

## ORGANIZATIONAL PRINCIPLES

### Independent Consulting Topical Interest Group, American Evaluation Association

#### ARTICLE I: NAME

The name of this organization is Independent Consulting Topical Interest Group, hereafter referred to as ICTIG. The ICTIG is an official Topical Interest Group recognized and supported by the American Evaluation Association (AEA), a U.S. based nonprofit organization organized exclusively for charitable and educational purposes.

#### ARTICLE II: Mission

**Section 1. Purpose.** The purpose of the ICTIG is to support AEA members with the development and administration of small and medium-sized independent evaluation practices.

**Section 2. Accomplishment of Purpose.** The ICTIG supports the following three mission statement areas:

- Foster a community of independent evaluators by sharing experiences and resource knowledge.
- Promote independent consulting as an evaluation profession by providing a forum for those starting, or thinking about starting, their own practice.
- Increase the professionalism of independent consultants by providing skill building workshops, sessions at AEA conferences, and through other in-person or virtual training opportunities.

**Section 3. Voluntary Organization.** The ICTIG is a volunteer, mutual benefit membership organization that is organized through the AEA for members who are inclined toward or actively involved with independent consulting. The organization will not serve for the individual benefit or detriment of any private shareholder, individual, Board of Directors member, or member.

## ARTICLE III: MEMBERSHIP

**Section 1. Eligibility for Membership.** Any individual who is a member of the American Evaluation Association shall be eligible for membership. Membership eligibility for the TIG will be defined by the American Evaluation Association.

### **Section 2. Rights and Benefits of Members.**

- A. **Application.** An ICTIG member is defined as any active AEA member who has “joined” the ICTIG through the AEA TIG selection process. Any individual who is a member of AEA may elect to be a member of ICTIG by updating their TIG selections and selecting to “Join” the ICTIG. The number of AEA TIGs an AEA member may join is defined by the parent organization.<sup>1</sup>
- B. **Rights.** ICTIG members have the right to vote for and elect TIG officers; receive timely notices pertaining to official ICTIG business including the Annual Business Meeting; and receive reports of the programmatic and organizational health of the organization at least once per year at the Annual Business Meeting.
- C. **Benefits.** The TIG Officers establish the benefits for ICTIG members. Benefits may include access to a members-only section of the AEA ICTIG website, receipt of regular TIG news (e.g., the quarterly newsletter), access to any contact lists and job postings, early notification of and discounts to ICTIG special events, and partial sponsorship for annual TIG events such as the annual conference dinner.
- D. **Voting.** On any matter for which members may vote, each member shall have one vote. Member votes may be taken in person at the annual ICTIG meetings or by mail or electronic balloting, as approved by the ICTIG Board. All issues to be voted on shall be decided by a simple majority of all votes cast, with the exception of amending the Organizational Principles, which is governed by Article X. In the event of a tie vote, the matter will be submitted to the ICTIG Board for final resolution.
- E. **Notices.** Notices to members concerning matters for which they have the right or opportunity to vote will be sent to them in a fair and reasonable manner. Notice of the Annual Business

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<sup>1</sup> In August 2015 the number of TIGs an AEA member may join was up to five. See: [kws-22z.z.z@hyddruij.2s2fp.2g2ilg@44](mailto:kws-22z.z.z@hyddruij.2s2fp.2g2ilg@44)

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Meeting, of proposed Organizational Principles changes, or of any meeting in which members may vote will be sent at least two weeks in advance. Notices may be sent by electronic means.

**Section 3. Non-Discrimination and Diversity.** ICTIG will not discriminate in its membership, operations or activities on the basis of age, race, gender/sexual orientation/sexual identity, color, creed, religion, national origin, or disability. ICTIG will actively seek diversity in its membership, Board and committees through attention to disciplinary heterogeneity; practitioner/academic balance; geographic heterogeneity; gender balance; and ethnic/racial representation.

