



Information Packet for ILA Members

Considering Board Service

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May 10, 2017

Dear Colleague,

The ILA Board is a governing body composed of accomplished scholars, researchers, and practitioners who are responsible for ensuring that the organization's mission is responsibly and capably carried out. The board is committed to responsible oversight and partnership with ILA staff to achieve the vision and mission of "promoting a deeper understanding of leadership knowledge and practice for the greater good of individuals and communities worldwide." We are responsible for the financial health and sustainability of ILA and take seriously the need to ensure the alignment of the core values with our policy-making and decision-making functions. Selection of new governance leaders is essential to future accomplishments; which makes the decision to seek a position on the Board a very important one.

The decision to serve starts with individual inquiry and discernment about capacity, interest, and commitment. Am I willing to make ILA a high priority? Will I attend every Board and committee meeting? Support the programs and annual conference? Can I contribute financially every year to the organization? Am I committed to give honest, open advice and feedback? Do I understand that I am helping to create a culture of trusteeship of ILA in which a loyalty to the mission and a duty of care are key to its trust, integrity, and reputation? Do I have the ability to connect ILA to resources that will help ILA continue to improve? Will I learn about the history and character of ILA and do all I can to help it become more innovative, global in reach, and diverse in membership? Do I value diversity and respect differences? Your answers to these questions will help you decide whether you are called to service on the Board at this time in your career. If these questions sound serious that is because the role of an ILA Board member is serious. How the Board works together for the greater good of ILA now will have significant future impact. If there is one variable that tells us whether an organization will be successful in the long term when it, like ILA, has an excellent staff—it is an excellent governing Board!

If, after giving considerable thought to this opportunity, you believe the time is right for you to make this commitment and that you meet the criteria described in the packet, please complete the Board Interest Form and email it by **June 14, 2017**. Alternatively, if you know an ILA colleague who would be a stellar candidate, please encourage them to complete and submit the form.

The Board Development Committee, chaired by Cheryl Getz, has been authorized by the ILA Board of Directors to coordinate the nominations process. The committee will review all interest forms using the criteria and matrix detailed in this packet and will then interview candidates whose skills most closely match the needs of the ILA. The committee's recommendations will be submitted to the Board of Directors for action in September. The three-year term will begin January 1, 2018 and run through December 31, 2020.

Thank you again for your membership with, service to, and support of the ILA. We are excited about the future of the ILA and your continued participation.

Sincerely,

Katherine Tyler Scott, Board Chair

Cyn Cherrey, President & CEO

Mission

The International Leadership Association (ILA) is a global network for all those who practice, study, and teach leadership. The ILA promotes a deeper understanding of leadership knowledge and practices for the greater good of individuals and communities worldwide.

Our Commitment to Realize the Mission of the ILA

The principal means by which our mission is accomplished is through the synergy that occurs by bringing together public and private sector leaders, scholars, educators, businesses, consultants, and students from many disciplines and many nations.

The ILA strives to:

- ❖ Strengthen ties between those who study and those who practice leadership;
- ❖ Serve as a forum where people can share ideas, research, and practices about leadership;
- ❖ Promote effective and ethical leadership in individuals, groups, organizations, and governments in the global community; and
- ❖ Generate and disseminate interdisciplinary research and develop new knowledge and practice.

Vision

The ILA will be valued for its expertise in developing and advancing leadership knowledge and practice worldwide.

Organizational Values

Inclusion: Fosters and promotes broad and diverse membership engagement.

Impact: Encourages leadership initiatives that advance the field of leadership and contribute to the greater global good.

Integrity: Insists upon effective and ethical leadership practices and sound scholarship.

Interconnection: Builds upon the shared interests and complementary talents of members to support individual and collective goals.

Interdisciplinary: Promotes and influences leadership as an interdisciplinary field bridging theory, practice, and multiple sectors.

International perspectives: Respects cultural contexts and facilitates learning and networking across national boundaries.

Board Responsibilities

The Board of Directors is the governing body of the Association and may exercise all the powers and authority granted to a non-profit 501(c)(3) association by U.S. law. The Board shall oversee the Association's policies and procedures. Among its other powers, the Board of the Association shall have and may not delegate the power to elect and remove Board members; approve the budget; hire and fire the President/Chief Executive Officer; approve and amend the mission statement of the organization; amend the Articles and Bylaws of the Association; elect and remove officers; and approve major corporate changes, such as dissolution, merger, or transfer of all or substantially all of ILA's assets.

Each Board member shall discharge the duties of a Board member, including committee duties, in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interests of the Association.

All Board members contribute their valuable time to the activities of the Board and do so at their own or their organization's expense. Continuity of experience and participation contribute to the effectiveness of the Board. Applicants are encouraged to carefully consider their ability to commit to a full three-year term of active service.

Beyond participating in Board and committee meetings, each Board member is expected to contribute their unique strengths and talents to the success of the ILA by:

1. Promoting the ILA throughout your own networks
2. Recruiting new members and conference participants
3. Identifying new sources of funding or in-kind services
4. Engaging with ILA members and member communities
5. Participating in the development and implementation of the ILA's strategic plan

Time Commitment

We ask that you consider your ability to make the necessary time commitment at this point in your life. It is estimated that Board members spend at least 90 hours a year on ILA activities, *excluding* travel time for the conference and the retreat. Please review the tentative meeting schedule found under the Summary of Important Dates.

The Board meets for: 90 minutes via conference call five times a year, a two-day retreat usually in late February, and the day before the annual global conference.

Each Board member serves on one or more committees or task forces. The standing committees of the Board (Finance, Fundraising, Membership, and Board Development) meet 6-10 times a year for 60-minute teleconference calls and members complete projects between meetings.

New Board member orientation will be held the same day and time as the pre-conference sessions at the annual global conference. Other orientation related events will be scheduled throughout the conference.

Financial Commitment

Board members are expected to maintain their membership in the ILA and cover (or secure their institution's support for) all Board and Committee meeting expenses as well as all of their annual conference expenses.

Regardless of the amount, Board members are also expected to make a personal annual donation. This is a standard practice in the non-profit sector as grant making bodies look favorably on organizations whose boards make this commitment to the organization they serve. Thus, the amount contributed is less important than reaching 100% participation. Over the past several years, 100% of Board members have made a financial contribution to the Annual Board Campaign.

Conflicts of Interest

Board members, ILA members serving in leadership roles, and employees of the ILA are annually required to sign an acknowledgement form that they have read and agree to remain in compliance with the Conflicts of Interest Policy.

“Anyone making decisions on behalf of the International Leadership Association, Inc. (ILA) should always act based on the best interests of the organization, and no individual associated with the ILA should use his or her position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.”

Nominations and Selection Process

- ❖ The Board Development Committee (BDC) is empowered by the ILA Board of Directors to coordinate the Board nominations process. Each year, the BDC evaluates current strengths, prioritizes the expertise needed, and develops criteria to guide the selection process. Upon the Board's approval of these priority needs, the BDC Chair sends a letter, interest form, and information packet to all ILA members.
- ❖ ILA members interested in Board service submit the Board Interest Form and resume or C.V. by **June 14, 2017**.
- ❖ The BDC meets to review all of the interest packets to identify candidates that could best meet the organization's needs.
- ❖ Finalists will be interviewed in June/July by members of the BDC (there are usually two separate telephone interviews).
- ❖ The BDC meets to discuss the interviews, determine best matches to the priority needs, and finalize the slate of nominees for Board consideration. Applicants whose talents do not meet the current strategic needs of the Board are thanked and encouraged to volunteer elsewhere within the ILA.
- ❖ Board of Directors elects 2018 cohort at its September meeting.
- ❖ The Board Chair contacts newly elected Board members.
- ❖ Orientation sessions held during the preconference timeslot at the Global Conference in Brussels, Belgium.

