

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

Section 1 The IMA exists to facilitate growth and development through sharing best practices in mentoring, networking, and creating learning communities.

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 at a host institution as determined 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.

ARTICLE IV — MENTORING CONFERENCE

Section 1 An annual international mentoring conference will be held at a location approved by the IMA board of directors. All files and information pertinent to the conference will be maintained by the conference coordinator as authorized by the board of directors. The design, implementation and assessment of the annual conference will be the responsibility of the conference committee chairperson in collaboration with the conference coordinator.

ARTICLE V — MEMBERSHIP

Section 1 Membership shall be open to all individuals and institutions who actively support the goals of the Association and who remain current in their membership fees. Memberships will be categorized by the board of directors and membership fees set proportionately.

This Association is committed to a policy of fair representation and will not discriminate on the basis of race, ethnicity, nationality, ability, gender, religion, sexual orientation, or age.

Section 2 There shall be three categories of membership: individual, institution, and student. An institutional membership shall allow an organization to designate two representatives for one membership fee. Student memberships shall be restricted to full-time students.

Section 3 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 4 An annual meeting of the members will be held during the annual conference each year.

Section 5 The quorum of a membership meeting will be a simple majority of the members present at the annual conference.

- Section 6 Notice of meetings of the membership must be sent to each member at least 30 days prior to the day such a meeting will be held.
- Section 7 Membership meetings will be chaired by the president.
- Section 8 Members may not vote by proxy at any meeting of members.
- Section 9 The board of directors reserves the right to refuse or rescind membership to any individual or organization who does not support the goals of the IMA or who misuses the IMA's name or logo, such misuse includes but is not limited to fraudulent use or use to promote one's personal and/or organizational interests.

ARTICLE VI — BOARD OF DIRECTORS

- Section 1 The number of members of the board of directors of this Association will be no more than 20.
- Section 2 Directors will be representative of the membership and will espouse the mission and objectives 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, ethnicity, nationality, ability, gender, religion, sexual orientation, or age.
- Section 3 Candidates for the board of directors will be recommended by the nominating committee. The members of the board will be elected by a simple majority of the membership present and voting at the annual general meeting of the membership.
- Section 4 The term of each director will be four years. No director may serve more than two consecutive terms.
- Section 5 When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.
- Section 6 Any director may be subject to removal from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be given to the affected director with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered. Reasons for consideration for removal include, but are not limited to, failure to maintain membership or failure to attend two consecutive scheduled planning and/or annual meetings of the board of directors.
- Section 7 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.
- Section 8 The conference coordinator will serve as an ex-officio member of the board of directors.
- Section 9 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 change the length of the member's term on the board.

Section 10

The roles and responsibilities of the board of directors will be to:

- formulate and present for approval by the membership policies of the IMA;
- establish working groups to ensure fulfillment of the purposes and goals of the IMA;
- adopt an annual budget;
- provide an annual fiscal report at the annual membership meeting;
- fill vacancies on the board until the next election;
- 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.

ARTICLE VII — MEETINGS OF THE BOARD OF DIRECTORS

Section 1

An annual meeting of the board of directors will be held prior to the annual general meeting of the membership. In addition to its annual meeting, the board of directors will hold regular meetings at least one time each calendar year at a place designated in the notice of the meeting.

Section 2

Special 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. A special meeting of the board of directors may be held by conference call if considered acceptable by a simple majority of the board.

Section 3

Notice of regular, special, and annual meetings will be sent at least 30 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 other than delineated in Article 6 Section 8. 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, if followed within five working days by a confirming letter.

ARTICLE VIII — ELECTED OFFICERS OF THE BOARD OF DIRECTORS

- Section 1 The elected officers of this Association will be a president and a president-elect.
- Section 2 The officers of the Association will be elected by the board of directors. The term of each office of the Association will be two years. No officer may serve more than two consecutive terms in an office.
- Section 3 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 4 A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.
- Section 5 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.
- Section 6 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 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 7 The duties of board member emeritus and past presidents shall be determined by the board of directors.
- Section 8 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.

ARTICLE IX — APPOINTED OFFICERS OF THE BOARD OF DIRECTORS

- Section 1 In the case that the IMA is housed at a host institution as described in Article III, the association manager of the IMA will be appointed by agreement between the board of directors of the Association and the host institution. The association manager shall be an employee of the host institution who will administer the fiscal business of the Association. The association manager will fulfill the duties and responsibilities of the secretary/treasurer.
- In the case that the IMA is not housed at a host institution, the secretary/treasurer of the IMA will be elected, according to procedures outlined in Article VIII.
- Section 2 The association manager will be responsible for keeping the Association records. 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. The association manager will be the custodian of all books, correspondence, and papers relating to the business of the Association. The association manager will have general

charge of the finances of the Association. When necessary and proper, he or she will endorse on behalf of the Association all income in the Association account. He or she will keep full and accurate account of all receipts and disbursements of the Association in books which will be open at all times to the inspection of the board of directors. The association manager 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 such other reports as it may desire and request.

ARTICLE X — APPOINTED ASSOCIATE BOARD MEMBERS

Section 1 The board of directors will select, through an application process, associate board members.

1. The term of the associate board membership shall 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 board.
3. The associate board member is not required to attend the regular board meetings unless requested by the board president.
4. The associate board member is required to have been an IMA member for at least one year.
5. Associate board members may be considered for regular board membership after one year of satisfactory service to the IMA and successful completion of the application process.

ARTICLE XI — 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;
 - the association manager

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 goals and purposes of the Association;
 - Implement priorities determined by the board of directors;
 - Adopt and revise policies as recommended by the board of directors;
 - Set agendas for all meetings of the board of directors.
2. Finance Committee: This committee will oversee and monitor the fiscal operations of the organization, and present to the Executive Committee an annual budget developed in collaboration with the association manager, and develop and assist in the implementation of a funding strategy for the Association. The association manager of the IMA will be a member of this committee.
 3. Membership Committee: This committee shall be responsible for recruiting and retaining membership.
 4. Nominating Committee: This committee shall assume responsibility for identifying, receiving, screening, and submitting credentials of prospective candidates for vacancies within the board of directors of the Association. The Nominating Committee shall consist of individuals proposed and approved by the board of directors.
 5. Publications Committee: This committee shall be responsible for editorial and distribution policies for all publications of the IMA.
 6. Governance Committee: This committee shall assume responsibility to ensure that the management of the IMA adheres to the Association's By-Laws in ways that support its mission and vision. This committee identifies issues and procedures within the structure that require attention for possible modification, clarity, and/or addition and, depending on the issues that arise, refers matters to the appropriate body for discussion and consideration.
 7. Marketing Committee: This committee shall develop and execute marketing efforts to promote the IMA.
 8. Conference Planning Committee: This committee shall assume responsibility for planning and implementing the annual IMA conference.

Section 2 The board of directors may designate task forces, each of which will consist of at least one committee chair and two or more members. Task force members may be members of the board of directors and/or members of the Association. The chair of the committee will be appointed by the president. After consultation with the committee chair, the president will appoint task force members. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and or action

ARTICLE XII. — 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. All books and records of the Association may be inspected by any member or his or her agent for any proper purpose at any reasonable time. An annual fiscal report shall be made to the membership at the annual meeting.

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

ARTICLE XIII — 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. Written notice of the amendments must be sent to the IMA membership at least 30 days prior to the annual meeting. Each amendment must receive a two-thirds majority vote of those members present and voting at such meeting for approval.

ARTICLE XIV — 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 XV — 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.

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