## **ARTICLE IV: CONTRIBUTORS AND SPONSORS**

**Section 1. Contributor.** A Contributor is a person or organization that makes a gift of cash or property to ICTIG. Contributing under this section does not constitute membership in ICTIG and therefore confers no rights or benefits of membership. Gifts or property from Contributors shall be used solely to promote the common business interests of the ICTIG membership and shall not be used to perform particular services for individual ICTIG members. Acceptance of gifts from Contributors shall be free of any restriction that would either limit ICTIG in carrying out its functions and objectives or cause ICTIG to lose its status as a subsidiary of AEA.

**Section 2. Sponsor.** A Sponsor is a person or organization that provides financial support for a specific ICTIG event or activity. A Sponsorship under this section does not constitute membership in ICTIG and therefore confers no rights or benefits of membership. Support from Sponsors shall be used solely to promote the common business interests of the ICTIG membership and shall not be used to perform particular services for individual ICTIG members.

## **ARTICLE V: GOVERNANCE STRUCTURE**

**Section 1. Board of Officers.** The ICTIG is governed by a Board of Officers (hereafter referred to as the Board or the ICTIG Board). The Board consists of seven Officers. The seven Officers are elected by the ICTIG members at the Annual ICTIG Business meeting. The elected Officers are TIG Chair, Chair-elect/Secretary, Outgoing Chair, Program Co-chairs (2), Social Media Chair, and the Print/Web Media Chair.

**Section 2. Board Election, Appointment, and Terms of Office.**

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- A. Election of Officers. Officers will be elected by a majority of those members casting votes in the annual election.
- B. Term of Office. Terms of office are defined in Article V and differ based on the responsibilities of the position. A new term shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>. A TIG Chair or Program Chair board member may serve no more than two consecutive terms in the same position.
- C. Multiple Year Terms. Terms of Office will be multiple years for the TIG chairs and Program chairs and staggered to ensure continuity. The person elected to the Chair-elect/Secretary will serve for three years, first as Chair Elect/Secretary, then as TIG Chair, and then as Outgoing Chair. One Program Co-Chair will be elected each year to a two year term.

### **Section 3. Governing Powers and Duties of the Board.**

- A. Powers. The Board has complete charge and control of the business, property, funds and affairs of the voluntary IC TIG organization. The Board is afforded all of the powers and duties necessary or appropriate for the administration of the affairs of ICTIG and may perform all such acts as are not directed to be exercised and done by members by law, by these Organizational Principles, and that is appropriate for a subsidiary of AEA. In case of conflicts in Organizational Principles, the By-Laws of AEA will take precedence.
- B. Duties. The duties of the Board shall include: (a) Creating an annual action plan for each year no later than January 31 of that year. (b) Coordinating program activities for the annual AEA conference, (c) Establishing and overseeing the operation of ad hoc committees, (d) Communicating with the TIG membership, and (c) Authorizing any matters to be submitted to a vote of the ICTIG members including election of Officers. The Board of Directors will receive and consider petitions from the membership for matters to be submitted to a vote of the ICTIG members.
- C. Application of Powers and Duties. Officers have equal Powers and Duties under these Organizational Principles unless stipulated otherwise.

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#### **Section 4. Duties of Individual Board Members.**

**The TIG Chair, Chair-Elect and Outgoing Chair shall be jointly responsible for initiating discussion of the following year's action plan as soon as possible after the annual meeting elections so that the Board can approve the action plan no later than January 31 of the following year.**