Summary of Important Dates

Selection Process:

- June 14, 2017 Submission deadline for Board Interest Forms
- July-early Aug. Shortlisted candidate interviews
- Mid-Aug. Board Development Committee develops list of nominations
- Sept. 6, 2017 ILA Board elects new members

Meetings:

- The new Board member orientation will take place on Thursday, October 12 during the global conference in Brussels. (Note: this is at the same time as the pre-conference sessions)
- 2018 Tentative Schedule (Given the global membership of the Board, the meeting time is relatively set; please be sure of your availability using www.timeanddate.com)

Board Retreat: Late Feb./Early March in West Palm Beach, Florida, USA

Teleconference Meetings

(Note: Board members are in eight time zones currently, so meeting times are listed using the ILA main office's time zone, ET. Please use www.timeanddate.com to convert to yours.)

Late Feb/Early Mar	1-4 pm after retreat ends at the retreat location
Wed, April 4	4-5:30 pm US EDT
Wed, June 6	4-5:30 pm US EDT
Wed, Sept 5	4-5:30 pm US EDT
Tues, Oct 23	1-5pm (the day before the Global Conference in West Palm Beach)
Wed, Dec 5	4-5:30 pm US EST

- Plus committee meetings – each committee sets a meeting schedule based on its responsibilities and deadlines. Generally, they meet 8-10 times a year for 60-90 minute teleconference calls and members often do work outside of the meetings. The standing committees are: Membership, Fundraising, Finance, Board Development, and the Executive Committee. There is one temporary committee, the Global Expansion Task Force.

Please see page 13 for the dates of the conferences through 2020.

**Synthesis of Criteria Guiding the Composition of the ILA, Inc. Board Members
(Approved by the Board, April 2017)**

The strength of the ILA Board of Directors is its mix of talents, experiences, perspectives, and expertise. Based on the individual talents of those continuing or concluding their terms, the Board identifies and prioritizes the characteristics sought in new members. Therefore, this document serves as a guide and to be considered, each candidate must have a *preponderance* of the essential qualifications listed below in the areas of experience, commitment, and skills.

Qualifications (Bold are 2018 priorities)

A Strong Commitment to...

- ✓ Active participation in the Association and high standards for the ILA
- ✓ Enthusiastic support for and alignment with the ILA's mission, vision, values, and strategic plan
- ✓ Fulfill financial obligations, including paying for (or arranging own institutional support for) membership dues; costs of participating in Board meetings, committee meetings, retreats, and ILA global conferences; and a personal annual gift contribution to the ILA
- ✓ Leverage networks and contacts for the ILA (e.g., with foundations, potential donors or keynotes, journals, and publishers)
- ✓ Work constructively and collegially with Board members and staff

In-Depth Experience in Board Governance:

- | | |
|--|--|
| ✓ Financial oversight | ✓ Risk management, strategy, performance, and planning |
| ✓ Fundraising & resource development | ✓ Substantial leadership expertise |
| ✓ Global & multi-cultural mindset | |
| ✓ Significant service in an analogous role or organization | |

Preferred Skill Sets:

- | | |
|---|-----------------------------------|
| ✓ Financial expertise | ✓ Strategic planning & monitoring |
| ✓ Fundraising & resource development | ✓ Risk management |
| ✓ Member recruitment | ✓ Responsive communication |
| ✓ Networking | ✓ Collaboration |

The Board of Directors has prioritized the following elements to guide the nomination process for the Board cohort starting Jan. 1, 2018:

- Experience with senior level governance / leadership
- Professional balance – with an emphasis on business leadership
- Extensive geographic networks / connections
- Cultural, racial, geographic, and generational diversity

2017 Board of Directors

Aldo Boitano - Executive Director, Executive Development, Inc., Santiago, Chile

Janis Bragan Balda - Associate Professor of Sustainable Enterprise, Center for Sustainability and Global Change, Unity College, Vermont, USA (ILA Treasurer & Chair, Finance Committee)

Michael Brandenburg - Director, Coaching Services, Executive Education; Director, International Business Development, IESE Business School, University of Navarra, Pamplona, Spain

Ira Chaleff - President, Executive Coaching & Consulting Associates, Virginia, USA

Cynthia Cherrey - ILA President & CEO (Ex officio)

Sean Creighton - President, Southwestern Ohio Council for Higher Education, Ohio, USA

Cheryl Getz - Associate Professor, Leadership Studies, School of Leadership and Education Sciences, University of San Diego, California, USA (Chair, Board Development Committee)

Mike Hardy - Founding Director, Centre for Trust, Peace, and Social Relations, Coventry University, U.K.

Mansour Javidan - Garvin Distinguished Professor & Director of Najafi Global Mindset Inst., Thunderbird School of Global Management, Arizona State University, Arizona, USA (ILA Vice Chair)

Max Klau - Chief Program Officer, New Politics Leadership Academy, Boston, USA (ILA Secretary)

Susan Murphy - Professor and Chair of Leadership Development, Organisational Studies, University of Edinburgh Business School, Scotland, U.K. (Chair, Membership Committee)

Laura Osteen - Director, Center for Leadership and Social Change, Florida State University, Florida, USA

Andrew Simon - Chief Executive, Yellow Edge Pty Ltd, Canberra, Australia

Arthur Schwartz - Professor of Leadership Studies & Founding Director, Oskin Leadership Institute, Widener University, Pennsylvania, USA (chair, Fundraising Committee)

Katherine Tyler Scott - Managing Partner, Ki ThoughtBridge, LLC, Indiana, USA (ILA Board Chair)

Eliane Ubalijoro - Professor of Practice, Institute for the Study of International Development, McGill University, Montreal, Canada & Member, Presidential Advisory Council for Rwandan President Kagame

Rens Van Loon - Director of Human Capital - Organization, Change & Leadership, Deloitte Consulting & Professor, Dialogical Leadership, Amsterdam, Netherlands

ILA Officers and Executive Committee

Katherine Tyler Scott - Board Chair

Janis Bragan Balda - Treasurer

Mansour Javidan - Vice Chair

Max Klau - Secretary

Cynthia Cherrey - ILA President/CEO

Standing Committees

(* indicates non-board member)

Executive Committee

Katherine Tyler Scott (Chair)
Mansour Javidan (Vice Chair)
Janis Bragan Balda (Treasurer)
Max Klau (Secretary)
Cyn Cherrey (President)
Shelly Wilsey* (Staff)

The **Executive Committee** shall implement and enforce the policies and decisions of the Board of Directors, and assist the President/CEO in managing the affairs of ILA. The EC is authorized to address problems or issues that occur between Board meetings and make recommendations and decisions as necessary. All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

Board Development Committee

Cheryl Getz (Chair)
Ira Chaleff
Mike Hardy
Sherry Penney*
Tom Sechrest *
Cyn Cherrey
Shelly Wilsey*(Staff)

The charge of the **Board Development Committee** is to ensure the ILA Board fulfills its governance and fiduciary responsibilities by: coordinating the Board Nominations process, orienting new Board members, providing training and support to the Board, and as member terms expire, seeking new members who represent diverse groups.

