance to the organization.

Section C. Regional Representative Board Members. Board Members elected within their region will give leadership to the development of IAVE within the region and undertake such duties as may be assigned by the organization.

Article XI. Amendments

Section A. Amendments. These by-laws may be amended at any Members Meeting by a two-thirds vote. Proposed amendments shall be submitted to the Chair of the Executive Committee in time for distribution to the membership sixty (60) days prior to a Members Meeting during the World Conference for the purpose of giving notice of the proposed amendment. Any exception to this must have the unanimous recommendation of the Board of Directors to allow consideration and then it may be adopted only by a two-thirds vote of the electors.

Section B. Emergency Provision. In an emergency where action is necessary between conferences, or because no World Conference is held, a mail and e-mail vote may be taken on proposed amendments, addressed to the last known address of the voting electors, not less than sixty (60) days before the proposed effective date of the

amendment or amendments. This vote shall be deemed valid if two-thirds of the total of all responding members return an affirmative vote, by ten (10) days before the effective date of the amendment or amendments. In the case of no response in voting through an electronic means, this vote is counted as abstention.

Article XII. Dissolution of Association

Section A. Assets. The property of this Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Association shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or close of the Association, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Association shall be distributed to a non-profit fund, foundation or association which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of the United States if the organization is incorporated in the United States.

Article XIII. Parliamentary Authority

Section A. Roberts Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these by-laws. The IAVE Board of Directors may approve the request of regions to use the commonly accepted authority in their countries as parliamentary authority.

Article XIV. Indemnification

Unless otherwise prohibited by law, IAVE shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to IAVE for damages arising out of his own gross negligence in the performance of a duty to IAVE.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. IAVE may advance expenses or where appropriate may itself undertake the defence of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not IAVE would have the power to indemnify the person against that liability under law.

Article XV. Miscellaneous

Section A. Fiscal Year. The fiscal year of IAVE shall be from January 1 through December 31.

Section B. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of IAVE and shall determine who, in addition to the President, shall be authorized on IAVE's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section C. Books. There shall be kept at the office of IAVE correct books of account of the activities and transactions of IAVE including a minute book, which shall contain a copy of the certificate or incorporation, a copy of these bylaws and all minutes of meetings of the Board of Directors.

Section D. Investments. The funds of IAVE may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Amended: By vote of the membership and ratification by the Executive Committee,

Signed:



Chair of the Board | World President