- A. TIG Chair. The TIG Chair is the chief executive officer of the ICTIG, sets the agendas for and presides at the ICTIG Board meetings and the Annual Business Meeting, and has general responsibility for conducting the affairs of the ICTIG. The Chair Elect takes on these Chair responsibilities in his or her second consecutive year of service. The TIG Chair is authorized to conduct financial ICTIG business (as relevant) and as authorized by the Board. The TIG Chair may prescribe duties of other Board members if those duties are not assigned in these Organizational Principles. The Chair appoints Committee chairs and is a member ex-officio of all Committees. The TIG Chair serves as liaison for all business related to ICTIG's status as a subsidiary of the American Evaluation Association. In the event the TIG Chair resigns, the Chair-elect/Secretary will assume the responsibilities of the TIG Chair for the remainder of the Chair's term and then proceed on to the usual full year term as Chair the subsequent year.
- B. Chair-elect/Secretary. The Chair-elect/Secretary performs the duties of the TIG Chair in the absence of, or at the request of, the Chair. Upon election, this is the first year of three years of service to the ICTIG, with the Chair-Elect agreeing to serve in the second year as Chair and in the third year as Outgoing Chair. In the absence of the Chair, the Chair-elect/Secretary is authorized to conduct financial TIG business as authorized by the Board. The Chair-elect/Secretary performs, or causes to be performed, the following tasks: maintains a master calendar for the organization, takes minutes at Board meetings, takes minutes at the Annual Business Meeting and makes them available to members, authenticates corporate records and maintains official corporate documents, verifies the security of ballots and of any Web site used for voting, coordinates the TIG table for members to leave promotional items at the annual conference, coordinates the table for annual conference reception on the first night, and handles official correspondence for ICTIG. The Chair-elect/Secretary coordinates any ICTIG Contracts or agreements for the organization. The Chair-elect/Secretary is a member ex-officio of the Program Committee. In the event a Chair-elect/Secretary resigns, the TIG Chair may appoint a temporary Chair-elect who will complete the year and may choose to stand for election as TIG

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Chair at the next Annual Business Meeting. The temporary Chair-elect must be unanimously approved by the remaining Board members.

- C. **Outgoing Chair.** The Outgoing Chair provides organizational memory for the ICTIG, serves to counsel the TIG Chair and Chair-elect/Secretary, and continues or arranges for continuation of TIG activities that were initiated under his/her role as TIG Chair, as appropriate and agreeable to the Chair. This is the third and final year of service for a person elected as Chair-Elect two years earlier. The Outgoing Chair participates in all deliberations of the Board, has the right to vote on matters considered by the Board unless excepted in these Organizational Principles, and chairs one or more Standing, Special, or ad hoc Committees as assigned by the TIG Chair. In the event the Outgoing Chair chooses to resign before the end of his or her tenure, the TIG Chair may appoint an Officer-at-Large to serve the remaining term of the Outgoing Chair, who will have all the same rights and responsibilities. The Officer-at-Large must be unanimously approved by the remaining Board members.
- D. **Program Co-Chairs (2).** The Program Co-Chairs are responsible for delivering a complete program of TIG-sponsored conference sessions to the annual conference. The Program Co-Chairs receive all of the proposals submitted directly to the TIG, puts out a call for volunteer reviewers, and works with a committee to facilitate proposal reviews, decisions, and the conference program. One Program Co-Chair is elected annually to a two year term at the Annual Business Meeting. This ensures that there is always one senior and one junior program co-chair to ensure continuity and preserve programmatic memory. The Program Co-Chairs work collaboratively to chair the Program Committee and with the AEA annual conference program chairs. At least one of the Program Co-Chairs must agree to attend the AEA annual meeting for which the Co-Chairs coordinate proposal review.
- E. **Social Media Chair.** The Social Media Chair is responsible for coordinating electronic social media based communication among members. While technology applications may change, the premise is to coordinate the electronic dissemination and communication of topics relevant to independent consultants, which supports the ICTIG mission to support AEA members with the development and administration of small and medium-sized evaluation practices. The Social Media Chair co-chairs the Media Committee with the Print/Web Media Chair who collectively work to communicate with the ICTIG members. This position is elected annually at the Annual Business Meeting for a minimum period of one year and may be held for up to two years. This

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individual is responsible for identifying individuals to assist in these endeavors that may include ICTIG Content Creators to ensure regular electronic communication.