Finance Committee

Janis Bragan Balda (Chair)
Sean Creighton
Andrew Simon
Carol Madison*
Kimmie Mungaray*
Shelly Wilsey* (Staff)

The charge of the **Finance Committee** is to: advise the Officers and the Board on financial planning and financial administration of the ILA; assist the Treasurer in developing for Board review and approval an annual budget that enables the ILA to carry out its strategic goals; review the ILA's financial records/reports for compliance with the budget and policy; provide feedback to the COO, suggest modifications if needed, and make recommendations to the Board as appropriate; develop internal controls and financial and accountability policies for the Board's approval and monitor their implementation.

Fundraising Committee

Arthur Schwartz (Chair)
Aldo Boitano
Max Klau
Rens Van Loon
Cyn Cherrey
Bridget Chisholm* (Staff)

The charge of the **Fundraising Committee** is to: serve as the Board's central source of information about the fund-raising climate in general, and about the status of the organization's fund-raising activities in particular; take the lead in the Annual Board Commitment (ABC) challenge; familiarize Board members with fund-raising skills and techniques; develop and implement fund-raising projects in coordination with the staff.

Membership Committee

Susan Murphy (Chair)
Michael Brandenburg
Laura Osteen
Eliane Ubalijoro
Joanne Barnes* (past BL MIG Chair)
Mindy McNutt* (past LEd MIG Chair)
Simon Vroonhof* (past PL MIG Chair)
Anita Marsh* (Staff)

The charge of the **Membership Committee** is to provide strategic advisory support to the ILA Board and staff in matters related to: the recruitment, retention, and recovery of ILA members; membership structures and dues; and the enhancement of member benefits and leadership opportunities to deepen their affiliation and engagement with the ILA.

A Very Brief Overview of the ILA's Organizational Development

The International Leadership Association (ILA) grew out of several projects organized by the Academy of Leadership at the University of Maryland (UMD) and funded by the W.K. Kellogg Foundation. As these and other activities in the 1990s brought people together from across the emerging field of leadership, it became clear that there was interest in and a need for a professional association to serve the needs of leadership educators, scholars, practitioners, coaches, consultants, and others focused on the practice and study of leadership.

A precursor conference, called the “Leaders/Scholars Association: A Meeting of the Minds,” was held in 1998 at the University of Southern California. It confirmed that there was adequate interest in the idea of an umbrella leadership organization. Less than a year later, nearly three hundred people came to Atlanta for the first annual conference of the International Leadership Association.

While the vision of the founders was to create an independent membership association, it was decided that initially operating as part of the Academy of Leadership would support stable growth in the early years. The Academy of Leadership paid the ILA's start-up costs, including staffing. An Advisory Board of leadership scholars, educators, and leadership development professionals from around the world became responsible for the ILA's strategic planning.

By 2004, the ILA covered its direct costs while continuing to benefit from infrastructure support from the Academy of Leadership. For the next four years, the ILA continued to grow at a steady pace and additional staff positions were added to manage the organization's activities and operations. New membership services were introduced, and the conferences continued to expand.

In 2009, a Transition Team of the ILA Board began to explore options concerning the best structure to support the ILA's continued growth and strategic goals. At the retreat in March 2010, the ILA Board authorized the development of a proposal outlining the transition to an independent non-profit association. To prepare for the shift from an advisory Board to a governing Board, the Board formalized three standing committees: Finance, Board Development, and Fundraising. A Governance Task Force revised the ILA's Bylaws and developed Articles of Incorporation.

The Board approved the Articles of Incorporation and established an interim Board of Directors with four officers on January 17, 2011. The ILA was established as a non-profit corporation in Washington, DC on March 15 and soon after, the U.S. Internal Revenue Service approved the ILA's application for tax-exempt status. The ILA completed its transition to a fully independent membership association when it moved from the UMD to its own office in Silver Spring, Maryland (and just outside of Washington, DC) on June 30, 2012.

Guided by the wisdom and contributions of a committed Board, dedicated staff, and thousands of members and conference participants, the ILA has become the largest international and inter-disciplinary membership organization devoted solely to the study and development of leadership.

ILA Financial Information

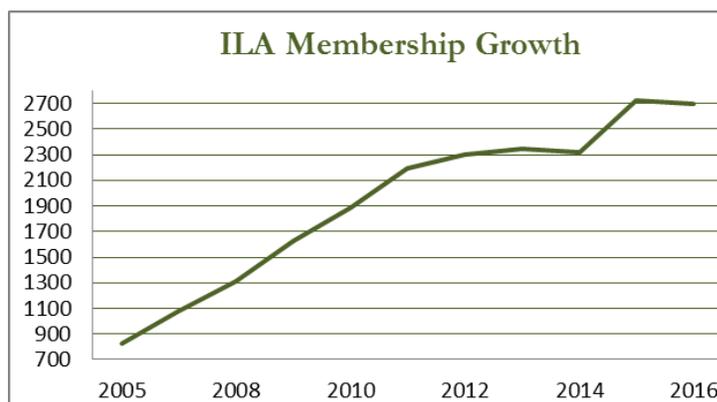
After incorporating in Washington, DC on March 15, 2011 as a non-profit corporation, the ILA applied for 501(c)(3) status. For those not familiar with nonprofit structures in the United States: 501(c)(3) is a designation under federal law for organizations established for educational, charitable, religious, scientific, literary, or other similar purposes. This status exempts the ILA from U.S. federal taxes, qualifies the ILA to receive tax-deductible contributions from supporters, and requires compliance with operational, reporting, and financial regulations. As a 501(c)(3), the ILA files an annual 990 form with the U.S. Internal Revenue Service (IRS). The ILA 990 is available for review upon request.

The ILA has maintained steady growth since its first conference in 1999 and has remained financially stable since its incorporation. Major revenue streams include membership dues, conference registration, and sponsorships. An accountant's review of the ILA's FY 16 financial statements was completed in 2017 confirming ILA's sound financial practices and reporting that 84% of expenses were spent on program services, 13% on general administration, and 3% on fundraising. The review, IRS 990s, and other financial information are routinely reviewed by the Finance Committee and the Board of Directors. The documents are available upon request.

ILA Membership

The ILA is one of the few organizations to actively embrace academics, practitioners, consultants, private industry, public leaders, not-for-profit organizations, and students. The membership structure strives to serve the needs of ILA's diverse constituencies while maintaining fairness and simplicity.

- ❖ Individual dues are based on individual annual income. A generous discount is given to renewing members.
- ❖ Group dues are based on the type of organization and each provides benefits to a primary contact plus up to three more group members. Unlimited associates can join as part of the group.
- ❖ A special membership package for students provides all benefits of membership excluding a copy of the annual *Building Leadership Bridges* publication.



Membership Benefits

Networking & Community

- Connect to members worldwide and participate in lively discussions forums on ILA Intersections
- Access the Member Directory to search for members near and far
- Attend ILA Global Conferences and other ILA events around the world
- Join peers in an ILA member community – Member Interest Groups, Affinity Groups, Learning Communities, and other volunteer networks within ILA

Professional Development

- *Leadership Perspectives Webinar Series* – free sessions featuring presenters from many sectors and disciplines – multi-year webinar archive also available to members on-demand
- Conferences and special events
- Presentation, publishing, and peer review opportunities
- Opportunities to serve on: conference planning committees, member communities, committees and task forces, and the Board of Directors

Resources

- Free online access to current and archived issues and articles of: *The Journal of Leadership Studies*, and *Leadership and the Humanities*
- ILA E-newsletter, *Interface*
- Author interviews with downloadable chapters
- Complimentary copy of the annual *Building Leadership Bridges* book (not included in student membership)

Savings

- Deeply reduced registration rates for Global Conference and other events
- Discounts on leadership books
- Special rates on subscriptions to print journals

Additional benefits for group members

- Member pricing for ads in the conference program books
- Special rates for job listings
- Program highlighted in the ILA's Directory of Leadership Programs (if applicable)
- Opportunity for your group to be profiled in a Member Spotlight



ILA Member Communities

The ILA has three types of communities that help members to find others who share their professional interests, passions, questions, or identities. Members may simply affiliate to receive regular updates or volunteer for more active roles on projects.