- F. **Print/Web Media Chair.** The Print/Web Media Chair is responsible for communicating with members through the coordination of a TIG newsletter, an AEA-based ICTIG web portal, and a listserv (e.g., the AEA-based ICTIG eGroup). The premise is to utilize the web portal, listserv, and the newsletter to communicate topics relevant to independent consultants, which supports the ICTIG mission to support AEA members with the development and administration of small and medium-sized evaluation practices. The Print/Web Media Chair co-chairs the Media Committee with the Social Media Chair who collectively work to communicate with the ICTIG members, other AEA members, and potential employers of independent consultants/consulting firms on a contract basis. This position is elected annually at the Annual Business Meeting to a minimum period of one year and may be held for up to two years. This individual is responsible for identifying individuals to assist in these endeavors that may include a Newsletter Copy Editor, Newsletter Layout Editor, a Webmaster, and/or a Listserv Editor.

**Section 5. Vacancies.** Vacancies among the Board Chairs (i.e., Program, Social Media, or Print/Web Media) caused by any reason shall be filled by nomination by the TIG Chair and popular vote by the remaining Board members. The term of a Board member who fills a vacancy expires at the end of the unexpired term being filled.

**Section 6. Removal.** A Board member may be removed by a unanimous decision of the remaining Board members.

**Section 7. Compensation.** No compensation shall be paid to Board members for their service to ICTIG, nor shall Board members be paid pursuant to any contractual arrangements with ICTIG.

## **ARTICLE VI: COMMITTEES**

### **Section 1. Names and Responsibilities of the Standing Committees.**

- A. The Standing Committees of the ICTIG are Program and Media.
- B. **Program Committee.** The Program Committee is co-chaired by the Program Co-Chairs. The Committee is responsible for planning the Independent Consulting track presentations for the annual American Evaluation Association conference. The Program Committee will coordinate

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with the AEA Staff and the annual conference team to encourage proposal submissions, to evaluate proposals, identify final proposals, and coordinate conference presentations (as necessary). The Program Committee is expected to actively encourage submittal of ICTIG relevant proposals that support the mission of the ICTIG. With Board member approval the committee may identify Non-AEA additional venues for program relevant activities that may include (but is not limited to) pre or post-conference workshops, regional workshops, and/or sponsored programmatic events, either in-person or online.

- C. Media Committee. The Media Committee is co-chaired by the Print/Web Media Chair and the Social Media Chair. The Media Committee is responsible for identifying creative and effective ways to communicate relevant information with ICTIG members. The Media Committee is charged with producing a quarterly communication (e.g., newsletter), a listserv for ongoing regular electronic communication, and social media interactive platform for the exchange of ideas (e.g., a TIG Facebook site). With Board member approval the committee may adopt appropriate new communication technologies, such as development of an online group using LinkedIn or similar social networking site, to encourage electronic communities of practice.

**Section 3. Special Committees.** The TIG Chair, with consultation with the Chair-Elect and the Outgoing Chair, may establish special committees and tasks forces as necessary to conduct the business and implement the programs of ICTIG. The Board should define the purpose and scope of work of each special committee or task force. The TIG Chair will appoint the Chairs of such committees.

## **ARTICLE VII: MEETINGS**

### **Section 1. Meetings of Members.**

- A. Annual Business Meeting. An Annual Business Meeting will be held during the annual American Evaluation Association conference. The agenda of the Annual Business Meeting will minimally include (but is not limited to): a report of the status of ICTIG by the TIG Chair, a membership report by the Chair-Elect/Secretary, a financial report (as appropriate) by the TIG Chair, a report on ICTIG programs by the Program Co-Chairs, and elections of new officers. The elections should minimally include the Chair-Elect, one Program Co-Chair, the Social

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Media Chair and the Print/Web Media Co-Chair. All reports shall be submitted in writing and appended to the meeting minutes.

- B. Special Meetings. Special conference call/webinar meetings of members may be called when deemed necessary by the Board. The Board must notify the members of the time, purpose and method of contact for such meetings at least two weeks in advance of the meeting.