ILA Member Interest Groups (MIGs)

These communities are organized broadly around field or orientation to leadership. They organize projects and programs, recruit and engage volunteers, advise and work with the ILA staff, develop tracks for global conferences, promote the call for session proposals, and organize the peer review process.

Business Leadership

Chair: James Kanagva, Chair-Elect: Deirdre Barrett

Leadership Development

Chair: Linda Pallone, Chair-Elect: Renee Green

Leadership Education

Chair: Thomas Yannuzzi, Chair-Elect: Tara Edberg

Leadership Scholarship

Chair: Kathleen Callahan, Chair-Elect: Andrew Wefald

Public Leadership

Chair: Ariel Kaufman, Chair-Elect: Elżbieta Jablonska

Youth Leadership

Chair: Ashley Cole, Chair-Elect: Tasha Coppett

Affinity Groups (AGs)

These communities bring together members who share roles or professional interests to create opportunities for professional development, focused networking, and peer-to-peer activities, as well as the examination of relevant research and practices.

Leadership Education Program

Directors, Deans, and Chairs

Convener: Mary Tolar

Women and Leadership

Chair: S. Lynn Shollen, Chair Elect: Joanne Barnes

Peace Leadership

Co-Conveners: Ann Dinan, Whitney McIntyre Miller, Amanuel Melles

Learning Communities (LCs)

These communities are organized by members around themes, areas of passion, or critical questions. They are flexible, easily formed, and remain active until members decide their work together is complete.

Arts and Leadership

Co-Conveners: Michael Chirichello, Seth Reder, Gloria Burgess

Ethics Forum

Co-Conveners: Craig Johnson, Bill Minner, Lonnie Morris

Philosophy, Religion, and Worldviews

Co-Conveners: John Shoup, Chu-Chin Chen, Alicia Crumpton

Doctoral Program Faculty and Leaders Learning

Co-Chairs: Tova Sanders, James Gustafson, Rhonda McClellan

Followership

Co-Chairs: Rodger Adair, Marc Hurwitz, Angela Spranger

Sustainability Leadership

Co-Conveners: Paul Kosempel, Rian Satterwhite, Samuel Wilson

Global Conferences

The ILA’s annual global conferences bring together a wide array of professionals involved with the leadership field, including scholars, educators, coaches, consultants, corporate and non-profit executives, and students. The local planning team, program track chairs, and ILA staff work together to organize high-quality events that highlight the location’s history, maximize opportunities for learning and networking, and examine the theme along with the latest leadership research and practices.

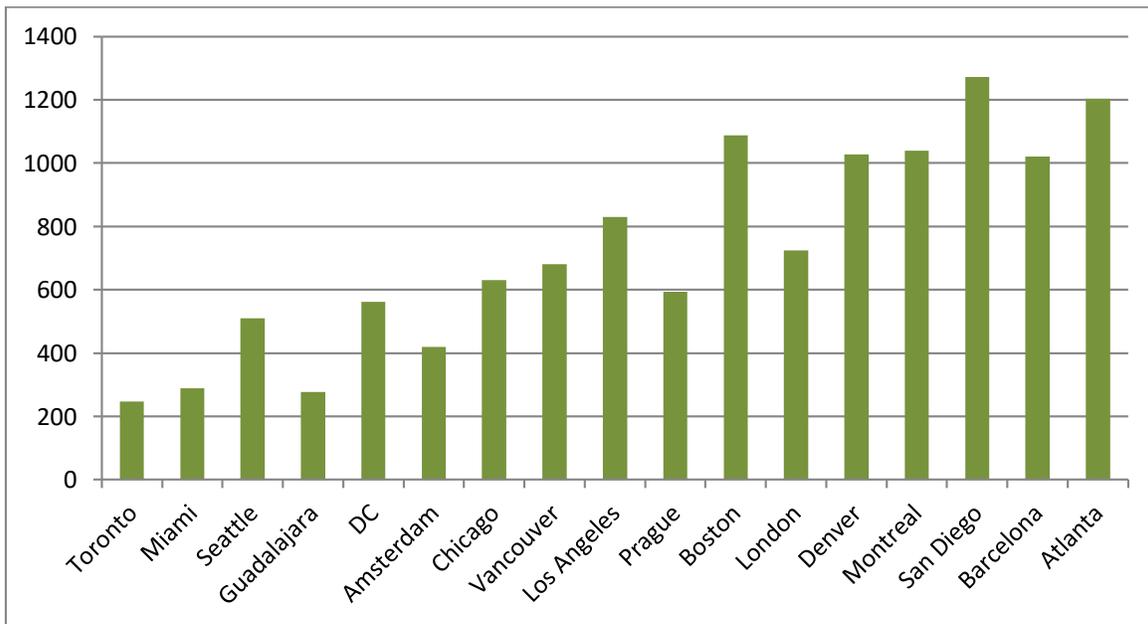
19th Global Conference in Brussels, Belgium
Thursday, 12 October - Sunday, 15 October 2017

20th Global Conference in West Palm Beach, Florida, USA
Wednesday, 24 October - Saturday, 28 October 2018

21st Global Conference in Ottawa, Canada
25-27 October 2019

22nd Global Conference in San Francisco, California, USA
5 -8 November 2020

Global Conference Location and Attendance Growth from 2000 – 2016



Additional ILA conference and events include the Women and Leadership conference in June 2017 and the Leadership Education Academy in August 2017.

ILA
Strategic Plan
2012—2017



International Leadership Association

*If you practice, study, or teach leadership;
If you seek a community of people who share your passion for leadership;
We invite you to be a vital part of the continued growth of the ILA.*



FOREWORD FROM THE ILA PRESIDENT AND CHAIR

It is difficult to trace all of the threads and conversations that led to the creation and development of the International Leadership Association. Like many ideas, it grew from both a series of informal conversations over many meals and formal discussions during meetings. The passionate contributions of many people and institutions coalesced to cultivate the networks, connections, and intellectual curiosity required to establish the ILA.

The ILA was created in 1999 to bring together all those interested in the study and practice of leadership including, among others, leadership scholars, educators, consultants, public sector, civic and business leaders, and students. Three hundred people attended the first annual conference in 1999. It was a resounding success and almost everyone in attendance recommended the ILA conference to others involved in the quickly expanding field of leadership. Now over 2,400 members strong, the ILA has become the largest international and interdisciplinary membership organization devoted solely to the triumvirate of the practice, research, and teaching of leadership. The ILA is one of the few organizations to actively embrace academics, practitioners, consultants, private industry, public leaders, not-for-profit organizations, and students.

From the start, people were encouraged to explore the cross fertilization of sectors, disciplines, cultures, nations, institutions, and professional roles. The founding goals were to:

1. Generate and disseminate cutting-edge work in leadership theory and practice;
2. Strengthen ties among those who study, teach, and exercise leadership; and
3. Serve as an arena, within which those with a professional interest in leadership can share research, information, resources and, above all, ideas.

In January 2001, the ILA Board began the first strategic planning process to build a solid foundation for the organization's early growth. That Strategic Plan narrative, with four strategic initiatives to guide the ILA's development, was reviewed by the ILA membership in 2002, and volunteer implementation teams were created. The initiatives guided the collective efforts of the ILA staff, Board, and membership.

The beauty of strategic planning is that it is generative. The second five-year Strategic Plan was based on the foundation built by the successes of the first, an assessment of the current landscape, and the perspectives of each of the ILA's member constituencies. The ILA enjoyed steady growth in membership and conference participation. Three years into that plan, the Board developed a plan to incorporate the ILA and gain non-profit status.

The third Strategic Plan builds on our past with anticipation and excitement for our newly incorporated not-for-profit membership association. It is designed to guide the ILA's strategic growth while maintaining flexibility to leverage emerging opportunities and the experience and talents of the ILA membership. Through our diverse talents and collective efforts, we will continue our work to promote a deeper understanding of leadership knowledge and practices for the greater good of individuals and communities worldwide.

Cynthia Cherrey

President

International Leadership Association

Gamaliel Perruci

Chair

International Leadership Association



OVERVIEW OF THE STRATEGIC PLANNING PROCESS

The 2012-17 International Leadership Association (ILA) strategic planning preparation process began in April 2011. The following considerations for the process and key ideas were discussed and shared with the Board of Directors: build on the ILA's strengths, determine the ILA's unique value proposition, think about the association on a larger scale, reframe and explore potential partners/alliances, consider the ILA's current organizational life cycle, key stakeholders, and the ILA's sustainability over the next five to ten years. As a result, a "Guiding Group" comprised of current and past board members was formed to help guide and inform these efforts further. Action items that resulted from the Guiding Group conversations included the importance of understanding the ILA membership, exploring possibilities for strategic alliances to expand the ILA's global reach, and understanding regional needs in leadership development and education from scholar and practitioner perspectives.

In addition, the 2011 ILA Global Conference in London provided another opportunity to gather information and listen to members as well as the Board and Member Interest Group Chairs. A strategic planning listening session was offered so that all conference participants could share their ideas and perspectives.

By the February 2012 strategic planning retreat in Denver, Colorado, the ILA Board and Member Interest Group Chairs drew on and reviewed several documents to guide its findings: the past and current history of the ILA, the 2011 ILA Membership Survey, a Strategic Planning Preparation Summary that included the strategic planning listening session summary from the global conference, a report on strategic collaborative business relationships that expand the ILA's global reach, and global perspective reports from regional leaders in Africa, Asia, Caribbean, Europe, Latin America, Middle East, North America, and Oceania. In addition, the ILA Board and Member Interest Group Chairs in attendance at the strategic planning retreat completed a Strengths, Weaknesses, Opportunities, and Threats (SWOT) Analysis. A Member Input Survey gave another opportunity for ILA members to give additional thought to the mission, vision, draft strategic imperatives, and goals.

The results of many discussions, meetings, participation at multiple levels, and the reviews of several documents, summaries, surveys, and reflections come together and are outlined in this 2012-17 ILA Strategic Plan.



MISSION

The International Leadership Association (ILA) is a global network for all those who practice, study, and teach leadership. The ILA promotes a deeper understanding of leadership knowledge and practices for the greater good of individuals and communities worldwide.

Our Commitment to Realize the Mission of the ILA

The principal means by which our mission is accomplished is through the synergy that occurs by bringing together public and private sector leaders, scholars, educators, businesses, consultants, and students from many disciplines and many nations.

The ILA strives to:

- Strengthen ties between those who study and those who practice leadership;
- Serve as a forum where people can share ideas, research, and practices about leadership;
- Promote effective and ethical leadership in individuals, groups, organizations, and governments in the global community; and
- Generate and disseminate interdisciplinary research and develop new knowledge and practice.

VISION

The ILA will be valued for its expertise in developing and advancing leadership knowledge and practice worldwide.

VALUES

Inclusion: Fosters and promotes broad and diverse membership engagement.

Impact: Encourages leadership initiatives that advance the field of leadership and contribute to the greater global good.

Integrity: Insists upon effective and ethical leadership practices and sound scholarship.

Interconnection: Builds upon the shared interests and complementary talents of members to support individual and collective goals.

Interdisciplinary: Promotes and influences leadership as an interdisciplinary field bridging theory, practice, and multiple sectors.

International perspectives: Respects cultural contexts and facilitates learning and networking across national boundaries.

CHALLENGES AND INFLUENCES

The documents reviewed, the data collected and analyzed, and the environmental scan resulted in identifying the following overall challenges and influences as important to ILA's strategic planning process and consideration of its capacity to accomplish its goals:

Challenges

The themes below represent a synthesis of internal and external weaknesses and threats (or challenges) derived from the strategy development process that included the review of several reports, assessments, SWOT analysis, and Board Retreat discussion.

A Struggling World Economy

The world recession prompted concerns about the overall economic situation, which could have a direct impact on ILA and has had an impact on many of the ILA's members, both individuals and organizations. This could affect funding strategies by foundations and corporations as well as potential external policy shifts that could influence perceived values by ILA members. It also may affect our ability to have a diverse base of members and the interdisciplinary approach we value.

Demands to Reach Broader, Think Bolder

Concerns were noted around the outreach to more members and the potential wider visibility that ILA could have through the areas of technology, regional presence, the brand itself, and the purposes ILA serves. More focus is suggested on marketing; outreach and establishing a niche for regional groups; being more inclusive and utilizing past MIG and Board leaders to strengthen the capacity of the association; and changing how the Global Conference can engage members to fully participate in more open dialogue and encourage ways of thinking about leadership topics from multiple perspectives.



Influences

The themes below represent a synthesis of internal and external strengths and opportunities (or Influences) derived from the strategy development process that included the review of several reports, assessments, SWOT analysis, and Board

ILA is an Interdisciplinary Leadership Organization

A major strength of ILA is its members who are committed to building a community in which members are deeply engaged in interdisciplinary learning that will lead to actions that are transformational. The organization prides itself on involving others, valuing change and process, and promoting interaction and dialogue. ILA values human and financial capital and its investment in both are keys to its stability and sustainability.

Technology Innovations

ILA is maturing in its ability to use technology to achieve its vision, values, and goals. Exploring social media platforms, venues, leadership products, and new ways of posting articles, videos, resources, and blogs to disseminate knowledge and foster global connection can potentially strengthen ILA's global visibility.

A Unique Niche: The Focus on Leadership

ILA is unique in that its focal point is leadership as an interdisciplinary field bridging theory, practice, and multiple sectors. ILA has an opportunity to influence the public discourse on leadership, major research agendas, pedagogy, and practices.

Expansion and Partnerships

ILA can be even more influential in achieving its mission through thoughtful and strategic membership growth joined with the development of strategies to increase member engagement opportunities. There is an opportunity to create diverse methods of professional development and leadership experiences for all members across the globe. There are also several partners and joint ventures to be explored to further our collaborations on leadership initiatives. The Global Conference Program, as a specific example, is another way to expand opportunities—integrating tracks, use the pre-conferences more effectively, cross-track reviewing submissions, and offering continuing education units for professionals.



STRATEGIC IMPERATIVES AND GOALS

Based on our understanding of ILA's history, identification of the context in which it exists, a review of mission, vision, values, and an analysis of ILA's strengths, weaknesses, opportunities, and threats, we recommend the following Strategic Imperatives and Goals:

Strategic Imperative #1: *Advance the global study and practice of leadership*

Goals

- * Create boundary spanning professional opportunities that catalyze learning and collaborative experiences.
- * Capitalize on ILA's storehouse of leadership knowledge and practice.
- * Create networks and/or partnerships of others dedicated to leadership research and development.