## **Section 2. Board of Directors Meetings.**

- A. Regular Board Meetings. The Board will establish a schedule of regular meetings, which will minimally be twice a year in addition to the Annual Business Meeting. Minutes of each Board meeting must be kept by Chair-Elect/Secretary. The schedule of meetings and minutes will be made available to members, either by e-mail or by posting on the ICTIG web portal. The Chair-Elect/Secretary shall be responsible for maintaining an archive of ICTIG business meeting minutes in electronic or paper form that shall be transmitted to the next Chair-Elect/Secretary at the end of his/her term.
- B. Special Board Meetings. Special meetings of the Board may be called by the Chair or by request of two other members of the Board stating the time, purpose of the meeting, and method for contact.
- C. Quorum. At all meetings of the Board of Directors, a simple majority of members shall constitute a quorum for the transaction of business.
- D. Attendance Policy. If a Board member fails to participate in two consecutive Board meetings, the member may be removed by majority vote of the remaining Board members.

**Section 3. Rules of Order.** Meetings of members and of the ICTIG Board will be conducted using informal, but businesslike procedures. At any time a procedural conflict arises, the provisions of the most recent edition of Robert's Rules of Order shall be used to resolve the conflict. The TIG Chair may appoint a Parliamentarian to advise on Rules of Order for one or more meetings or for the interpretation of ICTIG Bylaws.

## ARTICLE VIII: NOMINATIONS AND ELECTIONS

### Section 1. Election of Officers.

- A. Eligibility to Vote. All ICTIG members are eligible to vote for ICTIG Officers. Each member may vote for one candidate per open office.
- B. Nominations. Formal nominations will be conducted at the Annual Business Meeting. The Board members should informally conduct a nominating process in advance of the Annual Business Meeting to encourage member involvement.
- C. Ballots. In the event of a competitive race, members will write the name of the desired candidate on a piece of paper and cast it by giving it to the Chair-Elect/Secretary.
- D. Reporting Results. The candidate for each office who receives a majority of the votes cast shall be considered elected.
- E. Tie Votes. In the case of a tie vote for any office, the candidates will be given an opportunity to address the membership and another election will take place.
- F. The winners will be announced and will assume office on January 1<sup>st</sup> of the following year.

## ARTICLE IX: FISCAL MANAGEMENT

**Section 1. AEA Subsidy.** The ICTIG receives a nominal annual amount to support the TIG meetings and/or subsidize a TIG Dinner or social event. The TIG Chair is responsible for the request and proper administration of these funds.

**Section 2. Fiscal Planning Special Committee.** In the event the ICTIG initiates a process to receive additional significant income, the TIG Chair will appoint an ICTIG member to chair a Fiscal Planning Special Committee that will be charged with identifying a process for executing corporate documents, managing funds, financial signatories, and the fiscal duties of the individual board members.

## ARTICLE X: AMENDMENTS

**Section 1. Proposing Amendments.** The ICTIG Board may propose Amendments to the Organizational Principles. An amendment must be approved by a simple majority of the Board.

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**Section 2. Member Approval.** Proposed Amendments to the Organizational Principles must be approved by a two-thirds (2/3) majority of the members who vote on the proposed change. Notice of proposed changes must be given a minimum of two weeks in advance of a meeting or a vote. If the vote will be taken at a meeting, the Chair-Elect/Secretary must state in the notice to members that the proposed amendment will be considered at the meeting and enclose a copy of the amendment. If the vote will be taken by ballot, the material soliciting the approval must be accompanied by a copy of the amendment.

**Section 3. Effective Date.** Following affirmation, changes to the Organizational Principles shall become effective in the next calendar year unless a different effective date was stipulated as part of the notice of proposed changes.

## **ARTICLE XI: DISSOLUTION**

**Section 1. Distribution of Assets.** Upon the dissolution of ICTIG by the ICTIG Board or the American Evaluation Association, assets remaining after payment, or provision for payment, of all debts and liabilities of ICTIG shall be distributed to the American Evaluation Association or to one of its affiliates, at the sole option of the American Evaluation Association.