Strategic Imperative #2: *Develop and engage a more global and diverse membership*

Goals

- * Develop strategies to launch a more viable and engaged ILA presence in targeted regions outside of the U.S.
- * Increase membership to be more global and diverse.
- * Leverage communications and technology to engage ILA members worldwide.

Strategic Imperative #3: *Strengthen ILA as a dynamic, sustainable, global organization*

Goals

- * Define standards and implement strategies for expansion and organizational development.
- * Identify, develop, expand, and diversify financial resources.
- * Ensure compliance and transparency with all legal, ethical, and organizational requirements of being a nonprofit 501(c)(3) organization.
- * Further develop, protect, and promote the ILA brand as part of an integrated communication and marketing strategy.

IMPLEMENTATION AND ASSESSMENT PLAN

ILA membership will be involved with the implementation, progress, and assessment of the Strategic Plan. The ILA staff, with Board support, will oversee the strategic management of this plan. This will include making decisions about reporting, budget, measures, and evaluation results as well as coordinating progress meetings throughout the year (in person and via technology). Annually, there will be a detailed review of the overall Strategic Plan and progress towards achieving the goals.

BYLAWS of the
INTERNATIONAL LEADERSHIP ASSOCIATION, INC.

(Passed April 1, 2011, amended: September 8, 2011, December 7, 2011, and February 26, 2016)

ARTICLE I
NAME, IDENTITY, AND PURPOSE

Section 1.01 Name: The name of the organization is the International Leadership Association (hereinafter ILA or the Association).

Identity: The ILA is organized for educational purposes to serve as a global network for all those who practice, study, and teach multiple facets of leadership.

Section 1.02 Mission: To promote a deeper understanding of leadership knowledge and practices for the greater good of individuals and communities worldwide.

Objectives:

1. To encourage leadership scholars, educators, and practitioners to work together for the purpose of generating new ideas and practices in the field of leadership studies.
2. To foster research and learning about leadership across intellectual, professional, cultural, ideological, and national boundaries.
3. To generate and disseminate interdisciplinary research and develop new knowledge and practices about leadership.
4. To increase worldwide understanding of the importance of leadership to the conduct of human affairs.

ARTICLE II
MEMBERS

Section 2.01. Membership: Any individual or group who subscribes to the mission of the Association shall be eligible to apply for membership. An applicant for membership shall submit to the ILA a completed membership application and payment of the appropriate dues, as established by the Board of Directors.

Section 2.02. Membership Benefits: Members in good standing are eligible to affiliate with member communities set forth in Articles VI-IX; nominate candidates for Board service; serve on the Board of Directors, ILA committees, and task forces; vote in Member Interest Group elections; and receive additional benefits, which may vary based on pricing levels.

Section 2.03. Membership Meetings: Annual meetings of the membership will be held at times and places determined by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 3.01 Authority of Directors: The Board of Directors (hereinafter the Board) is the policy-making body of the Association and may exercise all the powers and authority granted to the Association by law. The Board shall oversee the Association's policies and procedures. Among its other powers, the Board of the Association shall have and may not delegate the power to:

- a) Adopt, amend, and repeal the Bylaws, Articles of Incorporation, and the mission statement
- b) Elect or remove Board members or Officers
- c) Hire or fire the President/CEO
- d) Adopt the budget
- e) Eliminate programs, approve mergers, dissolve the organization
- f) Obligate the organization to new debts, approve any application for and acceptance of any lines of credit or any other borrowing of funds in the name of the Association
- g) Sell, transfer, or buy a major asset.

Section 3.02 Board Quorum: A quorum shall consist of a simple majority of the total number of voting Board members then in office. Unless otherwise stated in these Bylaws, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.03 Ex-officio, emeriti, and other specially appointed Board members do not have voting rights and they shall not be counted towards quorum.

Section 3.04 Number of Board Members: Unless otherwise stated in these bylaws, the Board shall consist of a minimum of twelve (12) and up to eighteen (18) voting members and one (1) statutory member who serves as a non-voting ex officio member: the President/CEO.

Upon approval of the Board, the Board Chair and the President/CEO may jointly appoint non-voting ex officio members of the Board to serve in important organizational roles such as the Conference Chair.

Section 3.05 Election and Term of Board Members:

Election: The initial Board of Directors of the Association shall consist of those individuals named in the Articles of Incorporation. Such persons shall hold office until the first election of Directors. Thereafter, Directors shall normally be elected in September but the Board may elect Directors at regular or special meetings to fill a vacancy as provided in 3.06. Board members shall be elected by a two-thirds majority vote of the Board members present at a meeting at which two-thirds of the voting members are present.

Terms: Unless otherwise specified when elected (e.g. when filling a vacancy as provided in Section 3.06), Directors shall be elected for a term of three (3) years,

starting on January 1 after their election and ending on December 31 after their successor has been elected and qualified. Voting Members of the Board of Directors may serve no more than two (2) three-year terms; however, a Director may remain on the Board subsequent to serving two regular Board terms for as long as the Director is also serving as an Officer. For purposes of this limit, a Director elected to fill a vacancy for a partial term will be considered to have served a full term if they serve two (2) years or more.

The Board of Directors shall be divided into three roughly equal cohorts. Members of each cohort shall begin and end their terms the same year, with the terms of one cohort expiring each year to create staggered board terms over three years.

Emeritus Members: The Board may elect non-voting emeritus members with lifetime terms in recognition of individual service.

Section 3.06 Resignation and Removal: Resignations are effective upon receipt by the Board Chair of a written notification. The Board of Directors, at its discretion, may remove any Director by a two-thirds majority of the voting Board. Removal shall occur only after the Director complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 3.07 Vacancies: Any vacancy on the Board, from whatever cause arising, shall be filled by the procedures set forth in these Bylaws. Vacancies need not be filled immediately. If the number of Board Members remaining in office falls below eight (8), the Board may fill the vacancy by the affirmative vote of the majority of the Board Members remaining in office.

Section 3.08 Meetings: The Board shall hold at least four (4) regular meetings annually. The Board may hold meetings at such times and places as the Board shall determine. Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another, and such participation shall constitute presence in person at the meeting.

Special Meetings: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall send out email notices of special meetings to each Board member at least two (2) weeks in advance.

Meeting Attendance: Each Board Member must attend a minimum of two (2) Board meetings per year or be subject to removal under section 3.06.

Section 3.09 Action by Electronic Mail: Any action that may be taken in writing pursuant to these Bylaws may be taken through electronic mail so long as the mail is sent in a format that can be stored or printed by the Association in accordance with District of Columbia Code. Notwithstanding the foregoing, meetings of the Board may not be conducted by electronic mail.

- Section 3.10 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing (including communications transmitted or received by electronic means) to taking the action without a meeting and to approving the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- Section 3.11 Inspection: Every Board Member shall have the right for any proper corporate purpose at any reasonable time to inspect all books, records, and documents, and to visit the office.
- Section 3.12 Compensation of Board Members: Board Members shall not be compensated for serving on the Board; however, a Board member who also serves as an employee of the Association may be compensated for their service as an employee.
- Section 3.13 General Standards for Board Members: Each Board Member shall discharge the duties of a Board Member, including committee duties, in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board Member reasonably believes to be in the best interests of the Association.

ARTICLE IV **OFFICERS**

- Section 4.01 Officers: The elected officers of the Association shall be the Board Chair (herein after the Chair), Vice Chair, Secretary, and Treasurer. The President shall serve as an appointed Officer and shall be the Chief Executive Officer (CEO) employed by the Association. Two (2) or more elected offices may be held by the same person, except the offices of Treasurer and Chair. The Board may create additional officer positions to serve emergent needs of the organization.

Terms: Officers, other than the President/CEO, shall serve up to three two-year terms in any one office. Terms shall begin on January 1 and end on December 31.

Elections: The Board Development Committee shall coordinate the officer nomination and election process. Nominees for Board Chair shall be current Board members in good standing. Other officer nominees shall be current or prior Board members. Officers shall normally be elected in September; however, the Board may hold elections at a regular or special meeting to fill a vacancy.

Section 4.02 Duties: Subject to the control of the Board of Directors, all Officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An Officer shall discharge their duties in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Officer reasonably believes to be in the best interests of the Association.

Duties of the Board Chair: The Chair shall serve as the presiding officer at meetings of the membership, the Board, and the Executive Committee. The Chair shall perform all other duties customary to that office and have such other authority and powers as the Board of Directors may from time to time prescribe.

In consultation with the Board, the Chair shall prepare an annual review of the President/CEO and recommend salary for consideration by the Executive Committee. The Chair shall work with the President/CEO to optimize the relationship between the Board and management of the Association.

Duties of the Vice Chair: In the absence of the Board Chair, the Vice Chair shall perform the duties of the Chair and shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the Chair and President/CEO may together from time to time provide, subject to the powers and supervision of the Board of Directors.

Duties of the Secretary: The Secretary works with a designated staff person to keep an accurate record of the proceedings of all meetings of the Board of Directors and other business meetings of the Association, give or cause to be given all notices in accordance with these Bylaws or as required by law, ensure the maintenance of the permanent records of the Association, and in general shall perform all duties customary to the office of Secretary.

Duties of the Treasurer: The Treasurer shall oversee the development and observation of the organization's financial policies; regularly inform the Board of key financial reports, events, trends, and concerns; provide financial leadership to the Board; chair the Finance committee and with it propose the annual budget and financial reports; The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of their duties as the Board may require, for which the Treasurer shall be reimbursed.

Section 4.03 Resignation and Removal: Resignations are effective upon receipt by the Chair or Secretary of a written notification. The Board of Directors, at its discretion, may remove any Officer by a two-thirds majority of the entire voting Board. Removal shall occur only after the Officer complained against has been given notice and a reasonable opportunity to respond to the Board.

Section 4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term shall be filled by the Board. The term of an officer filling a vacancy shall begin immediately and shall end as originally scheduled.

Section 4.05 Duties of the President: The Board of Directors shall hire the President/CEO who shall serve as a non-voting ex officio member of the Board of Directors. The President will serve as the Chief Executive Officer of the Association and shall have general and active management of the programs, affairs, and employees of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President/CEO shall perform other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

**ARTICLE V
COMMITTEES**

Section 5.01 Executive Committee: The Association shall have an Executive Committee, comprised of the Officers of the Board, and the President/CEO, who shall serve as an ex officio member. Chaired by the Board Chair, the Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the President/CEO in managing the affairs of the Association. All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

Section 5.02 Authority of the Executive Committee: The Board delegates authority to the Executive Committee as specified in the following responsibilities:

- a) Implements and enforces decisions of the Board of Directors; advises the President/CEO, reviews major issues in-between meetings facing the organization; assists the Chair in developing the agenda for Board meetings;
- b) Keeps the full Board informed of its activities and actions in an appropriately timely manner through written minutes and verbal reports at Board meetings;
- c) Facilitates an annual evaluation of the Strategic Plan;
- d) The Board Chair conducts the annual performance review of the President/CEO and reports the results and recommendations to the Executive Committee and the full Board in executive session;
- e) Reviews and recommends approval of the organization’s operating budget; and conducts a timely review of detailed financial reports provided by the COO in consultation with the Treasurer;
- f) Reviews contracts that are executed by the staff for \$100,000 or more;
- g) Coordinates the development of policies for presentation to the full Board;
- h) Serves as an advisory group to the President/CEO as needed
- i) Re-allocates resources if necessary in the Budget within the guidelines established by the Board.

Section 5.03 Standing Committees: In addition to the Executive Committee, there shall be four Standing Committees of the Board: the Board Development Committee, the Finance Committee, the Membership Committee, and the Fundraising Committee.

The Chair and President/CEO shall jointly nominate for Board approval the chairs of the standing committees, who shall be current members of the Board and shall serve one-year renewable terms. The Standing Committee chairs shall normally be

elected by the last Board meeting of the calendar year. However, the Board may fill vacancies at any regular or special meetings of the Board.

The Chair and President/CEO shall, in consultation with the chairs of the Standing Committees, jointly appoint the members of committees, all of whom shall be ILA members in good standing, and a majority of whom shall be members of the Board. The Chair and President/CEO may serve as ex officio members of any or all standing committees of the Board.

- Section 5.04 Other Committees: The Chair and President/CEO shall jointly establish, with the advice and approval of the Board, such other committees, networks, task forces, and commissions as are determined to be necessary to serve the goals of the Association and its members. All such bodies shall be evaluated regularly by the Chair and President and may be retained, revised, or eliminated by action of the Board.
- Section 5.05 Committee Records: Descriptions of the functions and duties of all Board committees, networks, task forces, and commissions shall be submitted to the Secretary and shall be made available to members of the Board upon request.

ARTICLE VI
MEMBER INTEREST GROUPS

- Section 6.01 The ILA shall have the following Member Interest Groups:
 Member Interest Group for Leadership Scholarship
 Member Interest Group for Public Leadership
 Member Interest Group for Leadership Education
 Member Interest Group for Business Leadership
 Member Interest Group for Leadership Development
- Section 6.02 Formation: The Board has the authority to form and dissolve additional Member Interest Groups. A group of seventy five (75) or more Members of the ILA may petition the Board to establish a new Member Interest Group. In addition to the signatures of 75 or more ILA members, each petition to establish a Member Interest Group must contain a title for the group and be accompanied by a description of the unique constituency of the group, in contrast to existing Member Interest Groups.
- Section 6.03 Purposes and Responsibilities: The Member Interest Groups promote the common interest of Association members in specified areas of the leadership field; increase communication and interaction among persons of similar interests within the framework of the larger Association; advise the ILA Board of Directors and staff concerning the MIG’s particular interests, member needs, and specialties; provide peer review of conference or other proposals; and organize conference programs and other Association events to provide added value to the members. Member Interest Groups facilitate relationships between and learning among persons with common interests; and they provide an opportunity for individuals to participate actively in their Association.

Section 6.04 Organization: Each Member Interest Group shall have a Chair, Chair-Elect, and Immediate Past Chair, who will serve one (1) year terms, with specific duties as outlined in the ILA Roles and Responsibilities document. The Chairs may create additional roles, committees, or teams to further the work of the community. After one year in the position, the Chair-Elect succeeds the Chair, and the Chair becomes the Immediate Past Chair. If a MIG leader cannot complete their term, the ILA President/CEO, in consultation with the MIG’s leadership will make a special appointment to finish the term.

Section 6.05 Member Interest Group Nomination and Election Process:

- (a.) ILA members may nominate themselves or others to run for the position of Chair-Elect by submitting a nomination to the ILA central office.
- (b.) Each nominee is responsible for submitting to the ILA office a written statement outlining their interest in the Chair-elect position and detailing their qualifications, ideas, and experience. This statement should include what they will do as Chair/Chair-elect and how it fits the ILA’s mission and goals. Nomination statements and, if submitted, a photo, will be posted to the Web site.
- (c.) The annual ILA conference should be used to explain the criteria for the position and the election process, solicit interest in the position, and make nominations.
- (d.) Online voting will take place annually for a period of at least 10 days. Only current ILA members affiliated with the particular Member Interest Group may vote.
- (e.) The candidate who wins a simple majority of votes shall be named Chair-elect.
- (f.) Chair-elects will serve one year in that position and the next year as Chair.
- (g.) Chairs will serve one year in that position and the next year as Immediate Past Chair.

ARTICLE VII
AFFINITY GROUPS

Section 7.01 Purpose: An affinity group is intended to help members find others with mutual interests for peer support and networking. A group of thirty (30) or more Members of the ILA may petition the President/CEO to establish an Affinity Group. Petitions shall be routinely processed unless special circumstances warrant a review by the Board of Directors. Each petition to establish an Affinity Group must contain a title for the group and be accompanied by a description of the unique purpose of the group, in contrast to existing Member Interest Groups and Affinity Groups.

Section 7.02 Formation: The Board has the authority to form and dissolve Affinity Groups. An Affinity Group enrolling seventy-five (75) or more members for a period of two consecutive calendar years may petition the Board of Directors to become a Member Interest Group. An Affinity Group shall become a Member Interest Group, subject to the Bylaws of the ILA, upon the approval of its petition by a vote of two-thirds of the ILA Board of Directors present at a Regular or Special meeting.

ARTICLE VIII
LEARNING COMMUNITIES

- Section 8.01 Purpose: Learning Communities provide an opportunity for ILA members to self-organize around topics of shared interests. Each learning community will have a unique focus, based around specific questions, that allows members to participate in, contribute to, and benefit from knowledge generated by collective learning that is not accessible through individual reflection alone.
- Section 8.02 Formation: The Executive Committee of the ILA shall have the authority to create the process for application and approval of new Learning Communities. Any member of the ILA may initiate a Learning Community by submitting a proposal to the Executive Committee for approval.

ARTICLE IX
CHAPTERS

- Section 9.01 Purpose: Regional Chapters provide an opportunity for ILA members sharing a common geographic location to gather together for activities that further the mission of the Association. A Regional Chapter will be comprised of a group of fifty (50) or more ILA members in a geographically defined region.
- Section 9.02 Formation: The Board has the authority to form and dissolve Regional Chapters. A regional Chapter of the ILA may be created upon the approval of the Board of Directors, upon the petition of a minimum of fifty (50) members. The Board of Directors shall approve the geographical boundaries of each region. All Regional Chapters shall be evaluated regularly and may be retained, revised, or eliminated by actions of the Board of Directors.
- Section 9.03 Regional Representative: The President/CEO shall appoint, with the advice and approval of the Board of Directors, a Regional Representative from each region. The Regional Representative shall be responsible for organizing and coordinating regionally based programs, assisting the Officers and the Board of Directors in the development of the ILA, and advising on matters of policy.
- Section 9.04 Administration: A Regional Chapter of ILA shall be entitled to cooperation from the ILA administrative office in matters of mailings to its members, and from the Conference Committee in matters related to the Annual Meeting and from the ILA in such other ways as the Board of Directors may decide.

ARTICLE X
FINANCIAL ADMINISTRATION

- Section 10.01 Fiscal Year: The fiscal year of the Association shall be July 1 to June 30 but may be changed by resolution of the Board of Directors.

- Section 10.02 In order to maintain its U.S. federal tax exemption, the association must engage primarily in activities which accomplish one or more of its tax-exempt purposes. All revenue derived from dues, assessments, sale of publications, grants or any other source shall be used entirely for the work of the Association. Such funds shall be expended in accordance with Association purposes consistent with its charitable tax-exempt purposes, budget, or with the special terms of a grant or bequest consistent with Association purposes. No part of the incomes of the Association shall be paid to any member as a share or dividend, but Officers, Directors, committee members, members, and employees may be reimbursed for necessary pre-approved expenses related to their duties, and employees may be paid wages and salaries consistent with the Board approved budget. No loan shall be made or contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.
- Section 10.03 Checks, Drafts, and Contracts: All contracts, check, drafts, or other orders for payment of money by the Association shall be authorized and paid in accordance with the relevant financial policies adopted by the Board of Directors.
- Section 10.04 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board of Directors after the close of each fiscal year.

ARTICLE XI
RECORDS

- Section 11.01 Books and Records: The Association shall keep correct and complete books and records of accounts, and minutes of the proceedings of the Board of Directors, standing committees, and other established Board entities.
- Section 11.02 Public Disclosure: After receiving IRS recognition of its federal tax-exemption, the Association shall keep available for public inspection at its principal place of business copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 filed within the past three years. As required by the tax code and regulations, the Association shall either (i.) make such materials widely available to the public, such as by posting on the Internet, or (ii.) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing.

ARTICLE XII
BYLAW AMENDMENTS

- Section 12.01 Amendments: The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. Proposed amendments will be introduced at one Board meeting and voted upon at a subsequent Board meeting. Any such action shall be upon approval of a two-thirds majority vote at a meeting at which two-thirds of the voting members are present.

ARTICLE XIII
CONFLICT OF INTEREST POLICY

- Section 13.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of interest policy applicable to officers, Directors, members of committees of the Board, and employees that shall (i.) define conflicts of interest (including competing financial interests or fiduciary duties); (ii.) require that conflicts be disclosed; and (iii.) require that the conflicted person be recused from any decision-making with regard to the matter.
- Section 13.02 Annual Statements: Each Director, Officer, employee, and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person: (i.) has received a copy of the conflict of interest policy; (ii.) has read and understands the policy; and (iii) acknowledges compliance with the policy.

ARTICLE XIV
INDEMNIFICATION

- Section 14.01 Definitions: “Matter” shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or congressional (or other body’s) investigation, hearing, or other proceeding. “Eligible Person” shall mean any person who at any time was or is a Director, a member of any committee or subcommittee, an officer, an agent, an employee, or a volunteer of the Association.
- Section 14.02 Right to Indemnification: Any Eligible Person made a party to or respondent in a Matter by reason of their position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which .i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, (ii.) in the case of a criminal Matter, the person had reasonable cause to believe that their conduct was unlawful, or (iii.) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.
- Section 14.03 Limitation on Right of Indemnification: Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i.) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in Section 14.02 above; or (ii.) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in Section 14.02 above.
- Section 14.04 Other Rights: The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the

indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification inure to the benefit of their heirs, executors, or other lawful representative.

Section 14.05 Insurance: The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE XV **EMERGENCY POWERS¹**

Section 15.01 Definition: An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

Section 15.02 Notice: During an emergency, unless the articles of incorporation or bylaws provide otherwise notice of a meeting of the board of directors need be given only to those directors it is practicable to reach and may be given in any practicable manner.

Section 15.03 Authorization: In the event of an emergency, the Board of directors may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.
- (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.
- (3) One or more officers of the nonprofit corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority.
- (4) Corporate action taken in good faith during an emergency to further the ordinary affairs of the nonprofit corporation: Binds the corporation; and shall not be used to impose liability on a director, officer, employee, or agent.

¹This Article adopts the provisions of the DC Nonprofit Corporation Act, § 29-403.03.